**Bach Musica NZ Incorporated**

**Constitution**

**Adopted at the General Meeting on 21 November 2023**

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**BACH MUSICA NZ INCORPORATED**

**CONSTITUTION OF THE SOCIETY**

1. NAME

The name of this Society is Bach Musica NZ Incorporated (**Society**).

1. DEFINITIONS AND INTERPRETATION
   1. **Definitions**

In this Constitution, unless the context otherwise requires:

**2022 Act** means the Incorporated Societies Act 2022 and including any regulations made pursuant thereto.

**1908 Act** means the Incorporated Societies Act 1908 and including any regulations made pursuant thereto.

**Act** if not specified as either the 2022 Act or the 1908 Act means whichever of the 2022 Act and the 1908 Act the Society is subject to in relation to the matter under consideration.

**Administrator** means the Administrator appointed pursuant to clause 16.1.

**AGM** or **Annual General Meeting** means an annual general meeting of Members.

**Annual Financial Statements** means the annual financial statements of the Society prepared in accordance with the Act.

**Approved Signatories** means no less than two signatories from the Society’s authorised signatories, one of whom must be either the Treasurer or the Secretary.

**Bylaws** means any bylaws made by the Committee in accordance with clause 23.

**Chair** means the person appointed pursuant to clause 9.1.

**Committee** means the Committee of the Society as set out in clause 8.

**Committee Member** means a member of the Committee.

**Constitution** means this Constitution.

**Deputy Chair** means the person appointed pursuant to clause 9.4.

**Financial Interest** has the meaning provided in clauses 13.5 and 13.6.

**Financial Year** means 1 January to 31 December or such other period as the Committee may determine.

**General Meeting** means the AGM or any Special General Meeting.

**Incorporated Societies Register** means the register of incorporated societies established under the Act.

**Member** means a current member of the Society pursuant to clause 6.1.

**Members Register** means the register of Members to be kept pursuant to clause 6.3.

**Musical Director** means the person contracted to be the musical director of the Society.

**Purposes** means the purposes of the Society as provided in clause 3.

**Registrar** means the Registrar of Incorporated Societies under the Act.

**Society** means this Society, Bach Musica NZ Incorporated.

**Secretary** means the Secretary in accordance with clause 9.5.

**Special General Meeting** means all general meeting of Members other than an AGM.

**Treasurer** means the person appointed pursuant to clause 9.7.

* 1. **Interpretation**

In the Constitution, unless the context otherwise requires:

* + 1. the headings appear as a matter of convenience and are not to affect the construction of the Constitution;
    2. in the absence of an express indication to the contrary, references to clauses are to clauses of the Constitution;
    3. a reference to any statute, statutory regulation or other statutory instrument includes the statute, statutory regulation or instrument as from time to time amended or re-enacted or substituted;
    4. the singular includes the plural and vice versa and one gender includes the other genders and agendas;
    5. another grammatical form of a defined word or expression has a corresponding meaning;
    6. the words “written” and “writing” include facsimile and electronic communications and any other means of communication resulting in permanent visible reproduction;
    7. the word “person” includes any association of persons whether corporate or unincorporate, and any state or government or department or agency thereof, whether or not having separate legal personality;
    8. the words “day” and “days” mean calendar days; and
    9. words or expressions defined in the 2022 Act have the same meaning where they are used in the Constitution.

1. PURPOSES OF THE SOCIETY

The Purposes of the Society are as follows:

* + 1. to foster and promote an appreciation and understanding of classical music in general, with special reference to the works composed by Johann Sebastian Bach and other baroque music, by means of practice and public performance of choral, orchestral or other music;
    2. to perform, organise and co-organise concerts, series of concerts and concert tours appropriate to the above Purpose;
    3. to organise and produce educational workshops including in relation to singing, sight-reading and conducting;
    4. to produce for distribution and sale, publications and recordings appropriate to the above Purposes;
    5. to establish and maintain national and international contacts as are appropriate to the above Purposes; and
    6. to engage in any other activity appropriate to or which shall further the above Purposes.

1. REGISTERED OFFICE
   1. **Registered office**

The registered office of the Society is 2C Princes Street, Kensington, Whangarei being the current residential address of the Secretary.

* 1. **Change of Registered Office**

The Committee may elect to move the registered office of the Society from time to time. The Secretary will inform the Registrar of this change within the time frame required by law.

1. CAPACITY AND POWERS

The Society shall have the capacity and the rights, powers and privileges as set out in or conferred by the 2022 Act, including all powers necessary for, or ancillary or incidental to, fulfilling its Purposes.

1. MEMBERSHIP OF THE SOCIETY
   1. **Eligibility**

The members of the Society are those persons who are current members of the Society’s Choir (including the Musical Director) and who consent to be members of the Society; and also Honorary Life Members who consent to that status.

* 1. **Honorary Life Members**

The Committee may elect to Honorary Life Membership any person who has made a recognised contribution to achievement of the Purposes or in recognition of exceptional service rendered to the Society.

* 1. **Members Register**
     1. The Secretary must keep a register of Members recording each Member’s name, postal address and email address, telephone number and the date the person became a Member.
     2. If a Member’s name, address details or telephone number changes, then the Member must give the Secretary the updated information. The Secretary must then update the Members Register as soon as practicable.
  2. **Access to Members Register**
     1. A Committee Member may access the Members Register if access is necessary for the performance of the Committee Member's functions or the exercise of the Committee Member's powers.
     2. A Member may make a request to the Secretary for access to the Members Register. The Secretary will provide access to the extent that Members have consented to access being granted to information about themselves on the Register.

1. TERMINATION OF MEMBERSHIP
   1. **Notice of resignation**

Honorary Life Members shall advise the Society by notice in writing if they wish to resign from their Membership, with such resignation to be effective at the date such notice is received by the Secretary.

* 1. **Cessation of Choir Membership**

A Member (other than an Honorary Life Member) shall cease to be a Member when that Member ceases to be a member of the Society’s Choir.

* 1. **Termination by Committee**

After due inquiry by the Committee, and subject to compliance with clause 18 if applicable, and having given the Member the right to be heard (either in person or in writing, at the Committee’s sole discretion), the Committee may, by written notice, stating the reasons for arriving at their decision, invite any Member, within a specified time to resign for failure to comply with the Constitution or any of the other duties as a Member. If the Member does not so resign, then such Member’s Membership may be terminated by a majority resolution of the Committee approving the termination. Unless otherwise specified in such resolution, termination is effective as of the date of the resolution.

1. THE COMMITTEE
   1. **Committee**

The Society shall be governed by a Committee.

* 1. **Powers**

The Committee may exercise all powers of the Society as are not, by the Act or by the Constitution, required to be exercised by the Society at a meeting.

* 1. **Functions**

The Committee’s functions are to manage, direct or supervise the operation and affairs of the Society, including:

* + 1. carrying out the Purposes, and using money or other assets to do that;
    2. controlling and managing the Society’s financial affairs, including meeting the Committee’s record keeping and reporting obligations under the Act;
    3. appointing the Musical Director under a contract in writing;
    4. delegating powers and duties of the Committee, where necessary or desirable;
    5. ensuring that the Constitution is available to Members;
    6. deciding the time and location of meetings;
    7. setting the agenda for meetings; and
    8. setting Membership subscriptions and fees.
  1. **Duties**

Each Committee Member shall owe duties to the Society as provided in the Act or otherwise required by law.

* 1. **Composition**
     1. The Committee shall be no fewer than five and no more than ten persons, who are not precluded by any relevant legislation from being a Committee Member, and shall include the Musical Director as a permanent Committee Member, subject to clause 8.8.
     2. A majority of the Committee Members must be made up of Members.
  2. **Elected**

The Committee Members (other than the Musical Director) shall be elected at each AGM.

* 1. **Term**

Committee Members shall be elected for a term expiring at the end of the next AGM, subject to clause 8.8, and shall be eligible for re-election in accordance with clause 8.6.

* 1. **Removal**

Any Committee Member, may be removed either by a 75% or greater majority resolution of the Committee or by a 75% or greater majority resolution of the Members passed at either an AGM or a SpecialGeneral Meeting.

* 1. **Casual Vacancy**

Where a Committee Member resigns from office before the end of their term, or is removed from office in accordance with clause 8.8, or otherwise ceases to be a Committee Member, then the Committee Members may, by majority resolution, appoint another person to hold the vacated position until the next AGM.

* 1. **Co-option**

Subject to clause 8.5, the Committee may co-opt one or more persons to be an additional Committee Member but the persons so co-opted shall retire at the next AGM but will be eligible for election at that AGM.

* 1. **Continuance of existing Members**

The persons who are Committee Members as at the date of adoption of the Constitution, shall be deemed to be the Committee Members under the Constitution until the end of the next AGM following registration of the Constitution with the Registrar, subject always to clause 8.9;

OFFICERS OF THE SOCIETY

* 1. **Chair**

The Chair will be a Committee Member appointed (and subject to removal) by the Committee.

* 1. **Duties of Chair**

The Chair shall:

* + 1. preside over AGMs and SpecialGeneral Meetings and meetings of the Committee;
    2. provide an annual report on the operations of the Society to present to the Members at the AGM outlining the Society’s activities since the previous AGM; and
    3. ensure the affairs of the Society are properly conducted.
  1. **Casting Vote**

The Chair will have a casting vote on any issue on any matter put to the Committee for resolution except a resolution for removal of the Chair

* 1. **Deputy Chair**

In the event that the Chair is absent from a Committee Meeting or AGM, the Committee will appoint (and may remove) a Deputy Chair, who has the same powers and duties as the Chair.

* 1. **Secretary**

If an Administrator is appointed pursuant to clause 16, then the Administrator will be the Secretary. Otherwise the Secretary will be appointed (and may be removed) by the Committee.

* 1. **Duties of Secretary**

The Secretary shall:

* + 1. prepare and maintain a record of the agenda and minutes of all Committee Meetings and AGMs and all resolutions of the Committee in writing, and circulate them to those entitled to receive them;
    2. maintain a register of Members in a form set out by the Committee and amended by the Committee from time to time;
    3. receive and reply to correspondence on behalf of the Society as appropriate; and
    4. file or cause to be filed all required documents with the Registrar.
  1. **Treasurer**

The Treasurer will be a person appointed (and may be removed) by the Committee.

* 1. **Duties of Treasurer**

The Treasurer shall (except where the duty is delegated to the Administrator as provided in clause 16):

* + 1. be responsible for keeping proper accounting records;
    2. prepare, or cause to be prepared, the Annual Financial Statements and present them to the Society at each AGM for approval;
    3. provide financial information (Including the Annual Financial Statements) to the Committee and as appropriate the Members upon request;
    4. be responsible for the receipt and deposit of funds; and
    5. be responsible for the payment of bills of the Society.
  1. **Office Vacant**

Should any office of Secretary or Treasurer become vacant, the position will be filled by the Committee at the next Committee Meeting.

1. CONTROL AND MANAGEMENT OF FINANCES, AUDITOR, ANNUAL RETURN, CONTACT PERSON AND COMMON SEAL
   1. **Use of and control over Society’s Funds**
      1. The funds of the Society must be used to further its Purposes as the Committee decides.
      2. Any payment made by the Society must be made or approved by the Approved Signatories.
   2. **Accounting records**

The Committee must ensure that at all times accounting records are kept in accordance with and as required by the Act.

* 1. **Financial reporting**

The Committee shall ensure that annual financial statements are prepared and registered in accordance with the Act and all other regulatory requirements.

* 1. **Auditor**

If required by the Act, or required by the Committee or the Members, the Society shall have an auditor and at each AGM shall approve the appointment and remuneration of the auditor.

* 1. **Annual Return**

The Committee shall ensure that an annual return is given to the Registrar for registration in accordance with the Act.

* 1. **Contact person**
     1. If the Society is subject to the 2022 Act, the Committee shall from time to time appoint a person to the position of contact person and ensure that the Society has a contact person at all times.
     2. The office of contact person may be held separately or in conjunction with any other office in the Society or by any Committee Member.
     3. The contact person shall be the person whom the Registrar can contact when needed.
  2. **Common Seal**

Until the Society ceases to be subject to the 1908 Act, the Society shall have a common seal which will be under the control of and only used by the authority of the Committee and its use witnessed by at least two Committee Members.

1. MEETINGS OF THE COMMITTEE
   1. **Number of meetings**

There shall be no fewer than four meetings of the Committee annually, which shall be called by the Secretary with no less than 3 days’ notice. The Secretary shall at the same time distribute an agenda. Meetings may be held in person or by teleconference or by audio visual or electronic communications or other means by which those participating may hear each other simultaneously.

* 1. **Quorum**

A quorum of the Committee shall be a majority of the Committee Members.

* 1. **Majority required**

Resolutions at Committee meetings will be passed by a simple majority, subject to clause 9.3.

* 1. **Resolution in writing**

A resolution in writing agreed to by all Committee Members for the time being entitled to receive notice of a meeting of the Committee shall be valid and effectual as if it had been passed at a meeting of the Committee properly convened and held. Any such resolution may consist of:

* + 1. several documents in similar form each signed by one or more Committee Members; or
    2. several emails in similar form each sent or transmitted by a separate Committee Member.

1. SUBCOMMITTEES
   1. **Appointment**

The Committee may appoint subcommittees consisting of such persons (whether or not Members) and for such purposes as it thinks fit.

* 1. **Procedure**

Unless otherwise resolved by the Committee:

* + 1. meetings of a subcommittee may be held in person or by teleconference or by other means by which those participating may hear each other simultaneously;
    2. the quorum of every subcommittee is half the members of the subcommittee with fractions to be rounded up;
    3. the subcommittee shall have power to co-opt additional members to the extent the subcommittee resolves that it is necessary to fulfil the applicable purpose of the subcommittee’s formation;
    4. no subcommittee shall have the authority to commit the Society to any obligation or financial expenditure without express written authority from the Committee; and
    5. no subcommittee may delegate any of its powers or responsibilities.
  1. **Resolution in writing**

A resolution in writing agreed to by all members of the subcommittee for the time being entitled to receive notice of a meeting of the subcommittee shall be valid and effectual as if it had been passed at a meeting of the subcommittee properly convened and held. Any such resolution may consist of:

* + 1. several documents in similar form each signed by one or more members of the subcommittee; or
    2. several emails in similar form each sent or transmitted by a separate member of the subcommittee.

1. CONFLICTS OF INTEREST
   1. **Interested party**

Any Committee Member who has a Financial Interest (**Interested Party**) in a matter being considered by or affecting the Society must, as soon as practicably possible after they becomes aware of their Financial Interest in the matter, disclose the nature and extent of their Financial Interest to the Committee.

* 1. **Voting and participation**

Where an Interested Party has disclosed a Financial Interest in a matter:

* + 1. they must not vote in any decision on that matter, however the Interested Party can be present at the time of the decision and can contribute to the discussion leading to the decision; but
    2. the Committee may, where it considers it appropriate, exclude the Interested Party from any further discussion or involvement with that matter.
  1. **Part of quorum**

An Interested Party who is prevented from voting on a matter because they have a Financial Interest in that matter may continue to be counted as part of the quorum.

* 1. **General meeting requirement**

Where 50 per cent or more of the Committee Members who would form a quorum are prevented from voting on the matter because they have disclosed a Financial Interest, then the Committee Members must call a SpecialGeneral Meeting to determine the matter.

* 1. **Definition of Financial Interest**

A Committee Member has a Financial Interest in a matter if they:

* + 1. may derive a financial benefit from the matter;
    2. are the spouse, partner, child, or parent of a person who may derive a financial benefit from the matter;
    3. may have a financial interest in a person to whom the matter relates; or
    4. are a partner, director, officer, board member, or trustee of a person who may have a financial interest in a person to whom the matter relates.
  1. **Exclusions**

The following interests are excluded from the definition of Financial Interest:

* + 1. remote or insignificant interests of a nature that could not reasonably be regarded as likely to influence the Committee Member when carrying out their responsibilities;
    2. an interest that the Committee Member has in common with other Members of the Society as a result of Membership; and
    3. receipt of an indemnity, insurance cover, remuneration, or other benefits authorised by statute.
  1. **Register of disclosures**

The Secretary will maintain a register of disclosures made by Committee Members of Financial Interests in matters that are being considered by or affect the Society. The Committee must present a summary at each AGM of the nature and extent of any disclosures recorded during the year (such summary does not need to disclose the identity of the Interested Party nor the details of the interest disclosed). The register of disclosures will not be open to inspection by Members or any other person.

1. INFORMATION
   1. **Request for information**

A Member may at any time make a written request to the Society for information held by the Society, such request to specify the information sought in sufficient detail to enable it to be identified. The obligations of the Society to provide the information shall be as set out in the 2022 Act.

* 1. **Fee**

The Committee may, at their sole discretion, request the Member to pay a fee to cover the cost of providing the Member with the information.

1. SUBSCRIPTIONS
   1. **Annual subscription**

The annual subscription to the Society shall be such as the Committee shall from time to time set for ratification by Members at the AGM. The Committee can reduce or waive the annual subscription for individual Members at its discretion.

* 1. **Period**

The subscription of each Member shall be for one year and shall be due and payable on the date of joining and thereafter on the 1st day of April each year or such other date as the Committee may determine.

* 1. **Unfinancial Member**

A Member will be deemed unfinancial if the annual subscription is not paid within three months of the annual subscription falling due.

* 1. **Lapse of Membership**

Unless otherwise permitted by the Committee, Membership shall lapse if the annual subscription is not paid within six months of the due date.

* 1. **Honorary Life Members**

Honorary Life Members shall not be liable to pay the annual subscription.

1. ADMINISTRATOR/EXECUTIVES
   1. **Administrator**

The Committee may appoint (and may remove) an Administrator who may be a Committee Member and whose powers and responsibilities will include:

* + 1. the administration of the affairs of the Society as directed and supervised by the Committee including the secretarial functions set out in clause 9.6 and any matters as are delegated in writing by the Committee;
    2. implementing decisions of the Society or the Committee as requested.
  1. **Executive Staff**

The Committee may appoint (and may remove) such other executive staff as it deems necessary for the day-to-day management of the affairs of the Society.

1. PATRONS

On the recommendation of the Committee the Members at a General Meeting may appoint one or more appropriate persons to be a Patron of the Society for such period as deemed appropriate. The Patrons may attend and participate in all meetings of the Society and be consulted by the Committee but not be eligible to vote or to hold any other office.

The Patrons will lend their good name and reputation in representing and promoting the Society to the public and financial supporters as agreed with them by the Committee.

1. DISPUTE RESOLUTION PROCEDURES
   1. **How a complaint is made**
      1. A Member or Committee Member may make a complaint by giving to the Committee (or a complaints subcommittee) a notice in writing that:
         1. states that the Member or Committee Member is starting a procedure for resolving a dispute in accordance with this Constitution; and
         2. sets out the allegation to which the dispute relates and whom the allegation is against; and
         3. sets out any other information reasonably required by the Society.
      2. The Society may make a complaint involving an allegation against a Member or a Committee Member by giving to the Member or the Committee Member a notice in writing that:
         1. states that the Society is starting a procedure for resolving a dispute in accordance with this Constitution; and
         2. sets out the allegation to which the dispute relates.
      3. The information given under clauses 18.1(a) and 18.1(b) must be enough to ensure that a person against whom an allegation is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.
   2. **Person who makes complaint has a right to be heard**
      1. A Member or Committee Member who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
      2. If the Society makes a complaint:
         1. the Society has a right to be heard before the complaint is resolved or any outcome is determined; and
         2. a Committee Member may exercise that right on behalf of the Society.
      3. Without limiting the manner in which the Member, Committee Member, or Society may be given the right to be heard, they must be taken to have been given the right if:
         1. they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
         2. an oral hearing is held if the Committee considers that an oral hearing is needed to ensure an adequate hearing; and
         3. an oral hearing (if any) is held before the Committee; and
         4. the Member’s, Committee Member’s, or Society’s written statement or submissions (if any) are considered by the decision maker.
   3. **Person who is subject of complaint has right to be heard**
      1. This clause applies if a complaint involves an allegation that a Member, a Committee Member, or the Society (the **respondent**):
         1. has engaged in misconduct; or
         2. has breached, or is likely to breach, a duty under this Constitution or any Bylaws or the Act; or
         3. has damaged the rights or interests of a Member or the rights or interests of Members generally.
      2. The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
      3. If the respondent is the Society, a Committee Member may exercise the right on behalf of the Society.
      4. Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if:
         1. the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
         2. the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
         3. an oral hearing is held if the Committee considers that an oral hearing is needed to ensure an adequate hearing; and
         4. an oral hearing (if any) is held before the Committee; and
         5. the respondent’s written statement or submissions (if any) are considered by the decision maker.
   4. **Investigating and determining complaint or grievance**

The Committee must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with this Constitution, ensure that the complaint is investigated and determined.

* 1. **Executive Committee may decide not to progress complaint**

Despite clause 18.4, the Committee may decide not to proceed further with a complaint if the Committee determines that:

* + 1. the complaint is trivial; or
    2. the complaint does not appear to disclose or involve any allegation of the following kind:
       1. that a Member or Committee Member has engaged in material misconduct:
       2. that a Member, a Committee Member, or the Society has materially breached, or is likely to materially breach, a duty under this Constitution or any Bylaws or the Act:
       3. that a Member’s rights or interests or Members’ rights or interests generally have been materially damaged; or
    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 these Rules; or
    6. there has been undue delay in making the complaint.
  1. **Executive Committee may refer complaint**

The Committee may refer a complaint to:

* + 1. a subcommittee or an external person to investigate and report; or
    2. a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.
  1. **Decision makers**

A person may not act as a decision maker in relation to a complaint or grievance if two or more Committee Members 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.

1. GENERAL MEETINGS
   1. **Attendance**

A General Meeting may be held by a meeting of Members together at the time and place appointed by the Committee or by means of audio, audio and visual, electronic or any other form of communication permitted by the Committee. A Member participating in a General Meeting by any of these methods shall be deemed to be present and in attendance.

* 1. **Notice of General Meetings**

The Committee will give at least 14 days’ notice to all Members informing them of the date, time and place of a General Meeting and the business to be conducted including an agenda. A General Meeting or related procedure undertaken pursuant to this Constitution shall not be invalidated only by an accidental omission or irregularity of form (including, but not limited to, the form of any notice or the non-receipt by any person of that notice).

* 1. **Entitlement to vote**

All Members shall be entitled to attend and vote at a General Meeting.

* 1. **Casting of Votes**

Votes may be cast by the Member themselves (including by post or electronic means if permitted by the Committee) or by a signed proxy in favour of some individual entitled to be present at the meeting and received by the Secretary not less than 48 hours before the commencement of the General Meeting. No other proxy voting shall be permitted.

* 1. **Voting**

Resolutions put to the vote at a General Meeting shall be decided by a show of hands, or an equivalent electronic process, of those Members eligible to vote (and including votes cast by post or electronic means). Each Member shall have one vote (and the chair of the meeting a casting vote except where the resolution is for the removal of the chair). Except where otherwise provided in the Constitution, a simple majority shall pass a resolution. A poll may be demanded by the chair of the meeting or at least three Members present and, if so, shall be taken in such a manner as the chair directs. The passing of written resolutions in lieu of a General Meeting is not permitted.

* 1. **Postponement**

A General Meeting may be postponed or adjourned at the discretion of the chair of the meeting (or by an ordinary resolution passed by Members to that effect). Notice of the resumed meeting shall be given in accordance with this Constitution. Upon the resumption no new business shall be transacted.

* 1. **Quorum**

No business shall be conducted at a General Meeting unless a quorum is present. A quorum is no fewer than 10 Members who are entitled to vote at the meeting and who are present. If within half an hour of the time appointed for the meeting a quorum is not present the meeting shall be adjourned to the same day the following week at the same time and place, and if at such adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the Members present shall be a quorum.

* 1. **Minutes**

The Secretary must ensure that minutes are taken of all General Meetings.

1. ANNUAL GENERAL MEETINGS
   1. **Timing**

Subject to the Act, the Annual General Meeting shall be held as soon as is practical but no later than 6 months after the end of the Financial Year, and not more than fifteen months after the last AGM.

* 1. **Business**

The business of the AGM shall include:

* + 1. the election of the Committee as provided in clause 8;
    2. the consideration of the annual report of the Committee on the operation and affairs of the Society during the preceding Financial Year, which shall be presented by the Chair at the AGM;
    3. the consideration and approval of the Annual Financial Statements, which shall be presented by the Treasurer at the AGM;
    4. notice at the AGM by the Secretary of disclosures, or types of disclosures, of interest made in the previous Financial Year pursuant to clause 13 (including a brief summary of the matters or types of matters, to which those disclosures relate);
    5. the appointment of the auditor if required as provided in clause 10.4;
    6. deciding on any resolution which may be duly submitted to the meeting which is either put forward by the Committee or of which notice in writing has been lodged by any Member with the Secretary not less than 14 days before the date of the meeting;
    7. any other business or matter which the Committee decides to bring before the Members.

1. SPECIAL GENERAL MEETINGS
   * 1. The Committee may, whenever it thinks necessary or desirable, or shall within 14 days of receiving the written request of at least 15 Members to the Secretary, give notice of a Special General Meeting.
     2. No business other than that stated in the notice of Special General Meeting shall be transacted or considered at the meeting.
2. CONSTITUTION
   1. **Amendment**
      1. Subject as provided or permitted by the Act, the Constitution may only be amended by a resolution passed by a 75% or greater majority of Members present and entitled to vote at and voting at an AGM or SpecialGeneral Meeting of the Society and of which at least 14 days’ notice has been given specifying the proposed amendment. If any such resolution is passed, then the Secretary shall file, or cause to be filed, the amendment with the Registrar in accordance with the Act.
      2. Minor or technical amendments to the Constitution may be made by the Committee in accordance with and subject to the Act, and written notice of any such amendment must be sent to every Member within 14 days after the date of the Committee resolving to make the amendment.
   2. **Interpretation**

Any doubt or difficulty arising as to the interpretation of the Constitution shall be determined by the Committee whose decision shall be final, but subject to review by any Court of competent jurisdiction, or by an independent arbitrator nominated by the Chair for the time being of the New Zealand Law Society.

* 1. **Inspection**

A copy of the Constitution shall be available for inspection at the registered office of the Society by any Member of the Society (other than a Member deemed unfinancial pursuant to clause 15.3) at any time during ordinary business hours.

1. BYLAWS

The Committee may from time-to-time make, alter or rescind Bylaws for the general management of the Society so long as these are not repugnant to this Constitution, the Act or to the provisions of law. All such Bylaws shall be binding on Members and Committee Members. A copy of the Bylaws for the time being shall be available for inspection on request to the Secretary.

1. NOTICES

A notice may be given by the Society to any Member either personally or by sending it to the Member at the address supplied by the Member of the Society (including by email or other electronic communication).

1. INDEMNITY AND INSURANCE
   1. **Indemnity for costs**

The Society shall indemnify each Committee Member and its employees for any costs incurred by any of them in any proceeding:

* + 1. that relates to the liability for any act or omission in his or her capacity as a Committee Member or employee; and
    2. in which judgment is given in his or her favour, or in which he or she is acquitted, or which is discontinued.
  1. **Indemnity for liability**

The Society shall indemnify each Committee Member and its employees in respect of:

* + 1. liability to any person other than the Society for any act or omission in their capacity as a Committee Member or employee, not being criminal liability, or a liability that arises out of a failure to act in good faith and in the best interests of the Society when acting in the capacity as a Committee Member or employee;
    2. costs incurred by that Committee Member or employee in defending or settling any claim or proceeding relating to any such liability.
  1. **Insurance**

The Society shall, with the prior approval of the Committee, effect insurance for each Committee Member and its employees in respect of:

* + 1. liability not being criminal liability for any act or omission in his or her capacity as a Committee Member or employee;
    2. costs incurred by that Committee Member or employee in defending or settling any claim or proceeding relating to any such liability; and
    3. costs incurred by that Committee Member or employee in defending any criminal proceedings:
       1. that have been brought against the Committee Member or employee in relation to any act or omission in his or her capacity as a Committee Member or employee; and
       2. in which he or she is acquitted.

1. NO PRIVATE PECUNIARY OR FINANCIAL GAIN FOR ANY INDIVIDUAL

No private pecuniary or financial gain shall be made from the Society by any of its Members, except that:

* + 1. any Member may receive full reimbursement for all expenses properly incurred by that Member in connection with the affairs of the Society;
    2. the Society may pay reasonable and proper remuneration to any officer or servant of the Society in return for services actually rendered to the Society;
    3. any Member may be paid all usual professional, business or trade charges for services rendered, time expended and all acts done by the Member or by any firm or entity of which that Member is a Member, employee or associate in connection with the affairs of the Society; and
    4. any Member may retain any remuneration properly payable to that Member by any company or undertaking with which the Society may be in any way concerned or involved for which that Member has acted in any capacity whatever, notwithstanding that that Member’s connection with that company or undertaking is in any way attributable to that Member’s connection with the Society.

1. LIQUIDATION AND REMOVAL FROM REGISTER
   1. **Decision to liquidate or remove from Register**

At an AGM or SpecialGeneral Meeting (of which, for the purposes of section 228 of the 2022 Act, notice is given in accordance with clause 19.2) the decision may be taken by resolution passed by 75% or greater majority of those present and entitled to vote to liquidate the Society, or remove it from the Incorporated Societies Register, and that decision shall be effective from the date of that resolution.

* 1. **Liquidator**

The resolution to liquidate the Society may also include the appointment of a liquidator to conduct the liquidation.

* 1. **Distribution of surplus assets**

In the event of the liquidation of the Society or its removal from the Incorporated Societies Register, any surplus funds and/or property after settlement of all liabilities shall be distributed to a not for profit body or bodies having the advancement of the Purposes amongst their objectives, as approved by majority vote at an AGM or Special General Meeting (of which, for the purposes of section 228 of the 2022 Act, notice is given in accordance with clause 19.2).