

# Constitution of the Royal Numismatic Society of New Zealand Incorporated

## Introductory rules

### 1. Name

The name of the society is **Royal Numismatic Society of New Zealand Incorporated** (in this **Constitution** referred to as the '**Society**').

### 2. Charitable status

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

### 3. Definitions

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

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

'**Committee**' means any **Committee** set up by the **Council** and does not have the meaning of **Committee** in the **Act**

'**Council**' means the **Society's** governing body and has the functions and meaning of **Committee** in the **Act**.

'**Working Days**' mean Monday to Friday where such days are not public holidays as defined in the Legislation Act 2019.

'**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.

'**President**' means the **Officer** responsible for chairing **General Meetings** and Council meetings, and who provides leadership for the **Society**.

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

'**General Meeting**' means either an **Annual General Meeting**, **Special General Meeting** or regular monthly meeting of the **Members** 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—

1. the **Society’s** performance of its activities or exercise of its powers; or
2. 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**.

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

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

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

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

**‘Secretary’** means the **Officer** responsible for the matters specifically noted in this **Constitution**.

**‘Special General Meeting’** means a meeting of the **Members**, other than an **Annual General Meeting**, called for a specific purpose or purposes.

**‘Vice President’** means any of the **Officers** elected or appointed to deputise in the absence of the **President**.

## 4. Purposes

4.1 The primary purposes of the **Society** are —

To encourage the study of numismatics and related historical subjects and to promote the advancement of numismatic knowledge;

4.2 For the achievement of these purposes the **Society** shall be able -

- a. To arrange and conduct meetings for members and non-members;
- b. To assist members and students in the study and acquisition of numismatic specimens – coins, medals, tokens, seals, paper money, cheques, bills, scrip, native currencies and kindred objects;
- c. To edit and publish books, papers or journals on numismatic matters;

- d. To strike commemorative and other medals;
- e. To sell or otherwise dispose of numismatic material for members and non-members;
- f. To promote, support or conduct numismatic exhibitions;
- g. To form and maintain a library of numismatic literature and a collection of New Zealand and other numismatic items of particular interest to members;
- h. To purchase, lease or otherwise acquire land and buildings or any interest in land and buildings or investments or bank deposits for or incidental or ancillary to the objects or purposes of the **Society**;
- i. To borrow money at interest where such borrowing is expedient to achievement of the purposes of the **Society**;
- j. To do all such things as are incidental or conducive to the attainment of the above objects and purposes of the **Society**.

## 5. Act and Regulations

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

## 6. Restrictions on society powers

- 6.1 The **Society** must not operate for the purpose of, or with the effect of—
- (a) distributing, any gain, profit, surplus, dividend, or other similar financial benefit to any of its **Members** (whether in money or in kind); or
  - (b) having capital that is divided into shares or stock held by its **Members**; or
  - (c) holding, property in which its members have a disposable interest (whether directly, or in the form of shares or stock in the capital of the society or otherwise).
- 6.2 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) distributes funds to a **Member** to further the purposes of the **Society**, and the **Member**—
    - (i) is a not-for-profit entity, and
    - (ii) is affiliated or closely related to the **Society**, and
    - (iii) has the same, or substantially the same, purposes as those of the **Society**.
  - (d) reimburses a **Member** for reasonable expenses legitimately incurred on behalf of the **Society** or while pursuing the **Society**'s purposes,
  - (e) provides benefits to members of the public or of a class of the public and those persons include **Members** or their families,
  - (f) provides benefits to **Members** or their families to alleviate hardship,
  - (g) provides educational scholarships or grants to **Members** or their families,

- (h) pays a **Member** a salary or wages or other payments for services to the **Society** on arm's length terms (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**),
- (i) provides a **Member** with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of the **Society**.
- (j) on removal of the **Society** from the Register of Incorporated Societies having its surplus assets distributed under subpart 5 of Part 5 of the **Act** to a **Member** that is a not-for-profit entity.

## 7. Registered office

7.1 The registered office of the **Society** shall be at such place in New Zealand as the **Council** from time to time determines.

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

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

## 8. Contact person

8.1 The **Council** shall appoint at least 1 but no more than 3 contact person(s) whom the Registrar of Incorporated Societies can contact when needed.

8.2 The **Society's** contact persons must be:

- (a) At least 18 years of age, and
- (b) Ordinarily resident in New Zealand.

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

- (a) a physical address or an electronic address, and a telephone number.

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

## Members

### 9. Classes of membership

The Society may maintain different classes of membership and the method by which **Members** are admitted to different classes of membership may differ.

### 10. Becoming a member: process

10.1 Any person or corporate body interested in numismatics may apply to be a **Member** of the Society. Every applicant for membership must consent in writing to becoming a **Member** and must complete and sign the prescribed form or electronic application accepting nomination and undertaking to be bound by the Constitution of the Society.

10.2 Every application shall provide in writing the applicant's name and contact details (namely, physical and postal address, email address if any, and a telephone number).

10.3 Any applicant that is a body corporate shall provide the Council, in writing, with the name and contact details of the person who is the organisation's authorised representative, and that person shall be deemed to be the organisation's proxy for the purposes of voting at **General Meetings**.

10.4 The application must be proposed and seconded by **Members** of the Society at any General Meeting and election shall be by a 75% majority of members present.

10.5 An application may be approved by the **Council** where no General Meeting is imminent.

10.6 The **Society** may accept or decline an application for membership at its sole discretion.

10.7 The **Society** must advise the applicant of the decision, normally through the **Officer** designated to manage membership processes.

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

### 11. Members' obligations and rights

11.1 Every **Member** shall promptly advise the **Society** in writing of any changes to their contact details.

11.2 **Members** shall promote the interests and purposes of the **Society** and shall do nothing to bring the **Society** into disrepute.

11.3 A **Member** is only entitled to exercise the rights of membership (including attending and voting at **General Meetings**, accessing or using the **Society's** premises, facilities, equipment and other property, and participating in **Society** activities) if all subscriptions and any other fees have been paid to the **Society** by their respective due dates, but no **Member** is liable for an obligation of the **Society** by reason only of being a **Member**.

11.4 The **Council** may decide what access or use **Members** may have of or to any premises, facilities, equipment or other property owned, occupied or otherwise used by the **Society**, and to participate in **Society** activities, including any conditions of and fees for such access, use or involvement.

## 12. Ceasing to be a member

12.1 A **Member** ceases to be a **Member**—

- (a) On death (or if a body corporate on liquidation or deregistration, or if a partnership on dissolution of the partnership), or
- (b) By signed written notice of resignation to the **Council or to the Secretary**, or
- (c) On termination of a **Member's** membership following a dispute resolution process under this **Constitution**, or
- (d) By resolution of the **Council** where—
  - (i) The **Member** has failed to pay a subscription, levy or other amount due to the **Society** within 12 calendar months of the due date for payment.
  - (ii) Following due process the **Council** has determined that the **Member** has brought the **Society** into disrepute.

12.2 A **Member** ceases to be a **Member** with effect from—

- (a) the date of receipt of the **Member's** notice of resignation by the **Council** (or any subsequent date stated in the notice of resignation), or
- (b) the date of termination of the **Member's** membership under this **Constitution**, or
- (c) the date of death of the **Member** (or if a body corporate from the date of its liquidation or deregistration, or if a partnership from the date of its dissolution), or
- (d) the date specified in a resolution of the **Council**.

12.3 When a **Member's** membership has been terminated by a resolution of the **Council** the **Council** shall promptly notify the former **Member** in writing.

## 13. Obligations once membership has ceased

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

- (a) shall cease to be entitled to any of the rights of a **Society Member**.
- (b) remains liable to pay all subscriptions and other fees due up to the **Society's** next balance date,
- (c) shall cease to hold himself or herself out as a **Member** of the **Society**,

(d) shall return to the **Society** all material provided to **Members** by the **Society** (including any membership certificate, badges, handbooks and manuals).

13.2 A former **Member** may apply for re-admission in the manner prescribed for new applicants.

13.3 Where a former **Member's** membership was terminated following a disciplinary or dispute resolution process, the application may proceed only on the recommendation of the **Council**.

## 14. Subscriptions and fees

14.1 The annual subscription and any other fees for membership for a current or future financial year shall be set by resolution of an **Annual General Meeting**.

14.2 Subscriptions shall be due and payable in advance on the first day of April in each year, provided that any member elected from the first day of September of the financial year shall be charged one-half of the subscription for the year.

14.3 Any **Member** failing to pay the annual subscription (including any periodic payment), any levy, or any capitation fees, within 12 calendar months of the date the same was due for payment shall be considered as unfinancial and shall (without being released from the obligation of payment) have no membership rights and shall not be entitled to participate in any **Society** activity or to access or use the **Society's** premises, facilities, equipment and other property until all the arrears are paid.

## 15. Life Members

15.1 A **Life Member** is a person who either-

- (a) paid a composite life subscription prior to 1975, or
- (b) was a member of the Manawatu Numismatic Society at the time it amalgamated with the Society, or
- (c) is recommended by the Council for outstanding services to the Society or for any other reason deemed sufficient by the Council and elected by a 75% majority of members present at any General Meeting, or
- (d) has attained 50 years of continuous membership or reached 80 years of age and who has been a member for at least ten years at that time.

15.2 A **Life Member** shall have all the rights and privileges of a **Member** and shall be subject to all the same duties as a **Member** except those of paying subscriptions and levies.

## 16. Fellows

16.1 A Member of the Society who has done outstanding original research which has been published for the benefit of numismatics or who has performed meritorious service for the Society or for the advancement of numismatics may be elected a Fellow of the Society.

16.2 A Fellow shall be nominated in writing with a supporting submission by a Member of the Society and the nomination shall be considered by the Recognition Committee established by the Council and recommended to the Council for approval before being proposed for election and shall be elected by a 75% majority of members present at any General Meeting of the Society.

16.3 The number of Fellows elected in any financial year of the Society shall not exceed three percent of the number of Members of the Society.

16.4 A Fellow shall be entitled to use the distinctive letters "FRNSNZ" so long as he or she is a member of the Society.

## 17. Honorary Fellows

17.1 A non-member who has rendered outstanding service to the Society or to the science of numismatics may be elected an Honorary Fellow.

17.2 The number at the time of election of an Honorary Fellow shall not exceed three percent of the then members of the Society.

17.3 An Honorary Fellow shall be elected in the same manner as a Fellow and shall be entitled to all the privileges of the Society but shall not be entitled to vote at meetings or take part in the management of the Society.

17.4 Honorary Fellows shall not be liable for payment of any subscription.

## General meetings

### 18. Notice and voting for all general meetings

18.1 The **Council** shall give all **Members** at least 3 **Working Days'** written **Notice** of any **General Meeting** and of the business to be conducted at that **General Meeting**.

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

18.3 Only financial **Members** may attend, speak and vote at **General Meetings**.

18.4 A **Member** is entitled to exercise one vote on any motion at a **General Meeting** in person or by proxy or through the authorised representative of a body corporate as notified to the **Council**.

18.5 A signed original written proxy or emailed, signed original copy in favour of some individual entitled to be present at the meeting must be received by, or handed to, the **Secretary** for the **Council** at least 24 hours before the commencement of the **General Meeting**.

18.6 Voting at a **General Meeting** shall be by voices or by show of hands or, on demand of the President or of 2 or more **Members** present, by secret ballot.

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

## 19. Quorum at meetings

19.1 No **General Meeting** may be held unless at least 5 eligible financial **Members** attend throughout the meeting and this will constitute a quorum.

19.2 If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting – if convened upon request of **Members** – shall be dissolved. In any other case it shall stand adjourned to a day, time and place determined by the **President** of the **Society**, and if at such adjourned meeting a quorum is not present those **Members** present in person or by proxy shall be deemed to constitute a sufficient quorum.

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

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

## 20. Proceedings of general meetings

20.1 **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.

20.2 All **General Meetings** shall be chaired by the **President**. If the **President** is absent, a Vice-President shall chair that meeting.

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

20.4 Any person chairing a **General Meeting** may —

- (a) With the consent of a simple majority of **Members** present at any **General Meeting** adjourn the **General Meeting** from time to time and from place to place but no business shall be transacted at any adjourned **General Meeting** other than the business left unfinished at the meeting from which the adjournment took place.
- (b) Direct that any person not entitled to be present at the **General Meeting**, or obstructing the business of the **General Meeting**, or behaving in a disorderly manner, or being abusive, or failing to abide by the directions of the President be removed from the **General Meeting**.
- (c) In the absence of a quorum or in the case of emergency, adjourn the **General Meeting** or declare it closed.

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

20.6 A **Member** may request that a motion be voted on (**'Member's Motion'**) at a **General Meeting**, by giving notice to the **Secretary** or **Council** at least 10 **Working Days** before that meeting. The **Member** may also provide information in support of the motion (**'Member's Information'**). If notice of the motion is given to the **Secretary** or **Council** 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**.

20.7 A **Member** may move a motion to be voted on from the floor of a **General Meeting** whether in person or online or by proxy.

20.8 **Members** of the **Society** may bring visitors to any **General Meeting** provided they are first introduced to the **President** at or before the meeting. The **President** may permit visitors to take part in any discussion, but **Visitors** shall not have the right to vote.

20.9 The **Society** must keep minutes of all **General Meetings**.

## 21. Annual General Meetings: when held

21.1 The **Annual General Meeting** shall be held on the last Wednesday in May or on such other date in each year as the **Council** may determine at a location and/or using any electronic communication determined by the **Council** and consistent with any requirements in the **Act**, and the **Constitution** relating to the procedure to be followed at **General Meetings** shall apply.

21.2 The **Annual General Meeting** must in any case be held no later than the earlier of the following—

- (a) 6 months after the balance date of the **Society**
- (b) 15 months after the previous annual meeting.

## 22. Annual General Meetings: business

22.1 The business of an **Annual General Meeting** shall be to—

- (a) confirm the minutes of the last **Annual General Meeting** and any **Special General Meeting(s)** held since the last **Annual General Meeting**,
- (b) adopt the annual report on the operations and affairs of the **Society**,
- (c) adopt the **Council's** report on the finances of the **Society**, and the annual financial statements,
- (d) set any subscriptions for the current and future financial year,
- (e) elect **Officers**
- (f) consider any motions of which prior notice has been given to **Members** with notice of the **Meeting**, and
- (g) consider any general business.

22.2 The **Council** must at each **Annual General Meeting** present the following information—

- (a) an annual report on the operation and affairs of the **Society** during the most recently completed accounting period,
- (b) the annual financial statements for that period, and
- (c) notice of any disclosures of conflicts of interest made by **Officers** during that period (including a summary of the matters, or types of matters, to which those disclosures relate).

## 23. Special General Meetings

23.1 A **Special General Meeting** may be called at any time by the **Council** by resolution.

23.2 The **Council** must call a **Special General Meeting** if it receives a written request signed by at least 10 percent of **Members**.

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

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

## Council

### 24. Council composition

24.1 The **Council** will consist of the President, Vice-Presidents, Secretary, Assistant Secretary, Treasurer, Editor, Keeper of Collections, Librarian, five elected members and one representative from each Branch, and will include a minimum of 8 members.

24.2 All the **Officers** on the **Council** must be either:

- (a) **Members** of the **Society**, or
- (b) representatives of bodies corporate that are **Members** of the **Society**.

### 25. Functions of the Council

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 **Council** in accordance with the Incorporated Societies Act 2022, any Regulations made under that **Act**, and this **Constitution**.

### 26. Powers of the Council

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

26.2 The Council may only borrow or raise money by the issue of debentures or bonds or on mortgage or on any other security over or charged on all or any of the property and/or rights of the Society or without any such security and upon such terms as the Council shall think fit provided that such Council proposal shall be approved by a 75% majority of the financial members present at a Special General Meeting.

26.3 The Council may appoint Assistants to any Officer, but such Assistants shall not be members of the Council by virtue of such appointment.

26.4 The Council may acquire and dispose of land and buildings or any interest in land and buildings for the objects or purposes of the Society either by purchase, sale or lease provided that such proposed purchase, sale or lease shall be approved by a 75% majority of the financial members present at a Special General Meeting.

### 27. Committees

27.1 The **Council** may appoint **Committees** consisting of such persons (whether or not **Members** of the **Society**) and for such purposes as it thinks fit. Unless otherwise resolved by the **Council**—

- (a) the quorum of every **Committee** is half the members of the **Committee** but not less than 2,
- (b) no **Committee** shall have power to co-opt additional members without Council approval.
- (c) a **Committee** must not commit the **Society** to any financial expenditure without express authority from the **Council**, and
- (d) a **Committee** must not further delegate any of its powers.

## 28. General matters: Council

28.1 The **Council** and any **Committee** may act by resolution approved during a conference call using audio and/or audio-visual technology or through a written ballot conducted by email, electronic voting system, or post, and any such resolution shall be recorded in the minutes of the next **Council** or **Committee** meeting.

28.2 Other than as prescribed by the **Act** or this **Constitution**, the **Council** or any **Committee** may regulate its proceedings as it thinks fit.

## Council meetings

### 29. Council meetings: procedure

29.1 The quorum for **Council** meetings is at least 5 members of the **Council**.

29.2 A meeting of the **Council** may be held either—

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

29.3 A resolution of the **Council** is passed at any meeting of the **Council** if a majority of the votes cast on it are in favour of the resolution.

29.4 Every **Officer** on the **Council** shall have one vote.

29.5 The President of the **Society** shall normally chair the **Council**. If at a meeting of the **Council**, the President is not present, the members of the **Council** present may choose one of their number to be Chair of the meeting. The Chair does have a casting vote in the event of a tied vote on any resolution of the **Council**.

29.6 Except as otherwise provided in this **Constitution**, the **Council** may regulate its own procedure.

### 30. Council meetings: frequency

30.1 The **Council** shall meet as required at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the **President** or **Secretary**.

30.2 The **Secretary**, or other **Council** member nominated by the **Council**, shall give to all **Council** members not less than 3 **Working Days**' notice of **Council** meetings, but in cases of urgency a shorter period of notice shall suffice.

## Officers

### 31. Specific Roles of Officers

31.1 The Officers of the Society shall be:

- a. President - responsible for chairing **General Meetings** and Council meetings, and who provides leadership for the **Society**.
- b. Vice-Presidents (the number to be determined by the Society from time to time) - elected or appointed to deputise in the absence of the **President**.
- c. Secretary - who shall keep correct minutes of all meetings which may include arranging for others to take minutes, conduct correspondence and prepare such reports and returns as may be required by the Council, furnish all statutory returns and carry out the instructions of Council, issue notices for all meetings and prepare and circulate the agenda for these, and at **Council** meetings report all inward and outward correspondence.
- d. Treasurer – who shall keep true and correct accounts and books showing the financial affairs of the Society, receive all monies and pay the same to the credit of the society into such bank or banks as the **Council** may direct, make payments in accordance with any Council policies or decisions if countersigned by the Secretary or such other Officers or members as the **Council** shall authorize, submit to the Annual General Meeting a balance sheet of the assets and liabilities of the Society and a statement of income and expenditure together with the report of the Auditor and any other reports required by law, keep a register of members, send annual subscription accounts to members, and, if requested by **Council**, produce a list of members who are twelve months or more in arrears with their subscriptions. The Treasurer may arrange for another **Member**, with the approval of Council, to assist in these functions.
- e. Editor – who shall edit the Journal of the Society and report to the Council.
- f. Keeper of Collections – who shall be responsible for maintaining the Society's collections (to be kept at such place as the Council may direct)

and for keeping a register of all items that shall number each item, give sufficient description for identification and state the grade of the item.

- g. Librarian – who shall be responsible for maintaining the Society’s Library (at such place as the Council may direct) and for keeping an index of the books, pamphlets, journals and magazines therein.
- h. Auditor – who shall audit the Treasurer’s books and accounts and certify as to their accuracy at least once in each twelve months.
- i. Five elected members of Council
- j. One Council member elected by each Branch

## 32. Patron

32.1 The **Council** may invite the Governor-General to be Patron of the **Society** in continuation of long-established practice. If a Governor-General does not accept the role, the Society may elect another person as Patron at its annual meeting.

32.2 The Patron will not be an **Officer** of the **Society**.

## 33. Qualifications of officers

33.1 Every **Officer** must be a natural person who—

- (a) has consented in writing to be an officer of the **Society**, and
- (b) certifies that they are not disqualified from being elected or appointed or otherwise holding office as an **Officer** of the **Society**.

33.2 To be validly elected or appointed, **Officers** must not be disqualified under section 47(3) of the **Act** from being appointed or holding office as an **Officer** of the **Society**, namely—

- (a) a person who is under 16 years of age
- (b) a person who is an undischarged bankrupt
- (c) a person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993, or any other similar legislation
- (d) A person who is disqualified from being a member of the governing body of a charitable entity under the Charities Act 2005
- (e) a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years—
  - 1. an offence under subpart 6 of Part 4 of the **Act**
  - 2. a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961)
  - 3. an offence under section 143B of the Tax Administration Act 1994

4. an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (1) to (3)
  5. a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere
- (f) a person subject to:
1. a banning order under subpart 7 of Part 4 of the **Act**, or
  2. an order under section 108 of the Credit Contracts and Consumer Finance Act 2003, or
  3. a forfeiture order under the Criminal Proceeds (Recovery) Act 2009, or
  4. a property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act.
- (g) a person who is subject to an order that is substantially similar to an order referred to in paragraph (6) under a law of a country, State, or territory outside New Zealand that is a country, State, or territory prescribed by the regulations (if any) of the **Act**.

33.2 Prior to election or appointment as an **Officer** a person must—

- (a) consent in writing to be an **Officer**, and
- (b) certify in writing that they are not disqualified from being elected or appointed as an **Officer** either by this **Constitution** or the **Act**.

33.3 Only a natural person may be an **Officer** and each certificate shall be retained in the **Society's** records.

## 34. Officers' duties

34.1 At all times each **Officer**:

- (a) shall act in good faith and in what he or she believes to be 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 this **Constitution**,
- (d) when exercising powers or performing duties as an **Officer**, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation:
  - (i) the nature of the **Society**,
  - (ii) the nature of the decision, and
  - (iii) the position of the **Officer** and the nature of the responsibilities undertaken by him or her
- (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 he or she believes at that time on reasonable grounds that the **Society** will be able to perform the obligation when it is required to do so.

### 35. Election or appointment of officers

35.1 **Officers** shall be elected during **Annual General Meetings**. However, if a vacancy in the position of any **Officer** occurs between **Annual General Meetings**, that vacancy shall be filled by resolution of the **Council** (and any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as an **Officer** (as described in the 'Qualification of Officers' rule above). Any such appointment must be ratified at the next **Annual General Meeting**.

35.2 A candidate's written nomination, accompanied by the written consent of the nominee with a certificate that the nominee is not disqualified from being appointed or holding office as an **Officer** (as described in the 'Qualification of Officers' rule above) shall be received by the **Society** at least **20 Working Days** before the date of the **Annual General Meeting**. If there are insufficient valid nominations received, further nominations may be received from the floor at the **Annual General Meeting**.

35.3 Votes shall be cast in such a manner as the person chairing the meeting determines. In the event of any vote being tied, the Chair may call for a second vote. If a tie remains, the tie shall be resolved by the incoming **Council** (excluding those in respect of whom the votes are tied).

35.4 Two **Members** (who are not nominees) or non-**Members** appointed by the **President** shall act as scrutineers for the counting of the votes and destruction of any voting papers if a vote is conducted by ballot papers.

35.5 The failure for any reason of any financial **Member** to receive such **Notice** of the general meeting shall not invalidate the election.

35.6 In addition to **Officers** elected under the foregoing provisions of this rule, the **Council** may appoint other **Officers** for a specific purpose, or for a limited period, or generally until the next **Annual General Meeting**. Unless otherwise specified by the **Council** any person so appointed shall have full speaking and voting rights as an **Officer** of the **Society**. Any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as an **Officer** (as described in the 'Qualification of Officers' rule above).

35.7 Members assembled at an Annual General Meeting shall have the power to dispense with any Office for the time being if they consider it advisable and may combine any of the above offices except those of **Secretary** and **Treasurer**.

### 36. Term

The term of office for all **Officers** elected to the **Council** shall be one year, expiring at the end of the **Annual General Meeting** in the year corresponding with the last year of each **Officer's** term of office.

### 37. Removal of officers

37.1 An **Officer** shall be removed as an **Officer** by resolution of the **Council** or the **Society** where in the opinion of the **Council** or the **Society** —

- (a) The **Officer** elected to the **Council** has been absent from 4 Council meetings without leave of absence from the **Council**.
- (b) The **Officer** has brought the **Society** into disrepute.
- (c) The **Officer** has failed to disclose a conflict of interest.
- (d) The **Officer** has not paid the required subscription for more than 12 calendar months.
- (e) The **Council** passes a vote of no confidence in the **Officer**.

37.2 Removal from office shall be with effect from the date specified in a resolution of the **Council** or **Society**.

### 38. Ceasing to hold office

38.1 An **Officer** ceases to hold office when they resign (by notice in writing to the **Council**), are removed, die, or otherwise vacate office in accordance with the **Act**.

38.2 Each **Officer** shall within 5 **Working Days** of submitting a resignation or ceasing to hold office, deliver to the **Council** all books, papers and other property of the **Society** held by such former **Officer**.

### 39. Conflicts of interest

39.1 An **Officer** or member of a **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)—

- (a) to the **Council** and or **Committee** and
- (b) in an **Interests Register** kept by the **Council**.

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

39.3 An **Officer** or member of a **Committee** who is an **Interested Member** regarding a **Matter**—

- (a) must not vote or take part in the decision of the **Council** and/or **Committee** relating to the **Matter** unless all members of the **Council** who are not interested in the **Matter** consent; and
- (b) must not sign any document relating to the entry into a transaction or the initiation of the **Matter** unless all members of the **Council** who are not interested in the **Matter** consent; but
- (c) may take part in any discussion of the **Council** and/or **Committee** relating to the **Matter** and be present at the time of the decision of the **Council** and/or **Committee** (unless the **Council** and/or **Committee** decides otherwise).

39.4 However, an **Officer** or member of a **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.

39.5 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.

39.6 Where 50 per cent or more of the members of a **Committee** are prevented from voting on a **Matter** because they are interested in that **Matter**, the **Council** shall consider and determine the **Matter**.

## Records

### 40. Register of Members

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

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

- (a) Their name, and
- (b) The date on which they became a **Member** (if there is no record of the date they joined, this date will be recorded as 'Unknown'), and
- (c) Their contact details, including —
  - (i) A physical address
  - (ii) An email address
  - (iii) A telephone number.

40.3 The register will also include for each **Member** —

- (a) A postal address if different from the physical address
- (b) Whether the **Member** is financial or unfinancial

40.4 Every current **Member** shall promptly advise the **Society** of any change to the **Member's** contact details.

40.5 The **Society** shall also keep a record of the former **Members** of the **Society**. For each **Member** who ceased to be a **Member** within at least the previous 7 years, the **Society** will record:

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

## 41. Interests Register

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

## 42. Access to information for members

42.1 A **Member** may at any time make a written request to the **Society** for information held by the **Society**.

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

- 42.3 The **Society** must, within a reasonable time after receiving a request —
- (a) Acknowledge the request
  - (b) provide the information, or
  - (c) agree to provide the information within a specified period, or
  - (d) 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
  - (e) refuse to provide the information, specifying the reasons for the refusal.

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

- (a) withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
- (b) the disclosure of the information would, or would be likely to, prejudice the commercial position of the **Society** or of any of its **Members**, or
- (c) the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the **Society**, or
- (d) the information is not relevant to the operation or affairs of the society, or
- (e) withholding the information is necessary to maintain legal professional privilege, or
- (f) the disclosure of the information would, or would be likely to, breach an enactment, or

- (g) the burden to the **Society** in responding to the request is substantially disproportionate to any benefit that the **Member** (or any other person) will or may receive from the disclosure of the information, or
- (h) the request for the information is frivolous or vexatious, or
- (i) 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**.

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

- (a) that the **Member** will pay the charge; or
- (b) that the **Member** considers the charge to be unreasonable.

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

## Finances

### 43. Control and management

43.1 The funds and property of the **Society** shall be—

- (a) controlled, invested and disposed of by the **Council**, subject to this **Constitution**, and
- (b) devoted solely to the promotion of the purposes of the **Society**.

43.2 The **Council** shall maintain bank accounts in the name of the **Society**.

43.3 All money received on account of the **Society** shall be banked within 20 **Working Days** of receipt.

43.4 All accounts paid or for payment shall be paid only in accordance with Council policies and decisions submitted and the Treasurer will advise the Council of payments made at its meetings. Advice may be at an aggregated level and any member of Council may ask for more detail.

43.5 The **Council** must ensure that there are kept at all times accounting records that—

- (a) correctly record the transactions of the **Society**, and
- (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 **Society's Constitution**).

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

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

#### 44. Balance date

The **Society's** financial year shall commence on 1 April of each year and end on 31 March (the latter date being the **Society's** balance date).

#### 45. Indemnity of Officers

No Officer, Council member or ordinary member of the Society shall incur any expense or liability in the name of the Society unless the same has been authorised by the Council except that Council Members may incur the necessary expenses for postage, information technology, rent of premises, advertising, printing, stationery, activities and reports in line with decisions of the Council, subject to later reimbursement by the Society.

### Branch Provisions

#### 46. Branches

46.1 With the approval of the **Council**, Branches of the Society may be formed in any part of New Zealand. Proceedings of such Branches shall be conducted in the manner set out in any Bylaws relating to Rules for Branches. All members of Branches must be financial members of the **Society** or of the British Orders and Medals Research Society, of which the Society's Orders and Medals Research Society Branch is also acknowledged to be a Branch, although formally part of the **Society**. In the event of a conflict of the rules of the British Orders and Medals Research Society and the Constitution or Bylaws of the **Society**, the **Society's** Constitution and Bylaws shall prevail.

46.2 Branches may fix such additional local subscriptions as Branch members may decide, provided they do not exceed fifty percent of the current subscription for members of the Society.

46.3 Each Branch approved by the Council shall be entitled to elect one financial member of the **Society** to the **Council**. Such **Council** member may be a resident of the district where the branch is formed or a resident of the Wellington region. Any **Council** member so elected by a Branch shall retire at the next Annual General Meeting but shall be eligible for re-election. The **Council** shall have the power to disband any Branch of the Society if, in the

opinion of a 75% majority of the Council members present at a Council meeting, such course is advisable in the interests of the Society. In such an event, the Council member, if any, who was elected by such Branch shall cease to be a Council member.

## Dispute resolution

### 47. Meanings of dispute and complaint

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

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

- (a) 2 or more **Members**
- (b) 1 or more **Members** and the **Society**
- (c) 1 or more **Members** and 1 or more **Officers**
- (d) 2 or more **Officers**
- (e) 1 or more **Officers** and the **Society**
- (f) 1 or more **Members** or **Officers** and the **Society**.

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

- (a) a **Member** or an **Officer** has engaged in misconduct
- (b) a **Member** or an **Officer** has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or the **Act**
- (c) the **Society** has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or the **Act**
- (d) a **Member's** rights or interests as a **Member** have been damaged or **Member's** rights or interests generally have been damaged.

47.4 A **Member** or an **Officer** may make a complaint by giving to the **Council** (or a complaints **Committee**) a notice in writing that—

- (a) states that the **Member** or **Officer** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
- (b) sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against; and
- (c) sets out any other information or allegations reasonably required by the **Society**.

47.5 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—

- (a) states that the **Society** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
- (b) sets out the allegation to which the dispute relates.

47.6 The information setting out the allegations must be sufficiently detailed to ensure that a person against whom an allegation or allegations is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.

47.7 A complaint may be made in any other reasonable manner permitted by the **Society's Constitution**.

47.8 All **Members** (including the **Council**) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the **Society's** activities.

47.9 The complainant raising a dispute, and the **Council**, must consider and discuss whether a dispute may best be resolved through informal discussions, mediation, or arbitration. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

## 48. How complaint is made

48.1 A **Member** or an **Officer** may make a complaint by giving to the **Council** (or a complaints **Committee**) a notice in writing that—

- (a) states that the **Member** or **Officer** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
- (b) sets out the allegation or allegations to which the dispute relates and whom the allegation is against; and
- (c) sets out any other information reasonably required by the **Society**.

48.2 The **Society** may make a complaint involving an allegation or allegations against a **Member** or an **Officer** by giving to the **Member** or **Officer** a notice in writing that—

1. states that the **Society** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
2. sets out the allegation to which the dispute relates.

48.3 The information given under subclause (1b.) or (2b.) must be sufficient to ensure that a person against whom an allegation is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.

48.4 A complaint may be made in any other reasonable manner permitted by the **Society's Constitution**.

## 49. Person who makes complaint has right to be heard

49.1 A **Member** or an **Officer** who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.

49.2 If the **Society** makes a complaint—

- (a) the **Society** has a right to be heard before the complaint is resolved or any outcome is determined; and
- (b) an **Officer** may exercise that right on behalf of the **Society**.

49.3 Without limiting the manner in which the **Member**, **Officer**, or **Society** may be given the right to be heard, they must be taken to have been given the right if—

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

## 50. Person who is subject of complaint has right to be heard

50.1 This clause applies if a complaint involves an allegation that a **Member**, an **Officer**, or the **Society** (the 'respondent')—

- (a) has engaged in misconduct; or
- (b) has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or this **Act**; or
- (c) has damaged the rights or interests of a **Member** or the rights or interests of **Members** generally.

50.2 The respondent has a right to be heard before the complaint is resolved or any outcome is determined.

50.3 If the respondent is the **Society**, an **Officer** may exercise the right on behalf of the **Society**.

50.4 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—

- (a) the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
- (b) the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
- (c) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
- (d) an oral hearing (if any) is held before the decision maker; and
- (e) the respondent's written statement or submissions (if any) are considered by the decision maker.

## 51. Investigating and determining dispute

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

51.2 Disputes must be dealt with under the **Constitution** in a fair, efficient, and effective manner and in accordance with the provisions of the **Act**.

## 52. Society may decide not to proceed further with complaint

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

- (a) the complaint is considered to be trivial; or
- (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 **Society's 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.

## 53. Society may refer complaint

53.1 The **Society** may refer a complaint to—

- (a) a **Committee** or an external person to investigate and report; or
- (b) a **Committee**, an arbitral tribunal, or an external person to investigate and make a decision.

53.2 The **Society** may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation or facilitation).

## 54. Decision makers

54.1 A person may not act as a decision maker in relation to a complaint if 2 or more members of the **Council** or a complaints **Committee** consider that there are reasonable grounds to believe that the person may not be—

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

## Liquidation and removal from the register

### 55. Resolving to put society into liquidation

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

55.2 The **Council** shall give 20 **Working Days** written **Notice** to all **Members** of the proposed resolution to put the **Society** into liquidation.

55.3 The **Council** shall also give written **Notice** to all **Members** of the **General Meeting** at which any such proposed resolution is to be considered. The **Notice** shall include all information as required by section 228(4) of the **Act**.

55.4 Any resolution to put the **Society** into liquidation must be passed by a 75% majority of all **Members** present and voting

### 56. Resolving to apply for removal from the register

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

56.2 The **Council** shall give 20 **Working Days** written **Notice** to all **Members** of the proposed resolution to remove the **Society** from the Register of Incorporated Societies.

56.3 The **Council** shall also give written **Notice** to all **Members** of the **General Meeting** at which any such proposed resolution is to be considered. The **Notice** shall include all information as required by section 228(4) of the **Act**.

56.4 Any resolution to remove the **Society** from the Register of Incorporated Societies must be passed by a 75% majority of all **Members** present and voting.

### 57. Surplus assets

57.1 If the **Society** is liquidated or removed from the Register of Incorporated Societies, no distribution shall be made to any **Member**.

57.2 On the liquidation or removal from the Register of Incorporated Societies of the **Society**, its surplus assets — after payment of all debts, costs and liabilities — shall be vested in the Nikau Foundation, subject to its agreement, for the benefit of Numismatics in New Zealand or abroad; in any other New Zealand non-profit organisation concerned with numismatics, or otherwise as a 75% majority of members consider appropriate in any other non-profit entity in New Zealand.

57.3 However, in any resolution under this rule, the **Society** may approve a different distribution to a different not-for-profit entity from that specified above, so long as the **Society** complies with this **Constitution** and the **Act** in all other respects.

## Alterations to the constitution

### 58. Amending this constitution

58.1 All amendments 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**.

58.2 The **Society** may amend or replace this **Constitution** at a **General Meeting** by a resolution passed by a 75% majority of those **Members** present and voting.

58.3 That amendment may be approved by a resolution passed in lieu of a meeting but only if authorised by this **Constitution**.

58.4 Any proposed resolution to amend or replace this **Constitution** shall be signed by at least 5 per cent of eligible **Members** and given in writing to the **Council** at least 20 **Working Days** before the **General Meeting** at which the resolution is to be considered and accompanied by a written explanation of the reasons for the proposal.

58.5 At least 20 **Working Days** before the **General Meeting** at which any amendment is to be considered the **Council** shall give to all **Members** notice of the proposed resolution, the reasons for the proposal, and any recommendations the **Council** has.

58.6 When an amendment is approved by a **General Meeting** it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in the **Act** for registration, and shall take effect from the date of registration.

## Other

### 59. Common seal

59.1 The **Society** will have a common seal that must be kept in the custody of the Secretary.

59.2 The common seal may be affixed to any document:

- (a) by resolution of the **Council**, and must be countersigned by 2 **Officers** or
- (b) by such other means as the **Council** may resolve from time to time.

### 60. Bylaws

The **Council** from time to time may make and amend bylaws, and policies for the conduct and control of **Society** activities and codes of conduct applicable to **Members**,

but no such bylaws, policies or codes of conduct applicable to **Members** shall be inconsistent with this **Constitution**, the **Act**, regulations made under the **Act**, or any other legislation.

## Certification

We the undersigned do hereby certify this Constitution to be that adopted by the Society in accordance with the Rules of the Society on 28<sup>th</sup> May 2025

David Galt FRNSNZ, President



Clint Libby, Vice President



Hamish MacMaster, Secretary



Dated this 28th day of May 2025.