NZKLA
New Zealand Korean Lawyers Association

New Zealand Korean Lawyers Association Incorporated

Constitution

1. Name & Contact Person

1.1 The name of the Society is New Zealand Korean Lawyers Association Incorporated ("NZKLA").

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

1.3 NZKLA shall have at least 1 but no more than 3 contact persons whom the Registrar can contact when needed. NZKLA's contact person must be:

(a) at least 18 years of age; and

(b) ordinarily resident in New Zealand.

1.4 A contact person can be appointed by the Committee.

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

(a) a physical address or an electronic address; and

(b) a telephone number.

1.6 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 NZKLA becoming aware of the change.

2. 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.

AGM means the annual general meeting of the Members of the NZKLA held once per year which, among other things, will receive and consider reports on the NZKLA's activities and finances.

Chairperson means the person appointed under clause 17.4.

Constitution means this constitution.

Committee means Committee Members appointed under clause 17.

Committee Meeting means the meetings of the Committee.

Committee Member means a member of the Committee appointed under clause 17.

Date of Membership has the meaning given to it under clause 5.4.

General Meeting means any meeting of Members specified in clause 12.

Interested Member means a Member who is interested as defined under section 63 of the Act.

Member means a person who has consented to become a Member of the NZKLA and has been properly admitted to NZKLA who has not ceased to be a Member of the NZKLA.

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

President means the current president of NZKLA, as from time to time.

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

Rules means these rules as they may be amended under clause 25.

Subscription means an annual fee described under clause 6.

Secretary means the Committee Member responsible for the matters specifically noted in this Constitution.

Special General Meeting means a meeting of the Members**,** other than an AGM**,** 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.

3. Purposes

3.1 The primary purposes of NZKLA are to:

(a) promote the professional growth of New Zealand Korean lawyers;

(b) foster networking and mutual support among its Members;

(c) identify and respond to the legal needs of the New Zealand Korean community;

(d) support the New Zealand Korean community and New Zealand Korean initiatives;

(e) communicate with similar bodies throughout the world; and

(f) promote any other activities consistent with the spirit of the purposes mentioned herein.

3.2 NZKLA 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 NZKLA or otherwise).

3.3 But NZKLA will not operate for the financial gain of Members simply if NZKLA:

(a) engages in trade,

(b) pays a Member for matters that are incidental to the purposes of NZKLA, and the Member is a not-for-profit entity,

(c) distributes funds to a Member to further the purposes of NZKLA, and the Member—

(i) is a not-for-profit entity, and

(ii) is affiliated or closely related to the NZKLA, and

(iii) has the same, or substantially the same, purposes as those of the NZKLA.

(d) reimburses a Member for reasonable expenses legitimately incurred on behalf of NZKLA or while pursuing NZKLA‘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

NZKLA 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 NZKLA),

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

(j) on removal of NZKLA 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.

4. **Membership**

4.1 NZKLA shall maintain the minimum number of Members required by the Act.

4.2 There are two classes of membership, namely:

(a) Ordinary Member

(b) Honorary Member

4.3 Subject to the provisions of this constitution any individual who has been admitted to practise as a Barrister and Solicitor of the High Court of New Zealand shall be eligible for ordinary membership in NZKLA.

4.4 Honorary membership may be conferred by the Committee on an individual honoured for services to NZKLA or in an associated field elected by resolution of a General Meeting passed by a two-thirds majority of those present and voting. Honorary Members shall have no membership rights, obligations or duties.

5. **Application for membership**

5.1 Every applicant for membership must consent in writing to becoming a Member.

5.2 To join as a Member of NZKLA, applicants must apply by submitting the membership sign-up application form available on the NZKLA website.

5.3 The Committee may accept or decline an application for membership at its sole discretion. The Committee must advise the applicant in writing of its decision but is not required to provide any reason for that decision.

5.4 An applicant will become a Member on the date on which the Committee serves notice of acceptance of their application to the applicant (**Date of Membership**).

5.5 The signed written consent of every Member to become a NZKLA Member shall be retained in NZKLA's membership records.

6. Members' Obligations, Rights & Subscription Fee

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

6.2 All Members shall promote the interests and purposes of NZKLA and shall do nothing to bring NZKLA into disrepute.

6.3 A Member is only entitled to exercise the rights of membership (including attending and voting at General Meetings, accessing or using NZKLA facilities, equipment and other property, and participating in NZKLA activities) if all subscriptions and any other fees have been paid to NZKLA by their respective due dates.

6.4 The annual fee (if any) shall be set by resolution at the AGM of NZKLA.

6.5 The fee must be payable upon admission and as required thereafter.

6.6 The fee must cover the period from the Date of Membership up to and including the date of the next AGM.

6.7 Any Member failing to pay the annual fee 2 calendar months from the Date of Membership shall have no membership rights including voting or participation rights and shall be deemed a non-financial Member.

7. Cessation of Membership

7.1 A Member ceases to be a Member:

(a) by resignation from that Member's class of membership by written notice signed by that Member to the Committee, with effect from 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

(b) on termination of a Member's membership following a dispute resolution process under this Constitution, with effect from the date of termination of the Member's membership under this Constitution; or

(c) on death, with effect from the date of death of the Member; or

(d) by resolution of the Committee where:

(i) the Member has failed to pay the annual fee, subscription, levy or other amount due to NZKLA within 6 calendar months from the Date of Membership; or

(ii) in the opinion of the Committee the Member has brought NZKLA into disrepute; or

(iii) the Member becomes disbarred and/or removed from the roll of Barristers and Solicitors of the High Court of New Zealand,

with effect from the date specified in the resolution of the Committee, and when a Member's membership has been terminated, the Committee shall promptly notify the former Member in writing.

7.2 No refund of the annual fee (if applicable) will be provided upon cessation of Membership.

8. Re-Application of Membership

8.1 Any former Member may re-apply for membership in the manner prescribed for new applicants as per clause 5. However, if a former Member's membership was terminated following a dispute resolution process, the applicant may be re-admitted only by a resolution passed at a General Meeting on the recommendation of the Committee.

9. Register of Members

9.1 The Committee shall keep an up-to-date Register of Members. For each current Member, the information contained in the Register shall include their name, the date on which they became a Member and their contact details including a physical or electronic address and a telephone number.

9.2 Every current Member shall promptly advise NZKLA of any change of the Member's contact details.

9.3 NZKLA shall also keep a record of the former Members of NZKLA. For each Member who ceased to be a Member within the previous 7 years, NZKLA will record the former Member's name and the date the former Member ceased to be a Member.

10. Access to information for Members

10.1 A Member may at any time make a written request to NZKLA for information held by NZKLA. The request must specify the information sought in sufficient detail to enable the information to be identified.

10.2 NZKLA must, within a reasonable time after receiving a request provide the information, or agree to provide it within a specified period (with a reasonable charge specified and explained for costs), or refuse to provide the information, specifying the reasons for refusal.

10.3 Without limiting the reasons for which NZKLA may refuse to provide the information, NZKLA may refuse 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 NZKLA 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 NZKLA; or

(d) the information is not relevant to the operation or affairs of the NZKLA; 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 NZKLA 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.

10.4 If NZKLA 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 NZKLA that they will pay or considers the charge is unreasonable.

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

11. Annual General Meetings

11.1 An AGM shall be held once a year on a date and at a location and/or using any electronic communication determined by the Committee and consistent with any requirements in the Act, and the Constitution relating to the procedure to be followed at General Meetings shall apply.

11.2 The AGM must be held no later than the earlier of the following:

(a) 6 months after the balance date of NZKLA

(b) 15 months after the previous annual meeting

11.3 All Members have the right to attend the AGM.

11.4 The Committee must give Members at least 10 Working Days' written notice of the AGM. The notice can be given by such methods as the Committee may determine.

11.5 The business of an AGM shall be to:

(c) confirm the minutes of the last AGM and any other NZKLA meeting(s), including any Special General Meeting(s), held since the last AGM;

(d) adopt the annual report on the operations and affairs of the NZKLA;

(e) adopt the Treasurer's report on the finances of NZKLA, and the annual financial statements;

(f) set any subscriptions for the current financial year;

(g) consider any motions; and

(h) consider any general business.

11.6 The Committee must, at each AGM, present the following information for the most recently completed accounting period:

(a) an annual report on the operation and affairs of NZKLA 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 Committee Members during that period (including a summary of the matters, or types of matters, to which those disclosures relate).

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

12. General Meetings

12.1 General Meetings may be called at any time by the Committee by giving notice to the Members.

12.2 The Committee must call a General Meeting if the Secretary receives a written request signed by at least 50 per cent of Members. Any written request must state the purpose of the General Meeting.

12.3 The Committee shall give all Members at least 7 Working Days' written notice of any General Meeting and the business to be conducted.

12.4 The notice will be addressed to the Member at the contact address notified to NZKLA and recorded in the NZKLA'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.

12.5 All Members may attend, speak and vote at General Meetings (unless deemed to be a non-financial Member) in person or they may use real-time electronic communication to put forward their vote. No proxy voting shall be permitted.

12.6 A General Meeting is to be chaired by the Chairperson and shall have at least a quorum of 5 Members in attendance.

12.7 If within half an hour after the time appointed, a quorum is not present at a meeting requisitioned by Members, the meeting shall be dissolved. In any other case, it shall stand adjourned to a day, time and place determined by the President, and if at such adjourned meeting a quorum is not present it shall be deemed to constitute a sufficient quorum.

12.8 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, on demand of the Chairperson or of 2 or more Members present, by secret ballot.

12.9 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.

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

12.11 NZKLA may pass a written resolution in lieu of a General Meeting, and a written resolution is as valid for the purposes of the Act and this Constitution as if it had been passed at a General Meeting if it is approved by no less than 75% of the eligible financial Members voting on the resolution.

12.12 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.

12.13 NZKLA must keep minutes of all General Meetings.

12.14 The President may adjourn the meetings from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

13. Special General Meetings

13.1 Special General Meetings may be called at any time by the Committee by resolution.

13.2 The Committee must call a Special General Meeting if it receives a written request signed by at least 75 percent of Members.

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

13.3 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.

14. **Committee**

14.1 The executive conduct of the affairs of NZKLA shall be vested in the Committee. The Committee may exercise all NZKLA's powers or delegate such power to a Committee Member or a sub-committee.

14.2 The Committee shall consist of the President, the Vice-president, the Secretary, the Treasurer and may include up to 5 other Committee Members.

14.3 The composition and role of the Committee and its membership may be altered from time to time by ordinary resolution.

14.4 No vacancy in the Committee caused by shortage of candidates or otherwise shall invalidate Committee proceedings or actions provided that there is a quorum at Committee Meetings.

14.5 The term of office for all Committee Members shall be 2 years, expiring at the end of the AGM in the year corresponding with the last year of each Committee Member's term of office.

14.6 No Committee Member shall serve for more than 3 consecutive terms and no President shall serve for more than 2 consecutive terms as President.

14.7 From the end of each AGM until the end of the next, NZKLA shall be managed by, or under the direction or supervision of, the Committee, in accordance with the Act, any Regulations made under the Act, and this Constitution.

14.8 The Committee has all the powers necessary for managing – and for directing and supervising the management of – the operation and affairs of NZKLA, subject to such modifications, exceptions, or limitations as are contained in the Act or in this Constitution.

14.9 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.

14.10 Other than as prescribed by the Act or this Constitution, the Committee or any sub-committee may regulate its proceedings as it thinks fit.

15. **Powers and roles of the Committee**

15.1 The Committee shall have the power to:

(a) form sub-committees as it deems fit;

(b) co-opt Member to such sub-committees;

(c) make, vary or repeal any rule for the pursuit of the objectives of NZKLA;

(d) transact the affairs of NZKLA including:

(i) using NZKLA funds to pay costs and expenses necessary to advance or carry out NZKLA's purposes and objects;

(ii) borrowing, accepting and raising money on behalf of NZKLA on terms the Committee deems appropriate to advance or carry out NZKLA's purposes and objects;

(iii) accepting donations and gifts on behalf of NZKLA in accordance with its purposes; and

(iv) investing the funds of NZKLA as authorised by the Constitution.

15.2 Each Member present at meetings, including the President shall have one vote on any matter and in the case of equality of votes, the President shall have a second vote.

15.3 The President is required to:

(a) Ensure that the rules are followed;

(b) Serve as official spokesperson when required;

(c) Act as signatory for NZKLA in all legal and financial purposes;

(d) Preside at meetings and establish whether or not a quorum is present;

(e) Chair meetings and decide who may speak and when;

(f) Oversee the operation of NZKLA; and

(g) Prepare and provide the AGM on the operation of NZKLA.

15.4 The Vice-President is required to:

(a) Ensure that the rules are followed;

(b) Act as the president of NZKLA in the absence of the President or when the President is unable to act in that role;

(c) Be an alternate signatory for NZKLA for legal and financial purposes; and

(d) Assist the President in all of the President's duties.

15.5 The Secretary is required to:

(a) Record the minutes of all General Meetings;

(b) Keep a record of all NZKLA correspondences;

(c) Keep an updated register of all Members, recording for each Member their name, contact details, the date they became a Member, and any other information required by these rules or prescribed by law;

(d) Hold NZKLA's common seal, records, documents and books except those required for the Treasurer's function;

(e) Manage the application and cancellation of membership;

(f) Receive and reply to correspondence as required by the Committee,

(g) Forward the annual financial statements for NZKLA to the Registrar of Incorporated Societies within six (6) months of NZKLA's financial year end;

(h) File annual returns on an annual basis; and

(i) Advise the Registrar of Incorporated Societies of any rule changes.

15.6 The Treasurer is required to:

(a) Keep proper accounting records of NZKLA's financial transactions to allow NZKLA's financial position to be readily ascertained;

(b) Prepare annual financial statements for presentation at each AGM;

(c) Ensure financial statements are prepared in accordance with XRB accounting standards; and

(d) Provide financial information to the Committee as the Committee determines.

16. Duties of Committee Members

16.1 Committee Members must at all times:

(a) Act in good faith and in the best interests of NZKLA;

(b) Exercise powers for proper purposes only;

(c) Comply with the provisions of the Act and this Constitution;

(d) Exercise reasonable care and diligence in carrying out their duties;

(e) Not create a substantial risk of serious loss to creditors;

(f) Not incur an obligation the Committee Member does not reasonably believe NZKLA can perform.

16.2 In carrying out any financial transactions relating to the affairs of NZKLA, the Committee will:

(a) Control, invest and dispose funds and property of NZKLA subject to this

Constitution and devoted solely to the promotion of the purposes of NZKLA;

(b) Keep property records of all financial transactions and all monies payable to NZKLA shall be banked into a bank account in NZKLA's name as soon as possible after receipt;

(c) Ensure accounting records correctly record the transactions of NZKLA and allow financial statements to be produced that comply with the requirements of the Act to be readily and properly audited (if required under any legislation or the NZKLA's Constitution);

(d) Establish and maintain a satisfactory system of control of NZKLA's accounting records, kept in written form or in a manner that is easily accessible and convertible into written form for the last 7 completed accounting periods of NZKLA;

(e) Any payments and / or withdrawals that do not exceed the value of $2,000 can be made without having to be passed in general meetings but must be co-signed by the Treasurer and President and be approved by a majority vote by Committee members;

(f) The Committee may invest funds of NZKLA on deposit with any trading or savings bank or in any security approved by law for investment of trust funds.

16.3 Every Committee Member must be a natural person who has consented in writing to be an Committee Member of NZKLA and certifies that they are not disqualified from being elected or appointed or otherwise holding office as an Committee Member of NZKLA pursuant to the Act or the Constitution.

16.4 Committee Members must not be disqualified under section 47(3) of the Act from being appointed or holding office as an Committee Member of the NZKLA, 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 section 16(2) of 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 –

(i) An offence under subpart 6 of Part 4 of the Act;

(ii) A crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961);

(iii) An offence under section 143B of the Tax Administration Act 1994;

(iv) An offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (1) to (3);

(v) A money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere; (f) a person subject to:

(i) a banning order under subpart 7 of Part 4 of the Act; or

(ii) An order under section 108 of the Credit Contracts and Consumer Finance Act 2003; or

(iii) a forfeiture order under the Criminal Proceeds (Recovery) Act 2009; or

(iv) a property order made under the Protection of Personal 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.

17. **Election and Removal of Committee Members**

17.1 The election of Committee Members shall be conducted as follows:

(a) Committee Members shall be elected during AGM. However, if a vacancy in the position of any Committee Member occurs between AGM, 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 an Committee Member (as defined under section 47 of the Act). Any such appointment must be ratified at the next AGM;

(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 an Committee Member (as defined under section 47 of the Act) shall be received by NZKLA at least 5 Working Days before the date of the AGM. If there are insufficient valid nominations received, further nominations may be received from the floor at the AGM;

(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 financial Member to receive such Notice of the general meeting shall not invalidate the election;

(f) In addition to Committee Members elected under the foregoing provisions of this rule, the Committee may appoint other Committee Members for a specific purpose, or for a limited period, or generally until the next AGM. Unless otherwise specified by the Committee any person so appointed shall have full speaking and voting rights as an Committee Member of NZKLA. 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 Committee Member (as described in the 'Qualification of Committee Members' rule above).

17.2 An Committee Member shall be removed as an Committee Member by resolution of the Committee or the NZKLA where in the opinion of the Committee or NZKLA:

(a) The Committee Member has been absent from 3 committee meetings without leave of absence from the Committee;

(b) The Committee Member has brought NZKLA into disrepute;

(c) The Committee Member has failed to disclose a conflict of interest;

(d) The Committee passes a vote of no confidence in the Committee Member,

with effect from the date specified in the resolution.

17.3 In the situation where insufficient valid nominations are received under clause 17.1(b) or if more than half of the Members present and entitled to vote at the AGM vote against a candidate, one of the following situations will apply:

(a) An existing Committee Member(s) may continue to serve, if they consent to such extension, until the next AGM, or until a replacement is elected or appointed. This may occur even if their term has exceeded the maximum duration specified in clause 13.6.

(b) If no existing Committee Members are willing or able to extend their term under (a), the President in office at the time of the AGM (for avoidance of doubt, the current President, not an incoming one) may nominate a candidate to fill the vacancy. The nominee must consent to the appointment.

(c) If neither (a) nor (b) applies, the existing Committee Members may jointly recommend a suitable candidate. The candidate may be appointed if they accept the nomination.

17.4 The President or the Vice-President shall be the Chairperson from time to time. Such Chairperson will not have a casting vote.

18. **Committee Meetings**

18.1 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 President or Secretary.

18.2 The quorum for Committee Meetings is at least half the number of Committee Members.

18.3 Any Committee Member unable to attend a Committee Meeting may express views or opinion to the meeting by any written means.

18.4 A resolution of the Committee is passed at any meetings of the Committee if a majority of the votes cast on it are in favour of the resolution. Every Committee Member on the Committee shall have one vote. Except as otherwise provided in this Constitution, the Committee may regulate its own procedure.

19. **Cessation of Committee membership**

19.1 A Committee Member shall be deemed to have ceased to be a Committee Member if that person ceases to be a Member.

19.2 Each Committee Member shall within 7 Working Days of submitting a resignation or ceasing to hold office, deliver to the Secretary (or the President) all books, papers and other property of NZKLA held by such former Committee Member.

20. **Conflict of Interest**

20.1 A Committee Member or member of a sub-committee who is an Interested Member in respect of any atter being considered by NZKLA, must disclose details of the nature and extent of the interest (including monetary value if applicable):

(a) To the Committee and or sub-committee; and

(b) in an interest register kept by the Committee.

20.2 Disclosure must be made as soon as practicable after the Committee Member or member of a sub-committee becomes aware that they are interested in the matter.

20.3 An Committee Member or member of a sub-committee who is an Interested Member regarding a matter:

(a) Must not vote or take part in the decision of the Committee and/or subcommittee relating to the matter unless all members of the Committee 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 Committee who are not interested in the matter consent; but

(c) 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 subcommittee decides otherwise).

20.4 However, an Committee Member or member of a sub-committee who is prevented from voting on a matter may still be counted for the purposes of determining whether there is a quorum at any meeting at which the matter is considered.

20.5 Where 50 per cent or more of Committee Members 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 noninterested Committee Members agree otherwise.

20.6 Where 50 percent 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.

22. **Indemnity**

22.1 Every Committee Member shall not be liable for any loss suffered by NZKLA arising from any action taken by the Committee Member provided that such action is not attributable to the Committee Member's dishonesty or to the wilful commission of a known breach of this Constitution.

22.2 Each Committee Member shall be entitled to a full and complete indemnity from the funds of NZKLA for any personal liability the Committee Member may incur in any way arising out of, or in connection with, acting or purporting to act as a Committee Member.

23. **Substantial Compliance**

23.1 A substantial compliance with the rules in this Constitution shall be sufficient compliance notwithstanding that it may not be the exact compliance.

24. Finances

24.1 The funds and property of NZKLA shall be controlled, invested and disposed of by the Committee, subject to this Constitution, and devoted solely to the promotion of the purposes of the Society.

24.2 Notwithstanding the Treasurer's responsibilities outlined at clause 15.6, the Treasurer (with the Committee's supervision) will be responsible for control and management of NZKLA's finances.

24.3 The Committee shall maintain a bank account in the name of NZKLA.

24.4 All money receive on account of the Society shall be banked within [#] Working Days of receipt.

24.5 All accounts paid or for payment shall be submitted to the Committee for approval of payment.

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

1. correctly record the transactions of NZKLA, and
2. allow NZKLA to produce financial statements that comply with the requirements of the Act, and
3. would enable the financial statements to be readily and properly audited (if required under any legislation or this Constitution).

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

24.8 The accounting record 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 NZKLA.

24. Complaint and Dispute Resolution

24.1 A dispute is a disagreement or conflict involving NZKLA and/or its Members in relation to specific allegations set out below.

24.2 The disagreement or conflict may be between any of the following persons:

(a) 2 or more Members;

(b) 1 or more Members and NZKLA;

(c) 1 or more Members and 1 or more Committee Members;

(d) 2 or more Committee Members;

(e) 1 or more Committee Members and NZKLA;

(f) 1 or more Members or Committee Members and NZKLA.

24.3 The disagreement or conflict relates to any of the following allegations:

(a) A Member or an Committee Member has engaged in misconduct;

(b) A Member or an Committee Member has breached, or is likely to breach, a duty under NZKLA's Constitution or bylaws or the Act;

(c) NZKLA has breached, or is likely to breach, a duty under the NZKLA's Constitution or bylaws or the Act;

(d) A Member's rights or interest as a Member have been damaged or Member's rights or interests generally have been damaged.

24.4 A Member or an Committee Member may make a complaint by giving to the Committee (or a complaints subcommittee) a notice in writing that:

(a) States that the Member or Committee Member is starting a procedure for resolving a dispute in accordance with NZKLA's Constitution;

(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 NZKLA.

24.5 NZKLA may make a complaint involving an allegation against a Member or an Committee Member by giving to the Member or Committee Member a notice in writing that:

(a) States that NZKLA is starting a procedure for resolving a dispute in accordance with NZKLA's Constitution; and

(b) Sets out the allegation to which the dispute relates.

24.6 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.

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

24.8 The complainant raising a dispute, and the Committee, must consider and discuss whether a dispute may best be resolved through information discussions, mediation, arbitration, or a tikanga-based practice. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

24.9 A Member or an Committee Member may make a complaint by giving to the Committee (or a complaints subcommittee) a notice in writing that:

(a) States that the Member or Committee Member is starting a procedure for resolving a dispute in accordance with NZKLA'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 NZKLA.

24.10 NZKLA may make a complaint involving an allegation or allegations against a Member or an Committee Member by giving to the Member or Committee Member a notice in writing that:

(a) States that NZKLA is starting a procedure for resolving a dispute in accordance with NZKLA's Constitution; and

(b) Sets out the allegation to which the dispute relates.

24.11 The information given under subclause (22.9.(b)) or (22.10(b)) 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.

24.12 A complaint may be made in any other reasonable manner permitted by NZKLA's Constitution.

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

24.14 If NZKLA makes a complaint:

(a) NZKLA has a right to be heard before the complaint is resolved or any outcome is determined; and

(b) An Committee Member may exercise that right on behalf of NZKLA.

24.15 Without limiting the manner in which the Member, Committee Member or NZKLA 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, Committee Member's, or NZKLA's written or verbal statement or submission (if any) are considered by the decision maker.

24.16 NZKLA 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;

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

24.18 Despite the 'Investigating and determining dispute' rule above, NZKLA 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 Committee Member has engaged in material misconduct;

(ii) That a Member, an Committee Member, or NZKLA has materially breached, or is likely to materially breach, a duty under the NZKLA'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.

24.19 NZKLA 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.

24.20 NZKLA 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).

24.21 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.

25. **Alterations to the Rules**

25.1 All amendments must be made in accordance with this Constitution.

25.2 Any minor or technical amendments shall be notified to Members as required by section 31 of the Act. Such amendments can be made without the resolution required under clause 25.3 of this Constitution, provided no objection is received.

25.2 NZKLA may amend or replace these rules at a General Meeting or an AGM by a resolution passed by a simple majority of those Members present and voting.

25.3 Any proposed motion to amend or replace these rules shall be given in writing to the Secretary at least 14 Working Days before the General Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.

25.4 At least 7 Working Days before the General Meeting at which any amendment is to be considered the Secretary shall give to all Members notice of the proposed motion, the reasons for the proposal, and any recommendations the Committee has.

25.5 When an amendment is approved by a General Meeting it shall be notified to the Registrar of Incorporated Societies.

26. **Winding up**

26.1 NZKLA shall be wound up, or liquidated, or removed from the Register of Incorporated Societies in accordance with the provisions of the Act.

26.2 Any resolution to wind up NZKLA or remove it from the Register of Incorporated Societies must be passed by a 75 per cent majority of all Members present and voting.

26.3 Surplus assets may be disposed of by resolution or according to the provisions in the Act but no distribution may be made to any Member and the surplus assets must be given to a not-for-profit organisation.

27. **Bylaws**

27.1 The Committee from time to time may make and amend bylaws, and policies for the conduct and control of NZKLA 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.