

To: The Registrar of Incorporated Societies

From: The New Zealand Disability Support Network Incorporated (NZDSN)
Registered Number 2453666

This Constitution has been approved by the Members of NZDSN at the
Association's AGM for submission, effective 28th September 2023.

Signed by three board members of NZDSN:

Date:

CONSTITUTION

CONSTITUTION	2
1 TERMS	3
2 NAME	4
3 COMMENCEMENT	4
4 PURPOSE	4
5 POWERS OF THE NZDSN	4
6 MEMBERSHIP.....	4
7 TERMINATING MEMBERSHIP.....	6
8 ELECTION AND REMOVAL OF THE BOARD AND OFFICERS	7
9 MEETINGS OF THE BOARD.....	10
10 POWERS OF THE BOARD.....	11
11 FINANCIAL	12
12 SUBSCRIPTIONS	12
13 MEETINGS	12
14 VOTING	14
15 QUORUM	14
16 PROXIES.....	14
17 SUSPENSION	15
18 MEMBERS PECUNIARY GAIN (NO PROFIT)	15
19 NO RULES	15
20 ALTERATION TO RULES	15
21 COMMON SEAL.....	15
22 REGISTERED OFFICE	15
23 SERVICE OF NOTICES.....	15
24 CONFIDENTIALITY.....	16
25 MEMBERS BOUND BY CONSTITUTION.....	16
26 AMALGAMATION.....	16
27 WINDING UP.....	16
28 COMPLAINTS AND GRIEVANCES PROCEDURES	16
29 INTERPRETATION	19

1 TERMS

1.1 For this Constitution, unless inconsistent with the context the following terms shall have the following meanings:

Term	Meaning
Act	Means the Incorporated Societies Act 2022 or any Act which replaces the Act (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 the annual meeting of NZDSN.
Annual Meeting Month	Means the annual general meeting of members to be held by 30 September of each year.
Associate Member	Means a member of the type as set out in Rule 6.16.
Balance Date	Means 30 June.
Board	Means the committee of NZDSN (as that term is defined in the Act) and shall comprise of a Chairperson, Deputy Chairperson and up to seven other Members (and Board Member shall mean any one of them).
Chief Executive Officer	Means a chief executive officer of NZDSN to be appointed by the Board.
Cheque Signatories	Means the Chief Executive Officer, Chairperson and such other Board Members as agreed by the Board.
Common Seal Signatories	Means the Chairperson and one other Board Member.
Financial Year	Means the year ending on the Balance Date.
Full Member	Means a member of the type as set out in Rule 6.13.
Life Member	Means a member of the type as set out in Rule 6.18.
Life Membership Policy	Means the Life Membership Policy of NZDSN as updated by the Board from time to time.
Member	Means either a Full Member or an Associate Member as applicable.
Membership Fee	Means the relevant membership fee payable by a Member to NZDSN, as provided for on NZDSN's website www.nzdsn.org.nz .
Ordinary Resolution	Means a resolution that is approved by a simple majority of those persons present at a meeting and entitled to vote.
Quorum for Board Meetings	Means 50% of the current Board Members.
Quorum for Members' Meetings	Means the lessor of 20 Full Members or 25% of the total number of Full Members.
NZDSN's Address	Means such place as may be, from time to time, nominated by the Board as the registered office of NZDSN, and the address of the registered office shall appear on all official correspondence.
Special General Meeting	Means a meeting of the Members, other than an Annual General Meeting, called for a specific purpose or purposes.
Special Resolution	Means a resolution passed by at least 75% of those persons present at a meeting and entitled to vote.
Subscription Date	Means 31 July.

2 NAME

- 2.1 The name of the association shall be The New Zealand Disability Support Network Incorporated (NZDSN).

3 COMMENCEMENT

- 3.1 This constitution will take effect as the rules for NZDSN from the date it is registered by the Registrar of Incorporated Societies.

4 PURPOSE

- 4.1 The Primary Purpose of NZDSN is to promote, encourage, support and represent members in regards to the provision of high-quality equitable disability services and support for disabled people and families throughout New Zealand to enable good lives.
- 4.2 The following are also key activities (in no particular priority order) in fulfilling the purposes of NZDSN:
- (a) Support and disseminate research in the field of disability support.
 - (b) Promote workforce development strategies and programmes that support sector capacity, effectiveness and best practice.
 - (c) Address Members' educational and informational needs.
 - (d) Ensure good communication with Members and build strong relationships with Members.
 - (e) Support the establishment of special interest networks.
 - (f) Provide forums where Members can promote and discuss matters of interest and/or concern.
 - (g) Negotiate and promote sector benefits that reduce member risks and builds member savings through leverage against collective economies of scale.
 - (h) Keep up to date with emerging trends and thinking, both nationally and internationally.
 - (i) Research, establish and promote best practice standards.
 - (j) Consult with Government to encourage law reforms generally for disabled people and the disability support sector (this purpose is ancillary to NZDSN's other purposes).
 - (k) Work collaboratively with disabled people their families and allied agencies to foster a strong, vibrant and inclusive society.
 - (l) To do all such things as are incidental or conducive to the attainment of the purposes of NZDSN.

5 POWERS OF THE NZDSN

- 5.1 The NZDSN has all of the powers of a natural person necessary for, or ancillary or incidental to, fulfilling the purpose of the NZDSN to the maximum extent permitted by law, including the power to borrow money.

6 MEMBERSHIP

- 6.1 The primary purpose of membership of NZDSN is to enhance and promote the work of NZDSN and to contribute to the achievement of NZDSN's purposes.
- 6.2 Membership of NZDSN is open to organisations and individuals whose aims and purposes are consistent with NZDSN,

Classes of membership

- 6.3 There shall be three categories of membership:
- (a) Full Members;
 - (b) Associate Members; and
 - (c) Life Members.
- 6.4 Members and Life Members shall have the rights, privileges and responsibilities as set out in this Constitution.
- 6.5 The Board shall be the final arbiter as to eligibility as a Member and Life Member.
- 6.6 For the purposes of determining the number of Members of NZDSN a body corporate that is a Full Member will be treated as being three (3) Members.
- 6.7 The NZDSN must have no less than ten (10) Full Members at all times.

Becoming a member

- 6.8 Prospective Members can apply for membership with NZSDN by completing the relevant application form which is available online at www.nzdsn.org.nz. Submission of an application form will be taken as consent of that person to become a Member of NZSDN. It is a requirement of NZSDN that all persons consent to becoming a Member.
- 6.9 Applications shall be considered by the Board at its next meeting. The Board has the ability to approve or decline applications at its sole discretion.
- 6.10 An applicant who has its application accepted by the Board will be required to pay the Membership Fee within thirty (30) days of receiving notification of the acceptance as a Member.
- 6.11 An applicant will become a Member on receipt by NZSDN of its Membership Fee.
- 6.12 On an applicant being confirmed as a Member or Life Member, the Board shall ensure that the NZSDN's Register of Members is updated to reflect the new Member or Life Member. A register of current Members and Life Members shall be held at the NZSDN registered office and shall be updated (if required) following each Board meeting where new membership applications are considered. Members may access the register by contacting the NZSDN office.

Full Member

- 6.13 Full Members shall be organisations, whether corporate or otherwise, who provide disability support services.
- 6.14 Each Full Member shall be entitled to one vote at an Annual General Meeting and shall be eligible to be represented on the Board.

- 6.15 Each Full Member must nominate, from time to time one person who may exercise voting rights on behalf of the Full Member (Voting Representative) and persons who may exercise all other rights and privileges of the Full Member (including the right to stand for nomination as a Board Member) (Nominated Representative), such nomination must be in writing. The Board may (at its discretion) limit the number of persons who may be nominated to exercise other rights and privileges on behalf of a Full Member in accordance with this Rule.

Associate Member

- 6.16 Associate Members shall be individuals, groups and organisations that have an interest in the disability support sector.
- 6.17 Each Associate Member shall be entitled to attend and participate in Annual General Meetings but shall not be entitled to vote nor have a representative on the Board.

Life Member

- 6.18 Life Members shall be an individual who:
- (a) is currently, or was previously, employed by a Full Member at the time of their nomination; or
 - (b) in the view of the nominee(s) endorsed by the NZDSN Board, is regarded as having made a significant contribution to NZDSN and its Members,
- and is nominated as a Life Member by a Member.
- 6.19 A Life Member nomination must be in writing and signed by two existing Members as propose and second respectively.
- 6.20 The nomination must be agreed by unanimous resolution of the Board.
- 6.21 Life Members will not be required to pay the Membership Fee.
- 6.22 Subject to the Life Membership Policy, Life Members will enjoy all of the rights and privileges accorded to Members.

Other Classes of Membership

- 6.23 The Board may establish further classes of membership by Ordinary Resolution at any meeting of the Board.

7 TERMINATING MEMBERSHIP

- 7.1 Membership of NZDSN may be terminated if:
- (a) a Member fails to pay its Membership Fee despite having received two official reminders from NZDSN and the Board elects not to grant an extension nor waive the Membership Fee;
 - (b) the Board, following due investigation, and at its sole discretion, determines that the Member or Life Member's conduct is incompatible with the aims and purposes of NZDSN, or has or is likely to bring discredit upon, NZDSN and its Members (this will be subject to the Member or Life Member's rights contained in Rule 0 of this Constitution);

- (c) if (in the Board's opinion) the Member or Life Member fails to observe the rules contained within this Constitution or any other regulations made in accordance with this Constitution or applicable legislation; or
 - (d) a Member or Life Member, by notice in writing, resigns from membership.
- 7.2 Any Member or Life Member may resign membership by delivering written notice of its resignation to the Board to take effect from the date on which such notice is received by the Board or otherwise as directed by the Member or Life Member.
- 7.3 Any Member or Life Member who ceases to be a Member or Life Member of NZDSN for any reason shall:
- (a) forfeit all rights and privileges accorded to Members / Life Members and any rights or interests which the Member / Life Member may hold in any property of NZDSN;
 - (b) be required to immediately return of any NZDSN property in the Member / Life Member's possession or control;
 - (c) remain liable for any unpaid Membership Fee in respect of the Financial Year during which the Member ceases to be a Member and for any Membership Fees in arrears or other monies owing to NZDSN in any way whatsoever, and
 - (d) must not hold himself, herself or itself out in the future, as being a Member / Life Member of NZDSN.
- 7.4 NZDSN shall be empowered to take all such action including proceedings in any Court of Law as may be necessary to secure the return of its property from persons who cease to be Members or Life Members, or to obtain payment of any unpaid Membership Fees or other monies owing to NZDSN.

8 ELECTION AND REMOVAL OF THE BOARD AND OFFICERS

Board

- 8.1 The Board of NZDSN shall consist of up to nine (9) Board Members to be elected Full Members in accordance with this Rule 8 and up to an additional three (3) Board Members appointed in accordance with Rule 8.9.
- 8.2 The elected Board Members will be elected for a term of three (3) years and are eligible for re-election for a further term of three (3) years (so long as the total period of appointment does not exceed six (6) years) and thereafter cease to be eligible until they have been stood down for a period of two (2) years.
- 8.3 Only Full Members or Nominated Representatives are eligible for election.
- 8.4 The role of the Board of NZDSN is described in NZDSN's governance policy and includes, but is not limited to:
- (a) being accountable to NZDSN for the advancement of NZDSN's purposes and the implementation of resolutions approved by any General Meeting;
 - (b) setting a strategic plan and priorities based on input from Members.
 - (c) representing Members when dealing with government on policy matters relating to disability-related issues;

- (d) overseeing dealings with similar societies, bodies and organisations in New Zealand and internationally;
- (e) managing the funds and assets of NZDSN and receive operational reports and updates from any operational subsidiary;
- (f) receiving and allocate money coming to NZDSN subject to and in accordance with any directions and conditions attached to it and to receive operation reports and updates from any operation subsidiary; and
- (g) doing all other things necessary to carry out the operations and affairs of NZDSN in order to achieve the Purposes.

Election of Board Members

- 8.5 Nominations for the Board shall be made in writing to NZDSN and shall be submitted no later than 20 working days prior to an Annual General Meeting. All nominations must be proposed and seconded by Full Members of NZDSN and each nomination form must be signed by the nominee. Each nomination must be accompanied by relevant biographical details and a photo.
- 8.6 Where there is only one (1) valid nomination for a position on the Board, that person will be declared elected unopposed. Where there is more than one (1) valid nomination the following procedure will apply:
- (a) there will be a secret ballot (via electronic means or otherwise) of Full Members entitled to vote either by their Voting Representative or by proxy);
 - (b) if no candidate receives a majority of the vote on the first ballot the lowest polling candidate will be removed from the ballot paper and a second ballot will be held;
 - (c) this process will be repeated, if required, until one (1) candidate receives a majority of the votes. The first candidate to receive the majority of the votes will be declared elected; and
 - (d) if more than one (1) vacancy exists, the above process will be repeated for the remaining candidates until the required number of vacancies have been filled.
- 8.7 The Chairperson and Deputy Chairperson will be elected by the Board Members at their first meeting after the Annual General Meeting on the following basis:
- (a) The Chairperson shall be appointed by Ordinary Resolution of the Board for an initial term of two (2) years and may be re-appointed annually thereafter, subject to remaining within the requirements of Rule 8.2
 - (b) The Deputy Chairperson shall be appointed by Ordinary Resolution of the Board annually.
- 8.8 The Board shall not have a Treasurer or Secretary.
- 8.9 The Board (by Ordinary Resolution) has the power to appoint a Nominated Representative of a Full Member (with that Nominated Representative's consent) to fill a vacancy not filled at the Annual General Meeting until the next Annual General Meeting.
- 8.10 The Board shall have the power to co-opt (by Ordinary Resolution) up to three Nominated Representatives with specific skills (or for a specific purpose) to the Board's option. At the end of a co-opted Nominated Representative's appointment, that Nominated Representative

will still be eligible for appointment as a Board Member in the ordinary manner for a total term not exceeding six (6) years in total.

- 8.11 The Chief Executive Officer reports to the Board but is not a member of the Board.

Vacation or Termination of Office

- 8.12 Any Board Member shall be deemed to have vacated office if he or she:
- (a) resigns by notice in writing to the Board or the Chief Executive Officer;
 - (b) is suspended or removed by resolution of all other Board Members;
 - (c) is removed from office by resolution at an Annual General Meeting passed by a majority of Full Members;
 - (d) fails to attend three consecutive Board meetings unless leave of absence is granted by the Board;
 - (e) is ineligible at law to be an officer of an incorporated society, including but not limited to the event where he or she:
 - i. dies;
 - ii. is convicted of a criminal offence punishable by imprisonment;
 - iii. is disqualified from being an officer under section 47(3) of the Act; or
 - iv. is adjudicated bankrupt.

Insufficient Number of Board Members

- 8.13 The Board may act despite any vacancy in their body, provided that the total number of Board Members is not less than four.
- 8.14 If the number of Board Members is less than five, then (and despite any other rule provided for in this Constitution) the Board shall only be entitled to take all necessary steps to elect or appoint Board Members.

Contact Officer

- 8.15 The Deputy Chairperson shall be deemed to be the Contact Officer unless the Board has otherwise appointed another Board Member to undertake that role.
- 8.16 The Contact Officer's role and duties shall meet the requirements of the Act.
- 8.17 In the event that the position of Contact Officer is vacated in accordance with Rule 8.12 the Board shall appoint a replacement Contact Officer as soon as practically possible.

Officer's Duties

- 8.18 The officers of the Board shall be the elected members of the Board, including the Chairperson and Deputy Chairperson, and the Chief Executive, and any other natural person occupying a position in NZDSN that allows the person to exercise significant influence over the management or administration of NZDSN and includes any class or classes of natural persons that are declared by regulations to be officers for the purposes of the Act.
- 8.19 At all times each Officer of NZDSN:

- (a) shall act in good faith and in what he or she believes to be the best interests of NZDSN;
- (b) must exercise all powers for a proper purpose;
- (c) must not act, or agree to NZDSN acting, in a manner that contravenes the Act or this Constitution;
- (d) when exercising powers or performing duties as a Board Member, 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 NZDSN, the nature of the decision, the position of the Board Member and the nature of the responsibilities undertaken by him or her;
- (e) must not agree to the activities of NZDSN being carried on in a manner likely to create a substantial risk of serious loss to NZDSN or to NZDSN's creditors, or cause or allow the activities of NZDSN to be carried on in a manner likely to create a substantial risk of serious loss to NZDSN or to NZDSN's creditors; and
- (f) must not agree to NZDSN incurring an obligation unless he or she believes at that time on reasonable grounds that NZDSN will be able to perform the obligation when it is required to do so.

Conflicts of Interest

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

8.21 A Board Member who is interested in a matter relating to NZDSN:

- (a) must not vote or take part in decisions of the Board relating to the matter; and
- (b) must not sign any document relating to the entry into a transaction or the initiation of the matter; but
- (c) may take part in any discussion of the Board relating to the matter and be present at the time of the decision of the Board (unless the committee decides otherwise).

8.22 If 50% or more of the Board Members are prevented from voting on a matter, a Special General Meeting of Members must be called by the Board to consider and determine the matter.

9 MEETINGS OF THE BOARD

9.1 Meetings of the Board shall be held a minimum of six (6) times a year or at such times as the Chairperson may direct.

9.2 The Chairperson or nominee shall chair all meetings

9.3 A Quorum for Board Meetings must be present for all meetings of the Board.

9.4 Other than as specifically provided for in this Constitution, every resolution at a meeting of the Board shall be determined by Ordinary Resolution.

9.5 Each Board Member has the right to one (1) vote. In each case of an equality of votes, the Chairperson shall have a deliberative but not a casting vote.

9.6 Minutes must be kept of all proceedings at all Board Meetings.

9.7 The inadvertent omission of any procedural requirement for any Board meeting will not invalidate the proceedings at that meeting.

- 9.8 The Chairperson may adjourn a Board meeting from time to time and from place to place, but no business can be transacted at any adjourned Board meeting other than the business left unfinished at the Board meeting from which the adjournment took place.
- 9.9 The Chairperson must adjourn the meeting as above if directed to do so by the Board Members present at that meeting.
- 9.10 The Board has the power to remove a Board member by unanimous vote (excluding the Member being considered in the vote).
- 9.11 Anything that may be done by the Board by resolution passed at a meeting may be done by written resolution without a meeting in circumstances where:
- (a) notice of the proposed resolution to be passed by written resolution is sent to all Board Members in advance;
 - (b) The resolution is signed by at least 50% of the Board Members (being consistent with the Quorum for Board Meetings requirement).; and
 - (c) a copy of the written resolution shall be sent to all Board Members that did not sign it.
- 9.12 A Board meeting may take place:
- (a) in person; or
 - (b) by participating in the meeting by means of audio, audio and visual, or electronic communication; or
 - (c) a combination of (a) and (b) in this Rule 9.12.

10 POWERS OF THE BOARD

- 10.1 The Board shall control and manage the affairs of NZDSN, its funds and all activities carried out by, or on account, of NZDSN.
- 10.2 In addition to any powers granted to NZDSN by law, the Board of NZDSN shall have the specific powers:
- (a) power to appoint sub-committees to carry out particular duties as deemed necessary.
 - (b) power to appoint a Chief Executive Office.
 - (c) power to open and operate bank accounts in the name of NZDSN.
 - (d) Power to invest funds with approved institutions.
 - (e) power to borrow or raise money for the pursuit of NZDSN's objectives.
 - (f) power to give guarantees.
 - (g) power to enter into contracts on behalf of NZDSN.
 - (h) power to acquire, establish, provide and/or maintain land, buildings or any for the purpose of NZDSN
 - (i) power to manage and administer all grants
 - (j) power to make changes for the provision of services
 - (k) power to do all such other things as are incidental or conducive to the attainment of NZDSN's objects.

- 10.3 The powers set out in Rule 10.2 may be altered or varied at any time by the passing of an Ordinary Resolution of Full Members at an Annual General Meeting.

11 FINANCIAL

- 11.1 All funds received by NZDSN must be paid into NZDSN's designated bank account.
- 11.2 All cheques or withdrawals made from the bank account must be signed by the Cheque Signatories.
- 11.3 The Board must arrange for annual accounts of NZDSN to be promptly prepared in accordance with accepted accounting principles after the Balance Date each year.
- 11.4 The annual accounts for the preceding Financial Year must be submitted at each Annual General Meeting.
- 11.5 NZDSN's books may be audited.
- 11.6 If an auditor has been appointed, the auditor's report must be submitted to the Annual Meeting with the annual accounts.
- 11.7 Whether an auditor will be appointed, shall be voted upon at the Annual Meeting each year.

12 SUBSCRIPTIONS

- 12.1 The annual Membership Fees will be set by the Board.
- 12.2 The Board may fix different Membership Fees for individual Members and Members who are organisations.
- 12.3 Membership Fees must be paid by the Subscription Date each year.
- 12.4 No person whose Membership Fee is due and not paid may vote at a meeting of Members or enjoy any of the other rights or privileges of Membership.
- 12.5 Rule 7.1 may apply in the event of non-payment of fees.

13 MEETINGS

13.1 Special General Meeting

- (a) A Special General Meeting may be called by the Board.
- (b) 21 days' written notice must be given to Members along with notice of the business to be transacted.
- (c) At least 25% of the total number of Members can requisition a Special General Meeting.
- (d) At least 75% of the total number of Members is required to requisition a Special General Meeting in the event the business being considered is a lack of confidence in the Board or alteration to this Constitution.

13.2 Annual General Meeting

- (a) An annual meeting of Members should be held every year by 30 September at such time and place as the Board determines.

- (b) The following business will be considered at the Annual General Meeting:
 - i. Adoption of the minutes of the previous Annual General Meeting and any Special General Meetings since the last Annual General Meeting.
 - ii. Presentation of an Annual Report.
 - iii. Presentation of audited financial statements including a balance sheet and statement of accounts.
 - iv. The election of persons to vacated Board positions as required.
 - v. The appointment of an auditor.
 - vi. Notices of motion.
 - vii. General business.
- (c) The Annual Report and accounts shall be circulated to all Full Members.
- (d) Notice of the Annual General Meeting and the call for notices of motion, remits, any Special Resolutions and nominations shall be made by the Board 30 working days prior to the Annual General Meeting.
- (e) Notices of motion, remits, any proposed Special Resolution and nominations shall be forwarded in writing to the Board no later than 30 working days before the Annual General Meeting and distributed promptly to Members (no later than five (5) working days before the Annual General Meeting).
- (f) Items of general business may be discussed at the Annual General Meeting provided prior notice has been given in writing to the Board no later than 15 working days before the Annual General Meeting.
- (g) Failure to hold the Annual General Meeting in the Annual Meeting Month will not invalidate the proceedings of an Annual Meeting which is held in any other month.

13.3 Meetings may be held by those participating:

- (a) being assembled together at the time and place appointed for the meeting; or
- (b) by means of audio, audio and visual, or electronic communication; or
- (c) by a combination of both the methods listed in this Rule 13.3.

13.4 The Chairperson shall chair all Special General Meetings and Annual General Meetings.

13.5 The accidental omission to give a notice of a meeting to, or the non-receipt of a notice of a meeting by, any Member will not invalidate the proceedings at that meeting.

13.6 All decisions of Members' meetings will be made by an Ordinary Resolution unless these rules in this Constitution provide otherwise.

13.7 A written resolution signed by at least 75% of Members entitled to vote and who received notice of a Special General Meeting or Annual General Meeting shall have effect as if it had been passed at a Special General Meeting or Annual General Meeting. Any such resolution may consist of one or more documents in similar form (including letters, electronic mail, or other similar means of communication) each signed by or on behalf of one or more Members.

13.8 Minutes must be kept of all proceedings at all Members' meetings.

13.9 Except as provided in the rules contained within this Constitution and any regulations made under this Constitution, each meeting of the Members may regulate its own procedure.

13.10 The inadvertent omission of any procedural requirement for any Member's meeting will not invalidate the proceedings at that meeting.

14 VOTING

- 14.1 Voting at each meeting of Members will be by:
- (a) voting by voice;
 - (b) voting by show of hands;
 - (c) secret ballot.
- 14.2 The Chairperson will decide which method is used but must comply with any request for voting by a show of hands made by a Member entitled to vote.
- 14.3 A declaration by the Chairperson that a resolution is carried by the necessary majority is conclusive evidence of that fact.
- 14.4 The Chairperson will be entitled to a second or casting vote in the event of a deadlock.
- 14.5 Subject to the rules contained in this Constitution every Full Member present has one vote.
- 14.6 The Board may exercise its discretion to permit voting by electronic means.
- 14.7 The rules applying to quorums and voting will, with any necessary changes, apply to voting by way of electronic means.
- 14.8 The Board must make sure that Members are fully informed of all relevant issues relating to voting by electronic means.
- 14.9 The Board may otherwise decide how to conduct a vote by electronic means.

15 QUORUM

- 15.1 Subject to 15.2, no business may be transacted at an Annual General Meeting or a Special General Meeting if a Quorum for Members' Meetings is not present.
- 15.2 If a Quorum for Members' Meeting is not present within 30 minutes of the start time for the meeting, the meeting will be adjourned to:
- (a) The same day in the following week at the same time and place; or
 - (b) To a date (at least five working days later) and at a time and place all fixed by those Members who are present.
- 15.3 If a quorum is not present at this second meeting within 30 minutes of the start time, the Members present will be a quorum.

16 PROXIES

- 16.1 A Full Member may appoint a proxy to vote on behalf of the Full Member at a meeting of Members.
- 16.2 The appointment must be in writing and received by the Board at least 24 hours before the start time for the meeting.
- 16.3 The appointment may require the proxy to vote in the manner specified in the appointment.
- 16.4 A Full Member will be deemed to be present at a meeting of Members if his or her properly appointed proxy is present.

17 SUSPENSION

- 17.1 Despite the complaints and disciplinary procedure set out in this Constitution, the Board has the power at any time to suspend from Membership any Member whose conduct it considers, at its sole discretion, is detrimental to the best interests of NZDSN.

18 MEMBERS PECUNIARY GAIN (NO PROFIT)

- 18.1 No part of the funds or property of NZDSN shall be paid directly or indirectly to any Member of NZDSN provided that nothing in these rules shall prevent:
- (a) reasonable payments of salaries, wages or other payments for services to Members and offices who provide professional services rendered on arm's length terms;
 - (b) full reimbursement to Members and officers for any reasonable expenses legitimately incurred on behalf of NZDSN or while pursuing the NZDSN's purpose;
 - (c) Payment pursuant to a transaction with a member on arm's length terms; or
 - (d) Incidental benefits for members (for example, trophies, prizes, or discounts on products or services) so long as such incidental benefits are in accordance with the purposes of the NZDSN.
- 18.2 In any such case the Member concerned shall not participate in any decision on payment whether to the Member personally or any associated person or entity.

19 NO RULES

- 19.1 If any matters for which there is no applicable rule contained within this Constitution or regulation contained within the Act, then the matter will be decided by the Board.
- 19.2 The Board's decision will be final.

20 ALTERATION TO RULES

- 20.1 This Constitution may be changed or amended by a Special Resolution of Members (being not less than 75% of all Members entitled to vote) at a Special General Meeting or Annual General Meeting.

21 COMMON SEAL

- 21.1 If and while required by the Act, NZDSN will have a Common Seal. NZDSN shall not be required to have a Common Seal once it has reregistered under the Act.
- 21.2 The use of the Common Seal must be authorised by the Board.
- 21.3 The affixing of the Common Seal must be witnessed by the Common Seal Signatories.
- 21.4 The Common Seal will be kept under the control of the Chief Executive Officer or any other person appointed by the Board.

22 REGISTERED OFFICE

- 22.1 The Board may change NZDSN's Address from time to time.
- 22.2 The Board must give the Registrar of Incorporated Societies and the Members written notice of any change of NZDSN's Address.

23 SERVICE OF NOTICES

23.1 Every notice required to be given to a Member or a Board Member will be deemed to have been given when it is posted by pre-paid post to, or left at, the Member's last known address or place of business, or electronically sent to the Member's last known email address.

23.2 Notices may be given to Members or Board Members in person.

24 CONFIDENTIALITY

24.1 The affairs of NZSDN are confidential and Members must not disclose them to any third party except when agreed by Board members at the meeting:

- (a) for the purposes of obtaining professional advice; or
- (b) to the extent required.

24.2 Each Member's obligations in this Rule continue after their Membership ceases.

25 MEMBERS BOUND BY CONSTITUTION

25.1 All Members are held to, consent to and are bound by this Constitution.

26 AMALGAMATION

26.1 NZSDN may be amalgamated in accordance with the provisions of the Act.

26.2 Any amalgamation proposal (as defined in the Act) must be approved by a resolution agreed to by a two-third majority of all Members entitled to vote and voting on the question. This Rule 26.2 modifies section 194(2)(a) of the Act.

27 WINDING UP

Process

27.1 NZSDN may be wound up, liquidated, or removed from the Register of Incorporated Societies in accordance with the provisions of the Act.

27.2 The Chief Executive Officer shall give notice to all Members / Life Members of the proposed motion to wind up NZSDN, or remove it from the Register of Incorporated Societies and such notice shall include:

- (a) details of the Annual General Meeting or Special General Meeting at which any such proposal is to be considered;
- (b) the reasons for the proposal; and
- (c) any recommendations from the Board in respect to such notice of motion.

27.3 Any resolution to wind up NZSDN or remove it from the Register of Incorporated Societies must be passed by a two thirds majority of the Members / Life Members present and voting.

Surplus assets

27.4 If NZSDN is wound up, or liquidated, or removed from the Register of Incorporated Societies, no distribution shall be made to any Member / Life Member, and if any property remains after the settlement of NZSDN's debts and liabilities, that property must be given or transferred to another Not-For-Profit Entity (as defined in section 5(3) of the Incorporated Societies Act 2022) as determined at an Annual General Meeting or Special General Meeting.

28 COMPLAINTS AND GRIEVANCES PROCEDURES

Complaints or Grievances

- 28.1 A complaint or grievance against any Member / Life Member or NZDSN should be made to the Chief Executive Officer.
- 28.2 A Member / Life Member or an Officer may make a complaint by giving to the Chief Executive Officer written notice that:
- (a) states the Member / Life Member or Officer is starting a procedure for resolving a Dispute in accordance with this Rule 0;
 - (b) sets out the allegation to which the dispute relates and whom the allegation is against; and
 - (c) sets out any other information reasonably required by NZDSN.
- 28.3 NZDSN may make a complaint involving an allegation against a Member / Life Member or an Officer by giving the Member / Life Member or Officer a notice in writing that:
- (a) states that NZDSN is starting a procedure for resolving a Dispute in accordance with this Rule 0; and
 - (b) sets out the allegation to which the dispute relates.
- 28.4 The information given under Rule 28.2 and 28.3 must be enough to ensure that a person against whom an allegation is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.
- 28.5 Upon receiving a complaint or grievance the Chief Executive Officer will review the information and, providing the complaint or grievance is not deemed to be vexatious or malicious, the complaint will be referred to the Board for consideration.
- 28.6 If a complainant's complaint or grievance directly involves the Chief Executive Officer, then the complaint may be made to the Board without having to refer it to the Chief Executive Officer.
- 28.7 If a complainant's complaint or grievance directly involves a member of the Board then the complaint may be made to the Chief Executive Officer or the Chairperson of the Board who shall manage the conflict in such circumstances as they see fit.
- 28.8 The Board may decide not to proceed with a matter on reasonable grounds including if the matter in its view is trivial, is insufficiently detailed, is without foundation or the conduct, incident, event, or issue has already been investigated and dealt with by or on behalf of NZDSN.

Costs

- 28.9 A complainant must meet their own costs of making a complaint.

Investigations

- 28.10 The Board, as soon as reasonably practicable after receiving or becoming aware of a complaint made in accordance with this Constitution, ensure that the complaint is investigated and determined.

Right to be heard

- 28.11 A Member / Life Member or an Officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.

- 28.12 If NZDSN makes a complaint:
- (a) NZDSN 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 NZDSN.

- 28.13 Without limiting the manner in which the Member / Life Member, Officer, or NZDSN 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 / Life Member's, Officer's, or NZDSN's written statement or submissions (if any) are considered by the decision maker.

Right to respond

- 28.14 Where a complaint is made against a Member / Life Member, or the Board is considering exercising its rights of termination under Rule 8.12, the Member / Life Member will be given notice of the complaint or issue and the reasons for it.
- 28.15 The Member / Life Member shall be accorded reasonable time to remedy any default which can be remedied and a reasonable opportunity to explain its actions. Such explanation may be given by:
- (a) letter to the Board;
 - (b) in person before the Board either with or without a representative, or
 - (c) by a representative who appears before the Board.

Outcome

- 28.16 The Board may decide not to proceed further with a complaint if:
- (a) the complaint is trivial;
 - (b) the complaint does not appear to disclose or involve any allegation of the following kind:
 - i. that a Member / Life Member or an Officer has engaged in material misconduct;
 - ii. that a Member / Life Member or an Officer, or NZDSN has materially breached, or is likely to materially breach, a duty under this Constitution or the Act; or
 - iii. that a Member / Life Member's rights or interests or Member / Life Member rights or interests generally have been materially damaged.
 - (c) the complaint appears to be without foundation or there is no apparent evidence to support it;
 - (d) the person who made the complaint has an insignificant interest in the matter;
 - (e) the conduct, incident, event or issue giving rise to the complaint has already been investigated and dealt with under the Constitution; or
 - (f) there has been an undue delay in making the complaint.
- 28.17 If the Board decides:
- (a) the complaint is warranted; or

- (b) the default cannot be remedied or is not remedied within the time allowed by the Board; or
- (c) it does not accept the Member / Life Member's explanation or if an explanation is not offered by the Member,

the Board may give written notice of termination of membership to the Member / Life Member or of any other outcome the Board deems appropriate.

Conflicts on complaints or grievances

- 28.18 A Board Member may not act as a decision maker in relation to a complaint or grievance if two or more other Board Members consider that there are reasonable grounds to believe that the Board Member may not be impartial or are not able to be able to consider the matter without a predetermined view.

29 INTERPRETATION

29.1 In these Rules:

- (a) a reference to a person includes any other entity or association recognised by law and the reverse;
- (b) words referring to the singular include the plural and the reverse;
- (c) Rule headings are for reference purposes only; and
- (d) a reference to a statute includes:
 - i. all regulations under that statute;
 - ii. all amendments to that statute;
 - iii. any statute substituting for it which incorporates any of its provisions; and
 - iv. all periods of time or notice exclude the days on which they are given.