



# **DALMATINSKO KULTURNO DRUSTVO (INCORPORATED)**

Dalmatian Cultural Society

## Constitution

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## 1. INTRODUCTORY RULES

### 1.1. Name

The Society shall be called the Dalmatinsko Kulturno Drustvo (Incorporated) (the **Society**).

### 1.2. Charitable Status

The Society is not and does not intend to be registered as a charitable entity under the Charities Act 2005.

### 1.3. Definitions

In this Constitution, words have the meaning set down in the Act. In all other instances, 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.

**'Chair/President'** means the Officer responsible for, among other things, overseeing the governance and operations of the Society and chairing General Meetings.

**'Committee'** means the Society's governing body.

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

**'Deputy Chair/ Vice-President'** means the Officer elected or appointed to deputise in the absence of the Chair/President.

**'Dispute'** has the meaning set out in section 38 of the Act.

**'Dues'** includes subscriptions, admission fees, levies and any other monies payable by a Member to the Society.

**'Financial Member'** means a Member who has not ceased to be a financial member under clause 3.1 (and for certainty includes a Life Member)

**‘Financial Year’** means the year commencing on the first day of April of each year.

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

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

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

**‘Matter’** means—

- a) the **Society’s** performance of its activities or exercise of its powers; or
- b) 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 and has been properly admitted to the Society who has not ceased to be a member of the Society.

**‘Members Meeting’** means a meeting of the Members in accordance with this Constitution.

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

**‘Officer’** means a natural person who is:

- a) a member of the Committee; or
- b) 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, and as otherwise declared by regulations under the Act.

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

**‘Registrar’** means the Registrar of Incorporated Societies.

**‘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.

**‘Sub-committee’** means a committee formed under the Society’s governing body for a specific purpose or purposes.

**‘Subsidiary’** means a company or other entity that is a subsidiary of the Society.

**‘Treasurer’** means the Officer responsible for, among other things, overseeing the finances of the Society.

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

#### **1.4. Registered Office**

The Registered Office shall be at such place in New Zealand, as the Committee from time to time determines.

Changes to the Registered Office shall be notified to the Registrar at least five 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.

#### **1.5. Contact Person**

The Society will have two contact people that the Registrar can contact when needed. These people are appointed by the Committee, and be any two of the President, Secretary or Treasurer.

Any change in that contact person or that person’s name or contact details shall be advised to the Registrar within 20 Working Days of that change occurring, or the Society becoming aware of the change.

#### **1.6. Purpose**

The purpose of the Society is to welcome and celebrate all people with heritage from Croatia, Bosnia and Herzegovina, Montenegro, North Macedonia, Serbia, and Slovenia - countries that once made up Yugoslavia - with a particular, primary focus on honouring the shared Dalmatian legacy, values, culture and contributions to both the Society, and to Aotearoa New Zealand.

We do this by:

- Creating a welcoming space, and offering opportunities for members to socialise, learn, preserve, and deepen respect for the history, culture, traditions, and folklore of Dalmatia, as well as that of other areas of Croatia, and Bosnia and Herzegovina, Montenegro, North Macedonia, Serbia and Slovenia.
- Fostering a strong sense of belonging and pride among members, while upholding an environment of inclusivity and equality free from ethnic, religious, or political divisions.
- Contributing positively to the wider community through cultural initiatives that reflect our shared heritage and values.
- Maintaining and developing the Dalmatian Archive and Museum as a living resource for education, connection, and cultural preservation - and working to share its stories more widely with people here in Aotearoa New Zealand and around the world.

The Society must not operate for the purpose of, or with the effect of distributing, any gain, profit, surplus, dividend, or other similar financial benefit to any of its individual Members but the Society will not operate for the financial gain of Members simply if the Society:

- a) engages in trade;
- b) pays a Member for matters that are incidental to the purposes of the Society, and the Member is a not-for-profit entity;
- c) reimburses a Member for reasonable expenses legitimately incurred on behalf of the Society or while pursuing the Society's purposes;
- d) provides benefits to members of the public or of a class of the public and those persons include Members or their families;
- e) pays a Member a salary or wages or other payments for services to the Society on arm's length terms (being terms reasonable in the circumstances if the parties were connected or related only by the transaction in question, each acting independently, and each acting in its own best interests; or are terms less favourable to the Member than those terms and the payment for services, or other transaction, does not include any share of a gain, profit, or surplus, percentage of revenue, or other reward in connection with any gain, profit, surplus, or revenue of the Society); or

- f) provides a Member with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of the Society.

### 1.7. Restrictions

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 or regulations.

## 2. MEMBERSHIP

### 2.1. Minimum Number of Members

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

### 2.2. Who May Be a Member

Subject to this Constitution:

- a) Any person of descent from the countries named in clause 1.6 and their partner may become an Ordinary Member, Life Member or Junior Member of the Society; and
- b) Any person may become an Associate Member or Honorary Member of the Society.
- c) The Society may at any time impose restrictions or conditions either general or particular as to membership.
- d) Ordinary and Life Members shall be entitled to all privileges and advantages of membership of the Society subject always to the foregoing clause 2.2 (c) hereof.

### 2.3. Types of Members

Members shall be classified as follows:

- a) **Ordinary Members** - (Being persons 18 years of age and over) admitted to membership under this Constitution.
- b) **Life Members** - Ordinary members may be admitted to Life Membership as a mark of respect or honour or in recognition of services to the Society upon nomination to the Committee and by resolution of the Society in a General or Special Meeting. A Life

Member shall have all the rights and privileges of an Ordinary Member and shall be subject to all the same duties as an Ordinary Member except those of paying subscriptions and levies.

- c) **Honorary Members**- Any person may be admitted to Honorary Membership as a mark of respect or honour or in recognition of services to the Society upon nomination to the Committee and by resolution of the Society in a General or Special Meeting. An Honorary Member shall not be entitled to attend General Meetings, vote or be eligible for office, and has no membership rights, privileges or duties.
- d) **Junior Members** - Persons aged under 18 may be admitted as Junior Members upon the application of their parent or legal guardian for such period and with such limitations on the rights and privileges which they would enjoy if they were Ordinary Members as the Committee may from time to time determine. Junior Members shall not be entitled to attend General Meetings, vote or be eligible for office. Once a Junior Member attains the age of 18 they may apply to become an Ordinary or Associate Member as outlined in clause 2.4.
- e) **Associate Members** - Persons may be admitted as Associate Members and must apply as outlined in clause 2.4. An Associate Member is not a descendant from the countries named in clause 1.6 or a partner of an Ordinary Member. An Associate Member has limitations on the rights and privileges which they would enjoy as Ordinary Members as the Committee may from time to time determine. Associate Members shall not be entitled to attend General Meetings, vote or be eligible for office.

#### **2.4. Becoming a Member**

A person seeking admission to membership of the Society shall apply by completing the membership application form determined by the Committee from time to time. Submitting the application form shall be deemed to constitute consent to becoming a member of the Society. The form must also be signed and dated by two Financial Members nominating and seconding the application for membership.

The specified entrance fee and subscription, payable in advance, returnable only in the event of the applicant not being admitted as a member of the

Society, must accompany each application. Upon receiving an application for membership, the Secretary shall notify Members in the next following circular and shall post on the Society's notice board the name of the applicant together with the names of the proposer and seconder.

Any Member wishing to object to any such applicant shall do so in writing to the Secretary within ten Working Days of the date of such circular, stating their objections. All objections shall be dealt with at the next following Committee Meeting.

The Committee shall then without being obliged to give any reason, accept or reject any such application. The Committee's decision to admit a person shall be final and binding, except that in the event of any objection having been received within the time stipulated then any decision to admit the applicant to membership must be confirmed at the next General Meeting.

Should a nomination to admit a person to membership be declined by the Committee the nominator and seconder may appeal to the next General Meeting, which must confirm or reject the Committee's decision: notice of such appeal must be and must have been placed in the agenda of that meeting if that appeal is to be heard.

If the membership application is rejected, the Committee will notify the nominee of the decision (without having to give reason for such decision).

## **2.5. Members Obligations and Rights**

Members of the Society shall have the rights, privileges and responsibilities set out in this Constitution.

Membership does not confer on any Member any right, title, or interest (legal or equitable) in the property of the Society.

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

All Members (including Officers) 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) if all dues have been paid, but no Member or Life Member is liable for an obligation of the Society by reason only of being a Member.

The Committee 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, including any conditions of and fees for such access or use.

## **2.6. Visitors**

The Committee or any Member may extend to a visitor or friend an invitation to the Society's rooms on such occasions and upon such conditions as the Committee may from time to time determine or allow, subject to such visitor or friend signing in.

The host Member is responsible for the conduct of visitor(s) or friend(s) whilst on Society's premises.

## **2.7. Subscriptions**

The entrance fees and annual subscription payable by members shall be prescribed by the Society at an Annual General Meeting.

Subject to clause 2.4 hereof in respect to newly elected Members, all annual subscriptions shall be payable on the 1st day of April in each year.

If any Member is unable, through illness or other significant cause, to take part in the Society's activities, the Committee may remit the whole or part of such Member's dues as it may deem fit but not for a longer period than one year without reviewing the circumstances.

Any Member who:

- a) is in arrears in dues shall forfeit the right to vote and attend any meeting.
- b) is two calendar months in arrears in dues shall automatically forfeit their right to all privileges of membership.

Without prejudice to the right to expel any member in arrears in dues, the Committee may however accept any arrears at any time and reinstate any such member to full membership as from such acceptance.

### **3. CESSATION OF MEMBERSHIP**

#### **3.1. Ceasing To Be a Member**

Any Member may cease to be a member of the Society by:

- a) tendering their resignation in writing to the Secretary, with effect from the date of receipt of the Member's notice of resignation by the Secretary (or any subsequent date stated in the notice of resignation);
- b) on termination of a Member's membership following a dispute resolution process under this Constitution, with effect from the date of termination of the Member's membership under this Constitution;
- c) on death, with effect from the date of death of the Member;
- d) by resolution of the Committee where:
  - i. the Member has failed to pay a subscription, levy or other amount due to the Society within three calendar months of the due date for payment;
  - ii. in the opinion of the Committee the Member has brought the Society into disrepute, with effect from the date specified in a resolution of the Committee.

When a Member's membership has been terminated the Committee shall promptly notify the former Member in writing, provided that the cessation of membership shall not relieve any person from payment of any dues accrued to the date of cessation of membership.

#### **3.2. Obligations on cessation of membership**

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

- a) remains liable to pay all subscriptions and other fees to the end of the Society's current financial year;
- b) shall cease to hold themselves out as a Member;

- c) shall return to the Society all material provided to the Member by the Society (including any membership certificate, badges, handbooks and manuals, keys); and
- d) shall cease to be entitled to any of the rights of a Member.

### **3.3. Becoming a member again**

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

But, 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 of Members passed at a General Meeting on the recommendation of the Committee.

## **4. MISCONDUCT BY MEMBERS**

- a) The Committee shall have the power to caution, suspend or expel any Member for misconduct, infringement or contravention of this Constitution or any by-laws made pursuant to clause 10 hereof. The Member shall be immediately informed of the Committee's decision by tracked letter directed to the address noted in the Registrar of Members. To avoid doubt, if a Dispute is raised in respect of any decision of the Committee under this clause, the dispute resolution procedures contained in clause 5 will apply.
- b) Any Member who singly or as part of a group representing the Society at any venue outside of the Society premises, who by their actions brings the Society into disrepute or who causes damage to public property shall be subject to Committee action as set out in subclause a) immediately above.
- c) Any Member who wishes to bring to the attention of the Committee any alleged misconduct by another Member or Members is required to do so in writing signed by the Member, addressed to the Secretary and not later than one calendar month after any alleged misconduct (although the Committee may, in its sole discretion, consider misconduct notified outside of this period).

## 5. DISPUTE RESOLUTION

All Members (including the Committee) are obliged to cooperate to resolve Disputes efficiently, fairly, and with minimum disruption to the Society's activities.

### 5.1. How a Complaint is Made

- a) A Member or an Officer may make a complaint by giving to the Committee (or a complaints subcommittee) a notice in writing that —
  - i. states that the Member or Officer is starting a procedure for resolving a dispute in accordance with the Constitution; and
  - ii. sets out the allegation to which the dispute relates and whom the allegation is against; and
  - iii. sets out any other information reasonably required by the Society.
- b) The Society may make a complaint involving an allegation against a Member or an Officer by giving to the Member or Officer a notice in writing that —
  - i. states that the Society is starting a procedure for resolving a dispute in accordance with the Constitution; and
  - ii. sets out the allegation to which the dispute relates.
- c) The information given under subclause 5.1a. or 5.1b. 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.
- d) A complaint may be made in any other reasonable manner permitted by the Constitution.

### 5.2. Person Who Makes a Complaint has the Right to be Heard

- a) 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.
- b) If the Society makes a complaint —
  - i. the Society has a right to be heard before the complaint is resolved or any outcome is determined; and

- ii. an Officer may exercise that right on behalf of the Society.
- c) 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 —
  - i. they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
  - ii. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
  - iii. an oral hearing (if any) is held before the decision maker; and
  - iv. the Member's, Officer's, or Society's written statement or submissions (if any) are considered by the decision maker.

### **5.3. Person Who is Subject of the Complaint has a Right to be Heard**

- a) This clause applies if a complaint involves an allegation that a Member, an Officer, or the Society (the respondent) —
  - i. has engaged in misconduct; or
  - ii. has breached, or is likely to breach, a duty under the Constitution or bylaws or the Act; or
  - iii. has damaged the rights or interests of a Member or the rights or interests of Members generally.
- b) The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
- c) If the respondent is the Society, an Officer may exercise the right on behalf of the Society.
- d) Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if —
  - i. the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and

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

#### **5.4. Investigating and Determining Disputes**

- a) The Society must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with the Constitution, ensure that the dispute is investigated and determined.
- b) Disputes must be dealt with under the Constitution in a fair, efficient, and effective manner.

#### **5.5. Society May Decide Not to Proceed Further with Complaint**

Notwithstanding clause 5.4, the Society may decide not to proceed further with a complaint if -

- a) the complaint is trivial or vexatious
- b) the complaint does not appear to disclose or involve any allegation of the following kind:
  - i. that a Member or an Officer has engaged in material misconduct;
  - ii. that a Member, an Officer, or the Society has materially breached, or is likely to materially breach, a duty under the Constitution or bylaws or the Act;
  - iii. that a Member's rights or interests or Members' rights or interests generally have been materially damaged.
- c) the complaint appears to be without foundation or there is no apparent evidence to support it; or
- d) the person who makes the complaint has an insignificant interest in the matter; or

- e) the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the Constitution; or
- f) there has been an undue delay in making the complaint.

#### **5.6. Society May Refer a Complaint**

- a) The Society may refer a complaint to —
  - i. a subcommittee or an external person to investigate and report; or
  - ii. a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.
- b) 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).

#### **5.7. Decision Makers**

A person may not act as a decision maker in relation to a complaint if two or more members of the Committee or a complaints subcommittee 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.

#### **5.8. Complaint Outcomes**

The decision-maker may:

- a) order the complainant (if a Member) or the Member complained against, to meet any of the Society's reasonable costs in dealing with a Complaint; and
- b) make such directions as the decision-maker thinks appropriate (with which the Society and Members shall comply), including upholding a Complaint; and
  - i. reprimanding or admonishing the Member; and/or
  - ii. suspending the Member from Membership for a specified period; or
  - iii. terminating the Member's Membership.

## 6. COMMITTEE

### 6.1. Governing Body

a) The Society shall be governed by a Committee which shall for all purposes be the governing body of the Society and shall consist of the following Officers:

- i. President, Vice-President, Secretary, Treasurer, and 12 Ordinary Members

PROVIDED THAT until the first AGM held by the Society after re-registration under the Act, the governing body of the Society may consist of the President, two Vice-Presidents, Secretary, Treasurer and 15 Ordinary Members.

- b) In addition, the Committee may from time to time co-opt additional Members to its membership. Co-opted members shall have such rights at Committee Meetings as the Committee shall specify.
- c) The Committee may elect from among its elected members an assistant Secretary and an assistant Treasurer.
- d) The term of office for all Officers elected to the Committee shall be one year, expiring at the end of the Annual General Meeting in the following year. The Committee shall be elected annually at the Annual General Meeting by the Members. Retiring Officers may offer themselves for re-election. The President shall not hold office for more than three consecutive years, notwithstanding that they may occupy any other position on the Committee and may again become eligible for the position of President after the lapse of one year.
- e) 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 Committee, in accordance with the Act, any regulations made under that Act, and this Constitution.

### 6.2. Qualifications for Office

- a) Every Officer must be a natural person who is a Member, has consented in writing to be an Officer of the Society and certifies that they are not disqualified from being elected or appointed or

otherwise holding office as an Officer of the Society by this Constitution or the Act.

- b) No Member shall be eligible for office who is in arrears with any dues at the time of them being nominated.
- c) A candidate for the office of President, Vice-President, Secretary or Treasurer must have been a Financial Member of the Society for at least five complete consecutive years preceding the date nominations close.
- d) Any candidate for any Committee appointment (excluding those provided for in the preceding sub-clause) must have been a Financial Member of the Society for at least three complete consecutive years preceding the date nominations close.
- e) Any person who holds a position on any governing body in any organisation which specifically represents people of any ethnic groups or nations that are included in the ethnic groups or nations represented by the Society, is precluded from holding a position on the Committee in the Society.

### **6.3. Officer Nominations**

- a) Nominations shall be called for President, Vice-President, Secretary, Treasurer and 12 Officers.
- b) No Member shall be nominated for more than one position on the Committee.
- c) Anyone wanting to stand for a position on the Committee must provide a short-written biography on their skills and contribution to the Society. This must be presented with their nomination form.
- d) Nominations shall be signed, addressed and dated by the nominator and shall be signed by the nominee to signify their acceptance of such nomination, accompanied by the written consent of the nominee with a certificate that the nominee is not disqualified from being appointed or holding office as an Officer by this Constitution or the Act.
- e) The date for closing of nominations shall be 28 days prior to the date of the Annual General Meeting.

- f) The Secretary shall post in the Society's rooms before 5.00pm on the Sunday following the close of nominations a list of all Members nominated for all Offices. Failing sufficient nominations being received for the positions listed in clause 6.3a hereof, further nominations shall be accepted from the floor at the Annual General Meeting.
- g) The Secretary shall forward to all Members by post or email, a list of all Members nominated for Office. Accidental failure to give or non-receipt of such list shall not invalidate the election of Officers at the Annual General Meeting.

#### **6.4. Officer Duties**

At all times, each Officer:

- a) Shall act in good faith and in what they believe to be in the best interests of the Society;
- b) Must exercise all powers for a proper purpose;
- c) Must not act, or agree to the Society acting, in a manner that contravenes the Act or the Constitution;
- d) When exercising powers or performing duties as an Officer, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation:
  - i. the nature of the Society;
  - ii. the nature of the decision; and
  - iii. the position of the Officer and the nature of the responsibilities undertaken by them.
- e) 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

- f) 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.

#### **6.5. Removal or Resignation of Officers**

An Officer shall be removed as an Officer by resolution of the Committee or the Society where in the opinion of the Committee or the Society:

- a) Any Officer who without explanation accepted or leave granted by the Committee fails to attend three consecutive Committee meetings.
- b) The Officer has brought the Society into disrepute.
- c) The Officer has failed to disclose a conflict of interest.
- d) The Committee passes a vote of no confidence in the Officer; with effect from (as applicable) the date specified in a resolution of the Committee or Society.

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

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

#### **6.6. Conflicts of Interest**

- a) An Officer or member of a Sub-Committee who is an Interested Member 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):
  - i. To the Committee and, if applicable, Sub-Committee; and
  - ii. In an Interests Register kept by the Committee.
- b) 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.
- c) An Officer or member of a Sub-Committee who is an Interested Member regarding a Matter:

- i. Must not vote or take part in the decision of the Committee and/or Sub-Committee relating to the Matter unless all members of the Committee who are not interested in the Matter consent; and
  - ii. Must not sign any document relating to the entry into a transaction or the initiation of the Matter unless all members of the Committee who are not interested in the Matter consent; but
  - iii. May take part in any discussion of the Committee and/or Sub-Committee relating to the Matter and be present at the time of the decision of the Committee and/or Sub-Committee (unless the Committee and/or Sub-Committee decides otherwise).
- d) 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.
- e) Where 50 per cent or more of Officers are prevented from voting on a Matter because they are interested in that Matter, a Special General Meeting must be called to consider and determine the Matter, unless all non-interested Officers agree otherwise.
- Where 50 per cent or more of the members of a Sub-Committee are prevented from voting on a Matter because they are interested in that Matter, the Committee shall consider and determine the Matter.

### **6.7. Indemnity and Insurance**

The Society shall indemnify each Officer against all losses and expenses incurred by them in carrying out their duties in relation to the Society except insofar as they contravene the Officer's duties under the Act or this Constitution.

The Committee shall maintain such insurance as it considers appropriate from time to time.

## 7. POWERS AND DUTIES OF THE COMMITTEE

### 7.1. Committee Powers

The Committee 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 the Constitution and to any directions at a General Meeting provided they are not contrary to this Constitution and the law. Without limiting the powers of the Committee as set out in this Constitution and the Act, the Committee has the power of an ordinary person and may make informed decisions to:

- a) exercise all the Society's powers, other than those required by the Act or by this Constitution to be exercised by the Society in General Meeting, and
- b) enter into contracts on behalf of the Society or delegate such power to an Officer, Sub-committee, employee, or other person.
- c) borrow or otherwise incur liabilities or other future commitments on behalf of the Society it may think necessary or expedient in furthering the objects of the Society.
- d) make alter and repeal such by-laws as it may from time to time consider necessary for the well-being of the Society in accordance with clause 10.

### 7.2. Finances - Control and Management

The funds and property of the Society shall be:

- a) controlled, invested and disposed of by the Committee, subject to this Constitution; and
- b) devoted solely to the promotion of the objects and purposes of the Society.

The Committee must ensure that there are kept at all times accounting records that:

- a) correctly record the transactions of the Society;
- b) allow the Society to produce financial statements that comply with the requirements of the Act; and

- c) would enable the financial statements to be readily and properly audited (if required under any legislation or the Constitution).

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

### **7.3. Sub-Committees**

The Committee may, at its discretion, appoint or dismiss Sub-Committees as it may from time to time consider necessary. Such Sub-Committees shall consist of at least one Officer (elected or co-opted) and shall have such powers and duties and shall be appointed in such manner as the Committee shall determine.

The structure, purpose, powers, duties and policies of the Sub-Committee shall be determined by the Committee, and the Committee may issue guidance, binding or otherwise, related to the conduct and business of these groups. The Committee shall determine whether the Sub-Committee members are appointed or elected by the Committee, Members, or any other interest group.

Unless otherwise resolved by the Committee:

- a) the quorum of every sub-committee is half the members of the Sub-Committee but not less than two;
- b) no Sub-Committee shall have power to co-opt additional members;
- c) a Sub-Committee must not commit the Society to any financial expenditure without express written authority from the Committee; and
- d) a Sub-Committee must not further delegate any of its powers.

### **7.4. Subsidiaries**

The Society may establish and own subsidiaries where the governing body of each Subsidiary is appointed by a resolution passed at a Members Meeting on the recommendation of the Committee.

The Subsidiary will have a constitution approved by the Committee which shall not be inconsistent with the constitution of the Society.

The President will represent the Committee by having a position on the board of the Subsidiary.

## 7.5. Committee Meeting Procedures

Eight members of the Committee shall constitute a Quorum. A meeting of the Committee may be held either:

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

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

The President shall chair Committee meetings and will have a casting vote, pursuant to clause 7.6.

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

No act or proceeding of the Committee, or of any Sub-Committee, or any person acting as an Officer shall be invalidated as a consequence of there being a vacancy in the Committee membership at the time of that act or proceeding or of the subsequent discovery that there was some defect in the entitlement of any person to be acting as an Officer or that they were incapable of being or had ceased to be an Officer.

Any meeting of the Committee at which a quorum is not present within a half hour of the time for which it was called shall stand adjourned to the same time of the following week when, if a quorum is not present within a half hour, it shall proceed with those members present and with the same rights and powers as if a quorum was present.

All questions to be decided at Committee meetings shall be determined by the President ruling on the voices, provided that they shall be determined by show of hands or by ballot if a majority of Officers present so require.

## **7.6. President's Duties**

- a) The President shall preside at all meetings and functions of the Society. In their absence the Vice-President shall act.
- b) In the absence of the President and Vice-President the Committee shall elect a member to take the chair or preside.
- c) The President or other person performing their duties shall have a deliberative and in the case of equality of voting, a casting vote on all questions.
- d) The President shall prepare and submit to the Annual Meeting a report on the affairs of the Society.

## **7.7. Secretary's Duties**

The Secretary or the Assistant Secretary shall:

- a) convene and attend all Committee and General Meetings of the Society;
- b) keep regular and correct minutes of the same;
- c) conduct the correspondence according to directions received from the Committee;
- d) prepare and submit to the Annual Meeting a report on the affairs of the Society;
- e) keep an up-to date Register of Members and the Interest Register in accordance with clause 8;
- f) furnish the annual return and notices required by the Act to the Registrar.

## **7.8. Treasurer's Duties**

The Treasurer or the Assistant Treasurer shall:

- a) collect and account for all subscriptions and other monies payable to the Society;
- b) disburse the monies of the Society under authority of the Committee;
- c) keep proper accounting records of the financial affairs of the Society;
- d) submit all accounts payable by the Society for approval by the Committee before payment and report to each meeting on the state of the Society's finances;

- e) assist the Secretary with maintaining the Register of Members;
- f) immediately after the close of each financial year prepare and submit financial information from which accounts are to be compiled by an independent chartered accountant and present the same to the Annual General Meeting. The independent chartered accountant will also file the annual tax returns.

## **8. RECORDS**

### **8.1. Register of Members**

- a) The Society shall keep an up-to-date Register of Members.
- b) Every current Member shall promptly advise the Society of any change of the Member's contact details.
- c) 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 years, the Society will record:
  - i. The former Member's name; and
  - ii. The date the former Member ceased to be a Member.

### **8.2. Interests Register**

The Committee shall at all times maintain an up-to-date register of the interests disclosed by Officers and by members of any Sub-Committee.

### **8.3. Access to Information for Members**

- a) A Member may at any time make a written request to the Society for information held by the Society.
- b) The request must specify the information sought in sufficient detail to enable the information to be identified.
- c) The Society must, within a reasonable time after receiving a request:
  - i. provide the information;
  - ii. agree to provide the information within a specified period;
  - iii. 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

- iv. refuse to provide the information, specifying the reasons for the refusal.
- d) Without limiting the reasons for which the Society may refuse to provide the information, the Society may refuse to provide the information if:
- i. withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons;
  - ii. the disclosure of the information would, or would be likely to, prejudice the commercial position of the Society or of any of its Members;
  - iii. 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;
  - iv. the information is not relevant to the operation or affairs of the Society;
  - v. withholding the information is necessary to maintain legal professional privilege;
  - vi. the disclosure of the information would, or would be likely to, breach an enactment;
  - vii. 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;
  - viii. the request for the information is frivolous or vexatious; or
  - ix. 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.
- e) 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 Working Days after receiving notification of the charge, the Member informs the Society:
- i. that the Member will pay the charge; or
  - ii. that the Member considers the charge to be unreasonable.
- f) Nothing in this clause limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

## 9. MEETINGS

### 9.1. Recording of meetings:

- a) The proceedings and records of the Society shall be conducted and recorded in English.
- b) The Society must keep minutes of all General Meetings. Minutes of the most recent General Meeting may be made available to Members upon request.

### 9.2. Annual General Meeting:

- a) 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 Committee and consistent with any requirements in the Act, and the Constitution relating to the procedure to be followed at General Meetings.
- b) The Annual General Meeting must be held no later than the earlier of:
  - i. 6 months after the balance date of the Society; and
  - ii. 15 months after the previous annual meeting.
- c) The business of an Annual General Meeting shall be to:
  - i. confirm the minutes of previous Society Meeting(s),
  - ii. adopt the Presidents and Secretary's annual report on Society business,
  - iii. adopt the Treasurer's report on the finances of the Society, and the annual financial statements,
  - iv. determine annual subscriptions,
  - v. elect the Officers of the Society,
  - vi. deal with any other notice of motion,
  - vii. approve the financial overseer's report,
  - viii. consider any general or other business,
  - ix. consider the appointment of an auditor.
- d) The Committee must, at each Annual General Meeting, present the following information:
  - i. an annual report on the affairs of the Society during the most recently completed accounting period,
  - ii. the annual financial statements for that period, and

- iii. notice of any disclosures of conflicts of interest made by Officers during that period (including a brief summary of the matters, or types of matters, to which those disclosures relate).

### **9.3. Special General Meetings**

- a) A Special General Meeting of the Society shall be called:
  - i. at the discretion of the President or Committee by resolution, or
  - ii. by the Secretary on receipt of a dated requisition signed by 25 Financial Members together with their addresses, stating the business such meeting is to deal with.
- b) Notice of any such meeting shall be sent to all members of the Society within 14 days of receipt of such resolution or requisition and any such meeting shall be held within 28 days of receipt of such requisition or resolution by the Secretary.
- c) A Special General Meeting shall only consider and deal with the business specified in the President's requisition, in the Committee's resolution or the written request by Members for the Meeting.
- d) If the Secretary does not call the Meeting within the timeframes specified in this clause, then the requisitioners may themselves convene such meeting by appropriate notice in accordance with the terms of this Constitution.

### **9.4. Members' Meetings**

There shall be at least two Members Meetings held annually provided that the Society's Annual General Meeting may suffice as one Members Meeting for the purpose of this clause.

### **9.5. Notice of Meeting**

- a) A minimum of 42 days' notice shall be given of the Annual General Meeting and seven days' notice of any other Meeting. The notice of the Meeting shall include:
  - i. the business to be conducted at the Meeting;
  - ii. the annual financial statements (for an Annual General Meeting);

- iii. the President's and Secretary's annual reports (for an Annual General Meeting);
  - iv. any other information as required to be provided pursuant to the Constitution or the Act.
- b) It shall be sufficient notice if this information is either posted or emailed to a Member at the postal or email address notified to the Society and recorded in the Register of Members. Failure for any reason to give or non-receipt of a notice or notices shall not invalidate a meeting or resolution thereof.

#### **9.6. Attendance at meeting:**

Only Members may attend and speak at General Meetings.

#### **9.7. Quorum**

- a) The quorum for any meeting whether Annual or Special shall be at least 25 Financial Members.
- b) Any meeting of the Society at which a quorum is not present within a half hour for which it is called shall stand adjourned to the same time and day of the following week when, if a quorum is not present within a half hour, it shall proceed with those Members present and with the same rights and powers as if a quorum was present.

#### **9.8. Financial Overseers**

At each Annual General Meeting the Society shall elect three Financial Members who shall not be members of the Committee and whose duties shall be to:

- a) examine operational records relating to bar, kitchen and events as required to assist the Committee's monitoring of these areas.
- b) submit and report on their findings to the Society at the next Annual General Meeting, and if called upon to do so, at any other meeting of the Society or Committee.
- c) at all reasonable times have access to the Society's books, documents and accounts and shall be entitled to any information they may require relating thereto, or to any matters deemed necessary or desirable to discharge their duties.

- d) be entitled as of right to receive every notice of Committee Meetings, to attend such Meetings and to deliver such report as they may think fit but shall have no voting rights.

### **9.9. Voting and Other Procedures**

- a) At all meetings every Life Member and Financial Member personally present shall on each motion have one vote.
- b) In respect of elections, Members may vote in person or by postal ballot (see clause 9.10). In the event of equality of votes for two or more candidates (for any vacancy), a further ballot shall be held and if this again should result in a tie, whosoever is presiding at the Meeting shall exercise a casting vote.
- c) All questions to be decided at Member Meetings (except elections) shall be determined by the presiding Officers ruling on the voices, provided that they shall be determined by show of hands or by ballot if a majority of Members present so require.
- d) Unless otherwise required by this Constitution, all questions shall be decided by a simple majority of those in attendance in person and voting at a General Meeting or (where permitted) voting by postal ballot.
- e) Any decisions made when a quorum is not present are not valid.
- f) Written resolutions may not be passed in lieu of a General Meeting.
- g) 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.

### **9.10. Postal Ballot**

- a) A Member may cast their vote at an Annual General Meeting for elections to the Committee by Postal Ballot. The postal ballot form must be requested from the Secretary.
- b) A Postal Ballot shall only be valid if made on the proper form provided for the purpose and properly completed and received at the Registered office of the Society not less than one day prior to the Annual General Meeting.

- c) Postal Ballot papers should be returned in sealed envelopes clearly addressed “Scrutineers” and shall be retained unopened in the custody of the Secretary who shall at the Annual General Meeting hand them to the duly elected Scrutineers for recording.
- d) Any person voting by Postal Ballot shall legibly record their name and membership card number on the rear of the sealed envelope containing their vote. Should the Member fail to do this then the vote shall be deemed invalid and shall not be recorded.

#### 9.11. Right of Challenge

- a) At any meeting, in the event of any Member being dissatisfied with the ruling of the President upon a point of order, they may move that the ruling be disagreed with and if such action is seconded, the President shall vacate the chair until a vote on the motion is taken.
- b) The Vice-President, if present shall take the chair and failing that a temporary chairperson shall be appointed by the meeting.
- c) The mover and the President shall then respectively state their reasons whereupon, without any further discussions, a vote shall be taken, the result of which shall be accepted as binding and the President shall then resume the chair.

#### 9.12. Motions at General Meetings

- a) The Committee may propose motions for the Society to vote on (**Committee Motions**), which shall be notified to Members with the notice of the General Meeting.
- b) Subject to clause 9.12c, any Member may request that a motion be voted on (**Member’s Motion**) at a General Meeting, by giving notice to the Secretary or Committee at least five Working Days before that meeting. The Member must also provide information in support of the motion (**Member’s Information**). The Member’s Motion must be signed by the mover and a seconder.
- c) Where a Member’s Motion is to rescind or amend any decision of the Society previously made in General Meeting, then the Member’s Motion must be in writing, together with the Member’s Information, to the Secretary at least 21 days before the Meeting at which it is intended to be moved. The Member’s Motion must state the date of

- the meeting at which it is proposed to be moved and must be signed by the mover, the seconder and one other Member. The Secretary shall refer the Member's Motion to the Committee, which may publicise the same in such manner as the Committee thinks fit.
- d) If notice of the motion is given to the Secretary or Committee 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, together with the Member's Information.

## **10.BY-LAWS**

The Committee may from time to time by resolution make, alter or rescind by-laws so long as they are not repugnant to this Constitution, the Act or any other legislation. Such by-laws may be local, restricted or general in their application and all Members shall be deemed to have notice of and shall obey such by-laws.

Copies shall be kept at the Registered Office for inspection by Members.

Breaches or alleged breaches of such bylaws, including policies or codes of conduct, shall be dealt with in accordance with the dispute resolution process set out in clauses 4 and 5 of this Constitution.

## **11.APPLICATION OF FUNDS**

On the winding-up or dissolution of the Society in accordance with the Act, the Members will by majority vote in accordance with clauses 9.7 and 9.9 hereof direct that the funds and property of the Society shall be applied after such winding-up or dissolution to one or more entities that are not for profit and having objects similar to those of the Society, provided that no such funds and property of the Society upon a winding-up or dissolution shall be applied to, settled or otherwise vested in the membership of the Society.

## **12.MATTERS NOT PROVIDED FOR**

Any matter occurring not provided for by this Constitution shall be referred to the Committee whose decision shall be final and binding unless and until such decision shall be superseded by any decision at a General Meeting.

### **13.ALTERATION OF CONSTITUTION**

Any addition to, alteration, amendment or rescission to the Constitution must be made in accordance with this Constitution. Any minor or technical amendments shall be notified to Members as required by section 31 of the Act.

The Society may amend or replace this Constitution at a Special General Meeting and by a majority of two-thirds of the Members present and voting, in accordance with clauses 9.7 and 9.9.

Notice of any proposed addition, alteration, amendment or rescission shall be given to Members in a notice convening the meeting, as provided for under clause 9.5 hereof.

No addition to, deletion from or alteration of the Societies Constitution shall be made which would allow personal financial gain to any individuals. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

No such addition, alteration, amendment, or rescission shall be valid until registered by the Registrar in accordance with the Act.

### **14.ASSETS, DONATIONS, INCOME & SOCIETY NAME**

- a) No assets of the Society that have a value of \$10,000 or more shall be sold, transferred or otherwise disposed of without the vote of approval of 95% of the current financial members being first obtained.

No donations, material or other memorabilia held by the Dalmatian Genealogical & Historical Society shall be sold, transferred or otherwise disposed of, apart from donations or exchange of materials or memorabilia which are made to the Auckland War Memorial Museum, without the vote of approval of 95% of the current financial members being first obtained.

- b) No income derived by the Society or any company in which the Society has a controlling interest shall be transferred, loaned or gifted to any other Society which represents people of any of the ethnic

- groups or nations represented by our Society without the vote of approval of 95% of the current financial members being obtained.
- c) The name of the Society shall not be amended without the vote of approval of 95% of the current financial members being obtained.
- These aforesaid stipulation's (clauses a, b and c) are exempt from and override any of the provisions of clauses 11 and 13.