



# **P.A.C.I.F.I.C.A. Incorporated**

# **CONSTITUTION**

# **2024**

Pacific Allied Women's Council Inspires Faith In Ideals Concerning All

**Note:** © Copyright in the template from which this document was prepared is the property of Mark von Dadelszen.  
Reproduction of this document in whole or in part by anyone other than by or for his clients is a breach of that copyright.



# Constitution of the Pacific Allied Women's Council Inspires Faith In Ideals Concerning All Incorporated

## TABLE OF CONTENTS

<b>Rules and Sections</b>	<b>Contents</b>	<b>Page</b>
<b>Section 1.0</b>	<b>THE SOCIETY</b>	<b>4</b>
<b>Rule 1.1</b>	<b>Name</b>	<b>4</b>
<b>Rules 1.2, 1.3 and Section 8.0</b>	<b>Society's Purposes and Powers</b>	<b>4, 15</b>
<b>Rule 1.4 and Section 7.0</b>	<b>Interpretation of words and phrases in this Constitution.</b>	<b>4, 11</b>
<b>Section 2.0</b>	<b>MEMBERSHIP</b>	<b>5</b>
<b>Rule 2.1 and Rule 4.6</b>	<b>Minimum number of Members</b>	<b>5, 9</b>
<b>Rule 2.2 and Section 9.0</b>	<b>Society membership</b>	<b>5, 17</b>
<b>Rule 2.3 and Section 14.0</b>	<b>Disputes (including Member disputes, complaints and disciplinary action)</b>	<b>5, 41</b>
<b>Rule 2.4</b>	<b>Dual Membership</b>	<b>5</b>
<b>Rule 2.5</b>	<b>Service Awards</b>	<b>5</b>
<b>Section 3.0</b>	<b>GENERAL MEETINGS AND NATIONAL COUNCIL</b>	<b>6</b>
<b>Rule 3.1 and Section 10.0</b>	<b>Annual General Meetings</b>	<b>6, 24</b>
<b>Rule 3.2 and Rules 10.4-10.6</b>	<b>Special General Meetings</b>	<b>6, 25-26</b>
<b>Rules 3.3-3.8 and Section 10.0</b>	<b>National Council Meetings</b>	<b>6-7, 24</b>
<b>Rule 3.9 and Rules 10.9-10.15</b>	<b>Procedure for General Meetings and National Council in Emergency Situations</b>	<b>8, 27-28</b>
<b>Rule 3.10</b>	<b>Resolution in lieu of General Meeting</b>	<b>8</b>
<b>Rules 3.11</b>	<b>Sub-Committees General</b>	<b>8</b>
<b>Section 4.0</b>	<b>NATIONAL EXECUTIVE, OFFICERS, BRANCHES</b>	<b>8</b>
<b>Rule 4.1 and Section 11.0</b>	<b>National Executive</b>	<b>9, 31</b>
<b>Rule 4.2</b>	<b>Registered Office</b>	<b>9</b>
<b>Rule 4.3</b>	<b>Financial year</b>	<b>9</b>
<b>Rule 4.6</b>	<b>Branches</b>	<b>9</b>
<b>Rule 4.13</b>	<b>Branch Annual Meeting</b>	<b>10</b>
<b>Rule 4.14</b>	<b>Branch ceasing to operate</b>	<b>10</b>
<b>Rule 4.15</b>	<b>Branch Registration Sign-Up Period</b>	<b>10</b>
<b>Section 5.0</b>	<b>AMENDMENT OF THIS CONSTITUTION</b>	<b>11</b>
<b>Section 6.0 and Section 15</b>	<b>WINDING-UP</b>	<b>11, 43</b>
<b>Section 7.0 and Rule 1.4</b>	<b>DEFINITIONS OF WORDS AND PHRASES IN THIS CONSTITUTION</b>	<b>11, 4</b>
<b>Section 8.0</b>	<b>SOCIETY'S PURPOSES AND POWERS</b>	<b>15</b>
<b>Section 9.0</b>	<b>MEMBERSHIP OF THE SOCIETY</b>	<b>17</b>
<b>Rule 9.1</b>	<b>Classes of Membership [Ordinary, Life, Young, Youth, Honorary]</b>	<b>17</b>
<b>Rule 9.2</b>	<b>Admission of Members</b>	<b>18</b>
<b>Rule 9.3</b>	<b>Readmission of Former Members</b>	<b>18</b>
<b>Rule 9.4</b>	<b>Membership Register</b>	<b>19</b>
<b>Rule 9.6</b>	<b>Membership Obligation and Rights</b>	<b>19</b>
<b>Rules 9.10-9.11</b>	<b>Subscriptions and Levies</b>	<b>20</b>

**Note:** © Copyright in the template from which this document was prepared is the property of Mark von Dadelszen. Reproduction of this document in whole or in part by anyone other than by or for his clients is a breach of that copyright.

<b>Rule 9.12</b>	<b>Consequences of Failing to Register and Make Payment</b>	<b>21</b>
<b>Rules 9.12-9.15</b>	<b>Financial, Unfinancial and Inactive Branches and Members</b>	<b>21</b>
<b>Rule 9.15(e)</b>	<b>Unresponsive Branches</b>	<b>22</b>
<b>Rules 9.16-9.18</b>	<b>Cessation of Membership</b>	<b>22-23</b>
<b>Section 10.0</b>	<b>SOCIETY GENERAL MEETINGS</b>	<b>24</b>
<b>Rule 10.1 and Rule 3.1</b>	<b>Agenda of an Annual General Meeting</b>	<b>24, 6</b>
<b>Rule 10.2 and Rules 3.3-3.8</b>	<b>National Council Meetings</b>	<b>25, 6-7</b>
<b>Rule 10.3</b>	<b>Remits</b>	<b>25</b>
<b>Rules 10.7-10.8</b>	<b>Notifying Members of General Meetings and Elections</b>	<b>26</b>
<b>Rule 10.9</b>	<b>Procedure at General Meetings</b>	<b>27</b>
<b>Rule 10.13</b>	<b>Quorum for General Meetings</b>	<b>27</b>
<b>Rule 10.14</b>	<b>Chair of General Meetings</b>	<b>27</b>
<b>Rule 10.16 and Section 11.0</b>	<b>Voting at General Meetings and by remote ballot</b>	<b>28, 31</b>
<b>Rule 10.18(h)</b>	<b>Proxy Nominations and Voting</b>	<b>29</b>
<b>Rule 10.20</b>	<b>Amending the Constitution</b>	<b>30</b>
<b>Section 11.0</b>	<b>NATIONAL EXECUTIVE MEMBERS AND NATIONAL EXECUTIVE ELECTIONS</b>	<b>31</b>
<b>Rule 11.1</b>	<b>National Executive Membership and Immediate Past National President</b>	<b>31</b>
<b>Rule 11.3</b>	<b>Election of National Executive Members Process</b>	<b>32</b>
<b>Rule 11.4</b>	<b>Co-opting a Member to the National Executive</b>	<b>34</b>
<b>Rule 11.5</b>	<b>Terms of Office of National Executive Members</b>	<b>34</b>
<b>Rule 11.9</b>	<b>National Secretary records and role</b>	<b>36</b>
<b>Rule 11.12</b>	<b>National Treasurer and Financial Procedures</b>	<b>36</b>
<b>Rule 11.17</b>	<b>Appointing an Auditor</b>	<b>37</b>
<b>Section 12.0</b>	<b>GOVERNANCE, FUNCTIONS AND POWERS OF THE NATIONAL EXECUTIVE</b>	<b>38</b>
<b>Rule 12.3</b>	<b>Conflict of Interest (National Executive)</b>	<b>39</b>
<b>Section 13.0</b>	<b>NATIONAL P.A.C.I.F.I.C.A. YOUTH COMMITTEE</b>	<b>40</b>
<b>Rule 13.2</b>	<b>Structure of the National P.A.C.I.F.I.C.A. YOUTH COMMITTEE</b>	<b>40</b>
<b>Rule 13.6</b>	<b>Election of the National P.A.C.I.F.I.C.A. Youth Representative</b>	<b>41</b>
<b>Section 14.0</b>	<b>DISPUTES, COMPLAINTS AND DISCIPLINE</b>	<b>41</b>
<b>Section 15.0</b>	<b>WINDING-UP</b>	<b>43</b>

**NOTE:** Sections of the Incorporated Societies Act 2022 potentially relevant to Rules in this Constitution are identified in footnotes within the Constitution, but those footnotes do not form part of this Constitution.

## **Constitution of the Pacific Allied Women's Council Inspires Faith In Ideals Concerning All Incorporated**

### **1.0 THE SOCIETY**

#### **Name of the Society, its Purposes and Powers**

**1.1** The name of the Society is the "Pacific Allied Women's Council Inspires Faith In Ideals Concerning All Incorporated,"<sup>1</sup> commonly abbreviated to 'P.A.C.I.F.I.C.A.'

**1.2** The primary purposes<sup>2</sup> of P.A.C.I.F.I.C.A. are to:

- (a)** Provide opportunities for Pacific women to contribute effectively to the cultural, social, economic and political development of Aotearoa New Zealand and its people,
- (b)** Give Pacific women opportunities to plan and work together for the stability and development of themselves, their families, their communities and so contribute to the development of the country,
- (c)** Create ways and means for Pacific women to overcome barriers that may hinder their ability to reach their full potential,
- (d)** Inspire unity among women of Pacific descent in the furtherance of these aims so that all can speak with one voice in true fellowship,
- (e)** Initiate and promote policies and programmes that support Pacific women to take active decision-making roles in their lives,
- (f)** Initiate and support programmes promoting the education, welfare, health and social development of Pacific families and Pacific family life, and
- (g)** Promote understanding between women of all races.
- (h)** Generally, do anything that P.A.C.I.F.I.C.A. considers will advance the above purposes, but none of the stated primary purposes is any more or less important because of the order in which they are stated.

**1.3** P.A.C.I.F.I.C.A. was incorporated on 6 June 1978 under the Incorporated Societies Act 1908 and is registered as a charitable entity under the Charities Act 2005 (CC29437).

#### **Interpretation of this Constitution and Society Powers**

**1.4** In this Constitution, unless the context otherwise requires, the words and phrases in Rule 7.1 shall have the meanings defined in that Rule and shall otherwise be interpreted having regard to Rule 7.2.

**1.5** The Members of P.A.C.I.F.I.C.A. are women (as outlined in Rule 7.1(dd)), however, only *Pacific* women, (as outlined in Rule 7.1(w)), can hold office at a Branch or National Executive level, and this Constitution shall be interpreted having regard to their cultural beliefs and practices.<sup>3</sup>

**1.6** To advance its purposes P.A.C.I.F.I.C.A. may:

<sup>1</sup> See sections 26(1)(a), 11, 37, and 117-122, Incorporated Societies Act 2022.

<sup>2</sup> See sections 26(1)(b), 8(1), and 12 Incorporated Societies Act 2022.

<sup>3</sup> See section 28, Incorporated Societies Act 2022.

- (a) Exercise any of the powers conferred by the Statute<sup>4</sup> and in accordance with Section 8.0 of this Constitution, and
- (b) Foster the establishment of affiliated branches of P.A.C.I.F.I.C.A., throughout Aotearoa New Zealand in accordance with Rules 4.6 – 4.14 of this Constitution, and
- (c) Co-operate with any other society or societies having similar purposes to those of P.A.C.I.F.I.C.A.

## 2.0 MEMBERSHIP

### Membership

- 2.1 P.A.C.I.F.I.C.A. shall maintain the minimum number of members required by the Statute.<sup>5</sup>
- 2.2 Section 9.0 of this Constitution sets out the classes of Society membership, the method by which Members are admitted or re-admitted to different classes of membership,<sup>6</sup> membership obligations and rights,<sup>7</sup> and the maintenance of a Membership Register.<sup>8</sup>

### Disputes, Complaints and Discipline

- 2.3 All disputes (including complaints and disciplinary action against Members) shall be dealt with in accordance with the Statute<sup>9</sup> and the procedures set out in Section 14.0 of this Constitution, **BUT** P.A.C.I.F.I.C.A. is not concerned with Members' conduct outside of or away from P.A.C.I.F.I.C.A. activities, unless there is some identifiable connection with P.A.C.I.F.I.C.A. or the reputation of P.A.C.I.F.I.C.A. may be affected, or both.

### Dual membership

- 2.4 A Member may belong to a maximum of two Branches of P.A.C.I.F.I.C.A. and pay the registration fees for both Branches, but at any General Meeting is entitled to only one vote.

### Service Award

- 2.5 A Service Award nomination submitted by a Branch may be conferred by a Regional Conference, a National Council or an Annual General Meeting upon any Member who has been a registered financial member of P.A.C.I.F.I.C.A. and accumulated not less than 10 years of active service to P.A.C.I.F.I.C.A. and during those accumulated years has actively promoted, organised, and participated in P.A.C.I.F.I.C.A. activities that enhance and give life to P.A.C.I.F.I.C.A. purposes.
- 2.6 The branch where the P.A.C.I.F.I.C.A. member being nominated is currently registered, must complete and submit a 'Service Award' nomination form to their Regional Conference on the form prescribed by the National Executive, and provide evidence and verification of the nominee's 10-years of active service including all relevant information.

---

<sup>4</sup> See sections 18-20, Incorporated Societies Act 2022.

<sup>5</sup> See sections 10 and 74 Incorporated Societies Act 2022.

<sup>6</sup> See sections 26(1)(k) and 74 Incorporated Societies Act 2022.

<sup>7</sup> See section 78, Incorporated Societies Act 2022.

<sup>8</sup> See section 79, Incorporated Societies Act 2022.

<sup>9</sup> See sections 26(1)(j), 38-44 and Schedule 2, Incorporated Societies Act 2022.

If the member has been a member of other branches during the relevant 10-year term, the current branch should consult with those other branches to obtain further verification to support the Service Award nomination, and

- 2.7** Any Service Award nomination must be treated as a remit and must gain approval from a Regional General Meeting. If approved, the nomination must be received at least 28 days before a National Council Meeting or an Annual General Meeting.

### **3.0 GENERAL MEETINGS AND NATIONAL COUNCIL**

Where appropriate, this section should be cross-referenced with Section 10.0: Society General Meetings

#### **Annual General Meetings<sup>10</sup>**

- 3.1** The Annual General Meeting which only 'Entitled' (refer definition in Rule 7.1(j)), members are entitled to attend, shall be held no earlier than 11 January or later than 28 February in each year on a date, at a time and at venue/s fixed by the National Executive. The business to be conducted at every Annual General Meeting and inclusive of Section 10.0 clauses in relation to General Meetings, shall be as follows:

- (a)** Receiving and approving the unconfirmed Minutes of the previous Annual General Meeting,
- (b)** Receiving and adopting the Annual Report of the National President for the year ended the previous 31 December,
- (c)** Receiving and adopting the audited accounts of P.A.C.I.F.I.C.A. for the year ended the previous 30 September and approved by the National Executive under Rule 4.3
- (d)** The election of members of the National Executive (bi-annually),
- (e)** The appointment of an auditor to audit the annual financial accounts,
- (f)** Accepting and approving motions or remits of which notice has been given under Rule 10.3,
- (g)** Transacting any business for which notice shall have been given to the National Secretary at least twenty-eight days before the date fixed for the Annual General Meeting; and
- (h)** The transaction of any other business that is usually attended to at an Annual General Meeting.

#### **Special General Meetings<sup>11</sup>**

- 3.2** Special General Meetings, which only Entitled Members, (refer Rule 7.1(j)), are entitled to attend, (and see also Section 10.4-10.7), shall be called by:
- (a)** The National Executive, or
  - (b)** Within 21 clear days of a written requisition to the National Secretary signed by not less than a quarter of the Members and such requisition must specify the business to be considered by the Special General Meeting.

#### **National Council Meetings – general**

- 3.3** The National Council shall have the following functions and powers:

<sup>10</sup> See sections 26(1)(k) and 84, Incorporated Societies Act 2022.

<sup>11</sup> See section 26(1)(k), Incorporated Societies Act 2022.

- (a) Shall act in good faith and in what it believes to be the best interests of P.A.C.I.F.I.C.A.,
  - (b) Must exercise all powers for a proper purpose,
  - (c) Must not act, or agree to P.A.C.I.F.I.C.A. acting, in a manner that contravenes the Statute or this Constitution,
  - (d) When exercising powers or performing duties as a National Council Member, they must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances, taking into account, but without limitation, the nature of P.A.C.I.F.I.C.A., the nature of the decision, and the position of the National Council Member and the nature of the responsibilities undertaken by her.
- 3.4** A National Council Meeting, (refer also to Rules 10.2 and 10.3), shall be attended by:
- (a) Members of the National Council and one other Branch Executive member from each Branch other than the Branch President, but if no Branch Executive member is available, that Branch Executive may appoint a proxy from their Branch to attend,
  - (b) Any other Member or external person wishing to attend who has successfully sought the permission of the National Executive
  - (c) An external person who may be invited by the National Executive to provide information or advice at the meeting.
- 3.5.** An annual National Council Meeting shall be held no earlier than the beginning of the last week of September and no later than after the end of the first week of November in each year on a date, at a time and at venue/s fixed by the National Executive (see also Section 10.0).
- 3.6** The agenda and business of a National Council Meeting shall include:
- (a) Call to order,
  - (b) Apologies,
  - (c) Confirmation of unconfirmed Minutes of the previous National Council Meeting,
  - (d) Matters arising from the Minutes of previous National Council Meeting,
  - (e) A year-to-date Report of the National President on the affairs of P.A.C.I.F.I.C.A.
  - (f) Draft financial statements for the previous financial year, approved by the National Executive and presented by the National Treasurer,
  - (g) Transacting any business of which notice was given to the National Secretary at least 28 days before the date fixed for the National Council Meeting, and
  - (h) Accepting and approving motions or remits of which notice has been given under Rule 10.3; and
  - (i) The transaction of any other business that is usually attended to at a National Annual General Meeting.
- 3.7** The quorum for National Council meetings is 50% of the members of the National Council in attendance in person or online when a National Council Meeting is called to order and present in person and online throughout the meeting.

**Calling and procedure at General Meetings and National Council Meetings**

- 3.8** Other procedures for the calling, giving of notice for, procedure at and voting at National Council Meetings and General Meetings are set out in Section 10.0.

## **Procedure for General Meetings and National Council in emergency situations<sup>12</sup>**

**3.9** Notwithstanding any other provisions in this Constitution, where an uncommon or emergency situation brought about by bad weather, a natural disaster, a pandemic or the like, prevents a General Meeting or National Council Meeting from being held as and where notified to Members, the National Executive may authorise the holding of the General Meeting or National Council Meeting at the notified venue or some other venue or venues and at two or more venues using any audio, audio and visual, or electronic communication technology<sup>13</sup> that gives each Member attending in person, remotely or by proxy, a reasonable opportunity to participate, and the National Executive may also reduce the required quorum under Rule 10.13 in such circumstances.

## **Resolution in lieu of General Meeting<sup>14</sup>**

**3.10** If the National Executive resolves that it is, for any reason, impracticable for a P.A.C.I.F.I.C.A. decision to be made by P.A.C.I.F.I.C.A. members at a General Meeting or National Council meeting, the National Executive shall have the power on behalf of P.A.C.I.F.I.C.A. to approve a resolution in lieu of a General Meeting or National Council meeting by following the procedures set out in sections 89-92 of the Incorporated Societies Act 2022.

## **Sub-Committee Meetings – general**

**3.11** The National Executive may establish a Sub-Committee, (refer Rule 7.1(cc)), to address any significant work for P.A.C.I.F.I.C.A., but no person disqualified from holding office under Rule 11.2 and an ‘unfinancial’ member as outlined in Rules 9.12-9.15, shall be appointed to any sub-committee, and:

- (a)** Every sub-committee shall have its Terms of Reference established by the National Executive and must specify its membership, purpose, intended duration and the high-level outcomes it is intended to achieve.
- (b)** Every sub-committee must have at least one National Executive representative as one of its members and the National Executive will be responsible for ensuring that the sub-committee is fully supported and resourced where feasible or applicable, and
- (c)** Only those Entitled Members elected by the National Executive and/or the National Council and/or the membership at a General Meeting, will be permitted to engage on matters to do with the sub-committee.
- (d)** Only the “National Youth Committee” sub-committee, (refer Rule 13.0), may have members under the age of 16, who represent their region, as the P.A.C.I.F.I.C.A. Young Member Representative, (refer Rule 7.1(hh)).

## **4.0 NATIONAL EXECUTIVE, OFFICERS, AND BRANCHES**

### **National Executive<sup>15</sup>**

<sup>12</sup> See sections 26(1)(k) and 87, Incorporated Societies Act 2022.

<sup>13</sup> See section 87, Incorporated Societies Act 2022

<sup>14</sup> See sections 89-92, Incorporated Societies Act 2022.

<sup>15</sup> See sections 45-73, Incorporated Societies Act 2022.



**4.1** P.A.C.I.F.I.C.A. shall have a National Executive comprising of 10 National Executive Members (refer to Rule 11.1), elected pursuant to Rule 11.3, and any additional National Executive Members co-opted under Rule 11.4 which shall be the governing body of P.A.C.I.F.I.C.A. and shall hold office under Rule 11.5, and that National Executive shall govern P.A.C.I.F.I.C.A. from the end of each Annual General Meeting until the end of the next Annual General Meeting and shall have the powers set out in Section 12.0.

**Registered Office<sup>16</sup>**

**4.2** The Registered Office of P.A.C.I.F.I.C.A. shall be at such place in New Zealand as the National Executive from time to time determines, and changes to the Registered Office shall immediately be notified to the Registrar of Incorporated Societies in a form and as required by the Statute.

**Financial year<sup>17</sup>**

**4.3** P.A.C.I.F.I.C.A.'s financial year shall commence on 1 October of each year and end on 30 September in the following year (the latter date being P.A.C.I.F.I.C.A.'s balance date).

**Execution of Documents<sup>18</sup>**

**4.4** P.A.C.I.F.I.C.A. shall have a Common Seal which shall be retained by the National Secretary.

**4.5** Unless entered into by a delegate authorised under Rule 12.2(d), documents shall be executed for P.A.C.I.F.I.C.A. pursuant to a resolution of the National Executive:

- (a) By affixing the Common Seal witnessed by the National President or a Vice President and counter-signed by some other National Executive Member, or
- (b) Where the document is not required by law to be executed under Common Seal, by the National President or a Vice President and some other National Executive Member signing on behalf of P.A.C.I.F.I.C.A. and
- (c) All such signatories must be at least 18 years of age.

**Branches**

**4.6** Any number of women, being not less than five, may form a Branch and that Branch shall be liable to pay the annual Branch fee as determined at the Annual General Meeting, and

- (a) Any proposed future Branch shall only be formed after obtaining the prior written consent of the National Executive to its formation,
- (b) A Branch may, after obtaining the consent of the National Executive, incorporate and remain as a separate incorporated society under the Incorporated Societies Act 2002, and
- (c) All Branches in existence when this Constitution is adopted, and all Branches formed after this Constitution is adopted, and their Members, shall comply with the provisions in this Constitution.

<sup>16</sup> See sections 110-111, Incorporated Societies Act 2022.

<sup>17</sup> See sections 99-108, Incorporated Societies Act 2022.

<sup>18</sup> See sections 123-124 Incorporated Societies Act 2022.

- 4.7** Each Branch shall elect from its members, who fit the definition of a *Pacific* woman as defined in Rule 7.1(w), a Branch President, a Branch Secretary, and a Branch Treasurer who shall constitute the Branch Executive Committee.
- 4.8** At all Branch meetings each Member aged 16 or over 16, who is a registered Member of that Branch and who meet the requirements of Rules 9.12-9.15, shall be entitled to one vote on all matters.
- 4.9** Ordinary Branch meetings shall be held once a month or at such time and place as the Branch may decide, and Branch Members shall be notified by at least:
- (a)** 7 clear days' notice prior to the date and venue of every Branch meeting unless a pre-arranged and regular date has been set, and
  - (b)** 14 clear days' notice prior to the date of a Branch Annual Meeting.
- 4.10** All funds of a P.A.C.I.F.I.C.A. Branch received by the Branch will be receipted and shall be paid into its account at a bank which shall be administered by the Branch Executive Committee, and all payments shall be made by automatic or daily bank transactions and reconciled by the Branch Treasurer and other Branch member(s) so appointed by the Branch.
- 4.11** In the event of a Branch ceasing to function, all its funds remaining after payment of all Branch debts shall be paid to the National General Fund Account of P.A.C.I.F.I.C.A.
- 4.12** Each Branch shall appoint a qualified auditor or some other independent, responsible person (refer to the definition outlined in Rule 7.1(ii)), to audit or review its financial accounts at the end of each financial year.

#### **Branch Annual Meeting**

- 4.13** A Branch Annual Meeting shall be held each year for the purpose of:
- (a)** Receiving the Branch annual report of the Branch President,
  - (b)** Receiving and approving the financial accounts of the Branch,
  - (c)** The election of Branch officers (see Rule 4.7),
  - (d)** The appointment of an auditor or other "independent, responsible person" (refer to the definition of this in Rule 7.1(ii)), to review or audit the financial accounts of the Branch,
  - (e)** Any other business which has been notified to the Branch Secretary for inclusion on the agenda, or which may normally be dealt with at the Branch Annual meeting, and
  - (f)** General business.

#### **Branch Ceasing to Operate**

- 4.14** A duly constituted Branch meeting may decide to cease its operation as an affiliated Branch of P.A.C.I.F.I.C.A. and the Branch's decision to cease operation shall be advised in writing to the National Executive and be accompanied by the minutes of the meeting making that decision.

#### **Branch Registration Sign-Up Period**

- 4.15** A Branch must pay its Branch fees and member's fees in one consolidated payment to the National Executive during the annual registration sign-up period from 1 July to 31 August to ensure their Branch and members are deemed 'financial', (refer to Rules 9.12-9.15 for more information).

## 5.0 AMENDMENT OF THIS CONSTITUTION<sup>19</sup>

5.1 This Constitution may be amended or replaced in accordance with Rules 10.20-10.24.

## 6.0 WINDING-UP<sup>20</sup>

6.1 P.A.C.I.F.I.C.A. may be wound-up in accordance with Rules 15.1-15.5.

## 7.0 DEFINITIONS OF WORDS AND PHRASES IN THIS CONSTITUTION [refer Rule 1.4]

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

- (a) "*Associated Person*" means a person who is a spouse, partner, parent, child, close friend, business associate (partner, director, officer, board member, or trustee of a person), employer or employee of a Member.
- (b) A "*Branch*" of P.A.C.I.F.I.C.A. is formed pursuant to Rule 4.6,
- (c) "*clear days*" means complete days excluding the first and last-named days (for instance, excluding the date a notice of meeting is posted or transmitted to Members and the date of the meeting).
- (d) "*complaint*"<sup>21</sup> means an allegation that the conduct or discipline of any Member(s) has/have fallen short of expected standards of conduct for P.A.C.I.F.I.C.A. Members, and the complaint may allege:
  - (i) A breach or failure to observe a specific P.A.C.I.F.I.C.A. Rule, Code of Conduct, bylaw or policy, or provision in the Statute, and/or
  - (ii) Other misconduct likely to cause distress, embarrassment or concern to other Members or members of the public or tend to damage the reputation of P.A.C.I.F.I.C.A.
- (e) "*Conflict of Interest*"<sup>22</sup> – A National Executive Member or Branch Executive Committee Member is interested in a matter if the National Executive Member or Branch Executive Committee Member:
  - (i) May obtain a financial benefit from the matter, or
  - (ii) 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
  - (iii) May have a financial interest in a person to whom the matter relates, or
  - (iv) 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, or
  - (v) Is interested in the matter because this constitution so provides.

<sup>19</sup> See sections 30-37, Incorporated Societies Act 2022, and in respect of minor or technical amendments sections 31-36.

<sup>20</sup> See section 208, Incorporated Societies Act 2022.

<sup>21</sup> See sections 19 and 38-44, Incorporated Societies Act 2022.

<sup>22</sup> See section 62, Incorporated Societies Act 2022.

However, a National Executive Member or Branch Executive Committee Member is not interested in a matter:

- (vi) Merely because the National Executive Member or Branch Executive Committee Member receives an indemnity, insurance cover, remuneration, or other benefits authorised under the Incorporated Societies Act 2022, or
  - (vii) If the National Executive Member's or Branch Executive Committee Member's interest is the same or substantially the same as the benefit or interest of all or most other Members of P.A.C.I.F.I.C.A. due to the membership of those Members, or
  - (viii) If the National Executive Member's or Branch Executive Committee Member's interest is so remote or insignificant that it cannot be regarded as likely to influence the National Executive Member in fulfilling the National Executive Member's or Branch Executive Committee Member's responsibilities under the Incorporated Societies Act 2022 or this constitution, or
  - (ix) If the National Executive Member's interest or Branch Executive Committee Member's interest is of a kind that is specified in this constitution for the purposes of this Rule.
- (f) "*Conflicts of Interests Register*"<sup>23</sup> means the Register of Conflicts of Interests disclosed by National Executive Members and kept and maintained by the National Executive and which is available for inspection by Members and National Executive Members at any reasonable time, referred to in Rule 11.10(e),
- (g) "*Contact details*" means the physical, postal, and electronic addresses and telephone number(s) of a Member and includes the further requirements outlined in Rule 9.4(a) as required by Section 79 of the Incorporated Societies Act.
- (h) "*Contact Person*"<sup>24</sup> means the member of the National Executive whom the Registrar of Incorporated Societies can contact when needed, and who must be at least 18 years of age and must at all times be resident in New Zealand and not disqualified under the Statute or under Rule 11.2(b) from holding that office, and any change in that Contact Person or that person's name or contact details<sup>25</sup> shall be advised to the Registrar of Incorporated Societies within 25 clear days after that change occurs or after P.A.C.I.F.I.C.A. became aware of the change.
- (i) "*dispute*"<sup>26</sup> means a complaint or a disagreement, conflict or a formal concern raised by a Member relating to the Member's rights and interests as a Member which the Member considers is affecting the Member in a significant (not trivial or incidental) way, and the effect on the Member or other affected Members may not necessarily include financial losses or costs to the Members, but a Member raising a dispute should be able to point to a significant negative effect on that Member, or on other Members in similar

<sup>23</sup> See section 73, Incorporated Societies Act 2022.

<sup>24</sup> See sections 112-116, Incorporated Societies Act 2022.

<sup>25</sup> See sections 5(2) and 116(1)(b), Incorporated Societies Act 2022.

<sup>26</sup> See sections 38-44, Incorporated Societies Act 2022.

circumstances, or on all Members.

- (j)** "*Entitled Member*" means a Member, (Ordinary, Life, Young Member and Youth Member), entitled to exercise membership rights pursuant to Rule 9.6(b) and subject to Rules 9.12-9.15 and meets the definition of a woman in 7.1(dd).
- (k)** "*financial year*" means the financial year of P.A.C.I.F.I.C.A. under Rule 4.3.
- (l)** "*General Meeting*" means either an Annual General Meeting, a Regional General Meeting, a National Council Meeting, or a Special General Meeting of P.A.C.I.F.I.C.A.
- (m)** "*Honorary Member*" is a person recognised as such pursuant to Rule 9.1(e) but is not otherwise a "Member" for the purposes of this Constitution.
- (n)** "*Life Member*" is a Member recognised as such pursuant to Rule 9.1(b).
- (o)** "*Member*" is a person admitted to membership<sup>27</sup> under Rules 9.1 and 9.2, including a Life Member and excluding an Honorary Member.
- (p)** "*Membership Register*"<sup>28</sup> is the register of Members kept under Rule 9.4(a).
- (q)** "*National Council*" comprises all National Executive Members and all Branch Presidents.
- (r)** "*National Executive*" means P.A.C.I.F.I.C.A.'s governing body referred to in Rule 4.1.
- (s)** "*National Executive Member*" includes P.A.C.I.F.I.C.A.'s National President, the Vice Presidents, National Secretary, National Treasurer, and other National Executive Members elected under Rule 11.3, co-opted under Rule 11.4, or appointed under Rule 11.6.
- (t)** "*National President*" is the person elected to hold that position as referred to in Rule 11.1(a).
- (t)** "*National Secretary*" is the person elected to hold that position as referred to in Rule 11.1(e).
- (u)** "*National Treasurer*" is the person elected to hold that position as referred to in Rule 11.1(g).<sup>29</sup>
- (v)** "*Ordinary Member*" is a *Member* admitted to such membership<sup>30</sup> under Rules 9.1(a) and 9.2.
- (w)** "*Pacific*" in the term, 'Pacific woman,' means any woman who identifies as a Pacific person by virtue of their ethnicity and or ancestral blood ties to the Pacific region (Melanesia, Micronesia, and Polynesia).
- (x)** "*Patron*" is a person elected to that position under Rule 10.1(i) because that person supports P.A.C.I.F.I.C.A.'s purposes in some significant way.
- (y)** "*Region*" is one of the Northern, Central and Southern Regions as defined by the National Executive,
- (z)** "*remote ballot*" is a ballot conducted by electronic means held in accordance with the procedures set out in Rule 10.18.

<sup>27</sup> See sections 74-76, Incorporated Societies Act 2022.

<sup>28</sup> See section 79, Incorporated Societies Act 2022.

<sup>29</sup> See sections 99-109, Incorporated Societies Act 2022.

<sup>30</sup> See sections 74-76, Incorporated Societies Act 2022.

- (aa)** "*Society*" is the Society referred to in Rule 1.1. and referred and known as, P.A.C.I.F.I.C.A. in this Constitution.
- (bb)** "*Statute*" means the Incorporated Societies Act 2022 or any Act of Parliament which replaces it, including amendments to it from time to time, and where required includes Regulations or Orders in Council made under the Statute.
- (cc)** "*Sub-committee*" is any committee that will lead significant pieces of work for and on behalf of the National Executive and will be made up of Entitled Members, (except Young Member) and including at least one National Executive Member.
- (dd)** "*Woman*" is an individual woman who honestly self-defines or self-identifies herself as such by sex or gender.
- (ee)** "*working day*" means any day of the week other than a Saturday, Sunday, or national statutory holiday.
- (ff)** "*written notice*" means communication by post, delivery, courier, electronic means (including email and website posting), or advertisement in periodicals, or a combination of these methods except when nominating or voting for a candidate in the National Executive elections via proxy, (if proxy nominations and voting is approved by the chair], an original written notice must be signed and handed into the National Secretary before the start of the Annual General Meeting as outlined in Rule 10.12.
- (gg)** "*Young Member*" means a young woman aged between 12 and 15 admitted to such membership under Rule 9.1(c) and shall pay no subscription and shall have no speaking or voting rights at a General Meeting.
- (hh)** "*Youth Member*" means a young woman aged between 16 and 25 admitted to such membership under Rule 9.1(d) and shall have the same rights and privileges as an *Ordinary Member*.
- (ii)** "*independent, responsible person*" under Rule 4.12, is someone with no direct ties to P.A.C.I.F.I.C.A. who is a trusted, reliable professional of good credit and repute with the relevant skills to undertake the branch financial review.
- (jj)** "*unresponsive branch*" under Rule 9.15(e) is a branch, (the Executive members), who are not actively engaged with the organisation over a long period of time, has not paid their annual subscription and has stopped corresponding with the National Executive despite repeated requests to respond or to take some form of action.
- (kk)** "*registration sign-up period*" is from 1 July to 31 August of any given year and is the official registration period for women to sign up to P.A.C.I.F.I.C.A. and pay their annual subscription to their branch which must then be provided to the National Executive and received by midnight on the 31 August.
- (ll)** "*registration term*" refers to the official period, (one year), that those who have registered and paid during the 'registration sign-up period,' (financial members), are covered, being the registration term from 1 September of the registration year to 31 August of the following year.

**7.2** In this Constitution, unless the context otherwise requires:

**Note:** © Copyright in the template from which this document was prepared is the property of Mark von Dadelszen. Reproduction of this document in whole or in part by anyone other than by or for his clients is a breach of that copyright.

- (a) Any word or phrase identifying a person extends to and includes the executors, administrators, successors, and assignees of that person,
- (b) The singular number includes the plural and vice versa,
- (c) Any word referring to a person shall include any individual, company, corporation, partnership, firm, joint venture, association, organisation, trust, state, agency of the state, municipal authority, government, or a statutory body in each case whether or not having separate legal identity,
- (d) Reference to any Act, regulation, bylaw, or ordinance extends to and includes any statutory or other modification or re-enactment thereof and any other like provision for the time being in force in New Zealand, and
- (e) The heading of a Rule in this Constitution will not affect the interpretation given to it.

## **8.0 SOCIETY'S PURPOSES<sup>31</sup> AND POWERS<sup>32</sup>**

**8.1** P.A.C.I.F.I.C.A. must not operate for the purpose of, or with the effect of:

- (a) Pecuniary gain, or
- (b) Any Member of P.A.C.I.F.I.C.A. or any Associated Person deriving any personal financial gain from membership of P.A.C.I.F.I.C.A. other than as may be permitted by law (such as by payment of an honorarium or pursuant to any contract), or
- (c) Returning all or part of any surplus generated by P.A.C.I.F.I.C.A.'s operations to Members, in money or in kind, or
- (d) Conferring any kind of ownership in P.A.C.I.F.I.C.A.'s assets on Members, but P.A.C.I.F.I.C.A. would not operate for the pecuniary gain of Members in breach of the Statute simply if P.A.C.I.F.I.C.A.:
  - (i) Engages in trade,
  - (ii) Reimburses a Member or Associated Person for reasonable expenses legitimately incurred on behalf of P.A.C.I.F.I.C.A. or while pursuing P.A.C.I.F.I.C.A.'s purposes,
  - (iii) Provides benefits to members of the public or of a class of the public and those persons include Members or their families,
  - (iv) Contracts with and pays a Member or Associated Person a salary or wages or other payments for goods or services to P.A.C.I.F.I.C.A. 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), or
  - (v) Provides a Member or Associated Person with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the

<sup>31</sup> See section 8(1), Incorporated Societies Act 2022.

<sup>32</sup> See sections 18 and 28, Incorporated Societies Act 2022.

purposes of P.A.C.I.F.I.C.A.

- 8.2** Nothing in this Constitution authorises P.A.C.I.F.I.C.A. to do anything which contravenes or is inconsistent with the Statute, any Regulations made under the Statute, or any other legislation.
- 8.3** Despite Rule 1.2, P.A.C.I.F.I.C.A. shall not be required to advance all its primary purposes all of the time.
- 8.4** Subject to Rule 1.2 and Rules 8.1-8.2, P.A.C.I.F.I.C.A. and the National Executive shall have power:
- (a)** To represent and promote the interests of Members of P.A.C.I.F.I.C.A.
  - (b)** To make, alter, police, and enforce P.A.C.I.F.I.C.A.'s bylaws and policies to advance or achieve any of its purposes,
  - (c)** To establish a Code of Conduct bylaw applicable to Members, and
  - (d)** To do any act or thing related or contributing to advancing or attaining any of the above purposes.
- 8.5** Subject to Rule 1.2 and Rules 8.1-8.2, in addition to its statutory powers, P.A.C.I.F.I.C.A.:
- (a)** May use its funds to pay the costs and expenses to advance or conduct its purposes, and to employ or contract with such people as may be appropriate,
  - (b)** May purchase and lease property and invest in any investment in which a trustee may lawfully invest, and
  - (c)** Shall have power to borrow or raise money by debenture, bonds, mortgage and other means with or without security, but such borrowing powers shall not be exercised other than by resolution of a General Meeting of which proposed resolution at least 10 clear days' written notice was given to all Entitled Members in accordance with Rules 10.3 and 10.8.
- 8.6** No Member or any Associated Person shall participate in or materially influence any decision made by P.A.C.I.F.I.C.A. relating to:
- (a)** Any payment to or on behalf of that particular Member or Associated Person, or
  - (b)** The conferring of any income, benefit, or advantage whatsoever on that particular Member or Associated Person.
- 8.7** Despite any other provision in this Constitution, National Executive Members, and the National Executive's sub-committee members:
- (a)** May be offered such honoraria as may be approved by resolution of a General Meeting, and
  - (b)** Shall be entitled to be reimbursed by P.A.C.I.F.I.C.A. for any reasonable actual expenses incurred by them on behalf of P.A.C.I.F.I.C.A. as approved by resolution of the National Executive.
- 8.8** No officer or member of the Executive shall be liable for the acts or defaults of any other officer or member of the Executive, or any loss occasioned thereby, unless occasioned by their willful default or by their willful acquiescence.
- 8.9** P.A.C.I.F.I.C.A. may, subject to the provisions of the Statute, indemnify Members and



P.A.C.I.F.I.C.A. employees who act in good faith in seeking to advance P.A.C.I.F.I.C.A.'s purposes and activities, and to take insurance for the purposes of that indemnity, but no such indemnity or insurance shall be provided where a Member or employee is criminally liable for the actions or inaction in respect of which indemnity is or insurance benefits are sought.

## 9.0 MEMBERSHIP OF THE SOCIETY <sup>33</sup>

9.1 The classes of membership and the method by which Members are admitted to different classes of membership of P.A.C.I.F.I.C.A. are as follows:

- (a) **Ordinary Member:** An Ordinary Member admitted to membership under Rule 9.2, (excluding an Honorary Member, Life Member or Young Member), who is actively involved in P.A.C.I.F.I.C.A. activities, and who or which has not ceased to be a Member under any other Rule, (including Rules 9.12-9.15), shall be entitled to:
- (i) Vote at their Branch meetings, their Regional General Meetings, and the National General Meetings,
  - (ii) Hold office at Branch level if they meet the definition of a Pacific woman as outlined in Rule 7.1(w) and
  - (iii) Hold office on the National Executive if they currently hold, or have previously held, an executive position i.e., President, Secretary or Treasurer, at Branch level.
- (b) **Life Member:** A Life Member is a person who has given service to P.A.C.I.F.I.C.A. continuously for not less than a period of fifteen years in total and is sixty years of age or over at the time of being nominated for Life Member status, honoured for highly valued services to P.A.C.I.F.I.C.A. and elected as a Life Member by resolution of a General Meeting passed by a two-thirds majority of those Members present and voting. A Life Member shall have all the rights and privileges of a financial Member and shall be subject to all the duties of a Member except those of paying membership subscriptions and levies.
- (c) **Young Member:** A Young Member is a young woman between the ages of 12 and 15 (inclusive) admitted to membership under Rule 9.2 and who is not required to pay any subscription or levy, is not entitled to vote for candidates for any National Executive positions and is not entitled to vote at the Annual General Meeting or at National Council Meetings, and is not eligible to be elected to the National Executive if they are under the age of 16 on the date the National Secretary sends out any voting papers for the election of National Executive members.
- (d) **Youth Member:** A Youth Member is a young woman between the ages of 16 and 25 (inclusive) admitted to membership under Rule 9.2 and who or which has not ceased to be a Member under any other Rule and shall have all the rights of an individual Ordinary Member but does not include a Life or Honorary Member.
- (e) **Honorary Member:** An Honorary Member is a person honoured for services to

<sup>33</sup> See sections 74-83, Incorporated Societies Act 2022.

P.A.C.I.F.I.C.A. or in an associated field elected as an Honorary Member by resolution of a General Meeting passed by a two-thirds majority of those Members present and voting.

An Honorary Member is not entitled to the rights of and is not liable to the duties of other Members, shall not be required to pay any subscription or levy, and does not fall within the interpretation of 'Member' for the purposes of this Constitution.

## **9.2 Admission of Members:**<sup>34</sup>

- (a)** Every Member must be an individual woman who honestly self-defines or self-identifies herself as such by sex or gender, (Rule 7.1(dd)).
- (b)** Every individual admitted into membership as an Ordinary Member, Honorary Member, Life Member or Youth or Young Member must expressly consent to becoming a member of P.A.C.I.F.I.C.A. by demonstrating their intent by completing and signing either an online or hardcopy registration form provided by the National Executive, (refer to Rule 9.2(h)), and supply such information as may be required by the National Executive.
- (c)** Membership registration applications shall be considered by the applicable Branch Executive or National Executive both of whom may interview an applicant, but this rule does not apply to Honorary Members or Life Members.
- (d)** The Branch Executive or National Executive shall have discretion whether or not to admit a membership applicant (other than Honorary Members and Life Members), and shall advise the applicant of its decision, (but shall not be required to provide reasons for that decision), and a successful applicant shall immediately pay the annual subscription, (refer to Rules 9.12-9.15).
- (e)** If a Branch Executive intends to decline a registration application for membership, they must submit this tentative decision to the National Executive outlining the reasons for their decision and the National Executive shall rule on the final decision as to whether the membership applicant should be admitted or not.
- (f)** Until admitted to membership by the Branch Executive or National Executive, no-one is entitled to claim the benefits of Society membership.
- (g)** Members must be ordinarily resident in New Zealand to be a member, (refer to Rule 9.16(c)).
- (h)** Members, (new or current), who update their personal details and/or profiles in hardcopy or online during the registration sign-up period (refer to Rule 7.1(kk)), and indicate they are registering to join P.A.C.I.F.I.C.A., and pays their annual subscription as well, adequately demonstrates to the National Executive, that a woman has indicated their consent to join P.A.C.I.F.I.C.A. as required in section 76(1) of the Incorporated Societies Act 2022.

## **9.3 Readmission of former Members:**<sup>35</sup>

- (a)** Subject to Rule 9.3(b), any former Member may apply for re-admission in the manner

<sup>34</sup> See section 76, Incorporated Societies Act 2022.

<sup>35</sup> See section 76, Incorporated Societies Act 2022.

prescribed in Rule 9.2 and may be re-admitted by the Branch they are applying to be a member of.

- (b) If a former Member's membership was terminated pursuant to the processes under Section 14.0 of this Constitution the applicant may be re-admitted only by resolution of a General Meeting on the recommendation of the National Executive.

#### **9.4 Membership Register<sup>36</sup>**

The National Secretary shall:

- (a) Keep an up-to-date National Membership Register, (including Life, Honorary and Young Members), and subject to the Section 79 of the Incorporated Societies Act, the following information must be obtained being: recording their names, postal and email addresses, phone numbers, the date each Member became a Member, together with the Member's consent as outlined under Rule 9.2(h). This includes information required by P.A.C.I.F.I.C.A. which are ethnicity, date of birth and occupation.
- (b) On reasonable notice and at reasonable times:
  - (i) Make available for inspection by Members copies of this Constitution and of any Society bylaws or policies, and copies shall be provided (at a reasonable cost) to any Member on request,
  - (ii) Subject to section 81(1), Incorporated Societies Act 2022,<sup>37</sup> permit National Executive Members and Members to inspect the Membership Register,
  - (iii) Permit National Executive Members and Members to inspect the Conflicts of Interests Register, and
  - (iv) Provide Members with access to the financial statements presented to the last Annual General Meeting and National Council Meeting and the minutes of previous General Meetings and National Council Meetings, and
- (c) Be the Society's privacy officer for the purposes of the Privacy Act 2020.

**9.5** Every Member (including Life, Young Woman and Honorary Members) shall advise their local Branch Executive, (who must notify the National Secretary within 7 days of being advised), of any change of name, postal and email address, phone number, or occupation, if applicable, and if any Member fails to do so or provides incorrect information, that Member shall have no ground of complaint if as a result the Member fails to receive any notice from P.A.C.I.F.I.C.A.

#### **9.6 Membership obligations and rights:<sup>38</sup>**

- (a) Every Member, including National Executive Members, shall be:

---

<sup>36</sup> See section 79, Incorporated Societies Act 2022.

<sup>37</sup> Section 81(1), Incorporated Societies Act 2022 provides that "A society may refuse to provide the information if— (a) withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons; or (b) the disclosure of the information would, or would be likely to, prejudice the commercial position of the society or of any of its members; or (c) the disclosure of the information would, or would be likely to, prejudice the commercial position of any other person, whether or not that person supplied the information to the society; or (d) the information is not relevant to the operation or affairs of the society; or (e) the request for the information is frivolous or vexatious."

<sup>38</sup> See sections 22-24, 77 and 78, Incorporated Societies Act 2022.

- (i) Entitled to inspect and be provided with one copy of this Constitution, and
  - (ii) Deemed to have notice of and be bound by the provisions of this Constitution and any bylaws or policies made pursuant to it (as amended from time to time) and shall promote the interests and purposes of P.A.C.I.F.I.C.A. and shall do nothing to bring P.A.C.I.F.I.C.A. into disrepute.
- (b) A Member is entitled to exercise the rights of membership including attending and voting at General Meetings (except Young Members), subject to such conditions and restrictions as may be imposed by the National Executive, and subject to the Rules outlined in 9.12-9.15.
  - (c) Membership does not confer on any Member any right, title, or interest (legal or equitable) to, or in, the property of P.A.C.I.F.I.C.A.
  - (d) A Member may transfer from one P.A.C.I.F.I.C.A. Branch to another provided the Member obtains confirmation in writing from the secretary of their former Branch (for the new Branch executive and for the National Executive), confirming that the Member has paid the Member's annual subscription for the current financial year.
  - (e) No Member is liable for an obligation of P.A.C.I.F.I.C.A. by reason only of being a Member.
  - (f) No Member who is a Member of Parliament, elected Council representative or elected Local Board member in local government or campaigning to be in any of those positions and/or in the opinion of the sitting National Executive, holds a similar position, can stand for election of any executive position in the Branch, Region or on the National Executive or sub-committees of P.A.C.I.F.I.C.A.
- 9.7** Other than as permitted under Rule 9.4(b), or by resolution of the National Executive, a Member is not entitled to inspect or copy the minutes of National Executive meetings, National Council meetings or National Executive sub-committee meetings or P.A.C.I.F.I.C.A.'s records, but is entitled, subject to the provisions of the Statute, to access information P.A.C.I.F.I.C.A. holds about that Member (but not about other Members).
- 9.8** P.A.C.I.F.I.C.A. shall be entitled to collect and record information about Members for the P.A.C.I.F.I.C.A.'s purposes, including information in the Membership Register and, in the agendas, and minutes of National Executive meetings and General Meetings.
- 9.9** The National Executive may decide whether and how Members may access or use premises, facilities, equipment, or other property owned, occupied, or otherwise used by P.A.C.I.F.I.C.A. including any conditions of and fees for such access or use.

### **Subscriptions and levies<sup>39</sup>**

- 9.10** Changes to the annual subscription and any other fees for different classes of membership for the following membership registration term (refer to 7.1(ll)), to be implemented in the following registration sign-up period, (refer to 7.1(kk)), shall be set by resolution of a General Meeting.
- 9.11** In addition to the annual subscription and any other fees payable under Rule 9.10, the

<sup>39</sup> See section 78, Incorporated Societies Act 2022

National Executive or a General Meeting may by resolution impose a levy or levies on Members in different classes of membership (except Life, Young Members and Honorary Members) in any financial year up to a maximum totalling 50% of the annual subscription for that year for each class of Member.

### **Consequences of Failing to Register Details and Make Payment**

**9.12** Any Branch or Member (exclusive of Life Members, Honorary Members and Young Members) failing to register their details and pay the annual subscription or any levy to the National Executive, within one calendar month, (being the grace period), by midnight on the 31 August of any given year, shall be considered as inactive and unfinancial until the following registration term, (refer to 7.1(ll)), or until full payment and registration details have been received and shall (without being released from the obligation of payment), have limited membership rights. There are no discounts for late subs and fees.

**(a)** If payment is received, a Branch and Members will be 'unfinancial' and they will be subject to the rules in 9.14.

**(b)** If payment has not been received, a Branch and its members will be 'inactive' and subject to rules in 9.15.

**9.13 Financial Branches and Members:** Established and new Branches and Members which or who pay in full all their subscriptions and fees due during the registration sign-up period, (refer to 7.1(kk)), being, in the month of the due sign-on date (July) or during the grace month (August), are 'financial' Branches and Members for the following registration term (refer 7.1(ll)), and will be registered and recorded on the National Branch and Membership database and in the financial audit as 'financial' members.

**9.14 Unfinancial Branches and Members:** Established and new branches and members who settle their subs and fees after August, are deemed 'unfinancial' branches and members from the time payment and full registration details are received, until the end of the registration term, 31 August. The branch and members will be recorded in the National Branch and Membership database as 'unfinancial.' They will be considered a registered P.A.C.I.F.I.C.A. branch or member, but subject to the following restrictions and shall not be entitled to:

**(a)** Participate in any decision-making including speaking and voting at any Annual General Meeting, Regional General Meeting or at any National Council Meeting,

**(b)** Be a member of any P.A.C.I.F.I.C.A. sub-committees,

**(c)** Nominate any Member from that Member's Branch or any Branch for election to the National Executive,

**(d)** Be a candidate nominated for a position on any Branch Executive or National Executive,

**(e)** Be considered for a Branch or Member P.A.C.I.F.I.C.A. trophy or award at the annual P.A.C.I.F.I.C.A. conference.

**(f)** Be included in the membership count for the financial audit.

**9.15 Inactive Branches and Members:** Branches and Members which or who do not or have not fully paid all their subscriptions and fees and completed the required registration details during the registration sign-up period (refer to 7.1(kk)), and during the registration term, (refer

to 7.1(ll)), shall be "inactive" and therefore have no membership rights and will be subject to the following restrictions:

- (a) Shall not have any Branch or Member status or entitlements as they shall cease to be recorded as 'registered' on the National Branch and Membership database until payment and registration details have been received.
- (b) Shall not be a registered P.A.C.I.F.I.C.A. Branch or Member,
- (c) Shall not be entitled to receive any organisation or Branch and Member communications from the National Executive and will be removed from the National email listing from 1 October,
- (d) Shall not be entitled to attend or participate as a Branch or member in any P.A.C.I.F.I.C.A. General Meetings, Branch meetings or regional conferences.
- (e) Is also deemed to be an 'unresponsive Branch', (refer Rule 7.1(jj)), if a Branch, (their Executive team), is not engaging with any communications made to them by the National Executive and before becoming 'inactive' were not actively participating in general meetings or regional events and, over a managed period of time, despite being sent warnings, they still do not make contact or still do not take appropriate action to become registered, then Rule 9.15(f) shall apply. Any member of that Branch will also be deemed to be 'unresponsive'.
- (f) May, on recommendation of the Vice President for that region to the National Executive, and/or on receipt of official branch minutes, (or other correspondence accepted by the National Executive), advising of them closing, be deemed to no longer be operating as a Branch and as such, their membership as a Branch may be terminated by the National Executive.

### **Cessation of Membership<sup>40</sup>**

**9.16** A person ceases to be a Member:

- (a) On death, or
- (b) If incarcerated, (to Rule 9.17), or
- (c) If the Member is no longer permanently resident in New Zealand (refer to Rule 9.2(g)), or
- (d) Following resignation from that Member's class of membership by written notice to the Member's Branch Executive which, once informed, must notify the National Secretary within 7 days, or
- (e) On termination of that Member's membership pursuant to the disciplinary processes under Rule 2.3 and Section 14.0, with effect from the death, liquidation, or dissolution of the Member or on the date of receipt by the National Secretary or any subsequent date stated in the notice of resignation, and Rule 9.18 shall apply.

**9.17** The National Executive may declare that a Member is no longer a Member (from the date of that declaration or such other date as may be specified) if that Member ceases to be qualified to be a Member or is convicted of any offence for which a convicted person may be

---

<sup>40</sup> See section 26(1)(d), Incorporated Societies Act 2022.

imprisoned, is declared bankrupt, makes a composition with creditors, or enters the no asset procedure under the Insolvency Act 2006.

- 9.18** A Member who ceases to be a Member pursuant to Rule 9.16 (except on death), or whose membership is terminated or is deemed to be 'inactive' under this Constitution:
- (a) Remains liable to pay all subscriptions, levies, and other fees to the end of P.A.C.I.F.I.C.A.'s registration term, (refer to 7.1(II)), and any costs ordered to be paid in respect of any dispute or complaint,
  - (b) Shall cease to hold themselves out as a Member of P.A.C.I.F.I.C.A. and
  - (c) Shall return to P.A.C.I.F.I.C.A. all material provided to Members by P.A.C.I.F.I.C.A. (including any membership certificate, badges, handbooks, and manuals),
  - (d) Shall cease to be entitled to any of the rights of a P.A.C.I.F.I.C.A. member
  - (e) Shall not be entitled to and shall have no claim to any Society property, and
  - (f) May later re-apply for membership in accordance with Rules 9.2 and 9.3 (in which event the reasons for the previous termination of membership may be taken into account in considering that membership application).

**Member Access to Information held by the Society<sup>41</sup>**

- 9.19** A Member may at any time make a written request to P.A.C.I.F.I.C.A. for information held by P.A.C.I.F.I.C.A. and:
- (a) The request must specify the information sought in sufficient detail to enable the information to be identified, and
  - (b) The Society must, within a reasonable time after receiving a request:
    - (i) Provide the information, or
    - (ii) Agree to provide the information within a specified period, or
    - (iii) Agree to provide the information within a specified period if the Member pays a reasonable charge to the Society (which must be specified and explained) to meet the cost of providing the information, or
    - (iv) Refuse to provide the information, specifying the reasons for the refusal.
  - (c) Without limiting the reasons for which the Society may refuse to provide the information, the Society may refuse to provide the information if:
    - (i) Withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
    - (ii) The disclosure of the information would, or would be likely to, prejudice the commercial position of the Society or of any of its Members, or
    - (ii) The disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the Society, or
    - (iv) Withholding the information is necessary to maintain legal professional privilege, or

<sup>41</sup> See sections 80-83, Incorporated Societies Act 2022.

- (v) The disclosure of the information would, or would be likely to, breach an enactment, or
  - (vi) The burden to the Society in responding to the request is substantially disproportionate to any benefit that the Member (or any other person) will or may receive from the disclosure of the information, or
  - (vii) The request for the information is frivolous or vexatious.
- (d) If the Society requires the Member to pay a charge for the information, the Member may withdraw the request, and must be treated as having done so unless, within 10 working days after receiving notification of the charge, the Member informs the Society:
- (i) That the Member will immediately pay the charge, or
  - (ii) That the Member considers the charge to be unreasonable.
- (f) Nothing in this Rule limits Information Privacy Principle 6 under the Privacy Act 1993.

## **10.0 SOCIETY GENERAL MEETINGS<sup>42</sup>**

The following sections, where appropriate, should be cross-referenced with Section 3.0 – General Meetings and National Council Meetings.

- 10.1** The agenda and business of P.A.C.I.F.I.C.A.'s Annual General Meeting shall include:
- (a) Call to order,
  - (b) Apologies,
  - (c) Confirmation and approval of unconfirmed Minutes of previous General Meeting(s),
  - (d) Matters arising from the Minutes of previous General Meeting(s),
  - (e) Annual Report of the National President on the affairs of P.A.C.I.F.I.C.A. for the previous year ending 31 December
  - (f) Consideration and adoption of the audited financial statements of P.A.C.I.F.I.C.A. for the previous year ending on 30 September,
  - (g) Appointment of a member of the Chartered Accountants Australia and New Zealand, who is not a Member, to conduct a financial audit of the annual accounts of P.A.C.I.F.I.C.A. (see also Rule 11.17),
  - (h) Notice of the disclosures, or types of disclosures, made by National Executive Members of interest in matters being considered by or affecting P.A.C.I.F.I.C.A. during the most recent financial year (including a summary of the matters, or types of matters, to which those disclosures relate), recorded in the Conflicts of Interests Register since the previous Annual General Meeting (see Rule 11.10(e)),
  - (i) Election of any Patron(s) (optional), but no Patron is a National Executive Member unless elected to the National Executive under Rules 11.1-11.3,
  - (j) Election of the National Executive in accordance with Rules 11.1-11.3,

<sup>42</sup> See sections 84-93, Incorporated Societies Act 2022.



- (k) Motions or remits of which notice has been given under Rule 10.3,
- (l) Accept and approve any changes to the set annual subscription and any other fees for different classes of membership for the then current financial year (see Rule 9.10), and
- (m) General business.

**10.2** The agenda and business of a National Council Meeting, (including what is outlined in Rule 3.4 to 3.8), shall include:

- (a) Call to order,
- (b) Apologies,
- (c) Confirmation and approval of unconfirmed Minutes of the previous National Council Meeting,
- (d) Matters arising from the Minutes of the previous National Council Meeting,
- (e) A year-to-date Report from the National President on the affairs of P.A.C.I.F.I.C.A.
- (f) Draft financial statements for the previous financial year, approved by the National Executive and presented by the National Treasurer
- (g) Motions or remits of which notice has been given under Rule 10.3, and
- (h) The transaction of any other business that is usually attended to at a National Annual General Meeting.

### **Remits**

**10.3** Any Member or Branch wishing to give notice of any motion or remit for consideration at an Annual General Meeting or National Council Meeting shall forward written notice of the same to the National Secretary at least 28 clear days before the date of the Meeting, and the National Executive may consider all such notices of motions and remits and may:

- (a) Revise, alter and add to the wording of any motion or remit submitted by any Branch or Region of P.A.C.I.F.I.C.A. for consideration at any General Meeting or National Council Meeting, provided that this does not change the meaning and the intent of that remit.
- (b) Withhold from any General Meeting or National Council Meeting, any motion or remit submitted by the Branch and/or Region that may be deemed to be ambiguous, unreasonable, or otherwise unsuitable. Any motions or remits so withheld shall be reported to the Branch and/or Region concerned and to the National Council Meeting and/or Annual General Meeting together with the reasons for withholding that remit.
- (c) Notify Members and Branches of its recommendations in respect of such notices of motions or remits including any outcome(s) as a result of undertaking 10.3(a), at any time before the National Council Meeting and/or General Meetings in accordance with Rule 10.8

### **Special General Meetings**

**10.4** Special General Meetings (which only Entitled Members as outlined in 7.1(j) are entitled to attend) shall be called by:

- (a) The National Executive, or
- (b) Within 21 clear days of written requisition to the National Secretary signed by not less than a quarter of the Members and such requisition must specify the business to be

considered by the Special General Meeting.

**10.5** A Special General Meeting shall consider and deal only with the business:

- (a) If Rule 3.2(a) applies, as specified in the National Executive's resolution, or
- (b) If Rule 3.2(b) applies, as specified in the written requisition calling the Meeting plus any additional business specified by the National Executive.

**10.6** If the National Executive fails to give notice to Members of a Special General Meeting within 21 clear days of receipt of a written requisition under Rule 3.2(b), those requisitioning the Special General Meeting may convene it in accordance with the procedures set out in out in Rules 10.7(a), 10.7(b) and 10.7(c).

### **Notifying Members of General Meetings and Elections**

**10.7** At least 14 clear days before any General Meeting the National Secretary shall, in accordance with Rule 10.8 give notice:

- (a) Notifying all Members of the venue/s, date, time, and business to be conducted at the General Meeting, and
- (b) In the case of Annual General Meetings sending all Members copies of the previous unconfirmed Minutes, Annual Reports, Financial Reports for the most recent financial year including a proposed budget for the (then) financial year and notice of any motions or remits including the National Executive's recommendations in respect of any notices of motion or remits.
- (c) If it is an election year, send out a list of National Executive vacancies for Members to submit nominations, (ensuring the nominee has agreed to be nominated in writing) at least 28 days before an Annual General Meeting, and providing at least 14 days for nominations to be in. If remote voting is required, information about nominees for election under Rule 11.3, will be sent out at least 15 clear days before any General Meeting.

**10.8** Notices to Members may be given by post or email, and:

- (a) If sent by email or electronically shall be deemed to have been received the day it was sent,
- (b) If sent by post, shall be deemed to have been received the third day after being sent, and
- (c) The failure for any reason of any Member to receive or read such notice or information or any other irregularity, error or omission in notices, agendas and papers for the General Meeting or omission to give notices within a timeframe or omission to give notice to all persons entitled to receive notice, and any other error in the organisation of the General Meeting shall not invalidate any General Meeting or its proceedings if:
  - (i) The chairperson of the General Meeting (see Rule 10.14), in his or her discretion, determines that it is still appropriate for the General Meeting to proceed despite the irregularity, error or omission, or
  - (ii) The General Meeting by resolution passed pursuant to Rule 10.15 decides to proceed with the Meeting.

### **Procedure at General Meetings<sup>43</sup>**

- 10.9** The procedures and provisions are set out in the following Rules 10.9-10.15 and Rules 3.8-3.9 (relating to meetings in uncommon or emergency situations).
- 10.10** General Meetings may be attended by all Entitled Members (refer 7.1(j)), subject to Rules 9.12-9.15, or by proxy appointed pursuant to Rule 10.12, and by no other person other than an officer of P.A.C.I.F.I.C.A., the authorised proxy of a Member or any other person admitted by resolution of the General Meeting.
- 10.11** If the quorum required under Rule 10.13 is not present within half an hour after a General Meeting's appointed start time the National Executive has the discretion to continue the meeting and/or have the meeting adjourned for 14 days to be held in person and/or online, and if at such adjourned meeting the required quorum under Rule 10.13 is not present those present in person or online or by proxy (as provided for in Rule 10.10) shall be deemed to constitute a sufficient quorum. If a meeting is continued without a quorum, any decisions made are invalid until ratified at a subsequent Special General Meeting as outlined in Rule 10.13.
- 10.12** An Entitled Member as outlined in Rule 10.10 shall have the following rights at a General Meeting: they shall be permitted to speak and vote in person, (except a Young Member and an unfinancial member as outlined in 9.14); or, (if the Chair of the General Meeting has approved prior to the meeting, proxy nominations and voting), by a signed original written proxy, (completed in conformity with Rule 10.9 and an email or photocopy not being acceptable), in favour of some individual member entitled to be present at the meeting and handed to the National Secretary before the commencement of the General Meeting, and no other proxy voting shall be permitted.

### **Quorum for General Meetings**

- 10.13** The quorum for General Meetings is one quarter of the Members and must also be representative of at least half of the number of registered Branches, in attendance in person, online or by proxy, or by an Authorised Representative when the meeting is called to order and present throughout the meeting (except for a National Council Meeting which quorum is 50% of the members of the National Council). Any decisions made when a quorum is not present are invalid until ratified within 14 days to be held in person and/or online, at a subsequent Special General Meeting, (refer to Rule 10.11).

### **Chairing of General Meetings**

- 10.14** Every General Meeting shall be chaired by:
- (a)** The National President, or
  - (b)** In the absence of the National President, by a Vice President, or
  - (c)** In the absence of both the National President and the Vice Presidents, by some other National Executive Member elected for the purpose by the meeting, or
  - (d)** By some independent person appointed by resolution of the National Executive, or

---

<sup>43</sup> See sections 84-93, Incorporated Societies Act 2022.

(e) Failing the election or appointment of a chairperson under the foregoing provisions, by a person elected for the purpose, by the meeting,

and any such chairperson, including those outlined in 10.14(a-d), shall have the following powers and discretions:

(f) To decide the order of business,

(g) If a Member, to exercise a deliberative and a casting vote,

(h) If not a Member, to exercise a casting vote,

(i) To direct that any person not entitled to be present at the General Meeting, or obstructing the business of the General Meeting, or behaving in a disorderly manner, or being abusive, or failing to abide by the directions of the chairperson, be removed from the General Meeting, and

(j) In the case of emergency, to adjourn the General Meeting or declare it closed or to continue the meeting in the absence of a quorum and seek to have any decisions made at the General Meeting, ratified at a subsequent Special General Meeting which must be held within 14 days of the adjourned General Meeting and can be held face to face and/or online.

**10.15** P.A.C.I.F.I.C.A. by resolution of a General Meeting may adopt a guide to or rules of meeting procedure for General Meetings, (National and Regional), and National Executive meetings, and in the absence of such a resolution all General Meetings and National Executive meetings shall be conducted in accordance with standard New Zealand meeting procedure.

#### **Voting at General Meetings and by Remote Ballot<sup>44</sup>**

**10.16** An Entitled Member who is financial in terms of Rules 9.13 and a Life Member, but excluding a Young Member, is entitled to exercise one vote on any motion at a General Meeting in person and, unless specified otherwise in this Constitution, voting at a General Meeting shall be by voices or by show of hands or, on demand of the chairperson or of two or more Members present, by secret ballot.

**10.17** Unless otherwise required by this Constitution, all questions before a General Meeting shall be decided by a simple majority of those in attendance in person (as provided for in Rule 10.10).

**10.18** In respect of remote ballots held under this Constitution:

(a) Only Members who are financial in terms of Rule 9.13 and Life Members and excluding Young Members, may vote in any remote ballot notified to them in accordance with the procedures under Rule 10.7. however, voting on the election of the National P.A.C.I.F.I.C.A. Youth Representative in any remote voting or at the Annual General Meeting, only Youth Members are entitled to vote for Youth candidates for this role as per Rule 13.6.

(b) The resolution to hold a remote ballot shall set a closing date and time for ballots to be received by the National Secretary, but the closing date shall be no earlier than 15 clear days after the date ballot papers are notified to Members,

<sup>44</sup> See section 87), specifically, and sections 84-93, Incorporated Societies Act 2022 generally.

- (c) In respect of any motion or remit to amend this Constitution by remote ballot, the motion shall be accompanied by reasons and recommendations from the National Executive, and any such motion or remit must be passed by a two-thirds majority of those voting,
- (d) Remote ballots can be sent and received (and subject to 10.18(h)), either by mail or electronically, (identifying and signed by the Member voting) returned to the National Secretary, or two Members (who are not nominees) or two delegates from a selected external organisation, appointed by the chairperson of the General Meeting to act as scrutineers for the counting of the votes and destruction of any voting papers and electronic ballots received by email, mail, or through website voting. Successful candidates will be announced by email, before the Annual General Meeting if remote voting has taken place, prior to the Annual General Meeting.
- (e) If National Executive vacancies are opened on the floor at the Annual General Meeting, votes shall be counted by the two Members (who are not nominees) or the two delegates from an external organisation appointed as scrutineers (refer 10.18(d)), and the National Secretary (if they are not a nominee and they are present), or another National Executive member not being nominated, if the National Secretary is not present, shall be the National Executive representative who will be advised of any election outcomes and they shall advise the outgoing National President of the outcome and she shall declare the result of the successful candidates and the vacancy they will be appointed to, at the Annual General Meeting.
- (f) The result of any remote ballot shall be as effective and binding on Members as a resolution passed at a General Meeting, and
- (g) The failure for any reason of any Member to receive any notice relating to a remote ballot or of the National Secretary or delegated representatives as outlined in Rule 10.18(d) to receive any completed ballot paper shall not invalidate the result of the remote ballot.

#### **Proxy Nominations and Voting**

- (h) A decision to allow nominating and voting by proxy nominations and voting, for elections that will occur before and on the day of the Annual General Meeting, will be decided by the National President or chairperson, in consultation with the National Executive, at least 28 days prior to the Annual General Meeting and will be advised when the nomination papers are sent out to members.
- (i) Every nomination, including the nomination for the National P.A.C.I.F.I.C.A. Youth Representative, shall be submitted in writing to the National Secretary or delegated representatives as outlined in Rule 10.18(d), directly from either a nominating Branch or nominated by a 'financial' member, but must be endorsed in writing as well, by a Branch, at least 28 clear days prior to the Annual General Meeting. The endorsement must be included on the nomination form and agreed to by the Branch Executive endorsing the nomination, or the nomination will be invalid.

**10.19** A resolution passed by the required majority at any General Meeting or by remote ballot binds all Members, irrespective of whether or not they were present in person or online or represented at any General Meeting when the resolution was adopted and whether or not they voted.

**Amendment of this Constitution<sup>45</sup>**

**10.20** This Constitution may be amended or replaced, provided that no amendment may be made which would:

- (a)** Alter this Constitution restricting the purposes of P.A.C.I.F.I.C.A. to advancing charitable purposes within New Zealand,
- (b)** Alter any provision in this Constitution precluding Members from obtaining any personal benefit or profit from their membership, or
- (c)** Otherwise, conflict with the provisions of the Statute, but no change shall be made to P.A.C.I.F.I.C.A.'s balance date without the prior approval of the Registrar of Incorporated Societies pursuant to the Statute.

**10.21** Any proposed motion or remit to amend or replace this Constitution:

- (a)** May be proposed by the National Executive, or
- (b)** Shall be formally agreed to by at least 10 Entitled Members (refer 7.1(j)), and given in writing to the National Secretary at least 21 clear 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, and the National Executive shall decide whether to submit any such proposal to a General Meeting or to hold a remote ballot.

**10.22** Unless the proposed motion or remit is to be voted upon by remote ballot, the National Secretary shall in accordance with Rules 10.7 and 10.8 notify all Members of the proposed motion or remit and of the General Meeting at which any such proposal is to be considered, of the reasons for the proposal, and of any recommendations from the National Executive in respect such notice of motion or remit.

**10.23** Any resolution to amend or replace this Constitution must be passed by a two thirds majority of all Members:

- (a)** Present and voting, or
- (b)** Votes shall be cast in such manner as the chairperson of the General Meeting shall determine i.e., via postal, online, email or website and whether proxy voting is permitted.

**10.24** Every alteration to this Constitution, including any change of the Society's name, shall be promptly registered with the Registrar of Incorporated Societies as required by the Statute and with Charities Services.

---

<sup>45</sup> See sections 30-37, Incorporated Societies Act 2022.

## **11.0 NATIONAL EXECUTIVE MEMBERS AND NATIONAL EXECUTIVE ELECTIONS<sup>46</sup>**

**11.1** A National Executive consisting of 10 Members, including:

- (a)** A National President,
- (b)** Vice President Northern,
- (c)** Vice President Central,
- (d)** Vice President Southern,
- (e)** National Secretary,
- (f)** Assistant National Secretary,
- (g)** National Treasurer,
- (h)** Assistant National Treasurer,
- (i)** National Communications Officer, and
- (j)** National Youth P.A.C.I.F.I.C.A. Representative,

who shall be elected biennially at the Annual General Meeting, and they (together with the Immediate Past National President in the year following that person's last year as National President) and any other National Executive Members appointed under Rule 11.3 or Rule 13.6, or co-opted under Rule 11.4, shall be P.A.C.I.F.I.C.A.'s National Executive and hold office under Rule 12.1, **and:**

- (k)** The National Executive shall meet not less than three times between Annual General Meetings, and
- (l)** The quorum for National Executive meetings is 50% of the members of the National Executive in attendance in person when a National Executive meeting is called to order and present throughout the meeting, and any National Executive decisions made when a quorum is not present are invalid until they are validated at a Special National Executive meeting.
- (m)** The outgoing National Executive may choose not to advertise and/or appoint an Assistant National Secretary and may leave this vacancy up to the incoming National Executive to determine, so they are able to assess what the capacity and capability needs are of the National Executive and to either run an election process or co-opt accordingly.

**11.2** Nominees for election to and appointees to the National Executive, and National Executive Members while in office and all members of National Executive sub-committees:

- (a)** Must be a Pacific woman who identifies as a Pacific person by virtue of their ethnicity and or ancestral blood ties to the Pacific region (Melanesia, Micronesia, and Polynesia).
- (b)** Must be Members (including Authorised Representatives) who are not prevented from serving on the National Executive under 11.2(a-g)
- (c)** If being nominated for the National Youth P.A.C.I.F.I.C.A. Representative role, nominated candidates and those nominating candidates, must be aged 16 to 25.
- (d)** Must not be disqualified under section 47(3) of the Statute from being appointed or

<sup>46</sup> See sections 45-52, Incorporated Societies Act 2022.

holding office as a member of the National Executive, namely:

- (i) A person who is under 16 years of age,
- (ii) A person who is an undischarged bankrupt,
- (iii) 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,
- (iv) 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:
- (v) A person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years:
  - an offence under subpart 6 of Part 4:
  - a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961):
  - an offence under section 143B of the Tax Administration Act 1994:
  - an offence, in a country other than New Zealand, which is substantially similar to an offence specified in subparagraphs (i) to (iii):
  - a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere:
- (vi) A person subject to:
  - An order under section 108 of the Credit Contracts and Consumer Finance Act 2003; or
  - A forfeiture order under the Criminal Proceeds (Recovery) Act 2009; or
  - A property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act, and

**Before** being elected or appointed to office, must provide the required written confirmation provided by the National Executive, that she consents to being elected or appointed and is not disqualified from being elected or appointed or holding office under section 47(3), Incorporated Societies Act 2022.

- (e) Must not be 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,
- (f) In the case of the National Secretary role, must be at least 18 years of age, and
- (g) Unless specifically permitted by this Constitution no person may hold more than one position on the National Executive, and if a person is nominated for more than one position and is declared elected to more than one position the nominee shall take office to the most senior position listed in Rule 11.1 for which the person was nominated.

**11.3** The election of National Executive Members shall be conducted as follows:

- (a) The agenda for every bi-Annual General Meeting shall include provision for elections to the National Executive and shall notify Members of the vacancies on the National Executive to be filled prior to the Annual General Meeting through online nominations and/or through remote ballots and/or at the Annual General Meeting where unfilled



National Executive vacancies are opened up on the floor, for nominations.

- (b)** Every nominee for election to the National Executive must be an Entitled Member (refer to 7.1(j)), (excluding Young Members), who meet the definition of a Pacific woman as outlined in 7.1(w), who is not prevented from serving on the National Executive under Rule 11.2 and is a financial member as outlined in Rule 9.13, who currently holds office in the nominee's Branch or previously held in their Branch or another Branch, and is nominated or endorsed by a Branch, and:
- (i)** Every nomination shall be submitted in writing to the National Secretary or delegated representatives as outlined in Rule 10.18(d), directly from either a nominating Branch or nominated by a 'financial' member but must be endorsed in writing as well, by a Branch, at least 28 clear days prior to the Annual General Meeting. The endorsement must be included on the nomination form and agreed to by the Branch Executive endorsing the nomination, or the nomination will be invalid.
  - (ii)** If only one nomination is received in writing by the deadline for an open National Executive role by the National Secretary before the Annual General Meeting, that nominated candidate will be deemed as the successor to that role and if the sitting National Executive agrees, that vacancy will be closed and will not be voted on at the Annual General Meeting,
  - (i)** Nominations will be accepted from the floor at the Annual General Meeting only where a vacancy exists and the nominee agrees and no written nomination has been received by the National Secretary or Returning Officer during the remote online nomination process that would have taken place, prior to the Annual General Meeting.
  - (iii)** In the event that the results received by the end due date through remote voting for candidates who are competing for a vacancy, show a tie between two top contenders, those two contenders will be expected to attend in person the Annual General Meeting, where a further voting process will take place.
  - (iv)** Every nominee considering being a candidate for a vacancy to a National Executive role, must be present in person at the Annual General Meeting to be considered for nomination to the National Executive and will need to consent in writing to being nominated, and
  - (v)** Before polling each candidate shall be given one minute to address the Annual General Meeting.
- (c)** The voting process prior to an Annual General Meeting, shall be cast in such manner as the chairperson of the Annual General Meeting shall determine, i.e., via postal, online, email or website and whether proxy or online nomination and votes will be included as part of the election process at the Annual General Meeting, and members notified at least 28 days before the Annual General Meeting.

- (d) Only Entitled Members (except Young Members), may vote in elections and only P.A.C.I.F.I.C.A. Youth members may vote for the National Youth P.A.C.I.F.I.C.A. Representative as outlined in Rule 13.6.
- (e) Two Members (who are not nominees) or two delegates from a selected external organisation, appointed by the chairperson of the Annual General Meeting, in consultation with the National Secretary, shall act as scrutineers for the counting of the votes and destruction of any voting papers or online ballots.
- (f) All notices under Rule 11.3(a) shall be given in accordance with the procedures under Rule 10.08, and the failure for any reason of any Member to receive such notice shall not invalidate the election.
- (g) In the event of any votes for a vacancy being tied when voted on at the Annual General Meeting, the tie shall be resolved by the incoming National Executive (excluding those in respect of whom the votes are tied).
- (h) Unless specifically permitted by this Constitution no person may hold more than one position on the National Executive, and if a person is nominated for more than one position and is declared elected to more than one position the nominee shall take office to the most senior position listed in Rule 11.1 for which the person was nominated.
- (i) Following the elections and before any successful candidate can assume office as a National Executive Member that person must provide the National Secretary with her signed written consent to serve on the National Executive, on the appropriate form supplied by the National Executive and, which also certifies that the successful candidate is not disqualified from holding office as a National Executive Member by these Rules or the Statute.

### **Co-opting a Member to the National Executive**

**11.4** In addition to National Executive Members elected under Rule 11.3, the National Executive may co-opt any Member (other than a person disqualified from serving by reason of Rule 11.2) to the National Executive who signs a written consent to join the National Executive and a certificate that he or she is not disqualified from being appointed or holding office as a National Executive Member by these Rules or the Act, for a specific purpose, or for a limited period, or generally until the next Annual General Meeting, and unless otherwise specified by the National Executive any person so co-opted shall have full speaking and voting rights as a National Executive member.

### **11.5 Terms of office of National Executive Members<sup>47</sup>**

- (a) The National President:
  - (i) Shall hold office for a term of two years,
  - (ii) Shall hold no other office on the National Executive or at Branch or Regional level while holding the office as National President,
  - (iii) Shall serve for no more than two consecutive, two-year terms, as National

<sup>47</sup> See sections 50-51, Incorporated Societies Act 2022.

President,

- (iv) May remain as a member of the National Executive member for one year after ceasing to be National President and shall be known as the Immediate Past President, and

for the avoidance of doubt, unless an Annual General Meeting otherwise decides, the chairperson of that Meeting is the National President who has held office since the end of the previous Annual General Meeting,

- (b) The term of elected National Executive members apart from the National President expires
  - (ii) At the end of the Annual General Meeting held in the second year following election to office, or
  - (ii) In the year corresponding with the last year of a National Executive member's term of office specified in this Constitution.
- (c) The term of office of a co-opted National Executive Member co-opted pursuant to Rule 11.4 expires at the end of any finite term for which that person was co-opted.
- (d) After the election or appointment of a new President, Secretary or Treasurer the outgoing officers shall brief the new officers either online or face to face within 4 weeks of the last Annual General Meeting to facilitate a smooth transition of the duties of the respective offices.

**11.6** If a vacancy in the position of any National Executive Member (excluding the Immediate Past National President) occurs between Annual General Meetings, (whether under Rule 11.2 or by death, resignation in writing delivered to the National Secretary, removal, incarceration, departure to live permanently overseas, or retirement as outlined in Rule 9.16), that vacancy shall be filled by resolution of the National Executive to appoint some other person not prevented from serving on the National Executive under Rule 11.2 and subject to Rules 9.12-9.15.

### **National President and Vice Presidents**

**11.7** The National President shall:

- (a) Not hold any other office in P.A.C.I.F.I.C.A. during her term of office as President, and
- (b) In addition to all other duties described in this Constitution, generally oversee, and direct the affairs and business of P.A.C.I.F.I.C.A. and act as spokesperson for P.A.C.I.F.I.C.A.
- (c) As required, chair relevant sub-committees where the National President of the National Executive, for significant pieces of work, is the lead, as outlined in a sub-committee's terms of reference.

**11.8** The Vice Presidents shall assist the National President and, in the absence or in the event of the inability of the National President to perform her duties, a Vice President shall undertake all the duties and have all the powers of the National President.

## **National Secretary and Records<sup>48</sup>**

**11.9** The National Secretary shall record the minutes of all national General Meetings and National Executive meetings, and, in the absence of proof to the contrary, all such minutes when confirmed and approved by the next such meeting and signed by the chairperson of that meeting shall be:

- (a) Confirmation that the previous meeting was duly called, and
- (b) Treated and accepted as a true and correct record of what occurred at the previous meeting.

**11.10** The National Secretary shall:

- (a) Be the Society's Contact Person whom the Registrar of Incorporated Societies can contact when needed, and must be at least 18 years of age and must at all times be resident in New Zealand and not disqualified under the Statute or under Rule 11.2 from holding that office, and any change in that Contact Person or that person's name or contact details<sup>49</sup> shall be advised to the Registrar of Incorporated Societies within 20 working days after that change occurs or after P.A.C.I.F.I.C.A. became aware of the change,
- (b) Hold and maintain the Membership Register
- (c) Hold P.A.C.I.F.I.C.A.'s records, documents, books and the signed written consents and certificates of all elected or co-opted National Executive members to serve on the National Executive (and paper records may be digitally recorded and stored),
- (d) Be the Society's privacy officer for the purposes of the Privacy Act 2020 as outlined in Rule 9.4(c),
- (e) Maintain the Conflicts of Interests Register, which shall be available for inspection by the National Executive or Members at any reasonable time,
- (f) Lodge with the Registrar of Incorporated Societies an annual return in a form and as required by the Statute,
- (g) Deal with and answer Society correspondence, and
- (h) Perform such other duties as directed by the National Executive.

**11.11** The National Executive shall have the power in its discretion to suspend or remove the National Secretary from office.

## **National Treasurer and Financial Procedures<sup>50</sup>**

**11.12** The National Treasurer shall:

- (a) Keep a record of accounts as may be necessary to provide a true record of P.A.C.I.F.I.C.A.'s financial position,
- (b) Maintain an assets register, (if applicable), recording the assets of P.A.C.I.F.I.C.A.,
- (c) Report on P.A.C.I.F.I.C.A.'s financial position to each National Executive meeting,
- (d) Present financial statements of the most recent financial year (in such format as may be

<sup>48</sup> See sections 112-116, Incorporated Societies Act 2022.

<sup>49</sup> See sections 5(2) and 116(1)(b), Incorporated Societies Act 2022.

<sup>50</sup> See sections 101-109, Incorporated Societies Act 2022

required by law) to the Annual General Meeting and National Council Meeting together with a forecast budget for the next financial year, and

- (e) File copies of those audited financial statements with the Registrar of Incorporated Societies and/or the Charities Board in a form and as required by the Statute and/or the Charities Act 2005.

**11.13** The National Executive shall maintain bank accounts in the name of P.A.C.I.F.I.C.A. and

- (a) All relevant bank forms shall be signed only by the National President, National Secretary, National Treasurer, and/or one other person designated by the National Executive.
- (b) The electronic banking systems and nominated accounting software shall be accessed and operated by any two of the National President, National Secretary, National Treasurer and/or one other National Executive member designated by the National Executive.
- (c) Access to the nominated accounting software and P.A.C.I.F.I.C.A.'s bank account information can also be provided to the nominated auditor (refer Rule 11.17) or other external representative, approved by the National Executive, for the purposes of conducting the financial reporting and/or audit and/or completing the GST return(s).
- (d) P.A.C.I.F.I.C.A.'s debit cards (3) shall only be held by the National President, National Secretary and National Treasurer and/or at the discretion of the sitting National Executive be increased by one other card designated to another National Executive member if geographical coverage is required. These cards must be cancelled at the cessation of each National Executive member's term and new bank cards applied for by newly appointed National Executive members.

**11.14** All money received on account of P.A.C.I.F.I.C.A. shall be banked within 7 clear days of receipt.

**11.15** All accounts paid or for payment shall be submitted to the National Executive for approval of payment.

**11.16** The National Executive shall have the power in its discretion to suspend or remove the National Treasurer from office.

### **Appointing an Auditor**

**11.17** The Annual General Meeting each year may, or if required by law shall, appoint a Member of the Chartered Accountants Australia and New Zealand who is not a Member to conduct a financial review or audit of the annual accounts of P.A.C.I.F.I.C.A. and if any such person is unable to fulfil or complete this role once appointed, the National Executive shall appoint a replacement.

### **National Executive meetings held using any audio, audio and visual, or electronic communication technology<sup>51</sup>**

**11.18** Notwithstanding any other provisions in this Constitution, the National Executive may hold a National Executive meeting at a notified venue or some other venue or venues and at two or

---

<sup>51</sup> See sections 26(1)(f)(vii) and 87, Incorporated Societies Act 2022

more venues using any audio, audio and visual, or electronic communication technology that gives each National Executive Member attending in person or remotely a reasonable opportunity to participate.

### **Removal and replacement of National Executive members**

**11.19** Notwithstanding any other provision in this constitution, a properly constituted Special General Meeting convened in accordance with Rule 3.2(b) may by resolution remove one or more National Executive Members and candidates to replace any removed National Executive Member or National Executive Members must be qualified for election pursuant to Rule 11.2, and the election to replace any National Executive Member or National Executive Members shall be conducted in accordance with Rule 11.3 and subject to the Rules 9.12-9.15.

### **Frequency of National Executive meetings**

**11.20** The National Executive:

- (a) Shall meet not less than three times between each Annual General Meeting,
- (b) Shall meet for any necessary emergency or urgent reasons following an instruction by the National President to the National Secretary to convene a National Executive meeting, or in the absence or unavailability of the National President by a Vice President after consultation with the other Vice Presidents.

### **National Executive meetings – general**

**11.21** Only National Executive Members may attend, speak and each exercise one vote at National Executive meetings, but other people may be invited by the National Executive to attend a National Executive meeting to provide information or advice.

**11.22** National Executive Members shall be reimbursed for reasonable actual travel, accommodation and other costs related to their duties as National Executive Members subject to prior approval from the National Executive.

**11.23** The National Executive may seek advice from any person, (whether or not a Member), to provide it with advice on matters in respect of which such a person would assist the National Executive in making a decision.

## **12.0 GOVERNANCE, FUNCTIONS AND POWERS OF THE NATIONAL EXECUTIVE<sup>52</sup>**

**12.1** From the end of each Annual General Meeting until the end of the next, P.A.C.I.F.I.C.A. shall be governed by the National Executive, which shall be accountable to the Members for the advancement of P.A.C.I.F.I.C.A.'s purposes and the implementation of resolutions approved by any General Meeting, and at all times each National Executive member:

- (a) Shall act in good faith and in what she believes to be the best interests of P.A.C.I.F.I.C.A.
- (b) Must exercise all powers for a proper purpose,
- (c) Must not act, or agree to P.A.C.I.F.I.C.A. acting, in a manner that contravenes the Statute or this Constitution,

---

<sup>52</sup> See sections 26(1)(f), 46, 54 and 63-73, Incorporated Societies Act 2022.

- (d) When exercising powers or performing duties as a National Executive member, National Council Member or a National Executive sub-committee member, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances, taking into account, but without limitation, the nature of P.A.C.I.F.I.C.A., the nature of the decision, and the position of the National Executive Member, National Council Member or a National Executive sub-committee member and the nature of the responsibilities undertaken by her,
- (e) Must not agree to cause or allow the activities of P.A.C.I.F.I.C.A. to be continued in a manner likely to create a substantial risk of serious loss to P.A.C.I.F.I.C.A. or to P.A.C.I.F.I.C.A.'s creditors.
- (f) Must not agree to P.A.C.I.F.I.C.A. using its funds or property other than to advance the purposes of P.A.C.I.F.I.C.A. and
- (g) Must not agree to P.A.C.I.F.I.C.A. incurring an obligation unless he or she believes at that time on reasonable grounds that P.A.C.I.F.I.C.A. will be able to perform the obligation when it is required to do so.

**12.2** Subject to this Constitution and any resolution of any General Meeting the National Executive may:

- (a) Implement decisions of P.A.C.I.F.I.C.A. General Meetings,
- (b) Approve resolutions by a majority of National Executive members without the necessity for a physical National Executive meeting, and approval may be given by National Executive members all signing the resolution or approving it by email or other electronic means,
- (c) Exercise all the P.A.C.I.F.I.C.A.'s powers, (including the power to raise money and loans and incur debt, and engage P.A.C.I.F.I.C.A. in business), other than those required by the Statute or by this Constitution to be exercised by P.A.C.I.F.I.C.A. in a General Meeting,
- (d) Assign duties and/or delegate powers to National Executive members or sub-committees, and
- (e) Enter into contracts on behalf of P.A.C.I.F.I.C.A. or delegate such power to a National Executive member, National Executive sub-committee, employee, contractor, or other person.
- (f) Submit to the National Council Meeting or any General Meeting notices of motions or remits without the necessity to consult the full membership and to advance the purposes of P.A.C.I.F.I.C.A. and/or in the best interests of the activities and/or duties of the National Executive and/or P.A.C.I.F.I.C.A.

### **Conflict of Interest (National Executive)**

**12.3** Every National Executive Member having a personal interest in a matter relating to P.A.C.I.F.I.C.A. must disclose details of the nature and extent of any interest (including any monetary value of the interest if it can be quantified) to the National Executive; and the declared interest shall be recorded by the National Secretary in P.A.C.I.F.I.C.A.'s Conflicts of Interests Register kept by the National Executive and available for National Executive

members and members to request to view.

### **13.0 NATIONAL P.A.C.I.F.I.C.A. YOUTH COMMITTEE**

**13.1** The National P.A.C.I.F.I.C.A. Youth Committee shall be a standing Sub-Committee of the National Executive, as long as the National Executive considers it necessary or desirable to have the National P.A.C.I.F.I.C.A. Youth Committee, having regard to advice from the sitting National P.A.C.I.F.I.C.A. Youth Representative; and:  
and Southern Regions who are Youth and Young Members.

- (a) If a Region does not put forward all three representatives from their Region, then, following consultation with, and agreement of, the National P.A.C.I.F.I.C.A. Youth Representative, and the National Executive, the Vice President of that region may offer the three vacant positions to the other Regions to fill, and
- (b) The National P.A.C.I.F.I.C.A. Youth Representative shall chair all National P.A.C.I.F.I.C.A. Youth Committee meetings

#### **The National P.A.C.I.F.I.C.A. Youth Committee Structure**

**13.2** The National P.A.C.I.F.I.C.A. Youth Committee shall have a maximum of 10 members comprising of:

- (a) The National P.A.C.I.F.I.C.A. Youth Representative elected pursuant to Rule 11.1(j) as chairperson, and
- (b) From each of the Northern, Central and Southern Regions referred to in Rule 7.1(y):
  - (i) Two P.A.C.I.F.I.C.A. Youth Member Representatives, one being the key lead from that region, and
- (c) There shall be three P.A.C.I.F.I.C.A. representatives from each of the Northern, Central
  - (ii) A Young Member Representative.

**13.3** Each Region will determine its own nomination, election, and appointment process to identify and appoint the two P.A.C.I.F.I.C.A. Youth Member Representatives and the Young Member Representative for that Region, and the Youth and Young Member Representatives must be invited to be involved in developing and/or implementing that Region's nomination, election and appointment process for their representatives.

#### **National P.A.C.I.F.I.C.A. Youth Committee Responsibilities**

**13.4** The National P.A.C.I.F.I.C.A. Youth Committee members must adhere to the Constitution outlining its responsibilities as members of a Sub-Committee.

**13.5** A Terms of Reference, (TOR) must be drafted and consulted on with the National Executive until it is approved so that future membership of the National P.A.C.I.F.I.C.A. Youth Committee, understand what is required and expected of them. This TOR will be reviewed every two years, shortly after a new incoming National Executive and National P.A.C.I.F.I.C.A. Youth Representative are appointed.

#### **Election of the National P.A.C.I.F.I.C.A. Youth Representative**



- 13.6** The election of the National P.A.C.I.F.I.C.A. Youth Representative will take place at an Annual General Meeting in the election year aligned with the election of the National Executive pursuant to Rule 11.3, and in line with the Rules 10.18(a) to 10.18(i).
- 13.7** The National P.A.C.I.F.I.C.A. Youth Representative will be responsible for implementing an election process in consultation with the National Executive and will ensure the process is in line with the Rules outlined in 10.18(a) to 10.18(i).
- 13.8** The National P.A.C.I.F.I.C.A. Youth Representative will arrange appropriate scrutineers for the elections, (refer to Rule 10.18(d)).
- 13.9** The election process for the National P.A.C.I.F.I.C.A. Youth Representative on agreement with the National Executive, may occur in a separate room or location (happening in parallel to the Annual General Meeting), with the participants being Youth and Young members in attendance and the nominated scrutineers.
- 13.10** The process to elect the National P.A.C.I.F.I.C.A. Youth Representative will be that only Youth Members can nominate or vote for Youth member candidates for that role either by remote nominations and voting or on the floor at the Annual General Meeting (in line with Rule 13.9).

#### **14.0 DISPUTES, COMPLAINTS AND DISCIPLINE<sup>53</sup>**

- 14.1** The following disputes procedures in this section of the Constitution are designed to enable and facilitate the fair, prompt and efficient resolution of disputes and complaints in respect of Society activities and matters in a manner that complies with the requirements set out in the Statute.
- 14.2** All Members (including the National Executive) are obliged to comply with these procedures to resolve disputes and complaints, and to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to P.A.C.I.F.I.C.A.'s activities.
- 14.3** Any dispute raised by a Member, and any complaint by anyone, is to be lodged in writing by the complainant with the National Secretary and must provide such details as are necessary to identify the details of the dispute or complaint.
- 14.4** The complainant raising a dispute or complaint and the National Executive must consider and discuss whether a dispute or complaint may best be resolved through informal discussions, mediation, or arbitration. Where mediation or arbitration is agreed upon, the parties will sign a suitable mediation or arbitration agreement.
- 14.5** Rather than investigate and deal with any dispute or complaint, the National Executive may:
  - (a)** Appoint a National Executive sub-committee to deal with the same, or
  - (b)** Refer the same to an external arbitrator, arbitral tribunal, or external visitor (or referee), so long as minimum standards of natural justice consistent with those specified in the Statute are satisfied, and
  - (c)** the National Executive or any such National Executive sub-committee or person considering any dispute or complaint is referred to in the balance of this Rule as the

<sup>53</sup> See sections 38-44 and Schedule 2, Incorporated Societies Act 2022.

“decision-maker.”

**14.6** The decision-maker shall:

- (a)** Consider whether to investigate and deal with the dispute or complaint, and
- (b)** May decline to do so pursuant to Clause 6, Schedule 2, Incorporated Societies Act 2022 where the decision-maker and P.A.C.I.F.I.C.A. are both satisfied that:
  - i. the dispute or complaint is trivial, or
  - ii. the dispute or complaint does not appear to disclose or involve any allegation that a Member or National Executive Member has engaged in material misconduct, that a Member or National Executive Member, or P.A.C.I.F.I.C.A. has materially breached, or is likely to materially breach, a duty under this Constitution or bylaws made under it, or the Incorporated Societies Act 2022 Act, or that a member’s rights or interests or members’ rights or interests generally have been materially damaged, or
  - iii. the matter raised appears to be without foundation or there is no apparent evidence to support it, or
  - iv. the complainant has insufficient interest in the matter, or
  - v. the conduct, incident, event, or issue has already been investigated and dealt with by P.A.C.I.F.I.C.A. under this Constitution, or
  - vi. that there has been an undue delay in raising the dispute or making the complaint.

**14.7** Where the decision-maker decides to investigate and deal with a dispute or complaint, the following steps shall be taken:

- (a)** The complainant and the Member of P.A.C.I.F.I.C.A. (person or persons) complained against must be advised of all allegations concerning them and details of the dispute or complaint,
- (b)** The Member or P.A.C.I.F.I.C.A. (person or persons) which is the subject of the dispute or complaint must be given an adequate time to prepare a response,
- (c)** The complainant and the Member or P.A.C.I.F.I.C.A. (person or persons) which is the subject of the allegations, dispute or complaint must be given an adequate opportunity to be heard, either in writing or at an oral hearing if the decision-maker considers that an oral hearing is required, and
- (d)** Any oral hearing shall be held by the decision-maker, and/or any written statement or submissions shall be considered by the decision-maker.
- (e)** A Member may not make a decision on or participate as a decision-maker regarding a dispute or complaint if two or more National Executive members or the decision-maker considers that there are reasonable grounds to infer that that person may not approach the dispute or complaint impartially or without a predetermined view (and such a decision must be made taking into account the context of P.A.C.I.F.I.C.A. and the particular case, and may include consideration of facts known by the other Members about the decision-maker so long as the decision is reasonably based on evidence that proves or disproves an inference that the decision-maker might not act impartially).

**14.8** The decision-maker may:

- (a) Dismiss a dispute or complaint, or
- (b) Uphold a dispute and make such directions as the decision-maker thinks appropriate (with which P.A.C.I.F.I.C.A. and Members shall comply),
- (c) Uphold a complaint and:
  - i. Reprimand or admonish the Member (person or persons), and/or
  - ii. Suspend the Member from membership for a specified period, or
  - iii. Terminate the Member's membership, and
  - iv. Order the complainant, (if a Member), or the person or persons complained against to meet any of P.A.C.I.F.I.C.A.'s reasonable costs in dealing with a dispute or complaint.

**14.9** If any Member (person or persons) complained against resigns after a complaint is received P.A.C.I.F.I.C.A. shall have power to continue to follow the procedures set out for investigating and making decisions on the complaint and, if the complaint is upheld, of imposing penalties and making orders for payment of costs.

## **15.0 WINDING-UP<sup>54</sup>**

**15.1** P.A.C.I.F.I.C.A. may be wound up or liquidated or removed from the Register of Incorporated Societies under the provisions of the Statute provided that any such proposal is notified and approved as required by the Statute.

**15.2** In accordance with Rules 10.7 and 10.8 the National Secretary shall notify all Members and Life Members of any proposed motion to wind up P.A.C.I.F.I.C.A. or remove it from the Register of Incorporated Societies and of the General Meeting at which any such proposal is to be considered, of the reasons for the proposal, and of any recommendations from the National Executive in respect such notice of motion.

**15.3** Any resolution to wind up P.A.C.I.F.I.C.A. or remove it from the Register of Incorporated Societies must be passed at a General Meeting by a two-thirds majority of all Members present and voting and/or voting by proxy or by remote ballot.

**15.4** If P.A.C.I.F.I.C.A. is wound up or liquidated or removed from the Register of Incorporated Societies no distribution shall be made to any Member.

**15.5** Subject always to the prohibition in Rule 15.4, on P.A.C.I.F.I.C.A.'s winding up or liquidation or removal from the Register of Incorporated Societies of its surplus assets after payment of all debts, costs and liabilities shall, subject to any trust affecting any of the surplus assets, be disposed of for such charitable purposes as the National Executive shall determine and as confirmed at P.A.C.I.F.I.C.A.'s last General Meeting.

<sup>54</sup> See sections 208-230, Incorporated Societies Act 2022.



**Note:** © Copyright in the template from which this document was prepared is the property of Mark von Dadelszen. Reproduction of this document in whole or in part by anyone other than by or for his clients is a breach of that copyright.