



Constitution of the New Zealand Society of Genealogists Inc.

Registered 3 April 1968 (No. 217062) under the Incorporated Societies Act 1908

Registered 26 March 2008 (No. CC22120) under the Charities Act 2005

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1. Introductory rules

1.1 Name

The name of the Society is the New Zealand Society of Genealogists Incorporated (Te Rangapū Kaihikohiko o Aotearoa) (in this Constitution referred to as ‘the Society’).

1.2 Charitable status

The Society is registered as a charitable entity under the Charities Act 2005, registration number CC22120.

1.3 Definitions

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

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

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

‘Board’ means the Society’s governing body.

‘Branch and Interest Group’ means any group which has applied successfully to the Society to become an affiliated Branch of the Society, to represent the Society in the Branch’s geographic area, or an affiliated Interest Group of the Society, that exists to promote the Interest Group’s stated interests.

‘Chairperson’ means the Officer responsible for chairing General Meetings and Board meetings, and who provides leadership for the Society.

‘Constitution’ means the rules in this document.

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

‘Interested Member’ means a Member who is compromised when their personal interests or obligations conflict with the responsibilities of their job or position 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—

- the Society’s performance of its activities or exercise of its powers; or
- an arrangement, agreement, or contract (a transaction) made or entered into, or

proposed to be entered into, by the Society.

‘Member’ means a person who has consented to become a Member of the Society, has been properly admitted to the Society and who has not ceased to be a Member of the Society.

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

‘Officer’ means a natural person who is:

- a member of the Board, or
- occupying a position in the Society that allows them to exercise significant influence over the management or administration of the Society, including any Chief Executive or Treasurer.

‘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.

‘Vice Chairperson’ means the Officer elected or appointed to deputise in the absence of the Chairperson.

‘Week’ means seven (7) calendar days.

‘Working Days’ means 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, Christmas Day, Boxing Day, New Year’s Day, Waitangi Day, Good Friday, Easter Monday, ANZAC Day, the Sovereign’s birthday, Te Rā Aro ki a Matariki/Matariki Observance Day, and Labour Day.

‘Written’ means sent either by post or via email.

1.4 Purposes

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

- a) To promote the study of family histories, whakapapa, genealogies and kindred subjects to the members of the Society and the New Zealand public.
- b) To advance the education of the members of the Society and the New Zealand public in the study of family histories, whakapapa, genealogies and kindred subjects.
- c) To provide assistance for the members of the Society and people wishing to compile family histories from sources in New Zealand and overseas.
- d) To encourage accurate and scholarly research into the histories of New Zealand

families and from time to time publish the results.

- e) To foster awareness of family links and knowledge of heritage.
- f) To do all such other lawful acts and things as are incidental or conducive to the attainment of all or any of the above objects.

Any income, benefit, or advantage must be used to advance the charitable purposes of the Society.

1.5 Act and Regulations

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

1.6 Restrictions on society powers

The Society must not be carried on for the financial gain of any of its members.

1.7 Registered office

The Society shall have its registered office at 159 Queens Road, Panmure, Auckland or such other place as the Board shall determine from time to time.

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

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

1.8 Contact person

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

The Society's contact person must be:

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

A contact person shall be appointed by the Board.

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

- a postal 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 Society becoming aware of the change.

2. Members

2.1 Minimum number of members

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

2.2 Types of members

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

2.2.1 Ordinary membership is open to an individual person. The rights of ordinary membership include the right to vote, either in person or by proxy, and to use the services provided by the Society for the member's own personal research.

2.2.2 Joint membership is open to any two persons residing at the same address, who shall individually have the rights of an ordinary member.

2.2.3 Student membership is open to a student between the ages of 12 and 25 years. A student member shall have the rights of an ordinary member.

2.2.4 Honorary membership may be conferred by the Board on a person who has rendered exceptional service to the Society. An honorary member shall have the rights of ordinary membership without payment of a subscription but have no voting rights under this type of membership.

2.2.5 Life membership shall be conferred at an Annual General Meeting, on the recommendation of the Board, on a member who has, in the opinion of the Society, rendered outstanding service to the Society. A life member shall have the rights of ordinary membership without payment of a subscription. Life membership is not transferrable and does not include the spouse or partner of the member.

2.2.6 Family History Organisation membership is open to any family history organisation or group that is supportive of the objects of the Society, and which is willing to assist the Society to promote these objects. A family history organisation member shall have no voting rights or access to the Society's research services or online databases but shall enjoy such privileges as may be determined by the Board. Family History Organisation membership is not transferrable to an individual.

2.2.7 Institutional membership is open to any library, institution, museum, facility, or corporate body that is supportive of the objects of the Society, and which is willing to assist the Society to promote these objects. An institutional member shall have no voting rights but shall enjoy such privileges as may be determined by the Board. Institutional membership is not transferrable to an individual.

2.2.8 Commercial membership is open to any commercial organisation that is supportive of the objects of the Society, and which is willing to assist the Society to promote these objects. A commercial member shall have no voting rights but may have access to the Society's research services and online databases on a commercial basis as may be determined by the Board.

2.3 Becoming a member: consent

Every applicant for membership must consent to becoming a Member.

2.4 Becoming a member: process

An applicant for membership must complete an application form, either in paper form or electronically, and supply any information as may be reasonably required by the Board regarding an application for membership, and will become a Member on acceptance of that application by the Board and payment of the applicable subscription fee.

The Board may accept or decline an application for membership at its sole discretion. If the Board declines a membership, then the Board must advise the applicant of its decision, but does not need to give the reason for that decision.

The written consent of every Member to become a Society Member shall be retained in the Society's membership records.

2.5 Members' obligations and rights

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

- All Members shall promote the interests and purposes of the Society and shall do nothing to bring the Society into disrepute.
- A Member is only entitled to exercise the rights of membership (including attending and voting at General Meetings, accessing or using the Society's premises, facilities, equipment and other property, and participating in Society activities) if all subscriptions and any other fees have been paid to the Society by their respective due dates, but no Member or Life Member is liable for an obligation of the Society by reason only of being a Member.
- 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 Society, and to participate in Society activities, including any conditions of and fees for such access, use or involvement.

2.6 Subscriptions and fees

2.6.1 The subscription and any other fees for Ordinary, Joint, Student, Family History Organisation and Institutional classes of membership for the then current financial year shall be set by resolution of a General Meeting. The subscription for Commercial class of membership, and any fees payable on joining the Society, for access to the Society's research services or online databases shall be set at the discretion of the Board.

2.6.2 The Board may at its discretion, waive all or part of any fee on hardship grounds.

2.6.3 No subscription shall be payable by a Life member or Honorary member.

2.7 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 if a body corporate on liquidation or deregistration, or if a partnership on dissolution of the partnership), or
- The Member has failed to pay a subscription, or other amount due to the Society, on the due date for payment.
- The Board may declare that a member is no longer a member (from the date of that declaration or such date as may be specified) if, in the opinion of the Board at its sole discretion, that member:
 - a) has committed a serious breach of the Society's Constitution; or
 - b) has acted in a manner injurious to the Society; or
 - c) has acted in a manner likely to bring the Society 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 if a body corporate from the date of its liquidation or deregistration, or if a partnership from the date of its dissolution), or
- the date payment of a subscription or other amount was due, or
- the date specified in a resolution of the Board. When a membership has been terminated the Board shall promptly notify the former Member in writing.

2.8 Obligations once membership has ceased

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

- shall cease to hold himself or herself out as a Member of the Society, and
- shall return all Society equipment, records and other materials loaned to the Member for the purposes of Society business, and

- shall cease to be entitled to any of the rights of a Society Member.

2.9 Becoming a member again

2.9.1 Any former Member may apply for re-admission in the manner prescribed for new applicants and may be re-admitted only by resolution of the Board.

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

3. General meetings

3.1 Procedures for all general meetings

3.1.1 The Board shall give all Members at least two (2) Calendar Months' written Notice of any General Meeting and of the business to be conducted at that General Meeting.

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

3.1.3 Only financial or Life Members may speak and vote at General Meetings—

- in person, or
- by a written proxy in favour of some individual entitled to be present at the meeting and received by, or handed to, the Board seven (7) days before the commencement of the General Meeting.

No other proxy voting shall be permitted.

3.1.4 No General Meeting may be held unless at least one hundred (100) eligible financial Members attend throughout the meeting or provide proxies for the meeting, and this will constitute a quorum.

3.1.5 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 Society, 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.

3.1.6 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 three (3) or more Members present, by secret ballot.

3.1.7 Secret ballots may be undertaken by paper and/or electronic means.

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

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

3.1.10 Written resolutions may not be passed in lieu of a General Meeting.

3.1.11 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.

3.1.12 All General Meetings shall be chaired by the Chairperson. If the Chairperson is absent, the Vice Chairperson shall chair that meeting. If the Vice Chairperson is absent, a Member selected by a simple majority of the members present shall chair the meeting.

3.1.13 Any person chairing a General Meeting has a deliberative and, in the event of a tied vote, a casting vote.

3.1.14 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.

3.1.15 The Board may propose motions for the Society to vote on ('Board Motions'), which shall be notified to Members with the notice of the General Meeting.

3.1.16 Any Member may request that a motion be voted on ('Member's Motion') at a General Meeting, by giving notice to the Secretary or Board at least one (1) calendar month 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.

3.2 Minutes

The Society must keep minutes of all General Meetings.

3.3 Annual General Meetings: when they will be held

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

3.3.2 The Annual General Meeting must be held no later than 120 days after the balance date of the Society.

3.4 Annual General Meetings: business

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

- confirm the minutes of the last Annual General Meeting and any Special General Meeting(s) held since the last Annual General Meeting,

- adopt the annual report on the operations and affairs of the Society,
- adopt the Board's report on the finances of the Society, and the annual financial statements,
- set any subscriptions for the current financial year,
- consider any motions of which prior notice has been given to Members with notice of the Meeting,
- declare the vote result for any election of Directors,
- appoint an auditor,
- present awards,
- honour members, and
- consider any general business.

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

- an annual report on the operation and affairs of the Society during the most recently completed accounting period,
- the audited 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).

3.5 Special General Meetings

3.5.1 Special General Meetings may be called at any time by the Board by resolution.

3.5.2 The Board must call a Special General Meeting if it receives a written request signed by at least one hundred (100) Members eligible to vote.

3.5.3 Any resolution or written request must state the business that the Special General Meeting is to deal with.

3.5.4 The rules in this Constitution relating to the procedure to be followed at General Meetings shall apply to a Special General Meeting, and a Special General Meeting shall only consider and deal with the business specified in the Board's resolution or the written request by Members for the Meeting.

3.5.5 The minutes from a Special General Meeting shall be presented to the next general meeting for confirmation.

4. Board

4.1 Board composition

4.1.1 The Board shall consist of up to nine (9) Directors being:

- an Ordinary, Joint, Student or Life Member of the Society,
- nominated by other Members and
- elected by the membership to the role.

4.1.2 An Executive of the Board shall comprise the Chairperson, Vice-Chairperson and one other elected Director, who shall all be appointed by the Board from elected Directors for the ensuing year. Should an Executive position become vacant for whatever reason the Board will appoint a replacement from elected Directors.

4.1.3 The Executive will act on behalf of and in consultation with the Board, in between regular meetings of the Board, on day-to-day matters including financial stewardship, regulatory and governance issues, and guidance for the sound management of the Society.

4.2 Functions of the Board

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

4.3 Responsibilities and Powers of the Board

4.3.1 The primary responsibility of the Board shall be to provide a governance role in meeting the objects of the Society.

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

4.3.5 The Board has the power to:

a) borrow or raise money by debenture, bonds, mortgage and other means with or without security, provided that such borrowing powers shall not be exercised by the Board other than by a resolution passed by a two-thirds majority vote, including proxy votes, cast at a general meeting of members where at least thirty (30) clear days' notice of such a proposed resolution has been given to members.

b) make an investment in which a trustee might invest pursuant to Section 59 of the Trusts Act 2019.

4.3.6 The Board shall appoint a Secretary of the Board, who shall be either a Member of the Board or an Employee of the Society.

4.4 Sub-Committees

The Board may appoint sub-Committees consisting of such persons (whether or not Members of the Society) 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,
- a sub-Committee shall have power to co-opt additional members,
- a sub-Committee must not commit the Society to any financial expenditure without express authority from the Board, and
- a sub-Committee must not further delegate any of its powers.

4.5 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.

4.6 Procedure - Board Meetings

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

4.6.2 A meeting of the Board may be held either—

1. by a number of the members of the Board who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or
2. by means of audio, or audio and visual, communication by which all members of the Board participating and constituting a quorum can simultaneously hear each other throughout the meeting.

4.6.3 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 Director on the Board shall have one vote.

4.6.4 The members of the Board shall elect one of their number as chairperson of the Board, and another as vice chairperson. If at a meeting of the Board, the chairperson is not present, the vice chairperson will be chairperson of the meeting. The chairperson does have a casting vote in the event of a tied vote on any resolution of the Board.

4.6.5 The Board must keep minutes of all Board meetings.

4.6.6 Except as otherwise provided in this Constitution, the Board may regulate its own procedure.

4.7 Frequency of Board Meetings

4.7.1 The Board shall meet at least quarterly 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.

4.7.2 The Secretary, or other Board member nominated by the Board, shall give to all Board members not less than one (1) Week's notice of Board meetings, but in cases of urgency a shorter period of notice shall suffice.

5. Officers

5.1 Qualifications of officers

5.1.1 Every Officer must be a natural person who —

- has consented in writing to be an officer of the Society, 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 Society's records.

5.1.2 Officers must be ordinarily resident in New Zealand.

5.1.3 Officers must not be disqualified under section 47(3) of the Act or section 16 of the Charities Act 2005 from being appointed or holding office as an Officer of the Society, namely —

- 1) a person who is under sixteen (16) years of age
- 2) a person who is an undischarged bankrupt
- 3) a person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993, or any other similar legislation
- 4) A person who is disqualified from being a member of the governing body of a charitable entity under section 16(2) of the Charities Act 2005
- 5) a person who has been convicted of any of the following, and has been sentenced for the offence, within the last seven (7) years —
 - a) an offence under subpart 6 of Part 4 of the Act
 - b) a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961)
 - c) an offence under section 143B of the Tax Administration Act 1994
 - d) an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs a) to c)
 - e) a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere
- 6) a person subject to:
 - a) a banning order under subpart 7 of Part 4 of the Act, or
 - b) an order under section 108 of the Credit Contracts and Consumer Finance Act 2003, or
 - c) a forfeiture order under the Criminal Proceeds (Recovery) Act 2009, or

- d) 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.
- 7) a person who is subject to an order that is substantially similar to an order referred to in paragraph 6 under a law of a country, State, or territory outside New Zealand that is a country, State, or territory prescribed by the regulations (if any) of the Act.

5.1.4 Members undertaking the role of "Appointed Officer" within the Society are not Officers of the Society as defined above.

5.2 Officers' duties

At all times each Officer:

- 1) shall act in good faith and in what they believe to be the best interests of the Society,
- 2) must exercise all powers for a proper purpose,
- 3) must not act, or agree to the Society acting, in a manner that contravenes the Act or this Constitution,
- 4) 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 Society,
 - the nature of the decision, and
 - the position of the Officer and the nature of the responsibilities undertaken by them
- 5) must not agree to the activities of the Society being carried on in a manner likely to create a substantial risk of serious loss to the Society or to the Society's creditors, or cause or allow the activities of the Society to be carried on in a manner likely to create a substantial risk of serious loss to the Society or to the Society's creditors, and
- 6) must not agree to the Society incurring an obligation unless they believe at that time on reasonable grounds that the Society will be able to perform the obligation when it is required to do so.

5.3 Election or appointment of Directors

5.3.1 The election of Directors shall be conducted as follows.

- 1) Directors shall be elected by postal and/or electronic secret ballot before each Annual General Meeting.
- 2) 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 a Director (as described in the '5.1 Qualification of Officers' rule above) shall be received by the Society by a date specified by the Board.
- 3) When the number of nominations is greater than the number required, a secret postal/electronic ballot of members shall be held no later than thirty (30) days prior to the date of the Annual General Meeting and the successful candidate(s) declared elected at that meeting.
- 4) If there are insufficient valid nominations received, further nominations may be received from the floor at the Annual General Meeting. When the number of nominations taken at the Annual General Meeting exceeds the number of vacancies a secret ballot of members present will be held, and the successful candidate(s) declared elected.
- 5) 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).
- 6) The failure for any reason of any financial Member to receive such Notice of the general meeting shall not invalidate the election.
- 7) In addition to Directors elected under the foregoing provisions of this rule, the Board may appoint other Directors 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 a Director of the Society. Any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as a Director (as described in the '5.1 Qualification of Officers' rule above).

5.3.2 Two (2) Members (who are not nominees) or non-Members appointed by the Chairperson shall act as Returning Officer and Deputy Returning Officer for the counting of the votes and destruction of any voting papers.

5.3.3 The result of the secret ballot shall be declared to the membership by the Returning Officer at the earliest practicable date after the closing date of the ballot.

5.4 Term of Directors

The term of office for all Directors elected to the Board shall be three (3) years,

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 Director shall serve for more than two (2) consecutive terms.

No Chairperson shall serve for more than six (6) consecutive years as Chairperson.

5.5 Removal of Directors

5.5.1 A Director shall be removed as a Director by resolution of the Board or the Society where in the opinion of the Board or the Society —

- The Director elected to the Board has been absent from three (3) Board meetings without leave of absence from the Board.
- The Director has brought the Society into disrepute.
- The Director has failed to disclose a conflict of interest.
- The Board passes a vote of no confidence in the Director.
- The Director becomes incapacitated and is unable to continue to act.

With effect from (as applicable) the date specified in a resolution of the Board or Society.

5.5.2 The Board as a body shall be removable by a two-thirds majority of the votes cast at a special general meeting of the Society called for that purpose. The members present at such a meeting shall then and there elect to fill the vacancy or vacancies caused. The members so elected shall hold office until a new election by postal and/or electronic secret ballot can be held in accordance with this Constitution.

5.6 Ceasing to hold office

A Director 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 Director shall within one (1) Calendar Month of submitting a resignation or ceasing to hold office, deliver to the Board all books, papers and other property of the Society held by such former Director, as directed by the Chairperson.

A Director ceases to hold office if they become disqualified from holding office under relevant legislation.

A Director will cease to hold office if the Director takes up permanent residence outside New Zealand.

A Director will cease to hold office if they cease membership under Section 2.

5.7 Conflicts of interest

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

- 1) to the Board and or sub-Committee, and
- 2) in an Interests Register kept by the Board.

5.7.2 Disclosure must be made as soon as practicable after the Officer or member of a sub-Committee becomes aware that they are interested in the Matter.

5.7.3 An Officer or member of a sub-Committee who is an Interested Member regarding a Matter—

- 1) must not vote or take part in the decision of the Board and/or sub-Committee relating to the Matter unless all members of the Board who are not interested in the Matter consent; and
- 2) must not sign any document relating to the entry into a transaction or the initiation of the Matter unless all members of the Board who are not interested in the Matter consent; but
- 3) 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).

5.7.4 However, an Officer or member of a sub-Committee who is prevented from voting on a Matter may still be counted for the purpose of determining whether there is a quorum at any meeting at which the Matter is considered.

5.7.5 Where fifty (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.

5.7.6 Where fifty (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.

6. Records

6.1 Register of Members

6.1.1 The Society shall keep an up-to-date Register of Members.

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

- Their name, and
- The date on which they became a Member (if there is a record of the date they joined), and
- Their contact details, including (as available) —
 - a) A postal address and an electronic address, and
 - b) A telephone number, and
 - c) whether the Member is financial or unfinancial.

6.1.3 Every current Member shall advise the Society of any change of the Member's contact details.

6.1.4 The Society shall also keep a record of the former Members of the Society. For each Member who ceased to be a Member within the previous seven (7) years, the Society will record:

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

6.2 Interests Register

The Board shall at all times maintain an up-to-date register of the interests disclosed by Officers.

6.3 Access to information for members

6.3.1 A Member may at any time make a written request to the Society for information held by the Society about themselves or the functioning of the Society.

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

6.3.3 The Society must, within a reasonable time after receiving a request —

- 1) provide the information, or
- 2) agree to provide the information within a specified period, or
- 3) agree to provide the information within a specified period if the Member pays a reasonable charge to the Society (which must be specified and explained) to meet the cost of providing the information, or

4) refuse to provide the information, specifying the reasons for the refusal.

6.3.4 Without limiting the reasons for which the Society may refuse to provide the information, the Society may refuse to provide the information if —

- 1) withholding the information is necessary to protect the privacy of natural persons, or
- 2) the disclosure of the information would, or would be likely to, prejudice the commercial position of the Society or of any of its Members, or
- 3) the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the Society, or
- 4) the information is not relevant to the operation or affairs of the society, or
- 5) withholding the information is necessary to maintain legal professional privilege, or
- 6) the disclosure of the information would, or would be likely to, breach an enactment, or
- 7) the burden to the Society in responding to the request is substantially disproportionate to any benefit that the Member (or any other person) will or may receive from the disclosure of the information, or
- 8) the request for the information is frivolous or vexatious, or
- 9) 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.

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

- 1) that the Member will pay the charge; or
- 2) that the Member considers the charge to be unreasonable.

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

7. Finances

7.1 Control and management

7.1.1 The funds and property of the Society 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 Society.

7.1.2 The Board shall maintain bank accounts in the name of the Society.

7.1.3 All money received on account of the Society shall be banked within twenty (20) Working Days of receipt.

7.1.4 All payments shall be approved by Officers delegated that authority by the Board.

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

- 1) correctly record the transactions of the Society, and
- 2) allow the Society to produce financial statements that comply with the requirements of the Act, and
- 3) would enable the financial statements to be readily and properly audited.

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

7.1.7 The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form. The accounting records must be kept for the current accounting period and for the last seven (7) completed accounting periods of the Society.

7.1.8 Annual Financial Statements shall be audited by a qualified Auditor.

7.2 Balance date

The Society's financial year shall commence on 01 April of each year and end on 31 March (the latter date being the Society's balance date).

8. Dispute resolution

8.1 Meanings of dispute and complaint

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

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

- 1) two (2) or more Members
- 2) one (1) or more Members and the Society
- 3) one (1) or more Members and one (1) or more Officers
- 4) two (2) or more Officers
- 5) one (1) or more Officers and the Society
- 6) one (1) or more Members or Officers and the Society.

The disagreement or conflict relates to any of the following allegations—

- 1) a Member or an Officer has engaged in misconduct
- 2) a Member or an Officer has breached, or is likely to breach, a duty under the Society's Constitution or bylaws or the Act
- 3) the Society has breached, or is likely to breach, a duty under the Society's Constitution or bylaws or the Act
- 4) a Member's rights or interests as a Member have been damaged or Members' rights or interests generally have been damaged.

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

8.2 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 Society's Constitution; and
 - b) sets out the allegation or allegations to which the dispute relates and whom the allegation is against; and
 - c) sets out any other information reasonably required by the Society.
2. The Society may make a complaint involving an allegation or allegations against a

Member or an Officer by giving to the Member or Officer a notice in writing that—

- a) states that the Society is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
 - b) sets out the allegation to which the dispute relates.
3. The information given under subclause 1 or 2 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. A complaint may be made in any other reasonable manner permitted by the Society's Constitution.

8.3 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 Society makes a complaint—
 - a) the Society has a right to be heard before the complaint is resolved or any outcome is determined; and
 - b) an Officer may exercise that right on behalf of the Society.
3. Without limiting the manner in which the Member, Officer, or Society may be given the right to be heard, they must be taken to have been given the right if—
 - a) they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - b) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - c) an oral hearing (if any) is held before the decision maker; and
 - d) the Member's, Officer's, or Society's written or verbal statement or submissions (if any) are considered by the decision maker.

8.4 Investigating and determining dispute

- 1) The Society must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its Constitution, ensure that the dispute is investigated and determined.
- 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.

8.5 Society may decide not to proceed further with complaint

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

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

8.6 Society may refer complaint

- 1) The Society 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 Society may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

8.7 Decision makers

A person may not act as a decision maker in relation to a complaint if two (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.

9. Branches and Interest Groups of the Society

“Branch and Interest Group” means any group which has applied successfully to the Society to become a formal Branch of the Society, to represent the Society in the Branch’s geographic area, or a formal Interest Group of the Society, that exists to promote the Interest Group’s stated interests.

“Informal Group” means any group who may be interested in genealogy/family history, that supports the objects of the Society, and who are assisted by an Area or Special Interest Contact appointed by the Society for the purpose of support of and liaison with members where there is no Branch.

9.1 Establishment

9.1.1 When at least ten (10) full (Ordinary, Joint, Student or Life) members of the Society in any particular area wish to hold regular meetings in accordance with the objects of the Society, they may apply to the Board to become a Branch of the Society.

9.1.2 When at least ten (10) full (Ordinary, Joint, Student or Life) members of the Society wish to pursue a common interest in accordance with the objects of the Society, they may apply to the Board to become an Interest Group of the Society.

9.1.3 An existing group incorporated under the Incorporated Societies Act 2022, which supports and reflects the objects of the Society, and includes amongst its members at least ten (10) full (Ordinary, Joint, Student or Life) members of the Society, may also apply to the Board to become, a Branch or Interest Group of the Society:

- provided that the Board shall review the constitution of such group or Branch or Interest Group to satisfy itself that the constitution submitted for review is consistent with the Society’s constitution and may require changes to be made to that group’s constitution to achieve consistency.

9.2 Branch and Interest Group Operations

9.2.1 A Branch or Interest Group shall operate under a legal and/or charitable structure of their choosing.

9.2.2 Regardless of the legal and/or charitable structure, all Branches and Interest Groups will have:

a) Constitution or set of Rules that:

i) sets out objectives which are consistent with those of the Society, including having only a charitable purpose, and

ii) includes standard operating processes such as Meetings (Committee Meetings, Annual General Meetings, Special Meetings), Voting and Election of Officers, method to change and update their Constitution.

b) a Committee which includes at least three Society members, or 50% of the Committee members must be Society members, whichever is lower.

c) accounts completed to at least the level of a Tier 4 Charity, and which are subject to an Annual Review

9.2.3 Each Branch or Interest Group shall make an annual return to the Society by the 30 June each year, in a format provided by the Society.

9.3 Naming Rights

9.3.1 While affiliated to the Society, a Branch may use the title "Location" Branch with "The New Zealand Society of Genealogists" as a suffix or prefix to this.

9.3.2 While affiliated to the Society, an Interest Group may use the title "Area of Interest" Interest Group" with "The New Zealand Society of Genealogists" as a suffix or prefix to this.

9.3.3 A pre-existing group who have affiliated under Rule 9.1.3 may continue to use their name and append the title "A Branch of the New Zealand Society of Genealogists, Inc." or "An Interest Group of the New Zealand Society of Genealogists, Inc.", as applicable.

9.3.4 All Branches and Interest Groups may use the Branch/Interest Group logo of the Society.

9.4 Power to Enter into Contracts in Society's Name

A Branch or Interest Group shall not have the power to enter into contracts in the name of the Society without the prior consent in writing of the Board.

9.5 Disaffiliation/Disestablishment

9.5.1 The Board shall have the absolute power to disaffiliate or disestablish a Branch or Interest Group at will.

9.5.2 A Branch or Interest Group can request to disaffiliate by a vote of three-quarters of its members present at an Annual or Special General Meeting.

9.5.3 A Branch or Interest Group is only officially disaffiliated once the process in 9.6 is completed and the disaffiliation is confirmed by the Board.

9.5.4 A disaffiliated Branch or Interest Group must remove all reference to a relationship with the Society from that Branch or Interest Group's public profiles.

9.6 Disposal of Assets

9.6.1 Where a Branch or Interest Group disaffiliates, but continues as an entity, they will return to the Society any assets belonging to the Society or assets that can only be owned

by a Branch or Interest Group.

9.6.2 Where a Branch or Interest Group ceases to exist, the surplus assets are to be distributed to:

- a) the New Zealand Society of Genealogists Incorporated or a charitable organisation or not-for-profit public library in the local area.
- b) Alternatively, the assets may be held in trust by the Society for a period of up to three (3) years pending the formation of a new charitable Branch in that area, or in the reformation of that charitable Interest Group and at the end of that period, if not required for that purpose, be transferred to the New Zealand Society of Genealogists Incorporated.

9.6.3 The disposal of assets as stated above shall be determined between the Board and those who were members of the Branch or Interest Group on the date it ceased to exist. Failing such agreement between the parties, the matter shall be referred to the decision of two arbitrators, one to be appointed by the Board and one by the Branch or Interest Group members in accordance with and subject to the provisions of the Arbitration Act 1996 and its Amendments, to be disposed of to a charitable organisation.

10. Liquidation and removal from the register

10.1 Resolving to put society into liquidation

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

The Board shall give one (1) Calendar Month's written Notice to all Members of the proposed resolution to put the Society 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 Society into liquidation must be passed by a two-thirds majority of all Members present and voting.

The resolution must be confirmed at a subsequent General Meeting called for that purpose and held no earlier than thirty (30) days after the date on which the resolution to be confirmed was passed.

10.2 Resolving to apply for removal from the register

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

The Board shall give one (1) Calendar Month's written Notice to all Members of the proposed resolution to remove the Society 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 Society from the Register of Incorporated Societies must be passed by a two-thirds majority of all Members present and voting.

The resolution must be confirmed at a subsequent General Meeting called for that purpose and held no earlier than thirty (30) days after the date on which the resolution to be confirmed was passed.

10.3 Surplus assets

If the Society 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 Society'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.

11. Alterations to the constitution

11.1 Amending this constitution

11.1.1 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.

11.1.2 The Society may amend or replace this Constitution by a two-thirds majority of votes cast in the postal and/or electronic secret ballot held for that purpose.

11.1.3 Ballot papers shall be sent to each full member (Ordinary, Joint, Student or Life) of the Society, who, in accordance with this Constitution is entitled to vote, at least thirty (30) calendar days before the closing date of the secret ballot.

11.1.4 The Board shall appoint a Returning Officer and a Deputy Returning Officer for the purpose of conducting the secret ballot in accordance with this Constitution.

11.1.5 The result of the secret ballot shall be declared to the membership by the Returning Officer at the earliest practicable date after the closing date of the ballot.

11.1.6 When an amendment is approved by a vote of the membership, 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.

11.1.7 If the society 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.

12. Other

12.1 Bylaws

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

12.1.2 The bylaws and policies for the conduct and control of Society activities and codes of conduct applicable to Members shall be contained in the Policies and Procedures Manual.

The complete amendment of the Constitution, replacing all previous Rules, was approved by members of the Society by a postal ballot that closed on 8 April 2024. This change was to meet the requirements of the Incorporated Societies Act 2022. The rules were registered by the Registrar of Incorporated Societies on [date tbc].