St Joseph's Māori Girls' College Old Girls'

(Past Pupils) Association

"He Hono Te Aroha"

Constitution

Introductory rules

Name

The name of the society is St Joseph's Māori Girls' College Old Girls' (Past Pupils) Association Inc (in this Constitution referred to as the 'Society').

Charitable status

The Society is not and does not intend to be registered as a charitable entity under the Charities Act 2005.

Definitions

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

'Act' means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.

'Annual General Meeting' means a meeting of the Members of the Society held once per year which, among other things, will receive and consider reports on the Society's activities and finances.

'Chairperson' means the Officer responsible for chairing General Meetings and committee meetings, and who provides leadership for the Society.

'Committee' means the Society's governing body.

‘Constitution’ means the rules in this document.

‘Deputy Chairperson’ means the Officer elected or appointed to deputise in the absence of the Chairperson.

‘General Meeting’ means either an Annual General Meeting or a Special General Meeting of the Members of the Society.

‘Interested Member’ means a Member who is interested in a matter for any of the reasons set out in section 62 of the Act.

‘Interests Register’ means the register of interests of Officers, kept under this Constitution and as required by section 73 of the Act.
‘Matter’ means—

1. the Society’s performance of its activities or exercise of its powers; or
2. an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the Society.

‘Member’ means a person who has consented to become a Member of the Society and has been properly admitted to the Society who has not ceased to be a Member of the Society.

‘Notice’ to Members includes any notice given by email, post, or courier.

‘Officer’ means a natural person who is:

- occupying a position in the Society that allows them to exercise significant influence over the management or administration of the Society, including any Chief Executive or Treasurer.

‘Register of Members’ means the register of Members kept under this Constitution as required by section 79 of the Act.

‘Secretary’ means the Officer responsible for the matters specifically noted in this Constitution.

‘Special General Meeting’ means a meeting of the Members, other than an Annual General Meeting, called for a specific purpose or purposes.

‘Working Days’ mean as defined in the Legislation Act 2019. Examples of days that are not Working Days include, but are not limited to, the following — a Saturday, a Sunday, Waitangi Day, Good Friday, Easter Monday, ANZAC Day, the Sovereign’s birthday, Te Rā Aro ki a Matariki/Matariki Observance Day, and Labour Day.

Purposes

The primary purposes of the Society are to—

- (a) support the spiritual, cultural and educational well-being of the students of the College by (without limitation):
  (i) helping to obtain scholarships or other forms of funding to support families who may not be able to afford the College's fees (i.e. school and hostel related fees); (ii) helping to obtain scholarships or other forms of funding for students wishing to pursue further educational opportunities after leaving the College;
  (iii) participating in, and contributing towards, events and activities organised by the College or Members aimed at facilitating students' cultural, spiritual and educational development, including (without limitation) any retreats, school field trips, concert tours, and vocational training; and
  (iv) volunteering time and services to support the College;

- (b) help the College to obtain sufficient funds to meet the day-to-day costs of operating the school and hostel and any significant projects, by organising events and activities to raise funds for the College and helping to obtain grants, scholarships and other forms of financial support from funding bodies;

- (c) help past pupils to remain in touch with the College and with one another by:
  (i) providing opportunities for past pupils to meet with each other to renew and strengthen their friendships;
  (ii) providing opportunities for past pupils to return to the College;
  (iii) keeping past pupils informed of significant news and activities about the College and the Society;
  (iv) developing and maintaining a database of past pupils' contact details;
  (v) establishing and maintaining a website of the Society and any other appropriate social networking websites and/or communication hubs; and

- (d) to receive and administer all monies on behalf of the Society and provide any other support to the College and its Members to help achieve the objectives above.

- (e) to foster and maintain a spirit of loyalty towards St Joseph's Māori Girls' College, pupils and teachers

- (f) to assist in preserving, reviving and maintaining the teaching of Māori arts and crafts, the Māori language, and perpetuate the ethics of Māori culture and tradition.

- (g) to provide assistance, financial and otherwise to the College

- (h) to maintain and develop a deep sense of Christian faith and love within their homes and families, and to provide a Christian education for their children.

Historical Note: For reference only – not part of the Societies purposes. Items (a)–(d) were adopted from the 2011 constitution; Items (e)–(h) were carried over from the Association prior.

The Society must not operate for the purpose of, or with the effect of—

- distributing, any gain, profit, surplus, dividend, or other similar financial benefit to any of its Members (whether in money or in kind); or
- having capital that is divided into shares or stock held by its Members; or
- holding, property in which its members have a disposable interest (whether directly, or in the form of shares or stock in the capital of the society or otherwise).

But the Society will not operate for the financial gain of Members simply if the Society—

- engages in trade,
- pays a Member for matters that are incidental to the purposes of the Society, and the Member is a not-for-profit entity,
- distributes funds to a Member to further the purposes of the Society, and the Member—
  - is a not-for-profit entity, and
  - is affiliated or closely related to the Society, and
  - has the same, or substantially the same, purposes as those of the Society.
- reimburses a Member for reasonable expenses legitimately incurred on behalf of the Society or while pursuing the Society's purposes,
- provides benefits to members of the public or of a class of the public and those persons include Members or their families,
- provides benefits to Members or their families to alleviate hardship,
- provides educational scholarships or grants to Members or their families,
- pays a Member 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 and the payment for services, or other transaction, does not include any share of a gain, profit, or surplus, percentage of revenue, or other reward in connection with any gain, profit, surplus, or revenue of the Society),
- provides a Member with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of the Society.
- on removal of the Society from the Register of Incorporated Societies having its surplus assets distributed under subpart 5 of Part 5 of the Act to a Member that is a not-for-profit entity.

Act and Regulations

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

Restrictions on society powers

The Society must not be carried on for the financial gain of any of its members.

The Society's capacity, rights, powers, and privileges are subject to the following restrictions (if any)—

- The Society does not have the power to borrow money.

Registered office

The registered office of the Society shall be at such place in New Zealand as the Committee from time to time determines.

Changes to the registered office shall be notified to the Registrar of Incorporated Societies—

- at least 5 working days before the change of address for the registered office is due to take effect, and
- in a form and as required by the Act.

Contact person

The Society shall have at least 1 but no more than 3 contact person(s) whom the Registrar can contact when needed.

The Society's contact person must be:

- At least 18 years of age, and
- Ordinarily resident in New Zealand.

A contact person can be appointed by the Committee or elected by the Members at a General Meeting.

Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including:

- a physical address or an electronic address, and
- a telephone number.

Any change in that contact person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 20 Working Days of that change occurring, or the Society becoming aware of the change.

Members

Minimum number of members

The Society shall maintain the minimum number of Members required by the Act.

Types of members

The classes of membership and the method by which Members are admitted to different classes of membership are as follows:

- **Member**
  A Member is an individual or body corporate admitted to membership under this Constitution and who or which has not ceased to be a Member.
- **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 Members present and voting. A Life Member shall have all the rights and privileges of a Member and shall be subject to all the same duties as a Member except those of paying subscriptions and levies.
- **Honorary Member**
  An Honorary Member is a person honoured for services to the Society or in an associated field elected as an Honorary Member by resolution of a General Meeting passed by a two-thirds majority of those present and voting. An Honorary Member has no membership rights, privileges or duties.

Becoming a member: consent

Every applicant for membership must consent in writing to becoming a Member.

Becoming a member: process

An applicant for membership must complete and sign any application form, supply any information, or attend an interview as may be reasonably required by the Committee regarding an application for membership and will become a Member on acceptance of that application by the Committee.

The Committee may accept or decline an application for membership at its sole discretion. The Committee must advise the applicant of its decision.

The signed written consent of every Member to become a Society Member shall be retained in the Society's membership records.

Members' obligations and rights

Every Member shall provide the Society in writing with that Member's name and contact details (namely, physical or email address and a telephone number) and promptly advise the Society in writing of any changes to those details.

- All Members shall promote the interests and purposes of the Society and shall do nothing to bring the Society into disrepute.
- A Member is only entitled to exercise the rights of membership (including attending and voting at General Meetings, accessing or using the Society's premises, facilities, equipment and other property, and participating in Society activities) if all subscriptions and any other fees have been paid to the Society by their respective due dates, but no Member or Life Member is liable for an obligation of the Society by reason only of being a Member.

Subscriptions and fees

The annual subscription and any other fees for membership for the then current financial year shall be set by resolution of a General Meeting (which can also decide that payment be made by periodic instalments).

Any Member failing to pay the annual subscription (including any periodic payment), any levy, or any capitation fees, within 1 calendar month(s) 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 3 calendar months of the due date for payment of the subscription, any other fees, or levy the Committee may terminate the Member's membership (without being required to give prior notice to that Member).

Ceasing to be a member

A Member ceases to be a Member—

- by resignation from that Member's class of membership by written notice signed by that Member to the Committee, or
- on termination of a Member's membership following a dispute resolution process under this Constitution, or
- on death (or if a body corporate on liquidation or deregistration, or if a partnership on dissolution of the partnership), or
- by resolution of the Committee where—
- The Member has failed to pay a subscription, levy or other amount due to the Society within 60 Working Days of the due date for payment.
- In the opinion of the Committee the Member has brought the Society into disrepute.

with effect from (as applicable)—

- the date of receipt of the Member's notice of resignation by the Committee (or any subsequent date stated in the notice of resignation), or
- the date of termination of the Member's membership under this Constitution, or
- the date of death of the Member (or if a body corporate from the date of its liquidation or deregistration, or if a partnership from the date of its dissolution), or
- the date specified in a resolution of the Committee and when a Member's membership has been terminated the Committee shall promptly notify the former Member in writing.

Obligations once membership has ceased

A Member who has ceased to be a Member under this Constitution—

- remains liable to pay all subscriptions and other fees to the Society's next balance date,
- shall cease to hold himself or herself out as a Member of the Society, and
- shall return to the Society all material provided to Members by the Society (including any membership certificate, badges, handbooks and manuals).
- shall cease to be entitled to any of the rights of a Society Member.

Becoming a member again

Any former Member may apply for re-admission in the manner prescribed for new applicants and may be re-admitted only by resolution of the Committee.

But, if a former Member's membership was terminated following a disciplinary or dispute resolution process, the applicant may be re-admitted only by a resolution passed at a General Meeting on the recommendation of the Committee.

General meetings

Procedures for all general meetings

The Committee shall give all Members at least 30 Working Days' written Notice of any General Meeting and of the business to be conducted at that General Meeting.

That Notice will be addressed to the Member at the contact address notified to the Society and recorded in the Society's register of members. The General Meeting and its business will not be invalidated simply because one or more Members do not receive the Notice of the General Meeting.

Only financial Members may attend, speak and vote at General Meetings—

- in person, or

- by a signed original written proxy (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 Committee before the commencement of the General Meeting, or
- through the authorised representative of a body corporate as notified to the Committee, and
- no other proxy voting shall be permitted.

No General Meeting may be held unless at least 20 eligible financial Members attend throughout the meeting and this will constitute a quorum.

If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting – if convened upon request of Members – shall be dissolved. In any other case it shall stand adjourned to a day, time and place determined by the Chairperson of the Society, and if at such adjourned meeting a quorum is not present those Members present in person or by proxy shall be deemed to constitute a sufficient quorum.

A Member 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 2 or more Members present, by secret ballot.

Unless otherwise required by this Constitution, all questions shall be decided by a simple majority of those in attendance in person or by proxy and voting at a General Meeting or voting by remote ballot.

Any decisions made when a quorum is not present are not valid.

Written resolutions may not be passed in lieu of a General Meeting.

- General Meetings may be held at one or more venues by Members present in person and/or using any real-time audio, audio and visual, or electronic communication that gives each Member a reasonable opportunity to participate.
- All General Meetings shall be chaired by the Chairperson. If the Chairperson is absent, the meeting shall elect another member of the Committee to chair that meeting.
- Any person chairing a General Meeting has a deliberative and, in the event of a tied vote, a casting vote.
- Any person chairing a General Meeting may —
    - With the consent of a simple majority of Members present at any General Meeting adjourn the General Meeting from time to time and from place to place but no business shall be transacted at any adjourned General Meeting other than the business left unfinished at the meeting from which the adjournment took place.
    - Direct that any person not entitled to be present at the General Meeting, or obstructing the business of the General Meeting, or behaving in a disorderly manner, or being abusive, or failing to abide by the directions of the chairperson be removed from the General Meeting, and

    - In the absence of a quorum or in the case of emergency, adjourn the General Meeting or declare it closed.
- The Committee may propose motions for the Society to vote on ('Committee Motions'), which shall be notified to Members with the notice of the General Meeting.

Minutes

The Society must keep minutes of all General Meetings.

Annual General Meetings: when they will be held

An Annual General Meeting shall be held once a year on a date and at a location and/or using any electronic communication determined by the Committee and consistent with any requirements in the Act, and the Constitution relating to the procedure to be followed at General Meetings shall apply.

The Annual General Meeting must be held no later than the earlier of the following—

- 6 months after the balance date of the Society
- 15 months after the previous annual meeting.

Annual General Meetings: business

The business of an Annual General Meeting shall be to—

- confirm the minutes of the last Annual General Meeting and any Special General Meeting(s) held since the last Annual General Meeting,
- adopt the annual report on the operations and affairs of the Society,
- adopt the Executive Committee's report on the finances of the Society, and the annual financial statements,
- set any subscriptions for the current financial year,
- consider any motions of which prior notice has been given to Members with notice of the Meeting, and
- consider any general business.

The Executive Committee must, at each Annual General Meeting, present the following information—

- an annual report on the operation and affairs of the Society during the most recently completed accounting period,
- the annual financial statements for that period, and

- notice of any disclosures of conflicts of interest made by executive committee members during that period (including a summary of the matters, or types of matters, to which those disclosures relate).

Special General Meetings

Special General Meetings may be called at any time by the Executive Committee by resolution.

The Executive Committee must call a Special General Meeting if it receives a written request signed by at least 51 percent of Members.

Any resolution or written request must state the business that the Special General Meeting is to deal with.

The rules in this Constitution relating to the procedure to be followed at General Meetings shall apply to a Special General Meeting, and a Special General Meeting shall only consider and deal with the business specified in the Committee's resolution or the written request by Members for the Meeting.

Committee

Executive Committee composition

The Executive Committee will consist of at least 3 Officers and no more than 15 members.

A majority of the members on the Committee must be either:

- Members of the Society, or
- representatives of bodies corporate that are Members of the Society.

Functions of the committee

From the end of each Annual General Meeting until the end of the next, the Society shall be managed by, or under the direction or supervision of, the Committee, in accordance with the Incorporated Societies Act 2022, any Regulations made under that Act, and this Constitution.

Powers of the committee

The Committee has all the powers necessary for managing — and for directing and supervising the management of — the operation and affairs of the Society, subject to such modifications, exceptions, or limitations as are contained in the Act or in this Constitution.

Sub-committees

The Committee may appoint sub-committees consisting of such persons (whether or not Members of the Society) and for such purposes as it thinks fit. Unless otherwise resolved by the Committee—

- the quorum of every sub-committee is half the members of the sub-committee but not less than 2,
- no sub-committee shall have power to co-opt additional members,
- a sub-committee must not commit the Society to any financial expenditure without express authority from the Committee, and
- a sub-committee must not further delegate any of its powers.

General matters: committees

The Committee and any sub-committee may act by resolution approved during a conference call using audio and/or audio-visual technology or through a written ballot conducted by email, electronic voting system, or post, and any such resolution shall be recorded in the minutes of the next Committee or sub-committee meeting.

Other than as prescribed by the Act or this Constitution, the Committee or any sub-committee may regulate its proceedings as it thinks fit.

Committee meetings

Procedure

The quorum for Committee meetings is at least half the number of members of the Committee.

A meeting of the Committee may be held either—

1. by a number of the members of the Committee who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or
2. by means of audio, or audio and visual, communication by which all members of the Committee participating and constituting a quorum can simultaneously hear each other throughout the meeting.

A resolution of the Committee is passed at any meeting of the Committee if a majority of the votes cast on it are in favour of the resolution. Every Officer on the Committee shall have one vote.

The members of the Committee shall elect one of their number as chairperson of the Committee. If at a meeting of the Committee, the chairperson is not present, the members of the Committee present may choose one of their number to be chairperson of the

meeting. The chairperson does have a casting vote in the event of a tied vote on any resolution of the Committee.

Except as otherwise provided in this Constitution, the Committee may regulate its own procedure.

Frequency

The Committee shall meet as required at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the Chairperson or Secretary.

The Secretary, or other Committee member nominated by the Committee, shall give to all Committee members not less than 5 Working Days' notice of Committee meetings, but in cases of urgency a shorter period of notice shall suffice.

Officers

Qualifications of officers

Every Officer must be a natural person who—

- has consented in writing to be an officer of the Society, and
- certifies that they are not disqualified from being elected or appointed or otherwise holding office as an Officer of the Society.

Officers must not be disqualified under section 47(3) of the Act from being appointed or holding office as an Officer of the Society, namely—

1. a person who is under 16 years of age
2. a person who is an undischarged bankrupt
3. 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
4. A person who is disqualified from being a member of the governing body of a charitable entity under the Charities Act 2005
5. a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years—
    1. an offence under subpart 6 of Part 4 of the Act
    2. a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961)
    3. an offence under section 143B of the Tax Administration Act 1994
    4. an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (1) to (3)

5. a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere

6. a person subject to:
    1. a banning order under subpart 7 of Part 4 of the Act,or
    2. an order under section 108 of the Credit Contracts and Consumer Finance Act 2003, or
    3. a forfeiture order under the Criminal Proceeds (Recovery) Act 2009, or
    4. 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.
7. a person who is subject to an order that is substantially similar to an order referred to in paragraph (6) under a law of a country, State, or territory outside New Zealand that is a country, State, or territory prescribed by the regulations (if any) of the Act.

Prior to election or appointment as an Officer a person must—

- consent in writing to be an Officer, and
- certify in writing that they are not disqualified from being elected or appointed as an Officer either by this Constitution or the Act.

Note that only a natural person may be an Officer and each certificate shall be retained in the Society's records.

Officers' duties

At all times each Officer:

1. shall act in good faith and in what he or she believes to be the best interests of the Society,
2. must exercise all powers for a proper purpose,
3. must not act, or agree to the Society acting, in a manner that contravenes the Act or this Constitution,
4. when exercising powers or performing duties as an Officer, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation:
    - the nature of the Society,
    - the nature of the decision, and
    - the position of the Officer and the nature of the responsibilities undertaken by him or her
5. 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, and

6. 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.

Election or appointment of officers

The election of Officers shall be conducted as follows.

1. Officers shall be elected during Annual General Meetings. However, if a vacancy in the position of any Officer occurs between Annual General Meetings, that vacancy shall be filled by resolution of the Committee (and any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as a Officer (as described in the 'Qualification of Officers' rule above). Any such appointment must be ratified at the next Annual General Meeting.
2. A candidate's written nomination, accompanied by the written consent of the nominee with a certificate that the nominee is not disqualified from being appointed or holding office as a Officer (as described in the 'Qualification of Officers' rule above) shall be received by the Society at least 15 Working Days before the date of the Annual General Meeting. If there are insufficient valid nominations received, further nominations may be received from the floor at the Annual General Meeting.
3. Votes shall be cast in such a manner as the person chairing the meeting determines. In the event of any vote being tied, the tie shall be resolved by the incoming Committee (excluding those in respect of whom the votes are tied).
4. Two Members (who are not nominees) or non-Members appointed by the Chairperson shall act as scrutineers for the counting of the votes and destruction of any voting papers.
5. The failure for any reason of any financial Member to receive such Notice of the general meeting shall not invalidate the election.
6. In addition to Officers elected under the foregoing provisions of this rule, the Committee may appoint other Officers for a specific purpose, or for a limited period, or generally until the next Annual General Meeting. Unless otherwise specified by the Committee any person so appointed shall have full speaking and voting rights as an Officer of the Society. Any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as an Officer (as described in the 'Qualification of Officers' rule above).

Term

The term of office for all executive committee members elected shall be 3 year(s), expiring at the end of the Annual General Meeting in the year corresponding with the last year of each executive committee members term of office.

Removal of officers

An executive committee member shall be removed as an executive committee member by resolution of the Committee or the Society where in the opinion of the Committee or the Society —

- The executive committee member elected to the Committee has been absent from 3 committee meetings without leave of absence from the Committee.
- The executive committee member has brought the Society into disrepute.
- The executive committee member has failed to disclose a conflict of interest.
- The Committee passes a vote of no confidence in the executive committee member.

with effect from (as applicable) the date specified in a resolution of the Committee or Society.

Ceasing to hold office

An executive committee member ceases to hold office when they resign (by notice in writing to the Committee), are removed, die, or otherwise vacate office in accordance with section 50(1) of the Act.

Each executive committee member shall within 10 Working Days of submitting a resignation or ceasing to hold office, deliver to the Committee all books, papers and other property of the Society held by such former Officer.

Conflicts of interest

An executive committee member or member of a sub-committee who is an Interested Member in respect of any Matter being considered by the Society, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified)—

1. to the Committee and or sub-committee, and
2. in an Interests Register kept by the Committee.

Disclosure must be made as soon as practicable after the executive committee member or member of a sub-committee becomes aware that they are interested in the Matter.

An executive committee member or member of a sub-committee who is an Interested Member regarding a Matter—

1. must not vote or take part in the decision of the Committee and/or sub-committee relating to the Matter unless all members of the Committee who are not interested in the Matter consent; and
2. must not sign any document relating to the entry into a transaction or the initiation of the Matter unless all members of the Committee who are not interested in the Matter consent; but
3. may take part in any discussion of the Committee and/or sub-committee relating to the Matter and be present at the time of the decision of the Committee and/or sub-committee (unless the Committee and/or sub-committee decides otherwise).

However, an executive committee member or member of a sub-committee who is prevented from voting on a Matter may still be counted for the purpose of determining whether there is a quorum at any meeting at which the Matter is considered.

Where 50 per cent or more of executive committee members are prevented from voting on a Matter because they are interested in that Matter, a Special General Meeting must be called to consider and determine the Matter, unless all non-interested Officers agree otherwise.

Where 50 per cent or more of the members of a sub-committee are prevented from voting on a Matter because they are interested in that Matter, the Committee shall consider and determine the Matter.

Records

Register of Members

The Society shall keep an up-to-date Register of Members.

For each current Member, the information contained in the Register of Members shall include —

- Their name, and
- The date on which they became a Member (if there is no record of the date they joined, this date will be recorded as ‘Unknown’), and
- Their contact details, including —
  - A physical address or an electronic address, and
  - A telephone number.

The register will also include each Member's —

- email address (if any)

- whether the Member is financial or unfinancial

Every current Member shall promptly advise the Society of any change of the Member's contact details.

The Society shall also keep a record of the former Members of the Society. For each Member who ceased to be a Member within the previous 7 years, the Society will record:

- The former Member's name, and
- The date the former Member ceased to be a Member.

Interests Register

The Committee shall at all times maintain an up-to-date register of the interests disclosed by executive committee members and by members of any sub-committee.

Access to information for members

A Member may at any time make a written request to the Society for information held by the Society.

The request must specify the information sought in sufficient detail to enable the information to be identified.

The Society must, within a reasonable time after receiving a request —

1. provide the information, or
2. agree to provide the information within a specified period, or
3. 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
4. refuse to provide the information, specifying the reasons for the refusal.

Without limiting the reasons for which the Society may refuse to provide the information, the Society may refuse to provide the information if —

1. withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
2. 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
3. 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
4. the information is not relevant to the operation or affairs of the society, or

5. withholding the information is necessary to maintain legal professional privilege, or
6. the disclosure of the information would, or would be likely to, breach an enactment, or
7. 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
8. the request for the information is frivolous or vexatious, or
9. the request seeks information about a dispute or complaint which is or has been the subject of the procedures for resolving such matters under this Constitution and the Act.

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 receiving notification of the charge, the Member informs the Society —

1. that the Member will pay the charge; or
2. that the Member considers the charge to be unreasonable.

Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

Finances

Control and management

The funds and property of the Society shall be—

- controlled, invested and disposed of by the Committee, subject to this Constitution, and
- devoted solely to the promotion of the purposes of the Society.

The Committee shall maintain bank accounts in the name of the Society.

All money received on account of the Society shall be banked within 10 Working Days of receipt.

All accounts paid or for payment shall be submitted to the Committee for approval of payment.

The Committee must ensure that there are kept at all times accounting records that—

1. correctly record the transactions of the Society, and
2. allow the Society to produce financial statements that comply with the requirements of the Act, and

3. would enable the financial statements to be readily and properly audited (if required under any legislation or the Society's Constitution).

The Committee must establish and maintain a satisfactory system of control of the Society's accounting records.

The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form. And the accounting records must be kept for the current accounting period and for the last 7 completed accounting periods of the Society.

Balance date

The Society's financial year shall commence on 01/04 of each year and end on 31/03 (the latter date being the Society's balance date).

Dispute resolution

Meanings of dispute and complaint

A dispute is a disagreement or conflict involving the Society and/or its Members in relation to specific allegations set out below.

The disagreement or conflict may be between any of the following persons—

1. 2 or more Members
2. 1 or more Members and the Society
3. 1 or more Members and 1 or more Officers
4. 2 or more executive committee members
5. 1 or more executive committee members and the Society
6. 1 or more Members or executive committee members and the Society.

The disagreement or conflict relates to any of the following allegations—

1. a Member or an executive committee member has engaged in misconduct
2. a Member or an executive committee member has breached, or is likely to breach, a duty under the Society's Constitution or bylaws or the Act
3. the Society has breached, or is likely to breach, a duty under the Society's Constitution or bylaws or the Act
4. a Member's rights or interests as a Member have been damaged or Member's rights or interests generally have been damaged.

A Member or an executive committee member may make a complaint by giving to the Committee (or a complaints subcommittee) a notice in writing that—

1. states that the Member or executive committee member is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
2. sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against; and
3. sets out any other information or allegations reasonably required by the Society.

The Society may make a complaint involving an allegation against a Member or an executive committee member by giving to the Member or executive committee member a notice in writing that—

1. states that the Society is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
2. sets out the allegation to which the dispute relates.

The information setting out the allegations must be sufficiently detailed to ensure that a person against whom an allegation or allegations is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.

A complaint may be made in any other reasonable manner permitted by the Society's Constitution.

All Members (including the Committee) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Society's activities.

The complainant raising a dispute, and the Committee, must consider and discuss whether a dispute may best be resolved through informal discussions, mediation, arbitration, or a tikanga-based practice. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

How complaint is made

1. A Member or an executive committee member may make a complaint by giving to the Committee (or a complaints subcommittee) a notice in writing that—
    1. states that the Member or executive committee member is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
    2. sets out the allegation or allegations to which the dispute relates and whom the allegation is against; and
    3. sets out any other information reasonably required by the Society.
2. The Society may make a complaint involving an allegation or allegations against a Member or an executive committee member by giving to the Member or Officer a notice in writing that—

1. states that the Society is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
2. sets out the allegation to which the dispute relates.

3. The information given under subclause (1.2) or (2.2) must be sufficient to ensure that a person against whom an allegation is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.
4. A complaint may be made in any other reasonable manner permitted by the Society's Constitution.

Person who makes complaint has right to be heard

1. A Member or an executive committee member who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
2. If the Society makes a complaint—
    1. the Society has a right to be heard before the complaint is resolved or any outcome is determined; and
    2. an executive committee member may exercise that right on behalf of the Society.
3. Without limiting the manner in which the Member, executive committee member, or Society may be given the right to be heard, they must be taken to have been given the right if—
    1. they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
    2. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
    3. an oral hearing (if any) is held before the decision maker; and
    4. the Member's, executive committee member's, or Society's written or verbal statement or submissions (if any) are considered by the decision maker.

Person who is subject of complaint has right to be heard

1. This clause applies if a complaint involves an allegation that a Member, an executive committee member, or the Society (the 'respondent')—
    1. has engaged in misconduct; or
    2. has breached, or is likely to breach, a duty under the Society's Constitution or bylaws or this Act; or
    3. has damaged the rights or interests of a Member or the rights or interests of Members generally.
2. The respondent has a right to be heard before the complaint is resolved or any outcome is determined.

3. If the respondent is the Society, an executive committee member may exercise the right on behalf of the Society.
4. Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if—
    1. the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
    2. the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
    3. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
    4. an oral hearing (if any) is held before the decision maker; and
    5. the respondent's written statement or submissions (if any) are considered by the decision maker.

Investigating and determining dispute

1. The Society must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its Constitution, ensure that the dispute is investigated and determined.
2. Disputes must be dealt with under the Constitution in a fair, efficient, and effective manner and in accordance with the provisions of the Act.

Society may decide not to proceed further with complaint

Despite the 'Investigating and determining dispute' rule above, the Society may decide not to proceed further with a complaint if—

1. the complaint is considered to be trivial; or
2. the complaint does not appear to disclose or involve any allegation of the following kind:
    1. that a Member or an executive committee member has engaged in material misconduct:
    2. that a Member, an executive committee member, or the Society has materially breached, or is likely to materially breach, a duty under the Society's Constitution or bylaws or the Act:
    3. that a Member's rights or interests or Members' rights or interests generally have been materially damaged:
3. the complaint appears to be without foundation or there is no apparent evidence to support it; or
4. the person who makes the complaint has an insignificant interest in the matter; or

5. the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the Constitution; or
6. there has been an undue delay in making the complaint.

Society may refer complaint

1. The Society may refer a complaint to—
    1. a subcommittee or an external person to investigate and report; or
    2. a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.
2. The Society may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

Decision makers

A person may not act as a decision maker in relation to a complaint if 2 or more members of the Committee or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be—

1. impartial; or
2. able to consider the matter without a predetermined view.

Liquidation and removal from the register

Resolving to apply for removal from the register

The Society may be removed from the Register of Incorporated Societies in accordance with the provisions of Part 5 of the Act.

The Committee shall give 30 Working Days written Notice to all Members of the proposed resolution to remove the Society from the Register of Incorporated Societies.

The Committee shall also give written Notice to all Members of the General Meeting at which any such proposed resolution is to be considered. The Notice shall include all information as required by section 228(4) of the Act.

Any resolution to remove the Society from the Register of Incorporated Societies must be passed by a simple majority of all Members present and voting.

Surplus assets

If the Society is liquidated or removed from the Register of Incorporated Societies, no distribution shall be made to any Member.

On the liquidation or removal from the Register of Incorporated Societies of the Society, its surplus assets — after payment of all debts, costs and liabilities — shall be vested in *St Joseph's Māori Girls' College Trust.*

However, in any resolution under this rule, the Society may approve a different distribution to a different not-for-profit entity from that specified above, so long as the Society complies with this Constitution and the Act in all other respects.

Alterations to the constitution

Amending this constitution

All amendments must be made in accordance with this Constitution. Any minor or technical amendments shall be notified to Members as required by section 31 of the Act.

The Society may amend or replace this Constitution at a General Meeting by a resolution passed by a simple majority of those Members present and voting.

That amendment may be approved by a resolution passed in lieu of a meeting but only if authorised by this Constitution.

Any proposed resolution to amend or replace this Constitution shall be signed by at least 25 per cent of eligible Members and given in writing to the Committee at least 30 Working Days before the General Meeting at which the resolution is to be considered and accompanied by a written explanation of the reasons for the proposal.

At least 30 Working Days before the General Meeting at which any amendment is to be considered the Committee shall give to all Members notice of the proposed resolution, the reasons for the proposal, and any recommendations the Committee has.

When an amendment is approved by a General Meeting it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in the Act for registration, and shall take effect from the date of registration.

Other

Common seal

The Society will have a common seal that must be kept in the custody of—an Officer.

The common seal may be affixed to any document:

1. by resolution of the Executive Committee, and must be countersigned by 2 Officers or
2. by such other means as the Executive Committee may resolve from time to time.

Bylaws

The Executive Committee from time to time may make and amend bylaws, and policies for the conduct and control of Society activities and codes of conduct applicable to Members, but no such bylaws, policies or codes of conduct applicable to Members shall be inconsistent with this Constitution, the Act, regulations made under the Act, or any other legislation.