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## 1. Name and status

- 1.1. The name of the **Society** is 'CAMBRIDGE HISTORICAL SOCIETY INCORPORATED' (herein in this **Constitution** called 'the **Society**')
- 1.2. The Cambridge Historical Society Incorporated, often known and accepted by the initials 'CHS' is also known in the wider Cambridge and Waipa communities as the '**Cambridge Museum**', and accordingly any reference to the Cambridge Historical Society, Cambridge Historical Society Inc, CHS and Cambridge Museum shall be treated as a reference to the **Society**.
- 1.3. The **Society** was previously incorporated on the 19th day of November 1959, and amended, under the provisions of the Incorporated Societies Act 1908, and since incorporation has been responsible for the administration and maintenance of the Cambridge Museum.
- 1.4. The **Society** is already registered as Charitable entity under the Charities Act 2005 Registration Number CC55864, and after re-registration under the Incorporated Societies Act 2022, intends to maintain that charitable status.
- 1.5. The Registered Address and Postal Address of the Society is 24 Victoria Street, Cambridge 3434.
- 1.6. The contact person for the **Society** is the **Secretary** of the **Society** as elected by the **Members** of the **Society**. The contact person is responsible for advising the Registrar of Incorporated Societies of a change in the identity or particulars of the **Society's** contact person.

## 2. Definitions and interpretation

- 2.1. In these **Rules**, except where a contrary intention appears,
  - 2.1.1. '**Society**' means the Cambridge Historical Society Incorporated;

- 2.1.2. **'Cambridge Museum'** means the **Cambridge Museum** located at 24 Victoria Street, Cambridge and administered by the **Society**;
- 2.1.3. **'Committee'** means the **Society's** governing body for the time being constituted under these **Rules**;
- 2.1.4. **'Constitution'** means the **Rules** of the **Society** as set out in this document;
- 2.1.5. **'Rules'** mean the provisions used in this **Constitution**, and includes **Rules** made by the **Committee** for the practical operation of this **Constitution**, and, where the context requires, include bylaws if and as required by other legislation;
- 2.1.6. **'Year'** includes **'financial year'** and means the **financial year** of the **Society** which shall extend from the first day of July in any year until the 30th day of June in the following year (both inclusive);
- 2.1.7. In addition, the following words and phrases have the following meanings:
  - a. **'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;
  - b. **'Annual General Meeting'** means a meeting of the **Members** of the **Society** held once per year which, among other things, will receive and consider reports on the **Society's** activities and finances, and shall be held no later than ninety (90) days from the date representing the end of the **Society's financial year**;
  - c. **'Chairperson'** means the **Officer** responsible for chairing **General Meetings** and **Committee** meetings, and who provides leadership for the **Society**, and this person may also be a former **Officer** of the **Society**, and where applicable, this person may also be described in reports and communications as the President;
  - d. **'Contact person'** means the contact person or persons of the **Society** appointed by the **Committee**;
  - e. **'Deputy Chairperson'** means the **Officer** elected or appointed to deputise in the absence of the **Chairperson**, and this person may also be a former **Officer** of the **Society**, and if applicable may also be described in reports and communications as the Vice-President;
  - f. **'General Meeting'** means either an **Annual General Meeting** or a **Special General Meeting** of the **Members** of the **Society**;
  - g. **'Interested Member'** means a **Member** who is interested in a **Matter** for any of the reasons set out in section 62 of the **Act**;
  - h. **'Interests Register'** means the register of interests of **Officers**, kept under this **Constitution** and as required by section 73 of the **Act**;
  - i. **'Local Authority'** means the Waipa District Council;
  - j. **'Majority vote'** where it is specifically stated or required means a vote made by more than half of the **Members** who are present at a **Society** meeting and who are entitled to vote and voting at that **Society's** meeting upon a resolution put to that **Society** meeting;
  - k. **'Manager'** means any person employed by the **Society**, whether on a part-time or full-time basis pursuant to an employment contract;
  - l. **'Matter'** means -
    - i. the **Society's** performance of its activities or exercise of its powers; or
    - ii. an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the **Society**;

- m. **'Member'** means a person who has consented to become a **Member** of the **Society** and has been properly admitted to the **Society** who has not ceased to be a **Member** of the **Society**.
  - n. **'Notice'** to **Members** includes any **notice** given by email, post or courier;
  - o. **'Officer'** means a natural person who is:
    - i. a **Member** of the **Committee**, or
    - ii. occupying a position in the **Society** that allows them to exercise significant influence over the management or administration of the **Society**, including any Chief Executive or **Treasurer**;
  - p. **'Register of Members'** means the register of **Members** kept under this **Constitution** as required by section 79 of the **Act**;
  - q. **'Secretary'** means the **Officer** responsible for the **matters** specifically noted in this **Constitution**;
  - r. **'Treasurer'** means the **Officer** responsible for the **matters** specifically noted in this **Constitution**. This includes an **Officer** acting as a **Treasurer** where no treasurer has been elected or appointed;
  - s. **'Special General Meeting'** means a meeting of the **Members**, other than an **Annual General Meeting**, called for a specific purpose or purposes;
  - t. **'Volunteer'** means any **Member** who volunteers to work for and on behalf of the **Society**, from time to time, but is not a paid employee of the **Society**;
  - u. **'Working Days'** mean as is currently defined in Section 13, 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.
  - v. **'Written Notice'** means communication by post, hand delivery, electronic means (including emails and website postings) or advertisement in newspapers or periodicals in the Cambridge and Waipa district, or a combination of these methods.
- 2.2. Pursuant to Section 126 of the **Act**, the **Society** may from time to time express in and keep in te reo Māori any of the following records and documents:
- a. the **Society's Constitution**;
  - b. the **Society's** bylaws (if any);
  - c. any other document or records required for the purposes of the **Act**.
- 2.3. It is assumed that:
- 2.3.1. where the singular is used, plural forms of the noun are also inferred, unless so obviously incorrect, meaningless or ambiguous.
  - 2.3.2. headings are a matter of reference and are not a part of the **Rules** in this **Constitution**.
  - 2.3.3. the **Society** at its 2025 **Annual General Meeting** will amend the **financial year** for the **Society** to the year commencing the 1st day of July and ending on the 30th day of June to align its **financial year** with the **Local Authority's financial year**.

### 3. Purposes and objects of the Society

- 3.1. The purposes and objects of the **Society** are:
  - a. to collect, preserve and care for historical artefacts, documents and records that reflect the history of the Cambridge area's cultural, social and political histories;

- b. to establish and carry on a museum in Cambridge to contain objects of value or interest to the history of Cambridge and district;
  - c. to engage with the public through exhibitions, events and programmes and educational initiatives that celebrate the histories of our multicultural community, fostering a sense of local identity, pride and connection while promoting the understanding and appreciation of the historical significance of the area;
  - d. in accordance with the Mana Taonga principle, the **Society** recognises the authority of the creator and owner(s) over their taonga Māori artefacts including the right to determine how their affiliated artefacts are stored, exhibited, represented or reproduced in accordance with their tikanga (customary practice). The **Society** is committed to actively consulting with the relevant iwi, hapu or whanau and upholding their cultural protocols, ensuring ongoing Kaitiakitanga (guardianship) and respectful partnership in all matters concerning taonga Māori;
  - e. to conduct and foster research into the history of the town of Cambridge and its environs and the Waikato district, including all human inhabitants thereof, past and present, and record and display historical data relating to early Māori occupation of the Upper Waikato and early European settlement therein;
  - f. to work with Local Authorities, relevant Governments Departments, Heritage New Zealand, representatives of Te Kauhanganui and local iwi, Museum Societies, and any other relevant group or person, in the recognition, preservation and promotion of significant historic features of the Cambridge township and surrounding district;
  - g. to collect and display specimens of ancient Māori weapons, implements, carvings etc. and old weapons, fire-arms, implements and furniture brought by pioneer settlers into the Cambridge district;
  - h. to properly acknowledge, take responsibility for and care for items loaned to the **Society** in furtherance of the **Society's** aims, purposes and objects;
  - i. to co-operate with any other district Museums and Historical Societies in New Zealand and with all institutions devoted to historical research;
  - j. to establish and carry on or assist in the establishment of a library of literature and oral histories relating to the history of Cambridge, the Waipa and Waikato districts and New Zealand generally;
  - k. to do and undertake anything necessary, incidental or helpful, which, in the opinion of the **Committee**, will enable the **Society** to achieve its purposes.
- 3.2. General and specific powers.
- 3.2.1. In addition to the powers implied by the general law of New Zealand or contained in the Incorporated Societies Act 2022, the powers which the **Committee** may exercise in order to carry out its charitable purposes are as follows:
- a. To use the funds of the **Society** as the **Committee** thinks necessary or proper in payment of the costs and expenses of the **Society**; and
  - b. To purchase, take on lease or in exchange or hire or otherwise acquire any land or personal property and any rights or privileges which the **Committee** thinks necessary or expedient for the purpose of attaining the objects of the **Society**; and
  - c. To invest funds in any way permitted by law for the investment of **Society** funds and upon such terms as the **Committee** thinks fit; and
  - d. To borrow or raise money from time to time with or without security and upon such terms as to priority and otherwise as the **Committee** thinks fit; and

- e. To do all things as may from time to time be necessary or desirable to engage in by the **Committee** to give effect to and to attain the charitable purposes of the **Society**.
- 3.2.2. The **Society** must not be carried on for the financial gain of any of its **Members**.
- 3.2.3. No **Member** or person associated with a **Member** of the **Society** shall derive any income, benefit or advantage from the **Society** where they can materially influence the payment of the income, benefit or advantage except where that income, benefit or advantage is derived from professional services to the **Society** rendered in the course of business charged at no greater rate than current market rates.
- 3.2.4. The **Society** must not operate for the purposes of, or with the effect of—
  - a. distributing any profit, gain, surplus, dividend or other similar financial benefit to any of its **Members** (whether in money or in kind); or
  - b. 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).
- 3.2.5. However the **Society** will not operate for the financial gain of **Members** simply if the **Society**—
  - a. engages in trade,
  - b. pays a **Member** for matters that are incidental to the purposes of the **Society**, and the **Member** is an individual or a not-for-profit entity,
  - c. distributes funds to a **Member** to further the purposes of the **Society**, and the **Member**—
    - is a not-for-profit entity, and
    - is affiliated or closely related to the **Society**, and
    - has the same, or substantially the same, purposes as those of the **Society**.
  - d. reimburses a **Member** for reasonable expenses legitimately incurred on behalf of the **Society** or while pursuing the **Society**'s purposes,
  - e. provides benefits to members of the public or of a class of the public and those persons include **Members** or their families,
  - f. pays a **Member** a salary or wages or other payments for services to the **Society** on arm's length terms (terms reasonable in the circumstances if the parties were connected or related only by the transaction in question, each acting independently, and each acting in its own best interests; or are terms less favourable to the **Member** than those terms and the payment for services, or other transaction, does not include any share of a gain, profit, or surplus, percentage of revenue, or other reward in connection with any gain, profit, surplus, or revenue of the **Society**),
  - g. provides a **Member** with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of the **Society**,
  - h. on removal of the **Society** from the Register of Incorporated Societies having its surplus assets distributed under subpart 5 of Part 5 of the **Act** to a **Member** that is a not-for-profit entity.

#### 4. Membership

- 4.1. The **Society** shall consist of all those persons who from the date of incorporation of the Cambridge Historical Society and of such other persons as have been and shall be elected to membership of the **Society** from time to time as provided by these **Rules**.
- 4.2. Minimum number of **Members**: The **Society** shall maintain a membership of at least ten (10) **Members** being the minimum number of **Members** required by the **Act**.
- 4.3. Types of **Members**. The classes of membership and the method by which **Members** are admitted to different classes of membership are as follows:
  - a. **Member**: A **Member** is an individual or body corporate admitted to membership under this **Constitution** and who or which has not ceased to be a **Member**.
  - b. **Life Member**: A **Life Member** is a person honoured for highly valued services to the **Society** elected as a **Life Member** by resolution of a **General Meeting** passed by a simple majority of those **Members** present and voting. A **Life Member** shall have all the rights and privileges of a **Member** and shall be subject to all the same duties as a **Member** except those of paying subscriptions and levies.
  - c. **Associate Member**: An **Associate Member** is a person, entity or **Member** or organisation which supports the purposes of the **Society**, but although payment of a membership fee, plays no roles in the activities of the **Society**.
  - d. **Honorary Life Member**:
    - An **Honorary Life Member** is a person honoured for services to the **Society** or in an associated field elected as an **Honorary Life Member** by resolution of a **General Meeting** passed by a simple majority of those present and voting.
    - The person upon whom the Honorary Life Membership is conferred must consent in writing to being an **Honorary Life Member** of the **Society** before such membership can be conferred.
    - No more than three Honorary Life Memberships may be conferred in one **financial year**.
    - An **Honorary Member** has no membership rights, privileges or duties.
    - The term of an Honorary Life Membership shall be for the person's natural life.
  - e. **Patron**: A **Patron** is a person honoured for services to the **Society** who holds this position for an approved period and has been nominated by the **Committee** by resolution of a **General Meeting** passed by a simple majority of those present and voting; however a **Patron** has no voting rights in the **Society**.
- 4.4. Becoming a **Member**.
  - 4.4.1. Application and Consent: Every applicant for membership must consent in writing to becoming a **Member** and be nominated by an existing **Member** of the **Society**, unless this requirement is waived by a decision of the **Committee**.
  - 4.4.2. Process: An applicant for membership must complete and sign any application form, supply any information, or attend an interview as may be reasonably required by the **Committee** regarding an application for membership and will become a **Member** on acceptance of that application by the **Committee**.
  - 4.4.3. The applicant for membership in the **Society** must pay in full any fixed annual membership subscription fee then applying. Apportionment for membership made within the remaining or outstanding period of the financial year may be made at the discretion of the **Treasurer**.

- 4.4.4. The **Committee** may accept or decline an application for membership at its sole discretion. The **Committee** must advise the applicant of its decision but is not obliged to provide or divulge reasons for its decision.
- 4.5. The signed written consent of every **Member** to become a **Society Member** shall be retained in the **Society's** membership records.
- 4.6. **Members' obligations and rights.**
  - 4.6.1. Every **Member** shall provide the **Society** in writing with that **Member's** name and contact details (namely, physical or email address and a telephone number) and promptly advise the **Society** in writing of any changes to those details.
  - 4.6.2. All **Members** shall promote the interests and purposes of the **Society** and shall do nothing to bring the **Society** into disrepute.
  - 4.6.3. A **Member** is only entitled to exercise the rights of membership (including attending and voting at **General Meetings**, accessing or using the **Society's** premises, facilities, equipment and other property, and participating in **Society** activities) if all subscriptions and any other fees have been paid to the **Society** by their respective due dates, but no **Member** or **Life Member** is liable for an obligation of the **Society** by reason only of being a **Member**.
  - 4.6.4. 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 **Society**, and to participate in **Society** activities, including any conditions of and fees for such access, use or involvement.
- 4.7. Subscriptions and fees
  - 4.7.1. **Members** shall pay all applicable membership fees by the due date.
  - 4.7.2. The annual subscription and any other fees for membership for the then current **financial year** shall be set by resolution at an **Annual General Meeting** (which can also decide that payment be made by periodic instalments).
  - 4.7.3. The **Committee** shall have an absolute right to suspend any rights and privileges enjoyed by any **Member** who fails to pay any annual membership fees when due.
  - 4.7.4. Any **Member** failing to pay the annual subscription (including any periodic payment), any levy, or any capitation fees, within 3 calendar month(s) of the date the same was due for payment shall be considered as unfinancial and shall (without being released from the obligation of payment) have no membership rights and shall not be entitled to participate in any **Society** activity or to access or use the **Society's** premises, facilities, equipment and other property until all the arrears are paid. If such arrears are not paid within 3 calendar months of the due date for payment of the subscription, any other fees, or levy the **Committee** may terminate the **Member's** membership without being required to give prior notice to that **Member**.
- 4.8. Ceasing to be a **Member**. A **Member** ceases to be a **Member**—
  - 4.8.1. by resignation from that **Member's** class of membership by written notice signed by that **Member** to the **Committee**, or
  - 4.8.2. on termination of a **Member's** membership following a dispute resolution process under this **Constitution**, or
  - 4.8.3. on death (or if a body corporate on liquidation or deregistration, or if a partnership on dissolution of the partnership), or
  - 4.8.4. by resolution of the **Committee** where—
    - a. The **Member** has failed to pay a subscription, levy or other amount due to the **Society** within 90 **working days** of the due date for payment.



- b. In the opinion of the **Committee** the **Member** has brought the **Society** into disrepute, or has engaged in dishonesty with effect from (as applicable)—
      - i. the date of receipt of the **Member**'s notice of resignation by the **Committee** (or any subsequent date stated in the notice of resignation), or
      - ii. the date of termination of the **Member**'s membership under this **Constitution**, or
      - iii. the date of death of the **Member** (or if a body corporate from the date of its liquidation or deregistration, or if a partnership from the date of its dissolution), or
      - iv. the date specified in a resolution of the **Committee** and when a **Member**'s membership has been terminated the **Committee** shall promptly notify the former **Member** in writing.
- 4.9. Obligations once membership has ceased.
  - 4.9.1. A **Member** who has ceased to be a **Member** under this **Constitution**—
    - a. remains liable to pay all subscriptions and other fees to the **Society**'s next balance date,
    - b. shall cease to hold himself or herself out as a **Member** of the **Society**,
    - c. shall return to the **Society** all material provided to **Members** by the **Society** (including any membership certificate, badges, handbooks and manuals), and
    - d. shall cease to be entitled to any of the rights of a **Society Member**.
  - 4.9.2. Becoming a **Member** again. Any former **Member** may apply for re-admission in the manner prescribed for new applicants and may be re-admitted only by resolution of the **Committee**, provided however, if a former **Member**'s membership was terminated following a disciplinary or dispute resolution process, the applicant may be re-admitted only by a resolution passed at a **General Meeting** on the recommendation of the **Committee**.
- 4.10. The Register of **Members**.
  - 4.10.1. The **Secretary** or designated Membership Secretary shall keep a register of **Members** (the '**Register**') which shall contain—
    - a. The names, last known postal and email addresses and telephone numbers of all **Members**, and the date at which they became **Members**;
    - b. The names of each person who has ceased to be a **Member** within the previous seven (7) years and the date on which each person ceased to be a **Member**;
    - c. The names, last known postal and email addresses and telephone numbers of all persons who have been elected as **Life Members**, **Associate Members**, **Honorary Life Members** and Patrons of the **Society**.
  - 4.10.2. If a **Member**'s contact details change that **Member** shall give the new postal or email address or telephone number to the **Secretary**.
  - 4.10.3. Each **Member** shall provide such other reasonable details as the **Committee** requires.
  - 4.10.4. Upon written request to the **Secretary**, then within ten (10) **working days**, **Members** shall have reasonable access to their own information that is located in the **Register** of **Members**.

## 5. Officers of the **Society**

### 5.1. **Society Officers** and **Committee**:



- 5.2. The **Society** shall have a management **Committee** (the “**Committee**”) managing the affairs of the **Society** comprising the following persons:
  - 5.2.1. The **Chairperson**;
  - 5.2.2. The **Deputy Chairperson**;
  - 5.2.3. The **Secretary**;
  - 5.2.4. The **Treasurer**; and
  - 5.2.5. Such other **Members** of the **Society** as the **Society** shall decide in accordance with **Rules** set out below.
  - 5.2.6. The **Officers** and **Committee Members** shall be elected at every **Annual General Meeting** of the **Society**.
- 5.3. Qualifications of **Officers**. Every **Officer** must be a natural person who—
  - 5.3.1. has consented in writing to be an officer of the **Society**, and
  - 5.3.2. certifies that they are not disqualified from being elected or appointed or otherwise holding office as an **Officer** of the **Society**.
- 5.4. **Officers** must be disqualified under section 47(3) of the **Act** or section 16 of the Charities Act 2005 from being appointed or holding office as an Officer of the **Society**, namely—
  - 5.4.1. a person who is under 16 years of age;
  - 5.4.2. a person who is an undischarged bankrupt;
  - 5.4.3. a person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993, or any other similar legislation;
  - 5.4.4. a person who is disqualified from being a member of the governing body of a charitable entity under section 16(2) of the Charities Act 2005;
  - 5.4.5. a person 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 Incorporated Societies Act 2022;
    - 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. a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere;
    - v. a crime involving dishonesty specified in any Act of the New Zealand Parliament where upon conviction the offence contains a provision of a sentence of imprisonment for more than two years;
    - vi. an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (i) to (v).
  - 5.4.6. a person subject to:
    - i. a banning order under subpart 7 of Part 4 of the Act, or
    - ii. an order under section 108 of the Credit Contracts and Consumer Finance Act 2003, or any subsequent amendments to this Act, 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 1988, or whose property is managed by a trustee corporation under section 32 of that Act.
  - 5.4.7. a person who is subject to an order that is substantially similar to an order referred to in paragraphs 5.4.1 to 5.4.6 (above) 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**.

- 5.5. Prior to election or appointment as an **Officer** a person must—
  - 5.5.1. consent in writing to be an **Officer**, and
  - 5.5.2. certify in writing that they are not disqualified from being elected or appointed as an **Officer** either by this **Constitution** or the **Act**. Note that only a natural person may be an **Officer** and each certificate shall be retained in the **Society's** records.
- 5.6. **Officers' duties.** At all times each **Officer** and **Committee Member**:
  - 5.6.1. shall act in good faith and in what he or she believes to be the best interests of the **Society**;
  - 5.6.2. must exercise all powers for a proper purpose;
  - 5.6.3. must not act, or agree to the **Society** acting, in a manner that contravenes the **Act** or this **Constitution**;
  - 5.6.4. when exercising powers or performing duties as an **Officer**, or **Committee Member**, hereinafter often considered to be the 'core duties' of an **Officer** and **Committee Members**, that **Officer** and **Committee Member**:
    - a. 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:
      - i. the nature of the **Society**,
      - ii. the nature of the decision, and
      - iii. the position of the **Officer** or **Committee Member** and the nature of the responsibilities undertaken by him or her;
    - b. must not agree to the activities of the **Society** being carried on in a manner likely to create a substantial risk of serious loss to the **Society** or to the **Society's** creditors, or cause or allow the activities of the **Society** to be carried on in a manner likely to create a substantial risk of serious loss to the **Society** or to the **Society's** creditors; and
    - c. must not agree to the **Society** incurring an obligation unless he or she believes at that time on reasonable grounds that the **Society** will be able to perform the obligation when it is required to do so.

## 6. Roles and election of officers

- 6.1. The **Chairperson** is responsible for:
  - a. Ensuring that the **Society's Rules** are followed;
  - b. Overseeing the operation of the **Society**, and working on determining policies, strategies and operational activities which best meet the purposes of the **Society**;
  - c. Providing an Annual Report on the operations of the **Society** at each **Annual General Meeting**;
  - d. Convening meetings and establishing whether or not a quorum is present;
  - e. Chairing meetings and determining who may speak and when;
  - f. Speaking at any public event on behalf of the **Society**;
  - g. Identifying and advocating for when a **Member** should be considered for the position of **Life Member**, **Honorary Member** or Patron, and leading the **Committee** discussion regarding the bestowment of such a title on the nominated person.
- 6.2. The Deputy Chairperson shall act as the Deputy for the Chairperson, and when acting in place of the Chairperson shall exercise all the powers of the Chairperson in that role.

- 6.2.1. In the event that neither the Chairperson or the Deputy Chairperson is in attendance at a meeting of the **Society**, the **Committee Members** present, if a quorum exists, shall elect one of their number to be acting chairperson for that particular meeting, and may refer to any **Society** Manual setting out the processes and practices for chairing the **Society's** meetings; provided however, if a quorum of **Committee Members** does not exist, the scheduled meeting shall be adjourned to the following month or postponed to another date at the discretion of the acting **Chairperson**.
- 6.3. The **Secretary** is responsible for:
- a. Keeping the Register of **Members**, including records of payment of membership application and annual membership subscriptions;
  - b. Holding the **Society's** administration records, documents and books except those required for the **Treasurer's** functions;
  - c. Maintaining a **Register** of **Members' Interests** (the '**Interests Register**');;
  - d. Receiving and replying to correspondence as required by the **Committee**;
  - e. After discussion with the **Chairperson** and the **Committee**, decide the dates, times, and frequency for meetings and set the Agenda for such meetings;
  - f. Recording the minutes of meetings and distributing copies of these minutes to **Committee Members**;
  - g. Preparing and updating the **Society's** Manual which sets out the **Society's** policies and practices;
  - h. Guiding any **Member** who is elected to chair a meeting of the **Society** in circumstances where neither the **Chairperson** or the **Deputy Chairperson** attends a meeting of the **Society**;
  - i. Maintaining a separate **Register** recording all the dates and situations where the **Society's** Common Seal has been affixed, and in each relevant entry, recording the details of the resolution authorising the affixing of the Common Seal and the two **Society Officers** who signed the applicable document on behalf of the **Society**, with such two **Officers** providing their full names and addresses.
  - j. Forwarding the Annual Financial Statements for the **Society** to the Registrar of Incorporated Societies upon their approval by the **Members** at an **Annual General Meeting**;
  - k. Advising the Registrar of Incorporated Societies and the Registrar of Charities regarding any administrative and filing requirements.
  - l. Setting out guidelines, practices and accountability requirements for **Volunteers** for the **Society**, and in pursuance to this role, may delegate to the Manager or Curator the day-to-day co-ordination of the **Volunteers** and their work.
  - m. In circumstances where necessary, employing a Manager or Curator for the **Society**, and attending to all employment requirements for that Manager or Curator, including, as applicable:
    - i. the terms of the employment contract, and in particular:
    - ii. a description of the work to be performed by the employee; and
    - iii. an indication of how the employee is to perform the work; and
    - iv. any agreed hours of work specified in accordance with the applicable legislation; and
    - v. the wages or salary payable to the employee; and
    - vi. a plain language explanation of the services available for the resolution of employment relationship problems, including a reference to entitlements to raise a personal grievance.
  - vii. The Secretary shall also determine the monthly accountability and reporting requirements for the Manager or Curator to be delivered at the **Committee Meetings**.

- 6.4. The **Treasurer** is responsible for:
- a. Keeping proper accounting records for the **Society's** financial transactions to enable the **Society's** financial position to be readily ascertained;
  - b. Assisting and advising the **Committee** in the preparation of an annual budget, and providing financial information and budget monitoring to the **Committee** as required;
  - c. Preparing annual financial statements for presentation at each **Annual General Meeting**, prepared in accordance with statutory requirements and the **Society's** own accounting policies;
  - d. Providing Annual Financial Statements for **Members** and presenting such Annual Financial Statements at the **Society's Annual General Meeting**;
  - e. Working with and meeting any requirements of any Auditor elected by the **Members** of the **Society**, and if applicable, where no auditor is appointed, working with and meeting any requirements of any Reviewer or Reviewers elected by the **Members** of the **Society** for the purpose of producing an Assurance Report for the **Society's Members**;
  - f. Collaborating with other **Officers** of the **Society** to determine policies and practices as required and applicable:
    - i. regarding the preparation and maintenance of financial records, including
    - ii. electronic and printed copies of receipt of income and expenditure on behalf of the **Society**;
    - iii. determining any requirements as to both levels of discretionary expenditure approval in accordance with **Committee** approval, and levels of expenditure where the prior approval of payment is required from the **Committee**;
    - iv. preparing a schedule of fees and charges for the **Society** that the **Society** may impose for any request for information by a **Member** of the **Society** or a non-**Member** itemising such matters as photocopying charges, printing charges, lending of **Society** books, maps, photos, files, transcripts, etc, such schedule of fees and charges shall be published on any website operated by the **Society** as well as made available to any **Society Member** or member of the public who seeks information from the **Society**;
    - v. determining any requirements and providing reasons whereby any **Officer, Committee** person or **Member** of the **Society** should receive an honorarium for services performed on behalf of the **Society**;
    - vi. determining any 'de minimis' policy whereby either no invoice or receipt is required for that approval for that payment.
- 6.5. Reallocation of Workload and Sub-delegation
- 6.5.1. The **Chairperson**, upon that person's initiative, or upon a request from the **Committee**, may consider the roles, functions, and workloads of the **Treasurer** and **Secretary**, and as deemed appropriate, other office holders specified in this **Constitution** and may recommend such changes to take effect for the remainder of the **financial year** to better distribute the workload of individual, some or all **Committee Members**.
  - 6.5.2. The **Chairperson** may in reallocating workloads recommend the sub-delegation of certain functions to additional specifically appointed **Committee Members**.
  - 6.5.3. All such reallocation of workloads and sub-delegations shall be reviewed and approved at the first **Committee** meeting following an **Annual General Meeting**.

## 7. Officers: election, term, removal and cessation of office

- 7.1. The election of **Officers** shall be conducted as follows:

- 7.1.1. At least seven working days before the date of the **Annual General Meeting**, the **Society** 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 **Society** by or on behalf of each nominee, in support of the nomination
- 7.1.2. 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.
- 7.1.3. 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**.
- 7.1.4. Votes shall be cast in such a manner as the **Chairperson** of the **Annual General Meeting** shall determine.
- 7.1.5. 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.
- 7.1.6. The failure for any reason of any financial **Member** to receive such Notice shall not invalidate the election.
- 7.1.7. In the event of any vote being tied the tie shall be resolved by the incoming **Committee** (excluding those in respect of whom the votes are tied).
- 7.1.8. In addition to **Officers** elected under the foregoing provisions of this rule, the **Committee** may appoint other **Officers** for a specific purpose, or for a limited period, or generally until the next **Annual General Meeting**. Unless otherwise specified by the **Committee** any person so appointed shall have full speaking and voting rights as an **Officer** of the **Society**. Any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as an **Officer** (as described in the 'Qualification of **Officers**' rule above).
- 7.2. Term
  - 7.2.1. The term of office for all **Officers** elected to the **Committee** shall be a minimum of one year, or longer as may be approved by resolution at the **Annual General Meeting**, with the term of office expiring at the end of the **Annual General Meeting** in the year corresponding with the last year of each **Officer's** term of office.
- 7.3. Removal of **Officers**
  - 7.3.1. An **Officer** shall be removed as an **Officer** by resolution of the **Committee** or the **Society** where in the opinion of the **Committee** or the **Society**—
    - The **Officer** elected to the **Committee** has been absent from three consecutive **Committee** meetings without leave of absence from the **Committee**, or
    - The **Officer** has brought the **Society** into disrepute, with effect from (as applicable) the date specified in a resolution of the **Committee** or **Society**.
- 7.4. Ceasing to hold office
  - 7.4.1. An **Officer** ceases to hold office when they resign (by notice in writing to the **Committee**), are removed, die or otherwise vacate office in accordance with section 50(1) of the **Act**.
  - 7.4.2. Each **Officer** shall within 30 **working days** of submitting a resignation or ceasing to hold office, deliver to the **Committee** all books, papers and other property of the **Society** held by such former **Officer**.
- 7.5. Conflicts of interest

- 7.5.1. An **Officer** or **Member** of a sub-**Committee** who is an **Interested Member** in respect of any **Matter** being considered by the **Society**, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified)—
  - a. to the **Committee** and or sub-**Committee**, and
  - b. in an Interests Register kept by the **Committee**.
- 7.5.2. 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**.
- 7.5.3. 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).
- 7.5.4. 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.
- 7.5.5. Where a majority of the **Officers** are prevented from voting on a **Matter** because they are interested in that **Matter**, a **Special General Meeting** must be called to consider and determine the **Matter** unless all non-interested **Officers** agree otherwise.
- 7.5.6. Where a majority of the **Members** of a **Committee** or sub-**Committee** as the case may be, are prevented from voting on a **Matter** because they are interested in that **Matter**, the **Committee** or sub-**Committee** shall consider and determine the **Matter**.
- 7.6. The **Secretary** shall notify the Registrar of any changes to the list of **Officers** acting on behalf of the **Society**.

## 8. **Committee composition, election and functions**

- 8.1. The affairs of the **Society** shall be managed by a **Committee** which shall include the above-mentioned four **Officers** and seven other **Members**, all of whom must be current and paid-up **Members** of the **Society**
- 8.2. Election of **Officers** and **Committee**
  - 8.2.1. The **Officers** and **Committee** for the ensuing year shall be elected at the **Annual General Meeting** of the **Society** and shall hold office until the election of their successors. Any vacancy in the officers or **Committee** occurring during the year may be filled by the **Committee**.
  - 8.2.2. Every candidate for election to any office or to the **Committee** shall be proposed by one **Member** of the **Society** and seconded by another **Member**.
  - 8.2.3. If the number of candidates nominated for any office or for the **Committee** shall exceed the number of vacancies to be filled the election shall be held by ballot.
- 8.3. Management of **Society**



- 8.3.1. From the end of each **Annual General Meeting** until the end of the next, the **Society** shall be managed by, or under the direction or supervision of, the **Committee**, in accordance with the **Act**, any Regulations made under that **Act**, and this **Constitution**.
- 8.4. Role of **Committee**: Subject to the **Rules** contained in this **Constitution**, the role of the **Committee** is to:
  - 8.4.1. Administer, manage and control the **Society** in furtherance of its purposes;
  - 8.4.2. Manage the **Society's** financial affairs, including setting accounting policies in line with generally accepted accounting practices and requirements;
  - 8.4.3. Determine how a person becomes a **Member**, and how a person ceases to become a **Member**;
  - 8.4.4. Set membership application fees and annual subscriptions, and including where applicable, levies in furtherance of the **Society's** purposes;
  - 8.4.5. Ensure that all **Members** obey the **Society's Rules**;
  - 8.4.6. Ensure that the **Society** has sufficient meetings and detailed agendas to enable the **Committee Members** to contribute to the efficient operation of the **Society**;
  - 8.4.7. Make rules and regulation as required, including deciding the procedures dealing with complaints.
- 8.5. Powers of **Committee**: The **Committee** has all the powers necessary for managing — and for directing and supervising the management of — the operation and affairs of the **Society**, subject to such modifications, exceptions or limitations as are contained in the **Act** or in this **Constitution**.
  - 8.5.1. It shall be competent for the **Society** to appoint from time to time such sub-committees, with such orders of reference as may be deemed conducive to carrying out the aims of the **Society**.
- 8.6. Unless otherwise resolved by the **Committee**—
  - a. the quorum of every sub-**Committee** is half the **Members** of the sub-**Committee** but not less than two **Members**,
  - b. no sub-**Committee** shall have power to co-opt additional **Members**,
  - c. a sub-**Committee** must not commit the **Society** to any financial expenditure without express and written authority from the **Committee**,
  - d. a sub-**Committee** must not further delegate any of its powers.
- 8.7. General matters: **Committees**
  - 8.7.1. The **Committee** and any sub-**Committee** may act by resolution approved during a conference call using audio and/or audio-visual technology or through a written ballot conducted by email, electronic voting system, or post, and any such resolution shall be recorded in the minutes of the next **Committee** or sub-**Committee** meeting.
  - 8.7.2. A Manager or Curator of the **Society**, deemed to be on an ex officio basis, shall be entitled to attend, speak and vote at any **Committee** or Sub-**Committee** Meeting, provided however a Manager or Curator of the Society shall not be deemed to be part of a quorum for a meeting of the Society.
  - 8.7.3. Other than as prescribed by the **Act** or this **Constitution**, the **Committee** or any sub-**Committee** may regulate its proceedings as it thinks fit.

## 9. Meetings

- 9.1. Classification of Meetings. The **Society** must ensure that it has policies and practices relating to the following types of meetings, such **Society** policies and practices may be contained in a **Society Manual**:



- a. **Annual General Meeting.** The use of the abbreviation “AGM” is acceptable in records and communications;
  - b. **Special General Meeting.** The use of the abbreviation “SGM” is acceptable in records and communications;
  - c. **Committee and Sub-Committee Meetings.**
- 9.2. Transaction of Business at **Annual General Meetings**
- 9.2.1. The Annual Meeting of the **Society** shall be held in the month of September in each year at a date to be fixed by the **Committee**.
  - 9.2.2. The **Annual General Meeting** must be held no later than the earlier of the following-
    - a. 90 days after the balance date of the **Society**,
    - b. 15 months after the previous annual meeting.
  - 9.2.3. At the **Annual General Meeting**, the **Chairperson** shall present a report for the preceding year and the **Treasurer** shall present a financial statement in accordance with the provisions of Section 102 of the **Act**.
  - 9.2.4. The business of an **Annual General Meeting** shall be to:
    - a. confirm the minutes of the last **Annual General Meeting** and any **Special General Meeting(s)** held since the last **Annual General Meeting**,
    - b. adopt the Annual Report on the operations and affairs of the **Society**,
    - c. adopt the **Committee's** report on the finances of the **Society**, and the Annual Financial Statements,
    - d. set any subscriptions for the current financial year,
    - e. consider any motions of which prior notice has been given to **Members** with notice of the Meeting, and
    - f. consider any general business.
  - 9.2.5. The **Officers** and **Committee** for the ensuing year shall be elected at the **Annual General Meeting** and shall hold office until the election of their successors. Any vacancy in the officers or **Committee** occurring during the year may be filled by the **Committee**. If the number of candidates nominated for any office or for the **Committee** shall exceed the number of vacancies to be filled, the election shall be held by ballot.
  - 9.2.6. **Notice of an Annual General Meeting** shall be posted by the **Secretary** to each **Member** of the **Society** at the **Member's** address appearing in the Register of **Members** at least seven (7) clear days before the date of the meeting. The **Notice of the Annual General Meeting** shall list all matters and reports to be covered at the meeting as well as identify the voting requirements for the meeting.
  - 9.2.7. At the **Annual General Meeting** the **Secretary** may include in the agenda under the heading “Special business” any item either determined by the **Committee** for inclusion or received as “Notified business” any requisition for inclusion signed by not less than nine (9) current paid-up **Members** of the **Society**. This **notice** of a “Special Business” item to be considered at the **Annual General Meeting** shall specify the business to be transacted at such meeting.
  - 9.2.8. Thirteen (13) **Members** personally present shall constitute a quorum for an **Annual General Meeting**, provided however, if the quorum is not met at the beginning of the meeting, then, after the lapse of thirty minutes, the AGM shall stand adjourned until one week later, at the notified, date, time and place, and if the requisite quorum is not met, that in attendance shall be deemed to meet the quorum requirements and may proceed and hold the meeting. If the **Society Officers** are not present, one person

shall be voted as Acting **Chairperson**, and another as Acting **Secretary** to administer the meeting.

- 9.3. Calling of and transaction of Business at **Special General Meetings**
  - 9.3.1. A **Special General Meeting** of the **Society** may be called by the **Secretary** for the consideration of special business within fourteen (14) days after having received a requisition specifying such business, signed by not less than nine (9) current paid-up **Members** of the **Society**.
  - 9.3.2. **Notice of every Special General Meeting** shall be posted by the **Secretary** to each **Member** of the **Society** at the **Member's** address appearing in the Register of **Members** at least seven (7) clear days before the date of the meeting.
  - 9.3.3. The **Notice of a Special General Meeting** shall specify the business to be transacted at such meeting.
  - 9.3.4. Thirteen (13) **Members** personally present shall constitute a quorum for a **Special General Meeting**, provided however, that if an **Officer** of the **Society** is not present, the called **Special General Meeting** shall be adjourned for one week.
  - 9.3.5. If the business specified for consideration and transaction at the called **Special General Meeting** is not passed by a majority of the **Members** present, either at the called meeting, or any adjourned meeting, that specific item of business may not be considered again for a period of six (6) months, unless it is notified for consideration at the next **Annual General Meeting**.
- 9.4. General provisions applying at **Annual General Meetings, Special General Meetings**, herein this **Constitution** called the "**General Meetings**", and **Committee** meetings.
  - 9.4.1. The numbers present at either an **Annual General Meeting** or **Special General Meetings** constituting a quorum shall be the numbers specified in these **Rules**.
  - 9.4.2. Voting at **General Meetings**, unless expressly alternatively provided for in any genda **notice**, or by rules approved by the **Committee**, shall be on the voices or by show of hands but any **Member** present may demand a ballot.
  - 9.4.3. The **Society** may pursuant to Section 93 of the **Act** permit the **Members** of the **Society** to vote on a matter as permitted by this sub-clause in one or more of the following ways:
    - a. vote in person, by show of hands;
    - b. cast a postal vote whereby the **Member** votes in writing by submitting a written response to the **Secretary** in accordance with specifications as to how to vote within a specified time;
    - c. casting a vote by electronic means in accordance with specifications and criteria established by the **Committee** for such electronic voting.
  - 9.4.4. The **Society** may pass a written resolution in lieu of a **General Meeting**, and a written resolution is as valid for the purposes of the **Act** and the constitution as if it had been passed at a **General Meeting** if it is approved by no less than 75 percent of the **Members** who are entitled to vote on the resolution. A written resolution may contain one or more documents in similar form (including letters, electronic mail or other similar means of communication) each proposed by or on behalf of one or more **Members**. A **Member** may give their approval to a written resolution by signing a resolution or giving approval to the resolution in any other manner permitted by the **Constitution** (for example, by electronic means). In furtherance of this entitlement, the **Society** may incorporate and use electronic communications with **Members** for the purposes of ensuring notices are validly sent to **Members**.

- 9.4.5. At every **General Meeting** the **Chairperson** shall have a deliberative and in the case of an equality of votes, a casting vote.
- 9.4.6. In case any irregularity shall occur in the summoning or holding of any **General Meeting** or in any of the proceedings at or ancillary to such meeting and the same shall not be noticed and objected to at the time, all such proceedings shall be of the same force and validity as if no such irregularity had occurred, but if any irregularity shall be noticed and objected to, the meeting shall decide thereon and such decision shall be final and conclusive.
- 9.5. Transaction of Business at **Committee Meetings**.
  - 9.5.1. The **Committee** shall meet at least monthly (but need only meet once in the December- January period) at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the **Chairperson** or **Secretary**.
  - 9.5.2. The **Secretary** shall summon a meeting of the **Committee** at any time when called upon to do so by the **Chairperson** or by any three (3) **Members** of the **Committee**.
  - 9.5.3. The **Secretary**, or other **Committee Member** nominated by the **Committee**, shall give to all **Committee Members** not less than five (5) Working Days' notice of **Committee** meetings, but in cases of urgency a shorter period of notice shall suffice.
  - 9.5.4. At every **Committee Meeting** the chairperson shall have a deliberative and in the case of an equality of votes, a casting vote.
- 9.6. Other powers of a **Committee**
  - 9.6.1. The **Committee** may appoint a Manager/Curator who shall be an ex-officio **Member** of the **Committee** with a right to attend, speak and vote at all meetings.
  - 9.6.2. The **Committee** is entitled to undertake any of the following actions which the **Committee** in its absolute discretion considers will enhance the purposes of the **Society**:
    - a. Employ such individuals, whether **Members** or not, on stated term contracts for such roles as are considered necessary for the **Society**;
    - b. Engage individuals or business entities to provide professional services for the **Society**;
    - c. Commission individuals or business entities to provide reports, documents, files, visual displays, and audio or other sound productions which augment or assist in conveying the **Society's** purposes;
    - d. Purchase any items for the **Society**, and, where applicable reimburse any **Member** for services undertaken or goods provided to the **Society** which benefit the **Society**.
  - 9.6.3. Where any **Member** whose subscription shall be in arrears for the space of twelve months, that **Member** shall ipso facto cease to be a **Member** of the **Society**, but the **Committee** may in its discretion reinstate such person as a **Member** upon payment by that **Member** of all outstanding subscription fees.
  - 9.6.4. The **Committee** may by resolution passed by a majority of two thirds of its **Members** present at a meeting of the **Committee** expel from membership, or suspend for a period or reprimand any **Member**, who, in the opinion of the **Committee** is guilty of conduct rendering that **Member** in the opinion of the **Committee** unfit to be a **Member** of the **Society**, provided that before expelling any **Member** the **Committee** shall call upon the **Member** for an explanation of their conduct and shall hear what the **Member** has to say in their defence.

## 9.7. Resolutions

- 9.7.1. All resolutions for consideration at a **general meeting** must be in writing, and signed by a **Member**, and presented to the **Secretary** five (5) clear working days before the **Notice** of Meeting with agenda attached is sent to **Members**.
- 9.7.2. Resolutions to amend the **Society's Constitution** may only be considered at an **Annual General Meeting**, unless a two thirds majority of the **Society** agree otherwise.
- 9.7.3. The resolution must clearly state what action is required by the resolution, and, where circumstances require, the draft resolution shall contain the precise amending words for consideration regarding any proposed alteration, addition or rescission of any existing document or policy statement.
- 9.7.4. In submitting a draft resolution for consideration at a **general meeting**, the **Member** may provide a half page explanatory background identifying in the **Member's** belief, why such a resolution is needed. In this explanatory background statement, the **Member** must declare any conflict of interest in the matter.
- 9.7.5. At any general meeting a **Member** may propose a resolution regarding any agenda items, provided the resolution is seconded by another **Member**.
  - a. The **Member** proposing such a resolution shall have the first right to speak to the resolution.
  - b. All **Members** shall only have one opportunity to speak to such resolution.
  - c. Any **Member** shall be entitled to move an amendment to the resolution, and provided that it is seconded, any discussion must be about the amending provision to the resolution.
  - d. The **Chairperson** of the meeting at that **Chairperson's** discretion may announce at any time that the discussion will end and a vote will be taken.
  - e. The **Secretary** shall read out the resolution, with, if applicable, any amendments.
  - f. The **Chairperson** will call for a vote which shall be determined by a show of hands, unless any **Member** present demands that a ballot be taken.
  - g. The **Chairperson's** decision shall be final unless in so deciding, an irregularity in the procedure is noted and objected to. In this event, the resolution shall be put to the vote again.

## 9.8. Minutes of Meetings.

- 9.8.1. The **Secretary** of the **Society** shall keep such minutes of all meetings which record and focus on important **Society** information such as the names and status of attendees, key points, key motions discussed during the meeting, reports presented with comments made and questions asked about such reports, discussion topics, voting outcomes, and decisions made.
- 9.8.2. In general terms, the minutes of a meeting may cover, where applicable the following sub-headings:
  - a. The subject of the meeting;
  - b. The meeting location;
  - c. The date and time of the meeting, including start and finish times;
  - d. The meeting attendees, including any apologies or absences;
  - e. Receipt and discussion of previous meeting's minutes, including, where applicable, updates on action points assigned in such minutes;
  - f. Agenda items discussed during the meeting, including any request to vary the agenda order sent out in the **notice** of the meeting;

- g. Disclosure of and record of any conflicts of interest raised by any **Officer** or **Member** at the meeting;
  - h. Details of any resolutions discussed at the meeting, with outcomes of such resolutions recorded;
  - i. Details of any resolutions which require the **Society's** Common Seal to be fixed to a document binding the **Society**;
  - j. Expected actions from **Society Officers** and **Members** before the next meeting;
  - k. Next meeting details, including location, date and time, and items to be discussed at the next meeting.
- 9.8.3. Once completed, the **Secretary** shall provide a draft copy to the **Chairperson** for approval, and once approved, shall be sent out to **Members** in accordance with the **Committee's** requirements and policies relating to distribution of minutes.
- 9.8.4. An entry in the minutes which has been confirmed at a subsequent **general meeting** or a **Committee** meeting as the case may be, shall be conclusive evidence of the decision or matter recorded in the minutes.

## 10. Society finances

- 10.1. Control and management.
- 10.1.1. The funds and property of the **Society** shall be—
    - a. controlled, invested and disposed of by the **Committee**, subject to this **Constitution**, and
    - b. devoted solely to the promotion of the purposes of the **Society**.
  - 10.1.2. The **Committee** shall maintain bank accounts in the name of the **Society**. There shall be no more than three (3) signatories to the **Society's** bank account, and these shall be the **Chairperson**, the **Treasurer** and the **Secretary**, or other **Officer** as appointed by the **Committee**.
- 10.2. All money received on account of the **Society** shall be banked within twenty (20) **working days** of receipt.
- 10.3. All accounts paid or for payment shall be submitted to the **Committee** for approval of payment, provided however that the **Committee** at its first meeting held after an **Annual General Meeting** may resolve to—
- a. delegate approval of payments for sums less than an agreed figure to the **Treasurer** and one other **Officer**, and
  - b. authorise payment of regular monthly expenses by monthly or such frequency as applicable by automatic bank debit, provided that the **Treasurer** includes a schedule of approvals in the **Treasurer's** monthly report to the **Committee**.
- 10.4. The **Committee** must ensure that there are kept at all times accounting records that—
- a. correctly record the transactions of the **Society**, and
  - b. allow the **Society** to produce financial statements that comply with the requirements of the **Act**, and
  - c. would enable the financial statements to be readily and properly audited (if required under any legislation or the **Society's Constitution**).
- 10.5. The **Committee** must establish and maintain a satisfactory system of control of the **Society's** accounting records.
- 10.5.1. The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form.

- 10.5.2. The accounting records must be kept for the current accounting period and for the last seven completed accounting periods of the **Society**.
- 10.5.3. The **Society's** financial year shall commence on the first day of July in each year and end on the last day of June (the latter date being the **Society's** balance date).
- 10.5.4. The **Committee** shall produce an annual financial statement that complies with the requirements of the **Act**. The annual financial statement will be presented at the **Annual General Meeting** and registered in accordance with the **Act**.
- 10.5.5. The annual financial statement must be filed with the Registrar of Incorporated Societies and the Chief Executive of Charities Services within four months of the **Society's** balance date.
- 10.6. Audit and Assurance
  - 10.6.1. The **Society** may propose a resolution to be considered for approval at the **Society's Annual General Meeting** that no auditor be engaged for the next financial year.
  - 10.6.2. If the **Society** has an existing approved Auditor, that Auditor shall be notified by the **Secretary** and be given the opportunity to address the **Annual General Meeting**.
  - 10.6.3. If an Auditor is appointed to audit the **Society's** Financial Statements in accordance with the Auditor's professional standards, including the applicable External Reporting Board (XRB) Standards, that Auditor shall be ineligible to provide any professional accounting services to the **Society**.
  - 10.6.4. On behalf of the **Society** the **Treasurer** shall negotiate the profession fee payable to the Auditor, and this fee shall be ratified by the **Society's Committee**.
  - 10.6.5. The **Society**, if it is decided at an **Annual General Meeting** not to appoint an Auditor, as an alternative resolution in lieu of appointing an Auditor, then, at that **Annual General Meeting**, may nominate two persons (herein called the '**Reviewers**'), one of whom is independent of the **Society**, and the other, while being a **Member** is not an **Officer** of the **Society**, to provide an Assurance Report to the **Society** for delivery at the next **Annual General Meeting**.
  - 10.6.6. On behalf of the **Society** the **Treasurer** shall negotiate any fees payable to the two **Reviewers**, and these fees shall be ratified by the **Society's Committee**.
  - 10.6.7. The **Reviewers** shall conduct an examination with the objective of providing a report that nothing has come to the **Reviewers'** attention to cause the **Reviewers** to believe that the financial information is not presented in accordance with the **Society's** accounting policies and applicable financial reporting standards.
  - 10.6.8. The **Reviewers** shall be entitled to meet with the **Officers** of the **Society** before meeting with the **Society's Committee Members**.
  - 10.6.9. The **Reviewers'** Assurance Report shall generally report on the financial reporting policies and practices, the frequency of meetings, the reporting at such meetings, the breadth of the business undertaken and the range of attendees at meetings of the **Committee**, as well as compliance with applicable provisions of the **Society's Constitution** which enables the two appointed persons to conclude that there were adequate and effective internal controls in place and that the **Society's** Annual Financial Statements present a true and fair view of the **Society's** financial records for the financial year.



## 11. Access to information for **Society** Members and members of the public

- 11.1. A **Member** of the **Society** may at any time make a written request to the **Society** for information held by the **Society**. The request must specify the information sought in sufficient detail to enable the information to be identified.
- 11.2. The **Society** must, within a reasonable time but not exceeding twenty (20) working days after receiving a request —
  - a. provide the information, or
  - b. agree to provide the information within a specified period, or
  - c. agree to provide the information within a specified period if the **Member** pays a reasonable charge to the **Society** (which must be specified and explained) to meet the cost of providing the information, or
  - d. refuse to provide the information, specifying the reasons for the refusal.
- 11.3. Without limiting the reasons for which the **Society** may refuse to provide the information, the **Society** may refuse to provide the information if—
  - a. withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
  - b. the disclosure of the information would, or would be likely to, prejudice the commercial position of the **Society** or 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 person, whether or not that person supplied the information to the **Society**, or
  - d. the information is not relevant to the operation or affairs of the **Society**, 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 **Society** in responding to the request is substantially disproportionate to any benefit that the **Member** (or any other person) will or may receive from the disclosure of the information, or
  - 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**.
- 11.4. 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 twenty (20) **working days** after receiving notification of the charge, the **Member** informs the **Society** —
  - a. that the **Member** will pay the charge; or
  - b. that the **Member** considers the charge to be unreasonable.
- 11.5. If the **Member** disagrees with the stated charge for the information, then such disagreement shall be resolved pursuant to the Dispute Resolution provisions in this **Constitution**.
- 11.6. Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.
- 11.7. A member of the public may at any time make a written request to the **Society** for information held by the **Society**. The request must specify the information sought in sufficient detail to enable the information to be identified.
- 11.8. Where a member of the public makes a written request to the **Society** pursuant to this provision, the provisions in Clauses 11.2 to 11.6 shall be read as if the words “**Member** of the **Society**” are replaced by the words “member of the public” and applied with this change.
- 11.9. Nothing in these provisions entitles a member of the public to be given personal details of the **Society**’s individual **Members** without those **Society** **Members** providing their written approval



for such information to be given to a member of the public. Individual **Society Members** do not have to provide reasons for their refusal to give consent to the **Society** giving their personal details to a member of the public making application for such details.

## 12. Dispute resolution

### 12.1. Meaning of dispute and complaint

- 12.1.1. A dispute is a disagreement or conflict involving the **Society** and/or its **Members** in relation to specific allegations set out below.
- 12.1.2. The disagreement or conflict may be between any of the following persons—
  - a. 2 or more **Members**
  - b. 1 or more **Members** and the **Society**
  - c. 1 or more **Members** and 1 or more **Officers**
  - d. 2 or more **Officers**
  - e. 1 or more **Officers** and the **Society**
  - f. 1 or more **Members** or **Officers** and the **Society**.
- 12.1.3. 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 **Society's Constitution** or bylaws or the **Act**
  - c. the **Society** has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or the **Act**
  - d. a **Member's** rights or interests as a **Member** have been damaged or **Member's** rights or interests generally have been damaged.
- 12.1.4. 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 **Society's Constitution**; and
  - b. sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against; and
  - c. sets out any other information or allegations reasonably required by the **Society**.
- 12.1.5. The **Society** may make a complaint involving an allegation against a **Member** or an **Officer** by giving to the **Member** or **Officer** a notice in writing that—
  - a. states that the **Society** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
  - b. sets out the allegation to which the dispute relates.
- 12.1.6. The information setting out the allegations must be sufficiently detailed to ensure that a person against whom an allegation or allegations is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.
- 12.1.7. A complaint may be made in any other reasonable manner permitted by the **Society's Constitution**.
- 12.1.8. All **Members** (including the **Committee**) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the **Society's** activities.
- 12.1.9. The complainant raising a dispute, and the **Committee**, must consider and discuss whether a dispute may best be resolved through informal discussions, mediation, arbitration, or a tikanga-based practice. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

- 12.2. How complaint is made
  - 12.2.1. A **Member** or an **Officer** may make a complaint by giving to the **Committee** (or a complaints subcommittee) a notice in writing that—
    - a. states that the **Member** or **Officer** is starting a procedure for resolving a dispute in accordance with the **Society'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 **Society**.
  - 12.2.2. The **Society** 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 **Society** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
    - b. sets out the allegation to which the dispute relates.
  - 12.2.3. The information given under subclause 12.2.1(b) or 12.2.2(b) must be sufficient to ensure that a person against whom an allegation is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.
  - 12.2.4. A complaint may be made in any other reasonable manner permitted by the **Society's Constitution**.
- 12.3. Person who makes complaint has right to be heard.
  - 12.3.1. 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.
  - 12.3.2. If the **Society** makes a complaint
    - a. the **Society** 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 **Society**.
  - 12.3.3. Without limiting the manner in which the **Member**, **Officer**, or **Society** 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 **Society's** written or verbal statement or submissions (if any) are considered by the decision maker.
- 12.4. Investigating and determining dispute.
  - 12.4.1. The **Society** must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its **Constitution**, ensure that the dispute is investigated and determined.
  - 12.4.2. Disputes must be dealt with under the **Constitution** in a fair, efficient and effective manner and in accordance with the provisions of the **Act**.
- 12.5. **Society** may decide not to proceed further with complaint: despite the 'Investigating and determining dispute' rule above, the **Society** may decide not to proceed further with a complaint if—
  - 12.5.1. the complaint is considered to be trivial; or
  - 12.5.2. the complaint does not appear to disclose or involve any allegation of the following kind:

- a. that a **Member** or an **Officer** has engaged in material misconduct;
  - b. 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 **Rules** or the **Act**;
  - c. that a **Member's** rights or interests or **Members'** rights or interests generally have been materially damaged; or
- 12.5.3. the complaint appears to be without foundation or there is no apparent evidence to support it; or
- 12.5.4. the person who makes the complaint has an insignificant interest in the matter; or
- 12.5.5. the conduct, incident, event or issue giving rise to the complaint has already been investigated and/or dealt with under the **Constitution**; or
- 12.5.6. there has been an undue delay in making the complaint.
- 12.6. **Society** may refer complaint:
  - 12.6.1. The **Society** may refer a complaint to—
    - a. a sub-committee (called the “complaints 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.
  - 12.6.2. The **Society** may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation or a tikanga-based practice).
- 12.7. Complaint assessment appeal
  - 12.7.1. On receipt of a complaint assessment, should the originator object to the decision, within no more than two (2) weeks from the despatch of the assessment, the originator shall explain in writing their reasons for making an appeal to the **Secretary**. This communication shall be forwarded to the **Chairperson** for consideration.
  - 12.7.2. The **Chairperson**, provided that they were not a party to any of the investigations relating to the original dispute, will assess the complaint and either make a final decision or refer the complaint back to the complaints sub-committee for reassessment, whereupon the procedures stated above shall apply.
- 12.8. Decision makers
  - 12.8.1. A person may not act as a decision maker in relation to a complaint if two or more **Members** of the **Committee** or a complaints sub-committee consider that there are reasonable grounds to believe that the person may not be—
    - a. impartial; or
    - b. able to consider the matter without a predetermined view.

### 13. Altering the Constitution

- 13.1. All amendments must be made in accordance with the **Constitution**.
- 13.2. All proposed amendments, including any minor or technical amendments shall be notified to all **Members** in accordance with Clauses 9.7.2 and 9.7.3 above.
- 13.3. The **Committee** may propose resolutions to amend or replace this **Constitution** as long as three-fourths of the **Committee** agree.
- 13.4. Any proposed resolution instigated by **Members** to amend or replace this **Constitution** shall be signed by at least 15 eligible **Members** and be given in writing to the **Committee** at least 30 **working days** before the **General Meeting** at which the resolution is to be considered and accompanied by a written explanation for the reasons for the proposal.

- 13.5. **Notice** of the proposed resolution along with a background written explanation of the reasons for the proposal is to be given with the **Notice of the General Meeting** at which the proposal is to be considered.
- 13.6. The **Society** may amend or replace this **Constitution** at a **General Meeting** called in accordance with clauses 9.7.2 and 9.7.3 and subject to the Objects of the **Society** by a resolution passed by three-fourths of those **Members** present and voting.
- 13.7. When an amendment is approved by a **General Meeting** it shall be notified to the Registrar in the form and manner specified in the **Act** for registration and shall take effect from the date of registration; in addition, if applicable, the amended **Constitution** shall be notified to Charities Services in accordance with Provisions under the Charities Act.
- 13.8. Minor or technical alterations
  - 13.8.1. The **Committee** may alter this **Constitution** if the alteration:
    - a. has no more than a minor effect; or
    - b. corrects errors or makes similar technical alterations.
  - 13.8.2. Written notice of an alteration under clause 13.8.1 must be sent to every **Member**. The notice must state:
    - a. the text of the alteration; and
    - b. the right of the **Member** to object to the alteration.
  - 13.8.3. If no objection from a **Member** is received within 20 working days after the date on which the notice is sent, the **Committee** may make the alteration.
  - 13.8.4. If an objection from a **Member** is received, the **Committee** may not make the alteration under this provision.

#### 14. Liquidation and removal from the register

- 14.1. Resolving to put **Society** into liquidation.
  - 14.1.1. The **Society** may be liquidated in accordance with the provisions of Part 5 of the **Act**.
  - 14.1.2. The **Committee** shall give 30 **working days** written **notice** to all **Members** of the proposed resolution to put the **Society** into liquidation.
  - 14.1.3. The **Committee** shall also give written **notice** to all **Members** of the **General Meeting** at which any such proposed resolution is to be considered. The **notice** shall include all information as required by section 228(4) of the **Act**.
  - 14.1.4. Any resolution to put the **Society** into liquidation must be passed by a simple majority of all **Members** present and voting.
- 14.2. Resolving to apply for removal from the register
  - 14.2.1. The **Society** may be removed from the Register of Incorporated Societies in accordance with the provisions of Part 5 of the **Act**.
  - 14.2.2. The **Committee** shall give 30 **working days** written **notice** to all **Members** of the proposed resolution to remove the **Society** from the Register of Incorporated Societies.
  - 14.2.3. The **Committee** shall also give written **notice** to all **Members** of the **General Meeting** at which any such proposed resolution is to be considered. The **notice** shall include all information as required by section 228(4) of the **Act**.
  - 14.2.4. Any resolution to remove the **Society** from the Register of Incorporated Societies must be passed by a simple majority of all **Members** present and voting.
- 14.3. Surplus assets
  - 14.3.1. If the **Society** is liquidated or removed from the Register of Incorporated Societies, no distribution shall be made to any **Member**.

- 14.3.2. On the liquidation or removal from the Register of Incorporated Societies of the **Society**, its surplus assets — after payment of all debts, costs and liabilities — shall be vested in another charitable organisation having similar interests as the **Members** shall resolve.
- 14.3.3. However, in any resolution under this rule, the **Society** may approve a different distribution to a different not-for-profit entity from that specified above, so long as the **Society** complies with this **Constitution** and the **Act** in all other respects.

## 15. Miscellaneous

- 15.1. The **Committee** from time to time may make and amend bylaws, and policies for the conduct and control of **Society** activities and codes of conduct applicable to **Members**, but no such bylaws, policies or codes of conduct applicable to **Members** shall be inconsistent with this **Constitution**, the **Act**, regulations made under the **Act**, or any other legislation.
  - 15.1.1. All such bylaws shall be binding on **Members** of the **Society**.
  - 15.1.2. A copy of the bylaws for the time being, shall be available for inspection by any **Member** on request to the **Secretary**.
- 15.2. Copy of the **Constitution**
  - 15.2.1. A copy of the **Constitution** shall be retained at the Registered Office of the **Society** and made available to **Members** upon reasonable request.
  - 15.2.2. The **Society** shall be authorised to place a copy of its **Constitution** on any webpage that the **Society** maintains.
- 15.3. Interpretation of **Constitution**
  - 15.3.1. Should any matter arise which has not been provided for in this **Constitution**, the following **Rules** of interpretations shall generally apply, namely, that the general principle to be followed will be to give the words their ordinary, natural meaning, with technical terms given their legal or technical meaning. If the meaning is not immediately clear, then the context, historical context, and any customary practices of the **Society** are to be given consideration by treating the **Constitution** as a whole, especially to avoid any unnecessary or expensive litigation.
- 15.4. Common Seal
  - 15.4.1. The **Society** will have a Common Seal that must be kept in the custody of the **Secretary**, or other nominated **Officer**.
  - 15.4.2. The Common Seal may be affixed to any document:
    - a. by resolution of the **Committee**, and must be countersigned by two **Officers**, or
    - b. by such other means as the **Committee** may resolve from time to time.
  - 15.4.3. The **Secretary** shall retain a register which records and includes:
    - a. all instances when the **Society's** Common Seal has been affixed,
    - b. the names and status of the **Society's Officers** who signed on behalf of the **Society**, and
    - c. a true copy of the document to which the **Society's** Common Seal was affixed.
  - 15.4.4. The **Secretary** shall report to the next meeting of the **Committee** the information contained in this register.

15.5. Adoption

15.5.1. This **Constitution** of the Cambridge Historical Society Incorporated was adopted at an **Annual General Meeting** of the Cambridge Historical Society Incorporated, held on day of 2025, as attested to by the following two duly elected **Officers** of the Cambridge Historical Society Incorporated.

.....  
*Signature*

*Name:*

*Address:*

*Position:*

.....  
*Signature*

*Name:*

*Address:*

*Position:*