

Two issues have caused the NZDSN Board to review the association's Constitution and make changes. The first is the imminent implementation of the Incorporated Societies Act 2022. We have obtained legal advice and made a number of changes to ensure compliance. The second issue involves changes the Board has approved to our Life Membership Policy to make the associated process more transparent and robust.

We encourage you to familiarise yourself with the proposed changes so that any queries you have can be addressed at the AGM and approval by the membership attending the AGM is obtained.

Please find attached the updated Constitution ready for the AGM (a version watermarked "draft", a clean version, and a pdf version).

As part of the final review, we have tidied up the formatting and ensured consistency of definitions, numbering, and rule references. We also advise as follows:

Life Membership

In respect of the amendments to the Life Member provisions, we have proposed the following amendments to ensure it flows with the entirety of the Constitution.

These amendments include:

The removal of "paying member" at Rule 6.18. We understand that Full Members and Associate Members (defined as Members) are the "paying members". Referring to the Life Membership Policy at Rule 6.22. This reference to the Policy is important so that Members are aware there is another document which sets out the procedures and rights of Life Members in more detail. We have drafted the Rule in a way which will allow the board to amend the Policy as and when it sees fit.

Defining Life Membership Policy in the Terms section.

At Rule 6.11 we have clarified that receipt of the Membership Fee is by NZDSN.

At Rule 6.12, we have clarified that Life Members have the same rights of access to the Register of Members.

Further recommended provisions

There has been further commentary and draft regulations introduced in respect of the new Incorporated Societies Act. This has resulted in some further recommended changes:

We have incorporated an Amalgamation provision at Rule 26, which future-proofs NZDSN in the event you want to amalgamate with another society or societies in the future.

We have amended Rule 27 for consistency with the Act's requirements that at dissolution surplus assets are distributed to a "not-for-profit entity". This wording will not prevent NZDSN distributing to its successor or any other charity but will give greater flexibility at such time as dissolution may become relevant.

We have added more detail to Rule 28 (Complaints and Grievances Procedures) to ensure the way NZDSN deals with disputes is consistent with the rules of natural justice, a requirement under the Act.

At Rule 28.9, we have assumed that someone making a complaint will meet their own costs of making a complaint, but please adjust this if you wish to state otherwise.

Please let us know if you have any queries about these new provisions.

Timing of adoption / re-registration

We are intending to adopt the new Constitution at the AGM on 28 September. We note as follows:

The Constitution once adopted will not take effect until it is registered on the Register of Incorporated Societies. This will need to be done under the current 1908 Act until re-registration opens on 5 October.

Accordingly, we have recommended amendments to the commencement provision at Rule 3.

NZDSN will need to re-register under the 2022 Act, which can be done from 5 October onwards (for a period of 2 ½ years to April 2026).

Please let us know if you have any questions or would like to discuss the above in more detail.

Peter Reynolds
CEO, NZDSN

For Sean Stowers, Chair.