

**Constitution for
Apiculture New Zealand Incorporated**

**Updated in February 2026
Version 15.0**

Constitution for Apiculture New Zealand Incorporated

1 Name

The name of the Society will be Apiculture New Zealand Incorporated (“the Society”).

2 Registered Office

The registered office of Apiculture New Zealand will be at such place as the Governance Board decides from time to time.

3 Definitions

In this Constitution unless the context otherwise requires:

“Act” means the Incorporated Societies Act 2022 and any amendments;

“Annual Meeting” means the Annual General Meeting of the Society;

“Annual Subscription Form” means the annual subscription form used by the Society from time to time to be completed by Members on renewal of their annual membership;

“Apiculture industry” means, beekeepers, marketers of apicultural products, processors and packers of apicultural products, exporters of apicultural products, food manufacturers using apicultural products, health product manufacturers using apiculture products, suppliers of apicultural equipment and support products, landowners who have apiary sites on their land;

“Board” means the Board of Apiculture New Zealand;

“Director” means a person elected or appointed to the Board;

“Financial Year” means 12 calendar months ending 31 March;

“Independent **person**” means a person with no direct financial interest in the Apiculture industry;

“Levy” means a levy in respect of any such order pursuant to the Commodity Levies Act 1990, or the Biosecurity Act 1993 or pursuant to any voluntary levy agreed to be paid by Members of the Society;

“Management Team” means the individuals (whether or not members) appointed under Clause 17;

"Member" means a person or entity that has qualified for, and been accepted, as a Member as set out in Clause 5.1;

"Notice of Motion" means a notice submitted in accordance with Clause 22.2;

"Properly constituted meeting" means meetings held in accordance with the constitution of the Society;

"Registration Form" means the relevant member registration form used by the Society from time to time;

"Regional Hub" means the regional group of the Society to which a Member belongs as set out in Clause 11.9;

"Registrar" means the Registrar of Incorporated Societies;

"Related Company" has the meaning in section 2(3) of the Companies Act 1993 (read as if the expression "company" in that subsection included any body corporate);

"Sector" means the industry group to which a Member is affiliated as set out in Clause 12.1;

"Sector Matters" mean matters to be considered at a Sector level as determined by the Board; and

"Special Meeting" means a Special General Meeting of the Society convened in terms of Clause 20.

4 Objects

- 4.1 The principal object of the Society is to provide benefits to the apiculture industry in New Zealand by creating a positive industry profile, business environment and opportunities for Members.
- 4.2 In order to attain the principal object, the Society will:
- a. Establish and maintain a Society for the mutual benefit and assistance of the Members, and act as a forum for the exchange of information and for the discussion of matters of common interest within the apiculture industry.
 - b. Promote to industry stakeholders, the general public, the media, policy makers and Members of Parliament, apiculture as a vital and growing sector of major social and economic significance to New Zealand.
 - c. Represent the common views of Members to any relevant organisations (e.g. policy makers, media, consumers, stakeholders and the general public) and where necessary advocate on behalf of Members.
 - d. Work to protect the rights of members to keep bees and improve the apiculture industry in New Zealand, including promoting the economic and other interests of Members.
 - e. Actively engage and participate in the following areas of activity, where these can be best addressed at a whole of industry level, as they relate to the interests of Members and the apiculture industry generally:
 - i. Bee health, including the role and value of a healthy bee population within the primary production sector and broader ecosystem;
 - ii. General regulatory, economic and fiscal policy and resulting compliance costs;
 - iii. Resource management and environment, including but not limited to making appropriate submissions on local government plans in key areas;
 - iv. Education, training, professional development and leadership;
 - v. Labour, health & safety and employment issues;
 - vi. Biosecurity, including border security;
 - vii. High-level trade policy, including market access and lobbying of central government on important trade issues;
 - viii. Crisis management and dispute resolution;
 - ix. Facilitating and supporting best practice science and research & development; and
 - x. Promoting ethical practice within the industry.

- f. Identify relevant information on matters pertaining to the apiculture industry and encourage appropriate forums and methods for this information to be shared and used amongst Members where collective benefits exist.
- g. Conduct negotiations with the Government and other authorities on any topic or initiative likely to affect the interests and welfare of Members of the Society.
- h. Provide and raise funds for the purpose of the Society by levies, borrowing, subscriptions, annual or otherwise, or by any other means.
- i. Provide coordination services to Sectors and Regional Hubs to facilitate collaboration and connectedness between Members.
- j. Generally do all such things and take all such initiatives considered beneficial to Members to further the activities and objects of the Society.

5 Membership

5.1 Members will be General Members, Life Members or Associate Members. To become a member in all of these categories, an applicant shall give consent to be a member by applying in writing to the Board using the relevant Registration Form.

a. General Members

- i. A person or entity will be eligible to become a General Member if that person or entity has an active interest in the apiculture industry in New Zealand, and pays the appropriate Sector subscription.
- ii. Any person or entity paying a commodity levy will become a member of ApiNZ, by opting in (in writing) to ApiNZ membership. Levy payers who choose not to opt in to being ApiNZ members will have full voting rights for commodity levy votes only as under the Commodity Levies Act 1990 (**CLA**).

b. Life Member – On the recommendation of the Board, as a mark of esteem and in recognition of outstanding service to the New Zealand apiculture industry, a person, whether or not a Member of the Society may be elected a Life Member by a majority vote at an Annual Meeting of the Society.

- i. A Life Member, if not already a General Member, shall enjoy the rights and privileges of General Members but shall pay no annual registration fee.
- ii. A person who is a life member of a related industry organisation who is identified as such by the Board will be entitled to be a Life Member of the Society.

c. Associate Member – The Board may of its own accord, grant any person or organisation an Associate Membership. An Associate Member shall pay the appropriate subscription as determined from time to time by the Governance Board but will not have voting rights.

5.2 All Members shall promote the interest and the objects of the Society and shall do nothing to bring the Society into disrepute. Refer to Clause 7.4.

- 5.3 Members shall have all privileges, rights and obligations applicable to their category of membership as contained in this Constitution, and any policies or membership forms issued by the Board pursuant to this Constitution.

6 Membership of Corporations, Partnerships and Trusts

- 6.1 Any Member of the Society may by resolution of its directors or other governing body authorise any director, manager or employee thereof, to act as its representative at meetings of the Society. Following receipt of such information by the Chief Executive Officer the person so authorised shall be entitled to exercise on behalf of the Member, all its rights and privileges of membership upon the payment of the appropriate subscription; and shall also be entitled to hold office in the Society as if the authorised person were personally a member.
- 6.2 Where a business is carried on through multiple independent businesses under the same name, brand or franchise and the entities are not Related Companies each entity must apply for membership separately.
- 6.3 Related Companies will be entitled to apply for registration as a Member as one entity or separate entities. Annual subscription fees and membership rights and obligations will apply to each entity separately registered as a Member.

7 Ceasing to be a Member

- 7.1 A Member wishing to resign from the Society shall give written notice but shall remain liable for all subscriptions due at the time of their resignation.
- 7.2 Any Member whose subscription remains unpaid for two months after the payment date will be issued with a final written demand for payment.
- 7.3 If the Member concerned has not responded within 30 days of the final demand, his or her name shall be removed from the Register and written notification to that effect shall be sent to the Member.
- 7.4 Before the Board may suspend or remove a Member from the Register of Members for conduct prejudicial to the interests of the Society, wilful breach of any Rule or such other misconduct as determined by the Board:
- a. The Board will provide to the Member concerned a statement of its reasons for considering the Member to be guilty of misconduct meriting suspension or expulsion. The Board will also refer the Member to, and the Member may follow, the dispute resolution process outlined in clause 25, if the Member wishes to challenge the Board's decision;
 - b. The Member will be afforded a reasonable opportunity, in person or in writing, to respond to that statement.
- 7.5 If, after considering the response (if any) from the Member, the Board proposes to remove or suspend that Member, a motion to that effect will be put for consideration at the next Board meeting.

8 Registration and Subscriptions

- 8.1 A register of Members will be kept and will include:
- a. the name of each member; and
 - b. the last known contact details of each member; and
 - c. the date on which each person became a member; and
 - d. all other information prescribed by the regulations (if any).
- 8.2 Members of the Society must:
- a. advise the Board of any change of material ownership or controlling interest by the effective date of change;
 - b. update their information for the purposes of keeping the register of Members maintained in the manner instructed by the Board from time to time; and
 - c. provide any additional information which the Board reasonably requests to keep the register of members up to date.
- 8.3 Any person or entity on being accepted as a Member shall pay a registration fee to join the Society in addition to any other subscription or levy for which it may be liable. Such registration fee will be set by the Board and ratified by members at the Annual General meeting, the fee will be reviewed from time to time as the Board deems appropriate.
- 8.4 The annual subscription rates for the following year will be set at the Annual General Meeting of the Society on the recommendation of the Board.
- 8.5 Subscription rates will be set for each Sector. A Member can choose on their Annual Subscription Form to be affiliated to more than one Sector. Members will pay the annual subscription for each Sector they have chosen to be affiliated with.
- 8.6 Subscriptions are due on the 1st April annually. Failure to pay subscriptions will result in termination of membership (Clause 7.2-7.3).

9 Contact Persons

- 9.1 Contact person(s) for the Society will be appointed by the Board from time to time in accordance with the requirements of the Incorporated Societies Act 2022 (the Act).

10 Commodity Levy

- 10.1 The Commodity Levies Act will determine process and outcome, if and when such a levy is struck.
- 10.2 The Commodity Levy Order voted on at ApiNZ's AGM and made under the Commodity Levies Act will determine the process and outcome, if and when such a levy is structured. This order will also set the minimum and maximum rate for the levy.

11 Regional Hubs

- 11.1 Regional Hubs will be flexible organisations of Members linked through apiculture related activities, with the purpose of supporting interaction among Members.
- 11.2 Regional Hub members, if they so elect, may establish a Regional Hub Committee to promote and assist regional social activities, education and training with support from the Industry Management team, where appropriate.
- 11.3 Regional Hub Committees if established, will be required to manage any Hub finances and Bank accounts on behalf of the Society as directed by the Board, with guidance from the Society's Accountant.
- 11.4 Regional Hubs will be entitled to receive funding for apiculture good activities as the Board may from time to time determine.
- 11.5 The Management Team in association with the Regional Hub Committees will, as required, assist the planning and delivery of Regional Hub activities, including Field Days, workshops and meetings and communications. The Management team will also facilitate and manage the voting procedures for Regional Hubs as determined from time to time.
- 11.6 Any funds generated by regional hubs will be the property of the Society. The Hub treasurer shall record and maintain books of account as directed by the Board and shall present an annual statement of account, as directed by, and for review by the Chief Executive Officer. Such funds will be expended for the benefit of members of that Hub, or for industry following consultation with that respective Hub
- 11.7 The Board will nominate one Director to each Regional Hub, for the purpose of providing the Regional Hub with a direct point of contact to the Board.
- 11.8 Regional Hubs may be established or disestablished by a decision of the Board following receipt of a proposal to do so from any group of Members of the Society.
- 11.9 A Member's Regional Hub affiliation(s) will be nominated by them on their Annual Membership Subscription Form. Every Member of the Society shall be entitled to be a Member of a Regional Hub in the area the Member lives or of another Regional Hub as agreed by the Board.
- 11.10 Regional Hubs will be operated within policy directives set by the Board from time to time.

12 Sectors

- 12.1 There are two Sectors to which Members may affiliate, being the Beekeeping Sector and Market Sector:
- a. The Beekeeping Sector comprises two categories:
Non-commercial Beekeepers (beekeepers with up to 25 hives)
Commercial Beekeepers (beekeepers with a minimum of 26 hives)
 - b. The Market Sector includes:
Marketers of apicultural products, processors and packers of apicultural products, exporters of apicultural products, food manufacturers using apicultural products, health product manufacturers using apiculture products, suppliers of apicultural equipment, services and support products, landowners who have apiary sites on their land.
- 12.2 New Sector categories, such as those in Clause 12.1, or as defined by the Board, may be established by the Board and will be primarily defined according to the functions of that Sector category within the industry.
- 12.3 A Member's Sector and Category affiliation(s), where applicable will be nominated by them on their Annual Membership Subscription Form.
- 12.4 Members within each Sector will be responsible for the election of their representatives to the Board.
- 12.5 The Beekeeping Sector shall have a total of six (6) elected Board representatives, with five (5) elected by Commercial Beekeepers and one (1) elected by Non-commercial Beekeepers.
- 12.6 The Market Sector shall have three (3) elected Board representatives.
- 12.7 When required, as Director's terms expire, Members of each Sector will, by means of a properly constituted election held not less than 30 days prior to the Annual Meeting, elect their future representative(s) to the Board. Nominees will apply in writing (via the Board election pack) to the Board and their nomination must be seconded by a Member in the relevant sector. Preferential voting will be conducted by post (via email), electronic or other form of ballot as determined by the Board.
- 12.8 Any casual vacancies on the Board will be referred back to the affected Sector to fill in accordance with Clause 12.4. Where no nomination is forthcoming from a Sector, the Board shall appoint a representative for that Sector until the next available election date.
- 12.9 The Sectors will be bound by any directives given from time to time by the Board or the Management Team (see Clause 12.8).

13 Voting Entitlement

- 13.1 For Board elections or Sector Matters, each Member will receive one vote for the Sector they are affiliated to (i.e. a Member can be affiliated to both Sectors – and have one Sector voting right in each).
- 13.2 At any Annual or Special Meetings, each Member will specify in which sector/category they are voting. The vote will be by sector and will carry the same weight as for sector representation on the Board. A motion will be carried if supported by more than 50% of that weighted vote.
- 13.3 The Non-commercial beekeeping sector vote carries 11% weight
- 13.4 The commercial beekeeping sector vote carries 56% weight
- 13.5 The market sector vote carries 33% weight
- 13.6 Commodity Levy payers (if applicable) who are not Members do not have voting rights.

14 The Board

The Board and Chair

- 14.1 The **no more than** nine (9) elected representatives (see Clause 11.5 and 11.6), who will be Members, will appoint a Chair and shall together constitute the Governance Board of the Society.
- 14.2 Prior to the Annual Meeting the Board will elect a Chair and a Vice-Chair if a vacancy exists.
- 14.3 The Chair will:
 - Be appointed for up to a three year term with the right of reappointment for one more term; and chair all meetings of the Board and AGM, except that in their absence for whatever reason, the Vice Chair will assume this role.
- 14.3a If a vacancy occurs in the office of Chair or Vice Chair or if any such officer is unable to perform the duties of the office for any reason, the Board of Directors may at any time:
 - (i) appoint as an alternative Chair:
 - a. a person from among their number; or
 - b. an independent person, who is not from their number and who may or may not be a member or member representative, to be a Board appointed director to act as Chair; or
 - (ii) appoint as an alternative Vice Chair, a person from their number, to hold that office until the next Annual General Meeting or such earlier time as the Board of Directors shall determine.
- 14.4 Directors shall take office on the Board from the conclusion of the Annual Meeting immediately following their election or appointment.

- 14.5 The term of office for all Directors shall be three (3) years expiring at the conclusion of the relevant Annual Meeting except in the first year following adoption of this constitution when three elected representatives will be elected for one year only and three elected representatives will be elected for two years only.
- 14.6 At the end of an elected period, retiring Directors shall be eligible for re-election for two (2) subsequent and consecutive terms of three (3) years. A Director who has served three (3) consecutive terms shall be ineligible for re-appointment as a Director in the ensuing year. Such Director, after standing down for not less than one (1) year, may again be eligible for re-appointment for two (2) further terms of three years and shall cease to be eligible after that.
- 14.7 Subject to this Constitution and the Act, the Board has all the powers necessary for managing, and for directing and supervising the management of, the operations and affairs of the Society, including but not limited to the following responsibilities:
- a. Governance which means recognising, protecting and facilitating the rights of Members established by the Constitution or through mutual agreements.
 - b. Promoting transparency and consistency with the Constitution and clearly articulating the division of responsibilities among the different structures within the Society.
 - c. Ensuring that timely and accurate disclosure is made on all material matters regarding the Society, including the financial situation, performance, and governance
 - d. Ensuring the strategic guidance of the Society, the effective monitoring of the Management Team, and the Board's accountability to the Society and its Members.
 - e. Appointing the Chief Executive Officer.
 - f. Appointing a contact person(s).
 - g. Establishing policies, advisory and planning, governance training, resource allocation, etc.
 - h. Maintaining a register of Board Member interests and complying with conflict of interests as set out in Sections 62-73 of the Act.
- 14.7.1 The Board is responsible for controlling and managing the finances of the Society, in conjunction with the Chief Executive Officer.
- 14.8 The Board will meet at such intervals as may be deemed necessary and will conduct business in person, by audio or audio visual link or by a combination of any of these methods.
- 14.9 Voting - where Board consensus cannot be reached each Board member will have one vote and a resolution will be delivered by majority. Voting may be conducted:
- a. in person and or
 - b. by electronic means (eg email).
- 14.10 Each Board member must at all times comply with this Constitution and their fiduciary duties as a member of the Board including their:
- a. Duty of loyalty
 - b. Duty not to profit from their position as a member of the Board
 - c. Duty to declare and avoid conflicts of interest
 - d. Duty of care.

- 14.11 An elected Director's appointment shall cease immediately upon:
- a. the Director no longer being eligible for membership of the Sector from which they were elected; and
 - b. such Director tendering their resignation to the Board; or
 - c. if no such resignation is forthcoming, on the Board being notified by the Management Team that the Director is no longer eligible for membership and as such their directorship has been determined.

- 14.12 The office of Director or Chair shall be vacated:
- a. If the person is absent from two consecutive Board meetings without special leave; or
 - b. If the person dies or loses mental capacity or declared bankrupt; or
 - c. (In the case of an elected Director) if he or she ceases to be a Member.

- 14.13 Any Director or the Chair who has committed a breach of the Constitution or not complied with the Board's Governance requirements or whose conduct or performance is, in the opinion of a majority of the Board, injurious to the best interests of the Society, may be removed from office by a vote of two-thirds majority of Board Members. The Director who is the subject of such process has the right to be present with representation and be heard by the Board before it makes its decision. The Board will also refer the Director to, and the Director may follow, the dispute resolution process outlined in clause 25, if the Director wishes to challenge the Board's decision.

15 Remuneration of Board and Sub-Committees

- 15.1 No part of the income or property of the Society will be paid directly or indirectly to any Member provided that this Clause will not prevent the Society making reasonable payments to Members for professional or other services rendered for the purposes of the Society.
- 15.2 Directors and members of sub-committees may be paid such remuneration by way of honorarium as may be determined by the Society in General Meeting and may also be paid travelling, accommodation and other reasonable expenses properly incurred by them in attending and returning from meetings of the Board, a sub-committee or any general meetings of the Society or in connection with the business of the Society.

16 Chief Executive Officer

- 16.1 The Board shall appoint a Chief Executive, under a fully negotiated Individual Employment Agreement, who shall hold office for such period and upon such terms as to salary or otherwise as the Board shall from time to time determine.
- 16.2 The Board will determine and agree the responsibilities and duties of the Chief Executive who will be directly accountable to the Board on all matters.

17 Management Team Appointments

- 17.1 A Management Team will be appointed by the Chief Executive Officer and to meet business plan outcomes, legislative requirements and best practice standards.
- 17.2 Management Team responsibilities will be determined as provided for by the Constitution and the Chief Executive Officer to ensure the annual business plan is achieved.

18 Sub Committees

- 18.1 The Board may from time to time, establish sub committees or co-opt individuals (whether or not members) with definite terms and references and finite timelines including a “sunset” time by which the allocated tasks shall be completed and the committee disbanded or reviewed.

19 Annual Meeting

- 19.1 The Board shall convene an Annual Meeting of the Members of the Society at a time, date and location approved by the Board, provided the AGM is held within four (4) months following the end of the financial year and that there is no more than 15 months between AGMs.
- 19.2 The information to be presented and business to be conducted at the Annual Meeting shall be to:
 - a. Receive the Chair’s address;
 - b. Receive addresses from any other persons invited by the Board;
 - c. Receive the Annual Report of the Society;
 - d. Receive the reviewed Statement of Financial Position and Statement of Financial performance;
 - e. Receive the budget and business plan for the current fiscal year;
 - f. Receive recommendations or other business referred by the Governance Board including Life Membership nominations; confirming subscription and registration fees;
 - g. Consider any matter arising from the Chair’s address, the Annual Report or any other report presented to the Annual Meeting;
 - h. Receive and consider any acceptable matters notified with proper Notice of Motion from any Member of the Society;
 - i. Conduct any general business; and
 - j. Consider appointment of an auditor
 - k. Vote on the proposed use of any commodity levy funds
 - l. Details of any conflict of interests (by the Board) disclosed during the financial year. This must include a brief summary of the matters, or types of matters, to which those disclosures relate.
- 19.3 An accurate record of the minutes is kept and circulated for all Special and Annual meetings.

20 Special Meetings

- 20.1 A Special Meeting of the Society shall be held at such time, date and place as the Board may decide for the purpose of transacting any business other than that to be transacted only at the Annual Meeting. In addition, the Board must convene a Special Meeting where 50% of more of the Board are prevented from voting on a matter because they are interested in that matter as required by Section 64(3) of the Act.
- 20.2 The Board shall convene a Special Meeting on its own motion or upon receipt of a requisition in writing and signed by not less than ten percent of the Members of the Society stating the object of the meeting proposed to be called.
- 20.3 If the Board fails to convene a Special Meeting within thirty days of the date of delivery of the requisition, then the Members making the requisition may convene it themselves.

21 Quorum

- 21.1 The Quorum for Annual and Special Meetings shall be 40 Members. Anyone attending by proxy does not count towards quorum. Anyone voting by postal votes or electronically does not count towards quorum.
- 21.2 The Quorum for Board Meetings shall be 5 Directors, no more than 4 of whom may be Board Members elected by Commercial Beekeepers.

22 Conduct of Meetings

- 22.1 The Annual Meeting and any Special Meeting shall be summoned by not less than 21 days' notice to Members stating the nature of the business intended to be conducted with the date, time and location of the proposed meeting. Such notice shall be sufficiently given if it is inserted in an issue of the Society's Journal, on the Society's website and/or emailed to all Members at their last known email address as recorded by the Chief Executive Officer, not less than 21 days prior to the date of the meeting.
- 22.2 Any Member proposing a Notice of Motion shall submit that notice to the Chief Executive Officer in writing and supported by the signatures of no fewer than 10 Members not less than 50 days prior to the date of an Annual Meeting or a Special Meeting of the Society. The notice shall include the fullest possible information as to the proposal being made.
- 22.3 The Chair, or in the Chair's absence the Vice-Chair, shall preside at all meetings of the Society, except if neither is available the members present at the meeting may choose one of their number to be Chair for that meeting.
- 22.4 The decision of the Chair in all matters of meeting procedure and conduct shall be final.
- 22.5 If a vote is requested it shall be conducted in such a manner as provided for under the Constitution (electronically or via postal vote), or as the Chair decides.
- 22.6 Members will be entitled the votes allocated to them under Clause 13.2.

- 22.7 At any meeting the Chair shall, in addition to any other vote or votes to which that person may be entitled as a Member, have a casting vote.
- 22.8 Any person who is not a Member of the Society may be present by invitation of any Member at any meeting of the Society, but unless invited to by the Chair, shall not be entitled to speak.
- 22.9 If any Member is unable to attend at any general meeting, that Member may by notice in writing delivered to the Chief Executive Officer, not later than 48 hours prior to the time fixed for such general meeting appoint any other person entitled to attend any such general meeting to be the proxy of that Member and any proxy so appointed shall be entitled to exercise the vote available to that Member under the Constitution.
- 22.10 The Society may pass a written resolution in lieu of an AGM. For the resolution to be passed 75% of those voting on the resolution must approve the resolution in accordance with the Act.

23 Postal (via email) or Electronic Vote

- 23.1 Except as otherwise provided for in the Constitution the Board may submit any matter of policy (being a matter that does not require a resolution of Members but the Board nonetheless considers desirable to get Members' informal feedback on) to the membership for voting by postal (via email) or electronic vote, either at Sector or general membership level as determined by the Board. The result of such a vote shall be by way of recommendation to the Board; in such circumstances Members shall have the same voting entitlement as under Clause 13.1.
- 23.2 All votes on matters of policy under Clause 23.1 shall be conducted by the Chief Executive Officer and the result thereof shall, as soon as practicable after the vote has been taken, be notified by the Chief Executive Officer to the membership of the Society by email, or text or other form of direct communication to Members as the Board decides and with an entry in an issue of the Society's Journal, website or such other means of publication as the Board decides.
- 23.3 If the case arises for a secret ballot it shall be conducted by an independent third party as directed by the Chief Executive Officer.

24 Alteration to Constitution

- 24.1 The Constitution may be altered by majority vote taken at the discretion of the Board either at an Annual Meeting or at a Special Meeting of the Society or by postal via email/electronic vote.
- 24.2 Where the Board determines to refer a proposed alteration to the Constitution to an Annual Meeting or Special Meeting, particulars thereof shall be given in the notice convening the Meeting.
- 24.3 Any Member proposing an alteration to the Constitution shall submit a notice of motion to the Chief Executive Officer not less than 50 days prior to the date of the Annual Meeting or a Special Meeting of the Society.

- 24.4 No addition to, or alteration, or recession, of the Constitution, shall be approved if it in any way affects Clause 27.2.
- 24.5 No addition to or alteration of the non-profit aims, personal benefit clause or the winding up clause shall be made which affect the tax exempt status. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

25 Dispute Resolution

- 25.1 The Board shall follow the procedures in clauses 2 to 8 of Schedule 2 of the Act in notifying and resolving all disputes and complaints (as those terms are defined in the Act).

26 Finances

- 26.1 The Society shall open an account or accounts with one or more trading banks operating in New Zealand and all transactions on those accounts shall be authorised by such 2 or more persons as the Board from time to time determines.
- 26.2 The Society accounts need not be audited, but reviewed, unless the Society by Resolution passed at an Annual or Special Meeting so requires with respect to any particular year or if required by legislation.

27 Winding Up

- 27.1 The Society shall be wound up upon the passing of a resolution to that effect passed at an Annual or Special Meeting, the notice of which has included the proposal for winding up.
- 27.2 In the event of the Society being wound up, funds held directly or indirectly and other property of the Society shall be disposed of to such charitable organisations as such an Annual or Special Meeting shall determine.
- 27.3 If upon winding up or dissolution of the organisation there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid or distributed among members of the organisation but shall be given or transferred to some other organisation or body with similar objects to the first organisation that also is not-for-profit or for some other charitable purpose, within New Zealand.

1. Member Name: _____

Signature: _____

2. Member Name: _____

Signature: _____

3. Member Name _____

Signature: _____