



QUEEN MARGARET PARENTS' ASSOCIATION

Constitution

Updated 20 February 2026

1. Introductory rules

1.1 Name

The name of the society is Queen Margaret College Parents' Association Incorporated (in this **Constitution** referred to as the '**Society**').

1.2 Charitable status

The **Society** is already, or intends after incorporation, to be registered as a charitable entity under the Charities Act 2005.

1.3 Definitions

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

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

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

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

'**College**' means Queen Margaret College.

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

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

'**General Meeting**' means either an **Annual General Meeting** or a **Special General Meeting** of the **Members** of the **Society**.

'**Interested Member**' means a **Member** who is 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 or a family or primary caregivers of one or more students 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 **Committee**, or
- occupying a position in the **Society** that allows them to exercise significant influence over the management or administration of the **Society**, including any Chairperson, Vice Chairperson, Secretary 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.

'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 Purposes

- (a) The **Society** is established and maintained exclusively for charitable purposes (including any purposes ancillary to those charitable purposes), namely:
- (i) assisting and promoting the activities, welfare and objectives of the College;
 - (ii) promoting the interests of existing parents or primary caregivers and pupils of the College and to introduce prospective parents or primary caregivers and pupils to the activities of the College;
 - (iii) recommending to the College Board for adoption, any proposals which the Society considered shall give effect to the objects of the Society;
 - (iv) promoting social activity and community spirit among parents or primary caregivers of pupils of the College, specifically to foster the following objectives of the College:
 - (A) to give effect to the concepts of Christian living with an emphasis on respect, compassion and consideration for others, while honouring the College's Presbyterian roots and its legacy of fostering a community grounded in faith, service and inclusivity;
 - (B) to create a culture of curiosity and exploration for young women, so that students become confident principled individuals who make a difference in the modern world;
 - (v) promoting conduct and carry out activities of any kind for the purpose of raising funds for the fulfilling of any of the objects of the Society; and
 - (vi) by whatsoever means at its disposal from time to time to improve equipment and amenities of the College and to facilitate the best use of the same.

- (b) Any income, benefit, or advantage must be used to advance the charitable purposes of the **Society**.

1.5 Act and Regulations

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

1.6 Restrictions on society powers

- (a) The **Society** must not be carried on for the financial gain of any of its members.
- (b) The **Society's** capacity, rights, powers, and privileges are subject to the following restrictions (if any):
 - (i) no member of the Society or any person associated with a member shall participate in or materially influence any decision made by the Society in respect of the payment to or on behalf of that member or associated person of any income, benefit or advantage whatsoever;
 - (ii) any such income paid shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value).

1.7 Registered office

- (a) The registered office of the **Society** shall be at such place in New Zealand as the **Committee** from time to time determines.
- (b) Changes to the registered office shall be notified to the Registrar of Incorporated Societies:
 - (i) at least 5 working days before the change of address for the registered office is due to take effect, and
 - (ii) in a form and as required by the **Act**.

1.8 Contact person

The **Society's** contact person will be the Secretary, and/or such other person(s) as the Committee elects from time to time.

2. Members

2.1 Minimum number of members

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

2.2 Types of members

A **Member** is an individual who is a parent or primary caregiver(s) of one or more students currently attending the College, and who has not ceased to be a **Member**.

2.3 Becoming a member: consent and process

- (a) Every applicant for membership must consent in writing to becoming a **Member**. Consent shall be obtained via the College's student enrollment (or similar) process.
- (b) The consent of every **Member** to become a **Society Member** shall be retained in the College's records, and available to the **Society** or **Members** upon request.

2.5 Members' obligations and rights

- (a) Via the College enrolment process, 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).
- (b) All **Members** shall promote the interests and purposes of the **Society** and shall do nothing to bring the **Society** into disrepute.
- (c) A **Member** is only entitled to exercise the rights of membership (including attending and voting at **General Meetings**) if all subscriptions and any other fees have been paid to the **Society** by their respective due dates.

2.6 Subscriptions and fees

- (a) The subscription and any other fees for membership shall be set by resolution of a **General Meeting** from time to time, and in conjunction with the College Board. Any changes to the fees will be clearly communicated to members.
- (b) Any **Member** failing to pay any subscription or other fees (including any periodic payment) when 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 until all the arrears are paid.

2.7 Ceasing to be a member

- (a) A **Member** ceases to be a **Member**:
 - (i) by resignation from that **Member's** class of membership by written notice signed by that **Member** to the **Committee**, or
 - (ii) on termination of a **Member's** membership following a dispute resolution process under this **Constitution**, or
 - (iii) on death, or
 - (iv) by resolution, approved by at least 75 per cent of the **Committee**, where the Member has failed to meet the conditions of membership in clause 2.5.

with effect from (as applicable)—

- (i) the date of receipt of the **Member's** notice of resignation by the **Committee** (or any subsequent date stated in the notice of resignation), or
- (ii) the date of termination of the **Member's** membership under this **Constitution**, or
- (iii) the date of death of the **Member**, or

- (iv) the date specified in a resolution of the **Committee** and when a **Member's** membership has been terminated the **Committee** shall promptly notify the former **Member** in writing.

3. General meetings

3.1 Procedures for all general meetings

(a) The **Committee** shall give all **Members** at least 10 **Working Days'** written **Notice** of any **General Meeting** and of the business to be conducted at that **General Meeting**.

(b) That **Notice** will be addressed to the **Member** at the contact address notified to the **Society** or via any other membership wide publication that is commonly used. 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**.

(c) **Members** may attend, speak and vote at **General Meetings**—

- (i) in person, or
- (ii) by a signed original written proxy in favour of some individual entitled to be present at the meeting and received by, or handed to, the **Committee** before the commencement of the **General Meeting**, or
- (iii) via video or tele-conferencing facilities if set up for any **General Meeting**.

(d) No **General Meeting** may be held unless at least 20 eligible **Members** attend throughout the meeting and this will constitute a quorum.

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

(f) A **Member** is entitled to exercise one vote on any motion at a **General Meeting** in person or by proxy, and voting at a **General Meeting** shall be by voices or by show of hands or other electronic means if necessary, or on demand of the chairperson or of 2 or more **Members** present, by secret ballot.

(g) 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.

(h) Any decisions made when a quorum is not present are not valid.

(j) **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.

(k) All **General Meetings** shall be chaired by the **Chairperson**. If the **Chairperson** is absent, the meeting shall be chaired by the Vice Chairperson.

- (l) Any person chairing a **General Meeting** has a deliberative and, in the event of a tied vote, a casting vote.
- (m) Any person chairing a **General Meeting** may:
 - (i) 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.
 - (ii) direct that any person not entitled to be present at the **General Meeting**, or obstructing the business of the **General Meeting**, or behaving in a disorderly manner, or being abusive, or failing to abide by the directions of the chairperson be removed from the **General Meeting**, and
 - (iii) in the absence of a quorum or in the case of emergency, adjourn the **General Meeting** or declare it closed.
- (n) 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**.
- (o) 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 5 **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 **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**.

3.2 Minutes

The Society must keep minutes of all General Meetings. Minutes will be available to all Members within the time period stipulated in the relevant Society bylaws, or if no applicable bylaw, then within a reasonable time.

3.3 Annual General Meetings: when they will be held

An **Annual General Meeting** shall be held once a year on a date in the first school term of the year 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** shall apply.

3.4 Annual General Meetings: business

- (a) The business of an **Annual General Meeting** shall be to:
 - (i) confirm the minutes of the last **Annual General Meeting** and any **Special General Meeting(s)** held since the last **Annual General Meeting**,
 - (ii) adopt the annual report on the operations and affairs of the **Society**, if any,
 - (iii) adopt the **Committee's** report on the finances of the **Society**, and the annual financial statements,

- (iv) consider any motions of which prior notice has been given to **Members** with notice of the **Meeting**, and
- (v) consider any general business.

3.5 Special General Meetings

- (a) **Special General Meetings** may be called at any time by the **Committee** by resolution.
- (b) The **Committee** must call a **Special General Meeting** if it receives a written request signed by at least 20 **Members**.
- (c) Any resolution or written request must state the business that the **Special General Meeting** is to deal with.
- (d) 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 **Committee's** resolution or the written request by **Members** for the **Meeting**.

4. Committee

4.1 Committee composition

The **Committee** will consist of at least seven (7) **Officers** and no more than twenty-one (21) **Officers**.

4.2 Functions of the committee

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 Incorporated Societies Act 2022, any Regulations made under that **Act**, and this **Constitution**.

4.3 Powers of the committee

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 this **Constitution**.

4.4 Sub-committees

The **Committee** may appoint sub-committees consisting of such persons (whether or not **Members** of the **Society**) and for such purposes as it thinks fit. Unless otherwise resolved by the **Committee**:

- (a) the quorum of every sub-committee is half the members of the sub-committee but not less than 2,
- (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 authority from the **Committee**, and
- (d) a sub-committee must not further delegate any of its powers.

4.5 General matters: committees

- (a) The **Committee** and any sub-committee may act by resolution approved during a conference call using audio and/or audio-visual technology or through a written ballot conducted by email, electronic voting system, or post, and any such resolution shall be recorded in the minutes of the next **Committee** or sub-committee meeting.
- (b) Other than as prescribed by the **Act** or this **Constitution**, the **Committee** or any sub-committee may regulate its proceedings as it thinks fit.

5. Committee meetings

5.1 Procedure

- (a) The quorum for **Committee** meetings is at least seven (7) members of the **Committee**.
- (b) A meeting of the **Committee** may be held either:
 - (i) by members of the **Committee**, being assembled together at the place, date and time appointed for the meeting; or
 - (ii) by means of audio, or audio and visual, communication by which all members of the **Committee** participating can simultaneously hear each other throughout the meeting.

If the quorum for any **Committee** meeting is not met, the **Committee** meeting may still proceed, however any decisions made at such a meeting must be subsequently approved (by email or other appropriate means) by at least the majority of the **Committee Members**.

- (c) 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.
- (d) The Chairperson of the Society shall act as chairperson of the **Committee**. If at a meeting of the **Committee**, the Chairperson is not present, the Vice Chairperson shall be chairperson of the meeting. The chairperson does have a casting vote in the event of a tied vote on any resolution of the **Committee**.

5.2 Frequency

- (a) The **Committee** 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 **Chairperson** or **Secretary**, but no less than 8 times per year

(b) The **Secretary**, or other **Committee** member nominated by the **Committee**, shall give to all **Committee** members not less than 5 **Working Days**' notice of **Committee** meetings, but in cases of urgency a shorter period of notice shall suffice.

6. Officers

6.1 Qualifications of officers

- (a) Every **Officer** must be a natural person who, prior to election or appointment:
- (i) has consented in writing to be an officer of the **Society**, and
 - (ii) certifies that they are not disqualified under section 47(3) of the **Act** or section 36B of the Charities Act 2005 from being elected or appointed or otherwise holding office as an **Officer** of the **Society**.
- (b) The Officers of the Society, as a minimum, shall consist of a Chairperson, a Vice Chairperson, a Secretary and Treasurer.
- (c) The Secretary shall be the convenor of the Committee and shall record the Minutes of Committee Meetings and of General or Special Meetings.

6.2 Officers' duties

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:
 - the nature of the **Society**,
 - the nature of the decision, and
 - 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.

6.3 Election or appointment of officers

The election of **Officers** shall be conducted as follows.

- (a) **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 **Committee** (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 a **Officer** (as described in the 'Qualification of Officers' rule above). Any such appointment must be ratified at the next **Annual General Meeting**.
- (b) A candidate's written nomination, accompanied by the written consent of the nominee with a certificate that the nominee is not disqualified from being appointed or holding office as a **Officer** (as described in the 'Qualification of Officers' rule above) shall be received by the **Society** at least 5 **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**.
- (c) Votes shall be cast in such a manner as the person chairing the meeting determines. In the event of any vote being tied, the tie shall be resolved by the incoming **Committee** (excluding those in respect of whom the votes are tied).
- (d) Two **Members** (who are not nominees) or non-**Members** appointed by the **Chairperson** shall act as scrutineers for the counting of the votes and destruction of any voting papers.
- (e) The failure for any reason of any **Member** to receive such **Notice** of the general meeting shall not invalidate the election.
- (f) In addition to **Officers** elected under the foregoing provisions of this rule, the **Committee** 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 **Committee** 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).
- (g) A candidate for an Officer role of Chairperson, Vice Chairperson, Secretary or Treasurer shall only be eligible for election if, at the time of the first election into the role:
 - (i) they are a parent or primary caregiver of a student who is in at least their second year at the College; and
 - (ii) they are the parent or primary caregiver of a student who is in Year 12 or below.

6.4 Term

- (a) The term of office for all **Officers** elected to the **Committee** shall be 2 years, expiring at the end of the **Annual General Meeting** in the year corresponding with the last year of each **Officer's** term of office.

(b) Except as provided for below, no Chairperson, Vice Chairperson, Treasurer or Secretary shall serve for more than four (4) consecutive years (i.e. two terms of two years) in that role. The Treasurer may hold office for longer than four (4) consecutive years if there is no one suitable, capable or available for the role after the current Treasurer's tenure has ended.

6.5 Removal 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) the **Officer** elected to the **Committee** has been absent from 3 consecutive committee meetings without leave of absence from the **Committee**,
- (b) the **Officer** has brought the **Society** into disrepute,
- (c) the **Officer** has failed to disclose a conflict of interest, and/or
- (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**.

6.6 Ceasing to hold office

(a) 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**.

(b) Each **Officer** shall within 10 **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**.

6.7 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 or 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).

(c) 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.

(d) 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.

(e) 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**.

6.8 Powers of the Committee

In furtherance and not in limitation of and without prejudice to the general power of the **Committee** conferred or implied by this **Constitution** or otherwise however it is expressly declared that the **Committee** may exercise and perform the following powers and duties:

- (a) co-opt persons to serve on the **Committee**;
- (b) delegate any of its powers or duties to any sub-committee consisting of such member or members of the Committee as may be thought fit, with power to co-opt to such subcommittee any person or persons;
- (c) administer, invest and distribute any specific funds, in accordance with any by laws;
- (d) fill a casual vacancy for the position of officer, committee member or College Board representative;
- (e) and shall carry out all resolutions passed by the Society in General Meeting.

6.9 College Board Representatives

So long as the Society shall be entitled to nominate a representative or representatives on the Board of the College, the Chairperson of the Society for the time being (if available) shall be one of such representatives. The other representative or representatives shall be appointed by the Committee at its first ordinary meeting following the Annual General Meeting.

7. Records

7.1 Register of Members

The **Society** shall keep an up-to-date Register of Members via the College.

7.2 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.

7.3 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, or
 - (ii) agree to provide the information within a specified period, or
 - (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, or
 - (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**, or
 - (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**, or
 - (iv) the information is not relevant to the operation or affairs of the society, or
 - (v) withholding the information is necessary to maintain legal professional privilege, or
 - (vi) the disclosure of the information would, or would be likely to, breach an enactment, or
 - (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, or
 - (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 10 **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 rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

8. Finances

8.1 Control and management

- (a) The funds and property of the **Society** shall be—
 - (i) controlled, invested and disposed of by the **Committee**, subject to this **Constitution**, and
 - (ii) devoted solely to the promotion of the purposes of the **Society**.
- (b) The **Committee** shall maintain bank accounts in the name of the **Society**.
- (c) All money received on account of the **Society** shall be banked within 30 **Working Days** of receipt.
- (d) All accounts paid or for payment shall be submitted to those Officers who the **Committee** have delegated for approval of payment.
- (e) The **Committee** must ensure that there are kept at all times accounting records that:
 - (i) correctly record the transactions of the **Society**, and
 - (ii) allow the **Society** to produce financial statements that comply with the requirements of the **Act**, and
would enable the financial statements to be readily and properly audited (if required under any legislation or the **Society's Constitution**).
- (f) The **Committee** must establish and maintain a satisfactory system of control of the **Society's** accounting records.
- (g) 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**.

8.2 Balance date

The **Society's** financial year shall commence on the first of January of each year and end on the 31st of December (the latter date being the **Society's** balance date).

8.3 Audit

- (a) The accounts of the **Society** shall be audited by a qualified, independent accountant who shall not be a member of the Committee.
- (b) The College Board or College may request any other audit of the Society or Committee from time to time, and the Society or Committee (as applicable) shall comply with such request.

9. Dispute resolution

If there is any dispute or complaint (each as defined in the Act) the dispute or complaint will be referred to the dispute resolution process set out in the Act.

10. Liquidation and removal from the register

10.1 Surplus assets

If the **Society** is liquidated, or removed from the Register of Incorporated Societies, no distribution shall be made to any **Member**, and if any property remains after the settlement of the **Society's** debts and liabilities, that property must be given or transferred to another organisation for a similar charitable purpose or purposes as defined in section 5(1) of the Charities Act 2005.

11. Alterations to the constitution

11.1 Amending this constitution

- (a) All amendments must be made in accordance with this **Constitution**. Any minor or technical amendments shall be notified to **Members** as outlined in section 31 of the **Act**.
- (b) The **Society** may amend or replace this **Constitution** at a **General Meeting** by a resolution passed by a two-thirds majority of those **Members** present and voting.
- (e) At least ten (10) **Working Days** before the **General Meeting** at which any amendment is to be considered the **Committee** shall give to all **Members** notice of the proposed resolution, the reasons for the proposal, and any recommendations the **Committee** has.
- (f) 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.
- (g) If the society is registered as a charity under the Charities Act 2005 the amendment shall also be notified to Charities Services as required by section 40 of that Act.

12. Other

12.1 Bylaws

- (a) The **Committee** 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.
- (b) Any bylaws made in accordance with clause 12.1(a) will be published or otherwise made available to **Members** in a manner that the **Committee** thinks best at the time.