

**Constitution of New Zealand Ethical Employers  
Incorporated**

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# Constitution of New Zealand Ethical Employers Incorporated

## 1.0 THE SOCIETY

### Name of the Society, its Purposes and Powers

1.1 The name of the *Society* is New Zealand Ethical Employers Incorporated.

1.2 The primary purposes of the *Society* are to:

- (a) Provide *Members* with up-to-date and relevant information, empowering them to make sound and informed business decisions on ethical and responsible business conduct, as defined in the United Nations Principles on Business and Human Rights, and that encourages market acceptance of the products of the New Zealand primary sector,
- (b) Facilitate opportunities for *Members* to gather and network with each other,
- (c) Establish, promote, and maintain the credibility of, the standards for best practice labour supply to the primary sector (known as the *NZEE Workplace and Supplier Standards*) with the objective of *Members* demonstrably complying with those standards.
- (d) Be acknowledged and sought after by Government, industry, the media and the public as the experts in the supply of primary sector labour,
- (e) Establish, promote, and maintain the credibility of good agricultural practice standards for the safe and sustainable production of fresh produce in New Zealand (known as the *NZEE Good Agricultural Practice Standards*),
- (f) Regulate the conduct of *Members* and discipline *Members'* misconduct or failure to comply with the *NZEE Workplace and Supplier Standards* or the *NZEE Good Agricultural Practice Standards*,
- (g) Carry on negotiations with the Government, or other authorities, on any topic or development likely to affect those engaged in good agricultural practice,
- (h) Ensure the ongoing regulatory and market approval of the *NZEE Workplace and Supplier Standards* and the *NZEE Good Agricultural Practice Standards*,
- (i) Ensure the *Society* retains the ability to contribute to other food safety, sustainability and social practice programmes,
- (j) Maintain the credibility of the *NZEE Workplace and Supplier Standards* and the *NZEE Good Agricultural Practice Standards*,
- (k) Enter into, do and perform all contracts, acts, matters and things in any way connected with these purposes,
- (l) Make grants-in-aid to any person or organisation for purposes likely to further the interests of good agricultural practice, and
- (m) Generally, to do anything that the *Society* consider will advance these purposes, but none of the stated primary purposes is any more or less important because of the order in which they are stated.

1.3 The *Society* was incorporated on 11 December 2007 under the Incorporated Societies Act 1908.

### Interpretation of this Constitution and Society Powers

- 1.4** In this Constitution, unless the context otherwise requires, the words and phrases in Rule 7.1 shall have the meanings defined in that Rule and otherwise be interpreted having regard to Rule 7.2.
- 1.5** To advance its purposes the *Society* may exercise any of the powers conferred by the *Statute* and in accordance with Section 8.0 of this Constitution.

## **2.0 MEMBERSHIP**

### **Membership**

- 2.1** The *Society* shall maintain the minimum number of *Members* required by the *Statute*.
- 2.2** Section 9.0 of this Constitution sets out the classes of *Society* membership, the method by which *Members* are admitted or re-admitted to different classes of membership, membership obligations and rights, and the maintenance of a *Membership Register*.

### **Grievances, Disputes, Complaints and Discipline**

- 2.3** All disputes (including *Member grievances*, and *complaints* and disciplinary action against *Members* including any alleged failure to comply with *NZEE Workplace and Supplier Standards* and *NZEE Good Agricultural Practice Standards*) shall be dealt with in accordance with the *Statute* and the procedures set out in Section 13.0 of this Constitution, **BUT** the *Society* is not concerned with *Members'* conduct outside of or away from *Society* activities, unless there is some identifiable connection with the *Society*, or the reputation of the *Society* may be affected, or both.

## **3.0 GENERAL MEETINGS**

### **Annual General Meetings**

- 3.1** The Annual *General Meeting* (which only financial (see Rule 9.6(b)) *Entitled Members* and *Life Members* are entitled to attend, and see also Section 10.0) shall be held no later than 31 August in each year on a date, at a time and at venue/s fixed by the *Board*.

### **Special General Meetings**

- 3.2** Special *General Meetings* (which only financial (see Rule 9.6(b)) *Entitled Members* and *Life Members* are entitled to attend, and see also Section 10.0) shall be called by:
- (a)** The *Board*, or
  - (b)** Within 21 *clear days* of written requisition to the *Secretary* signed by not less than a quarter of the *Entitled Members* and such requisition must specify the business to be considered by the Special *General Meeting*.

### **Calling and Notice of General Meetings**

- 3.3** Other procedures for the calling, giving of notice for, procedure at and voting at *General Meetings* are set out in Section 10.0.

### **Procedure for General Meetings in emergency situations**

- 3.4** Notwithstanding any other provisions in this Constitution, where an uncommon or emergency situation brought about by bad weather, a natural disaster, a pandemic or the like prevents a *General Meeting* from being held as and where notified to *Members* the *Board* may authorise the holding of the *General Meeting* at the notified venue or some other venue or venues and at two or more venues using any audio,

audio and visual, or electronic communication technology that gives each *Member* attending in person, remotely or by proxy a reasonable opportunity to participate, and the *Board* may also reduce the required quorum under Rule 10.12 in such circumstances.

#### **4.0 BOARD AND OFFICERS**

##### **Board**

**4.1** The *Society* shall have a *Board* elected pursuant to Rule 11.3 and/or appointed or co-opted under Rule 11.4 which shall hold office under Rule 11.5, which shall govern the *Society* from the end of each Annual *General Meeting* until the end of the next Annual *General Meeting* and have the powers set out in Section 12.0.

##### **Registered Office**

**4.2** The Registered Office of the *Society* shall be at such place in New Zealand as the *Board* 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*.

##### **Financial year**

**4.3** The *Society's* financial year shall commence on 1 April of each year and end on 31 March in the following year (the latter date being the *Society's* balance date).

##### **Execution of Documents**

**4.4** The *Society* shall have a Common Seal which shall be retained by the *Secretary*.

**4.5** Unless entered into by a delegate authorised under Rule 12.2(d), documents shall be executed for the *Society* pursuant to a resolution of the *Board*.

**(a)** By affixing the Common Seal witnessed by the Chairperson and counter-signed by some other *Board member*, or

**(b)** Where the document is not required by law to be executed under Common Seal, by two *Board members* signing on behalf of the *Society*, and

all such signatories must be at least 18 years of age.

#### **5.0 AMENDMENT OF THIS CONSTITUTION**

**5.1** This Constitution may be amended or replaced in accordance with Rules 10.19-10.23.

#### **6.0 WINDING-UP**

**6.1** The *Society* may be wound-up in accordance with Rules 14.1-14.5.

#### **7.0 DEFINITIONS OF WORDS AND PHRASES IN THIS CONSTITUTION – Rule 1.4**

**7.1** In this Constitution, unless the context otherwise requires, the following words and phrases have the following meanings:

**(a)** "*Associate Member*" is an individual or organisation (incorporated or unincorporated) admitted to such membership under Rules 9.1(2) and 9.2,

**(b)** "*Associated Person*" means a person who is a spouse, partner, parent, child, close personal friend, business associate (partner, director, officer, board member, or trustee of a person), employer or employee of a *Member*,

- (c) "*Authorised Representative*" means a person authorised by a body corporate or partnership *Member* whose name has been provided to the *Secretary* pursuant to Rule 9.6(c) and who is authorised by that body corporate or partnership *Member* to represent it within the *Society*, and to exercise its speaking and voting rights at *General Meetings*,
- (d) "*Board*" means the *Society's* governing body referred to in Rule 4.1,
- (e) "*Board member*" includes the *Society's* Chairperson, *Secretary*, *Treasurer* and other *Board members* elected under Rule 4.3, appointed under Rule 4.5, or co-opted under Rule 5.6,
- (f) "*clear days*" means complete days excluding the first and last-named days (for instance, excluding the date a notice of meeting is posted or transmitted to *Members* and the date of the meeting),
- (g) "*complaint*" means an allegation that the conduct or discipline of any *Member(s)* has/have fallen short of expected standards of conduct for *Society Members*, and the complaint may allege:
- (i) A breach or failure to observe a specific *Society* Rule, Code of Conduct, bylaw or policy, or provision in the *Statute*, and/or
  - (ii) Other misconduct likely to cause distress, embarrassment or concern to other *Members* or members of the public or tend to damage the reputation of the *Society*, and
  - (iii) Includes an allegation by a *Member* or someone who is not a *Member* concerning conduct or business activities of a *Member* alleged to have adversely affected the human rights of a person or caused harm to any person, and in the event of any such allegation the *Board* may:
    - Decline to consider the complaint if the issue could be dealt with pursuant to processes mandated by a New Zealand statute other than the *Statute*, or
    - Deal with the issues in accordance with the complaints procedure provided for in and under Section 13 of this Constitution,
- (h) "*Contact Officer*" means the member of the *Board* whom the Registrar of Incorporated Societies can contact when needed, and who must be at least 18 years of age and must at all times be resident in New Zealand and not disqualified under the *Statute* or under Rule 11.2(b) from holding that office, and any change in that *Contact Officer* or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 25 *clear days* after that change occurs or after the *Society* became aware of the change,
- (i) "*Entitled Member*" means an *Ethical Employer* entitled to exercise membership rights under Rule 9.6(b).
- (j) "*financial year*" means the financial year of the *Society* under Rule 4.3.
- (j) "*General Meeting*" means either an Annual *General Meeting* or a Special *General Meeting* of the *Society*,
- (k) "*grievance*" means a formal concern raised by a *Member* relating to the *Member's* rights and interests as a *Member* which the *Member* considers is

affecting the *Member* in a significant (not trivial or incidental) way, and the effect on the *Member* or other affected *Members* may not necessarily include financial losses or costs to the *Members*, but a *Member* raising a grievance should be able to point to a significant negative effect on that *Member*, or on other *Members* in similar circumstances, or on all *Members*.

- (l) "*Life Member*" is a *Member* recognised as such pursuant to Rule 2.2(d),
- (m) "*Ethical Employer*" is an *Ethical Employer*, *Associate Member* or *Life Member*,
- (n) "*Member*" is an *Ethical Employer* or *Associate Member* admitted to such membership under Rules 9.1 and 9.2, or a *Life Member*,
- (p) "*Membership Register*" is the register of *Members* kept under Rule 2.5(a),
- (q) "*NZEE Workplace and Supplier Standards*" are standards established by the *Board* for best practice employer practice within the primary sector in New Zealand,
- (r) "*NZEE Good Agricultural Practice Standards*" are standards established by the *Board* for the safe and sustainable on-farm production of fresh produce and post-production processes in, and best practice labour supply to, the primary sector in New Zealand, resulting in safe and healthy food and non-food agriculture products, while taking into account economic, social and environmental sustainability,
- (s) "*Patron*" is a person elected to that position under Rule 10.1(i) because that person supports the *Society's* purposes in some significant way,
- (t) "*Register of Disclosures*" is the Register referred to in Rule 11.9(d),
- (u) "*remote ballot*" is a ballot conducted by electronic means held in accordance with the procedures set out in Rule 10.16,
- (v) "*Secretary*" is the person appointed to that position as referred to in Rule 11.9,
- (w) "*Society*" is the *Society* referred to in Rule 1.1,
- (x) "*Statute*" means the Incorporated Societies Act 1908 or any Act of Parliament which replaces it, including amendments to it from time to time,
- (z) "*Treasurer*" is the person elected to hold that position as referred to in Rule 11.1(c),
- (aa) "*working day*" means any day of the week other than a Saturday, Sunday, or national statutory holiday, and
- (bb) "*written notice*" means communication by post, courier, electronic means (including email, and website posting), or advertisement in periodicals, or a combination of these methods.

**7.2** In this Constitution, unless the context otherwise requires:

- (a) Any word or phrase identifying a person extends to and includes the executors, administrators, successors and assignees of that person,
- (b) The singular number includes the plural and vice versa and words indicating one gender include the other genders,
- (c) Reference to any Act extends to and includes any statutory or other modification or re-enactment thereof and any other like provision for the time being in force in New Zealand, and

- (d) The headings of the Rules in this Constitution will not affect the interpretation given to it.

## **8.0 SOCIETY'S PURPOSES AND POWERS**

**8.1** The *Society* must not operate for the purpose of, or with the effect of:

- (a) Any *Member* of the *Society* or any *Associated Person* deriving any personal financial gain from membership of the *Society*, other than as may be permitted by law, or
- (b) Returning all or part of the surplus generated by the *Society's* operations to *Members*, in money or in kind, or
- (c) Conferring any kind of ownership in the *Society's* assets on *Members*, but the *Society* would not operate for the financial gain of *Members* in breach of the *Statute* simply if the *Society*.
  - (i) Engages in trade,
  - (ii) Pays a not-for-profit *Member* or *Associated Person* (namely, a *Member* that is a body corporate that is not, carried on for the private pecuniary profit of any individual) for matters that are incidental to the purposes of the *Society*,
  - (iii) Reimburses a *Member* or *Associated Person* for reasonable expenses legitimately incurred on behalf of the *Society* or while pursuing the *Society's* purposes,
  - (iv) Provides benefits to members of the public or of a class of the public and those persons include *Members* or their families,
  - (v) Pays a *Member* or *Associated Person* a salary or wages or other payments for services to the *Society* on arm's length terms (terms reasonable in the circumstances if the parties were connected or related only by the transaction in question, each acting independently, and each acting in its own best interests, or are terms less favourable to the *Member* than those terms), or
  - (vi) Provides a *Member* or *Associated Person* with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of the *Society*.

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

**8.3** Despite Rule 1.2 the *Society* shall not be required to advance all of its primary purposes all of the time.

**8.4** Subject to Rule 1.2 and Rules 8.1-8.2, the *Society* shall have power:

- (a) To represent and promote the interests of *Members* of the *Society*,
- (b) To make regulations, bylaws and policies to advance or achieve any of the above purposes,
- (c) To establish a Code of Conduct applicable to *Members*, and
- (d) To do any act or thing related or contributing to advancing or attaining any of the above purposes.

**8.5** Subject to Rule 1.2 and Rules 8.1-8.2, in addition to its statutory powers, the *Society*.

- (a) May use its funds to pay the costs and expenses to advance or carry out its purposes, and to employ or contract with such people as may be appropriate,
  - (b) May purchase and lease property and invest in any investment in which a trustee may lawfully invest,
- and
- (c) Shall have power to borrow or raise money by debenture, bonds, mortgage and other means with or without security, but such borrowing powers shall not be exercised other than by resolution of a *General Meeting* of which proposed resolution at least ten *clear days' written notice* was given to all *Entitled Members* in accordance with Rules 10.6 and 10.7.
- 8.6** No *Member* or any *Associated Person* shall participate in or materially influence any decision made by the *Society* relating to:
- (a) The payment to or on behalf of that *Member* or *Associated Person*, or
  - (b) The conferring of any income, benefit or advantage whatsoever on that *Member* or *Associated Person*.
- 8.7** Despite any other provision in this Constitution, *Board members*, and the *Board's* sub-committee members:
- (a) May be offered such honoraria as may be approved by resolution of a *General Meeting*, and
  - (b) Shall be entitled to be reimbursed by the *Society* for any reasonable actual expenses incurred by them on behalf of the *Society* as approved by resolution of the *Board*.
- 8.8** The *Society* may, subject to the provisions of the *Statute*, indemnify *Members* and employees who act in good faith in seeking to advance the *Society's* activities, and to take insurance for the purposes of that indemnity, but no such indemnity or insurance shall be provided where a *Member* or employee is criminally liable for the actions or inaction in respect of which indemnity or insurance is sought.
- 9.0 MEMBERSHIP OF THE SOCIETY**
- 9.1** The classes of membership and the method by which *Members* are admitted to different classes of membership are as follows:
- (a) ***Ethical Employer*** An *Ethical Employer* is an individual, body corporate or partnership admitted to membership under Rule 9.2 and who or which has not ceased to be a *Member* under any other Rule, but does not include an *Associate*, or *Life Member*. Every applicant to be admitted as an *Ethical Employer* must:
    - (i) Hold current GLOBALG.A.P. certification or any other similar certification or qualification approved by the *Board*,
    - (ii) Ensure that at the time of admission as an *Ethical Employer* and at all times thereafter its constitution and rules do not conflict with this Constitution or the *NZEE Workplace and Supplier Standards* or the *NZEE Good Agricultural Practice Standards*.



- (b) **Associate Member** An *Associate Member* is an individual or organisation (incorporated or unincorporated) admitted to membership under Rule 9.2 and who or which has not ceased to be a *Member* under any other provision in this Constitution. An *Associate Member*:
  - (i) Shall ensure that at all times its Constitution or Rules do not conflict with any provision in this constitution, and
  - (ii) May attend, or but not speak or vote at, *Association* General Meetings and otherwise has no membership rights or privileges.
- (c) **Life Member** A *Life Member* is a person honoured for highly valued services to the *Society* elected as a *Life Member* by resolution of a *General Meeting* passed by a two-thirds majority of those *Entitled Members* present and voting. A *Life Member* shall have all the rights and privileges of a financial *Ethical Employer* but may not speak or vote at *Association* General Meetings, and shall be subject to all the duties of an *Ethical Employer* except those of paying subscriptions and levies.

## 9.2 Admission of *Members*:

- (a) Every individual or organisation admitted into membership as an *Ethical Employer*, *Associate Member* or *Life Member* must expressly consent in writing to becoming a member of the *Society* (the consent of a body corporate or partnership to become a *Member* may be given on its behalf by two (2) directors or partners, or if it is a company with only one (1) director, by that director), and an applicant for membership as a *Member* shall complete and sign any application form provided by the *Board* and supply such information as may be required by the *Board*.
- (b) Membership applications shall be considered by the *Board* which may interview an applicant or representative/s of a body corporate or partnership applicant.
- (c) The *Board* shall have a discretion whether or not to admit a membership applicant, and shall advise the applicant of its decision (but shall not be required to provide reasons for that decision), and a successful applicant shall immediately pay the annual subscription or such proportion of it as may be specified by the *Board*.
- (d) Until admitted to membership by the *Board*, no-one is entitled to claim the benefits of *Society* membership.

## 9.3 Readmission of former *Members*:

- (a) Any former *Member* may apply for re-admission in the manner prescribed in Rule 9.2, and may be re-admitted only by resolution of the *Board*.
- (b) However, if a former *Member's* membership was terminated pursuant to the processes under Section 13.0 of this Constitution the applicant may be re-admitted only by a *General Meeting* on the recommendation of the *Board*.

## Membership Register

### 9.4 The *Secretary* shall:

- (a) Keep an up-to-date *Membership Register* of *Members* (including *Life* and *Associate Members*) recording their names, postal and email addresses, phone

numbers, occupations, the dates each *Member* became a *Member*, and whether or not the *Member* is financial in terms of Rule 9.12,

- (b) On reasonable notice and at reasonable times:
  - (i) Make available for inspection by *Entitled Members* copies of this Constitution and of any *Society* regulations, bylaws or policies, and copies shall be provided (at a reasonable cost) to any *Entitled Member* on request,
  - (ii) Permit *Board members* and *Entitled Members* to inspect the *Membership Register*,
  - (iii) Permit *Board members* and *Entitled Members* to inspect the *Register of Disclosures*, and
  - (iv) Provide *Entitled Members* with access to the financial statements presented to the last Annual *General Meeting* and the minutes of any previous *General Meetings*.

**9.5** Every *Member* (including *Life* and *Associate Members*) shall advise the *Secretary* of any change of name, postal and email address, phone number, or occupation, and if any *Member* fails to do so or provides incorrect information that *Member* shall have no ground of complaint if as a result the *Member* fails to receive any notice from the *Society*.

**9.6 Membership obligations and rights:**

- (a) All *Members* (including *Board members*) shall be deemed to have notice of and be bound by the provisions of this Constitution (as amended from time to time) and shall promote the interests and purposes of the *Society* and shall do nothing to bring the *Society* into disrepute.
- (b) An *Entitled Member* is entitled to exercise the rights of membership including attending and voting at *General Meetings*, and (subject to such conditions and restrictions as may be imposed by the *Board*) accessing or using the *Society's* premises, facilities, equipment and other property, but only if all subscriptions and any other fees or levies have been paid by due date (see Rule 9.12), but no *Member* or *Life Member* is liable for an obligation of the *Society* by reason only of being a *Member*.
- (c) Any *Member* that is a body corporate or partnership admitted to membership under Rule 9.2 shall provide the *Secretary* with the name and contact details of the person who is the organisation's *Authorised Representative*, and if the organisation is an *Entitled Member* that person shall be deemed to be the organisation's proxy for the purposes of Rule 10.9 and entitled to speak and vote for that *Member* pursuant to Rule 10.9.
- (d) Membership does not confer on any *Member* any right, title, or interest (legal or equitable) to or in the property of the *Society*.

**9.7** Other than as permitted under Rule 9.4(b), or by resolution of the *Board*, a *Member* is not entitled to inspect or copy the minutes of *Board* or *Board* sub-committee meetings or the *Society's* records, but is entitled, subject to the provisions of the

*Statute*, to access information the *Society* holds about that *Member* (but not about other *Members*).

- 9.8** The *Society* shall be entitled to collect and record information about *Members* for the *Society's* purposes, including information in the *Membership Register* and in the agendas and minutes of *Board* meetings and *General Meetings*.
- 9.9** The *Board* may decide whether and how *Members* may access or use premises, facilities, equipment or other property owned, occupied or otherwise used by the *Society*, including any conditions of and fees for such access or use.

### **Subscriptions and levies**

- 9.10** The annual subscription and any other fees for different classes of membership for the then current financial year shall be set by resolution of the *Board* (which can also decide that payment may be made by periodic instalments).
- 9.11** The *Board* or a *General Meeting* may by resolution impose a levy or levies on *Members* in different classes of membership (except *Life Members*) in any financial year up to a maximum totalling 50% of the annual subscription for that year for each class of *Member*.
- 9.12** Any *Member* failing to pay the annual subscription (including any periodic payment), any levy, or any capitation fees, within one calendar month of the date the same was due for payment shall be considered as unfinancial and shall (without being released from the obligation of payment) have no membership rights and shall not be entitled to participate in any *Society* activity or to access or use the *Society's* premises, facilities, equipment and other property until all the arrears are paid. If such arrears are not paid within six months of the due date for payment of the subscription, any other fees, or levy the *Board* may terminate the *Member's* membership (without being required to give prior notice to that *Member*).

### **Cessation of Membership**

- 9.13** A *Member* ceases to be a *Member*:
- (a) Immediately at the time an *Ethical Employer* ceases to hold current GLOBALG.A.P. certification or any other similar certification or qualification approved by the *Board* or immediately upon the suspension of any such certification or qualification,
  - (b) On death (or if a body corporate on liquidation or if a partnership on dissolution of the partnership), or
  - (c) By resignation from that *Member's* class of membership by *notice* to the *Secretary*, or
  - (d) Pursuant to the provisions of Rule 9.12, or
  - (e) On termination of that *Member's* membership pursuant to the disciplinary processes under Rule 2.3 and Schedule 13.0,
- with effect from the death, liquidation or dissolution of the *Member* or on the date of receipt by the *Secretary* or any subsequent date stated in the notice of resignation, and Rule 9.15 shall apply.
- 9.14** The *Board* may declare that a *Member* is no longer a *Member* (from the date of that declaration or such date as may be specified) if that *Member* ceases to be qualified to

be a *Member* or is convicted of any offence for which a convicted person may be imprisoned, is declared bankrupt, makes a composition with creditors, enters the no asset procedure under the Insolvency Act 2006, or (if a body corporate) is wound up or placed in receivership or liquidation.

**9.15** A *Member* who has died, resigned or whose membership is terminated under this Constitution:

- (a) Remains liable to pay all subscriptions, levies and other fees to the end of the *Society's* next balance date under Rule 4.3, and any costs ordered to be paid in respect of any *grievance* or *complaint*,
- (b) Shall cease to hold himself, herself or itself out as a *Member* of the *Society*, and
- (c) Shall return to the *Society* all material provided to *Members* by the *Society* (including any membership certificate, badges, handbooks and manuals),
- (d) Shall cease to be entitled to any of the rights of a *Society Member*, and
- (e) May later re-apply for membership in accordance with Rules 9.2 and 9.3 (in which event the reasons for the previous termination of membership may be taken into account in considering that application).

***Member Access to Information held by the Society***

**9.16** A *Member* may at any time make a written request to the *Society* for information held by the *Society*, and

- (a) The request must specify the information sought in sufficient detail to enable the information to be identified, and
- (b) The *Society* must, within a reasonable time after receiving a request:
  - (i) provide the information, or
  - (ii) agree to provide the information within a specified period, or
  - (iii) agree to provide the information within a specified period if the *Member* pays a reasonable charge to the *Society* (which must be specified and explained) to meet the cost of providing the information, or
  - (iv) refuse to provide the information, specifying the reasons for the refusal.
- (c) Without limiting the reasons for which the *Society* may refuse to provide the information, the *Society* may refuse to provide the information if:
  - (i) Withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
  - (ii) The disclosure of the information would, or would be likely to, prejudice the commercial position of the *Society* or of any of its *Members*, or
  - (ii) The disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the *Society*, or
  - (iv) Withholding the information is necessary to maintain legal professional privilege, or
  - (v) The disclosure of the information would, or would be likely to, breach an enactment, or

- (vi) The burden to the society in responding to the request is substantially disproportionate to any benefit that the *Member* (or any other person) will or may receive from the disclosure of the information, or
  - (vii) The request for the information is frivolous or vexatious.
- (d) If the Society requires the *Member* to pay a charge for the information, the *Member* may withdraw the request, and must be treated as having done so unless, within 10 *working days* after of receiving notification of the charge, the *Member* informs the Society—
- (i) That the *Member* will pay the charge, or
  - (ii) That the *Member* considers the charge to be unreasonable.
- (e) Nothing in this Rule limits Information Privacy Principle 6 under the Privacy Act 1993.

## 10.0 GENERAL MEETINGS

10.1 The agenda and business of the Annual *General Meeting* shall include:

- (a) Call to order,
- (b) Apologies,
- (c) Confirmation of unconfirmed Minutes of previous *General Meeting(s)*,
- (d) Matters arising from the Minutes of previous *General Meetings*,
- (e) Annual Report of the *Board* on the affairs of the *Society* for the most recent financial year,
- (f) Financial statements of the *Society* for the most recent financial year,
- (g) Appointment of a member of the New Zealand Institute of Chartered Accountants who is not a *Member* to conduct a financial review or audit of the annual accounts of the *Society* if the Annual *General Meeting* wishes to make such appointment or if the *Society* is required by *Statute* to have a review or audit (see also Rule 11.16),
- (h) Notice of the disclosures, or types of disclosures, made by *Board members* of interest in matters being considered by or affecting the *Society* during the most recent financial year (including a brief summary of the matters, or types of matters, to which those disclosures relate), recorded in the *Register of Disclosures* since the previous Annual *General Meeting* (see Rule 11.9(d)),
- (i) Election of any *Patron(s)* (optional), but no *Patron* is a *Board member* unless elected to the *Board* under Rules 11.1-11.3,
- (j) Election of the *Board* in accordance with Rules 11.1-11.3,
- (k) Motions of which notice has been given under Rule 10.2,
- (l) General business.

10.2 Any *Entitled Member* wishing to give notice of any motion for consideration at the Annual *General Meeting* shall forward *written notice* of the same to the *Secretary* at least 21 *clear days* before the date of the Meeting. The *Board* may consider all such notices of motion and may notify *Entitled Members* of its recommendations in respect of such notices of motion at any time before the Annual *General Meeting* in accordance with Rule 10.7 or at the Annual *General Meeting*.

- 10.3** Special *General Meetings* (which only *Entitled Members* and *Life Members* are entitled to attend) shall be called by:
- (a) The *Board*, or
  - (b) Within 21 *clear days* of written requisition to the *Secretary* signed by not less than a quarter of the *Entitled Members* and such requisition must specify the business to be considered by the Special *General Meeting*.
- 10.4** A Special *General Meeting* shall consider and deal only with the business:
- (a) If Rule 3.4(a) applies, as specified in the *Board's* resolution, or
  - (b) If Rule 3.4(b) applies, as specified in the written requisition calling the Meeting plus any additional business specified by the *Board*.
- 10.5** If the *Board* fails to give notice to *Entitled Members* and *Life Members* of a Special *General Meeting* within 21 *clear days* of receipt of a written requisition under Rule 3.2(b), those requisitioning the Special *General Meeting* may convene it in accordance with the procedures set out in Rule 10.3(b).
- 10.6** At least 14 *clear days* before any *General Meeting* the *Secretary* shall, in accordance with Rule 10.7 give notice:
- (a) Notifying all *Entitled Members* of the venue/s, date, time and business to be conducted at the General Meeting, and
  - (b) In the case of Annual General Meetings sending all *Entitled Members* copies of the Annual Report, financial statements of the most recent financial year, a list of and information about nominees under Rule 11.3, and notice of any motions and the *Board's* recommendations in respect of any notices of motion, and proposed budget for the (then) financial year.
- 10.7** Notices to *Members* may be given by post, email, or fax or through the public notices column of a local daily newspaper, and:
- (a) If sent by email or fax or electronically shall be deemed to have been received the day it was sent,
  - (b) If published in the public notices column of a local daily newspaper shall be deemed to have been received the day it was published,
  - (c) If sent by post, shall be deemed to have been received the third day after being sent, and
  - (d) The failure for any reason of any *Member* to receive such notice or information or any other irregularity, error or omission in notices, agendas and papers for the *General Meeting* or omission to give notices within a timeframe or omission to give notice to all persons entitled to receive notice, and any other error in the organisation of the *General Meeting* shall not invalidate any *General Meeting* or its proceedings if:
    - (i) The chairperson of the *General Meeting* (see Rule 3.14), in his or her discretion, determines that it is still appropriate for the *General Meeting* to proceed despite the irregularity, error or omission, or
    - (ii) The *General Meeting* by resolution passed pursuant to Rule 3.17 decides to proceed with the meeting.

### **Procedure at General Meetings**

- 10.8** Notwithstanding anything in Rules 3.1, 3.4 or 3.7, *General Meetings* may be held at one or more venues using any real-time audio, audio and visual, or electronic communication technology that gives each *Entitled Member* attending in person or by proxy a reasonable opportunity to participate.
- 10.9** *General Meetings* may be attended by all financial (see Rule 9.6) *Entitled Members* in person or by proxy, and:
- (a) In the case of a body corporate that proxy is the person whose name and contact details have been provided under Rule 9.6(c) or a different person identified in accordance with Rule 10.9(b), or
  - (b) In the case of any other *Entitled Member* a person appointed pursuant to Rule 10.12, and
- and *General Meetings* shall be attended by no other person other than an officer of or professional adviser to the *Society*, the authorised proxy of an *Entitled Member* or any other person admitted by resolution of the *General Meeting*. Where an *Entitled Member* is attending by proxy the signed original written proxy (an email or copy not being acceptable) signed by the *Entitled Member* must be received by the chairperson of the *General Meeting* prior to the opening of that *General Meeting*, and the instrument of proxy shall be in the following form:

I ..... (full name) of .....,  
 being an *Entitled Member* of the New Zealand Ethical Employers Incorporated  
 hereby appoint ..... or failing that person  
 ..... as my proxy to speak and vote for me at the  
*General Meeting* to be held on the .... day of .....  
 and at any adjournment of that *General Meeting*.  
**Dated** this      day of      20....

**Signed** by or on behalf of the *Entitled Member*.

.....

**Signature witnessed** by: .....

**Name of witness** printed: .....

- 10.10** If the quorum required under Rule 10.12 is not present within half an hour after a *General Meeting's* appointed start time:
- (a) If the *General Meeting* was called on a requisition of *Members* under Rule 3.4(b) it shall be dissolved, and
  - (b) If the *General Meeting* was called by the *Board* it shall stand adjourned for seven days to the same time and venue/s, and if at such adjourned meeting the required quorum under Rule 10.12 is not present those present in person or by proxy (as provided for in Rule 10.9 or if a body corporate or partnership by an

*Authorised Representative* appointed pursuant to Rule 9.6(c)) shall be deemed to constitute a sufficient quorum.

**10.11** A financial (see Rule 9.6) *Entitled Member* shall have the following rights at a *General Meeting*:

- (a) An individual *Entitled Member* shall be entitled to attend, speak and vote in person or by a signed original written proxy (completed in conformity with Rule 10.8 and an email or copy not being acceptable), in favour of some individual entitled to be present at the meeting and received by or handed to the *Secretary* before the commencement of the *General Meeting*), and
- (b) The person authorised under Rule 9.6(c) by a body corporate or partnership *Entitled Member* as its proxy shall be entitled to attend, speak and vote on behalf of that body corporate or partnership *Entitled Member*, and no other proxy voting shall be permitted.

**10.12** The quorum for *General Meetings* is 10 *Entitled Members* in attendance in person or by proxy (as provided for in Rule 10.9) or by an *Authorised Representative* when the meeting is called to order and also present throughout the meeting. Any decisions made when a quorum is not present are invalid.

**10.13** Every *General Meeting* shall be chaired by:

- (a) The Chairperson, or
- (b) In the Chairperson's absence, by some other *Board member* elected for the purpose by the meeting, or
- (c) By some independent person appointed by resolution of the *Board*, or
- (d) Failing the election or appointment of a chairperson under the foregoing provisions, by a person elected for the purpose by the meeting, and any such chairperson shall have the following powers and discretions:
  - (e) To decide the order of business,
  - (f) If a *Member*, to exercise a deliberative and a casting vote,
  - (g) If not a *Member*, to exercise a casting vote,
  - (h) To direct that any person not entitled to be present at the Meeting, or obstructing the business of the Meeting, or behaving in a disorderly manner, or being abusive, or failing to abide by the directions of the chairperson be removed from the Meeting, and
  - (i) In the absence of a quorum or in the case of emergency, to adjourn the Meeting or declare it closed.

**10.14** The *Society* by resolution of a *General Meeting* may adopt a guide to or rules of meeting procedure for *General Meetings* and *Board* meetings, and in the absence of such a resolution all *General Meetings* and *Board* meetings shall be conducted in accordance with standard New Zealand meeting procedure.

#### **Voting at General Meetings and by Remote Ballot**

**10.15** An *Entitled Member* who is financial in terms of Rule 9.12 is entitled to exercise one vote on any motion at a *General Meeting* in person or by proxy, and voting at a *General Meeting* shall be by voices or by show of hands or, on demand of the chairperson or of two or more *Entitled Members* present, by secret ballot.



**10.16** Unless otherwise required by this Constitution, all questions shall be decided by a simple majority of those in attendance in person or by proxy (as provided for in Rule 10.11) and voting at a *General Meeting*, or voting by *remote ballot*.

**10.17** In respect of *remote ballots* held under this Constitution:

- (a) Only *Entitled Members* who are financial in terms of Rule 9.12 may vote in any *remote ballot* notified to them in accordance with the procedures under this Rule.
- (b) The resolution to hold a *remote ballot* shall set a closing date and time for ballots to be received by the *Secretary*, but the closing date shall be no earlier than 15 *clear days* after the date ballot papers are notified to *Entitled Members*,
- (c) In respect of any motion to amend this Constitution by *remote ballot*, the motion shall be accompanied by reasons and recommendations from the *Board*, and any such motion must be passed by a two-thirds majority of those voting,
- (d) Voting in a *remote ballot* may be by ballots (identifying and signed by the *Entitled Member* voting) returned to the *Secretary* by email, mail, delivery, or fax, or through website voting,
- (e) The *Secretary* shall declare the result of a *remote ballot*,
- (f) The result of any *remote ballot* shall be as effective and binding on *Members* as a resolution passed at a *General Meeting*, and
- (g) The failure for any reason of any *Entitled Member* to receive any notice relating to a *remote ballot* or of the *Secretary* to receive any completed ballot paper shall not invalidate the result of the *remote ballot*.

**10.18** A resolution passed by the required majority at any *General Meeting* or by *remote ballot* binds all *Members*, irrespective of whether or not they were present or represented at any *General Meeting* when the resolution was adopted and whether or not they voted.

#### **Amendment of this Constitution**

**10.19** This Constitution may be amended or replaced, provided that no amendment may be made which would:

- (a) Alter any provision in this Constitution precluding *Members* from obtaining any personal benefit or profit from their membership, or
- (b) Otherwise conflict with the provisions of the *Statute*, but no change shall be made to the *Society's* balance date without the prior approval of the Registrar of Incorporated Societies pursuant to the *Statute*.

**10.20** Any proposed motion to amend or replace this Constitution:

- (a) May be proposed by the *Board*, or
- (b) Shall be signed by at least 5 *Entitled Members* and given in writing to the *Secretary* at 21 *clear days* before the *General Meeting* at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal, and the *Board* shall decide whether to submit any such proposal to a *General Meeting* or to hold a *remote ballot*.

**10.21** Unless the proposed motion is to be voted upon by *remote ballot*, the *Secretary* shall in accordance with Rules 10.6 and 10.7 notify all *Entitled Members* of the proposed motion and of the *General Meeting* at which any such proposal is to be considered, of the reasons for the proposal, and of any recommendations from the Board in respect such notice of motion.

**10.22** Any resolution to amend or replace this Constitution must be passed by a two-thirds majority of all *Entitled Members*.

(a) Present and voting, or

(b) Voting by proxy or by *remote ballot*.

**10.23** Every alteration to this Constitution, including any change of the *Society's* name, shall be promptly registered with the Registrar of Incorporated Societies as required by the *Statute*.

## **11.0 BOARD MEMBERS AND BOARD ELECTIONS**

**11.1** A *Board* consisting of six natural persons, including:

(a) A Chairperson,

(c) A *Treasurer*, and

(d) Four other *Board members*,

who shall be elected pursuant to Rules 10.2 and 10.3, as follows:

(i) The Chairperson and two other *Board members* shall be elected in even-numbered years and

(ii) The *Treasurer* and two other *Board members* shall be elected in odd-numbered years,

and they (together with the Immediate Past Chairperson in the year following that person's last year as Chairperson) and any other *Board members* appointed under Rule 11.6 or co-opted under Rule 11.4 shall be the *Society's Board* and hold office under Rule 5.1.

**11.2** Nominees for election to the *Board* and *Board members* while in office:

(a) Must be *Entitled Members* (including *Authorised Representatives*) or *Life Members* who are not prevented from serving on the *Board* under this Rule,

(b) Must not be disqualified by the *Statute* from being appointed or holding office as a member of the *Board*, namely:

(i) A person who is under 16 years of age,

(ii) A person who is an undischarged bankrupt,

(iii) A person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993, or any other similar legislation,

(iv) A person who is disqualified from being a member of the governing body of a charitable entity under section 31(4)(b) of the Charities Act 2005:

(v) A person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years:

- an offence under subpart 6 of Part 4:
  - a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961):
  - an offence under section 143B of the Tax Administration Act 1994:
  - an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (i) to (iii):
  - a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere:
- (vi) A person subject to—
- An order under section 108 of the Credit Contracts and Consumer Finance Act 2003; or
  - A forfeiture order under the Criminal Proceeds (Recovery) Act 2009; or
  - A property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act,
- (c) A person prevented from serving on the *Board* under this Rule.
- 11.3** The election of *Board members* shall be conducted as follows:
- (a) The agenda for every Annual *General Meeting* shall include provision for elections to the *Board*, and shall notify *Entitled Members* of the vacancies on the *Board* to be filled by election at the Annual *General Meeting*.
  - (b) Nominees for election to the *Board* must be *Entitled Members* who are not prevented from serving on the *Board* under Rule 11.2, and before polling each candidate shall be given one minute to address the Meeting.
  - (d) Votes shall be cast in such manner as the chairperson of the Annual *General Meeting* shall determine.
  - (e) Only *Entitled Members* may vote in elections.
  - (f) Two *Entitled Members* (who are not nominees) appointed by the chairperson of the Annual *General Meeting* shall act as scrutineers for the counting of the votes and destruction of any voting papers.
  - (g) All notices under Rule 11.3(a) shall be given in accordance with the procedures under Rule 10.7, and the failure for any reason of any *Entitled Member* to receive such notice shall not invalidate the election.
  - (h) In the event of any vote being tied the tie shall be resolved by the incoming *Board* (excluding those in respect of whom the votes are tied)/by the Annual General Meeting.
  - (h) Following the elections and before any successful candidate can assume office as a *Board member* that person must provide the *Secretary* with his or her signed written consent to serve on the *Board* and which also certifies that the successful candidate is not disqualified from holding office as a *Board member* by these Rules or the Act.

**11.4** In addition to *Board members* elected under Rule 11.3, the *Board* may co-opt any *Member* (other than a person disqualified from serving by reason of Rule 11.2) to the *Board* who signs a written consent to join the *Board* and a certificate that he or she is not disqualified from being appointed or holding office as a *Board member* by these Rules or the Act, for a specific purpose, or for a limited period, or generally until the next Annual *General Meeting*, and unless otherwise specified by the *Board* any person so co-opted shall have full speaking and voting rights as a *Board member*.

**11.5 Terms of office of Board Members**

(a) The term of office of elected *Board members* expires at the end of the Annual *General Meeting* held in the year following election to office, and for the avoidance of doubt, unless an Annual *General Meeting* otherwise decides, the chairperson of that Meeting is the Chairperson who has held office since the end of the previous Annual *General Meeting*.

(b) The term of office of a co-opted *Board member* co-opted pursuant to Rule 11.4 expires at the end of any finite term for which that person was co-opted, or otherwise at the end of next Annual *General Meeting* held after that co-option.

**11.6** If a vacancy in the position of any *Board member* (excluding the Immediate Past Chairperson) occurs between Annual *General Meetings* (whether under Rule 11.2 or by death, resignation in writing delivered to the *Secretary*, removal or retirement) that vacancy shall be filled by appointment of some other person not prevented from serving on the *Board* under Rule 11.2 by resolution of the *Board*.

**Chairperson**

**11.7** The Chairperson shall, in addition to all other duties described in this Constitution, generally oversee and direct the affairs and business of the *Society* and act as spokesperson for the *Society*.

**Contact Officer**

**11.8** At the first *Board* meeting after every Annual General Meeting the *Board* shall choose a *Board member* who shall be the *Society's* whom the Registrar of Incorporated Societies can contact when needed, and that *Board member* must be at least 18 years of age and must at all times be resident in New Zealand and not disqualified under the *Statute* or under Rule 11.2 from holding that office, and any change in that *Contact Officer* or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 25 *clear days* after that change occurs or after the *Society* became aware of the change,

**Secretary and Records and Registered Office**

**11.9** The *Board* shall appoint a *Secretary* who shall:

(a) Record the minutes of all *General Meetings* and *Board* meetings, and, in the absence of proof to the contrary, all such minutes when confirmed by the next such meeting and signed by the chairperson of that meeting shall be:

(i) Confirmation that the previous meeting was duly called, and

(ii) Treated and accepted as a true and correct record of what occurred at the previous meeting,

(b) Maintain the *Membership Register*,

- (c) Hold the *Society's* records, documents, books and the signed written consents and certificates of all elected or co-opted *Board members* to serve on the *Board* (and paper records may be digitally recorded and stored),
- (d) Maintain the *Register of Disclosures*,
- (e) Lodge with Registrar of Incorporated Societies an annual return in a form and as required by the *Statute*,
- (f) Deal with and answer *Society* correspondence, and
- (g) Perform such other duties as directed by the *Board*.

**11.10** The *Board* shall have the power in its discretion to suspend or remove the *Secretary* from office.

### **Treasurer and Financial Procedures**

**11.11** The *Treasurer* shall be responsible for ensuring that:

- (a) Such written books of account are kept as may be necessary to provide a true record of the *Society's* financial position,
- (b) An assets register is maintained recording the assets of the *Society*,
- (c) A report on the *Society's* financial position is provided to each *Board* meeting,
- (d) Present financial statements of the most recent financial year (in such format as may be required by law) to the Annual *General Meeting* together with a budget for the next financial year, and
- (e) Ensure that copies of those financial statements are filed with the Registrar of Incorporated Societies in a form and as required by the *Statute*.

**11.12** The *Board* shall maintain bank accounts in the name of the *Society*, and all cheques and withdrawal forms shall be signed and electronic banking systems operated by such people as may be designated by the *Board* from time to time.

**11.13** All money received on account of the *Society* shall be banked within seven *clear days* of receipt.

**11.14** All accounts paid or for payment shall be submitted to the *Board* for approval of payment.

**11.15** The *Board* shall have the power in its discretion to suspend or remove the *Treasurer* from office.

**11.16** The Annual *General Meeting* each year may, or if required by law shall, appoint a *Member* of the New Zealand Institute of Chartered Accountants who is not a *Member* to conduct a financial review or audit of the annual accounts of the *Society*, and if any such person is unable to act the *Board* shall appoint a replacement.

## **12.0 GOVERNANCE, FUNCTIONS AND POWERS OF THE BOARD**

**12.1** From the end of each Annual *General Meeting* until the end of the next, the *Society* shall be governed by the *Board*, which shall be accountable to the *Members* for the advancement of the *Society's* purposes and the implementation of resolutions approved by any *General Meeting*, and at all times each *Board member*.

- (a) Shall act in good faith and in what he or she believes to be the best interests of the *Society*,
- (b) Must exercise all powers for a proper purpose,

- (c) Must not act, or agree to the *Society* acting, in a manner that contravenes the *Statute* or this Constitution,
- (d) When exercising powers or performing duties as a *Board member*, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation, the nature of the *Society*, the nature of the decision, and the position of the *Board member* and the nature of the responsibilities undertaken by him or her,
- (e) Must not agree to the activities of the *Society* being carried on in a manner likely to create a substantial risk of serious loss to the *Society* or to the *Society's* creditors, or cause or allow the activities of the *Society* to be carried on in a manner likely to create a substantial risk of serious loss to the *Society* or to the *Society's* creditors,
- (f) Must not agree to the *Society* using its funds or property other than to advance the purposes of the *Society*, and
- (g) Must not agree to the *Society* incurring an obligation unless he or she believes at that time on reasonable grounds that the *Society* will be able to perform the obligation when it is required to do so.

**12.2** Subject to this Constitution and any resolution of any *General Meeting* the *Board* may:

- (a) Approve resolutions by a majority of *Board members* without the necessity for a physical *Board* meeting, and approval may be given by *Board members* all signing the resolution or approving it by email or other electronic means,
- (b) Exercise all the *Society's* powers, other than those required by the *Statute* or by this Constitution to be exercised by the *Society* in *General Meeting*,
- (c) Assign duties and/or delegate powers to *Board members*, and
- (d) Enter into contracts on behalf of the *Society* or delegate such power to a *Board member*, sub-committee, employee or other person.

### **13.0 GRIEVANCES, DISPUTES, COMPLAINTS AND DISCIPLINE**

The following disputes procedures in this section of the Constitution are designed to enable and facilitate the fair, prompt and efficient resolution of grievances and complaints raised by *Members* in a manner that complies with the requirements set out in the *Statute*. All *Members* (including the *Board*) are obliged to comply with these procedures to resolve grievances and complaints, and to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the *Society's* activities. For the avoidance of any doubt, the disputes procedures in this section of the Constitution do not apply to any issues raised by any person or organisation that is not a *Member*.

- (a) Any grievance by a *Member*, and any complaint by a *Member*, is to be lodged in writing by the complainant with the *Secretary* and must provide such details as are necessary to identify the details of the grievance or complaint.

- (b)** The complainant *Member* raising a grievance or complaint and the *Board* must consider and discuss whether a grievance or complaint may best be resolved through informal discussions, mediation or arbitration. Where mediation or arbitration is agreed upon, the parties will sign a suitable mediation or arbitration agreement.
- (c)** Rather than investigate and deal with any grievance or complaint, the *Board* may:
  - (i)** Appoint a sub-committee to deal with the same, or
  - (ii)** Refer the same to an external arbitrator, arbitral tribunal, or external visitor (or referee), so long as minimum standards of natural justice consistent with those specified in the *Statute* are satisfied, and
 the *Board* or any such sub-committee or person considering any grievance or complaint is referred to in the balance of this Rule as the "decision-maker."
- (d)** The decision-maker shall:
  - (i)** Consider whether to investigate and deal with the grievance or complaint, and
  - (ii)** May decline to do so (for instance, if the decision-maker is satisfied that the complainant has insufficient interest in the matter or otherwise lacks standing to raise it, the matter is trivial or does not appear to disclose material misconduct or material, the matter raised appears to be without foundation or there is no apparent evidence to support it, some damage to *Members'* interests may arise, or the conduct, incident, event or issue has already been investigated and dealt with by the *Society*).
- (e)** Where the decision-maker decides to investigate and deal with a grievance, the following steps shall be taken:
  - (i)** The complainant *Member* and the person or persons complained against must be advised of all details of the grievance,
  - (ii)** The *Member* or the *Society* which is the subject of the grievance must be given an adequate time to prepare a response,
  - (iii)** The complainant *Member* and the *Member* or the *Society* which is the subject of the grievance must be given an adequate opportunity to be heard, either in writing or at an oral hearing if the decision-maker considers that an oral hearing is required, and
  - (iv)** Any oral hearing shall be held by the decision-maker, and/or any written statement or submissions shall be considered by the decision-maker.
- (f)** Where the decision-maker decides to investigate and deal with a complaint, the following steps shall be taken:
  - (i)** The complainant *Member* and the person or persons complained against must be advised of all allegations concerning the *Member* and of all details of the complaint,
  - (ii)** The person or persons complained against must be given an adequate time to prepare a response,
  - (iii)** The complainant *Member* and the person or persons complained against must be given an adequate opportunity to be heard, either in writing or at an oral hearing if the decision-maker considers that an oral hearing is required, and

- (iv) Any oral hearing shall be held by the decision-maker, and/or any written statement or submissions shall be considered by the decision-maker.
- (g) A *Member* may not make a decision on or participate as a decision-maker regarding a grievance or complaint if two or more *Board members* or the decision-maker considers that there are reasonable grounds to infer that that person may not approach the grievance or complaint impartially or without a predetermined view (and such a decision must be made taking into account the context of the *Society* and the particular case, and may include consideration of facts known by the other *Members* about the decision-maker so long as the decision is reasonably based on evidence that proves or disproves an inference that the decision-maker might not act impartially).
- (h) The decision-maker may:
  - (i) Dismiss a grievance or complaint, or
  - (ii) Uphold a grievance and make such directions as the decision-maker thinks appropriate (with which the *Society* and *Members* shall comply),
  - (iii) Uphold a complaint and:
    - Reprimand or admonish the *Member*, and/or
    - Suspend the *Member* from membership for a specified period, or
    - Terminate the *Member's* membership, and
- (i) Order a complainant *Member* or the person or persons complained against to meet any of the *Society's* reasonable costs in dealing with a complaint.
- (j) If any *Member* complained against resigns after a complaint is received the *Society* shall have power to continue to follow the procedures set out for investigating and making decisions on the complaint and, if the complaint is upheld, of imposing penalties and making orders for payment of costs.

## 14.0 WINDING-UP

- 14.1 The *Society* may be wound up or liquidated or removed from the Register of Incorporated Societies under the provisions of the *Statute* provided that any such proposal is notified and approved as required by the *Statute*.
- 14.2 In accordance with Rules 10.6 and 10.7 the *Secretary* shall notify all *Entitled Members* and *Life Members* of any proposed motion to wind up the *Society* or remove it from the Register of Incorporated Societies and of the *General Meeting* at which any such proposal is to be considered, of the reasons for the proposal, and of any recommendations from the *Board* in respect such notice of motion.
- 14.3 Any resolution to wind up the *Society* or remove it from the Register of Incorporated Societies must be passed at a *General Meeting* by a majority of all *Entitled Members* present and voting and/or voting by proxy.
- 14.4 If the *Society* is wound up or liquidated or removed from the Register of Incorporated Societies no distribution shall be made to any *Member*.
- 14.5 Subject always to the prohibition in Rule 14.4, on the *Society's* winding up or liquidation or removal from the Register of Incorporated Societies of its surplus assets after payment of all debts, costs and liabilities shall be vested in such other



incorporated society, other not-for-profit entity having purposes similar to those of the *Society* or to some charitable organisation as the *Board* may specify.