
Constitution rules

Rock The Vote NZ Incorporated

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1. Introductory rules

1.1 Name

The name of the society is **Rock The Vote NZ Incorporated** (in this **Constitution** referred to as the '**Party**').

1.2 Charitable status

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

1.3 Definitions

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

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

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

'**Caucus**' means all candidates elected by the **Members** to represent the **Party**.

'**Chairperson**' means the **Committee Member** responsible for chairing **General Meetings** and **Committee Meetings**, and who provides leadership for the **Committee**.

'**Committee**' means the **Party's** governing body.

'**Committee Meeting**' means a meeting of the **Committee Members** of the **Party**.

'**Committee Member**' means a **Member** who has been elected by the **Members** to the **Committee**.

'**Constitution**' means the rules in this document.

'**Deputy Party Leader**' means the individual responsible for the overall direction and leadership of the **Caucus** in conjunction with the **Party Leader**.

'**Electoral Act**' means the Electoral Act 1993 or any subsequent or substituting legislation (including amendments to the **Electoral Act** from time to time), and any regulations made under the **Electoral Act** or under any Act which replaces it.

'**Electorate**' has the meaning attributed to it by virtue of the **Electoral Act** section 3.

'**General Election**' means as that term is described in the **Electoral Act**.

'**General Meeting**' means either an **Annual General Meeting** or a **Special General Meeting** of the **Members**.

'**Individual**' means a natural person that is an individual human being distinguished from the broader category of a legal person which may be a private or public organisation.

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

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

‘List Candidate’ means as that term is defined in the **Electoral Act**.

‘Matter’ means -

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

‘Member’ means an individual who has consented to become a member of the **Party** and has been properly admitted to the **Party** who has not ceased to be a member of the **Party**.

‘Minutes Secretary’ means the **Committee Member** responsible for, among other things, recording and distributing the minutes of **General Meetings** and **Committee** meetings.

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

‘Officer’ means an individual who has been elected to a position of responsibility in the **Committee** including a **Chairperson**, a **Secretary**, a **Treasurer** and a **Minutes Secretary**.

‘Party Leader’ means the individual responsible for the overall direction and leadership of the **Party** in conjunction with the **Deputy Party Leader**.

‘Party List’ means the list of candidates selected by the **Party** to contest a **General Election**.

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

‘Secretary’ means the **Committee Member** responsible for the matters specifically noted in this **Constitution**.

‘Society’ and **‘Party’** mean the same and are interchangeable.

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

‘Treasurer’ means the **Committee Member** responsible for, among other things, overseeing the finances of the **Party**.

‘Working Days’ mean as defined in the Legislation Act 2019 section 13. 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, Matariki Observance Day, and Labour Day.

1.4 Purposes

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

- operate as a New Zealand political party called **Rock The Vote New Zealand** (in this **Constitution** referred to as the '**Party**')

1.4.2 **Rock The Vote New Zealand** stands for individual property rights and personal responsibility for all of the citizens of New Zealand, irrespective of their immutable characteristics, in both local and national government. To this end, we seek to:

- allow absolute individual freedom of choice in all medical matters,
- encourage financial and personal independence for all New Zealand citizens,
- actively reduce the dependence of New Zealand citizens on the New Zealand government,
- ensure that freedom of choice, speech, movement and association are defended, and
- ensure that individual property rights are enforced.

1.4.3 The **Party** must not operate for the purpose of, or with the effect of:

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

But the **Party** will not operate for the financial gain of **Members** simply if the **Party**:

- engages in trade,
- pays a **Member** for matters that are incidental to the purposes of the **Party**, and the **Member** is a not-for-profit entity,
- distributes funds to a **Member** to further the purposes of the **Party**, and the **Member**:
 - is a not-for-profit entity, and
 - is affiliated or closely related to the **Party**, and
 - has the same, or substantially the same, purposes as those of the **Party**,
- reimburses a **Member** for reasonable expenses legitimately incurred on behalf of the **Party** or while pursuing the **Party**'s purposes,
- provides benefits to members of the public or of a class of the public and those people include **Members** or their families,
- provides benefits to **Members** or their families to alleviate hardship,
- provides educational scholarships to **Members** or their families,
- pays a **Member** a salary or wages or other payments for services to the **Party** 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 **Party**),

- provides a **Member** with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of the **Party**,
- on removal of the **Party** from the Register of Incorporated Societies having its surplus assets distributed under subpart 5 of Part 5 of the **Act** to a **Member** that is a not-for-profit entity.

1.5 Act and Regulations

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

1.6 Restrictions on Party powers

1.6.1 The **Party** must not be carried on for the financial gain of any of its members.

1.6.2 The **Party's** capacity, rights, powers, and privileges are subject to the following restrictions (if any):

- The **Party** does not have the power to engage in institutional lending.

1.7 Registered office

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

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

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

1.8 Contact individuals

1.8.1 The **Party** shall have at least 1 but no more than 3 contact individuals whom the Registrar can contact when needed.

1.8.2 The **Party's** contact individuals must be:

- at least 18 years of age, and
- ordinarily resident in New Zealand.

1.8.3 Contact individuals are appointed by the **Committee**.

1.8.4 Contact individuals' names must be provided to the Registrar of Incorporated Societies, along with their contact details, including:

- a physical address or a postal address, and
- a telephone number.

- 1.8.5 Any change in contact individual(s) or those individual(s) name(s) or contact details shall be advised to the Registrar of Incorporated Societies within 20 **Working Days** of that change occurring, or the **Party** becoming aware of the change.

2. **Members**

2.1 **Minimum number of Members**

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

2.2 **Types of Members**

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

- **Member:**
A **Member** is an individual admitted to membership under this **Constitution** and who or which has not ceased to be a **Member**.
- **Honorary Member:**
An **Honorary Member** is an individual honoured for services to the **Party** or in an associated field elected as an **Honorary Member** by resolution of a **General Meeting** passed by a simple majority of those **Members** present and voting. An **Honorary Member** has no membership rights, privileges or duties.

2.3 **Becoming a Member: consent**

Every applicant for membership must consent in writing to becoming a **Member** by fully and completely submitting their membership application form to the **Party** consistent with the requirements of the New Zealand Electoral Commission.

2.4 **Becoming a Member: process**

- 2.4.1 An applicant for membership must complete and sign the membership application form and make payment of the **Party** membership fee.
- 2.4.2 The signed written consent of every **Member** to become a **Member** shall be retained in the **Party's** membership records.

2.5 **Members' obligations and rights**

- 2.5.1 Every **Member** shall provide the **Party** in writing with that **Member's** name and contact details (namely, physical or email address and a telephone number) and promptly advise the **Party** in writing of any changes to those details.
- 2.5.2 All **Members** shall promote the interests and purposes of the **Party** and shall do nothing to bring the **Party** into disrepute.
- 2.5.3 A **Member** is only entitled to exercise the rights of membership (including attending and voting at **General Meetings**, accessing or using the **Party's** premises, facilities, equipment and other property, and participating in the **Party's** activities) if all subscriptions and any other fees have been paid to the **Party** by their respective due dates, but no **Member** or **Honorary**

Member is liable for an obligation of the **Party** by reason only of being a **Member**.

2.5.4 The **Committee** may 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 **Party**, and to participate in **Party** activities, including any conditions of and fees for such access, use or involvement.

2.6 Subscriptions and fees

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

2.6.2 Any **Member** failing to pay the annual subscription (including any periodic payment), any levy, or any capitation fees, within 2 calendar months of the date the same was due for payment shall be considered as unfinancial and shall (without being released from the obligation of payment) have no membership rights and shall not be entitled to participate in any **Party** activity or to access or use the **Party's** premises, facilities, equipment and other property until all the arrears are paid.

2.6.2 If such arrears are not paid within 3 calendar months of the due date for payment of the subscription, any other fees or levy, the **Party** may terminate the **Member's** membership (without being required to give prior notice to that **Member**).

2.7 Ceasing to be a member

A **Member** ceases to be a **Member**:

- by resignation by written notice signed by that **Member** (or by email) to the **Secretary**,
- on termination of a **Member's** membership following a dispute resolution process under this **Constitution**, or
- on death, or
- by resolution of the **Committee**, where:
 - the **Member** has failed to pay a subscription, levy or other amount due to the **Party** within 3 calendar months of the due date for payment.
 - in the opinion of the **Committee** the **Member** has brought the **Party** into disrepute,

with effect from (as applicable):

- the date of receipt of the **Member's** notice of resignation by the **Secretary** (or any subsequent date stated in the notice of resignation), or
- the date of termination of the **Member's** membership under this **Constitution**, or
- the date of death of the **Member**, or
- the date specified in a resolution of the **Committee** and when a **Member's** membership has been terminated by the **Committee**, the **Secretary** shall promptly notify the former **Member** in writing.

2.8 Obligations once membership has ceased

2.8.1 A **Member** who has ceased to be a **Member** under this **Constitution**:

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

2.9 Becoming a Member again

2.9.1 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**.

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

3. Annual General Meetings

3.1 Annual General Meetings: when they will be held

3.1.1 An **Annual General Meeting** shall be held once a year on a date and at a location and/or using any electronic communication determined by the **Committee** and consistent with any requirements in the **Act** and the **Constitution** relating to the procedure to be followed at **Special General Meetings** shall apply (rule 4.2).

3.1.2 The **Annual General Meeting** must be held no later than the earlier of the following:

- 6 months after the balance date of the **Party**,
- 15 months after the previous **Annual General Meeting**.

3.2 Annual General Meetings: business

3.2.1 The business of an **Annual General Meeting** shall be to:

- confirm the minutes of the last **Annual General Meeting** and any **Special General Meeting(s)** held since the last **Annual General Meeting**,
- adopt the **Chairperson's** annual report on the operations and affairs of the **Party**,
- adopt the **Treasurer's** report on the finances of the **Party**, and the annual financial statements,
- set any subscriptions for the current financial year,
- elect all those **Committee Members** whose terms have expired,
- elect the **Party Leader** and/or **Deputy Party Leader**, should either of those positions be up for election,

- consider any motions of which prior notice has been given to **Members** with notice of the meeting, and
 - consider any general business.
- 3.2.2 The **Committee** must, at each **Annual General Meeting**, present the following information:
- the **Chairperson's** annual report on the operation and affairs of the **Party** during the most recently completed accounting period,
 - the annual financial statements for that period, and
 - notice of any disclosures of conflicts of interest made by **Officers** during that period (including a summary of the matters, or types of matters, to which those disclosures relate).

4. Special General Meetings

4.1 Special General Meetings: when they will be held

- 4.1.2 A **Special General Meeting** may be called at any time by the **Committee** by resolution.
- 4.1.3 The **Committee** must call a **Special General Meeting** if it receives a written request signed by at least 20 per cent of the **Members**.
- 4.1.4 Any resolution or written request must state the business that the **Special General Meeting** is to deal with, and a **Special General Meeting** shall only consider and deal with the business specified in the **Committee's** resolution or the written request by **Members** for the meeting.
- 4.1.5 A **Special General Meeting** shall be held not more than 60 days after receipt of the **Members'** written request but, subject to that, the time and place of any **Special General Meetings** shall be decided by the **Committee**.

4.2 Procedures for Special General Meetings

- 4.2.1 The **Committee** shall give all **Members** at least 10 **Working Days'** written **Notice** of any **Special General Meeting** and of the business to be conducted at that **Special General Meeting**.
- 4.2.2 That **Notice** will be addressed to the **Member** at the contact address notified to the **Society** and recorded in the **Society's** register of members. The **Special General Meeting** and its business will not be invalidated simply because one or more **Members** do not receive the **Notice** of the **Special General Meeting**.
- 4.4.3 Only financial **Members** may attend, speak and vote at **Special General Meetings**.
- 4.4.4 No **Member** paying by monthly subscription shall be entitled to vote if the **Member** has not paid the subscription for at least the three months before the date set for the meeting, excluding the day of the meeting.

- 4.4.4 **Members** attending a **Special General Meetings** must attend in person, may not attend by a representative, and must exercise their votes themselves personally.
- 4.4.5 Voting at a **Special General Meeting** shall be by voices or by show of hands or, on demand of the **Chairperson** or of 2 or more **Members** present, by secret ballot.
- 4.4.6 There shall be no requirement for a quorum at a **Special General Meeting** which has been duly notified.
- 4.4.7 Unless otherwise required by this **Constitution**, all questions shall be decided by a simple majority of those in attendance in person or by proxy and voting at a **Special General Meeting**.
- 4.4.8 Written resolutions may not be passed in lieu of a **Special General Meeting**.
- 4.4.9 **Special General Meetings** may be held at one or more venues by **Members** present in person and/or using any real-time audio, audio and visual, or electronic communication that gives each **Member** a reasonable opportunity to participate.
- 4.4.10 **Special General Meetings** shall be chaired by the **Chairperson**. If the **Chairperson** is absent the meeting shall elect another member of the **Committee** to chair that meeting. If a decision cannot be made, the meeting shall be chaired by the oldest **Committee Member** present.
- 4.4.11 Any **Committee Member** chairing a **Special General Meeting** has a deliberative and, in the event of a tied vote, a casting vote.
- 4.4.12 Any **Committee Member** chairing a **Special General Meeting** may -
- With the consent of a simple majority of **Members** present at any **Special General Meeting** adjourn the **Special General Meeting** from time to time and from place to place but no business shall be transacted at any adjourned **Special General Meeting** other than the business left unfinished at the meeting from which the adjournment took place.
 - Direct that any person not entitled to be present at the **Special General Meeting**, or obstructing the business of the **Special General Meeting**, or behaving in a disorderly manner, or being abusive, or failing to abide by the directions of the chairperson be removed from the **Special General Meeting**, and
 - In the case of emergency, adjourn the **Special General Meeting** or declare it closed.
- 4.4.13 The **Committee** may propose motions for the **Members** to vote on (**'Committee Motions'**), which shall be notified to **Members** with the notice of the **Special General Meeting**.
- 4.4.14 Any **Member** may request that a motion be voted on (**'Member's Motion'**) at a **Special General Meeting**, by giving notice to the **Secretary** at least **5 Working Days** before that meeting. The **Member** may also provide information in support of the motion (**'Member's Information'**). If notice of

the motion is given to the **Secretary** before written **Notice** of the **Special General Meeting** is given to **Members**, notice of the motion shall be provided to **Members** with the written **Notice** of the **Special General Meeting**.

5. Committee

5.1 Composition

5.1.1 The **Committee** will consist of a minimum of 3 **Officers** who are:

- **Members**; and
- people; and
- not disqualified by these **Rules** or the **Act**,

and will include:

- a **Chairperson**,
- a **Minutes Secretary**,
- a **Secretary** and a **Treasurer**, who may be the same individual, and

the number of **Members** to make up the minimum number of **Members** required by the **Act**.

5.1.2 The **Party Leader** and **Deputy Party Leader** shall have the right to attend any **Party** meeting or **Committee** meeting and shall be an ex-officio member of the **Committee**.

5.2 Functions of the Committee

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

5.3 Powers of the Committee

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

5.4 Sub-committees

5.4.1 The **Committee** may appoint sub-committees, with at least one member being a **Committee Member** having oversight over the activities of the sub-committee, consisting of such individuals (all of whom must be **Members** of the **Party**) and for such purposes as it thinks fit.

5.4.2 Unless otherwise resolved by the **Committee**:

- a sub-committee must not commit the **Party** to any financial expenditure without express authority from the **Committee**, and
- a sub-committee must not further delegate any of its powers without authority.

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

6. Committee Meetings

6.1 Procedures for all Committee meetings

6.1.1 The **Chairperson** shall give all **Committee Members** at least 3 **Working Days**’ written **Notice** of any **Committee Meeting** and of the business to be conducted at that **Committee Meeting**.

6.1.2 That **Notice** will be addressed to the **Committee Member** at the contact address notified to the **Party** and recorded in the **Party’s** register of members.

6.1.3 The **Committee Meeting** and its business will not be invalidated simply because one or more **Committee Members** do not receive the **Notice** of the **Committee Meeting**.

6.1.4 Only **Committee Members** may attend, speak and vote at **Committee Meetings**:

- in person, or
- by a signed original written proxy (an email being acceptable) in favour of some individual entitled to be present at the meeting and received by, or handed to, the **Chairperson** before the commencement of the **Committee Meeting**, and
- no other proxy voting shall be permitted.

6.1.5 No **Committee Meeting** may be held unless at least 60 percent of **Committee Members** attend throughout the meeting and this will constitute a quorum.

6.1.6 If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting shall be dissolved and shall stand adjourned to a day, time and place determined by the **Chairperson**, and if at such adjourned meeting a quorum is not present those **Committee Members** present in person or by proxy shall be deemed to constitute a sufficient quorum.

6.1.7 A **Committee Member** is entitled to exercise one (1) vote on any motion at a **Committee Meeting** in person or by proxy, and voting at a **Committee Meeting** shall be cast by voices, or by show of hands or, on demand of the **Chairperson** or of 2 or more **Committee Members** present, by secret ballot.

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

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

6.1.10 Written resolutions may not be passed in lieu of a **Committee Meeting**.

- 6.1.11 **Committee Meetings** may be held at one or more venues by **Committee Members** present in person and/or using any real-time audio, audio and visual, or electronic communication that gives each **Committee Member** a reasonable opportunity to participate.
- 6.1.12 **Committee Meetings** shall be chaired by the **Chairperson**. If the **Chairperson** is absent the meeting shall elect another member of the **Committee** to chair that meeting via simple majority. If a decision cannot be made, the meeting shall be chaired by the oldest **Committee Member** present.
- 6.1.13 Any **Committee Member** chairing a **Committee Meeting** has a deliberative and, in the event of a tied vote, a casting vote.
- 6.1.14 Any **Committee Member** chairing a **Committee Meeting** may -
- With the consent of a simple majority of **Committee Members** present at any **Committee Meeting** adjourn the **Committee Meeting** from time to time and from place to place but no business shall be transacted at any adjourned **Committee Meeting** other than the business left unfinished at the meeting from which the adjournment took place,
 - Direct that any person not entitled to be present at the **Committee Meeting**, or obstructing the business of the **Committee Meeting**, or behaving in a disorderly manner, or being abusive, or failing to abide by the directions of the **Chairperson** be removed from the **Committee Meeting**, and
 - In the absence of a quorum or in the case of emergency, adjourn the **Committee Meeting** or declare it closed.
- 6.1.15 The **Committee** may propose motions for the **Committee** to vote on (**Committee Motions**), which shall be notified to **Committee Members** with the notice of the **Committee Meeting**.
- 6.1.16 Any **Committee Member** may request that a motion be voted on (**Committee Member's Motion**) at a **Committee Meeting**, by giving notice to the **Chairperson** at least 5 **Working Days** before that meeting. The **Committee Member** may also provide information in support of the motion (**Committee Member's Information**). Notice of the **Committee Member's Motion** must be given to the **Chairperson** before written **Notice** of the **Committee Meeting** is given to **Committee Members**, so that **Notice** of the **Committee Member's Motion** and any **Committee Member's Information** can be provided to **Committee Members** with the written **Notice** of the **Committee Meeting**.
- 6.1.17 Any **Committee Member** may request that a motion be voted on (**Committee Member's Motion**) during the proceedings of a **Committee Meeting** however the **Chairperson** reserves the right to adjourn any discussion and/or vote on such a **Committee Member's Motion** until the next **Committee Meeting**.

6.2 Minutes

The **Minutes Secretary** must keep minutes of all **Committee** and **General Meetings**.

7. Committee Members

7.1 Becoming a Committee Member: consent

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

7.2 Becoming a Committee Member: process

7.2.1 A nominee for **Committee** membership must complete and sign any application form, supply any information, or attend any interview as may be reasonably required by the **Committee** regarding an application for membership and must agree to sign a non-disclosure agreement.

7.2.2 **Committee Members** shall be elected during **Annual General Meetings**. However, if a vacancy in the position of any **Committee Member** occurs between **Annual General Meetings**, that vacancy shall be filled by resolution of the **Committee** (and any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as a **Committee Member** by these Rules or the **Act**, and sign a non-disclosure agreement).

7.2.3 Any such new **Committee Member**'s term will expire at the end of the next **Annual General Meeting**.

7.3 Term

7.3.1 The term of membership of a **Committee Member** shall be 2 year(s), expiring at the end of the **Annual General Meeting** of the **Party** in the year corresponding with the last year of each **Committee Member**'s term of membership.

7.3.2 At the first **Annual General Meeting** of the **Party** following its registration, no more than 50 percent of **Committee Members**' terms will expire and a 2 year term will be put in place for the newly-elected **Committee Members**, so that at any subsequent **Annual General Meeting** no more than 50 percent of the **Committee Members**' terms will be expiring.

7.4 Election of Committee Members at the Annual General Meeting

The election of **Committee Members** shall be conducted as follows:

- a. At least 10 **Working Days** before the date of the **Annual General Meeting**, the **Committee** shall give **Notice** to all **Members** by posting or emailing to them such information (not exceeding one side of an A4 sheet of paper) as may be supplied to the **Committee** by or on behalf of each nominee, in support of the nomination.
- b. If there are insufficient valid nominations received under this rule, but not otherwise, further nominations may be received from the floor at the **Annual General Meeting**.
- c. Votes shall be cast in such a manner as the **Chairperson** of the **Annual General Meeting** shall determine.

- d. Two **Members** (who are not nominees) or non-**Members** appointed by the **Chairperson** of the **Annual General Meeting** shall act as scrutineers for the counting of the votes and destruction of any voting papers.
- e. The failure for any reason of any **Member** to receive such **Notice** shall not invalidate the election.
- f. In the event of any vote being tied the tie shall be resolved by the **Chairperson's** casting vote.

7.5 Ceasing to be a Committee Member

7.5.1 A **Committee Member** ceases to be a **Committee Member**:

- by resignation by written notice signed by that **Committee Member** to the **Chairperson**,
- on termination of a **Committee Member's** membership following a dispute resolution process under this **Constitution**, or
- on death (or if a body corporate on liquidation or deregistration, or if a partnership on dissolution of the partnership), or
- by resolution of the **Committee**, where:
 - the **Committee Member** has failed to pay a subscription, levy or other amount due to the **Party** within 1 calendar month of the due date for payment.
 - in the opinion of the **Committee** the **Committee Member** has brought the **Party** into disrepute,

with effect from (as applicable):

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

7.5.2 The **Committee** may determine that a **Committee Member** who has failed to attend 3 consecutive **Committee Meetings** has left the **Committee** and that therefore their membership of the **Committee** is terminated.

7.6 Obligations once Committee membership has ceased

A **Committee Member** who has ceased to be a **Committee Member** under this **Constitution**:

- shall cease to hold himself or herself out as a member of the **Committee**, and
- shall return to the **Committee** all material provided to that **Member** by the **Committee** (including any membership certificate, badges, handbooks and manuals), and
- shall cease to be entitled to any of the rights of a **Committee Member**.

7.7 Becoming a Committee Member again

Any former **Committee Member** may apply for re-admission in the manner prescribed for new applicants.

8. Officers

8.1 Qualifications of Officers

8.1.1 Every **Officer** must be an **Committee Member** who:

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

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

- a. an individual who is under 16 years of age,
- b. an individual who is an undischarged bankrupt,
- c. an individual 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,
- d. an individual who is disqualified from being a member of the governing body of a charitable entity under section 16(2) of the Charities Act 2005,
- e. an individual who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years -
 - i. an offence under subpart 6 of Part 4 of the **Act**
 - ii. a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961)
 - iii. an offence under section 143B of the Tax Administration Act 1994
 - iv. an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (1) to (3)
 - v. a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere,
- f. an individual subject to:
 - i. a banning order under subpart 7 of Part 4 of the **Act**, or
 - ii. an order under section 107 of the Credit Contracts and Consumer Finance Act 2003, or
 - iii. a forfeiture order under the Criminal Proceeds (Recovery) Act 2009, or
 - iv. a property order made under the Protection of Personal and Property Rights Act 1977, or whose property is managed by a trustee corporation under section 32 of that Act, or
- g. an individual 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**.

8.1.3 Prior to election or appointment as an **Officer** an individual must:

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

8.1.4 Note that only an individual may be an **Officer** and each certificate shall be retained in the **Party's** records.

8.2 Officers' Duties

8.2.1 At all times each **Officer**:

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

8.3 Term

8.3.1 The term of office for all **Officers** shall be 2 years, expiring at the end of the **Annual General Meeting** of the **Party** in the year corresponding with the last year of each **Officer's** term of office.

8.3.2 At the first **Committee Meeting** held following the **Annual General Meeting** no more than 50 percent of **Officers'** terms will expire and a 2 year term will be put in place for the newly-elected **Officers**, so that at any subsequent **Committee Meeting** held following the **Annual General Meeting** no more than 50 percent of the **Officers'** terms will be expiring.

8.4 Election or appointment of Officers

8.4.1 The election of **Officers** shall be conducted as follows:

- The **Committee** shall conduct an election of **Officers** whose terms have expired at the first **Committee Meeting** following the **Annual General Meeting**.
- At least 5 **Working Days** before the date of the meeting the **Chairperson** shall give **Notice** to all **Committee Members** by posting

or emailing to them such information (not exceeding one side of an A4 sheet of paper) as may be supplied to the **Committee** by or on behalf of nominees for any positions of **Officer** which are up for election, in support of the nomination, except where an **Officer** has indicated that they intend to stand for re-election to their position.

- c. Only nominees who are not disqualified from being appointed or holding office as an **Officer** (as described in the 'Qualification of Officers' rule above) may stand for election and vote in elections.
- d. Votes shall be cast in such a manner as the **Chairperson** of the **Committee Meeting** shall determine.
- e. Two **Committee Members** (who are not nominees) shall act as scrutineers for the counting of the votes and destruction of any voting papers.
- f. The failure for any reason of any **Committee Member** to receive such **Notice** shall not invalidate the election.
- g. In the event of any vote being tied the tie shall be resolved by the **Chairperson's** casting vote.

8.4.2 In addition to **Officers** elected under the foregoing provisions of this rule, the **Committee** may appoint other **Officers** for a specific purpose, or for a limited period, or generally until the **Annual General Meeting**. Unless otherwise specified by the **Committee** any individual so appointed shall have full speaking and voting rights as an **Officer** of the **Party**. Any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as an **Officer**, and sign a non-disclosure agreement.

8.5 Removal of Officers

An **Officer** shall be removed as an **Officer** by resolution of the **Committee** where in the opinion of the **Committee**:

- The **Officer** has been absent from 3 consecutive **Committee Meetings** without leave of absence from the **Committee**,
- The **Officer** has brought the **Party** into disrepute,
- The **Officer** has failed to disclose a conflict of interest, or
- The **Committee** passes a vote of no confidence in the **Officer**.

8.6 Ceasing to hold office

8.6.1 An **Officer** ceases to hold office when they resign (by notice in writing to the **Chairperson**), are removed, die, or otherwise vacate office in accordance with section 50(1) of the **Act**.

8.6.2 Each **Officer** shall within 5 **Working Days** of submitting a resignation or ceasing to hold office, deliver to the **Chairperson** all books, papers and other property of the **Party** held by such former **Officer**.

8.7 Conflicts of interest

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

- a. to the **Committee** and sub-committee, and
 - b. in an **Interests Register** kept by the **Secretary**.
- 8.7.2 Disclosure must be made as soon as practicable after the **Officer** or member of a sub-committee becomes aware that they are interested in the **Matter**.
- 8.7.3 An **Officer** or member of a sub-committee who is an **Interested Member** regarding a **Matter**:
- a. must not vote or take part in the decision of the **Committee** and/or sub-committee relating to the **Matter** unless all members of the **Committee** who are not interested in the **Matter** consent; and
 - b. 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
 - c. may take part in any discussion of the **Committee** and/or sub-committee relating to the **Matter** and be present at the time of the decision of the **Committee** and/or sub-committee (unless the **Committee** and/or sub-committee decides otherwise).
- 8.7.4 However, an **Officer** or member of a sub-committee who is prevented from voting on a **Matter** may still be counted for the purpose of determining whether there is a quorum at any meeting at which the **Matter** is considered.
- 8.7.5 Where 50 per cent or more of **Officers** are prevented from voting on a **Matter** because they are interested in that **Matter**, or where 50 per cent or more of the members of a sub-committee are prevented from voting on a **Matter** because they are interested in that **Matter**, the **Committee** shall consider and determine the **Matter**.

9. Rules governing the selection of candidates

- 9.1 Prior to any election the **Party** contests, the **Committee** shall adopt a programme for the selection of candidates to represent the **Party**.
- 9.2 The **Committee** shall determine what **Electorates**, if any, the **Party** shall field candidates for in a **General Election**, or any other election, including whether the **Party** should submit a list of candidates in accordance with section 127 of the **Electoral Act**.
- 9.3 The **Committee** may nominate a candidate in any constituency in which the **Party** plans to stand a candidate and will call for nominations from the membership for candidates.
- 9.4 All applicants shall provide full details of their background, education, achievements, previous political activities, and other relevant personal information in a form determined by the **Committee** from time to time and shall be under a duty to disclose in writing any information which is adverse to them which would embarrass the **Party** upon public disclosure or may render that individual unfit to be a candidate.

- 9.5 If there is more than one nomination for a candidate to stand in a constituency, a **Special General Meeting** will be held in that constituency for the **Members** to elect a candidate, otherwise any candidate nominated by the **Committee** shall be appointed the **Party's** candidate in that constituency.
- 9.6 The procedure for the election of candidates at a **Special General Meeting** will be as defined in clause 7.4.1 of this **Constitution**.

10. Party List

10.1 List Candidates

- 10.1.1 Any eligible **Member** of good standing may be nominated or nominate themselves to be a **List Candidate**.
- 10.1.2 All applicants shall provide full details of their background, education, achievements, previous political activities, and other relevant personal information in a form determined by the **Committee** from time to time and shall be under a duty to disclose in writing any information which is adverse to them which would embarrass the **Party** upon public disclosure or may render that individual unfit to be a **List Candidate**.

10.2 Party List Formation

- 10.2.1 In a general election year the **Committee** shall decide the time periods and deadlines for each stage of selecting the **Party List**.
- 10.2.2 The **Secretary** shall call for nominations in accordance with the time period and deadlines set by the **Committee**.
- 10.2.3 At the close of nominations the **Committee** shall rank nominees and produce the **Party List**.
- 10.2.4 The draft list will be submitted to **Members** for consultation and **Members** will have the opportunity to offer views and opinions on the ranking of the candidates on the draft **Party List** within the time period set by the **Committee**.
- 10.2.5 From the draft **Party List** and with consideration of the views of the **Members**, the **Committee** shall provide an electoral **Party List** at its sole discretion and that list will constitute the final **Party List**.

11. Party Leader and Deputy Party Leader selection

- 11.1 The **Committee** may nominate candidates for **Party Leader** and **Deputy Party Leader** and will call for nominations from the membership for candidates.
- 11.2 All applicants shall provide full details of their background, education, achievements, previous political activities, and other relevant personal information in a form determined by the **Committee** from time to time, and shall be under a duty to disclose in writing any information which is adverse to them which would embarrass the **Party** upon public disclosure or may render that individual unfit to be the **Party Leader** or **Deputy Party Leader**.

- 11.3 The **Members** shall elect the **Party Leader** and **Deputy Party Leader** by a majority vote at a **General Meeting**.
- 11.4 The procedure for the election of the **Party Leader** and/or **Deputy Party Leader** at a **General Meeting** will be as defined in clause 7.4.1 of this **Constitution**.

12. Records

12.1 Register of Members

- 12.1.1 The **Secretary** shall keep an up-to-date Register of **Members**.
- 12.1.2 For each current **Member**, the information contained in the Register of **Members** shall include:
- Their name, and
 - The date on which they became a **Member** (if there is no record of the date they joined, this date will be recorded as 'Unknown'), and
 - Their contact details, including -
 - a physical address or a postal address, and
 - a telephone number.
- 12.1.3 The Register will also include each **Member's**
- email address (if any), and
 - whether the **Member** is financial or unfinancial.
- 12.1.4 Every current **Member** shall promptly advise the **Secretary** of any change of the **Member's** contact details.
- 12.1.5 The **Secretary** shall also keep a record of the former **Members** of the **Party**. For each **Member** who ceased to be a **Member** within the previous 7 years, the **Secretary** will record:
- the former **Member's** name, and
 - the date the former **Member** ceased to be a **Member**.

12.2 Interests Register

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

12.3 Access to information for members

- 12.3.1 A **Member** may at any time make a written request to the **Secretary** for information held by the **Party**.
- 12.3.1 The request must specify the information sought in sufficient detail to enable the information to be identified.
- 12.3.2 The **Secretary** 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 **Party** (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.
- 12.3.3 Without limiting the reasons for which the **Party** may refuse to provide the information, the **Party** may refuse to provide the information if:
- a. withholding the information is necessary to protect the privacy of individuals, including that of deceased individuals, or
 - b. the disclosure of the information would, or would be likely to, prejudice the commercial position of the **Party** or of any of its **Members**, or
 - c. the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other individual, whether or not that individual supplied the information to the **Party**, or
 - d. the information is not relevant to the operation or affairs of the **Party**, or
 - e. withholding the information is necessary to maintain legal professional privilege, or
 - f. the disclosure of the information would, or would be likely to, breach an enactment, or
 - g. the burden to the **Party** in responding to the request is substantially disproportionate to any benefit that the **Member** (or any other individual) will or may receive from the disclosure of the information, or
 - h. the request for the information is frivolous or vexatious, or
 - i. 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**.
- 12.3.4 If the **Party** 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 **Party**:
- a. that the **Member** will pay the charge; or
 - b. that the **Member** considers the charge to be unreasonable.
- 12.3.5 Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

13. Finances

13.1 Control and Management

13.1.1 The funds and property of the **Party** 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 **Party**.

- 13.1.2 The bank account shall be held in the name of the **Treasurer** on trust for the **Party**.
- 13.1.3 All money received on account of the **Party** shall be banked within 5 **Working Days** of receipt.
- 13.1.4 All accounts paid or for payment shall be submitted to the **Committee** for approval of payment.
- 13.1.5 The **Committee** must ensure that there are kept at all times accounting records that correctly record the transactions of the **Party**, and
- a. allow the **Party** to produce financial statements that comply with the requirements of the **Act**, and
 - b. would enable the financial statements to be readily and properly audited (if required under any legislation or its **Constitution**).
- 13.1.6 The **Committee** must establish and maintain a satisfactory system of control of the **Party's** accounting records.
- 13.1.7 The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form. And the accounting records must be kept for the current accounting period and for the last 7 completed accounting periods of the **Party**.

13.2 Balance date

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

14. Dispute Resolution

14.1 Meanings of dispute and complaint

- 14.1.1 A dispute is a disagreement or conflict involving the **Party** and/or its **Members** in relation to specific allegations set out below.
- 14.1.2 The disagreement or conflict may be between any of the following people -
- a. 2 or more **Members**,
 - b. 1 or more **Members** and the **Party**,
 - c. 1 or more **Members** and 1 or more **Officers**,
 - d. 2 or more **Officers**,
 - e. 1 or more **Officers** and the **Party**, or
 - f. 1 or more **Members** or **Officers** and the **Party**.
- 14.1.3 The disagreement or conflict relates to any of the following allegations -
- a. a **Member** or an **Officer** has engaged in misconduct,
 - b. a **Member** or an **Officer** has breached, or is likely to breach, a duty under the **Party's Constitution** or bylaws or the **Act**,
 - c. the **Party** has breached, or is likely to breach, a duty under the **Party's Constitution** or bylaws or the **Act**, and/or

- d. a **Member's** rights or interests as a **Member** have been damaged or **Members'** rights or interests generally have been damaged.

14.2 How complaint is made

- 14.2.1 A **Member** or an **Officer** may make a complaint by giving to the **Committee** (or a complaints sub-committee) a notice in writing that -
 - a. states that the **Member** or **Officer** is starting a procedure for resolving a dispute in accordance with the **Party's Constitution**; and
 - b. sets out the allegation or allegations to which the dispute relates and whom the allegation is against; and
 - c. sets out any other information reasonably required by the **Party**.
- 14.2.2 The **Committee** may make a complaint involving an allegation or allegations against a **Member** or an **Officer** by giving to the **Member** or **Officer** a notice in writing that -
 - a. states that the **Committee** is starting a procedure for resolving a dispute in accordance with the **Party's Constitution**; and
 - b. sets out the allegation to which the dispute relates.
- 14.2.3 The information given under subclause (1.2) or (2.2) must be sufficient to ensure that an individual against whom an allegation is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that individual to prepare a response.
- 14.2.4 A complaint may be made in any other reasonable manner permitted by the **Constitution**.
- 14.2.5 All **Members** (including **Committee Members**) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the **Party's** activities.
- 14.2.6 The complainant raising a dispute, and the **Committee**, must consider and discuss whether a dispute may best be resolved through informal discussions, mediation or arbitration. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

14.3 Individual who makes complaint has right to be heard

- 14.3.1 A **Member** or an **Officer** who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
- 14.3.2 If the **Party** makes a complaint -
 - a. the **Party** has a right to be heard before the complaint is resolved or any outcome is determined; and
 - b. an **Officer** may exercise that right on behalf of the **Party**.
- 14.3.3 Without limiting the manner in which the **Member, Officer, or Party** may be given the right to be heard, they must be taken to have been given the right if -

- a. they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
- b. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
- c. an oral hearing (if any) is held before the decision maker; and
- d. the **Member's**, **Officer's**, or **Party's** written or verbal statement or submissions (if any) are considered by the decision maker.

14.4 Investigating and determining dispute

14.4.1 The **Party** must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with the **Party's Constitution**, ensure that the dispute is investigated and determined.

14.4.2 Disputes must be dealt with under the **Constitution** in a fair, efficient, and effective manner and in accordance with the provisions of the **Act**.

14.5 Party may decide not to proceed further with complaint

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

- a. the complaint is considered to be trivial; or
- b. the complaint does not appear to disclose or involve any allegation of the following kind:
 - i. that a **Member** or an **Officer** has engaged in material misconduct,
 - ii. that a **Member**, an **Officer**, or the **Party** has materially breached, or is likely to materially breach, a duty under the **Party's Constitution** or bylaws or the **Act**,
 - iii. that a **Member's** rights or interests or **Members'** rights or interests generally have been materially damaged; or
- c. the complaint appears to be without foundation or there is no apparent evidence to support it; or
- d. the individual who makes the complaint has an insignificant interest in the matter; or
- e. the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the **Constitution**; or
- f. there has been an undue delay in making the complaint.

14.6 Party may refer complaint

14.6.1 The **Party** may refer a complaint to -

- a. a sub-committee or an external person to investigate and report; or
- b. a sub-committee, an arbitral tribunal, or an external person to investigate and make a decision.

14.6.2 The **Party** may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation or facilitation).

14.7 Decision makers

An individual may not act as a decision maker in relation to a complaint if 2 or more members of the **Committee** or a complaints sub-committee consider that there are reasonable grounds to believe that the individual may not be -

- a. impartial; or
- b. able to consider the matter without a predetermined view.

15. Liquidation and removal from the register

15.1 Resolving to put Party into liquidation

15.1.1 The **Party** may be liquidated in accordance with the provisions of Part 5 of the **Act**.

15.1.2 The **Committee** shall give 20 **Working Days** written **Notice** to all **Members** of the proposed resolution to put the **Party** into liquidation.

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

15.1.4 Any resolution to put the **Party** into liquidation must be passed by a two-thirds majority of all **Members** present and voting.

15.2 Resolving to apply for removal from the Register

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

15.2.2 The **Committee** shall give 20 **Working Days** written **Notice** to all **Members** of the proposed resolution to remove the **Party** from the Register of Incorporated Societies.

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

15.2.4 Any resolution to remove the **Party** from the Register of Incorporated Societies must be passed by a two-thirds majority of all **Members** present and voting.

15.3 Surplus assets

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

15.3.2 On the liquidation or removal from the Register of Incorporated Societies of the **Party**, its surplus assets - after payment of all debts, costs and liabilities - shall be vested in a group with similar aims, to be decided at the time at a **Special General Meeting** of the current **Members**.

6. Amending this Constitution

- 16.1 All amendments must be made in accordance with this **Constitution**. Any minor or technical amendments shall be notified to **Members** as required by section 31 of the **Act**.
- 16.2 The **Party** may amend or replace this **Constitution** at a **General Meeting** by a resolution passed by a two-thirds majority of those **Members** present and voting.
- 16.3 That amendment may be approved by a resolution passed in lieu of a meeting but only if authorised by this **Constitution**.
- 16.4 Any proposed resolution to amend or replace this **Constitution** shall be signed by at least 20 per cent of eligible **Members** and given in writing to the **Chairperson** at least 10 **Working Days** before the **General Meeting** at which the resolution is to be considered and accompanied by a written explanation of the reasons for the proposal.
- 16.5 At least 5 **Working Days** before the **General Meeting** at which any amendment is to be considered the **Chairperson** shall give to all **Members** notice of the proposed resolution and the reasons for the proposal.
- 16.6 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.

17. Common seal

- 17.1 The common seal of the **Party** must be kept in the custody of:
 - the **Secretary**
- 17.2 The common seal may be affixed to any document:
 - a. by resolution of the **Committee**, or
 - b. by such other means as the **Committee** may resolve from time to time.

18. Bylaws

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