
**CONSTITUTION
ALLIANCE FRANCAISE DE DUNEDIN
INCORPORATED**

[DATE ADOPTED]

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1. Interpretation

1.1 Definitions

Act means the Incorporated Societies Act 2022;

Annual General Meeting means the meeting of Members convened annually pursuant to Rule 13.2;

Committee means the officers appointed to manage the business and affairs of the Society;

Chair refers to the President acting in the capacity as the chairperson of the Committee;

Contact Person refers to the person appointed by the Committee in accordance with rule 17.5;

Full Member has the meaning set out in Appendix A.

General Manager means the person, if any, appointed to that position by the French Ministry in charge of Foreign Affairs, and in the absence of that appointee, any person appointed by the Committee to fill the office of Manager or General Manager;

General Meeting means a meeting of the Members of the Society which may be an Annual General Meeting or a Special General Meeting;

Manager means a person who has been appointed by the Committee from time to time to manage the day to day affairs of the Society;

Member means a person who has been admitted to membership of the Society pursuant to the Rules and continues to maintain that membership;

Officer means a person who occupies a position of responsibility that allows that person to exercise significant influence over the management or administration of the Society and includes the General Manager or Manager;

Ordinary resolution means a resolution passed by a simple majority of the Members voting in person or by proxy;

President refers to the Officer elected to that office by the Members from time to time;

Registrar means the Registrar of Incorporated Societies from time to time;

Relevant Law means any Act of Parliament or subsidiary legislation which may apply to the Society from time to time;

Rule means the provisions of this Constitution;

Special General Meeting is a meeting of the Members other than an Annual General Meeting convened pursuant to Rule 13.3;

Special Resolution means a resolution passed by a two-thirds majority of the Members voting in person or by proxy;

Society refers to Alliance Francaise de Dunedin Incorporated;

Working Day has the meaning given in section 2 of the Companies Act 1993.

1.2 Construction

(a) Reference to the Society or the Committee giving notice to a Member or a Member giving a notice to the Society or the Committee means the giving of that notice in writing by any of the means provided for in this Constitution.

(b) A reference to the singular includes the plural.

(c) A notice in writing includes a notice given by email or other form of electronic communication.

1.3 Application of Rules to Members

All Members are bound by and are subject to the Rules.

1.4 Disputes on interpretation

Any dispute or difference which arises at a General Meeting as to the construction or interpretation of these Rules shall be decided by the Chair of the meeting whose decision shall be final.

2. Name and Description of the Society

2.1 The name of the society is Alliance Francaise de Dunedin Incorporated.

2.2 The Alliance Francaise de Dunedin is an autonomous, non-profit-making association registered under the Act. It is constituted in accordance with the statutes and aims of the Alliance Francaise de Paris founded in Paris in 1883, the work of which has been continued since 1 January 2008 by the Fondation Alliance Francaise.

2.3 The Alliance Francaise de Dunedin has no political or religious affiliation and does not allow any form of discrimination.

3. Objects of the Society

3.1 The charitable objects of the Society are:

- (a) the advancement of education in respect of the French language and the cultures of French speaking communities.
- (b) to promote knowledge and appreciation of the French language and the cultures of French speaking communities within the city of Dunedin and the wider Otago region.
- (c) to establish and maintain appropriate facilities and resources for the learning of the French language and the appreciation of the cultures of French speaking communities.
- (d) to provide classes of instruction in French language and the cultures of French speaking communities to people of all ages.
- (e) to support the teaching of the French language in schools and tertiary institutions within the city of Dunedin and the wider Otago region.
- (f) to provide a resource centre where French people can meet, make connections and find resources and solutions to sustain French language in their homes
- (g) to foster a mutual understanding between France and other French speaking countries and territories and New Zealand by developing cultural exchanges.
- (h) to maintain registration of the Society under the Charities Act 2005 or any modification or reenactment thereof.
- (i) to do all such other things in New Zealand as are incidental to or conducive to the attainment of the above objects or any of them.

3.2 The Society shall have the power to do all things and carry on all activities that will achieve any one or more of the charitable objects of the Society.

3.3 The profit gains and benefits accruing to the Society shall be used to advance the charitable objects of the Society.

3.4 The objects of the Society shall be carried out in New Zealand and to benefit people in New Zealand.

3.5 The object set out herein shall not, except when their context expressly so requires, be in any way limited to or restricted by reference to or inference from the terms of any other paragraph or by the name of the Society.

4. Powers of the Society

4.1 In addition to its statutory powers, the Society:

- (a) may use its funds to pay the costs and expenses of furthering or carrying out its objects, and for that purpose may employ such people as may seem expedient;
- (b) may purchase, lease, hire or otherwise acquire, may exchange, and may sell, lease or otherwise dispose of property, rights or privileges to further or carry out its objects as may seem expedient;
- (c) may invest in any investment in which a trustee may at law invest;

4.2 Notwithstanding any other provision, the Society shall not be conducted for the financial gain of its members, and shall not expend any money or apply its assets:

- (a) other than to further purposes recognised by law, nor
- (b) for the sole personal or individual benefit of any Member,

but these restrictions shall not prevent the reimbursement to Members, Officers and employees of the Society for any reasonable actual expenses incurred by them on behalf of the Society as approved by resolution of the Committee.

4.3 No Officer may receive any remuneration from the Society for their time or expertise or services provided to the Society in his or her capacity as an Officer, nor may an Officer be employed by the Society or contract with the Society either directly or through a company or other organisation in which the Officer is interested except that an Officer may be:

- (a) reimbursed expenses in terms of Rule 4.2 of these rules; and/or
- (b) retained to provide expert services required by the Committee at commercial rates which the Committee considers represent fair value.

5. Membership

5.1 The classes of membership of the Society and the voting rights attached to membership, are as set out in **Appendix A**. All other rights, privileges and obligations of Members shall be determined by the Committee from time to time.

- 5.2 The admission of Members, cessation of membership and readmission of Members shall be governed by the provisions set out in **Appendix A**. Every Full Member shall advise the Committee of any change of address.
- 5.3 The Committee shall ensure that a register of Members is kept according to the class of membership to which they belong, recording their names and addresses (including email address and cell phone (if any) and the dates each Member became a member.

6. Subscriptions and Levies

- 6.1 **Full Members** shall pay an annual subscription determined each year by the Committee. The schedule of subscriptions may include special rates for students, families, retired persons, corporates and any others approved by the Committee. The Committee may decide that the subscription is payable by periodic payments.
- 6.2 **Honorary, Life and Associate Members:** No annual subscriptions shall be payable by Honorary, Life and Associate Members.
- 6.3 The Committee may by resolution impose a levy or levies on Full members in any calendar year up to a maximum totaling 50 per cent of the annual subscription for that year for each class of member.

7. Management of the Society by the Committee

- 7.1 The operation and affairs of the Society must be managed by, or under the direction or supervision of the Committee.
- 7.2 The Committee has all the powers necessary for managing, or for directing or supervising the management of, the operation and affairs of the Society.
- 7.3 Subject to prudential constraints imposed by the Committee and continuing oversight, management of the day-to-day operations may be delegated to the General Manager or Manager.
- 7.4 The Committee may delegate roles to a subcommittee for such purposes as it thinks fit. A subcommittee must be constituted with at least two members of the Committee, but otherwise may consist of such other persons. Unless otherwise resolved by the Committee:
- (a) The quorum of every subcommittee is a majority of the members of the subcommittee;
 - (b) No subcommittee shall have power to co-opt additional members;

- (c) No subcommittee may commit the Society to any financial expenditure without express authority, and;
 - (d) No subcommittee may delegate any of its powers.
- 7.5 The Committee from time to time may make and amend, bylaws regulations and policies for the conduct and control of the Society's activities, but no such regulations, bylaws and policies shall be inconsistent with these Rules. These Rules, and such regulations, bylaws and policies shall be available at all reasonable times for inspection by members, and copies shall be provided (at reasonable cost) to any Member on request.
- 7.6 Indemnity for Committee
 - (a) No Officer shall be liable for the acts or defaults of any other Officer or any loss occasioned thereby, unless occasioned by their willful default or by their willful acquiescence.
 - (b) The Officers and each Officer shall be indemnified by the Society for all liabilities and costs incurred by them in the proper performance of their functions and duties, other than as a result of their willful default.

8. Composition of the Committee

- 8.1 The Committee shall consist of not fewer than three (3) and no more than nine (9) Officers, each of whom must be a natural person. The majority of the Committee must be Members of the Society.
- 8.2 A person must not be appointed as an Officer if that person is disqualified from appointment pursuant to section 47 of the Act.
- 8.3 A person must not be appointed as an Officer unless he or she has consented in writing to be an Officer and certified that he or she is not by reason of a provision, if any, contained in the Act or by law, disqualified from being appointed or holding office as an Officer of the Society.
- 8.4 No employee of the Society shall be eligible for appointment to the Committee.

9. Appointment and Removal of Officers

- 9.1 The appointment, retirement and removal of Officers (including the designation of a candidate as President) shall conform with the requirements set out in **Appendix B**.

10. Officers Meetings

- 10.1 The convening and methods of holding meetings of the Officers, and the election of the Chair of Officers shall conform with the requirements set out in **Appendix C**.

11. Financial Matters

11.1 Balance Date

The financial year of the Society shall end on 31 December each year, or such other date as the Society may, in General Meeting, determine.

11.2 Keeping of Accounting Records

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

- (a) correctly record the transactions of the Society; and
- (b) will allow the Society to produce financial statements that comply with the requirement of the Act and any Relevant Law;
- (c) would, whilst required by the members or by the Relevant Law, enable the financial statements to be readily and properly audited.

11.3 Preparation of financial statements annually

The Committee must ensure that in each year financial statements in relation to the accounting period of the Society are:

- (a) prepared and completed in compliance with the standards required by the Act and the Relevant Law; and
- (b) delivered to the Registrar at the time and in the manner required by the Act and the Relevant Law.

11.4 Requirement for Audit

The Committee may appoint a competent auditor each year to audit the financial statements of the Society and provide a certificate of correctness of the same. An Auditor may be appointed for consecutive terms.

12. Execution of Documents

- 12.1 A contract, document or other enforceable obligation that, if entered into by a natural person:
- (a) would, by law, be required to be by deed, may be entered into on behalf of the Society pursuant to a resolution of the Committee:
 - (i) by two or more Officers of the Society; or
 - (ii) a Officer, or other person appointed by the Committee for that purpose whose signature must be witnessed; or
 - (iii) by 1 or more attorneys appointed by the Committee in accordance with section 124(1) of the Act.
 - (b) is, by law, required to be in writing but not required to be made by deed, may be entered into on behalf of the Society in writing by a person acting under the express or implied authority of the Society;
 - (c) is, not by law, required to be in writing, may be entered into on behalf of the Society in writing or orally by a person acting under the express or implied authority of the Society.

13. General Meetings

- 13.1 Convening of General Meetings
- (a) General Meetings of the Members shall be convened and conducted in accordance with the regulations set out in **Appendix D**.
 - (b) A General meeting may be a face-to-face, online or a hybrid meeting.
- 13.2 Annual General Meetings
- (a) The Annual General Meeting is held once a year; its business is set out in **Appendix D** and may include changes to this Constitution.
 - (b) The Annual General Meeting shall be held no later than 6 months after the balance date of the Society and no later than 15 months after the previous Annual General Meeting, at a time and place fixed by the Committee.
- 13.3 Special General Meetings
- (a) A Special General Meeting is a General Meeting that is outside the regular timetable of the Annual General Meeting. The Special General Meeting has the same powers as an Annual General Meeting and must meet all the same requirements such as the period for notice of meeting.

- (b) A Special General Meeting may be called by the Committee or by written notice to the Committee signed by not less than a quarter of the Members entitled to vote.

14. Interested Officers

14.1 For the purposes of this rule 14 the terms “interested” and “matter” bear the meanings set out in section 62 of the Act and the term “interest” shall be construed accordingly.

14.2 Duty to disclose interest

- (a) The Committee must keep and maintain a register recording disclosures of interest made by an Officer.
- (b) An Officer who is interested in a matter relating to the Society must as soon as practicable after becoming aware of that interest, disclose details of the nature and extent of the interest (include any monetary value of the interest if it can be quantified):
 - (i) to the Committee; and
 - (ii) in an interests register kept by the Committee.

14.3 Consequences of being interested in matter

- (a) An Officer of the Committee who is interested in a matter relating to the Society:
 - (i) must not vote or take part in a decision of the Committee relating to the matter; and
 - (ii) must not sign any document relating to the entry into a transaction or the initiation of the matter; but
 - (iii) in the case of an Officer who is prevented from voting on a matter he/she may still be counted for the purpose of determining whether there is a quorum at any meeting at which the matter is considered; and
 - (iv) despite paragraph (i) and (ii), if 50% or more of the Officers are prevented from voting on the matter under paragraph (i), a Special General Meeting of the Society must be called to consider and determine the matter.

15. Alteration of Rules

- 15.1 These Rules may, if proposed by the Committee, be amended or replaced by Special Resolution at a General Meeting at which the quorum requirements specified in **Appendix D** have been satisfied.
- 15.2 Any amendment must not change, and any replacement must preserve:
- (a) Rule 3 (prescribing the charitable objects of this Society); and
 - (b) Rule 4.2 (precluding the conduct of the Society for the financial gain or members); and
 - (c) Rule 4.3 (Relating to Officers receiving remuneration from this Society); and
 - (d) Rule 18 (mandating the disposal of surplus assets of the Society to be disposed of to a not-for-profit entity on a winding up or dissolution); and
- will be of no effect until approved by the Fondation des Alliances Francaises.
- 15.3 Any proposed motion to amend or replace these Rules must be set out in the notice of meeting and accompanied by a written explanation of the reasons for the proposal.
- 15.4 Notwithstanding rule 15.1 above, these Rules may be amended or replaced by Members without a Special Resolution if the amendment has a minor effect or corrects technical errors and otherwise complies with the Act.
- 15.5 The Society must provide a copy of any amendment and the amended Rules to the Registrar in accordance with section 33 of the Act.

16. Complaints and Grievance Procedures

- 16.1 Any complaint or grievance impacting the Society, whether from another Member or any other person, shall be lodged in writing with the Committee, and the procedures set out in **Appendix E** shall be observed.

17. Miscellaneous

- 17.1 Promotion of Society by Members
- All Members shall promote the interests and the objects of the Society and shall do nothing to bring the Society into disrepute.
- 17.2 Copies of Constitution
- Copies of this constitution shall be provided to any Member on request by email or such other method as considered appropriate by the Society.

17.3 Notices

A notice given by a Member to the Society or by the Society to a Member by email shall be deemed to have been properly given and received on the day and time of despatch if sent to the email address provided, as the case may be, by the Member or by the Society for the purposes of notices from time to time.

17.4 Registered Office

The Registered Office of the Society shall be at such place as the Committee from time to time determines.

17.5 Contact Officer for Regulators

The Committee must, in accordance with sections 113 to 116 of the Act, appoint a person to be the point of contact with whom the Registrar can make contact when needed.

18. Winding up

18.1 On the dissolution of the Society by the Registrar or its liquidation pursuant to a resolution of the Members, or by the High Court, or otherwise, the surplus assets after payment of all debts, costs and liabilities shall be disposed of to another Alliance Francaise operating in New Zealand which has charitable status at law and in the absence of an entity having that status, the surplus property or assets must be applied to advance a charitable purpose or purposes.

18.2 A resolution of Members to liquidate the Society must be approved at a General Meeting and that resolution must be confirmed at a subsequent General Meeting called for that purpose and held not earlier than 20 Working Days after the date on which the resolution to be confirmed was passed. The resolution of Members to the liquidation of the Society and the subsequent confirmation of Members must be approved by an Ordinary Resolution in each case.

18.3 In particular no surplus assets of the Society shall be paid or distributed to or among the members or employees of the Society so as in any way to create a pecuniary benefit for any of them.

Appendix A : Membership

1. Classes of Membership

The classes of membership of the Society are:

(a) Full Member

A Full Member is:

- (i) An individual over 16 years of age (**Individual Member**);
- (ii) A corporate or institution (**Corporate Member**);
- (iii) A family member (**Family Member**) being a couple or nuclear family living in the same household.
- (iv) A **Life Member** as described in (b)(iv) below.

A Full Member has a right to exercise a vote at a general meeting of members. A body corporate which is a Full Member may appoint a representative to attend a meeting of shareholders on its behalf in the same manner as that in which it could appoint a proxy.

(b) Honorary, Life and Associate Members

- (i) The Committee may appoint any person as an Honorary, Life, or as an Associate Member. No subscription or admission fee is payable by a Life Member or an Honorary Member.
- (ii) The Committee shall set the conditions under which Associate Members are entitled to participate in the activities of the Society. Associate Members will not be entitled to vote at General Meetings of the Society.
- (iii) A Life Member is a person honoured by the Committee for meritorious services to the Society and whose name has been entered in the Register of Members as a Life Member.
- (iv) An Honorary Member is a person honoured for services to the Society or in an associated field and whose name has been entered in the Register of Members as an Honorary Member.

An Honorary Member has no membership rights, voting rights, privileges or duties other than the right to be invited to general meetings of the Society and to be recognised as holding that status.

A Life Member has all rights, privileges and obligations of Full Membership without liability for subscriptions.

2. Admission, cessation, re-admission and suspension of Members

2.1 Admission

- (a) A person must consent to becoming a Member and must provide, and at the request of the Committee update, contact details for the Register of Members with such additional information as may be required by the Society.
- (b) Applicants for membership as Full Members shall lodge an application form provided by the Society together with the applicable membership fee, and supply such additional information as may be required by the Society.
- (c) The Society shall have a discretion whether or not to admit a membership application and shall advise the applicant of its decision.

2.2 Cessation of Membership

- (a) Any Member may resign from that member's class of membership by written notice to the Society mentioning the date of resignation.
- (b) The Committee may declare, or delegate authority to declare, that a Member is no longer a Member and remove that member's name from the Register of Members from the date of that declaration or such date as may be specified if:
 - (i) that Member ceases to be qualified to be a Member or whose subscription has expired; or
 - (ii) has not paid within three months of the due date for payment the subscription or levy (or any instalment thereof); or
 - (iii) is convicted of any indictable offence or offence for which a convicted person may be imprisoned; or
 - (iv) is adjudged bankrupt, makes a composition with creditors, or (if a body corporate) is wound up or placed in receivership or liquidation.
- (c) A Member may be expelled as an incident of the grievance/complaint procedure conducted pursuant to Appendix E.
- (d) A Member whose membership is terminated under these Rules, shall remain liable to pay all subscriptions and levies to the end of the Society's financial year in which the membership was terminated, shall cease to hold himself or herself out as a Member of the Society, and shall return to the Society all material produced by the Society (including any Membership certificate, handbooks and manuals).

2.3 Re-admission of former members

- (a) Any former Member may apply for re-admission in the manner prescribed for new applicants and may only be re-admitted by decision of the Committee.
- (b) However, if a former Member's membership was terminated pursuant to the grievance/complaint procedure conducted pursuant to Appendix E, the applicant shall not be readmitted by the Committee without the prior approval of a General Meeting.

Appendix B : Officers

1. Appointment of Officers

1.1. By Members

An Officer may be appointed by Ordinary Resolution for a term of 1 year. All Officers shall be subject to removal by Ordinary Resolution.

1.2. By the Committee to fill casual vacancies

The Committee may at any time appoint additional Officers to fill any vacancy in the number of Officers. An Officer so appointed by the Committee shall hold office only until the next Annual General Meeting of the Society but shall be eligible for election at that meeting.

1.3. Current Officers to Continue in Office

The Officers in office at the date of the adoption of this Constitution shall continue in office subject to the provisions of this Constitution.

2. Maximum term of Officers

2.1. An Officer shall normally not serve in office for a period exceeding 6 years continuous service, except in extenuating circumstances if decided unanimously by the committee, in which case it may be extended for a further agreed period.

2.2. Someone who has previously been an Officer may serve again after a minimum 12 months break in service.

3. Nominations

3.1. No person (other than a current Officer) shall be elected as an Officer at a meeting of Members unless that person has been nominated by the Committee or by a Member entitled to attend and vote at the meeting.

3.2. There shall be no restriction on the persons who may be nominated as Officers other than as expressly provided in this Constitution, nor shall there be any precondition to the nomination of an Officer other than compliance with time limits in accordance with this clause 3. A nomination must include an adequate profile of the nominee.

3.3. The closing date for nominations to be considered by Members at the Annual General Meeting shall not be less than 10 Working Days before the date of the Annual General

meeting at which the election is to take place.

- 3.4. Notice of every nomination received by the Society before the closing date for nominations shall be given by the Society to all persons entitled to attend the Annual General Meeting together with or as part of the notice of meeting and the notice shall, if the Committee considers it appropriate to do so having regard to its view on the skills and experience required on the Committee, include a Committee recommendation on the appointment of any nominee.
- 3.5. Details of all persons nominated to be an Officer, must be provided to Members prior to the Annual General Meeting, together with such information (not exceeding one side of an A4 sheet of paper) as may be supplied to the Society by or on behalf of each nominee in support of the nomination.

4. Timing of retirement and appointment

- 4.1. If an Officer retires at an Annual General meeting and is not re-elected, the Officer shall remain in office until, and his or her retirement shall take effect at, the conclusion of this meeting.
- 4.2. If an Officer is removed from office at an Annual General meeting by Ordinary Resolution, the Officer shall remain in office until, and his or her removal shall take effect at the conclusion of this meeting.
- 4.3. If a person who is not already an Officer is appointed as an Officer at an Annual General meeting, that person shall take office as an Officer immediately after the conclusion of this meeting.

5. Vacation of Office

- 5.1. In addition to the vacation of office of an Officer pursuant to a Relevant Law:
 - 5.1.1. an Officer who ceases to represent a Member organisation shall be deemed to have retired from and vacated the office of an Officer unless within 20 Working Days of the date of cessation has become a Member in his or her own right;
 - 5.1.2. an Officer absent from 3 successive meetings of the Committee without leave of absence shall cease to be an Officer unless they can show good reason.

Appendix C : Officers' Meetings

1. Chair

- 1.1. The President will act as Chair of the Committee.
- 1.2. If at a meeting of the Committee, the Chair is not present within 10 minutes after the time appointed for the meeting, the Officers present may choose one of their number to be Chair of the meeting.

2. Notice of Meeting

- 2.1. An Officer may convene a meeting of the Committee by giving not less than 5 Working Days' notice in accordance with clause 2.2 of this Appendix C.
- 2.2. The notice of meeting must be a written notice delivered by hand to each Officer, or sent to the address or email address, which the Officer provides to the Society for that purpose, or if an address or email address is not provided, then a written notice to the Officer's last place of employment or residence, or email address known to the Society.
- 2.3. An irregularity in the notice of a meeting or a failure to give notice is waived if all Officers entitled to receive notice of the meeting attend the meeting without protest as to the irregularity or if all Officers agree to the waiver.

3. Methods of Holding Meetings

- 3.1. A meeting may be held by a number of Officers who constitute a quorum:
 - 3.1.1. being assembled together at the place, date and time appointed for the meeting; or
 - 3.1.2. participating in the meeting by the contemporaneous linking together by means of audio, audio and visual or electronic communications by which all Officers participating can simultaneously hear each other throughout the meeting;
 - 3.1.3. by a combination of the methods described in paragraphs (a) and (b) above.
- 3.2. In the case of a meeting with one or more "online" Officers, such a meeting shall be deemed to be properly held provided the following conditions are met:
 - 3.2.1. all the Officers entitled to receive notice of a meeting of the Officers shall have received notice of the meeting and be entitled to be linked by telephone or such other means of communication for the purposes of such meeting;

- 3.2.2. each of the Officers taking part in the meeting by telephone or other means of communication must throughout the meeting be able to hear each of the other Officers taking part;
- 3.2.3. at the commencement of the meeting, each Officer must acknowledge his or her presence for the purpose of a meeting of the Committee to all the other Officers taking part;
- 3.2.4. an Officer may not leave the meeting by disconnecting the telephone or other means of communication unless he or she has previously obtained the express consent of the Chair of the meeting, and an Officer shall be presumed to have been physically present and to have formed part of the quorum at all times during the meeting by telephone or other means of communication unless he or she has previously obtained the express consent of the Chair of the meeting to leave the meeting. Neither the meeting, nor any business conducted thereat, shall be invalidated if an Officer does leave a meeting conducted as aforesaid, without the express consent of the Chair.

4. Quorum

- 4.1. Until otherwise determined by the Committee, a quorum for a meeting of the Committee, other than an adjourned meeting, shall be three (3) Officers one of whom must be the President.
- 4.2. No business may be transacted at a meeting of the Committee if a quorum is not present.
- 4.3. If a quorum is not present within 15 minutes of the time appointed for the commencement of the meeting, the meeting shall then stand adjourned for seven days. The quorum for an adjourned meeting of the Committee shall be the same as the original meeting.
- 4.4. The General Manager or Manager shall be entitled to attend and participate in Committee Meetings in an advisory capacity (other than in the case of a conflict of interest) but shall not form part of the quorum or have a voting right.

5. Voting

- 5.1. Every Officer has one vote. An Officer must not vote in the case of a conflict of interest, or where that Officer is not permitted to vote under this Constitution or a Relevant Law.
- 5.2. In the case of an equality of votes, the Chair shall have a second and casting vote.
- 5.3. A resolution of the Committee is passed if a majority is in favour.

- 5.4. An Officer present at a meeting of the Committee is presumed to have agreed to, and to have voted in favour of, a resolution of the Committee unless he or she expressly abstains from voting or dissents from or votes against the resolution at the meeting.

6. Minutes

- 6.1. The Committee must ensure that accurate minutes are kept of all proceedings at meetings of the Committee. Minutes resolved or signed correct are prima facie evidence of the proceeding at the meeting.

7. Unanimous Resolution

- 7.1. A resolution in writing, signed or assented to by letter, or other written form by 80% of Officers, then entitled to receive notice of a Committee meeting, is as valid and effective as if it had been passed at a meeting of the Committee duly convened and held.
- 7.2. A resolution pursuant to clause 7.1 of this Appendix C may consist of several documents (including email or other similar means of electronic communication) in like form each signed or assented to by one or more Officers.
- 7.3. A copy of any such resolution must be entered in the minute book of Committee proceedings.

8. Proceedings in Case of Vacancy

- 8.1. The continuing Officers may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the number fixed by or pursuant to this Constitution as the minimum number of Officers, the continuing Officers or Officer may act only for the purposes of increasing the number of Officers to the said minimum number or to summon a meeting of members of the Society but for no other purpose.
- 8.2. Except as provided in this Constitution, the Committee may regulate its own procedure.

Appendix D : General meetings

1. Convening and Conduct of General Meetings

- 1.1. A notice of a General Meeting must be sent at least fifteen (15) Working Days before the date of the meeting, by email or post to all Full Members and Honorary, Life and Associate Members with the business to be conducted at the General Meeting (including in the case of Annual General Meetings copies of the Annual Report, accounts, a list of and information about nominees, and notice of any motions and the Committee's recommendations, if any, in respect thereof). The failure for any reason of any Member to receive such notice shall not invalidate the meeting or its proceedings.
- 1.2. A meeting may be held by a number of Members who constitute a quorum:
 - (a) being assembled together at the place, date and time appointed for the meeting; or
 - (b) participating in the meeting by means of audio, audio and visual or electronic communications by which all Members participating can simultaneously hear each other throughout the meeting;
 - (c) by a combination of the methods described in paragraphs (a) and (b) above.
- 1.3. In the case of a meeting with one or more “online” Members, such a meeting shall be deemed to be properly held provided the following conditions are met:
 - (a) all the Members entitled to receive notice of a General Meeting shall have received notice of the meeting and be entitled to be linked by telephone or such other means of communication for the purposes of such meeting;
 - (b) each of the Members taking part in the meeting by telephone or other means of communication must throughout the meeting be able to hear each of the other Members taking part;
 - (c) at the commencement of the meeting, each Members must acknowledge his or her presence for the purpose of a meeting of the Committee to all the other Members taking part;
 - (d) a Members may not leave the meeting by disconnecting the telephone or other means of communication unless he or she has previously obtained the express consent of the Chair of the meeting, and a Members shall be presumed to have been present and to have formed part of the quorum at all times during the meeting by telephone or other means of communication unless he or she has previously obtained the express consent of the Chair of the meeting to leave the meeting.

- 1.4. Resolution in lieu of a meeting:
- (a) Subject to the rules set out in sections 89 to 92 of the Act, a written resolution of Members may be passed in lieu of a meeting if the Committee considers that it is expedient and the interests of the Society to do so.
 - (b) A written resolution under this clause 1.4 may consist of 1 or more documents in similar form (including letters, electronic mail, or other similar means of communication) each approved by or on behalf of 1 or more of the persons specified in paragraph (d) of this clause.
 - (c) For the purposes of this section, a Member may give their approval by:
 - 01. signing the resolution; or
 - 02. giving their approval to the resolution in any other manner permitted by this Constitution (for example, by electronic means).
 - (d) The resolution to be effective must be approved by no less than 75% of the Members who are entitled to vote.
- 1.5. Only Full Members are entitled to vote at General Meetings.
- 1.6. A Full Member's vote may be exercised by written proxy in favour of another Full Member present at the meeting which is lodged with the Chair or other person appointed by the Committee for that purpose prior to the opening of the meeting.
- 1.7. All General Meetings shall be chaired by the President, or in the absence of the President, by some other Committee Officer elected for the purpose by the Meeting, and any Chair shall have a deliberative but not a casting vote.

2. Quorum

- 2.1. The quorum for General Meetings is the lesser of ten (10) Full Members or ten percent (10%) of Members entitled to vote, present in person or by proxy, at least one of whom must not also be a serving Committee Officer.
- 2.2. No business may be transacted at a General meeting if a quorum is not present.
- 2.3. If a quorum is not present within 30 minutes of the time appointed for the commencement of the meeting, the meeting shall:
- (a) If the business to be considered is not an amendment to the Rules, be adjourned for at least 5 Working Days at the same time and place, at which time, the quorum shall be those Members present.
 - (b) If the business is to consider an amendment to the Rules, be adjourned at least for 10 Working Days, at which time, the quorum shall be those Members present.

3. Voting

- 3.1. Votes shall be exercised by Members of the Alliance as follows:
- (a) At General Meetings voting shall be by voices, by show of hands or, on demand of the Chair or of any Full Member present, by secret vote, the procedure for which shall be determined by the Chair.
 - (b) Unless otherwise required by these Rules, all questions shall be determined by an Ordinary Resolution of the Members.
- 3.2. A resolution passed by the required majority at any General Meeting or by ballot binds all members, irrespective of whether they were present at the General Meeting where the resolution was adopted or whether they voted.

4. Business of a General meeting

- 4.1. The business of the Annual General Meeting shall be:
- (a) Confirmation of the Minutes of the previous General Meeting(s);
 - (b) Consideration of the Annual Report of the Committee;
 - (c) Consideration of the financial accounts;
 - (d) Election of any Officers including the President;
 - (e) Motions of which notice has been given; and
 - (f) General business.
- 4.2. Any Member wishing to give notice of any motion for consideration at the Annual General Meeting shall forward written notice of the same to the Committee not less than 10 Working Days before the date of the meeting. The Committee may consider all such notices of motion and provide recommendations to members in respect thereof.
- 4.3. The Committee shall cause minutes to be recorded of all General meetings and all such minutes when confirmed by the next such meeting and signed by the Chair of that meeting shall be prima facie evidence that that meeting was duly called and shall prima facie be a true and correct record of what occurred at that meeting.

Appendix E : Complaint and grievance procedures

1. Purpose

- 1.1. For the purposes of clause 2 of this Appendix E, a complaint or grievance may relate to a conduct by a Member which:
- (a) constitutes a breach of these Rules or any by-laws or regulations of the Society; or
 - (b) has brought the Society into disrepute; or
 - (c) is inconsistent with the objects and purposes of the Society, or
 - (d) may affect the functioning of the Society,
- and which has been lodged in writing with the Committee by a Member or any other person or which has come to the attention of the Committee which then considers that the matter should be dealt with under these procedures.

2. Procedures

- 2.1 The following procedures shall be observed in relation to any complaint or grievance about any Member.
- 2.2 The Committee shall have the following discretions:
- (a) If the nature of the complaint indicates that the subject matter should be dealt with by any Court or tribunal, the Committee may decline to investigate or deal with the complaint until any such body has dealt with the issues which are the subject of the complaint. If the decision of any such body:
 - (i) Effectively disposes of the complaint, the Committee may close the complaint.
 - (ii) Does not effectively dispose of the complaint, the Committee may decide to undertake such further investigations as it thinks fit, and then follow the procedures set out in paragraph (b)(iv) to (viii) of this clause.

- (b) The Committee may decline to investigate or consider the complaint considering one of the following circumstances:
 - (i) the matter is trivial;
 - (ii) the matter does not appear to disclose:
 - A. In the case of a complaint, any material misconduct; or
 - B. In the case of grievance, any material damage to the member's rights or interests;
 - (iii) the complaint or grievance appears to be without foundation or there is no apparent evidence to support it;
 - (iv) the person who makes the complaint or brings the grievance has an insignificant interest in the matter; or
 - (v) the conduct, incident, event or issue has already been investigated and dealt with by or on behalf of the Society.
- (c) The Committee may decline to investigate or consider the complaint if, during enquiries being made by or on behalf of the Committee, it becomes apparent to the Committee that it is not appropriate further to investigate or consider the complaint.
- (d) If the investigation or consideration of the complaint are likely to require extensive enquiries, a considerable time input, or advice to the Committee from professional advisers, the Committee may at any time require the complainant to deposit with the Society such sum as the Committee thinks fit to reimburse the Society wholly or partly for the costs of those making the enquiries or considering the complaint and/or the Society's professional adviser's fees before further investigating or considering the complaint.

2.3 The following procedures shall be observed when a complaint is investigated and considered:

- (a) The respondent shall be given a copy of the complaint and fairly advised of all allegations concerning him/her, with sufficient details to enable the respondent to prepare a response,
- (b) The respondent shall have the opportunity to provide a detailed written response to the complaint within not less than two weeks after receiving a copy of the complaint or such further time as may be allowed by the Committee or any subcommittee established by it for the purpose of hearing and deciding upon the complaint,

- (c) Further enquiries may be made by or on behalf of the Committee or any such subcommittee, and the results of those enquiries shall be made known to the complainant and the respondent,
- (d) The Committee or any such subcommittee shall allow the complainant and the respondent the opportunity to be heard by the Committee or any such subcommittee. No person who has any direct or indirect interest in the complaint or who is in any way biased shall hear and determine the complaint.

2.4 The Committee or any such subcommittee may:

- (a) Dismiss the complaint; or
- (b) Uphold and process the complaint. Depending on the outcome of the process if any, or the context of the dismissal, the Committee may, if relevant:
 - (i) Reprimand or admonish one of the parties;
 - (ii) Impose a fine on one of the parties;
 - (iii) If the party against whom the complaint is substantiated is a Member:
 - A. Suspend the Member from membership for a specified period;
 - B. Alter the membership classification of the Member;
 - C. Expel the Member.
 - (iv) If the party convicted is employed by the Society, initiate a procedure that might give grounds for disciplinary proceedings leading to some form of sanction.

2.5 The parties to such proceedings and the Committee or any such subcommittee shall respect the confidentiality of the proceedings. (Notwithstanding that any party may consult with external advisers).

2.6 The decision and any reasons which may be given by the Committee or any such subcommittee (without any obligation to give such reasons) for that decision shall be conveyed to the complainant and the member in writing, and may at the discretion of the Committee or any such special committee be conveyed to members.

2.7 The decisions of the Committee or any subcommittee hearing and deciding upon any complaint under this Rule shall be final and binding on the complainant and the defender complained against and shall not be subject to any review or challenge.

2.8 The Committee must ensure that as soon as is reasonably practicable after receiving a complaint or grievance or determining that the matter should be dealt with under these procedures, investigate and determine the complaint or grievance.