

Constitution for the

Dunedin Sri Lankans Society (Incorporated)

As agreed upon (overleaf) by the founding committee members
of
Dunedin Sri Lankans Society (Incorporated)

Dhammachai International Research Institute Hall

Dunedin, Sunday the 27th of November 2022

CONTENTS

List of Signatures by founding committee members.....	3
1. Name.....	4
2. Objects and Purposes.....	4
3. Definitions.....	4
4. Act and Regulations.....	6
5. Power to borrow money.....	6
6. Membership.....	6
7. Becoming a member again.....	7
8. Management.....	7
9. Qualifications for the Management.....	7
10. Management Term.....	8
11. Officers' duties Mandatory.....	8
12. Sub-committees.....	9
13. Accounts:.....	9
14. Meetings.....	10
15. Amendments to the Constitution.....	10
16. Register of members.....	11
17. Contents of Register of members.....	11
18. Access to Register of members.....	11
19. Register of interests.....	11
20. Control and Use of Common Seal.....	11
21. Interaction of Rules.....	11
22. Transparency and Conflict of Interests.....	11
23. Grievance and disputes procedures.....	12
24. Distribution of surplus assets on winding up.....	13

List of Signatures by founding committee members

I declare that I have read and understood the contents of the constitution below to register the aforementioned incorporated society. and I also declare that I understand my responsibilities duties for the aforementioned incorporated society.

No .	Office Bearer	Name	Signature
1.	Hon. President		
2.	Hon. Co-Secretary		
3.	Hon. Co-Secretary		
4.	Hon. Treasurer		
Hon. Committee Members			
5.	Member 1		
6.	Member 2		
7.	Member 3		
8.	Member 4		
9.	Member 5		
10.	Member 6		
11.	Member 7		

12.	Member 8		
13.	Member 9		

1.

Constitution of **[Dunedin Sri Lankans]** (Incorporated)

1. Name

The name of the incorporated society is;

[Dunedin Sri Lankans] (incorporated)

2. Objectives and Purposes

2.1. The Society is established and maintained exclusively for charitable purposes (including any purposes ancillary to those charitable purposes), namely;

2.1.1. To increase awareness and promote the Sri Lankan Languages and Cultures

2.1.2. To promote and facilitate Sri Lankan cultural values and practices, and integration into the New Zealand Society

2.1.3. To promote social, cultural, sporting, recreational activities among its members

2.1.4. To transfer Sri Lankan traditional and cultural heritage to future generations

2.1.5. To spread and educate a wider New Zealand community about Sri Lankan rich culture and heritage and engage/ exchange with Tangata Whenua and Mana Whenua

2.1.6. To raise funds from the activities of the society, from the public appeal, donations, subscriptions, grants, membership fees, or any other lawful means, which will be utilized for the purposes above

2.2. The Society is a not-for-profit organisation.

2.3. Any income, benefit, or advantage must be used to advance the charitable purposes of the Society

2.4. No Member, or Associated Person, is allowed to take part in, or influence any decision made by the Society in respect of payments to, or on behalf of, the Member or Associated Person of any income, benefit, or advantage.

2.5. Any payments made to a Member¹ or Associated Person² must be for goods and services that advance the charitable purpose, and must be reasonable and relative to the payments that would be made between unrelated parties.

3. Definitions

In this Constitution, unless the contrary intention appears:

3.1. “DSL” means **[Dunedin Sri Lankans]**

3.2. In these Rules, unless the context requires otherwise, the following words and phrases have the following meanings:

3.3. ‘Act’ means the Incorporated Societies Act 1908 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.

¹ See section 3.10

² See section 3.18

- 3.4. 'Annual General Meeting' means a meeting of the Members of the Society held once per year which, among other things, will receive and consider reports on the Society's activities and finances.
- 3.5. 'Chair/President' means the Committee Member responsible for, among other things, overseeing the governance and operations of the Society and chairing General Meetings.
- 3.6. 'Committee' means the Society's governing body.
- 3.7. 'Committee Member' means a member of the Committee, including the Chair/President, Secretary and Treasurer.
- 3.8. 'General Meeting' means either an Annual General Meeting or a Special General Meeting of the Society.
- 3.9. '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.
- 3.10. 'Member' means a person properly admitted pertaining to section 6 to the Society who has not ceased to be a member of the Society.
- 3.11. 'Notice' to Members includes any notice given by post, courier or email; and the failure for any reason of any Member to receive such Notice or information shall not invalidate any meeting or its proceedings or any election.
- 3.12. 'Register of Interests' means the register of interests of Committee Members kept under these Rules.
- 3.13. 'Register of Members' means the register of Members kept under these Rules.
- 3.14. 'Rules' means the rules in this document.
- 3.15. 'Secretary' means the Committee Member responsible for, among other things, keeping the Register of Members, the Register of Interests, and recording the minutes of General Meetings, Committee meetings, General Communications.
- 3.16. 'Special General Meeting' means a meeting of the Members, other than an Annual General Meeting, called for a specific purpose or purposes.
- 3.17. 'Treasurer' means the Committee Member responsible for, among other things, overseeing the finances of the Society.
- 3.18. 'Associated Person' means a person who:
- 3.18.1. may obtain a financial benefit from any matter being dealt with by any Member (as a Committee Member, or in any General Meeting, or otherwise for the Society) where that person is the spouse, civil union partner, de facto partner, child, parent, grandparent, grandchild, or first cousin of that Member
 - 3.18.2. may have a financial interest in a person to whom any matter being dealt with by any Member (as a Committee Member, or in any General Meeting, or otherwise for the Society) relates

- 3.18.3. is a partner, director, officer, board member, or trustee of a person who may have a financial interest in a person to whom any matter being dealt with by any Member (as a Committee Member, or in any General Meeting, or otherwise for the Society) relates
- 3.18.4. may be interested in the matter because the Society's constitution so provides.
- 3.18.5. but no such Member shall be deemed to have any such interest:
- 3.18.6. merely because that Member receives an indemnity, insurance cover, remuneration, or other benefits authorised under this Act; or
- 3.18.7. if that Member's interest is the same or substantially the same as the benefit or interest of all or most other members of the Society due to the membership of those members; or
- 3.18.8. if that Member's interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence that Member in carrying out that Member's responsibilities under this Act or the Society's constitution; or
- 3.18.9. if that Member is an officer of a union and that Member's interest is merely as an employee that will benefit from the union acting in the ordinary course of promoting its members' collective employment interests.

4. Act and Regulations

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

5. Power to borrow money

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

6. Membership

- 6.1. Founding Members: Those persons who were present at the inaugural **Annual General Meeting held on TBA**
- 6.2. Ordinary Members: An applicant for membership must complete and sign any application form, supply any information as required by the Committee. The Committee may accept or decline an application for membership. The Committee must advise the applicant of its decision (but is not required to provide reasons for that decision).
- 6.3. Membership Subscription: For **each financial year the annual subscription shall be determined at the Annual General Meeting or any Special General Meeting**. The committee, at its own discretion, may waive or reduce the membership subscription of any member under special personal circumstances.

- 6.4. Any member whose membership subscription has not been paid for over a period of **one year** from the start of the financial year shall cease to be a member, but may be reinstalled by the Management Committee³ on payment of arrears.
- 6.5. Membership can be terminated on the following event(s);
- 6.5.1. If a person voluntarily withdraws from the Society by written resignation to the Secretary or,
 - 6.5.2. on death or,
 - 6.5.3. on termination of a Member's membership⁴ following a dispute resolution process under these Rules in the event of a member violating the objectives of the Society.

7. Re-admitting the membership

- 7.1. Any former Member may apply for re-admission in the manner prescribed for new applicants, and may be re-admitted only by resolution of the Committee.
- 7.2. However, if a former Member's membership was terminated following a dispute resolution process (see section 6.5.3), the applicant may be re-admitted only by a General Meeting on the recommendation of the **Committee**.

8. Management

- 8.1. The management of the society shall be vested in the Committee which shall consist of the Chair/President, Honorary joint secretaries (**Two**), Honorary treasure, and not **less** than **3 (three) committee** members.
- 8.2. Members of the Committee shall be elected at an Annual General Meeting of the Society. Any committee member vacated during a financial year may be filled at a committee meeting with the majority consent.
- 8.3. To be appointed as an office bearer (President, Secretary, Treasurer), the member must have served in the Committee for at least **6 (six)** months.
- 8.4. The Committee is empowered to recruit any outside help such as reporters, journalists, solicitors, accountants, consultants, or any other subject matter experts etc. to carry out various objectives of the Society effectively.
- 8.5. The Committee is empowered to launch fund raising campaigns to collect funds to meet various objectives of the Society.
- 8.6. Committee membership will be revoked in the event of a committee member being absent without apologies for 3 (three) consecutive meetings.

³ See section 8

⁴ See section 20

9. Qualifications for the Management

Prior to election or appointment, every Committee Member must consent in writing to be a Committee Member and certify in writing that they are not disqualified from being appointed or holding office as a Committee Member by these Rules or the Act.

9.1. The following persons are disqualified from being appointed or holding office as a Committee Member:

- 9.1.1. person who is under 16 years of age,
 - 9.1.2. person who is an undischarged bankrupt,
 - 9.1.3. a person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993,
 - 9.1.4. person who is disqualified from being a member of the Committee of a charitable entity under section 31(4)(b) of the Charities Act 2005,
- 9.2. a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years:
- 9.2.1. an offence under subpart 6 of Part 4,
 - 9.2.2. a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961),
 - 9.2.3. an offence under section 143B of the Tax Administration Act 1994,
 - 9.2.4. an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (i) to (iii),
 - 9.2.5. a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere,
- 9.3. a person subject to:
- 9.3.1. an order under section 108 of the Credit Contracts and Consumer Finance Act 2003; or
 - 9.3.2. a forfeiture order under the Criminal Proceeds (Recovery) Act 2009; or
 - 9.3.3. a property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act.
- 9.4. person who is disqualified from being a member of the Committee of a charitable entity under section 16 of the Charities Act 2005.

10. Management Term

- 10.1. The term of office for all **Committee Members** shall be 1 year, expiring at the end of the Annual General Meeting in the year corresponding with the last year of each Committee Member's term of office.
- 10.2. A committee member may continue to serve in the following year if elected in an Annual General Meeting.
- 10.3. The President, Secretary, and Treasurer shall not serve more than 3 (three) consecutive years

11. Officers' duties Mandatory

At all times each Committee Member:

- 11.1. shall act in utmost good faith (*Uberrima fides*) and in what he or she believes to be the best interests of the Society,
- 11.2. must exercise all powers for a proper purpose,
- 11.3. must not act, or agree to the Society acting, in a manner that contravenes the Statute or this Constitution,
- 11.4. when exercising powers or performing duties as a Committee Member, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation, the nature of the Society, the nature of the decision, and the position of the Committee Member and the nature of the responsibilities undertaken by him or her,
- 11.5. must not agree to the activities of the Society being carried on in a manner likely to create a substantial risk of serious loss to the Society or to the Society's creditors, or cause or allow the activities of the Society to be carried on in a manner likely to create a substantial risk of serious loss to the Society or to the Society's creditors, and
- 11.6. must not agree to the Society incurring an obligation unless he or she believes at that time on reasonable grounds that the Society will be able to perform the obligation when it is required to do so.

12. Sub-committees

- 12.1. The Committee may appoint sub-committees consisting of such persons (whether or not Members of the Society) and for such purposes as it thinks fit. Unless otherwise resolved by the Committee:
 - 12.1.1. the quorum of every sub-committee is the simple majority.
 - 12.1.2. no sub-committee shall have power to co-opt additional members,
 - 12.1.3. a sub-committee must not commit the Society to any financial expenditure without express authority from the treasurer subject to the approval of the Committee, and
 - 12.1.4. a sub-committee must not further delegate any of its powers.

13. **Finances:**

- 13.1. The Committee shall open an account in the name of the Society at any trading bank. All outgoing payments drawn upon the account shall be signed/authorised by two authorized signatories.
- 13.2. The Society's financial year shall commence on 1st April of each year and end on 31st March. However, the accounting year for the first year of operation of the society shall end on 31st March.
- 13.3. A financial statement of the financial year shall be presented at the Annual General Meeting.

14. **Meetings**

- 14.1. The Annual General Meeting shall be held within three months of the end of each financial year, and will be held at a convenient time and venue decided by the Committee.
- 14.2. The quorum at any annual /Special General Meeting shall be at least 7 (seven) members of the Society.
- 14.3. The Agenda for an Annual General Meeting shall be
 - 14.3.1. Annual report by the Secretary
 - 14.3.2. Presentation of audited accounts
 - 14.3.3. Election of the new Committee
 - 14.3.4. Any other business
- 14.4. Notice of Annual General Meeting shall be given to all members at least two weeks before the date of the meeting.
- 14.5. A special general meeting shall be convened by the Secretary upon a written request of at least 7 (seven) Committee Members, and shall be held within two weeks of the receipt of a such notice. The Secretary or the President is empowered to summon a Special General Meeting under any emergency situation, giving up to 48-hour notice to all members.
- 14.6. Meetings of the Committee shall be held at least quarterly in person or via any electronically capable media as required to manage the affairs of the Society.
- 14.7. The quorum at any Committee Meeting shall consist of at least 7 (seven) members of the Committee, including the President, or one of the Secretaries.
- 14.8. If any given meeting is failed to meet the quorum, the decisions made in the meeting, must be ratified in the following meeting with a quorum
- 14.9. The President shall chair all meetings. In his/her absence, the Committee shall appoint an acting chairperson for that meeting.
- 14.10. Resolutions passed at any General Meeting shall be conclusive, and binding on all members of the Society, whether present at the meeting or not.

- 14.11. Each member shall have one vote at any General Meeting of the Society. Voting shall be by show of hands, or unless a secret ballot is requested by the simple majority of the Committee. Decisions shall be taken by the simple majority of the valid votes.

15. Amendments to the Constitution

- 15.1. The rules may be altered, added to, or rescinded by a simple majority of the members present at any General Meeting of the Society.
- 15.2. Notice of any Resolution to alter or rescind rules shall be given to the Secretary not less than four weeks prior to the date of any General Meeting.

16. Register of Members

- 16.1. The Secretary shall keep an up-to-date Register of Members, recording for each Member their name, contact details, the date they became a Member, and any other information required by these Rules or prescribed by Regulations under the Act.
- 16.2. The information contained in the Register of Members shall include each Member's:
- name
 - postal address
 - phone number (landline and/or mobile)
 - email address (must)
 - gender
 - date of birth
 - date of the admission of membership
 - ethnic group (optional)
 - religion (optional)
- 16.3. Every Member shall promptly advise the Secretary of any change of their contact details.
- 16.4. With reasonable notice and at reasonable times, the Secretary shall make the Register of Members available for inspection by Members and Committee Members. However, no access will be given to information on the Register of Members to Members or any other person, other than as required by law.
- 16.5. The Secretary shall at all times maintain an up-to-date register of the interests disclosed by Committee Members.

17. Control and Use of Common Seal and Letterhead

- 17.1. The Society shall have a common seal and a letterhead which shall be kept in the custody of one of the Secretaries and shall not be affixed to any document except with the authority of the Committee, and the affixing of the seal or letterhead to any document shall be attested by the President or one other member of the Committee and one of the Secretaries.

18. Interaction of Rules

- 18.1. All matters not covered by these rules shall be governed by the Committee's ruling, expressed either by general regulation or specific decision and in case of any dispute regarding the interpretation of any Rule, its decision shall be final.

19. Transparency and Conflict of Interests

- 19.1. A member of the Committee and/or of a sub-committee is interested in a matter if the member of the Committee and/or sub-committee:
- 19.1.1. may obtain a financial benefit from the matter; or
 - 19.1.2. is the spouse, civil union partner, de facto partner, child, parent, grandparent, grandchild, or first cousin of a person who may obtain a financial benefit from the matter; or
 - 19.1.3. may have a financial interest in a person to whom the matter relates; or
 - 19.1.4. is a partner, director, member of the Committee and/or sub-committee, board member, or trustee of a person who may have a financial interest in a person to whom the matter relates.
- 19.2. However, a member of the Committee and/or sub-committee is not interested in a matter
- 19.2.1. merely because the member of the Committee and/or sub-committee receives an indemnity, insurance cover, remuneration, or other benefits authorised under the Act; or
 - 19.2.2. if the member of the Committee's and/or sub-committee's interest is the same or substantially the same as the benefit or interest of all or most other Members due to the membership of those Members; or
 - 19.2.3. if the member of the Committee's and/or sub-committee's interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence the member of the Committee in carrying out the member of the Committee's and/or sub-committee's responsibilities under the Act or the Rules; or
 - 19.2.4. if the member of the Committee and/or sub-committee is a member of the committee of a union and the member of the Committee's and/or sub-committee's interest is merely as an employee that will benefit from the union acting in the ordinary course of promoting its members' collective employment interests.
- 19.3. A member of the Committee and/or sub-committee who is interested in a matter relating to the Society must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified)—
- 19.3.1. to the Committee and/or sub-committee; and
 - 19.3.2. in an interests register kept by the Committee.

- 19.4. Disclosure must be made as soon as practicable after the member of the Committee and/or sub-committee becomes aware that they are interested in the matter.
- 19.5. A member of the Committee and/or sub-committee who is interested in a matter—
 - 19.5.1. must not vote or take part in the decision of the Committee and/or sub-committee relating to the matter; and
 - 19.5.2. must not sign any document relating to the entry into a transaction or the initiation of the matter

20. Grievance and disputes procedures

This clause applies to disputes between a member and another member;

- 20.1. Within 30 (thirty) calendar days after the dispute has arisen, the parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute.
- 20.2. If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 14 (fourteen) calendar days after the meeting, hold another meeting in the presence of a mediator.
- 20.3. The mediator:
 - 20.3.1. must be a member of the Society.
 - 20.3.2. cannot be a party to the dispute.
- 20.4. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 20.5. The mediator, in conducting the mediation, must:
 - 20.5.1. give the parties to the mediation process every opportunity to be heard;
 - 20.5.2. allow due consideration by all parties of any written statement submitted by any party; and
 - 20.5.3. ensure natural justice is accorded to the parties to the dispute throughout the mediation process.
- 20.6. The mediator **must not determine** the dispute.
- 20.7. If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute before licensed Adjudicator/ Arbitrator, or otherwise at a court of law.

21. Distribution of surplus assets on winding up

- 21.1. The Society may at any time be wound up by means of two General Meetings of the society. The first meeting shall pass a resolution (by a simple majority) and the second meeting (held not later than 90 days after the first) to confirm the resolution so to be passed. In the event of such winding up, the assets of the Society shall, subject to payment of its debts and liabilities and costs and expenses of winding up, be disposed to another legal charitable organisation in a manner decided by a simple majority at such meetings.