

CONSTITUTION OF U3A WELLINGTON CITY INCORPORATED

CONTENTS

1. [Name](#)
2. [Charitable status](#)
3. [Definitions](#)
4. [Interpretation](#)
5. [Purposes](#)
6. [Capacity and powers](#)
- [Members](#)
7. Membership
8. Rights and obligations of Members
9. Suspension or termination of membership
10. Ceasing to be a Member
11. Annual subscription
12. Register of Members
- [Society meetings](#)
13. Annual General Meeting
14. Business of Annual General Meeting
15. Special General Meeting
16. Conduct of Society meeting
17. Alterations to Constitution
18. Omissions and irregularities
- [Officers](#)
19. Officers
20. Duties of officers
21. Conflicts of interest
22. Interests register
- [Governing body of Society](#)
23. The Committee
24. Membership of Committee
25. Disqualification
26. Vacancies
27. Suspension of Committee member
28. Removal of Committee member
29. Committee member ceasing to hold office
30. Meetings of the Committee
31. Finance
32. Registered office
33. Contact persons
34. Common seal
35. Bylaws
36. Notices

[Indemnity and insurance](#)

- 37. Indemnity and insurance
[*Procedures for resolving disputes*](#)
- 38. Meanings of dispute and complaint
- 39. Procedures
[*Liquidation*](#)
- 40. Liquidation
[*Transitional provisions*](#)
- 41. Transition
- 42. Officers and members of Committee
- 43. Members of Society
- 44. Bylaws
[SCHEDULE - DISPUTE RESOLUTION PROCEDURES](#)
- 2 How complaint is made
- 3 Person who makes complaint has right to be heard
- 4 Person who is subject of complaint has right to be heard
- 5 Investigating and determining dispute
- 6 Society may decide not to proceed further with complaint
- 7 Society may refer complaint
- 8 Decision makers

1. Name

1.1 The name of the Society is **U3A Wellington City Incorporated**.

1.2 The Society, until incorporated under the Incorporated Societies Act 2022, was a society incorporated under that name under the Incorporated Societies Act 1908.

2. Charitable status

U3A Wellington City Incorporated is already registered, or intends after incorporation to be registered, as a charitable entity under the Charities Act 2005.

3. Definitions

In this Constitution, unless the context otherwise requires,—

Act means the Incorporated Societies Act 2022:

AGM or Annual General Meeting means a meeting of the Members of the Society held once a year under this Constitution:

balance date means the Society's balance date under section 41 (3) to (7) of the Charities Act 2005:

bylaws means any bylaws and codes of conduct made under clause 35 of this Constitution:

charitable entity has the same meaning as in section 4(1) of the Charities Act 2005:

Chief Executive means the Chief Executive of the Department that is for the time being responsible for the administration of the Charities Act 2005:

Committee means the Committee that is elected or appointed under clause 24 of this Constitution and is the governing body of the Society:

Committee member means a member of the Committee elected or appointed under clause 24 of this Constitution:

complaint has the meaning set out in section 38 of the Act:

contact details of a person include at least:

- (a) a physical or electronic address used by the person; and
- (b) a telephone number that is used by the person:

contact person means a person holding the position of contact person of the Society for the purposes of sections 112 to 116 of the Act:

dispute has the meaning set out in section 38 of the Act:

dispute resolution procedures are the procedures set out in the Schedule to this Constitution (which procedures are the dispute resolution procedures in clauses 2 to 8 of Schedule 2 of the Act):

document has the same meaning as in section 4 (1) of the Evidence Act 2006:

Interests Register means the register kept under clause 22 of this Constitution:

In writing means any communication method which may be hard copy or email, or other written media that may be archived:

Member means, in relation to the Society, a person who has been admitted to membership of the Society under this Constitution and whose membership is current:

office means any Committee office including the office of president, treasurer, secretary and any other office identified and agreed by the Committee.

Officer means, in relation to the Society, a natural person who is a member of the Committee and includes the President, the Secretary, and the Treasurer:

President means the Member of the Society elected or appointed under this Constitution as President:

register of incorporated societies means the register of incorporated societies established under section 231 of the Act:

register of Members means the register of Members kept by the Society under clause 12 of this Constitution:

Registered office means the registered office maintained in New Zealand by the Society in accordance with sections 110 and 111 of the Act and clause 32 of this Constitution:

Registrar means the Registrar of Incorporated Societies:

Secretary means the Member of the Society elected or appointed under this Constitution as Secretary:

SGM or Special General Meeting means a meeting of Members of the Society, other than an AGM, called for a specific purpose or purposes:

Society means the society incorporated under the Incorporated Societies Act 2022 and named U3A Wellington City Incorporated:

Society meeting means an Annual General Meeting or a Special General

Meeting held under this Constitution, but does not include a Committee meeting:

Treasurer means the Member of the Society elected or appointed under this Constitution as Treasurer:

working day has the meaning given to that term by section 4 of the Property Law Act 2007, and excludes the day observed as Wellington Anniversary Day.

4. **Interpretation**

4.1 Unless the context otherwise requires:

- (a) clause headings are for reference only;
- (b) expressions referring to writing include references to words visibly represented, copied, or reproduced, including by email;
- (c) reference to a person includes any other entity or association recognised by law and vice versa and any reference to a particular entity includes a reference to the entity's successors;
- (d) a reference to any legislation includes any statutory regulations, rules, orders, or instruments made or issued pursuant to that legislation and any amendment to, re-enactment of, or replacement of that legislation;
- (e) all periods of time or notice exclude the days on which they are given.

5. **Purposes**

5.1 The purposes of the Society are

- (a) to provide opportunities for people of the 'Third Age' to share knowledge and continue their education free from the pressures of more formal education systems;
- (b) to provide stimulating activities to enhance social, mental and physical wellbeing;
- (c) to encourage members to form interactive groups to share knowledge and develop interest in new fields; and
- (d) to do any other things which may help to achieve any of the above purposes.

5.2 Financial gain is not a purpose of the Society.

6. **Capacity and powers**

6.1 The Society has, both within and outside New Zealand, --

- (a) full capacity to carry on and undertake any activity, do any act, or enter into any transaction; and
- (b) for the purposes of paragraph (a) of this subclause, full rights, powers, and privileges.

6.2 Clause 6.1 is subject to the Act, any other legislation, and the general law.

6.3 In furtherance of its purposes, the Society's powers include --

- (a) power to purchase, take on lease, hire or otherwise acquire or dispose of such real or personal property as the Society thinks necessary or expedient;
- (b) power to make or accept donations, gifts, and legacies:

- (c) power to lend or borrow money (with or without giving security):
 - (d) power to invest money in investments authorised by law for the investment of trust funds:
 - (e) power to employ people.
- 6.4 The income and property of the Society shall be applied solely towards the promotion of the purposes of the Society, and in no case shall be transferred directly or indirectly by way of profit or income to any Officer or Member.
- 6.5 Nothing in this clause prevents an Officer or Member –
- (a) receiving reimbursement of actual and reasonable expenses incurred; or
 - (b) entering into any transactions with the Society for goods or services supplied to or from them, which are at arm's length, relative to what would occur between unrelated parties.
- 6.6 However, no Officer or Member is allowed to influence any decision made by the Society in respect of payments or transactions between the Society and them, their direct family, or any associated entity.
- 6.7 The Society may do all such other lawful things deemed by the Society to be necessary, convenient or incidental to the attainment of its purposes.

Members

7 Membership

- 7.1 The Committee may admit to membership any adult person –
- (a) who is not engaged in full-time employment; and
 - (b) who consents in writing to becoming a Member of the Society and to paying an annual subscription determined from time to time by the Committee.
- 7.2 The Committee may refuse membership to any person without being bound to give any reason for the refusal.
- 7.3 Membership may comprise different classes of Members as decided by the Committee.
- 7.4 The Committee may admit to membership as an honorary member any person who, in the opinion of the Committee, has rendered special services to the Society. Honorary members will be exempt from paying annual subscriptions but will be entitled to vote at a Society meeting.
- 7.5 Every Member is entitled to receive notice of, and to vote at, all Society meetings, and to receive any publications that the Society may from time to time issue.
- 7.6 A Member may resign at any time by giving written notice to the Secretary.

8. Rights and obligations of Members

- 8.1 Members acknowledge and agree that they:
- (a) are bound by, and will comply with, this Constitution and the bylaws; and
 - (b) are subject to the jurisdiction of the Society; and
 - (c) are entitled to all rights and entitlements granted by this Constitution or as determined by the Committee; and
 - (d) in order to receive or to continue to receive or exercise Member rights,

- must meet all Member requirements set out in this Constitution and the bylaws or as otherwise set by the Committee, including payment of any membership or other fees within the required time period; and
- (e) if they fail to comply with paragraph (d) of this clause, their membership may be terminated by the Committee; and
- (f) are Members of a society that cannot be carried on for the financial gain of any of its Members; and
- (g) do not have any rights of ownership of, or the automatic right to use, the property of the Society; and
- (h) will promote the interests and purposes of the Society, and must not do anything to bring the Society into disrepute.

9. Suspension or termination of membership

- 9.1 If a Member is, or may be, in breach of clause 8 of this Constitution, and the Committee believes that it is in the best interests of the Society to do so, the Committee may by resolution:
- (a) suspend the Member until final determination of the matter under the dispute resolution process applicable to the matter; or
 - (b) terminate the Member's membership.
- 9.2 The Committee must, before passing a resolution under clause 9.1 in relation to a Member, give the Member notice of the proposed suspension or termination of the Member's membership and give the Member a reasonable opportunity of showing cause why the Member's membership should not be suspended or terminated.
- 9.3 Unless otherwise determined by the Committee, while a Member is suspended, the Member, until such time as the alleged breach is resolved or determined:
- (a) is not entitled to attend, speak, or vote at a Society meeting; and
 - (b) is not entitled to any other rights or entitlements as a Member; and
 - (c) in the case of an individual Member is not entitled to continue to hold office in any position within the Society.
- 9.4 The Committee may, in exceptional circumstance, agree to continue membership for a limited period after the date of suspension or termination.

10. Ceasing to be a Member

- 10.1 A Member ceases to be a Member if that Member –
- (a) dies; or
 - (b) gives written notice of resignation to the Secretary; or
 - (c) fails to pay an annual subscription within two months of it becoming due and payable; or
 - (d) has the Member's membership terminated following a dispute resolution process or such other process set out or referred to in this Constitution.
- 10.2 A Member who ceases to be a Member:
- (a) remains responsible to pay all the Member's outstanding membership and other fees to the Society; and
 - (b) ceases to be entitled to any rights as a Member, while continuing to

be bound by the obligations of a Member under this Constitution.

11. Annual subscription

- 11.1 The annual subscription payable by Members shall be determined from time to time by the Committee, which shall also determine the due date for the payment of the annual subscription.
- 11.2 Where the Committee makes any change in the annual subscription, it must inform the Members of that change at least two months before the start of the next financial year.

12. Register of Members

- 12.1 The Society must keep an up-to-date register of its Members.
- 12.2 The register must contain –
 - (a) the name of each Member; and
 - (b) the last known contact details of each Member; and
 - (c) the date on which each member became a Member; and
 - (d) all other information prescribed by regulations made under the Act.
- 12.3 A Member must provide notice to the Society of any change in the Member's contact details.
- 12.4 The Society must update its register of Members as soon as practicable after becoming aware of changes to the information recorded on the register.
- 12.5 Membership details are kept private and only released in approved circumstances and with the agreement of the Member.
- 12.6 The Society must keep a record of the name of each person who has ceased to be a Member of the Society within the previous seven years and the date on which that person ceased to be a Member.

Society Meetings

13. Annual General Meeting

- 13.1 The Society must call an Annual General Meeting of Members to be held in each year:
 - (a) not later than 6 months after the balance date of the Society; and
 - (b) not later than 15 months after the previous Annual General Meeting.
- 13.2 Subject to 13.1, the Committee:
 - (a) decides the date, time, and place at which the meeting must be held; and
 - (b) ensures that minutes of the meeting are kept.

14. Business of Annual General Meeting

- 14.1 The business of the Annual General Meeting includes:
 - (a) consideration and adoption of the minutes of the previous Annual General Meeting and of any unconfirmed minutes of previous Society meetings;
 - (b) consideration and adoption of the Committee's annual report on the operations and affairs of the Society for the preceding financial year;
 - (c) consideration and adoption of the financial statements of the Society for the preceding financial year;

- (d) consideration of the review report of the financial statements if the financial statements are required to be reviewed by law or the Committee requires it:
 - (e) notice of the disclosures, or types of disclosures, made under section 63 of the Act (disclosure of interest) during the previous annual year (including a brief summary of the matters, or types of matters, to which those disclosures relate):
 - (f) election of the President, Secretary, and Treasurer and the other members of the Committee:
 - (g) consideration of any motions proposing to amend this Constitution that have been properly submitted for consideration at the Annual General Meeting:
 - (h) consideration of any other items of business that have been properly submitted for consideration at the Annual General Meeting:
 - (i) any other business which a majority of the Members present at the meeting consider should be transacted.
- 14.2 The annual report must contain the information prescribed by the regulations (if any) made under the Act.
- 14.3 In subclause (1)(e) of this clause, the word “matters” has the same meaning as the word “matter” in section 62 of the Act.
- 14.4 Members must give notice of any proposed motions and other items of business to the Society at least 21 days before the date of the Annual General Meeting.
- 14.5 Notice of the agenda containing the business to be discussed at the Annual General Meeting must be sent to all persons entitled to attend the Annual General Meeting at least 21 days before the date of the Annual General Meeting.
- 15. Special General Meeting**
- 15.1 The Committee must call a Special General Meeting of the Members of the Society on the written request of not less than five members of the Committee or not less than 50 Members of the Society.
- 15.2 The request must in either case state the nature of the business to be transacted.
- 15.3 The Committee must give to all Members of the Society not less than 21 days’ notice of the date, time, and place of the meeting.
- 15.4 The notice shall state the nature of the business to be transacted at the meeting.
- 15.5 No accidental omission to give notice to any Member shall invalidate the meeting.
- 15.6 A Special General Meeting may only consider and deal with the business specified in the request for the Special General Meeting.
- 16. Conduct of Society meetings**
- 16.1 The chair at any Society meeting shall be the President or, in the absence of the President, another member of the Committee chosen by the meeting.
- 16.2 The quorum for a Society meeting is 50 Members.

- 16.3 No business is to be transacted at any Society meeting unless a quorum is present at the time when the meeting is due to start.
- 16.4 The quorum must always be present during the Society meeting.
- 16.5 A Society meeting must be held by a quorum consisting of at least 50 Members:
- (a) being assembled together at the time and place appointed for the meeting; or
 - (b) participating in the meeting by means of radio, audio and visual, or electronic communication; or
 - (c) participating in the meeting by a combination of the methods described in paragraphs (a) and (b) of this subclause.
- 16.6 Where paragraph (a) of subclause 16.5 applies, voting at the Society meeting shall be by voice or (at the discretion of the chair of the meeting) by a show of hands.
- 16.7 Where paragraphs (b) and (c) of subclause 16.5 apply, voting at the Society meeting shall be by such means as the chair of the meeting determines.
- 16.8 Except as otherwise provided by this Constitution, decisions at a Society meeting shall be made by a majority of the Members present.
- 16.9 The chair of a Society meeting shall have both a substantive vote and a casting vote. Voting by proxy is not permitted.
- 16.10 The Society must keep full minutes of each Society meeting.

17. Alterations to Constitution

- 17.1 Alteration to this Constitution may be made at a Society meeting if:
- (a) notice of the proposed alteration has been given to the Secretary not less than 21 days before the Society meeting; and
 - (b) the alteration is approved without substantial amendment, by not less than two-thirds of the members present.
- 17.2 Subclause 17.1 is subject to section 31 of the Act, which allows the Society to amend this Constitution under that section if the amendment –
- (a) has no more than minor effect; or
 - (b) corrects errors or makes similar technical alterations.
- 17.3 Every amendment to this Constitution must be in writing.
- 17.4 No addition to, deletion from, or alteration of this Constitution may be made which would allow personal pecuniary profits to any individual.

18. Omissions and irregularities

- 18.1 A Society meeting and its business will not be invalidated simply because one or more Members did not receive notice of the Society meeting.
- 18.2 A Society meeting and its business will not be invalidated by an irregularity, error, or omission in notices, agendas, and relevant papers of the Society meeting or the omission to give notice within the required time frame or the omission to give notice to all Members and any other error in the organisation of the Society meeting if:
- (a) the chair, in the chair's discretion, determines that it is still appropriate for the Society meeting to proceed despite the irregularity, error, or omission; and
 - (b) a motion to proceed is put to the Society meeting and a majority,

of two-thirds of votes cast, is obtained in favour of the motion to proceed.

Officers

19. Officers

19.1 The Officers of the Society are the President, the Secretary, the Treasurer and the other Members of the Society, numbering not more than 11, who are elected or appointed as members of the Committee.

19.2 The responsibilities of the President are –

- (a) to ensure that this Constitution is followed; and
- (b) to convene meetings, and to establish whether or not a quorum is present; and
- (c) to chair meetings and to determine who may speak and when; and
- (d) to oversee the operation of the Society; and
- (e) to report on the operations of the Society at each Annual General Meeting.

19.3 The responsibilities of the Secretary are –

- (a) to record the minutes of meetings; and
- (b) to hold the Society's records, documents, and books, except those required for the Treasurer's function; and
- (c) to receive and reply to correspondence as required by the Committee; and
- (d) to lodge the Society's annual financial statements with the Registrar after their adoption by the members at an Annual General Meeting; and
- (e) to ensure that, within 6 months after the balance date of the Society, an annual return that complies with section 41(2) of the Charities Act 2005 is sent or delivered to the chief executive; and
- (f) to notify the Registrar of any changes to this Constitution; and
- (g) to be a contact person for the Society.

19.4 The responsibilities of the Treasurer are:

- (a) to keep proper accounting records of the Society's financial transactions; and
- (b) to prepare annual financial statements for presentation at each Annual General Meeting; and
- (c) to provide a financial report at each annual general meeting; and
- (d) to provide financial information to the Committee.

20. Duties of Officers

An Officer:

- (a) when exercising or performing duties as an Officer, must act in good faith and in what the Officer believes to be in the best interests of the Society;
- (b) must exercise power as an Officer 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; and
 - (ii) the nature of the decision; and
 - (iii) the position of the Officer and the nature of the responsibilities undertaken by Officers:
- (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's creditors:
- (f) must not agree to the Society incurring an obligation unless the Officer believes at that time on reasonable grounds that the Society will be able to perform the obligation when it is required to do so:
- (g) when exercising powers or performing duties as an Officer, may rely on reports, statements, and financial data and other information prepared or supplied, and on professional or expert advice given by any of the following persons:
- (i) an employee of the Society whom the Officer believes on reasonable grounds to be reliable and competent in relation to the matters concerned:
 - (ii) a professional adviser or expert in relation to matters that the Officer believes on reasonable grounds to be within the person's professional or expert competence:
 - (iii) any other Officer or subcommittee of Officers upon which the Officer did not serve in relation to matters within the Officer's or subcommittee's delegated authority,
- If the Officer in exercising those powers or performing those duties acts in good faith and makes proper inquiry where the need for inquiry is indicated by the circumstances and the Officer has no knowledge that the reliance is unwarranted.

21. Conflicts of interest

21.1 A person who is an Officer is interested in a matter if that person:

- (a) may obtain a financial benefit from the matter; or
- (b) is the spouse, civil union partner, de facto partner, child, parent, grandparent, grandchild, sibling, nephew, niece, uncle, aunt, or first cousin of a person who may obtain a financial benefit from the matter; or
- (c) may have a financial interest in a person to whom the matter relates; or
- (d) is a partner, director, officer, board member, or trustee of a person who may have a financial interest in a person to whom the matter relates.

21.2 However, a person who is an Officer is not interested in a matter:

- (a) merely because that person receives an indemnity, insurance cover, remuneration, or other benefits authorised under the Act; or
- (b) if that person's interest is the same or substantially the same as the

- benefit or interest of all or most other Members of the Society due to the membership of those Members; or
 - (c) if that person's interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence that person in carrying out that person's responsibilities as an Officer under the Act or this Constitution.
- 21.3 In this clause and in clause 22, matter means:
- (a) the Society's performance of its activities or exercise of its powers; or
 - (b) an arrangement, an agreement, or a contract (a transaction) made or entered into, or proposed to be entered into, by the Society.
- 22. Interests Register**
- 22.1 The Society must keep an Interests Register.
- 22.2 An Officer who is interested in a matter relating to 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 Committee; and
 - (b) in the Interests Register.
- 22.3 Disclosure under subclause 22.2 must be made as soon as practicable after the Officer becomes aware of the Officer's interest in the matter.
- 22.4 An Officer who is interested in a matter relating to the Society –
- (a) must not vote or take part in a decision of the Committee relating to the matter, unless all non-interested Officers consent; and
 - (b) must not sign any document relating to the entry into a transaction or the initiation of the matter, unless all non-interested Officers consent; and
 - (c) must not take part in any discussion of the Committee relating to the matter or be present at the time of the decision of the Committee, unless all non-interested Officers consent; and
 - (d) may be counted for the purpose of determining whether there is a quorum at any meeting at which the matter is considered.
- 22.5 Despite subclause 22.4, if 50% or more Officers are interested in a matter, a Special General Meeting must be called to consider and determine the matter.
- 22.6 The Committee must, in the manner prescribed by the regulations (if any) made under the Act, notify the Members of the Society of a failure to comply with section 63 or section 64 of the Act, and of any transactions affected, as soon as practicable after becoming aware of the failure.

Governing body of Society

23. The Committee

The Committee, whose members are elected or appointed under clause 24 of this Constitution, is the governing body of the Society and, subject to any modifications, exceptions, or limitations contained in the Act or in this Constitution, -

- (a) must manage, direct, or supervise the operation, and affairs of the Society; and
- (b) has all the powers necessary for managing, and for directing and

supervising the management of, the operation and affairs of the Society.

24. Membership of Committee

24.1 The members of the Committee are:

- (a) the President, the Secretary, and the Treasurer; and
- (b) the other Members of the Society (numbering not more than 11) who are elected or appointed as members of the Committee and become (like the President, the Secretary, and the Treasurer) Officers of the Society.

24.2 The President, the Secretary, and the Treasurer and the other Members of the Society elected as members of the Committee shall be elected at the Annual General Meeting.

24.3 Their terms of office shall start at the end of the Annual General Meeting at which they are elected and finish at the end of the following Annual General Meeting. No person shall continue in a specific office after serving continuously in that office for a period of five years.

24.4 A candidate for election as President, Secretary, or Treasurer or for election as a member of the Committee must be nominated and seconded in writing by two Members of the Society.

24.5 The nomination, accompanied by:

- (a) the candidate's written consent to nomination; and
- (b) the candidate's certification that the candidate is not disqualified from being elected or appointed or otherwise holding office as an Officer of the Society;

must be lodged with the Secretary not less than seven days before the Annual General Meeting. No nominations will be accepted at the meeting.

24.6 The Committee may from time to time elect one of their number to be Vice-President of the Society. The Vice-President may deputise for, and carry out the functions of the President as necessary when the President is unavailable.

24.7 The Committee may from time to time by resolution delegate any of its powers to one or more subcommittees.

25. Disqualification

25.1 Persons disqualified from being elected or appointed, or holding office, as an Officer of the Society or as a member of the Committee are as follows:

- (a) a person who is an employee of, or contractor to, the Society; or
- (b) a person who is disqualified from being elected or appointed or otherwise holding office as an Officer of the Society by section 47 of the Act or section 36B or section 36C of the Charities Act 2005; or
- (c) a person who has been removed as an Officer of the Society or as an existing Committee member following a process under this Constitution or any bylaw.

25.2 If a person who is an existing Officer of the Society or an existing Committee member becomes or holds any position to which subclause 25.1(a) or subclause 25.1(b) applies, that person is deemed to have vacated that person's office as an Officer of the Society or as a

Committee member.

- 25.3 If any of the circumstances listed in subclause 25.1(c) occur in relation to a person who is an existing Officer of the Society or an existing Committee member, that person is deemed to have vacated that person's office as an Officer of the Society or as a Committee member upon the relevant authority making an order removing that person from office.

26. Vacancies

- 26.1 If there is a casual vacancy on the Committee, the remaining members of the Committee:
- (a) may appoint a Member of the Society who is qualified to be an Officer of the Committee and a member of the Committee to fill the vacancy; or
 - (b) may leave the casual vacancy unfilled until the next Annual General Meeting.
- 26.2 A person appointed to fill a casual vacancy on the Committee must be nominated and seconded in writing by two Members of the Society.
- 26.3 The nomination, accompanied by the person's written consent to nomination and the required certification that the person nominated is not disqualified from holding office must be lodged with the Secretary before the appointment is made.
- 26.4 The person appointed continues in office until the expiry of the term of office of the person being replaced.

27. Suspension of Committee member

- 27.1 If a Committee member is or may be the subject of an allegation or notice relating to a matter described in clause 22 of this Constitution or any other circumstances arise in relation to a Committee member which are or may be of concern to the Committee, the remaining members of the Committee may resolve to suspend the Committee member from the Committee and set such other conditions as they require pending the final determination of such allegation, notice, or circumstances.
- 27.2 The remaining members must, before invoking any such suspension, give notice of that suspension to the Committee member being suspended.

28. Removal of Committee member

- 28.1 The Committee may resolve to remove a Committee member from the Committee before the expiry of the term of office of that Committee member if the Committee considers that the Committee member concerned –
- (a) has seriously breached duties under this Constitution or the Act; or
 - (b) is no longer a suitable person to be a Committee member; or
 - (c) is involved with, or interested in, or otherwise closely connected to a person or activity which has or may bring the Society into disrepute or which may be prejudicial to the purposes or the interests of the Society if that Committee member remains a Committee member.
- 28.2 The Committee member who is the subject of the resolution under subclause 28.1 is counted for the purpose of reaching a quorum but will not participate in the vote on the resolution.

- 28.3 Before considering a resolution for removal, the Committee member who is the subject of the resolution under subclause 28.1 must be given:
- (a) notice that a meeting of the Committee is to be held to discuss the resolution to remove the Committee member; and
 - (b) adequate time to prepare a response; and
 - (c) the opportunity to make written submissions before the meeting of the Committee takes place; and
 - (d) the opportunity to be heard at the meeting of the Committee.

29. Committee member ceasing to hold office

A person ceases to be a Committee member if that person's term of office as a Committee member expires or that person—

- (a) resigns as a member of the Committee by signing a written notice of resignation and giving it to the Society; or
- (b) ceases to be a Member of the Society; or
- (c) is removed from office by a majority vote of the Society at a Society meeting; or
- (d) is removed from office under this Constitution; or
- (e) is absent from three consecutive meetings of the Committee without obtaining leave of absence from the Committee; or
- (f) becomes incapable of performing that person's duties as a member of the Committee; or
- (g) becomes disqualified from being an Officer under section 47(3) of the Act; or
- (h) becomes disqualified from being an Officer under section 36B or section 36C of the Charities Act 2005; or
- (j) dies.

30. Meetings of the Committee

- 30.1 The Committee shall cause minutes to be kept recording all resolutions and proceedings of Society meetings and of meetings of the Committee, and shall cause such minutes to be submitted for confirmation at the next Society meeting or the next meeting of the Committee, as the case may be.
- 30.2 A meeting of the Committee may be called at any time by the President or any three members of the Committee.
- 30.3 Where the Committee votes to pay honoraria or engage contractors, a motion must be passed at a Committee meeting and recorded in the minutes of the meeting.
- 30.4 Meetings of the Committee may be conducted face-to-face, by telephone or video conference, by electronic communication or in such other manner as the Committee from time to time determines.
- 30.5 Where a meeting of the Committee is conducted by audio or audio-visual link or other electronic communication, a Committee member may be counted for the purpose of a quorum only if all persons participating in the meeting can hear each other effectively and simultaneously.
- 30.6 The chair at any meeting of the Committee shall be the President or, in the

absence of the President, the Vice-President or a member of the Committee elected by the Committee to chair that meeting.

- 30.7 The quorum at any meeting of the Committee is five members of the Committee.
- 30.8 Each Committee member has one vote. Voting is by voices or on request of any Committee member by show of hands.
- 30.9 Decisions of the Committee are by majority vote of those members present. The chair of the meeting has a substantive vote and a casting vote.
- 30.10 In exercising its powers, the Committee must give effect to decisions of the Society embodied in resolutions passed at a Society meeting.
- 30.11 A resolution in writing signed or consented to by email or other electronic means by the required majority of members is valid as if it had been passed at a meeting of the Committee. Any resolution may consist of several documents in the same form each signed by one or more Committee members.
- 30.12 Subject to the Act and this Constitution, the Committee may regulate its own procedure.

31. Finance

- 31.1 All moneys of the Society shall be banked in such bank or banks as the Committee shall from time to time determine.
- 31.2 Any withdrawal from any of the Society's bank accounts must be authorised by two Committee members.
- 31.3 The Society's financial year shall be from 1 July in each year to 30 June of the year following.
- 31.4 Money and other property of the Society must, subject to this Constitution, be used solely for the Society's benefit and only with the approval of the Committee or a Society meeting.
- 31.5 The financial statements of the Society must be prepared in accordance with generally accepted accounting practice.
- 31.6 The Society must, as soon as practicable after its annual financial statements have been adopted at a Society meeting, --
 - (a) lodge copies with the Registrar; and
 - (b) in accordance with section 41(1)(c) of the Charities Act 2005 send or deliver its annual return to the chief executive within the meaning of that Act.

32. Registered office

- 32.1 The registered office of the Society shall be the residential address of the Secretary for the time being or such other place as the Committee may from time to time decide.
- 32.2 The Society must, in the manner prescribed by regulations made under the Act, give notice to the Registrar of any change to its registered office.

33. Contact persons

- 33.1 The Society's contact persons for the purpose of sections 113 to 116 of the Act are the Secretary and two other Members of the Society appointed by

- the Committee as contact persons.
- 33.2 A contact person is a person whom the Registrar can contact when needed.
- 33.3 A contact person must be –
- (a) at least 18 years of age; and
 - (b) ordinarily resident in New Zealand.
- 33.4 The Society must ensure that notice of the following changes is given to the Registrar:
- (a) a change in a contact person of the Society;
 - (b) a change in the name or the contact details of a contact person of the Society.
- 33.5 The notice must, in the manner prescribed by regulations made under the Act, be given to the Registrar within 20 working days after the Society first becomes aware of the change.

34. Common seal

- 34.1 The Society shall have a common seal incorporating the name of the Society.
- 34.2 The Secretary shall have custody of the common seal, which shall be used only by the authority of the Committee.
- 34.3 Every document to which the common seal is affixed shall be signed by the President and countersigned by the Secretary or a Committee member.

35. Bylaws

- 35.1 The Committee may from time to time make, alter, or rescind bylaws for the conduct and control of the Society's activities and codes of conduct applicable to Members of the Society.
- 35.2 Any bylaw must be consistent with both the Act and the purposes of the Society and must not be contrary to law.
- 35.3 The bylaws shall be binding on all Members of the Society.
- 35.4 A copy of the bylaws for the time being shall be available for inspection by any Member of the Society on request to the Secretary.

36. Notices

- 36.1 Subject to any other notice provision of this Constitution, any notice or communication given under this Constitution must –
- (a) be in writing; and
 - (b) where given to a Member, be given by personal delivery or by post or electronic means to the address set out in the Member's contact details; and
 - (c) where given to the Society, be given either to the email address of the Society or by post to the registered office of the Society as set out in the register.
- 36.2 A notice or other communication given by post is deemed to have been received on the earlier of:
- (a) the seventh working day after the day on which it was posted; or
 - (b) the day on which it was received.
- 36.3 Where a notice or other communication is given by email or other electronic means (such as fax), that notice or other communication is, upon the

production of a physical copy of the email or fax detailing the time and date on which the email or fax was sent, deemed to have been received on that time and date unless the sender received an “out of office” auto-reply or other information of non-receipt.

- 36.4 Where any notice or other communication is received or deemed to be after 5 pm on a working day or on a day that is not a working day, that notice or communication shall be deemed not to have been received until the next working day.

37. Indemnity and insurance

- 37.1 With the prior approval of the Committee, the Society is authorised, subject to subclause 37.2, to indemnify an Officer under section 96 of the Act or effect insurance for an Officer under section 97 of the Act:

- (a) for liability for a failure to comply with:
 - (i) a duty under sections 54 to 61 of the Act; or
 - (ii) any other duty that was that of the Officer when the failure occurred; or
- (b) for costs incurred by the Officer in defending or settling any claim or proceeding relating to that liability.

- 37.2 Section 96 does not indemnify for –

- (a) criminal liability; or
- (b) a liability that arises out of a failure to act in good faith and in what the Officer believes to be the best interests of the Society when acting in the capacity of an Officer.

Procedures for resolving disputes

38. Meanings of dispute and complaint

- 38.1 A disagreement or conflict is a dispute if –

- (a) it is between:
 - (i) 2 or more Members; or
 - (ii) 1 or more Members and the Society; or
 - (iii) 1 or more Members and one or more Officers; or
 - (iv) 2 or more Officers; or
 - (v) 1 or more Officers and the Society; or
 - (vi) 1 or more Members or Officers and the Society; and
- (b) the disagreement or conflict relates to an allegation that –
 - (i) a Member or an Officer has engaged in misconduct; or
 - (ii) a Member or an Officer has breached, or is likely to breach, a duty under this Constitution or the Society’s bylaws or the Act; or
 - (iii) the Society has breached, or is likely to breach, a duty under this Constitution or the Society’s bylaws or the Act; or
 - (iv) a member’s rights or interests as a Member have been damaged or Members’ rights or interests generally have been damaged.

- 38.2 A Member, an Officer, or the Society makes a complaint if, in accordance

with this Constitution:

- (a) the Member or Officer starts a procedure for resolving a dispute in accordance with this Constitution: or
- (b) the Society starts a procedure for resolving a dispute in accordance with this Constitution (for example, the Society starts a disciplinary action against a Member or an Officer in relation to an allegation referred to in clause 38.1(b)(i) or (ii).

38.3 In this clause, a reference to –

- (a) a Member is a reference to a Member acting in their capacity as a Member:
- (b) an Officer is a reference to an Officer acting in their capacity as an Officer.

39. Procedures

The Society includes in this Constitution all the procedures in clauses 2 to 8 of Schedule 2 of the Act (which procedures, with necessary changes, are set out in the Schedule to this Constitution).

Liquidation

40. Liquidation

- 40.1 The Society may be put into liquidation by a resolution passed at a Society meeting in accordance with the Incorporated Societies Act 2022.
- 40.2 Where the Society is put into liquidation, the relevant person under section 216 of the Act must take all reasonable steps to ensure that, after payment of all costs, debts, and liabilities of the Society, the surplus assets of the Society are disposed of to one or more not-for-profit entities that have charitable purposes similar to those described in clause 5 of this Constitution.

Transitional provisions

41. Transition

- 41.1 This clause applies to facilitate the transition of U3A Wellington City Incorporated (a society already incorporated under the 1908 Act) from the previous rules to this Constitution.
- 41.2 If this clause is inconsistent with any other clause in this Constitution, this clause applies to the extent of the inconsistency and the other clause will not.
- 41.3 Subject to the Act, the Committee may amend the time by which, or the period within which, any action is, under this Constitution, required to take place.
- 41.4 This clause applies for the period of 6 months beginning with the date on which the Society is incorporated under the Incorporated Societies Act 2022.
- 41.5 This clause is solely to enable flexibility in the transition of U3A Wellington City Incorporated from the previous Rules to this Constitution and to correct any unintended consequences occurring through different wording being used.

42. Transition of Officers and members of Committee

- 42.1 The persons who are, under the previous Rules, Officers or members of the Committee continue to hold office until the first Annual General Meeting of the Society held after the date on which the Society is incorporated under the Incorporated Societies Act 2022.
- 42.2 A retiring Officer or member of the Committee shall be eligible for re-election unless disqualified from being elected or appointed or holding office, as an Officer of the Society or as a member of the Committee.

43. Transition of Members

Subject to this Constitution, every person who is a Member of U3A Wellington City Incorporated immediately before the date on which the Society is incorporated under the Incorporated Societies Act 2022, continues as a Member if, immediately before that date, that person is recorded as a Member on the register of Members.

44. Transition of bylaws

- 44.1 All bylaws and policies of U3A Wellington City Incorporated, which are in force immediately before the date on which the Society is incorporated under the Incorporated Societies Act 2022, continue in force until such time as they are revoked by the Committee.
- 44.2 If any of those bylaws or policies are inconsistent with this Constitution (whether in whole or in part), the Committee will determine the matter, as it sees fit, to the extent of any such inconsistency.

SCHEDULE

Clause 39

DISPUTE RESOLUTION PROCEDURES

The procedures in this Schedule are the procedures in clauses 2 to 8 of Schedule 2 of the Act.

2 How complaint is made

- (1) A Member or an Officer may make a complaint by giving to the Committee (or a complaints subcommittee) a notice in writing that –
 - (a) states that the Member or Officer is starting a procedure for resolving a dispute in accordance with this Constitution; and
 - (b) sets out the allegation to which the dispute relates and whom the allegation is against; and
 - (c) sets out any other information reasonably required by the Society.
- (2) 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 this Constitution; and
 - (b) sets out the allegation to which the dispute relates.
- (3) The information given under subclause (1)(b) or (2)(b) must be enough to ensure that a person against whom an allegation is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.
- (4) A complaint may be made in any other reasonable manner permitted by this Constitution.

3 Person who makes complaint has right to be heard

- (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.
- (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.
- (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 statement or submissions (if any) are considered by the decision maker.

4 Person who is subject of complaint has right to be heard

- (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 this Constitution or the Society's bylaws or the Act; or
 - (c) has damaged the rights or interests of a Member or the rights or interests of Members generally.
- (2) The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
- (3) If the respondent is the Society, an Officer may exercise the right on behalf of the Society.
- (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 that 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.

5 Investigating and determining dispute

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

6. Society may decide not to proceed further with complaint

Despite clause 5, the Society may decide not to proceed further with a complaint if:

- (a) the complaint is 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 this Constitution or the Society's 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 this Constitution; or
- (f) there has been an undue delay in making the complaint.

7 Society may refer complaint

- (1) The Society may refer a complaint to –
 - (a) a subcommittee or an external person to investigate and report; or
 - (b) a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.
- (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, facilitation, or a tikanga-based practice).

8 Decision makers

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

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