

Friends of Storylines Incorporated

Ngā Pou o te Whare Waituhi o

Aotearoa

Incorporated society number: 908729

Constitution

Adopted at the General Meeting held on 4 May
2025

Name:
Friends of Storylines Chairperson

Name:
Privacy Officer

Name:
Friends of Storylines Deputy Chairperson

Name:
Friends of Storylines Secretary/ Minute Taker

Name:
Friends of Storylines Treasurer

Name:
Friends Contact Officer

Name:
Friends of Storylines Membership Secretary

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FRIENDS OF STORYLINES INCORPORATED NGĀ POU O TE WHARE WAITUHI O AOTEAROA - CONSTITUTION

PART 1 – STRUCTURE

1. Name

The name of the Society is *Friends of Storylines Incorporated Ngā Pou o Te Whare Waituhi o Aotearoa* (referred to in this Constitution as “**the Society**”).

2. Effect of Constitution

- 2.1 This Constitution has no effect to the extent that it contravenes, or is inconsistent with, the Act or any other legislation.
- 2.2 Subject to rule 2.1, this Constitution is binding, in accordance with its terms, as between –
- (a) the Society and each Member; and
 - (b) each Member.

3. Interpretation

- 3.1 In this Constitution, unless the context otherwise requires:

Act means the Incorporated Societies Act 2022;

Affiliate Member means a Member of the Society under rule 18 (*Affiliate Members*);

Annual General Meeting means a meeting of the Members of the Society held once per year which is convened pursuant to Part 4 (*General Meetings*) and which, among other things, will receive and consider reports on the Society’s activities and finances under rule 29 (*Annual General Meetings*);

Annual Report means a report, prepared by or on behalf of the Management Committee, on the affairs of the Society during the most recently-completed accounting period, and any information prescribed by the Act;

Associated, and other expressions indicating the association of persons with each other, have the meanings given by section YA 1 of the Tax Act;

Balance Date means 31 December, or any other date adopted by the Management Committee by resolution as the date to which accounts are to be made in each year;

Bylaw means a bylaw of the Society promulgated under rule 64 (*Bylaws*);

Chairperson means the Management Committee Member who is elected as the chairperson of the Management Committee under rule 40 (*Chairperson*);

Charities Act means the Charities Act 2005;

Clear Days means complete days, excluding the first and last named days (for instance, excluding the date a Notice of meeting is posted or sent to Members and the date of the meeting);

Constitution means this constitution, as it may be altered from time to time in accordance with its terms and with the Act;

Contact Officer means the person who has been appointed under rule 41 (*Contact Officer*) to be the main point of contact for the Registrar;

Financial Year means any year or other accounting period ending on a Balance Date;

Full Member means a Member of the Society under rule 14 (*Full Members*);

General Meeting means either an Annual General Meeting or a Special General Meeting of the Society;

Honorary Life Member means a Member of the Society under rule 17 (*Honorary Life Members*);

Inaugural Management Committee means the persons holding office as the management committee of the Society immediately prior to the adoption of this Constitution;

Intellectual Property means all rights and/or goodwill in any copyright works, business names, names, trademarks (or signs), logos, designs, patents, or service marks, of or relating to the Society or any event promoted or administered by the Society;

A person is *Interested* in a Matter if the person:

- (a) may derive a financial benefit from the Matter;
- (b) is the parent, grandparent, child, grandchild, first cousin, or spouse of a person who may derive a financial benefit from the Matter; or
- (c) may have a financial interest in a person to whom the Matter relates;
- (d) is a partner, director, officer, board member, or trustee of a person who may have a financial interest in a person to whom the Matter relates; or
- (e) is otherwise directly or indirectly interested in the Matter,

and *Interest* has a corresponding meaning, provided that a person is not Interested in a Matter:

- (f) merely because they receive an indemnity, insurance cover, remuneration, or other benefits authorised under the Act; or
- (g) if their interest is the same or substantially the same as the benefit or interest of all or most other Members of the Society due to their Membership; or
- (h) if their interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence them in carrying out their responsibilities under the Act or this Constitution;

Interests Register means the register of disclosures of Management Committee Members kept under this Constitution in accordance with rule 9 of schedule 1 (*Interests Register*);

Interim Vacancy has the meaning given by rule 38 (*Interim Vacancy*);

Management Committee means the Society's governing body, being the committee established under rule 34 (*Management Committee composition and membership*) least 2/3 Management Committee Members, appointed or elected under this Constitution, responsible for managing the operation and affairs of the Society;

Management Committee Member means a member of the Management Committee of the Society;

Management Committee Motion means a motion put forward by the Management Committee for the Society to vote on under rule 30.1 (*Motions*);

Matter means –

- (a) the Society's performance of its activities or exercise of its powers; or
- (b) an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the Society;

Member means a person properly admitted to the Society in accordance with Part 3 (*Membership*), whether they be a Full Member, an Honorary Life Member, an Affiliate Member, or other type of member of the Society under this Constitution, and who or which has not ceased to be a Member of the Society;

Member's Motion means a motion put forward by a Member in accordance with rule 30.2 (*Motions*);

Membership Fee means a subscription, affiliation fee, or other amount, payable by a Member to the Society as specified in rule 21 (*Membership Fees*);

Membership Form means the prescribed application for Membership form (if any) for the relevant category of Membership, or any other form which the Society agrees is suitable for collection of information from persons seeking to be Members of the Society;

Not-For-Profit Member means a Member of the Society that is a body corporate, or the trustees of a trust, and that is not carried on for the private pecuniary profit of any individual;

Officer means a natural person who is a member of the management committee; or a natural person occupying a position in the society that allows the person to exercise significant influence over the management or administration of the society (for example, a treasurer or a chairperson)

Ordinary Resolution means a resolution passed by a majority of the votes properly cast by those Members present and entitled to vote at the General Meeting at which the vote is occurring;

Privacy Act means the Privacy Act 1993;

Proxy has the meaning given by rule 33.2 (*Proxies*);

Purposes means the purposes of the Society as set out in rule 8 (*Purposes*);

Qualified Auditor has the meaning given to that term by section 42D of the Charities Act;

Register of Members means the register of Members kept under this Constitution and described in rule 23 (*Register of Members*);

Registered Office has the meaning given by rule 5 (*Registered Office*);

Registrar means the Registrar of Incorporated Societies, as defined in the Act;

Related Person for the purposes of rule 10 (*No private pecuniary profit*), and in relation to any business to which section CW 42 of the Tax Act applies, means a person specified in paragraphs (i) to (iv) of subsection 5(b) of that section, the persons currently specified being:

- (a) a settlor or trustee of the trust by which the business is carried on; or

- (b) a shareholder or director of the company by which the business is carried on; or
- (c) a settlor or trustee of a trust that is a shareholder of the company by which the business is carried on; or
- (d) a person Associated with a settlor, trustee, shareholder or director already mentioned in this definition;

Society means Friends of Storylines Incorporated Ngā Pou o Te Whare Waituhi o Aotearoa, the duly incorporated society (#908279) which was formerly known as Storylines Children's Literature Foundation of New Zealand Incorporated *Te Kaupapa o te Kōrero*;

Special General Meeting means a meeting of the Members of the Society, other than an Annual General Meeting, which is convened pursuant to Part 4 (*General Meetings*) and which is called for a specific purpose or purposes under rule 28 (*Special General Meetings*);

Special Resolution means a resolution passed by at least 2/3 of the votes properly cast by those Members present on person or by proxy and entitled to vote at the General Meeting at which the vote is occurring;

Tax Act means the Income Tax Act 2007;

Teleconference Meeting means a meeting where all the participants are contemporaneously linked by telephone, or other means of audio, audio and visual, or electronic communication that enables all participants to simultaneously hear each other throughout the meeting; and

Trust means the Storylines Children's Literature Charitable Trust of New Zealand Te Whare Waituhi Tamariki o Aotearoa, a charitable trust the trustees of which are incorporated as a board under the Charitable Trusts Act 1957 (#1642643) and registered as a charity under the Charities Act (CC10700). The Trust was established by the Society in 2005.

- 3.2 Subject to rule 3.1, expressions which are defined in the Act (whether generally or for the purposes of one or more particular provisions) have the meanings given to them by the Act.

4. Construction

In the construction of this Constitution, unless the context otherwise requires:

- (i) *charitable purpose* has the meaning given to that term in the Charities Act;
- (ii) *contents page and headings*: the contents page and the headings appear as a matter of convenience only and are to be ignored in construing this Constitution;
- (iii) *defined terms*: words or phrases appearing in this Constitution with capitalised initial letters are defined terms and have the meanings given to them in this Constitution. If a word or phrase is given a defined meaning, any other part of speech or grammatical form of that word or phrase has a corresponding meaning;
- (iv) *documents*: a reference to any document, including this Constitution, includes a reference to that document as amended or replaced from time to time;

- (v) *inclusion*: words such as *including* and *for example* are not, and should not be interpreted to be, words of limitation, unless otherwise explicitly stated;
- (vi) *legislation*: a reference to any legislation is a reference to that legislation as from time to time amended, substituted, or re-enacted and, unless the context otherwise requires, includes any statutory instruments issued under that legislation;
- (vii) *person*: references to *persons* include natural persons, firms, bodies corporate, corporations, unincorporated associations, and authorities, and *firm* includes a partnership. A reference to a *person* includes the legal personal representatives, successors, and permitted assigns of that person;
- (viii) *rules, parts, schedules and sections*: a reference to a *rule*, a *part*, or a *schedule* is to a rule, part, or schedule of this Constitution, unless otherwise stated. The schedule to this Constitution forms part of this Constitution. A reference to a section is to a section of the Act unless otherwise stated;
- (ix) *singular, plural and gender*: the singular includes the plural and *vice versa*, and words denoting any gender include all genders;
- (x) *spouses*: a reference to a *spouse* includes a civil union partner or a de facto partner; and
- (xi) *working day* has the meaning given by the Interpretation Act 1999.

5. Registered Office

The Registered Office of the Society shall be at 506 Haruru Rd, RD 3, Kaukapakapa, Auckland 0873, New Zealand, or such other place in New Zealand as the Management Committee may determine by resolution from time to time. Changes to the Registered Office shall be notified in the form and as required by the Act and the Charities Act.

6. Powers of Society

- 6.1 Subject to this Constitution, the Act, any other enactment and the general law, the Society has -
 - (a) full capacity to carry on or undertake any activity, or enter into any transaction; and
 - (b) for the purposes of paragraph (a), full rights, powers and privileges.
- 6.2 Notwithstanding rule 6.1, surplus funds not required for the immediate purposes of the Society may be provided to the Trust for investment on behalf of the Society, provided that funds of the Society may only be invested in investments that conform with the principles of a prudent trustee investment under New Zealand law.
- 6.3 For the avoidance of doubt, the Society may only use its funds to pay the costs and expenses to advance or carry out its Purposes.

7. Charitable registration

The Society may seek registration as a charitable entity under the Charities Act. If and while so registered, the Society and all its Officers will comply with the requirements of the Charities Act.

PART 2 – PURPOSES

8. Purposes

- 8.1 **Holding and application of income and assets etc for charitable purposes:** the Society is established and maintained exclusively for charitable purposes (including any purposes ancillary to those charitable purposes). The assets and income of, and any benefit or advantage obtained by, the Society shall be held and applied solely for charitable purposes, and not for the private pecuniary profit of any individual or the financial gain of any Member. Without limiting the generality of the foregoing, the Society may act in furtherance of the purposes set out in rule 8.2 (*Charitable purposes*), to the extent to which they are charitable according to the law of New Zealand.
- 8.2 **Charitable purpose:** the charitable purpose of the Society is to advance education and other purposes beneficial to the community by promoting New Zealand children’s literature, including by:
- (a) supporting the development of New Zealand children’s literature;
 - (b) promoting public awareness of the value of books and reading for children and teenagers; and
 - (c) supporting the work of the Trust.
- 8.3 **Means of furthering purposes:** in furtherance of its charitable purpose, and without limiting any of its powers under this Constitution or generally, the Society may:
- (a) raise funds and seek volunteer support as needed to advance the Society’s charitable purposes;
 - (b) extend knowledge and love of the best children’s and young adult books written in New Zealand and other countries;
 - (c) support the work of groups in New Zealand which promote literacy, reading and enjoyment of children’s and young adult books;
 - (d) encourage membership from individuals and organisations who support the objectives of the Society;
 - (e) promote the accessibility of books which best meet the needs of all young New Zealanders;
 - (f) promote the recognition of excellence in the field of children’s literature by encouraging the development and support of awards;
 - (g) encourage scholarship, residencies and research in the area of children’s and young adult reading and literature;
 - (h) promote the publication and use of children’s and young adult literature which supports and reflects the principals of the Treaty of Waitangi;
 - (i) support the work of the Trust; and
 - (j) engage in any other activity which will support or promote the charitable purpose, aims and objectives of the Society.

- 8.4 **Severance of any non-charitable purpose:** all of the Society's purposes are strictly charitable according to New Zealand law, and any purposes which do not qualify as charitable or as ancillary to a charitable purpose shall be deemed to have been deleted from this Constitution.
- 8.5 **Limitation to New Zealand:** the funds of the Society shall be applied wholly or mainly to charitable purposes within New Zealand.
- 8.6 **Restriction on partisan political activity:** the Society may not engage in partisan political activity. For the avoidance of doubt, this means that the Society may not participate, or intervene, in (including by way of publishing or distributing any statements), any political campaign on behalf of, or in opposition to, any political party, any elected official, or any candidate for public office.

9. Guiding principles

- 9.1 This Constitution is to be interpreted having regard to the following expressions of the *tikanga* or culture of the Society.
- 9.2 **Mission:** the mission of the Society is to support the Trust to be recognised as the primary New Zealand children's literature organisation, and to build relationships and work in partnership with others to facilitate and develop programmes that support and promote the engagement of New Zealand children and young adults
- 9.3 **Values:** the values of the Society are the principles that define our culture and underpin everything we do – the way we work together and in the world. These values include:
- (a) **Accessibility:** our programmes and activities are accessible to all walks of life, based on relevance, meaningfulness, and high levels of engagement based on the principle that stories and storytelling are an integral part of all children's lives.
 - (b) **Collaboration:** we prefer to focus on collective, collaborative ways of thinking and working; a community of people working together (internally and externally) because we care about engaging young people with great children's literature and supporting the development of New Zealand children's literature.
 - (c) **Reciprocity:** we believe we can create conversations and connections about and through storytelling that deliver the greatest shared benefits for those we work with and for.

10. No private pecuniary profit

- 10.1 **No private pecuniary profit:** no private pecuniary profit shall be made by any person from the Society for goods and services provided to the Society, which have been previously approved by the Management Committee, except that (but subject to rules 10.2 and 10.3):
- (a) payments may be made to an Officer or to a Member, or to a person Associated with an Officer or a Member, for goods and services provided to the Society, provided that those goods or services have been previously agreed to by the Management Committee and that the costs advance the charitable purposes of the Society. The payment must be commensurate with payments that would be made between unrelated parties;

- (b) the Society may pay remuneration to any Officer of the Society (whether a Management Committee Member or not) in return for services actually rendered to the Society that have been previously agreed to by the Management Committee;
- (c) any Management Committee Member may be paid all usual professional, business or trade charges for services rendered, time expended and all acts done by that Management Committee Member, or by any firm or entity of which that Management Committee Member is a member, employee, or associate, in connection with the affairs of the Society which have previously been agreed to by the Management Committee;
- (d) an Officer may be reimbursed, on production of receipts, for reasonable expenses properly incurred by that Officer in the course of performing duties or exercising powers as an Officer of the Society as previously agreed to by the Management Committee; and
- (e) a Member may be reimbursed, on production of receipts, for expenses incurred by the Member in connection with the affairs of the Society as previously agreed by the Management Committee.

10.2 ***No influencing income, benefit or advantage:*** notwithstanding anything to the contrary in this Constitution, no Member or Related Person shall derive any income, benefit or advantage from the Society where they can, directly or indirectly, materially influence any decision made by the Society in respect of that income, benefit or advantage, except where that income, benefit or advantage is:

- (a) derived from professional services to the Society, rendered in the course of business charged at no greater than current market rates; or
- (b) otherwise permitted by section CW 42 of the Income Tax Act.

10.3 ***Management Committee to comply with restrictions:*** in determining all reimbursements, remuneration and charges payable in terms of this rule, the Management Committee shall ensure that the restrictions imposed by this rule 10 are strictly observed. In particular, any payments made must be for goods or services that advance the charitable purposes of the Society and must be reasonable and commensurate with payments that would be made between unrelated parties.

11. Prohibition on financial gain

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

- (a) any Member of the Society deriving any financial gain from Membership of the Society, other than as may be permitted by law; or
- (b) returning all or part of any 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.

11.2 The Society will not operate for the financial gain of Members simply if the Society:

- (a) engages in trade;
- (b) pays a Not-For-Profit Member for matters that are incidental to the Purposes of the Society;
- (c) reimburses a Member for expenses incurred on behalf of the Society or while pursuing the Society's purpose as directed by the Management Committee:

- (d) provides benefits to members of the public and those persons include Members of the Society or their families:
- (e) pays a Member a salary or wages or other payment for services on arm's length terms (being terms that would be reasonable in the circumstances if the parties were connected or related only by the transaction in question, each acting independently, and each acting in their own best interests, or terms that are otherwise less favourable to the Member):
- (f) pays any Member interest at no more than current commercial rates on any loans made by that Member to the Society:
- (g) enters into any other transaction with a Member on arm's length terms:
- (h) provides a Member with incidental benefits (such as trophies, prizes or discounts on products or services) in accordance with the Purposes of the Society:
- (i) engages in any other activities specified by the Act as not constituting financial gain.

PART 3 – MEMBERSHIP

12. Minimum number of Members

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

13. Categories of Members

The Members of the Society shall comprise:

- (a) Full Members, as described in rule 16 (*Full Members*);
- (b) Honorary Life Members, as described in rule 17 (*Honorary Life Members*);
- (c) Affiliate Members, as described in rule 18 (*Affiliate Members*); and
- (d) such other categories of Membership, including family, school, organisation, international and student membership, as the Society may from time to time determine.

14. Eligibility for Membership

To become a Member of the Society, an applicant must:

- (a) complete a Membership Form
- (b) supply such further information as may be required by the Membership Secretary and/or Management Committee;
- (c) pay any applicable Membership Fee as determined under rule 21 (*Membership Fees*);
- (d) agree to be bound by this Constitution, and any Bylaws;
- (e) have had their attention drawn to rule 23.3 (*Privacy*);
- (f) satisfy any specific eligibility criteria associated with the category of Membership for which the application is made, as set out in this Constitution;
- (g) be admitted into Membership by the Management Committee;
- (h) expressly consent in writing to become a Member; and

- (i) satisfy such other Membership criteria as the Management Committee may reasonably determine from time to time.

15. Applications for Membership

- 15.1 The Management Committee has absolute discretion as to whether to accept, decline, or defer an application for Membership.
- 15.2 The Management Committee must advise the applicant of its decision, and may, but is not required to, provide reasons for that decision.
- 15.3 Upon the applicant becoming a Member, the Management Committee shall ensure the Register of Members is updated accordingly.

16. Full Members

Criteria: any individual person or organisation who supports the charitable purposes of the Society may apply to become a Full Member of the Society, provided they meet the requirements of rule 14 (*Eligibility for Membership*).

17. Honorary Life Members

- 17.1 **Eligibility:** a person who has rendered special service to the Society, or carried out special or outstanding work in fields relating to its Purposes, is eligible to be nominated for Honorary Life Membership of the Society.
- 17.2 **Nomination:** a person who is eligible under rule 17.1 may be nominated for Honorary Life Membership by the Management Committee by resolution. Such a nomination shall, if the nominee provides their express consent, be forwarded to the next Annual General Meeting. If the nomination is approved by a 2/3 majority vote at the Annual General Meeting, and the person consents to be a Member of the Society, the person shall become an Honorary Life Member of the Society, and the Management Committee shall ensure that the Register of Members is updated accordingly.
- 17.3 **Voting:** an Honorary Life Member shall be entitled to all the privileges of Membership.
- 17.4 **No annual subscription:** notwithstanding rule 14 (*Eligibility for Membership*), an Honorary Life Member is not required to complete a Membership Form or pay an annual subscription to the Society.

18. Affiliate Members

- 18.1 **Criteria:** any group of any number of people (whether incorporated or not) who support the charitable purposes of the Society may apply to be recognised as an Affiliate Member of the Society, provided they meet the requirements of rule 14 (*Eligibility for Membership*).
- 18.2 **Limited benefits:** Affiliate Members have no voting rights at meetings of the Society but may be invited to attend and speak at meetings in an advisory, non-voting capacity.

19. Member obligations

- 19.1 In addition to any specific rights and obligations set out in this Constitution and the Act, all Members acknowledge and agree that:

- (a) this Constitution, and any Bylaws, constitute a contract between each of them and the Society, and they are bound by and shall comply with this Constitution and any Bylaws;
- (b) they shall promote and support the interests and Purposes of the Society and the Trust, and they shall do nothing to bring the Society or the Trust into disrepute;
- (c) they shall provide the information required by rule 23 (*Register of Members*), and promptly advise the Society of any changes to that information; and
- (d) they shall pay any Membership Fees as determined in accordance with rule 21 (*Membership Fees*).

19.2 Any Affiliate Member, and any Member that is a body corporate, shall also provide the Management Committee with the name and contact details of one person who shall be the authorised representative, and the appointed delegate entitled to vote on behalf of, the group organisation at General Meetings.

20. Member entitlements

20.1 Subject to this Constitution, all Members are entitled to:

- (a) receive notice of, attend, speak, and vote at General Meetings in accordance with Part 4 (*General Meetings*);
- (b) receive all general Society communications; and
- (c) hold themselves out as being a Member of the Society, provided that Affiliate Members may not use the Storylines name other than as an indication of affiliation.

20.2 In addition to the entitlements in rule 20.1, the Management Committee may also decide what access or use Members may have of or to any premises, facilities, equipment or other property owned, occupied or otherwise used by the Society, including any conditions of and/or fees for such access or use.

20.3 Notwithstanding rules 20.1 and 20.2, a Member is only entitled to exercise the rights of Membership (including attending and voting at General Meetings, and accessing or using the Society's premises, facilities, equipment and other property) if and while the Member is financial.

20.4 Membership of the Society does not confer upon any Member any right, title or interest, either legal or equitable, in the property of the Society.

21. Membership Fees

21.1 **Annual fee:** each Full Member shall pay an annual subscription to the Society of an amount to be determined by resolution of the Annual General Meeting. Each Affiliate Member shall pay an annual affiliation fee to the Society of an amount to be determined by resolution of the Management Committee.

21.2 **Consequences of non-payment:** subject to rule 21.3, any Member failing to pay any Membership Fee, or any other payment due to the Society, within 1 calendar month of the date the same was due shall be considered unfinancial and shall (without being released from the obligation of payment) have no Membership, including voting, rights and shall not be entitled to participate in any Society activities or to access or use the Society's premises, facilities, equipment and other

property until all the arrears are paid. A Member that is considered unfinancial under this rule 21 is liable to have their Membership terminated under rule 26.2 (*Default in payments*).

21.3 The Management Committee may, in its complete discretion:

- (a) extend the time for payment of a Membership Fee; and/or
 - (b) waive the requirement to pay some or all of a Membership Fee,
- by a Member in any case it thinks appropriate.

22. Member liability

22.1 Subject to this rule 22, a Member is not liable for an obligation of the Society by reason only of being a Member.

22.2 Subject to rule 22.3, the liability of a Member to the Society is limited to the amount of any unpaid Membership Fee.

22.3 Nothing in this rule 22 affects the liability of a Member to the Society under a contract, or for any tort, or breach of a fiduciary duty, or other actionable wrong committed by the Member.

23. Register of Members

23.1 **Register:** the Management Committee must maintain an up-to-date Register of Members recording, for each Member:

- (a) their name;
- (b) their contact details, including:
 - (i) postal address;
 - (ii) telephone number (landline and/or mobile); and
 - (iii) email address (if any);
- (c) the category of Membership to which they belong;
- (d) the date on which they became a Member;
- (e) whether the Member is financial or unfinancial; and
- (f) any other information required by this Constitution or prescribed by regulations under the Act.

23.2 **Changes:** if a Member's name or contact details change, the Member must give written notice of the change to the Membership Secretary as soon as reasonably practicable after the change occurring. The Membership Secretary must then promptly ensure the Register of Members is updated accordingly.

23.3 **Privacy:** for the purposes of the Privacy Act, the use or disclosure of personal information contained in rule 23.1 (*Register*) shall, subject to rule 23.4 (*Exemptions*), be a use or disclosure of information authorised by the person concerned, or a use or disclosure connected with or directly related to the purpose for which the information was obtained. For the purposes of compliance with the Privacy Act, the Society shall draw the attention of prospective new Members to this rule 23.

23.4 Exemptions: notwithstanding rule 23.3 (*Privacy*), in the event that any Member objects, for good reason, to the use or disclosure of personal information in the manner prescribed in rule 23.3, the person may apply to the Society's privacy officer for exemption in whole or in part from the said requirements. The application shall state fully the grounds upon which the person relies. The privacy officer, having regard to the privacy principles of the Privacy Act, may in their absolute discretion grant or refuse to grant such application. Any person dissatisfied with the decision of the privacy officer under this rule 23.4 may appeal the decision to the Management Committee for determination.

24. Access to the Register of Members

24.1 Access by Officers: an Officer of the Society may access the Register of Members, if access is necessary for the performance of the Officer's functions, or the exercise of the Officer's powers.

24.2 Access by Members: a Member may make a request to the Management Committee for access to the Register of Members. The Management Committee will provide the access requested unless the Management Committee considers on reasonable grounds, including privacy grounds, that the request should be declined.

25. Access to other information by Members

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

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

25.3 If the request relates to the minutes of, or the financial statements of the Society that were presented at, the most recent Annual General Meeting, the Society must, within a reasonable period after receiving the request and without charge, provide the requested information to the Member.

25.4 If the request relates to any other information, the Society must, within a reasonable time after receiving a request, -

- (a) provide the information; or
- (b) agree to provide the information within a specified period; or
- (c) agree to provide the information within a specified period if the Member pays a reasonable charge to the Society (which must be specified and explained) to meet the cost of providing the information; or
- (d) refuse to provide the information, specifying the reasons for the refusal.

25.5 Without limiting the reasons for which a Society may refuse to provide the information, the Society may refuse to provide the information if:

- (a) withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons; or
- (b) the disclosure of the information would, or would be likely to, prejudice the commercial position of the Society or any of its Members; or

- (c) the disclosure of the information would, or would be likely to, prejudice the commercial position of any other person, whether or not that person supplied the information to the Society; or
 - (d) withholding the information is necessary to maintain legal professional privilege; or
 - (e) the disclosure of the information would, or would be likely to, breach an enactment; or
 - (f) the burden to the 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
 - (g) the request for the information is frivolous or vexatious.
- 25.6 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, without 10 working days after receiving notification of the charge, the Member informs the Society that:
- (a) the Member will pay the charge; or
 - (b) the Member considers the charge to be unreasonable.
- 25.7 Nothing in this rule 25 limits Information Privacy Principle 6 (*Access to personal information*) of the Privacy Act.

26. Ceasing to be a Member

- 26.1 **Resignation of Membership:** a Member may cease to be a Member by giving written notice to the Management Committee. The resignation will take effect from the date the notice is received or any later date specified in the notice of resignation.
- 26.2 **Default in payments:** a Member that is considered unfinancial under rule 21.2 (*Consequences of non-payment*) for default in payment of any Membership Fee is liable to have their Membership terminated if such arrears remain unpaid 12 months after the date the amount became due. Before such termination can occur, the Management Committee must give the Member written notice specifying the outstanding moneys owed, and demanding payment by a due date, being a date not less than 7 days from the date of the demand. If payment is not received by the said due date, the Management Committee may terminate the Member's Membership by giving written notice of such termination to the Member concerned.
- 26.3 **Automatic cessation:** a Member automatically ceases to be a Member if the Member dies (or if a non-individual, on the Member being wound up, liquidated, dissolved or otherwise ceasing to exist).
- 26.4 **Termination for cause:** if a Member refuses or neglects to comply with this Constitution, or engages in any conduct which, in the opinion of the Management Committee, is prejudicial to the interests of the Society or may otherwise bring the Society into disrepute, the Management Committee may terminate the Member's Membership if, after a dispute resolution process under Part 7 has been undertaken, the Management Committee considers that termination is appropriate. The termination will take immediate effect.

- 26.5 Appeal to Special General Meeting:** any Member whose Membership is terminated under rule 26.2 (*Default in payments*) or rule 26.4 (*Termination for cause*) may, within 30 days of being advised in writing of such action, appeal the decision to a Special General Meeting called for that purpose. The appeal shall be allowed if a Special Resolution is passed in favour of such appeal.
- 26.6 Reinstatement:** any former Member may reapply for Membership in accordance with rule 15 (*Applications for Membership*) and may be readmitted at the discretion of the Management Committee. However, if a former Member's Membership was terminated following a dispute resolution process, the applicant may be admitted only by a General Meeting on the recommendation of the Management Committee.
- 26.7 Consequences of termination of Membership:** where any Member ceases, for whatever reason, to be a Member of the Society:
- (a) the Management Committee shall ensure the Register of Members is updated accordingly;
 - (b) the former Member shall cease to hold themselves out as being a Member of the Society;
 - (c) the former Member must forthwith return any Society property, and shall cease to use any Intellectual Property;
 - (d) the former Member shall cease to be entitled to any of the rights of Membership of the Society; and
 - (e) the Member shall remain liable to pay all Membership Fees and other amounts due to the Society up to the date of termination, and no Membership Fee, or other amount, that has already been paid by the former Member to the Society, shall be refundable, unless the Management Committee considers that special circumstances apply that justify otherwise in any particular case.

PART 4 – GENERAL MEETINGS

27. Annual General Meetings

- 27.1** An Annual General Meeting of the Society must be held once each calendar year, no later than 6 months after Balance Date and no later than 15 months after the previous Annual General Meeting.
- 27.2** The Management Committee shall determine the date and location of the Annual General Meeting.
- 27.3** The business of the Annual General Meeting shall be to:
- (a) receive and confirm the minutes of the previous Annual General Meeting, and any Special General Meeting held since the previous Annual General Meeting;
 - (i) the Members to be alerted 60 clear days prior to the date set;
 - (ii) Notification that all motions are due 30 clear days prior to the date set (refer rule 30.2).
 - (b) receive and adopt:
 - (i) the Annual Report;
 - (ii) the signed financial statements of the Society for the most recently-

completed accounting period, together with the report of any Qualified Auditor appointed under rule 51 (*Audit*); and

- (iii) a summary of any disclosures or types of disclosures made by Management Committee Members under rule 10.4 of schedule 1 (*Duty to disclose conflicts of interest*) since the previous Annual General Meeting (including a brief summary of the matters, or types of matters, to which those disclosures relate);
- (c) determine whether a Qualified Auditor is to be appointed under rule 51 (*Audit*) and, if so, to appoint a Qualified Auditor;
- (d) elect Management Committee Members;
- (e) fix the annual subscription;
- (f) consider any motions; and
- (g) consider any general business.

28. Special General Meetings

28.1 The Management Committee may call a Special General Meeting at any time by resolution (which must state the business that the Special General Meeting is to deal with).

28.2 The Management Committee must call a Special General Meeting:

- (a) on receipt of a written request (which must state the purpose for which the Special General Meeting is requested, and include any proposed motion(s)) signed by at least 10 financial Full Members;
- (b) if the Management Committee receives a written request from any Member under rule 26.5 (*Appeal to a Special General Meeting*);
- (c) if rule 11.2 of schedule 1 applies (*Voting by Interested Officers*).

28.3 The Management Committee shall determine the date and location of a Special General Meeting, provided that Special General Meetings must be convened within 30 Clear Days of receipt of a valid request under rule 28.2.

28.4 The business to be dealt with at a Special General Meeting is limited to the matters stated in the valid written request under rule 28.2, or the resolution of the Management Committee under rule 28.1, and included in the notice of the meeting under rule 29 (*Notice of General Meetings*).

29. Notice of General Meetings

29.1 The Management Committee shall ensure that written notice of a General Meeting is given to all Members at least 21 Clear Days (or, if shorter, the period required by the Act in any particular case) prior to the date of the meeting.

29.2 The notice of a General Meeting must:

- (a) specify the date, time and place of the meeting, as determined by the Management Committee;
- (b) include an agenda, or otherwise clearly state the business to be conducted at that General Meeting;
- (c) if the meeting is to be conducted wholly or partially as a Teleconference Meeting, provide the instructions for connecting to the meeting; and

- (d) provide:
 - (i) notice of any motions to be considered at the meeting;
 - (ii) any information provided by a Member in support of a Member's Motion; and
 - (iii) the Management Committee's recommendation about any Member's Motions.
- 29.3 For an Annual General Meeting, the notice of meeting must also be accompanied by:
 - (a) a copy of the Annual Report; and
 - (b) the financial statements of the Society for that period.
- 29.4 All written notices shall be deemed to have been properly sent if forwarded by post, courier or electronic mail to the address appearing in the Register of Members. If the Management Committee has in good faith made reasonable efforts to send written notice to all Members, the General Meeting and its business shall not be invalidated simply because one or more Members inadvertently did not receive the notice.
- 29.5 The Society may deal with any business or proposed motion at any General Meeting, irrespective of whether prior notice of the same has been given, if the General Meeting resolves to do so by Ordinary Resolution, provided that:
 - (a) a motion to amend the Constitution may not be considered at a General Meeting unless prior written notice of the proposed motion has been given to all Members in accordance with rule 56 (*Amendments to Constitution*);
 - (b) a motion or to wind up the Society may not be considered at a General Meeting unless prior written notice of the proposed motion has been given to all Members in accordance with rule 58 (*Winding up*).

30. Motions

- 30.1 **Management Committee Motions:** the Management Committee may put forward motions for the Society to vote on.
- 30.2 **Members' Motions:** any Member may request that a motion be voted on at a General Meeting, by giving written notice to the Management Committee at least 30 Clear Days before that meeting. The Member may also provide information in support of the motion.
- 30.3 The Management Committee must decide whether or not the Society will vote on any Member's Motion. However, if the proposed motion is signed by at least 3 financial Full Members, it must be voted on at the meeting.
- 30.4 The Management Committee may provide a recommendation on any Member's Motions for consideration at a General Meeting.
- 30.5 **Notice of motions:** all motions must be notified to Members with the notice of the General Meeting in accordance with rule 29 (*Notice of General Meetings*).
- 30.6 Despite rule 30.5, but subject to rules 30.7 and 30.8, a matter of an urgent or extraordinary nature which would normally be required to be the subject of a notice of motion may, if prior written notice is given to the Management Committee, be brought before a General Meeting and determined by it, but only if

a majority of Members vote in favour of the motion being tabled without the requisite notice.

30.7 Amendments to Constitution: despite rule 30.6, any proposed motion to amend the Constitution must be notified to Members with the notice of the General Meeting and must be accompanied by the text of the proposed amendment, a written explanation of the reasons for the proposal, and any recommendations the Management Committee may have.

30.8 Winding up: despite rule 30.6, any proposed motion to wind up the Society, or remove it from the register of incorporated societies, must be notified to Members with the notice of the General Meeting and must be accompanied by a written explanation of the reasons for the proposal, and any recommendations from the Management Committee in respect of such notice of motion.

31. Meetings generally

31.1 A General Meeting may be held by a number of Members constituting a quorum:

- (a) being assembled together at the place and time appointed for the meeting; or
- (b) participating in the meeting by Teleconference Meeting; or
- (c) by a combination of the methods described in paragraphs (a) and (b).

31.2 In the case of a Teleconference Meeting, a Member attending by means of the internet is considered to be present when they have logged their presence on the host site. Members present and participating at a General Meeting by Teleconference Meeting are deemed to be present and to form part of the quorum at all times during the meeting unless and until they indicate their intention to disconnect from the meeting.

31.3 The quorum for a General Meeting is 15 financial Full Members.

31.4 No business may be conducted at a General Meeting unless a quorum is present.

31.5 If, within half an hour of time appointed for the meeting, a quorum is not present:

- (a) the meeting, if convened on the request of Members under rule 28.2(a), shall be dissolved; but
- (b) in any other case, the meeting shall stand adjourned to a date, time and place determined by the Chairperson and if at such adjourned meeting a quorum is not present, those Members present may transact the business at that meeting as if they constituted a quorum.

31.6 All General Meetings shall be chaired by the Chairperson. If the Chairperson is absent within 5 minutes after the time appointed for the meeting, the meeting shall elect another Management Committee Member to chair the meeting in the Chairperson's absence.

31.7 Any person chairing a General Meeting may:

- (a) with the consent of that General Meeting, adjourn the General Meeting from time to time and from place to place, provided that no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place;

- (b) direct that any person not entitled to be present at the meeting, obstructing the business of the meeting, behaving in a disorderly manner, being abusive, or failing to abide by the directions of the chairperson, be removed from the meeting; and
- (c) in the absence of a quorum or in the case of emergency, adjourn the meeting or declare it closed.

31.8 The Management Committee shall ensure that minutes are kept of all General Meetings.

32. Decisions at General Meetings

32.1 All questions before a General Meeting shall, if possible, be decided by consensus.

32.2 In the event that a consensus cannot be reached, and except where this Constitution otherwise provides, the question shall be put as a motion to be decided. A resolution on that motion will be validly made if it is passed by an Ordinary Resolution, unless this Constitution requires a Special Resolution in any particular case, in which case it will only be validly made if passed by a Special Resolution. If a motion is tied, and the chairperson of the meeting does not exercise a casting vote in favour of the motion, the motion shall be lost.

33. Voting at General Meetings

33.1 At each General Meeting, each financial Member may attend, speak and vote:

- (a) in person;
- (b) for an Affiliate Member, and for any Member that is a body corporate, through their appointed delegate; or
- (c) by Proxy in accordance with rule 33.2.

No other proxy voting shall be permitted.

33.2 **Proxies:** if a financial Member, or the appointed delegate of a financial Member, is unable to be present in person at any particular General Meeting, the Member may authorise another financial Member, or the appointed delegate of another financial Member, to vote on their behalf at the meeting as their Proxy, provided that the Member has notified the Management Committee in writing, in the form approved by the Management Committee, of the name and contact details of the Proxy prior to the meeting. There is no limit on the number of Proxies a Member or appointed delegate may carry.

33.3 Voting shall be taken as the chairperson of the meeting shall direct, provided that any 5 financial Members or appointed delegates of financial Members, present in person, may demand a poll, in which case a poll shall be taken immediately in a manner determined by the chairperson.

33.4 At a Teleconference Meeting, Members attending by means of the internet must vote individually by posting their vote on the host site, unless their vote on a show of hands is visible to all other attendees, for example by means of skype or similar form of communication.

33.5 In the event of an equality of votes upon any motion at a General Meeting, the person chairing the General Meeting may, but is not required to, exercise a second or casting vote, in addition to any deliberative vote the chairperson may have.

- 33.6 A declaration by the person chairing a General Meeting that a motion has been carried, or carried by a particular majority, or lost, and an entry to that effect in the minutes, is conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the motion.

PART 5 – GOVERNANCE

34. Management Committee composition and membership

- 34.1 **Number and qualification of Management Committee Members:** the Society shall have a Management Committee which shall comprise at least 8 and no more than 20 Management Committee Members, who are:

- (a) Full Members;
- (b) natural persons; and
- (c) not disqualified under rule 34.4 (*Disqualifications from membership of Management Committee*).

- 34.2 **Composition:** the Management Committee shall comprise

- (a) at least 8 and up to 16 persons who shall be elected at an Annual General Meeting under rule 35 (*Election of Management Committee Members*) or, in the case of an Interim Vacancy, may be appointed by the Management Committee under rule 38 (*Interim Vacancy*); and
- (b) up to 4 additional people with relevant skills or expertise, or other characteristics sought by the Management Committee, who may be appointed by the Management Committee for such term as may be agreed, provided that that term shall not exceed the term for an elected Management Committee Member under rule 36 (*Term of office*); and
- (c) One member of the Storylines Charitable Trust as determined by the Trust

- 34.3 **Consent:** prior to election or appointment, every Management Committee Member must consent in writing to be a Management Committee Member and certify in writing that they are not disqualified from being appointed or holding office as a Management Committee Member by this Constitution or by the Act.

- 34.4 **Disqualifications from membership of Management Committee:** the following persons are not eligible for election, appointment, or to remain in office as a Management Committee Member:

- (a) a staff member employed by the Society;
- (b) a person who is under the age of 16 years;
- (c) a person who is an undischarged bankrupt;
- (d) a person who is disqualified from being an officer of an incorporated society under the Act;
- (e) a person who is disqualified from being an officer of a charitable entity under the Charities Act;
- (f) a person who is not a Full Member;
- (g) a Member that is considered unfinancial under rule 21.2 (*Consequences of non-payment*).

34.5 Transition: the persons holding office as members of the Inaugural Management Committee of the Society on the date of adoption of this Constitution continue in office and are deemed to have been elected as the Management Committee pursuant to this Constitution.

35. Election of Management Committee Members

35.1 Nominations: candidates for election as a Management Committee Member under rule 34.2(a) must be nominated in writing. Written nominations must be accompanied by the written consent of the nominee (who must be a Full Member and financial) and a certificate that the nominee is not disqualified from being appointed or holding office as a Management Committee Member under rule 34.4 (*Disqualifications from membership of Management Committee*), and must be received at the Registered Office of the Society, together with any accompanying background information (which must not exceed one side of an A4 sheet of paper), at least 10 Clear Days prior to the date of the Annual General Meeting. If there are insufficient valid nominations received under this rule 35, but not otherwise, further nominations may be received from the floor at the Annual General Meeting.

35.2 Voting papers: a list of candidates for election together with any accompanying background information shall be circulated to all Members at least **5 Clear Days prior** to the Annual General Meeting. The information will be deemed to be properly sent if forwarded by post, courier or electronic mail to the address appearing in the Register of Members. If the Management Committee has in good faith made reasonable efforts to send the information to all Members, the election shall not be invalidated simply because one or more Members inadvertently did not receive the information.

35.3 Voting: 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).

35.4 Scrutineers: two persons (who are not Management Committee Members or nominees and who may or may not be Members) designated by the chairperson of the Annual General Meeting shall act as scrutineers for the counting of the votes and subsequent destruction of any voting papers.

36. Term of office

36.1 The term of office for all elected Management Committee Members shall be 1 year, commencing at the conclusion of the General Meeting at which they are elected, and expiring at the conclusion of the following Annual General Meeting. Retiring Management Committee Members shall be eligible for re-election, provided that, subject to rule 36.2, no Management Committee Member may serve for more than 7 consecutive terms.

36.2 Notwithstanding the limit on the number of consecutive terms expressed in rule 36.1, the term of office of a particular Management Committee member may be extended beyond the 7-year maximum in any particular case where the other members of the Management Committee consider that to do so would be in the best interests of the charitable purposes of the Society.

37. Appointed Management Committee Members

- 37.1 Once the elected Management Committee Member positions have been confirmed, the Management Committee may by resolution appoint up to 4 additional persons to serve as Management Committee Members in accordance with rule 34.2(b) (*Composition*). Subject to rule 36 (*Term of office*), retiring appointed Management Committee Members shall be eligible for re-appointment or election.
- 37.2 Appointed Management Committee Members may be removed from office by resolution of the Management Committee.

38. Interim Vacancy

- 38.1 An Interim Vacancy in the Management Committee arises if:
- (a) a position on the Management Committee for an elected Management Committee Member is not filled by the Members at an Annual General Meeting; or
 - (b) an elected Management Committee Member:
 - (i) resigns from office, by notice in writing delivered to the Registered Office, prior to the expiry of their term of office (which notice shall take effect from the date received or such later date as may be specified in the notice);
 - (ii) dies;
 - (iii) becomes disqualified under rule 34.4 (*Disqualification from membership of Management Committee*);
 - (iv) is absent from 3 consecutive Management Committee meetings, without leave of absence having first been granted by the Chairperson or the Chairperson's nominee, or in the case of the Chairperson, by the Management Committee as a whole; or
 - (v) is removed from office under rule 44 (*Grounds for removal from office*).
- 38.2 Subject to rule 34.1 (*Number and qualification Management Committee Members*), if an Interim Vacancy arises, the Management Committee may, by resolution, appoint a suitable person with the necessary skills and attributes to fill the vacancy until the next Annual General Meeting, at which time such appointee shall retire and an election process to fill the position shall take place under rule 35 (*Election of Management Committee Members*). The retiring appointee shall be eligible for election.
- 38.3 Each Management Committee Member shall within 5 Clear Days of submitting a resignation or ceasing to hold office for whatever reason, return all books, papers and other property of the Society held by such former Management Committee Member.

39. Functions and powers of the Management Committee

- 39.1 From the end of each Annual General Meeting until the end of the next, the Society shall be governed by the Management Committee, 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.

39.2 Subject to the Act, this Constitution, any Bylaws, and any resolution of any General Meeting, the Management Committee's functions are to manage, or to direct and supervise the management of, the operation and affairs of the Society between Annual General Meetings. In doing so, the Management Committee may:

- (a) exercise all powers of the Society that are not required by law or by this Constitution to be exercised by the Society in General Meeting; and
- (b) enter into contracts on behalf of the Society, or delegate such power to a Management Committee Member, sub-committee, employee, or other person.

39.3 Without limiting the generality of the foregoing, the Management Committee's functions and powers include to:

- (a) actively promote and pursue the Society's charitable purposes, using money or other assets of the Society to do that;
- (b) control and manage the Society's financial affairs, and ensure that properly-prepared financial statements for the preceding Financial Year are presented to each Annual General Meeting;
- (c) meet the Society's record-keeping and reporting obligations under the Act, the Tax Act and the Charities Act;
- (d) co-opt additional Management Committee Members as the Management Committee considers necessary;
- (e) delegate powers and duties of the Management Committee (not being duties imposed on Management Committee Members by law), where considered necessary or desirable;
- (f) open and maintain such bank accounts at such trading banks as the Management Committee may think fit, give and receive receipts, and execute discharges for all gifts, legacies, bequests or other monies;
- (g) subject to this Constitution, decide the time, location and manner of holding General Meetings;
- (h) set the agenda for General Meetings;
- (i) recommend the level of Membership Fees for approval by a General Meeting;
- (j) advise and consult with trustees of the Trust on the appointment by the Trust of new trustees; and
- (k) work collaboratively with the Trust in furtherance of the Purposes.

39.4 Any resolution of the Management Committee may be disallowed by the Society in General Meeting, but no resolution or Bylaw made by the Society in General Meeting shall invalidate any prior and otherwise valid act of the Management Committee.

39.5 Schedule 1 (*Proceedings of the Management Committee*) governs the proceedings at meetings of the Management Committee, except where otherwise agreed by all Management Committee Members in relation to a particular meeting.

40. Chairperson

- 40.1 At the first meeting of the Management Committee following each Annual General Meeting, the Management Committee shall elect from amongst themselves a Chairperson and shall by resolution appoint any other specific officers that the Management Committee considers necessary.
- 40.2 **Role of Chairperson:** the role of the Chairperson is to oversee the governance and operations of the Society, chair meetings of the Management Committee, chair General Meetings, and represent the Society and the Management Committee. The Chairperson, or their nominee, shall have the right to attend any meeting of any Management Committee subcommittee. The Chairperson is responsible for ensuring an Annual Report is prepared and presented to each Annual General Meeting.
- 40.3 **Acting Chairperson:** subject to rule 38 (*Interim Vacancy*), if the Chairperson is temporarily unavailable for any reason, the Management Committee shall, by resolution, appoint another Management Committee Member to undertake the Chairperson's role during the period of unavailability.
- 40.4 **Vacancy:** if the office of Chairperson becomes vacant between Annual General Meetings, the Management Committee shall, by a 2/3 majority vote at a meeting of the Management Committee to which at least 7 days' written notice has been given to each Management Committee Member, elect one of its number to fill the position until the conclusion of the next Annual General Meeting.

41. Contact Officer

- 41.1 If and while required by the Act, the Management Committee shall by resolution appoint a Contact Officer to be the point of contact for the Registrar. The Society's Contact Officer must be:
- (a) at least 18 years of age; and
 - (b) ordinarily resident in New Zealand; and
 - (c) otherwise eligible under the Act to hold that office.
- 41.2 The name and contact details of the Contact Officer shall be notified to the Registrar in accordance with the Act. Any change in Contact Officer, or in the name or contact details of the Contact Officer, shall be advised to the Registrar within 20 working days of the change occurring, or the Society first becoming aware of the change.

42. Subcommittees

- 42.1 The Management Committee may by resolution:
- (a) establish one or more subcommittees, whether permanent or ad hoc, consisting of such persons (whether or not Members) as the Management Committee determines and for such purposes as it thinks fit;
 - (b) delegate to each such subcommittee, or to any person, such of the Management Committee's functions or powers as the Management Committee shall, in its discretion, decide;
 - (c) revoke or vary any or all of the powers delegated to any subcommittee; and
 - (d) change the make-up of a subcommittee at any time or dissolve it altogether.

- 42.2 A subcommittee shall be conducted, and shall exercise the powers delegated to it, in accordance with any directions of the Management Committee which, for the avoidance of doubt, may be contained within policies, guidelines or protocols. Unless otherwise resolved by the Management Committee in any particular case:
- (a) the chairperson of any such subcommittee must be a Management Committee Member;
 - (b) the quorum of every subcommittee is half the members of the subcommittee;
 - (c) no subcommittee shall have the power to co-opt additional members;
 - (d) a subcommittee must not commit the Society to any financial expenditure without express authority; and
 - (e) a subcommittee must not further delegate any of its powers.
- 42.3 The Management Committee may continue to exercise all of its powers despite any delegation made under this rule.
- 42.4 The provisions of this Constitution relating to proceedings of the Management Committee also apply to proceedings of any subcommittee of the Management Committee, except to the extent that the Management Committee determines otherwise. All subcommittee decisions shall be approved by the Management Committee before they become effective and before they are implemented, unless the Management Committee otherwise directs.

43. Duties of Officers

- 43.1 At all times, the duties of each Officer of the Society include:
- (a) to act in good faith and in what the Officer believes to be the best interests of the Society;
 - (b) to exercise all powers for a proper purpose;
 - (c) not to act, or agree to the Society acting, in a manner that contravenes the Act, this Constitution or any Bylaws;
 - (d) when exercising powers or performing duties as an Officer, to exercise the care, diligence and skill that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, 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 them;
 - (e) not to agree to, 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's creditors;
 - (f) to disclose any conflict of interest in accordance with rule 10 of schedule 1 (*Duty to disclose conflicts of interest*);
 - (g) not to disclose information that the Officer would not otherwise have available but for their capacity as an Officer, to any person, or make use of or act on the information, except:
 - (i) as agreed by the Management Committee for the Purposes of the Society;

- (ii) as required by law; or
- (iii) in circumstances analogous to those specified in sections 145(2) and (3) of the Companies Act 1993 (*Use of company information*);
- (h) make reasonable efforts to attend all Management Committee meetings and General Meetings of the Society;
- (i) publicly support all resolutions of the Management Committee and of General Meetings, even if they do not privately agree with them; and
- (j) participate in any annual review of the Management Committee's performance.

43.2 Use of information and advice: subject to rule 43.3, an Officer, when exercising powers or performing duties as an Officer, may rely on reports, statements, financial data, and other information prepared or supplied, and on professional or expert advice given, by any of the following persons:

- (a) an employee of the Society whom the Officer believes on reasonable grounds to be reliable and competent in relation to the matters concerned:
- (b) a professional adviser or expert in relation to matters that the Officer believes on reasonable grounds to be within the person's professional or expert competence:
- (c) any other Officer or subcommittee of Officers upon which the Officer did not serve in relation to matters within the officer's or subcommittee's designated authority.

43.3 Rule 43.2 (*Use of information and advice*) applies to an Officer only if the Officer -

- (a) acts in good faith; and
- (b) makes proper enquiry where the need for inquiry is indicated by the circumstances; and
- (c) has no knowledge that the reliance is unwarranted.

44. Grounds for removal from office

44.1 Where a complaint is made about the actions or inaction of a Management Committee Member (and not in the Management Committee Member's capacity as a Member of the Society), the following steps shall be taken:

- (a) The Management Committee Member who is the subject of the complaint must be advised of all details of the complaint and given adequate time to prepare a response.
- (b) The complainant and the Management Committee Member who is the subject of the complaint must be given an adequate opportunity to be heard, either in writing or at an oral hearing of the Management Committee (the members of which for this purpose would exclude the Management Committee Member who is the subject of the complaint) if the Management Committee considers that an oral hearing is required.
- (c) Any oral or written statement or submissions shall be considered by the Management Committee (excluding the Management Committee Member who is the subject of the complaint).

44.2 If the complaint is upheld, the Management Committee Member may be removed from the Management Committee by a 2/3 resolution of the Management Committee, or by a Special Resolution of a General Meeting.

45. Indemnity and insurance

45.1 **Indemnities:** the Society may indemnify an Officer, a Member, or an employee, of the Society in respect of:

- (a) liability to any person other than the Society for any act or omission in their capacity as an Officer, Member, or employee (not being a liability specified in rule 45.2); and
- (b) costs incurred by the Officer, Member, or employee in defending or settling any claim or proceeding relating to that liability; and
- (c) costs incurred by the Officer, Member, or employee in defending or settling any proceeding that relates to liability to any person for any act or omission in their capacity as an Officer, Member, or employee, but only if judgment is given in their favour, they are acquitted, or the proceeding is discontinued.

45.2 The liability specified in this rule is –

- (a) criminal liability; or
- (b) a liability that arises out of a failure to act in good faith and in the best interests of the Society when acting in the capacity as an Officer, Member, or employee.

45.3 **Insurance:** the Society may, with the prior approval of the Management Committee, effect insurance for an Officer, Member, or employee, of the Society in respect of:

- (a) liability (other than criminal liability) to any person for any act or omission in his or her capacity as an Officer, Member, or employee; or
- (b) costs incurred by the Officer, Member, or employee in defending or settling any claim or proceeding relating to that liability; or
- (c) costs incurred by the Officer, Member, or employee in defending any criminal proceedings –
 - (i) that have been brought against the Officer, Member, or employee in relation to any alleged act or omission in their capacity as an Officer, Member, or employee; and
 - (ii) in which they are acquitted.

45.4 Management Committee Members may only vote in favour of authorising the insurance under rule 45.3 if they consider that the cost of effecting the insurance is fair to the Society.

45.5 The power of the Society to indemnify and effect insurance pursuant to this rule may not be exercised if and to the extent that to do so would prejudice the charitable status of the Society.

PART 6 – LEGAL AND FINANCIAL MATTERS

46. Method of contracting

Subject to rule 47 (*Common seal*), the Society may enter into a contract or other enforceable obligation as follows:

- (a) an obligation that, if entered into by a natural person, would, by law, be required to be by deed, may be entered into on behalf of the Society in writing signed under the name of the Society by –
 - (i) 3 or more Management Committee Members of the Society; or
 - (ii) an attorney appointed by the Society, by deed, either generally or in relation to the specific matter;
- (b) an obligation that, if entered into by a natural person is, by law, required to be in writing may be entered into on behalf of the Society in writing by a person acting under the Society's express or implied authority;
- (c) an obligation that, if entered into by a natural person is not, by law, required to be in writing may be entered into on behalf of the Society in writing or orally by a person acting under the Society's express or implied authority.

47. Common seal

- 47.1 If, and while, required by the Act, the Society shall have a common seal, which shall be kept in the custody and control of the Management Committee, and shall be used only as directed by the Management Committee. The common seal must not be affixed to any document unless the Management Committee has already authorised its use on that document by resolution. When a document is to be sealed on the prior authority of the Management Committee, the seal must be affixed to the document in the presence of 2 Management Committee Members, one of whom must be the Chairperson, who must both then countersign the document.
- 47.2 In addition to complying with rule 46 (*Method of contracting*), the Society must affix its common seal to any contract or document containing an enforceable obligation in accordance with this rule 47.

48. Use of Society name

The Society must ensure that its name is clearly stated in –

- (a) every written communication sent by, or on behalf of, the Society; and
- (b) every document issued or signed by, or on behalf of, the Society that evidences or creates a legal obligation of the society.

49. Control and management of finances

49.1 The funds and property of the Society shall be:

- (a) controlled, invested and disposed of by the Management Committee, subject to this Constitution; and
- (b) devoted solely to the promotion of the Purposes of the Society.

49.2 The Society's bank account(s) shall be kept at such trading bank, and operated with such signatories, as may be determined from time to time by the Management Committee.

49.3 All monies received by or on behalf of the Society shall be paid promptly to the credit of the Society's bank account. All payments by or on behalf of the Society must be properly authorised before payment.

50. Accounting records and financial statements

50.1 The Management Committee must establish and maintain a satisfactory system of control of the Society's accounting records, and is responsible for ensuring that there are kept at all times proper accounting records that:

- (a) correctly and fully record the affairs, assets and transactions of the Society;
- (b) will allow the Society to produce financial statements that comply with the Act; and
- (c) would enable the financial statements to be readily and properly audited (if required).

50.2 The Management Committee must ensure that, within 6 months after the end of each Financial Year, financial statements are:

- (a) completed in relation to the Society and that Financial Year; and
- (b) dated and signed on behalf of the Management Committee by 2 Management Committee Members.

51. Audit

51.1 If the Society is required, or at any time resolves, to appoint an auditor or reviewer, then the Society shall appoint a Qualified Auditor to:

- (a) hold office until the conclusion of the next Annual General Meeting; and
- (b) audit, or review as the case may be, the financial statements of the Society.

51.2 The Management Committee shall ensure that the Qualified Auditor so appointed has access to the documentation of the Society, and to such information and explanations as the Qualified Auditor thinks fit for the proper performance of their duties.

PART 7 – PROCEDURES FOR RESOLVING DISPUTES

52. Raising disputes

52.1 In this Part:

- (a) a "**grievance**" refers to an allegation, by a Member, of damage caused by another Member or by the Society, to a Member's rights or interests as a Member or to Members' rights and interests generally;
- (b) a "**complaint**" refers to a complaint by anyone concerning the alleged conduct or discipline of a Member; and
- (c) a "**dispute**" refers to a complaint or a grievance.

52.2 Any grievance by a Member, and any complaint by anyone, must be lodged by the complainant with the Management Committee in writing, and must provide such details as are necessary to identify the details of the grievance or complaint.

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

52.4 The complainant raising a grievance or complaint, and the Management Committee, must consider and discuss whether a grievance or complaint may be best resolved through informal discussions, mediation or arbitration. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

53. Investigating disputes

53.1 **Referral:** rather than investigate and deal with any grievance or complaint, the Management Committee may:

- (a) appoint a complaints subcommittee; or
- (b) refer the same to an external arbitrator, an arbitral tribunal, or an external visitor (or referee),

to deal with the same, so long as minimum standards of natural justice and the following requirements under this Part 7 are satisfied.

53.2 **Decision-maker:** the Management Committee or any such complaints subcommittee or external person considering any grievance or complaint is referred to in this Part as the "**decision-maker**".

53.3 **Avoidance of bias, apparent bias or predetermination:** a person may not make a decision on, or participate as a decision-maker in relation to, a complaint or grievance if 2 or more Management Committee Members, or the decision-maker, or the Members by resolution at a General Meeting, consider that there are reasonable grounds to infer that the person may not approach the grievance or complaint:

- (a) impartially; or
- (b) without a predetermined view.

Such a conclusion must take 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 conclusion is reasonably based on evidence that proves or disproves an inference that the decision-maker might not act impartially.

53.4 **Decision-maker may decide not to investigate:** the decision-maker in respect of a complaint or grievance:

- (a) shall promptly consider whether to investigate and deal with the grievance or complaint; and
- (b) may decline to do so if the decision-maker is satisfied that:
 - (i) the matter is trivial; or
 - (ii) the complaint or grievance does not appear to disclose:

- (A) in the case of a complaint, any material misconduct; or
- (B) in the case of a grievance, any material damage to a Member's rights or interests; or
- (iii) the complaint or grievance appears to be without foundation or there is no apparent evidence to support it; or
- (iv) the complainant has an insufficient interest in the matter or otherwise lacks standing to raise it; or
- (v) some damage to Members' interests may arise; or
- (vi) the conduct, incident, event, or issue has already been investigated and dealt with by or on behalf of the Society.

53.5 Investigating grievances: where the decision-maker decides to investigate and deal with a grievance, the following steps shall be taken:

- (a) The complainant, and the Member or the Society which is the subject of the grievance, must be advised of all details of the grievance.
- (b) The Member or the Society which is the subject of the grievance must be given an adequate time to prepare a response.
- (c) The complainant, 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.
- (d) Any oral hearing shall be held by the decision-maker. Any written statement or submissions shall be considered by the decision-maker.

53.6 Investigating complaints: where the decision-maker decides to investigate and deal with a complaint, the following steps shall be taken:

- (a) The complainant, and the Member complained against, must be advised of all allegations concerning the Member, and all details of the complaint.
- (b) The Member complained against must be given an adequate time to prepare a response.
- (c) The Member 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.
- (d) Any oral hearing shall be held by the decision-maker. Any written statement or submissions shall be considered by the decision-maker.

54. Resolving disputes

Having considered all relevant information, and provided a reasonable opportunity to be heard, the decision-maker in relation to a complaint or grievance may make any decision they think fit, including:

- (a) that no further action needs to be taken;
- (b) that the complaint or grievance should be dismissed;

- (c) that the grievance should be upheld, in which case the decision-maker may make such directions as the decision-maker thinks appropriate (with which the Society and Members shall comply);
- (d) that the complaint should be upheld, in which case the decision-maker may:
 - (i) require a Member to take specified corrective action;
 - (ii) require the publication of any corrective letter or statement;
 - (ii) suspend the Member from Membership for a specified period of time;
 - (iii) order that the Member's Membership be terminated under rule 26.4 (*Termination for cause*); and/or
 - (iv) order the complainant (if a Member) and/or the Member complained against, to meet any of the Society's reasonable costs in dealing with the complaint.

PART 8 – ADMINISTRATION

55. Amendments to Constitution

- 55.1 This Constitution may only be amended by Special Resolution passed at a properly-convened General Meeting at which prior written notice has been given to all Members in accordance with rules 29 (*Notice of General Meetings*) and 30.7 (*Amendments to Constitution*).
- 55.2 The power of amendment conferred by rule 55.1 may not be exercised to make an amendment:
- (a) inconsistent with the charitable purposes of the Society; or
 - (b) which would prejudice the charitable nature of the Society.
- 55.3 No amendment to the Constitution shall take effect until registered with the Registrar. Any amendment to this Constitution shall also be notified as required by the Charities Act.

56. Bylaws

- 56.1 The Management Committee may from time to time make and amend Bylaws, and policies for the conduct and control of Society activities and codes of conduct applicable to Members, provided that no such Bylaws, policies or codes of conduct applicable to Members shall be inconsistent with:
- (a) the Act; or
 - (b) this Constitution; or
 - (c) the Purposes; or
 - (d) any directive given at a General Meeting.
- 56.2 All Bylaws are binding on the Society and its Members unless and until repealed by the Management Committee or set aside by a General Meeting.
- 56.3 The making, amendment, or replacement of a Bylaw is not an amendment of the Constitution.

57. Winding up

57.1 The Society may be voluntarily put into liquidation if:

- (a) a Special Resolution to that effect is passed, at a General Meeting that is properly convened and of which prior written notice has been given to all Members in accordance with rules 29 (*Notice of General Meetings*) and 30.8 (*Winding up*); and
- (b) if required by the Act, such resolution is confirmed by Ordinary Resolution at a subsequent Special General Meeting called for that purpose and held not later than 30 days after the date on which the first resolution was passed.

57.2 The Society may request the Registrar that it be voluntarily dissolved in the circumstances permitted by the Act.

57.3 On the liquidation or dissolution of the Society, no distribution shall be made to any Member, and if any property remains after settlement of the costs of winding up and all of the Society's debts and liabilities, that property must, subject to any trust affecting the same, be distributed to the Trust for its general charitable purposes. If the Trust is no longer in existence, any surplus assets of the Society must be given to the Read NZ Te Pou Muramura to support awards in the field of New Zealand children's and young adult literature. If the Read NZ Te Pou Muramura is also no longer in existence, any surplus assets of the Society must be given or transferred to a charitable entity or entities in New Zealand having similar or allied charitable purposes to the Society.

58. Matters not provided for

Subject to the Act and this Constitution, the decisions of the Management Committee on the interpretation of this Constitution and all matters dealt with by it in accordance with this Constitution and on matters not provided for in this Constitution shall be final and binding on all Members unless and until set aside by a resolution of a General Meeting.

SCHEDULE 1: PROCEEDINGS OF THE MANAGEMENT COMMITTEE

1 Meetings

- 1.1 The Management Committee Members shall meet as often as they consider desirable for the efficient and proper conduct of the affairs of the Society, provided that they meet at least 8 times between Annual General Meetings.
- 1.2 A meeting may be called at any time by the Chairperson. The Chairperson shall call a meeting if 5 Management Committee Members request it.
- 1.3 Except where this Constitution otherwise expressly provides, each Management Committee Member who is financial and present at a meeting of the Management Committee is entitled to one vote.
- 1.4 The Management Committee may invite to its meetings such other persons, including staff and advisers, as the Management Committee may consider appropriate.

2 Notice of meetings

- 2.1 A schedule of meetings shall be communicated by the Chairperson by email, or otherwise in writing, to each of the other Management Committee Members at the start of each Financial Year, noting the proposed date, time, and place of each meeting. This schedule of meetings shall be updated as required throughout the year.
- 2.2 At least 5 days' notice of any Management Committee meeting shall be communicated by the Chairperson by email, or otherwise in writing, to each of the other Management Committee Members. However, all of the Management Committee Members may agree to shorten or waive the period of notice.
- 2.3 The notice of meeting shall include the date, time and place of the meeting and an indication of the matters to be discussed.
- 2.4 No notice is necessary for the resumption of an adjourned meeting. However, a Management Committee Member who was not present at a meeting adjourned must be notified of the time and place of the reconvened meeting.
- 2.5 The Chairperson shall use all reasonable endeavours to ensure all notices of meeting have been correctly sent. However, the inadvertent failure of any Management Committee Member to receive a notice of a meeting of the Management Committee shall not invalidate such meeting or its proceedings.

3 Methods of holding meetings

- 3.1 A meeting of the Management Committee may be held either:
 - (a) by a number of Management Committee Members who constitute a quorum being assembled together at the place, date and time appointed for the meeting; or
 - (b) by a Teleconference Meeting at which a quorum of Management Committee Members participating can simultaneously hear each other throughout the meeting, provided that all Management Committee Members received notice of the meeting and the requirements of rule 3.2 of this schedule are met.
- 3.2 In the case of a Teleconference Meeting:

- (a) at the start of the meeting, each participant must acknowledge their presence to all the others taking part; and
 - (b) a Management Committee Member must not disconnect their means of communication without the prior consent of the chairperson of the meeting.
- 3.3 A Management Committee Member is conclusively presumed to have been present and to have formed part of the quorum at all times during a meeting unless they have previously obtained the express consent of the chairperson to leave the meeting.

4 Quorum

- 4.1 A quorum for a meeting of the Management Committee shall be 2/3 of the Management Committee Members in office at the time of the meeting.
- 4.2 A Management Committee Member who is diagnosed by a registered medical practitioner as having any physical or mental incapacity that means the person is temporarily unable to fulfil the duties and responsibilities of a Management Committee Member, shall not be treated as a Management Committee Member for the purposes of rule 4.1 of this schedule.
- 4.3 At any meeting of the Management Committee, no business shall be transacted unless a quorum is present.

5 Adjournment

- 5.1 If a quorum is not present within 30 minutes after the time appointed for a meeting, the meeting will stand adjourned to the same day in the next week at the same time and place. If at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting will be dissolved.
- 5.2 The chairperson of a Management Committee meeting may adjourn the meeting on the adoption of a resolution for its adjournment.

6 Chairperson and Officers

- 6.1 Subject to rule 40 (*Chairperson*), the Chairperson shall chair all meetings of the Management Committee.
- 6.2 The chairperson of a Management Committee meeting shall have a deliberative vote and, in the event of an equality of votes, a casting vote.
- 6.3 The Management Committee may by resolution appoint a secretary, who must be a Full Member and financial but who may or may not be a Management Committee Member, on such terms and conditions, including payment, as the Management Committee thinks fit. The secretary so appointed, if not a Management Committee member, is entitled to attend and speak at all Management Committee meetings, subject to any decision to the contrary by the Management Committee. The duties of the secretary shall be to:
- (a) keep minutes of the proceedings of Management Committee meetings and General Meetings;
 - (b) subject to rule 6.4, keep Society records, including the Interests Register; and
 - (c) perform such other administrative duties as required.

- 6.4 The Management Committee may by resolution appoint a membership secretary, who may or may not be a Management Committee Member, on such terms and conditions as the Management Committee thinks fit. The membership secretary so appointed, if not a Management Committee member, is entitled to attend and speak at all Management Committee meetings, subject to any decision to the contrary by the Management Committee. The duties of the membership secretary shall be to:
- (a) keep membership records, including the Register of Members;
 - (b) proactively work to increase Membership and manage Membership issues;
 - (c) report on the current status of Membership at each Management Committee meeting;
 - (d) notify applicants for Membership of the decisions of the Management Committee regarding their application; and
 - (e) perform such other administrative duties regarding Membership as required.
- 6.5 The Management Committee may by resolution appoint a treasurer, who may or may not be a Management Committee Member, on such terms and conditions, including payment, as the Management Committee thinks fit. The treasurer so appointed, if not a Management Committee member, is entitled to attend and speak at all Management Committee meetings, subject to any decision to the contrary by the Management Committee. The duties of the treasurer shall be to:
- (a) oversee the finances of the Society;
 - (b) report the current financial position to Management Committee meetings; and
 - (c) perform such other fiscal duties as required.
- 6.6 The Management Committee may by resolution appoint such other officers as it considers appropriate.
- 6.7 The Management Committee may by resolution remove from office any officer appointed under this rule 6.
- 6.8 All Management Committee appointments shall be recorded in the minutes.

7 Voting on motions

- 7.1 All questions before the Management Committee shall, if possible, be decided by consensus.
- 7.2 In the event that a consensus cannot be reached, the question shall be put as a motion to be decided. Except where this Constitution otherwise provides, a resolution on that motion will be validly made if it is passed by a simple majority of votes of those present and entitled to vote at a duly-convened and conducted meeting of the Management Committee. Subject to this Constitution, the method of voting shall be decided by the Management Committee. Different methods may be adopted for different motions. If the voting is tied, and the chairperson does not exercise a casting vote under rule 6.2 of this schedule, the motion shall be lost.
- 7.3 A Management Committee Member present at a meeting of the Management Committee is presumed to have agreed to, and to have voted in favour of, a resolution of the Management Committee unless they expressly dissent from or vote against the resolution at the meeting.

7.4 The Management Committee may act by resolution approved in the course of a telephone conference call 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 Management Committee meeting.

7.5 A resolution of the Management Committee may be rescinded or varied by the Management Committee in the same manner as it was passed.

8 Minutes

8.1 The Management Committee must ensure that minutes are taken of every Management Committee meeting, and are made available to any Management Committee Member on request. The minutes shall record, for each and every meeting of the Management Committee:

- (a) the names of those present;
- (b) all decisions taken; and
- (c) any other matters discussed at the meeting.
- (d) an updated and current *Register of Interest*

8.2 A minute of a Management Committee meeting which has been signed correct by the chairperson of that meeting, or by the chairperson of the next succeeding meeting, shall be *prima facie* evidence of the matters referred to in the minute having been approved by the Management Committee unless they are shown to be inaccurate.

8.3 Decisions recorded in the minutes shall be read in conjunction with this Constitution and, subject to this Constitution, are binding on all persons connected with the Society.

9 Interests Register

9.1 The Management Committee must keep and maintain an up-to-date Interests Register, being a register of disclosures made by Officers under rule 10 of this schedule.

9.2 The Interests Register must be made available for inspection by the Officers of the Society.

9.3 The Interests Register may, subject to the requirements of the Privacy Act and at the Management Committee's discretion, be made available for inspection by Members.

10 Duty to disclose conflicts of interest

10.1 As soon as an Officer becomes aware of the fact that they are, or may be, in any capacity whatsoever, Interested in a Matter relating to the Society, they must as soon as practicable disclose all relevant details of the interest to the Management Committee, including:

- (a) the nature and monetary value of that interest (if the monetary value of the Officer's interest is able to be quantified); or
- (b) if the monetary value of the Officer's interest cannot be quantified, the nature and extent of that interest.

10.2 After considering the views of the other Management Committee Members, the chairperson may rule that the affected Officer is not conflicted in relation to a disclosure, where no conflict in fact exists.

10.3 A disclosure by an Officer, and the chairperson's ruling in respect of that disclosure, must be recorded in the minutes.

10.4 If the Officer is determined to be Interested in the matter, all relevant details of the interest must be recorded in the Interests Register.

11 Voting by Interested Officers

11.1 An Officer who is Interested in a Matter relating to the Society:

- (a) must not vote or take part in any deliberations of the Management Committee relating to the Matter; and
- (b) must not sign any document relating to the entry into a transaction in relation to, or the initiation of, the Matter.

11.2 Despite rule 11.1 of this schedule, and subject to the Act, if 50% or more of the Management Committee Members are Interested in the Matter, a Special General Meeting must be called to consider and determine the matter

12 Consequences of failing to disclose interest

The Management Committee must notify the Members of a failure to comply with rules 10 or 11 of this schedule, and of any Matter affected, as soon as practicable after becoming aware of the failure.

13 Validity of proceedings

13.1 All acts done by any meeting of the Management Committee, a subcommittee, or by any person acting as a Management Committee Member shall, notwithstanding that it is afterwards discovered that any of them were not properly appointed, or were disqualified from holding office, shall be as valid as if every such person had been duly appointed and was qualified to be a Management Committee Member.

13.2 The Management Committee may continue to act notwithstanding any vacancy in its number, but if the number of Management Committee Members is reduced below the minimum number as stated in this Constitution, the continuing Management Committee Member(s) may act for the purpose of increasing the number of Management Committee Members to that minimum but for no other purpose.

14 Management Committee may regulate other proceedings

Except as otherwise set out in the Act or in this Constitution, the Management Committee may regulate its proceedings as it sees fit to efficiently govern the Society.