

New Zealand Lactation Consultants Association Constitution

Date: 21 October 2025

CONTENTS

THE SOCIETY	PAGE
Introductory rules	
1. Name.....	4
2. Charitable Status	4
3. Definitions	4
4. Purposes.....	6
5. Tikanga,kawa,culture or practice.....	6
6. Acts and Regulations.....	7
7. Association powers.....	7
8. Restrictions on Association powers.....	7
9. Registered office.....	7
10. Contact person.....	8
Members	
11. Minimum Number of Members.....	8
12. Types of Members	8
13. Becoming A Member: consent	9
14. Becoming a Member: membership categories	9
15. Becoming a Member: process.....	9
16. Members' obligations and rights.....	10
17. Standards of practice.....	10
18. Membership Fees	11
19. Ceasing to be a Member	11
20. Obligations once membership has ceased	12
21. Becoming a Member again.....	12
General Meetings	
22. Procedures for all General Meetings.....	12
23. Minutes.....	14
24. Annual General Meetings: when they will be held	14
25. Annual General Meetings: business	14
26. Special General Meetings	15
Board	

27.	Board composition	16
28.	Functions of the Board	16
29.	Powers of the Board	16
30.	Sub-committees.....	16
31.	General matters: Board and Sub-committees.....	16
Board meetings		
32.	Procedure	17
33.	Frequency	17
Officers		
34.	Qualifications of Officers.....	17
35.	Officers duties	19
36.	Election or appointment of Officers	20
37.	Term.....	21
38.	Removal of Officers	21
39.	Ceasing to hold office	22
40.	Conflicts of Interest.....	22
Records		
41.	Register of Members	23
42.	Interests Register.....	23
43.	Access to Information for Members.....	23
Finances		
44.	Control and management.....	25
45.	Balance date.....	26
Dispute resolution		
46.	Meaning of dispute and complaint.....	26
47.	How complaint is made	27
48.	Person who makes complaint has right to be heard	28
49.	Person who is subject of complaint has right to be heard	28
50.	Investigating and determining dispute.....	29
51.	Association may decide not to proceed further with complaint.....	29
52.	Association may refer complaint	30
53.	Decision makers	30
54.	Expulsion of Member	30

Liquidation and removal from the Register

55. Resolving to put Association into Liquidation 31
56. Resolving to apply for removal from the register 31
57. Surplus assets 31

Alterations to the Constitution

58. Amending the Constitution 32

Other

59. Bylaws..... 32

New Zealand Lactation Consultants Association Constitution

Introductory rules

1. Name

The name of the Association is New Zealand Lactation Consultants Association Incorporated (in this **Constitution** referred to as the '**Association**').

2. Charitable status

The **Association** is an Incorporated Society and a Registered Charity #CC36743 in accordance with the Charities Act 2005.

3. Definitions

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

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

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

'**Chairperson**' means the **Officer** responsible for chairing **General Meetings** and **Board** meetings, and who provides leadership for the **Association**.

'**Board**' means the **Association's** governing body.

'**Board Member**' is any **Member** who is elected to the **Board** at an Annual General Meeting.

Certification means the credential accepted by the **Association** as the qualification necessary for a Lactation Consultant. In this **Constitution**, a Lactation Consultant means a person who has successfully passed the International Board of Lactation Consultant Examiners Inc. (IBLCE) Certification examination or any future equivalent examination or assessment or Certification process approved by the **Association**.

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

'**Deputy Chairperson**' means the **Officer** elected or appointed to deputise in the absence of the **Chairperson**.

'**Financial Year**' means the year ending 31st December

‘General Meeting’ means either an **Annual General Meeting** or a **Special General Meeting** of the **Members** of the **Association**.

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

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

‘Matter’ means—

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

‘Member’ means a person who has consented to become a **Member** of the **Association** and has been properly admitted to the **Association** who has not ceased to be a **Member** of the **Association**. **Members** are further defined as Full, Life, Associate, Student, Retired or Honorary.

‘Membership Fees’, means the annual fee set for each membership category at an **Annual General Meeting**.

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

‘Officer’ means a natural person who is:

- a member of the **Board**, and occupies a position in the Association that allows them to exercise significant influence over the management or administration of the **Association** including President, **Secretary** and Treasurer
- **Officers** are elected to the **Board** at an **Annual General Meeting**.

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

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

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

‘Working Days’ mean as defined in the Legislation Act 2019. Examples of days that are not **Working Days** include, but are not limited to, the following — a Saturday, a Sunday, Waitangi Day, Good Friday, Easter Monday, ANZAC Day, the Sovereign’s birthday, Te Rā Aro ki a Matariki/Matariki Observance Day, and Labour Day.

4. Purposes

The **Association** is established and maintained exclusively for charitable purposes (including any purposes ancillary to those charitable purposes), namely:

- relieving poverty and illness through our Members fostering optimal maternal and child health by protecting, promoting and supporting breastfeeding and the use of human milk for infants,
- advancing education by providing support and education opportunities for New Zealand IBCLCs to enable them to pass on knowledge, and empower breastfeeding mothers and whānau in Aotearoa,
- benefitting the community by advocating the World Health Organisation Code of Marketing of Breastmilk Substitutes and subsequent World Health Assembly resolutions,
- making representations to relevant authorities on issues of concern to Lactation Consultants and to serve as an Advisory Body for such authorities,
- liaising with other organisations within New Zealand who have objectives similar to the **Association**,
- promoting breastfeeding and breastmilk as the biological norm,
- encouraging New Zealand-based research in the field of breastfeeding and human lactation,
- providing a forum for discussion and regular communication between Lactation Consultants,
- maintaining a Directory of Lactation Consultants who are Members and in private practice,

Any income, benefit, or advantage must be used to advance the charitable purposes of the **Association**

5. Tikanga, kawa, culture or practice

The tikanga or culture of the **Association** is as follows—

- the **Association** is fully committed to Te Tiriti o Waitangi as the foundational document of Aotearoa New Zealand;
- the **Association** recognises its responsibilities to uphold tikanga Māori principles; equity; cultural safety in practice; and competencies in breastfeeding and lactation practice

and this **Constitution** shall be interpreted having regard to that tikanga, kawa, culture or practice.

6. Act and Regulations

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

7. Association powers

The **Association** will have the following powers to:

- purchase, take on lease, hire, acquire or manage real and personal property in such a manner as the **Association** may think fit;
- invest, deal with, dispose of and sell all or any part of the **Association's** funds or property in such a manner as the **Association** may think fit;
- hire or remunerate any person or company for services in or about the formation, organisation, extension, promotion, training and business of the **Association**, provided that any payments made are reasonable and no greater than current market rates;
- contract for money or money's worth the services of persons or groups to carry out meetings or workshops in accordance with the aims, objectives and philosophy of the **Association**;
- charge a fee to organisations or individuals seeking the assistance of the **Association** by way of educative material or presentations;
- receive Koha, **Membership Fees**, subsidies, grants endowments, legacies, loans, bequests or donations from individuals or organisations whether the money, goods or services offered are in response to services provided by the **Association** or otherwise, provided that the **Association** may decide, by consensus, to reject any donation if the acceptance of it would for any reason compromise the aims, objectives or philosophy of the **Association**.

8. Restrictions on Association powers

The **Association** must not be carried on for the financial gain of any of its **Members**, however, **Members** may receive:

- reimbursement for reasonable expenses legitimately incurred on behalf of the **Association** or while pursuing the **Association's** purposes;
- educational funding as outlined in the **Association's** Education Fund documents.

9. Registered office

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

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

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

10. Contact person

The **Association** shall have at least 1 but no more than 3 contact person(s) whom the Registrar can contact when needed.

The **Association's** contact person must be:

- At least 18 years of age, and
- Ordinarily resident in New Zealand.

A contact person can be appointed by the **Board** or elected by the **Members** at a **General Meeting**.

Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including:

- a physical address or an electronic address, and
- a telephone number.

Any change in that contact person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 20 **Working Days** of that change occurring, or the **Association** becoming aware of the change.

Members

11. Minimum number of Members

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

12. Types of members

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

- **Full Member** is a person admitted to membership under this **Constitution**. **Full Members** will have the **Certification** of Lactation Consultant (IBCLC) as defined in the '**Definitions**' section; and support the purposes of the **Association**; and are admitted to membership according to the provisions of this **Constitution**;
- **Life Member** is a person honoured for highly valued services to the **Association** elevated as a **Life Member** by resolution of a **General Meeting** passed by a two-thirds 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 **Membership Fees**;

- **Associate Member** is a person who is a clinical professional or breastfeeding supporter but is not a Lactation Consultant (IBCLC);
- **Student Member** is a person who is preparing to sit the IBLCE exam to become an IBCLC and can only be granted Student Membership for 2 consecutive years;
- **Retired Member** is a person who is a retired Lactation Consultant (IBCLCs) who has belonged to NZLCA for 3 years or longer and wishes to continue his or her membership;
- **Honorary Member** is a person honoured for services to the **Association** or in an associated field elected as an **Honorary Member** by resolution of a **General Meeting** passed by a two-thirds majority of those present and voting. An **Honorary Member** has no membership rights, privileges or duties

13. Becoming a Member: consent

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

14. Becoming a member: Membership Categories

Full Members will be entitled to:

- serve on the **Board** and nominate **Officers**,
- vote at **General Meetings** either in person, or by ballot,
- receive educational and promotional material from the **Association**,
- register for the **Association's** educational events at discounted membership prices,
- apply for educational funding from the **Association** after being a **Full Member** for two consecutive years,
- receive such other benefits as will be determined by the **Association** from time to time.

Life Members will be entitled to all the privileges of membership as **Full Members**

Associate, Student, Retired and Honorary Members will be entitled to:

- receive educational and promotional material from the **Association**,
- register for the **Association's** educational events at discounted membership prices,
- receive such other benefits as will be determined by the **Association** from time to time

15. Becoming a Member: process

An applicant for membership must complete an application form, pay the membership fee, and supply any information pertinent to the membership, including proof of IBCLC status as appropriate.

Receiving a welcome letter from a **Member** of the **Board** constitutes acceptance as a member.

Renewing members are only required to complete the membership form again if details have changed since the previous year's membership; payment of each year's membership fee shall constitute intention to remain a member.

The **Board** may accept or decline an application for membership at its sole discretion and will advise the applicant if membership is declined.

A right, privilege or obligation of a person:

- may not be transferred to another person;
- terminates upon resignation of the Member, death or expulsion.

16. Members' obligations and rights

Every **Member** shall provide the **Association** in writing with that **Member's** name and contact details (namely, physical or email address and a telephone number) and promptly advise the **Association** in writing of any changes to those details.

All **Members** shall promote the interests and purposes of the **Association** and shall do nothing to bring the **Association** into disrepute.

A **Member** is only entitled to exercise the rights of membership (including attending and voting at **General Meetings**, accessing or using the **Association's** premises, facilities, equipment and other property, and participating in **Association** activities) if all subscriptions and any other fees have been paid to the **Association** by their respective due dates, but no **Member** or **Life Member** is liable for an obligation of the **Association** by reason only of being a **Member**.

The **Board** 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 **Association**, and to participate in **Association** activities, including any conditions of and fees for such access, use or involvement.

17. Standards of practice

Standards of practice determined by the **Association** will be binding on all **Members**.

Standards of practice may be amended or added to at a **General Meeting** properly convened for the purpose provided that any such amendment or addition is accepted by not less than a two thirds majority of those **Full Members** voting.

In the absence of the **Association's** having written standards of practice, the **Association** will adopt the IBLCE Code of Professional Conduct, the IBLCE Scope of Practice for IBCLCs, and the ILCA Standards of Practice for International Board Certified Lactation Consultants.

18. Membership Fees

The **Membership Fees** for the current **Financial Year** shall be set by resolution of a **General Meeting (which can also decide that payment be made by periodic instalments)**.

- Any **Member** failing to pay the annual **Membership Fee** (including any periodic payment), any levy, or any capitation fees, within 2 calendar months of the date the same was due for payment shall be considered as unfinancial and shall (without being released from the obligation of payment) have no membership rights and shall not be entitled to participate in any **Association** activity or to access or use the **Association's** premises, facilities, equipment and other property until all the arrears are paid.
- If such arrears are not paid within 2 calendar months of the due date for payment of the **Membership Fee**, any other fees, or levy the **Board** may terminate the **Member's** membership (without being required to give prior notice to that **Member**). This may be waived at the discretion of the **Board**.

19. Ceasing to be a Member

A **Member** ceases to be a **Member**—

- by resignation from that **Member's** class of membership by written notice signed by that **Member** to the **Board**, or
- on termination of a **Member's** membership following a dispute resolution process under this **Constitution**, or
- on death, or
- by resolution of the **Board** where—
- the **Member** has failed to pay a membership fee, levy or other amount due to the **Association** within 2 calendar months of the due date for payment.
- in the opinion of the **Board** the **Member** has brought the **Association** into disrepute.

with effect from (as applicable)—

- the date of receipt of the **Member's** notice of resignation by the **Board** (or any subsequent date stated in the notice of resignation), or
- the date of termination of the **Member's** membership under this **Constitution**, or

- the date of death of the **Member**, or
- the date specified in a resolution of the **Board** and when a **Member's** membership has been terminated the **Board** shall promptly notify the former **Member** in writing.

20. Obligations once membership has ceased

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

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

21. 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 **Board**.

But, if a former **Member's** membership was terminated following a disciplinary or dispute resolution process, the applicant may be re-admitted only

- after a period of 2 years from the date on which they were expelled; and
- by a resolution passed at a **General Meeting** on the recommendation of the **Board**.

General Meetings

22. Procedures for all General Meetings

The **Board** shall give all **Members**:

- at least 90 **Working Days'** written **Notice** of any Annual **General Meeting**; and
- at least 28 **Working Days'** prior to the date of the **Annual General Meeting**, of the business to be conducted at that **Meeting**,

That **Notice** will be addressed to the **Member** at the contact address notified to the **Association** and recorded in the **Association's Register of Members**. The **General Meeting** and its business will not be invalidated simply because one or more **Members** do not receive the **Notice** of the **General Meeting**.

Only financial **Members** may attend and speak at General Meetings

Only financial **Full Members** may vote at **General Meetings**—

- in person, or

- by a signed original written proxy (an email or copy not being acceptable) in favour of some individual entitled to be present at the meeting and received by, or handed to, the **Board** before the commencement of the **General Meeting**, and
- no other proxy voting shall be permitted.

No **General Meeting** may be held unless at least 7 eligible financial **Members** attend throughout the meeting and this will constitute a quorum.

If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting – if convened upon request of **Members** – shall be dissolved. In any other case it shall stand adjourned to a day, time and place determined by the **Chairperson** of the **Association**, and if at such adjourned meeting a quorum is not present those **Members** present in person or by proxy shall be deemed to constitute a sufficient quorum.

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

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

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

The **Association** 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 this **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 consist of 1 or more documents in similar form (including letters, electronic mail, or other similar means of communication) each proposed by or on behalf of 1 or more **Members**. A **Member** may give their approval to a written resolution by signing the resolution or giving approval to the resolution in any other manner permitted by the **Constitution** (for example, by electronic means).

- **General Meetings** may be held at one or more venues by **Members** present in person and/or using any real-time audio, audio and visual, or electronic communication that gives each **Member** a reasonable opportunity to participate.
- All **General Meetings** shall be chaired by the **Chairperson**. If the **Chairperson** is absent, the meeting shall elect another **Board Member** to chair that meeting.
- Any person chairing a **General Meeting** has a deliberative and, in the event of a tied vote, a casting vote.
- Any person chairing a **General Meeting** may —
 - With the consent of a simple majority of **Members** present at any **General Meeting** adjourn the **General Meeting** from time to time and from place to place but no business shall be transacted at any adjourned **General**

Meeting other than the business left unfinished at the meeting from which the adjournment took place.

- Direct that any person not entitled to be present at the **General Meeting**, or obstructing the business of the **General Meeting**, or behaving in a disorderly manner, or being abusive, or failing to abide by the directions of the **Chairperson** be removed from the **General Meeting**, and
 - In the absence of a quorum or in the case of emergency, adjourn the **General Meeting** or declare it closed.
-
- The **Board** may propose motions for the **Association** to vote on (**Board Motions**'), which shall be notified to **Members** with the notice of the **General Meeting**.

Any **Member** may request that a motion be voted on (**Member's Motion**') at any **Annual General Meeting**, by giving notice to the **Secretary** or **Board** at least 56 **Working Days** before that meeting. The **Member** may also provide information in support of the motion (**Member's Information**'). If notice of the motion is given to the **Secretary** or **Board** before written **Notice** of the **General Meeting** is given to **Members**, notice of the motion shall be provided to **Members** with the written **Notice** of the **General Meeting**.

23. Minutes

The **Association** must keep minutes of all **General Meetings**.

24. Annual General Meetings: when they will be held

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

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

- 6 months after the balance date of the **Association**
- 15 months after the previous annual meeting.

25. Annual General Meetings: business

The business of an **Annual General Meeting** shall be to—

- confirm the minutes of the last **Annual General Meeting** and any **Special General Meeting(s)** held since the last **Annual General Meeting**,
- adopt the annual report on the operations and affairs of the **Association**,
- adopt the **Board's** report on the finances of the **Association**, and the annual financial statements,
- elect the **Officers** of the **Association**,

- set any **Membership Fees** for each membership category for the current **Financial Year**,
- approve any recommendations for honoraria,
- consider any motions of which prior notice has been given to **Members** with notice of the meeting, and
- consider any general business.

The **Board** must, at each **Annual General Meeting**, present the following information—

- an annual report on the operation and affairs of the **Association** during the most recently completed accounting period,
- the annual financial statements for that period, and
- notice of any disclosures of conflicts of interest made by **Officers** during that period (including a summary of the matters, or types of matters, to which those disclosures relate).

A **Member** wishing to bring any business to an **Annual General Meeting** may give notice of that business in writing to the **Secretary**. Any such business must be received by the **Secretary** no later than 56 days before the date of that **Annual General Meeting**.

26. Special General Meetings

The **Board** shall give all **Members** at least 28 **Working Days**' written **Notice** of any **Special General Meeting**.

The **Board** must call a **Special General Meeting** if it receives a written request signed by at least 10 percent of **Members**.

- This **Special General Meeting** must be convened no less than 56 days and no more than 70 days following receipt of the written request;
- The resolution or written request must state the business that the **Special General Meeting** is to deal with
- Should the **Board** not convene a **Special General Meeting** within 56 days of the date on which the written request was sent to the **Secretary** (“the Written Request Date”) **Members** making the written request may convene a **Special General Meeting** to be held no less than 90 days after (“the Written Request Date”);

Board

27. Board composition

The **Board** will comprise a maximum of 6 **Full Members**, 3 of whom will hold the **Officer positions** of **President**, **Secretary**, and **Treasurer**. The remaining **Full Members** will assume specific roles as are required from time to time

28. Functions of the Board

From the end of each **Annual General Meeting** until the end of the next, the **Association** shall be managed by, or under the direction or supervision of, the **Board**, in accordance with the Incorporated Societies Act 2022, any Regulations made under that **Act**, and this **Constitution**.

29. Powers of the Board

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

30. Sub-committees

The **Board** may appoint sub-committees consisting of such persons (whether or not **Members** of the **Association**) and for such purposes as it thinks fit. Unless otherwise resolved by the **Board**—

- the quorum of every sub-committee is half the members of the sub-committee but not less than 2,
- no sub-committee shall have power to co-opt additional members,
- a sub-committee must not commit the **Association** to any financial expenditure without express authority from the **Board**, and
- a sub-committee must not further delegate any of its powers.

31. General matters: Board and Sub-committees

The **Board** 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 **Board** or sub-committee meeting.

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

Board meetings

32. Procedure

The quorum for **Board** meetings is at least two-thirds of the number of members of the **Board**.

A meeting of the **Board** may be held either—

- a) by a number of the **Board Members** who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or

- b) by means of audio, or audio and visual, communication by which all **Board Members** participating and constituting a quorum can simultaneously hear each other throughout the meeting.

A resolution of the **Board** is passed at any meeting of the **Board** if a majority of the votes cast on it are in favour of the resolution. Every **Board Member** shall have one vote.

The **Board Members** shall elect one of their number as **Chairperson** of the **Board**. If at a meeting of the **Board**, the **Chairperson** is not present, the **Board Members** present may choose one of their number to be **Chairperson** of the meeting. The **Chairperson** has a casting vote in the event of a tied vote on any resolution of the **Board**.

Except as otherwise provided in this **Constitution**, the **Board** may regulate its own procedures.

33. Frequency

The **Board** shall meet at least monthly (but need only meet once in the December-January period provided new membership applications have been approved in a timely manner) 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**.

The **Secretary**, or other **Board Member** nominated by the **Board**, shall give to all **Board Members** not less than 5 **Working Days**' notice of **Board** meetings, but in cases of urgency a shorter period of notice shall suffice.

Officers

34. Qualifications of Officers

Every **Officer** must be a natural person who —

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

Officers must not be disqualified under section 47(3) of the **Act** or section 36B of the Charities Act 2005 from being appointed or holding office as an **Officer** of the **Association**, namely —

- a) a person who is under 16 years of age
- b) a person who is an undischarged bankrupt
- c) 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
- d) a person who is disqualified from being a member of the governing body of a charitable entity under the Charities Act 2005
 - e) 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 **Act**
 - ii. a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961)
 - iii. an offence under section 143B of the Tax Administration Act 1994
 - iv. an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (i) to (iii)
 - v. a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere
 - f) a person subject to:
 - vi. a banning order under subpart 7 of Part 4 of the **Act**, or
 - vii. an order under section 108 of the Credit Contracts and Consumer Finance Act 2003, or
 - viii. a forfeiture order under the Criminal Proceeds (Recovery) Act 2009, or
 - ix. 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.
 - g) a person who is subject to an order that is substantially similar to an order referred to in paragraph (f) 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**.

Prior to election or appointment as an **Officer** a person must —

- consent in writing to be an **Officer**, and
- 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 **Association's** records.

35. Officers' duties

At all times each **Officer**:

- a) shall act in good faith and in what he or she believes to be the best interests of the **Association**,
- b) must exercise all powers for a proper purpose,

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

The **President's (Chairperson's)** role is to:

- a) ensure that the **Constitution** is followed,
- b) convene meetings,
- c) chair meetings, deciding who may speak and when,
- d) oversee the operation of the **Association**,
- e) report on the operation of the **Association** at each **Annual General Meeting**,
- f) advise the Registrar of Incorporated Societies of any alteration to the **Constitution**,
- g) select a Vice-President from within **Board Members**,
- h) such other duties as may be required from time-to-time.

The **Secretary's** role is to:

- a) record the minutes of meetings,
- b) hold the **Association's** records, documents, and books,
- c) receive and reply to correspondence as required by the **Board**,
- d) send out correspondence to **Members** as required,
- e) send out Written Notice of **Special Meetings**, Special Resolutions and **Annual General Meetings**,
- f) ensure that the **Register of Members** is maintained,
- g) such other duties as may be required from time-to-time.

The **Secretary's** duties may be carried out by the **Secretary** or by other persons to whom specific tasks may be delegated including (but not limited) to a Minutes Secretary, a Membership Secretary or an Administrator.

The task of maintaining the **Register of Members** may also be shared with the Treasurer.

The **Treasurer's** role is to:

- a) collect and receive all payments made to the **Association**. These payments must be banked within seven days after they are received,
- b) keep a true and accurate record of the **Association's** accounts, so that the **Association's** financial situation can be clearly understood at any point in time,
- c) give a financial report and statement of accounts (including an Income and Expenditure Account and Balance Sheet) at each **Annual General Meeting** and more often if either the **Board** or a majority of the **Association** decides this in a Meeting,
- d) forward the annual financial statements for the **Association** to the Registrar of Incorporated Societies upon approval by the **Members** at an **Annual General Meeting**,

such other duties as may be required from time-to-time.

36. Election or appointment of Officers

The election of **Officers** shall be conducted as follows.

- a) **Officers** shall be elected during **Annual General Meetings**. However, if a vacancy in the position of any **Officer** occurs between **Annual General Meetings**, that vacancy shall be filled by resolution of the **Committee** (and any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as an **Officer** (as described in the 'Qualification of Officers' rule above). Any such appointment must be ratified at the next **Annual General Meeting**.
- b) A candidate's written nomination, accompanied by the written consent of the nominee with 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) shall be received by the **Association** at least 28 **Working Days** before the date of the **Annual General Meeting**.
- c) Nominations will not be received from the floor at the **Annual General Meeting**.
- d) Votes shall be cast in such a manner as the person chairing the meeting determines. In the event of any vote being tied, the tie shall be resolved by the incoming **Board** (excluding those in respect of whom the votes are tied).

- e) Two **Members** (who are not nominees) or non-**Members** appointed by the **Chairperson** shall act as scrutineers for the counting of the votes and destruction of any voting papers.
- f) The failure for any reason of any financial **Member** to receive such **Notice** of the **General Meeting** shall not invalidate the election.
- g) In addition to **Officers** elected under the foregoing provisions of this rule, the **Board** 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 **Board** any person so appointed shall have full speaking and voting rights as an **Officer** of the **Board**. 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).

The immediate Past President may be seconded on to the **Board** in an advisory role for a further 12-month term.

37. Term

The term of office for all **Officers** elected to the **Board** shall be 3 year(s), expiring at the end of the **Annual General Meeting** in the year corresponding with the last year of each **Officer's** term of office.

- No **Officer** shall serve for more than 2 consecutive terms.
- No **Officer** shall hold more than one position at any one time
- No **Officer** shall serve in the same position for more than 3 consecutive years.

38. Removal of Officers

An **Officer** shall be removed as an **Officer** by resolution of the **Board** or the Association where in the opinion of the **Board** or the **Association** —

- The **Officer** elected to the **Board** has been absent from 2 **Board** meetings without leave of absence from the **Board**.
- The **Officer** has brought the **Association** into disrepute.
- The **Officer** has failed to disclose a conflict of interest.
- The **Board** passes a vote of no confidence in the **Officer**.

with effect from (as applicable) the date specified in a resolution of the **Board** or **Association**.

39. Ceasing to hold office

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

Each **Officer** shall within 14 **Working Days** of submitting a resignation or ceasing to hold office, deliver to the **Board** all books, papers and other property of the **Association** held by such former **Officer**.

40. Conflicts of interest

An **Officer** or member of a sub-committee who is an **Interested Member** in respect of any **Matter** being considered by the **Association**, 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 **Board** and or sub-committee, and
- b) in an **Interests Register** kept by the **Board**.

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**.

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 **Board** and/or sub-committee relating to the **Matter** unless all **Board Members** 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 **Board Members** who are not interested in the **Matter** consent; but
- c) may take part in any discussion of the **Board** and/or sub-committee relating to the **Matter** and be present at the time of the decision of the **Board** and/or sub-committee (unless the **Board** and/or sub-committee decides otherwise).

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.

Where 50 per cent or more of **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.

Where 50 per cent or more of the members of a sub-committee are prevented from voting on a **Matter** because they are interested in that **Matter**, the **Board** shall consider and determine the **Matter**.

Records

41. Register of Members

The **Association** shall keep an up-to-date **Register of Members**.

For each current **Member**, the information contained in the **Register of Members** shall include —

- their name, and
- the date on which they became a **Member** (if there is no record of the date they joined, this date will be recorded as 'Unknown'), and
- their contact details, including —
- a physical address or an electronic address, and
- a telephone number.

The **Register** will also include each Member's —

- postal address
- email address (if any)
- occupation
- whether the **Member** is financial or unfinancial

Every current **Member** shall promptly advise the **Association** of any change of the **Member's** contact details.

The **Association** shall also keep a record of the former **Members** of the **Association**.

For each **Member** who ceased to be a **Member** within the previous 7 years, the **Association** will record:

- The former **Member's** name, and
- The date the former **Member** ceased to be a **Member**.

42. Interests Register

The **Board** shall at all times maintain an up-to-date **Interests Register** of disclosures by **Officers** and by members of any sub-committee.

43. Access to information for Members

A **Member** may at any time make a written request to the **Association** for information held by the **Association**.

The request must specify the information sought in sufficient detail to enable the information to be identified.

The **Association** must, within a reasonable time after receiving a request —

- a) provide the information, or
- b) agree to provide the information within a specified period, or
- c) agree to provide the information within a specified period if the **Member** pays a reasonable charge to the **Association** (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.

Without limiting the reasons for which the **Association** may refuse to provide the information, the **Association** 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 **Association** 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 **Association**, or
- d) the information is not relevant to the operation or affairs of the **Association**, 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 **Association** 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**.

If the **Association** requires the **Member** to pay a charge for the information, the **Member** may withdraw the request, and must be treated as having done so unless, within 10 **Working Days** after receiving notification of the charge, the **Member** informs the **Association** —

- a) that the **Member** will pay the charge; or
- b) that the **Member** considers the charge to be unreasonable.

Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

Finances

44. Control and management

The funds and property of the **Association** shall be—

- controlled, invested and disposed of by the **Board**, subject to this **Constitution**, and
- devoted solely to the promotion of the purposes of the **Association**.

The **Board** shall maintain bank accounts in the name of the **Association**.

The funds of the **Association** will be held in any account(s) with such financial institutions as decided by the **Association**;

The Treasurer will have general responsibility to the **Association** for the financial affairs and accounting of the **Association** and specific responsibilities;

Withdrawals from the **Association's** funds are to be authorised by any two nominated signatories, one being an Officer of the **Board**, and another **Association** Member;

No financial commitments are to be entered into and no payment made without the prior approval of the **Association**. That approval will be recorded in the minutes of the meeting at which approval is given;

The **Association** may authorise the payment of funds to further the aims and objectives of the **Association**.

The **Association** may authorise the payment of salary to **Association Members** and other persons who are engaged to carry out duties on behalf of the **Association** provided that any payments made are reasonable and no greater than current market rates;

The **Association** may as and when necessary authorise the payment of reasonable out of pocket expenses of any **Member** of the **Association**, incurred on behalf of the Association, which will be paid from **Association** funds;

No **Member** or **Member's** family will benefit personally from any of the property or funds of the Association other than for payment for services rendered at a reasonable market value;

An **Annual Membership Fee** will be payable as set by the **Association**.

All money received on account of the **Association** shall be banked within 14 **Working Days** of receipt.

All accounts paid or for payment shall be submitted to the **Board** for approval of payment.

The **Board** must ensure that there are kept at all times accounting records that—

- a) correctly record the transactions of the **Association**, and
- b) allow the **Association** 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 **Association's Constitution**).

The **Board** must establish and maintain a satisfactory system of control of the **Association's** accounting records.

The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form. And the accounting records must be kept for the current accounting period and for the last 7 completed accounting periods of the **Association**.

45. Balance date

The **Association's Financial Year** shall commence on 01/01 of each year and end on 31/12 (the latter date being the **Association's** balance date).

Dispute resolution

46. Meanings of dispute and complaint

A dispute is a disagreement or conflict involving the **Association** and/or its **Members** in relation to specific allegations set out below.

The disagreement or conflict may be between any of the following persons—

- a) 2 or more **Members**
- b) 1 or more **Members** and the **Association**
- c) 1 or more **Members** and 1 or more **Officers**
- d) 2 or more **Officers**
- e) 1 or more **Officers** and the **Association**
- f) 1 or more **Members** or **Officers** and the **Association**.

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 **Association's Constitution** or bylaws or the **Act**
- c) a **Member** or an **Officer** has behaved in a manner has been deemed prejudicial to the interests or purposes of the **Association**.
- d) the **Association** has breached, or is likely to breach, a duty under the **Association's Constitution** or bylaws or the **Act**
- e) a **Member's** rights or interests as a **Member** have been damaged or **Member's** rights or interests generally have been damaged.

A **Member** or an **Officer** may make a complaint by giving to the **Board** (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 **Association'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 **Association**.

The **Association** 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 **Association** is starting a procedure for resolving a dispute in accordance with the **Association's Constitution**; and
- b) sets out the allegation to which the dispute relates.

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.

A complaint may be made in any other reasonable manner permitted by the **Association's Constitution**.

All **Members** (including the **Board**) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the **Association's** activities.

The complainant raising a dispute, and the **Board**, 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.

47. How complaint is made

1. A **Member** or an **Officer** may make a complaint by giving to the **Board** (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 **Association'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 **Association**.
2. The **Association** may make a complaint involving an allegation or allegations against a **Member** or an **Officer** by giving to the **Member** or **Officer** in writing that—
 - a) states that the **Association** is starting a procedure for resolving a dispute in accordance with the **Association's Constitution**; and
 - b) sets out the allegation to which the dispute relates.
3. The information given under subclause (1b.) or (2b.) 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.

4. The respondent will be given 14 days written notice of such a complaint and invited to submit a written response to the **Board** within a further 14 days and to present a personal statement for discussion.

A complaint may be made in any other reasonable manner permitted by the **Association's Constitution**.

48. Person who makes complaint has right to be heard

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.
2. If the **Association** makes a complaint—
 - a) the **Association** 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 **Association**.
3. Without limiting the manner in which the **Member**, **Officer**, or **Association** 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 the **Member's**, **Officer's**, or **Association's** written or verbal statement or submissions (if any) are considered by the decision maker.

49. Person who is subject of complaint has right to be heard

1. This clause applies if a complaint involves an allegation that a **Member**, an **Officer**, or the **Association** (the 'respondent')—
 - a) has engaged in misconduct; or
 - b) has breached, or is likely to breach, a duty under the **Association's Constitution** or bylaws or this **Act**; or
 - c) has behaved in a manner has been deemed prejudicial to the interests or purposes of the **Association**.
 - d) has damaged the rights or interests of a **Member** or the rights or interests of **Members** generally.
2. The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
3. If the respondent is the **Association**, an **Officer** may exercise the right on behalf of the **Association**.

4. Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if—
 - a) the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
 - b) the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - c) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - d) an oral hearing (if any) is held before the decision maker; and the respondent's written statement or submissions (if any) are considered by the decision maker.

50. Investigating and determining dispute

1. The **Association** 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.
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**.

51. Association may decide not to proceed further with complaint

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

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

52. Association may refer complaint

1. The **Association** may refer a complaint to—
 - a) a sub-committee or an external person to investigate and report; or
 - b) a sub-committee, an arbitral tribunal, or an external person to investigate and make a decision.
2. The Association 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).

53. Decision makers

A person may not act as a decision maker in relation to a complaint if 2 or more members of the **Board** 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.

54. Expulsion of Member

Subject to the **Constitution** of the **Association**, the **Board** may, by a two thirds majority vote, expel a **Member**

The **Board** may vote by secret ballot on whether or not the **Member** will be expelled.

Expulsion will not prohibit a member from reapplying to be a **Member** after a period of 2 years from the date on which they were given their notice of expulsion.

Liquidation and removal from the Register

55. Resolving to put Association into liquidation

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

The **Board** shall give 28 **Working Days** written **Notice** to all **Members** of the proposed resolution to put the **Association** into liquidation.

The **Board** 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**.

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

56. Resolving to apply for removal from the Register

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

The **Board** shall give 28 **Working Days** written **Notice** to all **Members** of the proposed resolution to remove the **Association** from the Register of Incorporated Societies.

The **Board** 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**.

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

57 Surplus assets

If the **Association** is liquidated, or removed from the Register of Incorporated Societies, no distribution shall be made to any **Member**, and if any property remains after the settlement of the **Association's** debts and liabilities, that property must be given or transferred to another organisation for a similar charitable purpose or purposes as defined in section 5(1) of the Charities Act 2005.

The decision will be made by the remaining **Association Members** at a **General Meeting**.

Alterations to the Constitution

58. Amending this Constitution

All amendments must be made in accordance with this **Constitution**. Any minor or technical amendments shall be notified to **Members** as outlined in section 31 of the **Act**.

The **Association** may amend or replace this **Constitution** at a **General Meeting** by a resolution passed by a two-thirds majority of those **Members** present and voting.

That amendment could be approved by a resolution passed in lieu of a meeting but only if allowed by this **Constitution**.

Any proposed resolution to amend or replace this **Constitution** shall be signed by at least 10 per cent of eligible **Members** and given in writing to the **Board** at least 56 **Working Days** before the **General Meeting** at which the resolution is to be considered and accompanied by a written explanation of the reasons for the proposal.

At least 28 **Working Days** before the **General Meeting** at which any amendment is to be considered the **Board** shall give to all **Members** notice of the proposed resolution, the reasons for the proposal, and any recommendations the **Board** has.

When an amendment is approved by a **General Meeting** it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in the **Act** for registration, and shall take effect from the date of registration.

If the **Association** is registered as a charity under the Charities Act 2005 the amendment shall also be notified to Charities Services as required by section 40 of that Act.

Other

59. Bylaws

The **Board** from time to time may make and amend bylaws, and policies for the conduct and control of **Association** 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.