

Motion to Replace Constitution

Entity name **Dunedin Young Professionals Incorporated (Society)**


Date 1 November 2023

Resolved:


1. It has been resolved pursuant to clause 17.3 of the current constitution of the Dunedin Young Professionals Incorporated that the current constitution shall be replaced with the constitution attached to this resolution and marked "A" (**New Constitution**).
2. The New Constitution be filed with the Registrar for Incorporated Societies within 15 Working Days of the New Constitution being adopted.

Passed as a motion by 75% of those members present and voting at the Special General Meeting.

Samantha Marie Casse
Name


Signature

Zade Ari Fairweather
Name


Signature

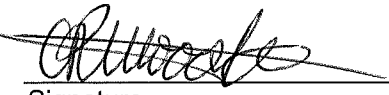
Joshua Iain Bradley
Name


Signature

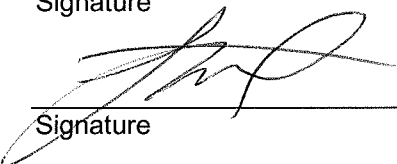
Georgia Rose Gordon
Name


Signature

Georgia Rose Woodley
Name


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Ffion Catherine Muhl
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Constitution of Dunedin Young Professionals Incorporated

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Constitution of Dunedin Young Professionals Incorporated

1. Definitions and Interpretation

1.1 Unless the context requires otherwise:

Act means the Incorporated Societies Act 2022 and any regulations made under that Act.

AGM or Annual General Meeting means a meeting of the Members of the Society held once a year convened under this Constitution.

Bylaws means any bylaws, policies, codes of conduct, or regulations of the Society made under clause 22.6.

Casual Vacancy is a vacancy which arises on the Committee when a Committee Member does not serve their full term of office.

Chair means the President or other Committee Member appointed as Chair of a meeting under clause 14.13 or 15.5 of this Constitution.

Committee means the Society's governing body.

Committee Member means a member of the Committee, including the Chair.

Constitution means this Constitution as amended including any schedules to this Constitution.

Contact Details means a physical or electronic address and a telephone number provided by the relevant person to the Society from time to time.

Contact Person means a person holding the position of contact person for the Society being the person whom the Registrar can contact when needed.

Elected Committee Member means a member of the Committee who has been elected in accordance with clause 9.

General Meeting means an AGM or SGM of the Society.

Interested has the meaning set out in section 62 of the Act.

Interests Register means the register of disclosures made by Officers kept by the Committee.

Matter has the meaning set out in section 62(4) of the Act.

Member means each person who is a member of the Society.

Member Register means the register of Members kept under this Constitution.

Notice has the meaning given to it in clause 1.11.

Officer means a Committee Member and any natural person occupying a position in the Society that allows the person to exercise significant influence over the management or administration of the Society.

Ordinary Resolution means a resolution passed by a majority of votes cast.

President means the president of the Society, elected under this Constitution.

Register means the register of incorporated societies established under the Act.

Registrar means the Registrar of Incorporated Societies.

Regulations means regulations made under the Incorporated Societies Act 2022.

Secretary means the secretary of the Society, elected under this Constitution.

SGM or Special General Meeting means a meeting of the Members, other than an AGM, called for a specific purpose or purposes.

Society has the meaning given to it in clause 2.1.

Special Resolution means a resolution passed by a 75% majority of votes cast.

Treasurer means the treasurer of the Society, elected under this Constitution.

Working Day has the meaning given in section 4 of the Property Law Act 2007.

- 1.2 **Headings:** Section, clause and other headings are for ease of reference only, and do not affect this Constitution's interpretation.
- 1.3 **Parties:** References to parties are references to parties to this Constitution and includes:
 - (a) that party's executors, administrators, or permitted assigns; or
 - (b) if a company, limited partnership, or any other body corporate, its successors or permitted assigns or both.
- 1.4 **Persons:** References to persons include references to individuals, companies, corporations, partnerships, firms, joint ventures, associations, trusts, organisations, governmental or other regulatory bodies or authorities or other entities, in each case whether or not having separate legal personality.
- 1.5 **Plural and Singular:** Words importing the singular number include the plural and vice versa.
- 1.6 **Sections, Clauses and Schedules:** References to sections, clauses and schedules are references to this Constitution's sections, clauses and schedules.
- 1.7 **Legislation:** References to statutory provisions are references to those provisions as amended or re-enacted.
- 1.8 Expressions referring to **writing** include references to words visibly represented, copied, or reproduced, including by email.
- 1.9 All periods of time or notice exclude the days on which they are given.
- 1.10 Time is of the essence.

Notices

- 1.11 Unless specified otherwise in this Constitution any notice or other communication (**Notice**) given under this Constitution must be in writing.
- 1.12 A Notice may be served by email to:
 - (a) Members at the email address in their Contact Details;
 - (b) the Society at dypcommittee@gmail.com

- 1.13 The Society may change its email address for the purposes of clause 1.12 by giving notice to all Members.
- 1.14 A Notice is deemed served at the time evidenced by the sender's sent email history, unless another party can prove it was not received.

2. Name of Society

- 2.1 The name of the Society is Dunedin Young Professionals Incorporated.

3. Purpose and Powers

Purpose

- 3.1 The purposes of the Society are to:
- (a) assist members to network and socialise with people from other professional business sectors;
 - (b) assist the development of members' careers through the provision of targeted education programmes and seminars by various business and community leaders; and
 - (c) do anything else necessary or helpful to achieve the above objectives.

Tikanga

- 3.2 The tikanga, kawa, culture, or practice of the Society is as follows:
- (a) the Society shall make every reasonable effort to observe and respect tikanga in its activities, events and operations;
 - (b) in matters pertaining to governance, decision-making and policy development, the Society shall consider the principles of tikanga as one of the relevant factors; and
 - (c) the Society shall promote awareness and understanding of tikanga amongst its members, stakeholders, and the broader community, fostering an environment of cultural respect and appreciation.

No personal benefits

- 3.3 All income, benefit, or advantage must be used to advance the purposes of the Society.
- 3.4 No Member, person associated with a Member, or Committee Member is allowed to take part in or influence any decision made by the Society in respect of payments to, or on behalf of, the Member, any person associated with a Member, or Committee Member of any income, benefit, or advantage.
- 3.5 Any payments made to a Member, person associated with a Member, or Committee Member must:
- (a) be for goods or services that advance the purposes of the Society and must be reasonable and relative to payments that would be made between unrelated parties; or
 - (b) be in accordance with clause 10.7.
- 3.6 The provisions and effect of clauses 3.3 to 3.6 must not be removed from this Constitution and must be included and implied in any document replacing this Constitution.

4. Members

Membership Eligibility

- 4.1 Membership of the Society will be open to any person in the first fifteen (15) years of their professional career subject to the discretion of the Committee. Any person not fitting into the description in this clause 4.1 may become a member of the Society at the discretion of the Committee provided however, that the Committee takes into consideration the objects of the Society set out in clause 3.1.

Membership application

- 4.2 An application for membership (**Application**) must be in the form required by the Committee. All Applications will be decided by the Committee, which may accept or decline an Application. A person becomes a Member when their Application has been accepted and they have paid the required membership fees and satisfied any other preconditions.

Membership consent

- 4.3 All Members must consent to be a Member. For the purposes of this clause, a person or entity consents to becoming a Member by completing an online registration and paying the membership fee, or by such other registration process as may be determined by the Committee from time to time.

Membership categories

- 4.4 The Members of the Society are ordinary Members, and each Member has voting rights at a General Meeting and is eligible to be a Committee Member. The Society shall at all times maintain the minimum number of Members required under the Act.

5. Membership fees

- 5.1 The Committee will decide:
- (a) any membership and other fees payable by Members; and
 - (b) the due date for those fees.
- 5.2 Without being released from the obligation to pay, a Member who does not pay their membership or other fees by the due date has no membership rights, but is still bound by this Constitution. If payment is not made within ten (10) Working Days of the due date the Committee may terminate the Member's membership by Notice to the Member.

6. Cessation of membership

- 6.1 A person ceases to be a Member:
- (a) on death, or if a body corporate, on liquidation or if a partnership, on dissolution of the partnership;
 - (b) by resignation by giving Notice to the Committee; or
 - (c) on termination of membership by the Committee on the grounds of:
 - (i) non-payment of fees under clause 5.2;
 - (ii) from a dispute resolution process in this Constitution;

- (iii) any action which, in the reasonable opinion of the Committee, brings, or has the potential to bring, the Society into disrepute; or
- (iv) failing to comply with this Constitution or any regulations made under this Constitution.

6.2 A person who ceases to be a Member:

- (a) remains liable to pay all membership and other fees owed to the Society; and
- (b) must return all property of the Society to the Society.

7. Member Register

7.1 The Committee will ensure an up-to-date Member Register is kept and the register must include:

- (a) each Member's name;
- (b) each Member's Contact Details;
- (c) the date each person became a Member; and
- (d) any other Information required by this Constitution or the Act.

7.2 Members must provide Notice to the Committee of any change to the details in clause 7.1.

7.3 The Member Register must be updated as soon as practicable after the Committee becomes aware of changes of the information recorded in the Member Register.

8. Committee composition

Role of the Committee

8.1 The Committee must govern, manage, direct, and supervise the operation and affairs of the Society and the Committee has full powers to govern, manage, direct, and supervise the management of the operation and affairs of the Society.

Composition of the Committee

8.2 The Committee will consist of at least five (5) members, including:

- (a) the President;
- (b) the Secretary;
- (c) the Treasurer; and
- (d) two (2) or more Elected Committee Members.

8.3 The Committee must include a majority of Officers who are Members and/or representatives of body corporates that are Members.

Eligibility

8.4 Every Committee Member must, in writing:

- (a) consent to be a Committee Member; and

- (b) certify that they are not disqualified from being elected, appointed, or holding office as a Committee Member by this Constitution or under section 47 of Act.

9. Election of Committee Members

9.1 The Elected Committee Members will be elected as follows:

- (a) before the AGM the Committee must call for applications for any vacant Committee Member positions;
- (b) applications must be received at least three (3) days before the AGM;
- (c) the Committee must give Notice of the applications to all Members at least one (1) day before the AGM;
- (d) at the AGM, if there is more than one applicant for any position, the election will be by secret ballot;
- (e) the successful applicant for each contested position is the applicant gaining the highest number of votes. If more than one position is voted on together the successful applicants will be the highest percentage and next highest in descending order to fill the positions available. If there is an equality of votes for any position, a further ballot will be conducted between the tied applicants to determine the outcome; and
- (f) if there is only one applicant for any position, that person will be declared to be elected without the need for a vote.

9.2 If there are not enough applicants for the number of vacant Committee Member positions then the Committee may at its discretion co-opt persons to fill the vacant Committee Member positions at any time during the period before the next AGM. Notwithstanding clause 10.1, any Committee Member co-opted under this clause will continue only until the next AGM and this period is disregarded in the calculation of the total term served under clause 10.1.

10. Committee

Term of office

10.1 The term of office for Committee Members will be one (1) year, commencing from date of the AGM at which they are elected or appointed and expiring at the end of the next relevant AGM. A Committee Member may be re-elected or reappointed to the Committee for a maximum of five (5) consecutive terms of office.

Casual vacancies

10.2 If there is a Casual Vacancy on the Committee of an Elected Committee Member, the remaining Committee Members may appoint a person of their choice to fill the Casual Vacancy until the next AGM or may leave the Casual Vacancy unfilled until the next AGM.

10.3 Notwithstanding clause 10.2, a person appointed to fill a Casual Vacancy of an Elected Committee Member will continue the term of the person they replace but only until the next AGM and this period is disregarded in the calculation of the total term served under clause 10.1.

Removal of Committee Member

10.4 The Committee may, by Special Resolution of the Committee, remove any Committee Member from the Committee before the expiry of their term of office if the Committee considers that Committee Member has seriously breached duties under this Constitution or the Act or is no longer suitable to be a Committee Member. The Committee Member who is the subject of the

motion will be counted for the purpose of reaching a quorum and will not participate in the vote on the motion.

- 10.5 Before considering a motion for removal, the Committee Member affected by the motion must be given:
- (a) Notice that a Committee meeting is to be held to discuss the motion to remove them and the basis for the motion; and
 - (b) adequate time to prepare a response; and
 - (c) the opportunity prior to the Committee meeting to make written submissions; and
 - (d) the opportunity to be heard at the Committee meeting.
- 10.6 A person ceases to be a Committee Member if:
- (a) the person resigns by delivering a Notice of resignation to the Committee;
 - (b) the person is removed from office under this Constitution;
 - (c) the person becomes disqualified from being an officer under section 47(3) of the Act; or
 - (d) the person dies.

Remuneration and expenses

- 10.7 Committee Members:
- (a) may not be paid any remuneration for their service as a Committee Member; and
 - (b) may receive full reimbursement for all reasonable expenses incurred by that Committee Member on behalf of the Society when authorised by resolution of the Committee.

11. President

- 11.1 The President is elected at the AGM. Applications for the position of President must be made in the same manner and at the same time as applications for Elected Committee Members under clause 9.
- 11.2 The President holds office for one (1) year from the date of the AGM at which they are elected and expiring at the end of the next relevant AGM. The President may be re-elected for further subsequent and consecutive terms of office.
- 11.3 The role of the President is set by the Committee and unless otherwise stated the role of the President is to engage in activities agreed with the Committee which may include activities to promote the Society, to promote good relations and communications between members, to promote the reputation and best interests of the Society, and to preside at Society events. The President will chair all General Meetings and Committee Meetings that they attend.

12. Secretary

- 12.1 The Secretary is elected at the AGM. Applications for the position of Secretary must be made in the same manner and at the same time as applications for Elected Committee Members under clause 9.
- 12.2 The Secretary holds office for one (1) year from the date of the AGM at which they are elected and expiring at the end of the next relevant AGM. The Secretary may be re-elected for further subsequent and consecutive terms of office.

- 12.3 The role of the Secretary is set by the Committee and unless otherwise stated the Secretary:
- (a) attends to all communications to and from the Society;
 - (b) ensures accurate minutes are kept of General Meetings, Committee Meetings, and any sub-committee meetings;
 - (c) maintains, so far as is reasonable, the following:
 - (i) records of the Society's property that identify the assets, liabilities, income, and expenses of the Society;
 - (ii) any written contracts entered into by the Society;
 - (iii) any accounting records and financial statements prepared in accordance with clause 20.3; and
 - (iv) any other documents necessary for the operation of the Society; and
 - (d) will update the Register and liaise with the Registrar as required under the Act.

13. Treasurer

- 13.1 The Treasurer is elected at the AGM. Applications for the position of Treasurer must be made in the same manner and at the same time as applications for Elected Committee Members under clause 9.
- 13.2 The Treasurer holds office for one (1) year from the date of the AGM at which they are elected and expiring at the end of the next relevant AGM. The Treasurer may be re-elected for further subsequent and consecutive terms of office.
- 13.3 The role of the Treasurer is set by the Committee and unless otherwise stated the Treasurer ensures:
- (a) receipt of money paid to the Society and payment of accounts either in accordance with any financial delegations or approved by the Committee;
 - (b) the accounting records of the Society are kept as required by the Act;
 - (c) the Society complies with any requirement to have its financial statements audited or reviewed;
 - (d) financial statements are presented at the AGM; and
 - (e) any returns are completed.

14. General Meetings

Annual General Meeting intervals

- 14.1 The Society must hold an AGM once a year at the time, date, and place the Committee decides, but not more than six (6) months after the balance date of the Society and not more than 15 months after the previous AGM.
- 14.2 The Committee must give Members at least two (2) weeks' Notice of the AGM.

Business of AGM

- 14.3 The following business will be discussed at the AGM:

- (a) confirmation of the minutes of the previous AGM;
- (b) the Committee's presentation of the following information during the most recently completed accounting period:
 - (i) the annual report;
 - (ii) the annual financial statements;
- (c) the election of the President, Secretary, and Treasurer;
- (d) the election of any Committee Members;
- (e) appointment of an auditor (if the Society's financial accounts are required to be audited under the Act or any regulations);
- (f) consideration of any motions to amend this Constitution that have been properly submitted for consideration at the AGM; and
- (g) consideration of any other items of business that have been properly submitted for consideration at the AGM.

14.4 The Committee must receive any proposed motions and other items of business in writing from Members at least one (1) week before the date of the AGM.

14.5 An agenda containing the business to be discussed at the AGM will be sent by the Committee to the Members at least one (1) day before the date of the AGM.

Special General Meeting

14.6 A SGM must be called by the Committee in accordance with clause 14.7 if it receives a request in writing stating the purpose of the requested SGM:

- (a) from the Committee; or
- (b) signed by ten (10) or more of Members.

14.7 The Committee must give Members at least two (2) weeks' Notice of the SGM, unless the Committee acting reasonably decides that the nature of the SGM business is of such urgency that a shorter period of notice is to be given to Members.

14.8 A Notice of SGM must include the purpose of the SGM and details of any motion to be considered at the SGM. A SGM will only consider and deal with the business specified in the request for the SGM, as referred to in the Notice of SGM.

Method of holding General Meetings

14.9 General Meetings must be held by the required quorum of Members:

- (a) being assembled together at the time and place appointed for the meeting; or
- (b) participating in the meeting by means of audio link, audiovisual link, or other electronic communication; or
- (c) by a combination of both of the methods described in sub-clauses (a) and (b).

Quorum

14.10 No business is to be transacted at any General Meeting unless a quorum is present at the time when the meeting is due to start. The quorum for a General Meeting is ten (10) of the Members

who are entitled to vote. The quorum must be present at all times during the General Meeting and includes all Members participating under clause 14.9.

14.11 If a quorum is not reached within 30 minutes of the scheduled start time of an AGM, the AGM will be adjourned to a day, time, and place determined by the Chair. If no quorum is achieved at the further AGM, the Members present 15 minutes after the scheduled start time of that further AGM are deemed to constitute a valid quorum.

14.12 If a quorum is not reached within 30 minutes of the scheduled start time of a SGM, the SGM is cancelled.

Control of General Meetings

14.13 The President will chair all General Meetings that they attend. If that person is unavailable a Committee Member appointed by the Committee will chair the meeting in the President's absence. In the absence of both of those persons, the Members present will elect a Chair of the General Meeting.

Attendance and voting

14.14 All Members are eligible to attend and speak at General Meetings.

14.15 The voting entitlement for each Member eligible to vote is one vote each for every matter put to a vote at the General Meeting. The Chair does not have a casting vote if there is an equality of votes.

14.16 Voting will generally be conducted by voices or by a show of hands as determined by the Chair of the General Meeting unless a secret ballot is called for and approved by Ordinary Resolution.

14.17 Casting votes by electronic means is permitted and the voting process set out in clause 14.16 must allow for that. Proxy and postal votes are not permitted.

14.18 Elections of Elected Committee Members at an AGM must be undertaken by secret ballot.

14.19 An Ordinary Resolution at a General Meeting will be sufficient to pass a resolution, except as specified in this Constitution.

Minutes

14.20 Minutes must be kept of all General Meetings.

Irregularities

14.21 An irregularity in the manner of calling a General Meeting is waived if all the Members entitled to attend and voting at the meeting attend the meeting without protest as to the irregularity, or if all such members agree to the waiver.

14.22 An accidental omission to give notice of a General Meeting to, or a failure to receive notice of a General Meeting by, a Member does not invalidate the proceedings at that General Meeting.

14.23 Subject to clauses 14.21 and 14.22, any irregularity, error or omission in notices, agendas and relevant papers of General Meetings or the omission to give notice within the required time frame or the omission to give notice to all Members and any other error in the organisation of the General Meeting will not invalidate the General Meeting nor prevent the General Meeting from considering the business of the meeting if:

- (a) the Chair in their discretion determines that it is still appropriate for the General Meeting to proceed despite the irregularity, error, or omission; and

- (b) a motion to proceed is put to the General Meeting and such motion is passed by a Special Resolution.

Resolution passed in lieu of meeting

- 14.24 A resolution in writing signed or consented to in writing (including by email or other electronic means) by a 75% majority of Members will be valid as if it had been passed at a General Meeting if the requirements in clauses 14.25 and 14.26 are complied with. Any resolution may consist of several documents in the same form each signed by one or more Members.
- 14.25 The Committee must ensure that a proposed resolution is sent to Members entitled to vote which contains:
- (a) the date it was circulated to all Members entitled to vote;
 - (b) a statement that the proposed resolution will lapse if it is not passed within three (3) months, or any lesser period stated, of the date specified in clause 14.25 subclause (a).
- 14.26 The Committee must ensure that within five Working Days after a resolution is passed under clause 14.24, a copy of the resolution is sent to the address, including an electronic address, of all Members who did not approve the resolution.

15. Committee Meetings

- 15.1 Committee meetings may be called at any time by the Chair or by any two (2) Committee Members, but generally the Committee will meet once monthly.
- 15.2 Committee meetings must be held by a quorum of Committee Members:
- (a) being assembled together at the time and place appointed for the meeting; or
 - (b) participating in the meeting by means of audio link, audiovisual link, or other electronic communication; or
 - (c) by a combination of both of the methods described in sub-clauses (a) and (b).
- 15.3 Except to the extent specified in this Constitution, the Committee will regulate its own procedure.

Quorum

- 15.4 The quorum for a Committee meeting is 50% of Committee Members.

Chair

- 15.5 The President will chair all meetings of the Committee that the President attends. If the President is unavailable to attend any meeting(s), another Committee Member must be appointed by the Committee to chair the Committee meeting during the period of unavailability.

Voting

- 15.6 Each Committee Member has one vote. Voting is by voices, or on request of any Committee Member by a show of hands or by a ballot. Proxy and postal votes are not permitted. Voting by electronic means is permitted.

Resolution in writing

- 15.7 A resolution in writing signed or consented to by email or other electronic means by the required majority of Committee Members will be valid as if it had been passed at a meeting of the Committee. Any resolution may consist of several documents in the same form each signed by one or more Committee Members.

16. Contact Person

- 16.1 The Committee must appoint at least one (1), and a maximum of three (3), persons to be the Society's Contact Person, subject to those persons meeting the eligibility criteria set out in the Act. The Committee must advise the Registrar of any change in the Contact Person or that person's Contact Details.

17. Duties Owed to Society by Officers

17.1 An Officer:

- (a) when exercising powers or performing duties as an Officer, must act in good faith and in what the Officer believes to be the best interests of the Society;
- (b) must exercise a power as an Officer for a proper purpose;
- (c) must not act, or agree to the Society 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:
 - (i) the nature of the Society;
 - (ii) the nature of the decision;
 - (iii) the position of the Officer; and
 - (iv) the nature of the responsibilities undertaken by them;
- (e) must not:
 - (i) agree to the activities of the Society being carried on in a manner likely to create a substantial risk of serious loss to the Society's creditors; or
 - (ii) cause or allow the activities of the Society to be carried on in a manner likely to create a substantial risk of serious loss to the Society's creditors;
- (f) must not agree to the Society incurring an obligation unless the Officer believes at that time on reasonable grounds that the Society will be able to perform the obligation when it is required to do so; and
- (g) when exercising powers or performing duties as an Officer, may rely on reports, statements, and financial data and other information prepared or supplied, and on professional or expert advice given, by:
 - (i) an employee of the Society whom the Officer believes on reasonable grounds to be reliable and competent in relation to the matters concerned;
 - (ii) a professional adviser or expert in relation to matters that the Officer believes on reasonable grounds to be within the person's professional or expert competence; or
 - (iii) any other Officer or subcommittee of Officers on which the Officer did not serve in relation to matters within the Officer's or subcommittee's designated authority,

if the Officer acts in good faith, makes proper inquiry where the need for inquiry is indicated by the circumstances, and has no knowledge that the reliance is unwarranted.

18. Conflicts of Interest

- 18.1 The Committee must keep an Interests Register.
- 18.2 An Officer who is Interested in a Matter relating to the Society must disclose details of the nature and extent of the interest, including any monetary value of the interest if it can be quantified:
- (a) to the Committee as soon as practicable after the Officer becomes aware that they are Interested in the Matter; and
 - (b) in the Interests Register.
- 18.3 A Committee Member who is Interested in a Matter:
- (a) must not vote or take part in a decision of the Committee relating to that Matter;
 - (b) must not sign any document in relation to that Matter;
 - (c) may take part in any Committee discussion and be present at the time of the Committee decision, unless the Committee decides otherwise;
 - (d) may be counted for the purpose of determining whether there is a quorum at any meeting at which the Matter is considered.
- 18.4 Clauses 18.3(a) or 18.3(b) do not apply to a Committee Member in relation to a particular Matter if all members of the Committee who are not Interested in the Matter consent to the Interested Committee Member acting as referred to in clauses 18.3(a) or 18.3(b).
- 18.5 Despite clause 18.4, if 50% or more of the Committee Members are Interested in a Matter, a SGM must be called to consider and determine the Matter in accordance with clause 14.

19. Indemnity and Insurance

- 19.1 The Society may indemnify and/or effect insurance for its own current and former Officers, members, and employees as permitted by sections 94 to 97 of the Act.
- 19.2 The Society may also indemnify or effect insurance for an Officer for the following matters under section 98 of the Act:
- (a) liability (other than criminal liability) arising from failure to comply with a duty under sections 54 to 61 of the Act (Officers' duties) or any other duty imposed on an Officer in their capacity as an Officer; and
 - (b) costs incurred by the Officer for any claim or proceeding relating to that liability.

20. Finances

General

- 20.1 The funds and property of the Society will be controlled and managed by the Committee, subject to this Constitution.
- 20.2 The Society's balance date will be 30 June or the date that the Committee decides.

20.3 The Society must prepare and register financial statements as required by the Act.

Bank Accounts

20.4 The Society's primary bank account(s) shall be operated on the signatures of a minimum of two (2) signatories of the Committee, but one of the signatories must be the President or Treasurer.

20.5 The Committee may, by written Special Resolution, operate a separate bank account for the purposes of payment of day-to-day expenses (as determined by the Committee from time to time) (**Operational Account**) subject to the following:

- (a) the written resolution shall be in the form attached at Schedule 1;
- (b) the Operational Account (including any Eftpos or Debit card issued for the Operational Account) shall be operated at all times by only one (1) member of the Committee as the Committee shall from time to time authorise in writing (**Authorised Committee Member**);
- (c) the Authorised Committee Member shall have the discretion to use the Operational Account for expenses up to a maximum amount authorised by the Committee (**Limit**);
- (d) if the Limit is to be increased, or there is a change in Authorised Committee Member, a resolution to effect this change must be passed unanimously by the Committee at a Special General Meeting.

20.6 The Treasurer or other Officer of the Committee has the power to receive and give receipts for all legacies, donations, subscriptions, sponsorship, or other moneys bequeathed, made, or given to the Society and every such receipt shall be an effective discharge for the money or other money stated to have been received.

21. Method of Contracting

21.1 In addition to the methods set out in the Act, the Society may enter into enforceable obligations as follows:

- (a) an obligation that, if entered into by a natural person, would by law be required to be by deed may be entered into on behalf of the Society in writing signed under the name of the Society by affixing the Common Seal of the Society to a document –
 - (i) as approved by resolution of the Committee; and
 - (ii) in the presence of and with the accompanying signatures of the Chair and one other Committee Member;
- (b) an obligation that, if entered into by a natural person, is, by law, required to be in writing may be entered into on behalf of the Society in writing and in the presence of and with the accompanying signatures of the Chair and one other Committee Member.

21.2 The common seal of the Society will be kept in the control of the Committee.

22. Amendments

Amendment

22.1 This Constitution may only be amended or replaced by Special Resolution at a General Meeting.

22.2 No addition to, deletion from or alteration of the Society's constitution shall be made which would allow personal pecuniary profits to any individuals. The provisions and effect of this

clause must not be removed from this Constitution and must be included and implied in any document replacing this Constitution.

- 22.3 If an amendment to this Constitution would have no more than a minor effect or is to correct errors or makes similar technical alterations, then the Committee may give Notice of the amendment to every Member stating the text of the amendment and the right of Members to object to the amendment.
- 22.4 If the Committee does not receive any objections from Members within 20 Working Days after the date on which the Notice is sent, or any longer period of time that the Committee decides, then the Committee may make that amendment. If it does receive an objection, then the Committee may not make the amendment.
- 22.5 If any situation arises that, in the opinion of the Committee, is not provided for in this Constitution or any Bylaws, the matter will be determined by the Committee.

Bylaws

- 22.6 The Committee may make and amend Bylaws for the conduct and control of the Society's activities and codes of conduct applicable to Members. No Bylaw will contravene or be inconsistent with the Act, any other laws, or this Constitution. Bylaws are binding on Members.

23. Dispute resolution process

Disputes

- 23.1 The Society may consider, resolve, and/or decide disputes between any one or more Members acting in their capacity as Members and any one or more Officers acting in their capacity as Officers and the Society, that relate to an allegation that:
- (a) a Member or an Officer has engaged in misconduct; or
 - (b) a Member or an Officer has breached, or is likely to breach, a duty under this Constitution or the Act; or
 - (c) the Society has breached, or is likely to breach, a duty under this Constitution or the Act; or
 - (d) a Member's rights or interests as a member have been damaged or Members' rights or interests generally have been damaged.

How a complaint is made

- 23.2 A Member or an Officer may make a complaint by giving Notice to the Committee, or any subcommittee established for this purpose, that:
- (a) states that the Member or Officer is starting a procedure for resolving a dispute under this Constitution;
 - (b) sets out the allegation to which the dispute relates and who the allegation is against; and
 - (c) sets out any other information reasonably required by the Society.
- 23.3 The Society may make a complaint involving an allegation against a Member or an Officer by giving Notice to the person concerned that:
- (a) states that the Society is starting a procedure for resolving a dispute under this Constitution; and

- (b) sets out the allegation to which the dispute relates.

Person who makes complaint has right to be heard

23.4 Unless the Society decides not to proceed, the Member has a right to be heard before the complaint is resolved or any outcome is determined. A Member must be taken to have been given the right if:

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

23.5 If the Society makes a complaint, it has a right to be heard before the complaint is resolved or any outcome is determined and a Committee Member may exercise that right on behalf of the Society. The Society must be taken to have been given the right if:

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

Respondent has right to be heard

23.6 The Member or Officer who, or the Society which, is the subject of the complaint (**Respondent**) has a right to be heard before the complaint is resolved or any outcome is determined. If the Respondent is the Society, a Committee Member may exercise the right on behalf of the Society.

23.7 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 to be 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
- (e) the Respondent's written statement or submissions, if any, are considered by the decision maker.

Investigating and determining disputes

23.8 The Society must as soon as is reasonably practicable after receiving a complaint or grievance, investigate and determine the complaint or grievance in a fair, efficient, and effective manner.

Circumstances in which a process may not proceed

23.9 Despite the content of this clause 23 and any other clause in this Constitution or in the Regulations, the Society may decide not to proceed with a matter if:

- (a) the complaint is trivial; or
- (b) the complaint does not appear to disclose or involve any allegation of the following kind:
 - (i) any material misconduct; or
 - (ii) any material breach or likelihood of material breach of a duty under this Constitution or the Act;
 - (iii) any material damage to a Member's rights or interests or Members' rights or interests generally; or
- (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 this Constitution; or
- (f) there has been an undue delay in making the complaint.

Refer complaint

23.10 The Society may refer a complaint to:

- (a) a subcommittee or an external person to investigate and report; or
- (b) a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision; or
- (c) with the consent of all parties to the complaint, to any type of consensual dispute resolution such as mediation or facilitation.

Decision makers

23.11 An individual may not act as a decision maker in relation to a complaint if two (2) or more members of the decision-making body (whether it is a Committee, committee, complaints subcommittee, tribunal, or other) consider that there are reasonable grounds to believe that the individual may not be:

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

24. Ending the Society

24.1 The Committee must give Notice to all Members of at least twenty (20) Working Days of a proposed motion:

- (a) to remove the Society from the Register;
- (b) for the distribution of the Society's surplus assets; or
- (c) to appoint a liquidator.

- 24.2 The Notice must comply with section 228 of the Act and include details of the General Meeting at which the proposed motion is to be considered.
- 24.3 Any resolution for a motion set out in clauses 24.1(a) to 24.1(c) must be passed by a Special Resolution.
- 24.4 The surplus assets of the Society, after the payment of all costs, debts, and liabilities, must be distributed to any other not-for-profit entity or entities that have similar purposes to the Society or as otherwise determined by the Committee in accordance with the Act.

Schedule 1 – Form of Resolution for Operational Account

Written Resolution of Dunedin Young Professional Incorporated – Operational Accounts

- 1 In accordance with clause 20.5 the following person is hereby authorised by the Committee to operate the Operational Account:

(Authorised Committee Member)

- 2 The Authorised Committee Member is authorised to make payments on behalf of the Society out of the Operational Account up to a maximum of \$[] plus GST (**Limit**) per transaction. Any payments exceeding this amount will require written authority of no fewer than two members of the Committee, one of whom must be the President or Treasurer
- 3 The Committee acknowledge that the Society's nominated bank cannot monitor the Limit and accordingly it is the Committee's responsibility to monitor the Authorised Committee Member's operation of the Operational Account at all times.

Signed as a Special Resolution of the Committee:

