

HEMA New Zealand Constitution

29th October 2025

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1 Organisational Charter

1.1 Name

The name of the **Society** is Historical European Martial Arts New Zealand Incorporated. It may also be referred to as HEMA New Zealand or HEMA NZ.

1.2 Charitable Status

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

1.3 Common Seal

The **Society** shall have a common seal that must be kept in the custody of an **Officer**. The common seal may be affixed to any document:

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

1.4 Definitions

- ‘**Act**’ refers to the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.
- ‘**Annual General Meeting**’ or ‘**AGM**’ refers to a meeting of the Members of the Society held once per year which, among other things, shall receive and consider reports on the Society’s activities and finances.
- ‘**Chairperson**’ refers to the **Officer** responsible for chairing **General Meetings** and **Committee** meetings, and who provides leadership for the **Society**.
- ‘**Claimant**’ refers to the member, officer, or the Society which initiates a complaint against a **Respondent**.
- ‘**Committee**’ refers to the **Society**’s governing body of executive officers.
- ‘**Constitution**’ means the rules in this document.
- ‘**General Meeting**’ refers either to an **Annual General Meeting** or a **Special General Meeting**.
- ‘**HEMA**’ refers to Historical European Martial Arts, which is practised based on historical sources, including manuscripts, books, and treatises.
- ‘**Inable**’ refers to the declaration that an **Officer** is unable to perform their duties.

- ‘**Interested Member**’ refers to a Member who is interested in a matter for any of the reasons set out in section 62 of the **Act**, including but not limited to financial benefit from a particular matter.
- ‘**Matter**’ refers to:
 - the **Society**’s performance of its activities or exercise of its powers; or
 - an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the **Society**.
- ‘**Member**’ refers to person or an organisation that has consented to become a **Member** of the **Society** and has been properly admitted to the **Society** who has not ceased to be a **Member** of the **Society**.
- ‘**Member Requirement**’ refers to any bylaw that places any obligation on **Members**.
- ‘**Notice**’ to **Members** includes any **Notice** given by email, post, or courier.
- ‘**Officer**’ refers to a natural person who:
 - has been elected to office under this **Constitution**, and
 - has not resigned from said office, and
 - has not been dismissed from said office by ballot at an **AGM** or **SGM**.
- ‘**Participants**’ refers to all natural persons who participate in the **HEMA** within New Zealand.
- ‘**Register of Members**’ refers to the register of **Members** kept under this Constitution as required by section 79 of the **Act**.
- ‘**Respondent**’ refers to the member, officer, or the Society which has had a complaint initiated against them by the **Claimant**.
- ‘**Simple Majority**’ refers to a vote where 50%+1 votes are cast in favour of a resolution.
- ‘**Society**’ refers to Historical European Martial Arts New Zealand Incorporated.
- ‘**Special General Meeting**’ or ‘**SGM**’ refers to a **General Meeting** of the **Members**, other than an **Annual General Meeting**, called for a specific purpose or purposes.
- ‘**Sport**’ refers to the competitive practice of **HEMA**.
- ‘**Subcommittee**’ refers to a special working group of members selected by the executive **Committee** for the completion of a specific purpose.
- ‘**Working Days**’ refers to those days as defined in the Legislation Act 2019. Examples of days that are not **Working Days** include, but are

not limited to, the following: a Saturday, a Sunday, Waitangi Day, Good Friday, Easter Monday, ANZAC Day, the Sovereign's birthday, Te Rā Aro ki a Matariki/Matariki Observance Day, and Labour Day.

1.5 Objectives

The primary purposes of the **Society** are to enable, promote and advance the practice of Historical European Martial Arts in New Zealand:

- As a **Sport**:
 - act as a national federation for the **Sport**, liaising and affiliating with government and international organisations in the capacity of representing and developing the Sport in New Zealand; and
 - regulate national competitions in the **Sport**; and
 - maintain and enhance the reputation of the **Sport** and the standards of play and behaviour of **Participants**; and
 - Advocate for **Participants** of the **Sport** where appropriate.
- As a martial art:
 - promote safe practices in training and instruction of **HEMA**; and
 - advocate for practitioners of **HEMA** where appropriate.
- As a research community:
 - promote research in **HEMA** and help disseminate it to the community; and
 - advocate for research and researchers in **HEMA** where appropriate.

1.6 Membership

1. Membership shall be divided into two categories:

- **Club Members**, and
- **Individual Members**.

Additionally, the **Society** may affiliate with **Affiliate Clubs**, which are organisations who aspire to become **Club Members**. **Affiliate Clubs** follow the same procedures as **Club Members**, but may not vote and are not considered as **Members** of the **Society**.

2. A **Club Member** is an organisation which:

- is engaged in the facilitation of the practice of the **HEMA** for its members, and
- supports the purposes of the **Society**, and
- has been active for more than one year, and
- has resolved by ballot at a general meeting to join the **Society** as a **Club Member**, and
- has, by way of a representative, signed and submitted an application to join the **Society**, and

- has been confirmed as a club member by ballot of existing **Club Members** at a **General Meeting** of the **Society**, and
- pays all appropriate fees and levies to the **Society**, and
- has not ceased to be a **Member**.

3. **Club Members** are entitled to:

- send a representative to attend, speak, and vote at **General Meetings** of the **Society**, and
- have its members attend **General Meetings** of the **Society**, and
- receive communication as to the activities of the **Society**, and
- claim **Membership** of the **Society** for purposes in accordance with the **Society**'s objectives, including funding, and
- subject to the management of the **Committee**, access and use the **Society**'s premises, facilities, equipment, and other property, and
- vote in ballots of **Club Members**.

4. An **Individual Member** is any natural person without discrimination who:

- practices **HEMA**, and
- supports the purposes of the **Society**, and
- has signed and submitted an application to be a member of the **Society**, and
- has been confirmed by ballot of the **Committee** of the **Society**, and
- is not currently removed from the **Society** due to disciplinary action, and
- pays all appropriate fees and levies to the **Society**, and
- has not ceased to be a **Member**.

5. **Individual Members** are entitled to:

- attend, speak, and vote at **General Meetings**, Amendments
- receive communication as to the activities of the **Society**, and
- claim **Membership** of the **Society** for purposes in accordance with the **Society**'s objectives, including funding, and
- subject to the management of the **Committee**, access and use the **Society**'s premises, facilities, equipment, and other property.

6. An **Affiliate Club** is an organisation which:

- is engaged in the facilitation of the practice of the **HEMA** for its members, and
- supports the purposes of the **Society**, and
- has resolved by ballot at a general meeting to affiliate with the **Society** as an **Affiliate Club**, and
- has, by way of a representative, signed and submitted an application to join the **Society** as an **Affiliate Club**, and
- has signed a memorandum of understanding with the **Society**, and

- has been confirmed as an **Affiliate Club** by ballot at an **General Meeting** of the **Society**, and
- has not ceased to be an **Affiliate Club**.

7. An **Affiliate Club** is entitled to:

- send a representative to attend and speak at **General Meetings** of the **Society**, and
- receive communication as to the activities of the **Society**, and
- receive any further benefit deemed fit by the **Committee**.

8. Any individual or organisation which desires to be a **Member** or **Affiliate Club** must submit to the **Committee** an application requesting membership, including the category of membership applied for.

9. Every **Member** or **Affiliate Club** shall provide the **Society** with:

- In the case of individuals, their name and contact details (including a phone number and email address), and shall promptly advise of any changes of those details.
- In case of organisations, their name, the name of a representative (preferably the President or officer of a similar position), and contact details for said representative (including a phone number and email address), and shall promptly advise of any changes of those details.

10. The **Society** shall maintain a register of all its **Members** and **Affiliate Clubs**.

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

12. The annual membership levy and any other fees for membership for the then-current financial year shall be proposed by the **Committee** and confirmed at the **Annual General Meeting**.

- All **Members** must pay their levies within the financial year of the **Society**.
- The **Committee** and the **Annual General Meeting** may decide that payment be made by periodic installments.
- Any **Member** failing to pay the annual levy (including any periodic payment) or any capitation fees, within 20 **Working Days** of the date the same was due for payment, shall be considered as unfinancial and shall (without being released from the obligation of payment) immediately forfeit their membership rights.
 - If such arrears are not paid within 40 **Working Days** of the due date for payment of the subscription, any other fees, or levy, the **Committee** may immediately terminate the **Member**'s membership.

13. A **Member** may, for whatever reason and at whatever time, terminate their membership in the **Society**:

- In the case of individuals:
 - by submitting a signed resignation by **Notice** in writing to the **Committee**, or
 - on the death of the member.
- In the case of organisations:
 - by resolving by ballot at a general meeting to resign from membership in the **Society**, and submitting, by way of a representative, a signed resignation by **Notice** in writing to the **Committee**, or
 - Upon the liquidation or dissolution of the **Member** organisation.

14. An organisation ceases to be an **Affiliate Club** if, at any time:

- the organisation resolves by ballot at a general meeting to resign from affiliation with the **Society**, and submitting, by way of a representative, a signed resignation by **Notice** in writing to the **Committee**, or
- upon the liquidation or dissolution of the **Affiliate Club**, or
- upon a ballot of **Members** in a **General Meeting**.

15. The **Society** may, following a dispute resolution under this **Constitution**, terminate the membership of a **Member** provided that:

- The **Officer** in charge of the dispute resolution has been recommended in writing for the termination of membership, and
- The **Committee** has voted for and passed a resolution for the termination of the **Member**, and
- This resolution had been confirmed by a ballot of **Club Members** at a **General Meeting** of the **Society**.

16. Upon the resignation or termination of membership, the former **Member**:

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

17. The **Committee** must inform individuals and organisations of any changes in their membership, including:

- Upon confirmation of their acceptance as **Members** of the **Society**, or
- Upon confirmation of their resignation from the **Society**, or
- Upon termination of their membership by the **Society**, or
- Upon any change to their annual membership levy.

1.7 Dispute Resolution

1. Any **Member** or **Officer** may at any time submit a complaint in writing to the **Committee** which:
 - states that the **Member** or **Officer** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
 - sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against; and
 - sets out any other information or allegations reasonably required by the **Society**, and
 - sets out whether the **Claimant** wishes to remain anonymous for the complaint.
2. The **Society** may, following a vote of the **Committee**, submit a complaint against a member or officer by presenting the member or officer a **Notice** in writing that:
 - states that the **Society** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
 - sets out the allegation to which the dispute relates.
3. A dispute may be between any of the following:
 - 2 or more **Members**
 - 1 or more **Members** and the **Society**
 - 1 or more **Members** and 1 or more **Officers**
 - 2 or more **Officers**
 - 1 or more **Officers** and the **Society**
 - 1 or more **Members** or **Officers** and the **Society**.
4. The disagreement or conflict may relate to any of the following allegations:
 - a **Member** or an **Officer** has engaged in misconduct
 - a **Member** or an **Officer** has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or the **Act**
 - the **Society** has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or the **Act**
 - a **Member**'s rights or interests as a **Member** have been damaged or **Member**'s rights or interests generally have been damaged.
5. Once a complaint has been made, the Discipline and Policy Officer shall begin dispute proceedings and shall act as mediator for the dispute.
 - If the Discipline and Policy Officer is implicated in the dispute, or if they are an interested party, then the President shall begin dispute proceedings and shall act as mediator for the dispute.
 - If both the Discipline and Policy Officer and the President are implicated in the dispute, or if they are both interested parties, then

the **Committee** and the complainant and the complainee shall agree to refer the matter to a third-party or **Subcommittee**, which shall begin dispute proceedings and act as a mediator.

6. The mediator shall immediately determine the severity of the misconduct alleged, and may, if deemed necessary, forward the allegations to the relevant legal authorities.
7. The **Claimant** who makes the complaint must be given the opportunity to be heard, this includes:
 - the **Claimant** has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - an oral hearing is held before the mediator if the mediator considers that an oral hearing is needed to ensure an adequate hearing; and
 - the **Claimant**'s written statement or submissions (if any) are considered by the mediator.
 - If the **Claimant** is an organisation, a representative may exercise the above rights in its place.
 - If the **Claimant** is the **Society**, then the President, or other **Officer**, may exercise the above rights in its place.
8. The **Respondent** must be given the opportunity to defend themselves, this includes:
 - the **Respondent** is fairly advised of all allegations concerning the **Respondent**, with sufficient details and time given to enable the **Respondent** to prepare a response; and
 - the **Respondent** has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - an oral hearing is held before the mediator if the mediator considers that an oral hearing is needed to ensure an adequate hearing; and
 - the **Respondent**'s written statement or submissions (if any) are considered by the mediator.
 - if the **Respondent** is an organisation, a representative may exercise the above rights in its place.
 - if the **Respondent** is the **Society**, then the President, or other **Officer**, may exercise the above rights in its place.
9. The mediator must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with this **Constitution**, ensure that the dispute is investigated and determined.
 - The mediator must maintain accurate records of their investigation.
 - Records shall be turned over to the **Society** for storage upon completion of the dispute resolution.
10. The mediator may decide not to proceed further with a complaint if:
 - the complaint is considered to be trivial; or

- the complaint does not appear to disclose or involve any allegation of the following kind:
 - that a **Member** or an **Officer** has engaged in material misconduct;
 - that a **Member**, an **Officer**, or the **Society** has materially breached, or is likely to materially breach, a duty under the **Society's Constitution** or bylaws or the **Act**;
 - that a **Member**'s rights or interests or **Members**' rights or interests generally have been materially damaged;
- the complaint appears to be without foundation or there is no apparent evidence to support it; or
- the person who makes the complaint has an insignificant interest in the matter; or
- the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the **Constitution**; or
- more than three months passed between the event that is the subject of the complaint and the complaint being made.

11. If the mediator deems the complaint to have merit, then they may take any of the following actions:

- Demand an immediate apology from the **Respondent**.
- Demand that the activity or policy that was the subject of the complaint be immediately reversed.
- If the **Respondent** is a **Member**, then the mediator may temporarily suspend the benefits of the **Respondent**'s membership for a maximum of three months.
- If the **Respondent** is a **Member**, then the mediator may, following confirmation by vote of the **Committee**, immediately terminate the **Respondent**'s membership.
- If the **Respondent** is an **Officer**, then the mediator may initiate a **Special General Meeting** to hold a vote of no confidence.
- If the **Respondent** is the **Society**, then the mediator may demand appropriate compensation for the **Claimant** from the **Society**.
- If the **Respondent** is the **Society**, then the mediator may initiate a **Special General Meeting** to hold a vote of no confidence for all Officers of the **Committee**.

1.8 Financial Matters

1. All monies received by the **Society** shall belong to the **Society**.
2. The funds and property of the **Society** shall be:
 - controlled, invested and disposed of by the **Committee**, subject to this Constitution, and
 - devoted solely to the promotion of the purposes of the **Society**.

3. The **Committee** shall open and maintain bank accounts in the name of the **Society**.
 - The Treasurer and President shall be signatories on the **Society**'s accounts.
 - All money received on account of the **Society** shall be banked within 10 Working Days of receipt.
4. The **Committee** shall follow proper accounting practices and comply with the **Act**; this includes:
 - financial statements filed with the Registrar within six months of the Society's Financial year, and
 - all accounting practices must follow the General Accepted Accounting Practices as stated in the **Act**, and
 - all accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form, and
 - accounting records must be kept for the current accounting period and for the last 7 completed accounting periods of the **Society**, and
 - accounting records must be able to be readily and properly audited.
5. The **Society**'s financial year shall commence on 01 April of each year and end on 31 March (the latter date being the **Society**'s balance date).
6. The **Society** does not have the power to borrow money.
7. The **Society** must not operate solely for the purpose of, or the effect of:
 - distributing, any gain, profit, surplus, dividend, or other similar financial benefit to any of its **Members** (whether in money or in kind); or
 - having capital that is divided into shares or stock held by its **Members**; or
 - holding property in which its **Members** have a disposable interest (whether directly, or in the form of shares or stock in the capital of the **Society** or otherwise).
8. The **Society** may:
 - distribute funds to a **Club Member** or **Affiliate Club** to further the purposes of the **Society**, provided that:
 - the recipient is a not-for-profit entity, and
 - the recipient has the same, or substantially the same, purposes as the **Society**.
 - Reimburse a **Member** for reasonable expenses legitimately incurred on behalf of the **Society** or while pursuing the **Society**'s purposes.
 - Pay a **Member** a salary or wages or other payments for services to the **Society** on arm's length terms (terms reasonable in the circumstances if the parties were connected or related only by the transaction in

question, each acting independently, and each acting in its own best interests; or are terms less favourable to the **Member** than those terms and the payment for services, or other transaction, does not include any share of a gain, profit, or surplus, percentage of revenue, or other reward in connection with any gain, profit, surplus, or revenue of the **Society**).

- provide a **Member** with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of the **Society**.
- provide scholarships or grants to **Members** or their families in accordance with the purposes of the **Society**.

1.9 Information for Members

1. A **Member** may at any time make a written request to the **Committee** for information held by the **Society**.
 - The request must specify the information sought in sufficient detail to enable the information to be identified.
2. The **Committee** must, within 20 days after receiving a request:
 - provide the information, or
 - agree to provide the information within a specified period, or
 - 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
 - refuse to provide the information, specifying the reasons for the refusal.
3. Without limiting the reasons for which the **Committee** may refuse to provide the information, the **Committee** may refuse to provide the information if:
 - withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
 - the disclosure of the information would, or would be likely to, prejudice the commercial position of the **Society** or of any of its **Members**, or
 - the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the **Society**, or
 - the information is not relevant to the operation or affairs of the **Society**, or
 - withholding the information is necessary to maintain legal professional privilege, or
 - the disclosure of the information would, or would be likely to, breach an enactment, or
 - the burden to the **Society** in responding to the request is substantially disproportionate to any benefit that the **Member** (or any other person) shall or may receive from the disclosure of the information, or
 - the request for the information is frivolous or vexatious, or

- the request seeks information about a dispute or complaint which is or has been the subject of the procedures for resolving such matters under this **Constitution** and the **Act**.
4. If the **Society** requires the **Member** to pay a charge for the information, the **Member** may withdraw the request, and must be treated as having done so unless, within 10 **Working Days** after receiving notification of the charge, the **Member** informs the **Society**:
 - that the **Member** shall pay the charge; or
 - that the **Member** considers the charge to be unreasonable.

1.10 Alteration of the Constitution

1. Amendments to this **Constitution** may be proposed at any time by the **Committee**.
2. Alterations to this **Constitution** may be proposed at any time by a **Member** of the **Society**, provided that:
 - The proposed amendment is signed by at least 10% of **Individual Members**, and
 - The proposed amendment is signed by at least 20% of **Club Members**, and
 - The proposed amendment has been given in writing to the **Committee** at least 30 **Working Days** before the **General Meeting** at which the amendment is to be considered, and
 - The proposed amendment is accompanied by a written explanation of the reasons for the amendment.
3. At least 20 **Working Days** before the **General Meeting** at which any amendment is to be considered, the **Committee** shall give to all **Members** **Notice** of the proposed resolution, and the reasons for the proposal.
4. A resolution for the proposed amendment must be passed by a two-thirds (66%) majority of **Club Members** at a **General Meeting**.
5. When an amendment is approved by a **General Meeting**, it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in the **Act** for registration, and shall take effect from the date of registration.

1.11 Liquidation

1. The **Society** may be liquidated in accordance with the provisions of Part 5 of the **Act**.
2. Liquidation of the **Society** may be proposed at any time by the **Committee**.

3. Liquidation of the **Society** may be proposed at any time by a **Member** of the **Society**, provided that:
 - The proposal is signed by at least 30% of **Individual Members**, and
 - The proposal is signed by at least 50% of **Club Members**, and
 - The proposal amendment has been given in writing to the **Committee** at least 40 **Working Days** before the **General Meeting** at which the amendment is to be considered, and
 - The proposal is accompanied by a written explanation of the reasons for the liquidation.
 4. At least 30 **Working Days** before the **General Meeting** at which liquidation is to be considered, the **Committee** shall give to all **Members** **Notice** of the proposed liquidation, and the reasons for the proposal.
 5. A resolution for liquidation must be passed by a two-thirds (66%) majority at a **General Meeting**.
 6. On the liquidation or removal of the **Society** from the Register of Incorporated Societies, its surplus assets - after payment of all costs and liabilities - shall be vested in equal parts to all affiliated clubs and member clubs.
 - the **Society** may approve a different distribution to a different not-for-profit entity from that specified above, provided the entity is in accordance with the purposes of the **Society**.
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2 The Executive Committee

2.1 Officers

1. The **Committee** shall be comprised of five elected **Officers**, including:
 - The President
 - The Vice-President
 - The Treasurer
 - The Secretary
 - The Discipline and Policy Officer
2. All **Officers** shall serve terms of 2 years.
 - No **Officer** shall serve for more than 5 consecutive terms in any **Office** on the **Committee**.
3. No **Officer** may hold two offices at the same time.
4. Without limiting additional duties, it shall be the duties of the President to:

- Oversee the **Committee**.
 - Chair **Committee** meetings and **General Meetings** of the **Society**.
 - Oversee policy implementation.
 - Act as the chief representative of both the **Society** and the **Sport** within New Zealand.
 - Liaise with other groups and organisations where appropriate.
 - Oversee the **Society**'s accounts in conjunction with the Treasurer.
 - Assist with the drafting of the **Society**'s annual budget in conjunction with the Treasurer.
 - Assist with the drafting of the agenda for **Committee** meetings and **General Meetings** in conjunction with the Secretary.
 - Oversee the dispute resolution process in conjunction with the Discipline and Policy Officer.
 - Create sufficient handover for the incoming President.
5. Without limiting additional duties, it shall be the duties of the Vice-President to:
- Act in support of the President's duties.
 - Act as chair of **Committee** Meetings and **General Meetings** of the **Society** when the President is unavailable.
 - Assist in the drafting and overseeing of policy in conjunction with the Discipline and Policy Officer.
 - Temporarily assume the duties of the President when the President is **Inable**.
 - Temporarily assume the duties of other **Officers** when said **Officers** are **Inable**.
 - Create sufficient handover for the incoming Vice-President.
6. Without limiting additional duties, it shall be the duties of the Treasurer to:
- Oversee the **Society**'s accounts in conjunction with the President.
 - Draft the **Society**'s annual budget with the assistance of the President.
 - Draft financial statements to be filed with the Registrar.
 - Draft and maintain all financial records of the **Society**.
 - Prepare and submit applications for funding and grants as required.
 - Oversee payment of all accounts on behalf of the **Society**.
 - Create sufficient handover for the incoming Treasurer.
7. Without limiting additional duties, it shall be the duties of the Secretary to:
- Prepare the agenda for **Committee** meetings and **General Meetings** with the assistance of the President.
 - Take minutes for **Committee** meetings and **General Meetings**.
 - Send adequate **Notice** for **General Meetings**.
 - Receive and distribute communications from and to **Members**.

- Oversee all public communications of the **Society**, including emails and social media.
- Maintain all records of the **Society**.
- Maintain and update the register of **Members**.
- Maintain and update the register of interests of **Members**.
- Create sufficient handover for the incoming Secretary.

8. Without limiting additional duties, it shall be the duties of the Discipline and Policy Officer to:

- Draft and oversee the policies of the **Society** in conjunction with the Vice-President.
- Oversee the dispute resolution process in conjunction with the President.
- Create sufficient handover for the incoming Discipline and Policy Officer.

9. At all times, **Officers**:

- shall act in good faith and in what the **Officer** believes to be the best interests of the **Society**, and
- must exercise all powers for a proper purpose, and
- must not act, or agree to the **Society** acting, in a manner that contravenes the **Act** or this **Constitution**, and
- 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**, and
- must not 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**, and
- must not agree to the **Society** incurring an obligation unless he or she believes at that time on reasonable grounds that the **Society** shall be able to perform the obligation when it is required to do so, and
- when exercising powers or performing duties as an **Officer**, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation:
 - the nature of the **Society**, and
 - the nature of the decision, and
 - the position of the **Officer** and the nature of the responsibilities undertaken by said **Officer**

10. To qualify to be an **Officer**, a candidate must:

- Be a natural person, and
- Currently reside within New Zealand, and
- Be an **Individual Member** in the **Society**, and
- Be 18 years of age or older, and

- Not be disqualified by having already served 5 consecutive terms of office, and
- Not be disqualified under section 47(3) of the **Act** from being appointed or holding office as an **Officer** of the **Society**, namely:
 - Is not a person who is an undischarged bankrupt
 - Is not a person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993, or any other similar legislation
 - Is not a person who is disqualified from being a member of the governing body of a charitable entity under the Charities Act 2005
 - Is not a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years:
 - * an offence under subpart 6 of Part 4 of the Act
 - * a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961)
 - * an offence under section 143B of the Tax Administration Act 1994
 - * an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (1) to (3)
 - * a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere
 - Is not a person subject to:
 - * a banning order under subpart 7 of Part 4 of the Act, or
 - * an order under section 108 of the Credit Contracts and Consumer Finance Act 2003, or
 - * a forfeiture order under the Criminal Proceeds (Recovery) Act 2009, or
 - * a property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act.
 - Is not a person who is subject to an order that is substantially similar to an order referred to in paragraph (6) under a law of a country, State, or territory outside New Zealand that is a country, State, or territory prescribed by the regulations (if any) of the Act.

11. The **Committee** may appoint other Temporary **Officers** for a specific purpose, provided that:

- The Office is held for a period no longer than three months, and
- The **Officer** meets all the requirements set out in Section 2.1.10.

2.2 Elections

1. Elections shall be held every two years, more than five **Working Days** but not more than one month before the **Annual General Meeting** of that year.
 - In case of vacancy of an elected office, an election shall be called immediately by the **Committee**.
2. At least 60 **Working Days** prior to the proposed election date, the **Committee** shall appoint a Returning Officer, who shall oversee the election.
 - The Returning Officer shall:
 - Meet all the requirements set out in this **Constitution** under Section 2.1.10, and
 - Be barred from running as a candidate for any elected office in the proposed election.
3. At least 40 **Working Days** before the proposed election date, the Returning Officer shall give **Notice** to all **Members** of the **Society** calling for nominations for **Committee** positions required to be filled.
 - Nominations must be submitted to the Returning Officer no later than 10 **Working Days** prior to the election.
 - Nominations must include:
 - A written nomination from the candidate, and
 - Written consent from the candidate to be nominated for the position requiring to be filled, and
 - a signed certificate from the candidate stating that they meet all the requirements set out in this **Constitution** under Section 2.1.10, and
 - A signed biography not exceeding one A4 page.
4. At least 10 **Working Days** prior to the election, the Returning Officer shall:
 - Give **Notice** to all **Members** of the **Society** of all nominations received for **Committee** positions, and
 - Forward the biographies of the candidates for election, and
 - Provide a voting form to all **Members**, specifying:
 - The rules for elections set out in this **Constitution** under Section 2.2.5, and
 - The names of all candidates for each office, and
 - The date, not later than 3 working days prior to the election, the voting form must be submitted to the Returning Officer to be counted as a valid vote.
 - The failure of any financial **Member** for any reason to receive such **Notice** shall not invalidate the election.

5. Following the submission of all valid voting papers to the Returning Officer, the Returning Officer shall count the votes according to the following rules:
 - All **Members** have equally weighted votes.
 - During voting, **Members** will rank candidates in order of preference counting up, with 1 being the most preferred, 2 being the next most preferred, and so on. Voters may stop ranking candidates at any point.
 - The counting of the votes will occur in rounds:
 1. If there is more than one candidate left, eliminate the one with the fewest first-preference votes.
 2. Reassign votes held by the eliminated candidates to the next-highest preference on each ballot (setting aside any with no remaining preferences).
 3. Return to step 1.
 - At the end of this procedure, in the event that two or more candidates are tied for the most remaining first preference votes, then the tie shall be decided by the incoming **Committee**, excluding those in respect of whom the votes are tied.
 - In the event that the incoming Committee is unable to decide the outcome of the tie, then the Returning Officer shall decide the outcome of the tie.
6. Following the conclusion of the election, the Returning Officer shall announce the result of the election to all **Members** of the **Society**.
7. Following the conclusion of the election, the outgoing **Committee** shall immediately begin a handover period of one month, after which the incoming **Committee** shall take office.

2.3 Removal of an Elected Officer

1. An **Officer** may at any time, and for any reason, submit a written and signed resignation to the **Committee**.
 - 10 **Working Days** after the **Officer** has submitted their resignation, the **Officer** shall vacate their elected office and cease to be an **Officer** of the **Society**.
2. An **Officer** may be removed from office by the passing of a Vote of No Confidence at a **General Meeting**.
 - A Vote of No Confidence in an **Officer** may be called if:
 - The **Officer** elected to the **Committee** has been absent from 2 committee meetings without leave of absence from the **Committee**.
 - The **Officer** has brought the **Society** into disrepute.
 - The **Officer** has failed to disclose a conflict of interest.
 - The mediator in a dispute resolution had concluded to hold a Vote of No Confidence following the resolution of such dispute

resolution.

- Upon the passing of a Vote of No Confidence, the **Officer** shall immediately vacate their elected office and cease to be an **Officer** of the **Society**.
- 3. An **Officer** may, if unable to carry out their duties as an **Officer** of the **Society**, submit a written and signed declaration that they are **Inable** for a period of time not exceeding three months.
 - If the **Officer** is physically incapable of submitting a written and signed declaration, then the **Committee** may declare them **Inable** for a period of time not exceeding three months.
 - If, after three months, the **Officer** is still unable to carry out their duties as an **Officer** of the **Society**, then the **Committee** may immediately remove them from elected office and said **Officer** shall immediately cease to be an **Officer** of the **Society**.
- 4. Each **Officer** shall, within 10 **Working Days** of ceasing to hold office, deliver to the **Committee** all books, papers and other property of the **Society** held by such former **Officer**.

2.4 Committee Meetings

1. The **Committee** shall meet at least once every three months at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as it may determine.
 - A meeting of the **Committee** must be conducted either:
 - By a number of the members of the **Committee** who constitute a quorum, being assembled together at the place, date and time appointed for the meeting, or
 - By means of audio, or audio and visual, communication by which all members of the **Committee** participating and constituting a quorum can simultaneously hear each other throughout the meeting.
2. The Secretary shall give to all **Committee** members not less than 5 **Working Days'** **Notice** of **Committee** meetings.
 - In cases of urgency, a shorter period of **Notice** shall suffice.
 - The Secretary must provide all **Officers** with a proposed agenda for the meeting as decided upon by the President and Secretary.
3. The quorum for **Committee** meetings is at least half the number of **Officers** of the **Committee**, including either the President or the Vice-President.
4. All **Committee** meetings shall be chaired by the President or, if the President is unavailable, by the Vice-President.
5. All **Officers** of the **Committee** shall have one vote.

6. A resolution may be proposed by any **Officer** of the **Committee**.
7. A resolution of the **Committee** is passed at any meeting of the **Committee** by a **Simple Majority** of votes cast in favour.
8. In the event of a tied vote, the chair of the **Committee** meeting shall have a casting vote.
9. In all other cases besides those provided in this **Constitution**, the **Committee** may regulate its own procedure.

2.5 Subcommittees

1. The executive **Committee** may appoint **Subcommittees** consisting of such persons, whether or not **Members** of the **Society**, for the completion of specific purposes.
2. All **Subcommittees** must be attended and chaired by an elected **Officer** of the **Society**.
3. All **Subcommittees** shall elect one person to act as secretary of the **Subcommittee**, who shall take minutes of **Subcommittee** meetings and handle all public communication for the **Subcommittee**.
4. The quorum of every **Subcommittee** is half or more of the members of the **Subcommittee**, but not fewer than 2.
5. No **Subcommittee** shall have the power to co-opt additional members without the approval of the executive **Committee**.
6. Membership in a **Subcommittee** shall remain at the discretion of the executive **Committee**, and a member of a **Subcommittee** may be dismissed by the executive **Committee** at any time for any reason.
7. A **Subcommittee** must not commit the **Society** to any financial expenditure without express authority from the executive **Committee**.
8. A **Subcommittee** may not delegate any of its powers to any person not within the **Subcommittee**.
9. Upon the completion of the specific purpose for which the **Subcommittee** was formed, the **Subcommittee** shall be immediately disbanded by the executive **Committee**.

2.6 Bylaws

1. The **Committee** may make and amend bylaws, including:
 - policies for the conduct and control of the **Society**, and
 - codes of conduct applicable to **Members**.

2. No bylaws, policies, or codes of conduct shall be inconsistent with this **Constitution**, the **Act**, regulations made under the **Act**, or any other New Zealand legislation.
3. No bylaw that affects the obligations of all **Members** may be introduced or modified without:
 - a consultation process with all **Members** with the goal of consensus, and
 - being enacted by a resolution of a **General Meeting**.
4. No bylaw that affects the obligations of **Club Members** may be introduced or modified without:
 - a consultation process with all **Members** with the goal of consensus, and
 - being enacted by ballot of **Club Members** as a resolution of a **General Meeting**.

2.7 Conflicts of interest

1. An **Officer** or member of a **Subcommittee** who is an **Interested Member** in respect of any **Matter** being considered by the **Society**, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified) to:
 - The executive **Committee** or the **Subcommittee** of which they are a member, and
 - The Secretary of the **Society**.
2. The Secretary of the **Society** shall maintain and update a register of interests for all **Committee** and **Subcommittee** members.
3. Disclosure of interest by an **Interested Member** must be made as soon as practicable after the **Interested Member** is made aware of the matter.
4. An **Officer** or member of a **Subcommittee** who is an **Interested Member** regarding a **Matter**:
 - must not vote or take part in the decision of the **Committee** and/or **Subcommittee** relating to the **Matter** unless all members of the **Committee** who are not interested in the **Matter** consent; and
 - must not sign any document relating to the entry into a transaction or the initiation of the **Matter** unless all members of the **Committee** who are not interested in the **Matter** consent; but
 - may take part in any discussion of the **Committee** and/or **Subcommittee** relating to the **Matter** and be present at the time of the decision of the **Committee** and/or **Subcommittee** (unless the **Committee** and/or **Subcommittee** decides otherwise).

5. An **Officer** or member of a **Subcommittee** who is prevented from voting on a **Matter** may still be counted for the purpose of determining whether a quorum is present at any meeting at which the **Matter** is considered.
 6. If 50 percent or more of the members of a **Subcommittee** are prevented from voting on a **Matter** due to conflicts of interest, then the executive **Committee** shall consider and determine the **Matter**.
 7. If 50 percent or more of the **Officers** of the **Committee** are prevented from voting on a matter due to conflicts of interest, then a **Special General Meeting** must be called to consider and determine the matter.
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3 General Meetings

3.1 Annual General Meeting

1. The Society shall host one **Annual General Meeting** every year on **TODO: DATE**.
2. The **AGM** shall be hosted at a location, including online, stipulated by the current **Committee**.
3. The **Committee** must provide the ability for members to attend the **AGM** via at least one of audio, audio and visual, or electronic communication.
4. At least 20 **Working Days** before the **AGM**, the Secretary of the Society shall give **Notice** to all **Members** of the **Society** calling for submissions for proposed resolutions from **Members**.
 - For a submission to be considered at an **AGM**, it must include signatures from either:
 - three **Individual Members**, or
 - one **Club Member**.
 - Submissions shall be closed no later than 10 **Working Days** before the **AGM**.
5. At least 10 **Working Days** before the **AGM**, the Secretary of the **Society** shall give **Notice** to all members of the **Society**, including the proposed agenda for the meeting.
6. Quorum for the **AGM** shall be at least 20% of **Individual Members** and 50% of **Club Members**.
7. The **AGM** shall be chaired by the President or, if the President is unavailable or **Inable**, by the Vice-President.
 - If both the President and Vice-President are unavailable or **Inable**, then the **Committee** shall elect a chair for the **AGM**.

8. The **AGM** shall:
 - Have Quorum
 - Receive and consider an annual report.
 - Receive and consider a statement of the financial position.
 - Consider and adjust the annual membership levy.
 - Consider general business.
 - Consider proposed submissions from members.
9. All members of the **Society** are entitled to speak without discrimination at the **AGM**.
 - **Club Members** and **Affiliate Clubs** must designate a representative in writing to the **Committee** to speak on their behalf at **AGMs**.

3.2 Special General Meeting

1. A **Special General Meeting** may be called by the **Committee** or by the mediator of a dispute resolution in the case of an urgent business or a Vote of No Confidence.
2. The **SGM** shall be hosted at a location, including online, stipulated by the current **Committee**.
3. The **Committee** must provide the ability for members to attend the **SGM** via at least one of audio, audio and visual, or electronic communication.
4. At least 10 **Working Days** before the **SGM**, the Secretary of the **Society** shall give **Notice** to all **Members of the Society**, including the proposed agenda for the meeting.
5. Quorum for the **SGM** shall be at least 10% of **Individual Members** and 50% of **Club Members**.
6. The **SGM** shall be chaired by the President or, if the President is unavailable, **Inable**, or the subject of a Vote of No Confidence, by the Vice-President.
 - If both the President and Vice-President are unavailable, **Inable**, or the subject of a Vote of No Confidence, then the **Committee** shall elect a chair for the **SGM**.
 - If all **Officers of the Committee** are the subject of a Vote of No Confidence, then the **SGM** shall elect a chair.
7. The **SGM** shall:
 - Have Quorum
 - Elect a chair if necessary
 - Discuss urgent business
 - Resolve any Votes of No Confidence

8. All members of the **Society** are entitled to speak without discrimination at the **SGM**.
 - **Club Members** and **Affiliate Clubs** must designate a representative in writing to the **Committee** to speak on their behalf at **SGMs**.

3.3 Voting

1. In all instances where a resolution is tabled, a Quorum must be established before a vote can commence.
2. **Individual Members** of the **Society** are entitled to exercise one vote at **General Meetings** for motions on agenda items that do not change the obligations placed on **Club Members**. The agenda must note items for which **Individual Members** cannot vote.
3. **Club Members** of the **Society** are entitled to exercise one vote at **General Meetings** for all motions.
 - **Club Members** must designate in writing to the **Committee** a representative to exercise their votes.
4. **Affiliate Clubs** are not entitled to any votes at **General Meetings**.
5. Voting shall be conducted electronically through a process designated by the **Committee**, or where available to all **Members** by a show of hands.
 - The voting process must not allow **Members** to exercise more votes than they are provided in this **Constitution**.
 - This process must be fairly accessible to all voting members of the **Society**.
6. The **Society** may pass a written resolution in lieu of a **General Meeting**, provided:
 - All members of the **Society** are given **Notice** of the written resolution, and
 - A deadline for voting, no later than 20 **Working Days** since **Notice** is given, is set by the **Committee**, and
 - It is voted on according to Section 3.3.5, and
 - It is approved by no less than 50 percent of the **Individual Members** who are entitled to vote on the resolution, and
 - It is approved by no less than 50 percent of **Club Members** who are entitled to vote on the resolution.