



ANZAAE

Aotearoa New Zealand Association of Art Educators

Te Rūnanga Hautū Mātauranga Toi O Aotearoa

Rules of AOTEAROA-NEW ZEALAND ASSOCIATION OF ART EDUCATORS (ANZAAE) INCORPORATED.

1. THE SOCIETY

- 1.1 Aotearoa-New Zealand Association of Art Educators (ANZAAE) Incorporated.
- 1.2 The name of the Society is Aotearoa-New Zealand Association of Art Educators (ANZAAE) Incorporated (Society). The Society may also be known as or referred to by its te reo name: Te Rūnanga Hautū Mātauranga Toi O Aotearoa.
- 1.3 The Society is constituted by resolution dated 8 July 1993.

2. REGISTERED OFFICE

- 2.1 The Society will have a Registered Office as determined by the Executive Committee and notified to the Registrar of Incorporated Societies from time to time.

3. VISION

- 3.1 Art is integral to the creative and thriving future of Aotearoa New Zealand.
- 3.2 Our vision, mission, and principles are born of our unique bicultural context here in Aotearoa New Zealand and reflect a commitment to shared governance and partnership between both Whare, grounded in the principles of Te Tiriti o Waitangi (The Treaty of Waitangi).
- 3.3 Pecuniary gain is not the purpose of the Society.

4. OBJECTIVES

The objectives of the Society include:

- 4.1 To honour and promote Te Tiriti o Waitangi and its bicultural values in art education in Aotearoa New Zealand.
- 4.2 To recognise the place of tangata whenua and tauwiwi as culturally located individuals.
- 4.3 To facilitate the sharing of ideas and resources amongst all Members of the Society and to generate new knowledge.
- 4.4 To advocate for art education and act collectively.
- 4.5 To increase opportunities for all children to experience and participate in high quality art education.

- 4.6 To build relationships with organisations working in fields relevant to art education.
- 4.7 To facilitate regular learning opportunities for the Members.
- 4.8 To communicate with Members regularly through relevant technologies.
- 4.9 To grow knowledge and capacity across our art education community.
- 4.10 To honour and celebrate our legacy and contributions to art education in Aotearoa New Zealand.
- 4.11 To be guided by the following principles (Mātāpono):
 - (a) respecting and implementing the dual heritage of the partners of Te Tiriti o Waitangi (the Treaty of Waitangi);
 - (b) respecting the cultural diversity of people and communities and encouraging people from all whakapapa and backgrounds;
 - (c) encouraging high standards of professionalism, integrity and ethical conduct; and
 - (d) supporting sustainable systems and development.
- 4.12 Notwithstanding anything contained or implied in this Constitution:
 - (a) The objectives are paramount. Nothing in this Constitution authorises the Society to do anything that does not accord with the objectives. All capital and income of the Society and any other benefit or advantage belonging to the Society must be applied to the objectives.
 - (b) The Committee must not pay, provide or allow to be derived any benefit or advantage of any kind referred to in sections CW42(1)(c) and CW42(3)-(8) of the Income Tax Act 2007 to or by any person who has some control over any business carried on by, for, or for the benefit of the Society (as defined in section CW42 of the Income Tax Act 2007) in circumstances that would disqualify the Society or any company owned by or business carried on by the Society from the benefit of exempt status under section CW42 of the Income Tax Act 2007 (or any statutory replacement or equivalent).

5. EXECUTIVE COMMITTEE

- 5.1 The Society shall have a managing committee (“the Executive Committee”), comprising the following Officers:
 - (a) The Chair Tangata Whenua and Chair Tangata Tiriti (noting a diagram explaining the relationship between the two Whare is set out in the Bylaws);
 - (b) The Secretary;
 - (c) The Treasurer; and

- (d) Up to nine other Officers as the Society shall decide, including at least one place reserved for a Māori representative.

5.2 Only Financial Members of the Society may be Officers.

5.3 There shall be no less than four (4) and no more than fifteen (15) Officers of the Executive Committee.

5.4 Subject to clause 5.3, Financial Members can be co-opted by the Executive Committee to the Executive Committee to fulfill a particular function or need as deemed necessary.

5.5 The Executive Committee may appoint roles, responsibilities and workstreams outside of the Executive Committee as explained in the Bylaws.

6. TERM OF OFFICERS

6.1 Each Officer's election is subject to the following, unless otherwise determined by resolution of two-thirds (2/3) of the Executive Committee:

- (a) each Officer shall be appointed for a term of two (2) years;
- (b) if, after the initial two-year term, an Officer wishes to continue in their role as an Officer, they can be elected for a further two-year term; and
- (c) after an Officer has served for three (3) consecutive terms, the Officer must standdown for one (1) year before being eligible for election again.

7. APPOINTMENT OF OFFICERS

7.1 Prior to election or appointment, every Officer must consent in writing to becoming an Officer and certify that they are not disqualified from being elected or appointed under these Rules or section 47(3) of the Act.

7.2 At the Annual General meeting of the Society, the Financial Members may decide by majority vote how large the Executive Committee will be.

7.3 At the first Executive Committee meeting following the Annual General Meeting the Officers may decide amongst themselves by majority vote:

- (a) Who shall be the Chair Tangata Whenua and Chair Tangata Tiriti, Secretary, and Treasurer; and
- (b) Whether any Officer may hold more than one role on the Committee.

8. CESSATION OF EXECUTIVE COMMITTEE MEMBERSHIP

8.1 Persons cease to be Officers when:

- (a) They resign by giving Written Notice to the Executive Committee;
- (b) They are removed by majority vote of the Society at a Society Meeting;

- (c) Their Term expires;
- (d) They become disqualified from being an officer under section 47(3) of the Act, the Charities Act or clause 5.2 of these Rules; or
- (e) They die.

8.2 If a person ceases to be an Officer, that person must within one month give to the Executive Committee all Society documents and property which are in their possession.

9. APPOINTMENT OF OFFICERS

9.1 Expressions of interest for Officers of the Executive Committee shall be called for at least 14 normal days before an Annual General Meeting. Each candidate shall be proposed and seconded in writing by Financial Members and the completed nomination delivered to the Secretary. All retiring Members of the Executive Committee shall be eligible for re-election, subject to clause 6.

9.2 If there are insufficient numbers of expressions of interest received for the positions on the Executive Committee which need to be filled, the Executive Committee may adopt other processes at the Annual General Meeting to fill the vacancies, including accepting expressions of interest from the floor.

9.3 If the position of any Officer becomes vacant between Annual General Meetings, the Executive Committee may appoint another Financial Member to fill that vacancy until the next Annual General Meeting.

9.4 If any Officer is absent from three consecutive meetings without leave of absence the Chair Tangata Whenua and Chair Tangata Tiriti may declare that person's position to be vacant.

10. ROLE OF THE EXECUTIVE COMMITTEE

10.1 The operations and affairs of the Society must be managed by, or under the direction or supervision of, the Executive Committee.

10.2 The Executive Committee has all of the powers necessary for managing, and for directing and supervising the management of, the operation and affairs of the Society.

10.3 All decisions of the Executive Committee shall be by a majority vote. In the event of an equal vote, then the Chair Tangata Whenua and Chair Tangata Tiriti shall each have a casting vote, that is, a second vote.

10.4 Decisions of the Executive Committee bind the Society, unless the Executive Committee's power is limited by these Rules or by a majority decision of the Society.

10.5 The duties of specific Officer roles are set out in the Society's Bylaws. The Secretary will be the contact person of the Society, unless otherwise determined by the Executive Committee (noting the Society's obligation to have a contact person at all times).

11. EXECUTIVE COMMITTEE MEETINGS

- 11.1 Executive Committee meetings may be held in person and/or via video and/or telephone conference, or other formats as the Committee may decide.
- 11.2 No Executive Committee Meeting may be held unless a quorum of a majority of the Officers attend.
- 11.3 The Chair Tangata Whenua and Chair Tangata Tiriti shall chair Executive Committee Meetings (and where only one of the Chairs is present then that person will chair the Executive Committee Meeting), or if both the Chair Tangata Whenua and Chair Tangata Tiriti absent, the Executive Committee shall elect an Officer to chair that meeting.
- 11.4 Decisions of the Executive Committee shall be by majority vote of those present and entitled to vote.
- 11.5 The Chair Tangata Whenua and Chair Tangata Tiriti or person acting as Chair each have a casting vote, that is, a second vote.
- 11.6 Only Officers present at an Executive Committee Meeting may vote at that Executive Committee Meeting.
- 11.7 Subject to these Rules, the Executive Committee may regulate its own practices.
- 11.8 The Chair Tangata Whenua and Chair Tangata Tiriti or their nominee shall adjourn the meeting if necessary.
- 11.9 Adjourned Meetings: If within half an hour after the time appointed for an Executive Committee Meeting a quorum is not present at the meeting, it shall stand adjourned to a day, time and place determined by the Chair Tangata Whenua and Chair Tangata Tiriti of the Society, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The Chair Tangata Whenua and Chair Tangata Tiriti may with the consent of any Executive Committee Meeting adjourn the same 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.
- 11.10 Where half (1/2) or more of the Officers present at the meeting are not eligible to vote on a matter because they are interested in the matter in accordance with the Act, the remaining Officers may vote on the matter. Where only one (1) Officer remains, the Executive Committee must call a Society Meeting to determine the matter.

12. MEMBERSHIP

- 12.1 Membership is open to all those actively and professionally involved in Art and Art Education in Aotearoa New Zealand. There shall be five classes of Membership: individual, life, provisionally registered teacher, student and affiliated. The Society will set Membership fees annually at the annual general meeting.

- 12.2 Individual Membership - open to individuals or groups actively and professionally involved in Art and Art Education in Aotearoa New Zealand. This will include educators working in Tertiary, Secondary, Intermediate, Primary, Early Childhood, Kura Kaupapa Māori and Area School settings.
- 12.3 Life Membership - This class of Membership may be granted by the society in recognition of an individual's service to the society or to art education.
- 12.4 Provisionally Registered Teacher Membership - open to individuals who are actively and professionally involved in Art and Art Education in Aotearoa New Zealand. This class of membership is open to graduating teachers or teachers returning to the teaching profession who are provisionally registered.
- 12.5 Student Membership - open to individuals who are actively and professionally involved in Art and Art Education in Aotearoa New Zealand. The student will be engaged in full-time study for a formal Art or Education qualification or enrolled at Teacher Training through a New Zealand tertiary institution.
- 12.6 Affiliated Membership - open to individuals in organisations or companies that are actively involved in Art and Art Education in Aotearoa New Zealand. Affiliated Membership is available for no more than three representatives from an organization or company.
- 12.7 Individual, Life, Provisionally Registered, Student and Affiliated Members shall have the same rights and privileges. A Member is only entitled to exercise the rights of membership, including attending and voting at Society Meetings, if all subscriptions and fees (if any) have been paid to the Society by their respective due dates. The term “**Financial Members**” is used to refer to such Members throughout the Constitution. For the sake of clarity, if a Member does not have to pay any subscriptions then they will be considered a Financial Member.
- 12.8 All applications for Membership must be on the Society's approved form. The Society reserves the right to decide whether it will grant Membership as an individual, life, provisionally registered teacher, student, or affiliated Member. Each Member will pay the annual subscription as set by the Executive Committee.
- 12.9 Where a Member is a body corporate, it must nominate a representative to be recorded on the register of Members as having the authority to exercise the Member's right to vote and shall notify the Executive Committee of any changes to their nominated representative.
- 12.10 Where a Member is an unincorporated group, a member of that unincorporated group must be nominated to become a Member of the Society by forwarding a resolution to that effect to the Society. The nominated member will:
- (a) become a Member of the Society and act as a representative of the unincorporated group;
 - (b) have the authority to exercise the unincorporated group's right to vote; and

- (c) be treated as acting under the authority of the unincorporated group and therefore able to bind all members of the unincorporated group.

12.11 The unincorporated group may replace their nominated member by forwarding a resolution to that effect to the Society.

13. **ADMISSION OF MEMBERS**

13.1 To become a Member, a consenting person or organization ("the Applicant") must:

- (a) Complete an application form, if the Rules, Bylaws or Executive Committee requires this; and
- (b) Supply any other information the Executive Committee requires.

13.2 The Executive Committee shall have complete discretion when it decides whether or not to allow the applicant to become a Member. The Executive Committee shall advise the applicant of its decision, and that decision shall be final.

13.3 By becoming a Member, the Applicant consents to being a Member.

14. **THE REGISTER OF MEMBERS**

14.1 The Secretary and Treasurer shall keep a register of Members ("the Register"), which shall contain the names and contact details of all Members, and the dates at which they became Members. For any Member who has ceased to be a Member within the previous 7 years, the name of the Member and the date on which they ceased to be a Member.

14.2 If a Member's contact details change, that Member shall give the new contact details to the Secretary.

14.3 Each Member shall provide such other details as the Executive Committee requires.

15. **CESSATION OF MEMBERSHIP**

15.1 Any Member may resign by giving Written Notice to the Secretary and such Written Notice, unless otherwise stated, shall take effect immediately. Unless otherwise determined by a resolution of the Executive Committee, a resigning Member of the Society will remain liable to pay all subscriptions and any other fees due up until the end of their membership.

15.2 Unless otherwise determined by a majority resolution of the Executive Committee, any Member who fails to pay their subscription for three (3) months after it has become due will be deemed to have resigned their membership.

15.3 A Member ceases to be a Member on death, or in the case of a body corporate on dissolution. The cessation of their membership is effective from the date of death or dissolution.

- 15.4 The Executive Committee may, by a majority resolution, remove a Member from membership if the Member has been accused or convicted of a criminal offence which, in the opinion of the Executive Committee, makes their membership in the Society undesirable.
- 15.5 After due enquiry and having given the Member the right to be heard, the Executive Committee may decide by passing a resolution of not less than two-thirds (2/3) to terminate a Member's membership if the Member has:
- (a) breached these Rules; or
 - (b) committed a serious misconduct or offence which is detrimental to the Society and its Members and the nature of the misconduct or offence makes their membership of the Society undesirable.
- 15.6 For the avoidance of doubt, the process in clause 15.5 should not be applied to disputes between Members and/or Officers and/or the Society. If there is a dispute between members and/or Officers and/or the Society, the Dispute Resolution Procedures at Schedule 1 should be followed.

16. OBLIGATIONS OF MEMBERS

- 16.1 All Members (and Officers) shall promote the purposes of the Society and shall do nothing to bring the Society into disrepute.

17. USE OF MONEY AND OTHER ASSETS

- 17.1 The Society may only use money and other assets if:
- (a) It is for a purpose of the Society;
 - (b) It is not for the sole personal or individual benefit of any Member; and
 - (c) That use has been approved by either the Executive Committee or by majority vote of the Society.

18. FINANCE

- 18.1 Funds for the purpose and business of the Society may be acquired from, but are not limited to annual subscriptions/koha from the Members, interest accumulated from funds and investments made with recognised trading or savings banks, applications for funding and grants.
- 18.2 Special functions or projects that the Society undertake will require approval from the Executive Committee to secure sponsorships or koha or take appropriate measures to meet the financial needs of the project.
- 18.3 Authorities to transmit funds in the name of Society shall be the Treasurer and one other of the Chair Tangata Whenua and Chair Tangata Tiriti or Secretary.
- 18.4 Officers act on behalf of Society and not in any personal capacity.
- 18.5 Property and assets acquired by the Society may be used to generate finance for the business of Society.

18.6 Income and expenditure accounts of the Society shall be presented at each Annual General Meeting.

19. BANK ACCOUNT

19.1 The Executive Committee will open and operate a bank account at the bank appointed by the Executive Committee.

19.2 Any withdrawal or other instrument drawn on the Society's bank account must be signed on behalf of the Society by the Treasurer and one other of the Chair Tangata Whenua and Chair Tangata Tiriti or Secretary.

19.3 All funds of the Society must be lodged with the Society's bank.

19.4 The financial management of the Society's bank account will adhere to best practice.

20. USE OF FUNDS

20.1 The income and any property of the Society shall be applied solely towards the promotion of its objectives and no part thereof paid or transferred directly or indirectly by way of profits, dividends, bonus or otherwise howsoever to the Members of the Society or any of them and except as payment made in good faith of remuneration to any employee or as an Award given to the Society.

20.2 No Member shall in any way receive any pecuniary gain from the property or activities of the Society.

21. JOINING FEES, SUBSCRIPTIONS AND LEVIES

21.1 The Executive Committee may require Members of the Society to pay a subscription of such amount or amounts and by such date as may from time to time be fixed by a majority resolution of the Executive Committee.

21.2 The Executive Committee may by a majority resolution impose a subscription on Members in different classes of membership.

21.3 Failure to pay the applicable subscription may result in the termination of a Member's membership in accordance with clause 15.2.

22. FINANCIAL YEAR

22.1 The financial year of the Society begins on 1 April of every year and ends on 31 March of the next year.

23. ASSURANCE ON THE FINANCIAL STATEMENTS

23.1 The Executive Committee shall ensure a financial statement is kept, that provides a record of the Society's financial position and meets the minimum financial statement requirements in the Act and the Charities Act 2005.

23.2 The Society may at its Annual General Meeting appoint an accountant to review its annual financial statements ("the Reviewer"). The Reviewer shall conduct an examination with the objective of providing a report that nothing

has come to the Reviewer's attention to cause the Reviewer to believe that the financial information is not presented in accordance with the Society's accounting policies. The Reviewer must be a suitably qualified person, preferably a member of the New Zealand Institute of Chartered Accountants and must not be a Member of the Executive Committee, or an employee of the Society. If the Society appoints a Reviewer who is unable to act for some reason, the Executive Committee shall appoint another Reviewer as a replacement.

23.3 The Executive Committee is responsible to provide the Reviewer with:

- (a) Access to all information of which the Executive Committee is aware that is relevant to the preparation of the financial statements such as records, documentation and other matters;
- (b) Additional information that the reviewer may request from the Executive Committee for the purpose of the review; and
- (c) Reasonable access to persons within the Society from whom the reviewer determines it necessary to obtain evidence.

24. MEETINGS

24.1 A Society Meeting is either an Annual General Meeting or a General Meeting.

24.2 The Annual General Meeting shall be held no later than six months after the balance date and no later than fifteen months after the previous Annual General Meeting. The Executive Committee shall determine when and where the Society shall meet.

24.3 During National Conference years, the Annual General Meeting will happen at the Conference.

24.4 Society Meetings may be conducted in person and/or by telephone conference, video conference, or any similar means of electronic, audio or audio-visual communication, provided that the Financial Members can hear each other well enough to follow the discussion throughout the Society Meeting.

24.5 Meeting Notifications: The Secretary shall:

- (a) Give all Members at least 7 days Written Notice of any Society Meeting, the business to be conducted at any Society Meeting and any Executive Committee or Financial Member motion to be voted on, including (if applicable) instructions on how to submit an electronic vote in advance of the Society Meeting.
- (b) Additionally, the Secretary will provide, where available: a copy of the Chair Tangata Whenua and Chair Tangata Tiriti's Report on the Society's operations and of the Annual Financial Statements as approved by the Executive Committee, with
 - (1) Where practical, a list of expressions of interest for the Executive Committee, and information about those Nominees if it has been provided. (The Secretary must not provide Members

with information exceeding equivalent of one side of an A4 sheet of paper per Nominee).

- (2) Notice of any motions and the Executive Committee's recommendations about those motions.
- (3) If the Secretary has sent a Written Notice to all Members in good faith, the Society Meeting and its business will not be invalidated simply because one or more Members do not receive the Written Notice.

25. ANNUAL GENERAL MEETING - CONFERENCE YEAR

25.1 The business of meetings shall include, but is not limited to:

- (a) The presentation of reviewed financial report;
- (b) An annual report on the operations and affairs of the Society during the most recently completed accounting period, which can include reports on Society activities;
- (c) Voting on properly notified changes to the constitution or the Rules;
- (d) Election of Financial Members to vacant positions on the Executive Committee based on the expressions of interest received and where applicable any nominations from the floor;
- (e) Presenting proposals and receiving expressions of Interest for the location and timing;
- (f) of the next Conference; and
- (g) Notices of the disclosures, or types of disclosures, made under section 63 of the Act (disclosure of interests) during that period (including a brief summary of the matters, or types of matters, to which those disclosures relate).

25.2 Minutes of meetings shall be kept for every Annual General Meeting.

26. ANNUAL GENERAL MEETING - NON-CONFERENCE YEAR

26.1 The business of the meeting shall include, but is not limited to:

- (a) The presentation of the reviewed financial report;
- (b) An annual report on the operations and affairs of the Society during the most recently completed accounting period, which can include reports on Society activities;
- (c) Voting on properly notified changes to the Constitution; and
- (d) Notices of the disclosures, or types of disclosures, made under section 63 of the Act (disclosure of interests) during that period (including a brief summary of the matters, or types of matters, to which those disclosures relate).

26.2 Minutes of meetings shall be kept for every Annual General Meeting.

27. GENERAL MEETING

27.1 A General Meeting of the Society shall be held as and when required.

27.2 A General Meeting may be called at any time by the Executive Committee.

27.3 The business of the meeting shall include, but is not limited to:

- (a) Voting on properly notified changes to the Rules;
- (b) The annual subscription (or the amount of any periodic payments if the General Meeting decides that it is payable by instalments) and any capitation fees for different classes of membership for the following calendar year shall be set by resolution of a General Meeting.

28. QUORUM

28.1 The quorum for a Society Meeting is at least one (1) representative from each Region of the Society attending in accordance with clause 24.4, attending by proxy in accordance with clause 29.1 or otherwise voting in accordance with clause 29.1. Where one (1) Region Society Meeting and has sent its apologies to the Executive Committee in advance of the Society Meeting, the quorum requirement will be satisfied despite the absence of any representative from that Region.

28.2 If there is no quorum present within thirty minutes of the time set for the commencement of any Society Meeting, the Society Meeting will lapse.

28.3 In the event of a Society Meeting lapsing due to not meeting a quorum, the Society Meeting will be adjourned for two weeks to the same time and place (if possible) and Written Notice of the adjournment will be given by the Executive Committee to all Financial Members. At the adjourned Society Meeting the Financial Members present will form a quorum.

29. VOTING

29.1 Financial Members may attend and vote at Society Meetings. Voting by Financial Members can be exercised in person, via proxy votes submitted through the Regions or by electronic means for those attending the Society meeting in accordance with clause 24.4. The Executive Committee may allow voting by electronic means in advance of the Society Meeting in a situation where an in person meeting is not possible. In these cases electronic votes may be submitted in accordance with the Written Notice of the Society Meeting.

29.2 All Society Meetings shall be Chaired by the Chair Tangata Whenua and Chair Tangata Tiriti. If the Chair Tangata Whenua and Chair Tangata Tiriti are absent, the Society shall elect another Officer to Chair that meeting. Any person Chairing a Society Meeting has a casting vote.

29.3 On any given motion at a Society Meeting, the Chair Tangata Whenua and Chair Tangata Tiriti shall in good faith determine whether to vote by:

- (a) Voices;
- (b) Show of hands; or
- (c) Secret ballot,

29.4 and how the equivalent will be carried out for those present in accordance with clause 24.4. However, if any Financial Member demands a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot. If a secret ballot is held, the Chair Tangata Whenua and Chair Tangata Tiriti will each have a casting, that is, second vote.

29.5 Subject to this Constitution, the number of votes required to reach any decision will be a majority of the Financial Members present and otherwise voting in accordance with clause 29.1.

30. ADJOURNMENT

30.1 The Chair Tangata Whenua and Chair Tangata Tiriti or their nominee shall adjourn the meeting if necessary.

30.2 Adjourned Meetings: If within half an hour after the time appointed for a Special General Meeting a quorum is not present the meeting, if convened upon requisition of Financial Members, shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the Chair Tangata Whenua and Chair Tangata Tiriti of the Society, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The Chair Tangata Whenua and Chair Tangata Tiriti may with the consent of any Society Meeting adjourn the same 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.

31. MOTIONS

31.1 Any Financial Member may request a motion be discussed and the motion must be discussed at a meeting within two (2) months of the request.

31.2 The Financial Member's request is made by giving Written Notice to the Secretary. The Financial Member may also provide information in support of the motion ("Financial Member's Information"). The Executive Committee may in its absolute discretion decide whether or not the Society will vote on the motion. However, if the Financial Member's Motion is signed by at least 50% of Financial Members:

- (a) It must be voted on at the Society Meeting chosen by the Financial Member, and
- (b) The Secretary must give the Financial Member's Information to all Members at least 7 days before the Society Meeting chosen by the Financial Member; or
- (c) If the Secretary fails to do this, the Financial Member has the right to raise the motion at the following Society Meeting.

31.3 The Executive Committee may also decide to put forward motions for the Society to vote on ("Executive Committee Motions") which shall be suitably notified.

32. DISPUTES RESOLUTION PROCEDURES

32.1 The Society's disputes resolution procedures are set out as Schedule 1 of these Rules, forming part of these Rules.

33. CONTRACTING METHOD

33.1 Documents will be executed for the Society pursuant to a resolution of the Executive Committee and the Society may enter into contracts by two (2) Officers signing under the name of the Society and any other method approved in the Act.

34. ALTERING THE RULES

34.1 The Society may alter or replace these Rules at a Society Meeting by a resolution passed by a two-thirds majority of those Financial Members present and otherwise voting in accordance with clause 29.1. All amendments to the Society's Rules must be made in writing.

34.2 At least 7 days before the Society Meeting at which any Rule change is to be considered the Secretary shall give to all Financial Members Written Notice of the proposed motion, the reasons for the proposal, and any recommendations the Executive Committee has.

34.3 When a Rule change is approved by a Society Meeting no Rule change shall take effect until the Secretary has filed the changes with the Registrar of Incorporated Societies.

34.4 No addition to or alteration of the objects, personal benefit clause or the winding up clause shall be made which affect the tax-exempt 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.

34.5 The Executive Committee may amend the terms of these Rules by a unanimous resolution of the Executive Committee if the amendment:

- (a) has no more than a minor effect; or
- (b) corrects errors or makes similar technical alterations,

PROVIDED THAT the Executive Committee provides Written Notice of the amendment to every Member of the Society, with that notice stating:

- (1) the text of the amendment; and
 - (2) the right of the Member to object to the amendment.
- (c) If no Member objects within 20 working days after the date on which the Written Notice is sent, the Executive Committee may make the amendment.

- (d) If a Member objects to the amendment made under this clause 34.5 within 20 working days after the date on which the Written Notice is sent, the Society may not make the amendment under this clause.

35. **BYLAWS TO GOVERN THE SOCIETY**

- 35.1 The Executive 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 these Rules or to the provisions of law. All such bylaws shall be binding on Members of the Society. A copy of the bylaws for the time being, shall be available for inspection by any Member on request to the Secretary.

36. **INDEMNITY AND INSURANCE**

- 36.1 The Society may, with the authority of the Committee, indemnify or obtain insurance for an officer for:
 - (a) liability (other than criminal liability) for a failure to comply with:
 - (1) a duty under section 54 to 61 of the Act (officers' duties); or
 - (2) any other duty imposed on an officer in their capacity as an officer of the Society; and/or
 - (b) costs incurred by the officer for any claim or proceeding related to a liability under clause 36.1(a).
- 36.2 The Society may indemnify or obtain insurance for an officer, Member or employee in accordance with the Act.
- 36.3 In this clause 36 the term "officer" is to be interpreted in accordance with section 5 of the Act.

37. **REQUEST FOR REMOVAL FROM REGISTER OR LIQUIDATION OF SOCIETY**

- 37.1 If at any time the Society becomes non-operational or it is desirable for the Society to be wound up and cease to operate, a resolution regarding the disposal of surplus assets (if applicable) must be made under clause 38 of these Rules and under the power given to the Society in section 215 of the Act. The Society may then request to be removed from the register in accordance with section 176(1)(a) of the Act. A resolution authorising a request for the Society's removal from the register must be made in accordance with clause 37.3. The resolutions described in this clause may be made at the same meeting of the Society.
- 37.2 The Society may be put into liquidation by first resolving to appoint a liquidator in accordance with clause 37.3. A resolution regarding the disposal of surplus assets must then be made in accordance with clause 38.
- 37.3 The Society may resolve to authorise a request for the Society's removal from the register or to appoint a liquidator in accordance with the provisions of Part 5 of the Act subject to the following modifications:

- (a) the Executive Committee shall give twenty (20) working days' Written Notice of the Society Meeting of all the Members at which the resolution is to be considered;
- (b) the notice must include the matters required under section 228(4) of the Act; and
- (c) the resolution must be passed by a two-third ($\frac{2}{3}$) majority of the Financial Members present and otherwise voting in accordance with clause 29.1.

38. SURPLUS ASSETS ON REQUEST FOR REMOVAL FROM REGISTER OR LIQUIDATION

38.1 On a Financial Member vote in accordance with clause 37.1 or 37.2, any remaining portion of the Society's funds or the net proceeds arising from the sale of the assets of the Society must be applied, after payments of all liabilities, towards such charitable entities in New Zealand whose purposes align with the Society's objectives as may be determined by a two-third ($\frac{2}{3}$) majority of the Financial Members in accordance with clause 38.2.

38.2 A resolution providing for the disposal of the Society's surplus assets must be made in accordance with the provisions of Part 5 of the Act and subject to the following modifications:

- (a) the Executive Committee shall give twenty (20) working days' Written Notice of the Society Meeting of all the Members at which the resolution is to be considered;
- (b) the notice must include the matters required under section 228(4) of the Act;
- (c) the resolution must be passed by a two-third ($\frac{2}{3}$) majority of the Financial Members present and otherwise voting in accordance with clause 29.1; and
- (d) the resolution must set out which charitable entities the Society's surplus assets shall be applied to in accordance with clause 38.1.

38.3 To be clear, a resolution under this clause 38 may be made at the same Society Meeting as a resolution made under clause 37.

39. DEFINITIONS AND MISCELLANEOUS MATTERS

39.1 In these Rules:

- (a) "Act" means the Incorporated Societies Act 2022, its regulations and any subsequent amendments.
- (b) "Financial Members" means those Members who have paid all subscriptions and fees (if any) to the Society by their respective due dates and are therefore eligible to exercise the rights of membership in accordance with clause 12.7.
- (c) "Officer" means those officers for the time being and anyone who is elected as an officer of the Society in accordance with these Rules.

- (d) **"Majority vote"** means a vote made by more than half of the Financial Members who are present at an Executive committee Meeting and who are entitled to vote and voting at that Executive committee Meeting upon a resolution, i.e. motion put to that Meeting;
- (e) **"Money or Other Assets"** means any real or personal property or any interest therein, owned or controlled to any extent by the Society.
- (f) **"Region"** means the Regions defined in the Society's Bylaws, being the Regional Associations of the Society.
- (g) **"Society Meeting"** means any Annual General Meeting or General Meeting, but not an Executive Committee Meeting.
- (h) **"Use Money or Other Assets"** means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, Money or Other Assets.
- (i) **"Written Notice"** means communication by post, electronic means (including email, and website posting), or advertisement in periodicals, or a combination of these methods.

39.2 It is assumed that:

- (a) Where a masculine is used, the feminine and preferred pronoun is included.
- (b) Where the singular is used, plural forms of the noun are also inferred.
- (c) Headings are a matter of reference and not a part of the rules.
- (d) Matters not covered in these rules shall be decided upon by the Committee.

Schedule 1 - Dispute Resolution Procedures

1. GUIDING PRINCIPLES

- 1.1 This Schedule 1 sets out our Disputes Resolution Procedures. As part of this, we recognise the following principles of consensus decision making:
- (a) define the problem or opportunity and capture it where people can see it;
 - (b) brainstorm all possible options: write them down, cluster similar ideas;
 - (c) take an initial non-binding vote to gauge the feelings of the group;
 - (d) have people make a case for options they feel strongly about;
 - (e) take another non-binding vote;
 - (f) negotiate with holdouts: “What would it take to get you on board?”; and
 - (g) repeat (d)-(g) until everyone agrees with the decision.
- 1.2 If clause 1.1(d)-(g) are repeated three times and a decision has not been reached, then the majority vote required by the Rules for the matter in question can be relied upon.

2. HOW A COMPLAINT IS MADE

- 2.1 A Member or Officer may make a complaint by giving to the Executive Committee a notice in writing that
- (a) states that the Member or Officer is starting a procedure for resolving a dispute in accordance with the Society’s Rules; and
 - (b) sets out the allegation to which the dispute relates and whom the allegation is against. This must be detailed enough to ensure the Member or Officer is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.
- 2.2 The Society may make a complaint involving an allegation against a Member or an Officer by giving to the Member or Officer a notice in writing that -
- (a) states that the Society is starting a procedure for resolving a dispute in accordance with the Society’s Rules; and
 - (b) sets out the allegation to which the dispute relates. This must be detailed enough to ensure the Member or Officer is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.
- 2.3 The terms *dispute* and *complaint* are to be interpreted in accordance with section 38 of the Act.

3. INVESTIGATING AND DETERMINING A DISPUTE

- 3.1 The Executive Committee must, as soon as reasonably practicable after receiving or becoming aware of a complaint made in accordance with this procedure, ensure that the dispute is investigated and determined.
- 3.2 In the interests of resolving disputes in a fair, efficient and effective manner, the most senior member of the Executive Committee with no personal interest in the dispute (the “Elector”) will determine how the dispute will be dealt with. This can include:
- (a) appoint an external person to investigate and report; or
 - (b) with the consent of all parties to a complaint, initiate a mediation between the parties and appoint an appropriate mediator; or
 - (c) appoint an external person to investigate and make a decision; or
 - (d) appoint an appropriate arbitrator to determine the dispute under the Arbitration Act 1996, including schedules 1 and 2.
- 3.3 Despite clause 3.2, the Elector may, without hearing from any person, decide not to proceed further with a complaint if:
- (a) the complaint is trivial; or
 - (b) the complaint does not appear to disclose or involve any allegation of the following kind:
 - (1) that a Member or an Officer has engaged in material misconduct;
 - (2) that a Member, an Officer, or the Society has materially breached, or is likely to materially breach, a duty under the Society’s Rules or the Act; or
 - (3) that a Member’s rights or interests or a Member’s rights or interests generally have been materially damaged; or
 - (c) the complaint appears to be without foundation or there is no apparent evidence to support it; or
 - (d) the person who makes the complaint has an insignificant interest in the matter; or
 - (e) the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the Rules; or
 - (f) there has been an undue delay in making the complaint.
- 3.4 While not binding on the Elector, the Society agrees that the following categories of disputes should be resolved as follows:
- (a) Where the dispute involves issues of personal animosity or where relationships within the Society have broken down, the dispute should go to mediation.

- (b) Where the dispute concerns interpretation of the Society’s Rules or the Society’s statutory obligations, an independent lawyer should be appointed to investigate and provide a report.
 - (c) Where the dispute concerns matters about the financial operations of the Society, an external person with accounting skills should be appointed to investigate and provide a report.
 - (d) Where the dispute concerns operational matters, an external person should be appointed to investigate and provide a report.
- 3.5 Before making a decision under clause 3.2 the Elector may request further information from the Executive Committee, the complainant and/or any person who is the subject of the complaint.
- 3.6 Where an external party is appointed to provide a report, that report should be provided to the Executive Committee, the complainant and any person who is the subject of the complaint (the “parties”). After reviewing the report, the parties will then meet to discuss whether:
- (a) the Society will take any steps in light of the report-writer’s findings; and
 - (b) the parties agree that those steps (if any) will resolve the dispute.
- 3.7 If the Elector initiates the steps under clause 3.2(a) or 3.2(b) and that is insufficient to resolve the matter, the Elector may then initiate any of the other options under clause 3.2.
- (a) A person may not act as a decision maker in relation to a complaint if the majority of members of the Executive Committee consider that there are reasonable grounds to believe that that person may not be impartial or able to consider the matter without a predetermined view.
- 3.8 An external person appointed under clause 3.2(a) or 3.2(c) may, inter alia:
- (a) call for written submissions from all relevant parties;
 - (b) call for specific evidence from the Society or any relevant party; and/or
 - (c) prepare an interim report and circulate it to the relevant parties for their comments.
- 3.9 In addition to the powers under clause 3.8, an external person appointed under clause 3.2(c) may also determine whether to hold an oral hearing involving all relevant parties and (if so) determine whether those parties can be represented by a lawyer.
- 3.10 A decision reached by an external person appointed under clause 3.2(c) will not be subject to an appeal to or a review by the courts of New Zealand.

4. PERSON WHO MAKES A COMPLAINT HAS A RIGHT TO BE HEARD

- 4.1 A Member or Officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined, subject to clause 3.3.
- 4.2 If the Society makes a complaint -
- (a) the Society has a right to be heard before the complaint is resolved or any outcome is determined; and
 - (b) an Officer may exercise the right on behalf of the Society.
- 4.3 Without limiting the manner in which the Member, Officer, or the Society may be given the right to be heard, they must be taken to have been given the right if -
- (a) they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - (b) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - (c) an oral hearing (if any) is held before the decision maker; and
 - (d) their written statement or submissions (if any) are considered by the decision maker.

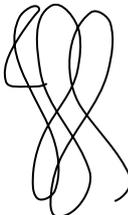
5. PERSON WHO IS SUBJECT OF A COMPLAINT HAS A RIGHT TO BE HEARD

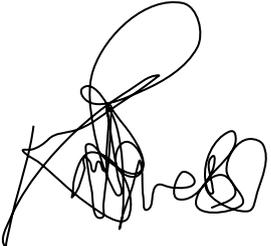
- 5.1 This clause 5 applies if the complaint involves an allegation that a Member, an Officer, or the Society (the “respondent”) -
- (a) has engaged in misconduct; or
 - (b) has breached, or is likely to breach, a duty under the Society’s Rules or the Incorporated Societies Act 2022; or
 - (c) has damaged the rights or interests of a Member or the rights or interests of Members generally.
- 5.2 The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
- 5.3 If the respondent is the Society, an Officer may exercise the right on behalf of the Society.
- 5.4 Without limiting the manner in which a respondent may be given a right to be heard, the respondent must be taken to have been given the right to be heard 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) is considered.

THESE RULES WERE RATIFIED BY ALL MEMBERS PRESENT AND VOTING AT THE SOCIETY AGM AT CONFERENCE IN KIRIKIROA - HAMILTON, WEDNESDAY 16 APRIL, 2025.

Confirmation that these rules were ratified by all members present and voting at the society AGM held at ANZAAE 2025 Conference in Kirikiriroa – Hamilton, Wednesday 16 April, 2025.

Name	Role	Signature
Tanu Aumua	Co-Chair	
Genevieve Craig	Executive Committee Member	
Dagmar Dyck	Executive Committee Member	
Esther Hansen	Executive Committee Member	
Jamieson Hudson	Co-Chair	
Katrina Lilly	Executive Committee Member	
Pilimilose Manu	Executive Committee Member	
Justin Leigh-Manuel	Executive Committee Member	
Lisa Ponweiser	Secretary	

Lisa Purda	Executive Committee Member	
Kate Rivers	Executive Committee Member	
Catherine Tamihere	Executive Committee Member	
Jennie Williams	Executive Committee Member	
Emma Wise	Treasurer	