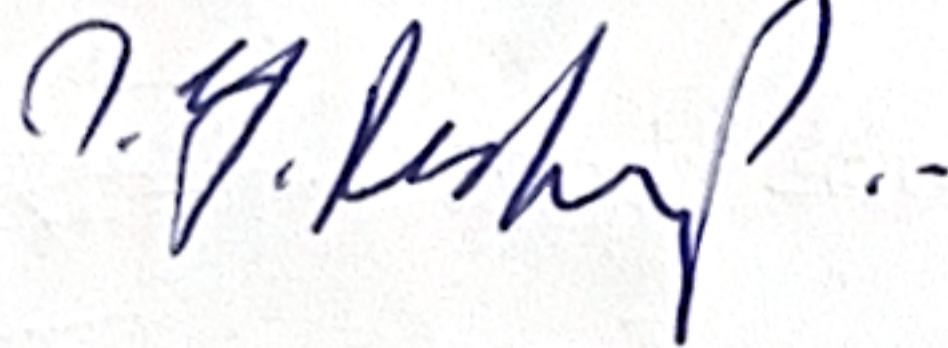


Japan Society of Hawke's Bay Incorporated Constitution

This and the following pages are the Constitution of Japan Society of HAWKES BAY INCORPORATED.
Signed by officers for the society as of 24/08/2024

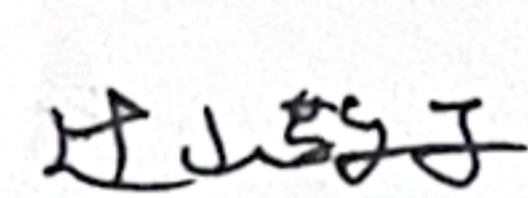
Full Name: Iain Frederick Redryf

Position: Treasurer

Signature: 

Full name: Keiko Tsojigama

Position: Committee Member

Signature: 


Full name: Elizabeth - Marie Nes

Position: President

Signature: 

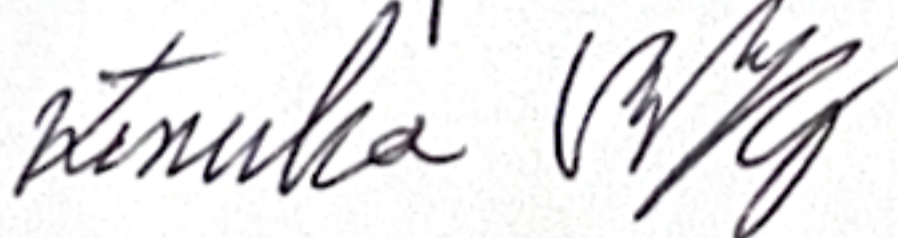
Full name: Jessica Wheeler

Position: committee member

Signature: 

Full name: Kinuko Iko

Position: Vice President

Signature: 

The fundamental constitution governing our society revolves around safeguarding, endorsing, and honouring the well-being of Japanese citizens and fostering the enduring friendship between Japan and New Zealand.

1. NAME

The name of the society shall be 'Japan Society of Hawke's Bay Incorporated' as referred to in this document as ("The Society").

2. OBJECTIVES

The objectives which shall be limited to Japan Society of Hawke's Bay is established are:

- 2.1. To promote and protect the interests of the Japanese community in Hawke's Bay and New Zealand
- 2.2. To create opportunities for the general public to gain mutual understanding and respect for the Japanese community.
- 2.3. To offer Japanese educational and training programmes including language and culture for individuals of diverse ethnic backgrounds.
- 2.4. To promote the value of the Japanese identity, culture and heritage.
- 2.5. To support Japanese nationals to access information and services.
- 2.6. To do all such things as are incidental to or conducive to the attainment of any of the above objectives.

3. ATTAINING OBJECTIVES

The Society shall be empowered to do all things necessary which are incidental to and for the attainment of the objects of the Society.

4. POWERS

The powers of the society are:

- 4.1. To raise money by all lawful means and conduct fundraising campaigns and to solicit financial assistance from individuals, the general public, organizations of all kinds, trusts, business and commercial enterprises, local authorities, the government and government agencies.
- 4.2. To apply the funds, income and property of the society towards promotion of its objectives.
- 4.3. To borrow or raise money and secure the payment of money borrowed in such a manner as the committee shall think fit and in particular by the issue of debentures.
- 4.4. To invest surplus funds in any way permitted by law for the investment of trust funds and upon such terms as the committee thinks fit.
- 4.5. To obtain professional services from solicitors, accountants, business and investment advisors and from persons board, societies and government agencies.
- 4.6. To act as an advocate of any member.
- 4.7. To publish or promote the publication or circulation of anything in regards to local connection of Japan/Japanese and/or Society matters.
- 4.8. To build, construct, erect, maintain, alter and repair any premises building or other structure of any kind and to furnish, equip and improve the same for use by the Society.

- 4.9. To give such security for the discharge of liabilities incurred by the Society as the Society thinks fit.
- 4.10. Accept donations and gifts in accordance with the objectives of the Society.
- 4.11. Provide gifts and prizes in accordance with the objectives of the Society.
- 4.12. The Society must apply all property and income of the society towards the promotion of The objectives or purposes of the Society and no part of that property or income to be paid or otherwise distributed, directly or indirectly, to members of the Society, except in good faith in the promotion of those objects or purposes.
- Individual \$20.00 inclusive GST
Student \$15.00 inclusive GST
Family \$40.00 inclusive GST
Organization \$100.00 inclusive GST

5. MEMBERSHIP

- 5.1 Any person or organization or corporate body or incorporated society or trust may make an application online or by form provided by the society to join.
- 5.2 Any applicant can be of any age to join the society
- 5.2 The committee may accept the applicant as a member.
- 5.3 The committee may decline to accept the applicant as a member without giving any reason.
- 5.4 Members will be registered in one of the following categories: individual, student, family and organization.
- 5.5. The annual membership fee that is payable by each member shall be ratified at the Societies AGM.
- 5.6. The Society's committee holds the authority to expel a member who violates the Society's rules. However, the affected member retains the right to appeal in writing the decision to the Japan Society Committee.
- 5.7. All financial memberships shall lapse at the end of the financial year.
- 5.8. A person must consent to become a member of a society.
- 5.9. A person who wishes to be elected or appointed as an officer must consent in writing and certifies that they are not disqualified from being elected or appointed or otherwise holding office as an officer of the society within 5 days prior to AGM

6. INDIVIDUAL MEMBERSHIP

- 6.1. Any individual who wishes to become a member will need to complete the application form.
- 6.2. The committee may accept the applicant as an individual member.
- 6.3. The committee may decline to accept the applicant as a member without giving any reason.

7. STUDENT MEMBERSHIP

- 7.1. Any student who wishes to become a member will need to complete the application form.
- 7.2. The student must be enrolled in a form of education whether it be Primary, Intermediate, Secondary, Te Kura (Correspondence School) or Tertiary education.
- 7.3. The committee may ask for proof of education status.

- 7.4. The committee may accept the applicant as a student member.
- 7.5. The committee may decline to accept the applicant as a member without giving any reason.

8. FAMILY MEMBERSHIP

- 8.1 Any family who wishes to become a member will need to complete the application form.
- 8.2. A family membership is characterized by the inclusion of one or more parents or guardians along with a minimum of one dependent.
- 8.3. All family members' names must be provided to the society.
- 8.4. The committee may accept the applicant as a family member.

9. ORGANIZATION MEMBERSHIP

- 9.1. Any organization, corporate body, incorporated society, trust who wishes to become an organization member will need to complete the application.
- 9.2. The committee may accept the applicant as an organization member.
- 9.3. The committee may decline to accept the applicant as a member without giving any reason.
- 9.4. Organization members may have speaking rights of one nominated member but no voting rights nor be eligible for nomination to the Committee.

10. LIFE MEMBERSHIP

- 10.1. A nomination of a person for life membership of the society
 - 10.1.1. shall be lodged with the secretary of the society; and
 - 10.1.2. shall contain details of the reasons why the nominee should be considered for life membership.
- 10.2.1. person shall be considered for life membership of the society if he/she –
 - 10.2.2 Has given continued service to the society of an exemplary nature for a period of at least seven financial years;
- 10.3 The life member shall have the same rights and privileges as any other member of the society except he or she shall not be required to pay a membership fee.
- 10.4 A person may be nominated at an Annual General Meeting or a Special General Meeting.
- 10.5 A Special General Meeting can only be reserved for health, wellbeing or personal matters.
- 10.6 A badge for life membership will be issued by the society.
- 10.7. All life memberships must be recorded on Google Drive Document 'Membership' and state date of appointment.
- 10.8. The life membership explanatory must be recorded on Google Drive Document 'Life Membership Record'. The information recorded should be name, date and reason for appointment.

11. TERMINATION OF MEMBERSHIP

- Membership of any members may be terminated.
- 11.1. If the member tenders a resignation in writing.
 - 11.2. If a member dies or an organization is liquidated or dissolved.
 - 11.3. If a members subscription remains unpaid for three (3) months of becoming a member of the society or from the date on which it was due.
 - 11.4. Should a member violate this constitution or if, in the committee's judgment, the member's conduct is not conducive to advancing the society's best interests.

11.5. If it is alleged any member is liable to have the membership terminated pursuant to the clause 11.4. (ABOVE) then the member shall be given no less than fourteen (14) days notice in writing of a meeting of the Committee called to consider such an allegation and shall have the right to attend before the Committee to state the member's case.

11.6. Any resolution of the Committee to terminate pursuant 11.5. (ABOVE) shall be passed by a two third's majority of the Committee present at such meeting.

11.7. If a decision to end membership, as outlined in clause 11.6 (above), is made, the Secretary will communicate the decision to the member in writing. Within fourteen (14) days from the date of receiving the written notice, the member may express their intention to appeal the decision to the Secretary.

11.8. Upon receipt of the intention to appeal the Secretary shall call a special general meeting of the society. The special general meeting shall either affirm the committee's decision or shall decline to affirm the decision in which case the member shall continue as a member.

11.9. Any member whose membership is concluded shall not be released from, nor held liable for, any outstanding monetary obligations as of the termination date.

11.10. Should the terminated member have any outstanding financial obligations prior to termination, such obligations must be settled.

11.11. If a member is terminated there is a termination period of 2 financial years.

11.12. If the member wishes to reapply, the committee must approve.

12. PATRON

12.1 There may be a Patron. If in any year the Committee decided there should be a Patron that person shall be elected at the Annual General Meeting

12.2 The Patron shall have speaking rights but shall not be eligible for nomination to the Committee. The Patron shall not pay any membership.

12.3. The Patron should be recorded in writing upon appointment on google drive document 'THE PATRON RECORD' The information recorded should be name, beginning date and completion date, and contact details.

13. COMMITTEE

13.1. There shall be a committee of no less than 3 Office Holders and no more than 5 members.

13.2. The Officers of the Society shall consist of a President, a Secretary, and a Treasurer, collectively to be known as the Executive of the Society.

13.3. The committee shall hold office until the following Annual General Meeting and a member of the Committee shall be eligible for re-election.

13.4. The office of a committee member shall become vacant if.

13.4.1. The member shall resign, or

13.4.2. The member is absent from New Zealand for a period of 12 months without obtaining leave of absence from the other Committee Members;

13.4.3 The member dies,

13.4.4 The member is subject to an order under the protection of personal and property rights act 1988;

13.4.5 The member becomes a special patient or restricted patient or is subject to an in-patient order for compulsory treatment as defined in the Mental Health (Compulsory Assessment) Act 1992; or

13.4.6.1. The member shall refuse to act or be absent from three consecutive meetings of the Committee without reasonable cause or without leave of absence granted by the president,

13.4.6.2. The member is removed from the office by a two-third's majority vote of the members of the Committee present at a Committee meeting PROVIDED THAT before such action is taken not less than

seven (7) days notice of the proposed action shall be given to such Committee member who may make submissions in writing or in person at the meeting at which the removal of the proposed to be considered.

13.4.6.3. This member cannot be allowed to join the committee at other elections.

13.4.6.4. The committee needs to give notice to member(s), due to a lack of attendance.

13.4.6.5. The remaining members of the Committee may appoint some other person to fill the vacated office and such appointment shall be until the expiry of the term of the person whose office had this been vacated.

13.7. The executive of the society shall meet to discuss management of the society.

13.8. If a member engages in inadequate decision-making and/or fails to fulfill their role in office, they must undergo a stand-down period of two financial years before being eligible to hold office again. Severe negligence will result in termination. By two thirds majority vote by committee members.

13.9 In the event of verbal or physical abuse towards fellow members, the committee executive may issue a warning. Subsequent repeat incidents may lead to the termination of membership.

14. POWERS AND DUTIES OF COMMITTEE

The administration, management and control of the society shall be vested in the committee. The function and duties of the committee shall be:

14.1. To control, administer, invest, and manage property, funds and affairs of the society.

14.2. To ensure the constitution is upheld, relevant and up to date.

14.3. To accept or terminate applications for members and to prescribe forms or stipulate requirements for such membership.

14.4. To fix the date for the Annual General Meetings.

14.5. To appoint an auditor or examiner or reviewer.

14.6. To give money to any person or organization or society on such terms as a committee that meets the society's objectives.

14.7. To appoint sub-committees as the committee from time to time to deem expedient for carrying out the objectives. Members of any sub-committee need not be members of the committee.

14.8. To make bylaws and regulations.

14.9. To arrange any insurance cover if required.

14.10. To acquire, hold, develop, subdivide, exchange, sell, lease, improve, build, manage, alter, maintain, repair, or otherwise deal with real and personal property of every description including vehicles.

14.11. To hold money or property of whatsoever kind paid or transferred to the society together with any accumulations of income arising therefrom and all moneys, investments, and property from time to time representing the same.

14.12. To fix the annual membership or any levies payable by each category of membership and to waive in whole or part the amount of the membership or levy payable by any individual.

14.13. To enter a contract of service with any person or body, assistants or workers appoint executive officer or co-ordinator, assistant and other supports whether honorary or otherwise and upon such terms and conditions and at such remuneration as the committee shall think fit (subject to clause 19.4) and from time to time to remove and to replace any person so appointed.

14.14. To do all such things as not being contrary to law and not prohibited by this constitution shall or may be necessary or desirable in the opinion of the committee for the carrying out of the objectives of the society.

14.15. to operate and manage bank accounts

14.16. The committee may appoint additional committee members as the need arises.

14.17. The committee has full control of objectives outlined in the constitution.

15. ANNUAL GENERAL MEETINGS

15.1. The Annual General Meeting shall be held on such date no later than the last day of August each year.

15.2. The business to be transacted at the Annual General Meeting shall be:

15.2.1 Approve the minutes of the previous Annual General Meeting and any other general meeting which may have been held since the date of the last Annual general meeting.

15.2.2 To receive the chairperson's report.

15.2.3 To elect a patron (if required)

15.2.4 To elect the committee members required for the year.

15.2.5 To receive the financial report from Treasurer

15.2.6 To transact any other business that may be lawfully brought forward.

15.3. A special general meeting may be summoned by the committee or by a requisition signed by not less than three (3) members or the society specifying the purpose of the meeting.

15.4. Notice of each annual general meeting and calling for nomination shall be given at least 1 month prior to the date appointed by a notice emailed to all members.

15.5. The notice calling the annual general meeting shall state whether the meeting is the annual general meeting or a special general meeting and shall specify the place, date and time at which that meeting is to be held and the business for which the special meeting is called.

16. NOMINATIONS

16.1. Nominations for the committee shall be called for in the notice calling the annual general meeting and such nominations shall be in writing and in the hands of the secretary no less than fourteen (14) days before the annual general meeting. The consent of the nominee shall be required on such notice of the nomination. These shall be nominated and seconded person or in email prior.

16.2. No person may be nominated for a position against their will.

16.3. If there are insufficient nominations then the person presiding shall call for nominations at the annual general meeting.

16.4. The candidate receiving the most votes shall be declared elected to the position. In the event of a tied vote a second ballot shall be held. If the votes are still equal, the Chairperson shall exercise a casting vote in addition to their deliberative vote.

16.5. Self-nomination is not allowed for individuals seeking to join the committee.

16.6. The nominee must have been an active member for at least one financial year before nominated for committee.

17. PROCEDURE AT ANNUAL GENERAL MEETINGS

17.1. At every annual general meeting the current president shall preside. If the president is unable to be present, then the president must delegate a member to run the meeting out of those that will be present.

17.2. If a quorum is not present within half an hour after the time appointed for a general meeting that meeting shall stand adjourned.

17.3. At the adjourned general meeting the business may proceed notwithstanding the want of a quorum.

17.4. Election of the committee shall be by secret ballot only.

- 17.5. After any election that might be required and the declaration of name of the person elected the secretary shall destroy the voting papers.
- 17.6. Individual paid-up members shall have one vote.
- 17.7. Voting on other matters at a general meeting shall be by a show of hands unless a poll is demanded by three (3) persons present either before the vote or after the declaration of the result.
- 17.8. If a poll is demanded a secret ballot shall be held.
- 17.9. In the case of equality of voting the person chairing the meeting shall have a casting vote.
- 17.10. If a person is demanded the person chairing the meeting shall not have a casting vote.
- 17.11. The committee meetings shall be set at the annual general meeting for the following term.
- 17.12. Minutes must be kept as a true and accurate account of all meetings.
- 17.13. The Secretary shall endeavour to notify all paid up members of the AGM at least fourteen (14) days before the meeting.
- 17.14. The Secretary shall give the Japan Society members copies of the Minutes and reports from the AGM within seven (7) days after it.
- 17.15. The Secretary shall present a written Annual report on the proceedings of the previous year to the AGM.

18. PROCEDURE AT SPECIAL GENERAL MEETINGS (SGM)

- 18.1. The committee may call an SGM at any time and for any purpose providing that fourteen (14) days' notice of the meeting is given to all current society members.
- 18.2. The committee shall call an SGM within twenty one (21) days of receiving a written request signed by a quarter of the paid up members of the Society. If the committee does not give notice of such a meeting within fourteen (14) days of receiving the request, the requisites may call the meeting.
- 18.3. SGMs may only resolve matters of which the Society Secretary has been given seven (7) days' notice in writing. Amendments to these motions do not require such written notice.
- 18.4. SGMs may be used to change the constitution.

19. PROCEDURE AT COMMITTEE MEETINGS

- 19.1. Fourteen (14) days' notice of all committee meetings shall be given to all members of the committee prior to a meeting date.
- 19.2. Notice of the committee meeting shall be given to each member by a notice in email.
- 19.3. At every committee meeting the president shall preside. If the president is unable to be present then the president must delegate a member to run the meeting out of those that will be present.
- 19.4. At any meeting of the committee at which the appointment or remuneration of any member as executive director, co-ordinator, assistant, contractor shall be considered then such member shall not take part in the discussion or vote on any resolution relating to the matter and shall not otherwise materially influence the outcome of such discussion and resolution.
- 19.5. Any questions arising at any committee meeting shall be decided by consensus unless a majority agree that consensus is not possible in which case the question shall be decided by a majority vote.
- 19.6. In the case of an equality of votes the person chairing the meeting shall not have a deciding vote.
- 19.7. Any resolution in writing signed by committee members shall be as valid and effectual as if it had been passed at a meeting of the committee. Any such resolution may consist of several documents in like form and each signed by one or more members.
- 19.8. Minutes shall be kept as a true and an accurate account of all meetings.
- 19.9. The committee shall meet as it deems necessary. Any two (2) members of the committee may call a meeting.

19.10. The quorum for a committee meeting shall be no less than three (3) of committee members. Any business that is conducted at an inquorate meeting shall be null and void.

19.11. The committee may grant any person the right to speak, but not to vote at a committee meeting.

19.12. The society must ensure—

(a) that a proposed resolution is dated with the date on which the proposed resolution is first sent to a person entitled to vote for the purpose of approval (the **circulation date**); and

(b) that the proposed resolution is sent to an address for each person who is entitled to vote; and

(c) as far as is reasonably practicable, that the proposed resolution is sent under paragraph (b) on the circulation date; and

(d) that a proposed resolution sent under paragraph (b) is accompanied by a statement of the effect of subsection (2).

The members may vote in 1 or more of the following ways if permitted by the society's constitution:

(a) vote by proxy;

(b) cast a postal vote;

(c) cast a vote by electronic means.

20. QUORUM

20.1. A quorum for the Annual general meeting shall be all elected members of the previous financial year and all the personnel elected. Unless personnel have given at least twenty four (24) hours' notice.

20.2. A quorum for a committee member shall be no less than three (3) members.

21. DISPUTES

21.1. Meanings of dispute and complaint

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

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

1. 2 or more Members
2. 1 or more Members and the Society
3. 1 or more Members and 1 or more Officers
4. 2 or more Officers
5. 1 or more Officers and the Society
6. 1 or more Members or Officers and the Society.

The disagreement or conflict relates to any of the following allegations—

1. a Member or an Officer has engaged in misconduct
2. a Member or an Officer has breached, or is likely to breach, a duty under the Society's Constitution or bylaws or the Act
3. the Society has breached, or is likely to breach, a duty under the Society's Constitution or bylaws or the Act

4. a Member's rights or interests as a Member have been damaged or Member's rights or interests generally have been damaged.

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

1. states that the Member or Officer is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
2. sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against; and
3. sets out any other information or allegations reasonably required by the Society.

The Society may make a complaint involving an allegation against a Member or an Officer by giving to the Member or Officer a notice in writing that—

1. states that the Society is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
2. sets out the allegation to which the dispute relates.

The information setting out the allegations must be sufficiently detailed to ensure that a person against whom an allegation or allegations is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.

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

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

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

21.2 how a complaint is made

1. A Member or an Officer may make a complaint by giving to the Committee (or a complaints subcommittee) a notice in writing that—
 1. states that the Member or Officer is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
 2. sets out the allegation or allegations to which the dispute relates and whom the allegation is against; and
 3. sets out any other information reasonably required by the Society.

2. The Society may make a complaint involving an allegation or allegations against a Member or an Officer by giving to the Member or Officer a notice in writing that—
 1. states that the Society is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
 2. sets out the allegation to which the dispute relates.
3. The information given under subclause (1.2) or (2.2) must be sufficient to ensure that a person against whom an allegation is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.
4. A complaint may be made in any other reasonable manner permitted by the Society's Constitution.

21.3 Person who makes complaint has right to be heard

1. A Member or an Officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
2. If the Society makes a complaint—
 1. the Society has a right to be heard before the complaint is resolved or any outcome is determined; and
 2. an Officer may exercise that right on behalf of the Society.
3. Without limiting the manner in which the Member, Officer, or Society may be given the right to be heard, they must be taken to have been given the right if—
 1. they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 2. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 3. an oral hearing (if any) is held before the decision maker; and
 4. the Member's, Officer's, or Society's written or verbal statement or submissions (if any) are considered by the decision maker.

21.4 Person who is subject of complaint has right

1. This clause applies if a complaint involves an allegation that a Member, an Officer, or the Society (the 'respondent')—
 1. has engaged in misconduct; or
 2. has breached, or is likely to breach, a duty under the Society's Constitution or bylaws or this Act; or
 3. has damaged the rights or interests of a Member or the rights or interests of Members generally.
2. The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
3. If the respondent is the Society, an Officer may exercise the right on behalf of the Society.
4. Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if—

1. the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
2. the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
3. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
4. an oral hearing (if any) is held before the decision maker; and
5. the respondent's written statement or submissions (if any) are considered by the decision maker.

21.5 investigating and determining dispute

The Society must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its Constitution, ensure that the dispute is investigated and determined.

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

21.6 Society may decide not to proceed further with complaint

Despite the 'Investigating and determining dispute' rule above, the Society may decide not to proceed further with a complaint if—

1. the complaint is considered to be trivial; or
2. the complaint does not appear to disclose or involve any allegation of the following kind:
 1. that a Member or an Officer has engaged in material misconduct;
 2. that a Member, an Officer, or the Society has materially breached, or is likely to materially breach, a duty under the Society's Constitution or bylaws or the Act;
 3. that a Member's rights or interests or Members' rights or interests generally have been materially damaged;
3. the complaint appears to be without foundation or there is no apparent evidence to support it; or
4. the person who makes the complaint has an insignificant interest in the matter; or
5. the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the Constitution; or
6. there has been an undue delay in making the complaint.

21.7 society may refer complaint

1. The Society may refer a complaint to—

1. a subcommittee or an external person to investigate and report; or
 2. a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.
2. The Society may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

21.8 decision makers

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

1. impartial; or
2. able to consider the matter without a predetermined view.

22. DUTIES OF PRESIDENT

22.1. The president shall write and receive the correspondence of the community.

22.2. To be responsible for publicity and communications by the society. All members must be approved by the president before communicating to the public or media.

23. DUTIES OF SECRETARY

23.1. The secretary shall keep a register of members showing the names and contact details (including any email address given, and records if membership has been paid annually). The register shall record the date in which they became members and have provision on which they cease to be a member.

23.2. The secretary shall give notice to the committee of the meetings to be held.

23.3. The secretary shall keep minutes of all meetings and be responsible for the records and papers of the society.

23.4. The secretary shall write and receive the correspondence of the committee.

24. DUTIES OF TREASURER

24.1. The treasurer shall receive all money for and on behalf of the society and give receipts and keep accounts.

24.2. The treasurer shall place all money received to the credit of the society bank account approved by the president.

24.3. The treasurer must report to committee meetings on the state of funds and obtain authority for payments on behalf of the society.

24.4. The treasurer shall prepare the financial statements, including balance sheet and income and expenditure of the society after the end of the financial year according to the prescribed reporting framework for the Annual General Meeting.

24.5. The treasurer shall upload to the registrar of incorporated societies or (if appropriate) the registrar of the charities commission after the annual general meeting with a copy of the financial statements.

25. BY LAWS

The committee may make, amend or rescind any by laws or regulations not inconsistent with this constitution to attain or facilitate the attainment of the objectives of the society or any of them. It may make rules for the use of the society's facilities and premises, the times when they are available and used by a visitor or spouse or partner of a member and to regulate the conduct of members when using the society's facilities and premises.

26. FINANCE

26.1. The financial year shall be from 1 June to 31 July.

26.2. The Committee may borrow money from any person, body or society by means of bank direct or otherwise and with or without security upon such terms and conditions as may be approved by the Committee.

26.3. Expenditure must be approved by two (2) of the three offices: the president, secretary and treasurer.

26.4. Cheques are not accepted within the society.

26.5. Immediately after the end of each financial year the Treasurer must prepare the annual Balance Sheet as at the end of such a financial year. Such Balance Sheet together with a Statement of Income and Expenditure when duly audited, examined or reviewed shall be submitted to and approved by the Committee and the after submitted to the Annual General Meeting next following.

26.6. The Committee shall cause accounts to be provided and true and accurate entries to be made therein of the assets and liabilities of the society and of all the sums of money received and paid by the Committee under the authority of this Constitution and in pursuance of the objectives of the society.

26.7. All money collected or raised by the Committee shall within five (5) business days or prior arrangement after they have come into the hands of the Treasurer be paid into the bank account of the society. Committee shall from time to time appoint

26.8. All accounts shall be paid by direct payment on the account signed by any two of the Committee members as the Committee may from time to time appoint.

26.9. The Committee shall no later than the last day of June in each year fix the amounts of subscriptions and levies payable by each class of membership in the forthcoming financial year. Such subscription or levy shall be due on the 31st day of July in such a financial year.

26.10. The President at any time, be permitted to inspect books, papers, and accounts of the Society. The committee may also request to inspect books, papers, and accounts of the Society, at the next committee meeting following such a request.

26.11. The Society is aware that should the Society not meet its debts in the first instance, the signatories will not be held personally liable (jointly and separately).

26.12. All payments over \$99.99 must be approved by the executive of the committee.

26.13. Should the Society cease to operate all societies assets and money shall be given to a not-for-profit organisation that is the Multicultural Association of Hawke's Bay.

26.14. The funds and resources of the Society shall be controlled by the committee, subject to any controls placed upon them by an annual General Meeting.

26.15. The treasurer shall keep a true and accurate record of the funds and assets of the Society and shall prepare a financial report for presentation at the AGM.

26.16. All financial statements must be filed by 31 July.

27. PROHIBITIONS AGAINST BENEFITS

27.1. Nothing herein shall be construed as entitling or permitting any member of a person associated with a member by reason of their relationship to the society or any business carried on by the committee in exercise of their powers to receive or to be capable of receiving any benefit, profit, income or advantage from the society.

27.2. No member shall materially influence the nature or amount of any such benefit or advantage or the circumstances in which it is to be received PROVIDED that the provisions of this clause shall not apply in respect of any benefit or advantage is:

27.2.1 In the form of interest on a loan made at current commercial rates having regard to the nature and term of the loan; or

27.2.2 Income from rendering professional services to the society where such services are given in the course of carrying on a professional practice.

27.2.3 Any such income paid shall be reasonable and relative to that which would be paid at current market value.

27.3. This does not prevent officers or members from

27.3.1. receiving reimbursement of actual and reasonable expenses incurred, or

27.3.2. entering into any transactions with the organization for goods or services supplied to or from them, which are at arm's length, relative to what would occur between unrelated parties.

28. COMMON SEAL

28.1. The Common Seal of the society shall be held by the Chairperson.

28.2. The Common Seal shall be affixed to such documents as the Committee shall from time to time by resolution directly. Every document to which the seal is affixed shall be signed by any two members of the Committee.

29. AMENDMENT

29.1. This constitution may be amended, added or rescinded at any annual general meeting or special general meeting by two thirds majority of the members present in person and entitled to vote.

29.2. Notice of such amendment shall be given in writing within fourteen (14) days before the date, time and place of the meeting called to consider such proposals.

29.3. Any notice of motion to amend, add to or rescind any rule shall be delivered to the secretary in writing twenty one (21) days before the annual general meeting or special meeting.

29.4. No such alteration, addition, recission or amendment of this constitution shall be approved if it affects the charitable objectives, personal pecuniary benefits and or profits or the liquidation clauses to any individuals.

29.5 The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document

30. INDEMNITY

30.1. The Committee and members shall not be liable for any loss arising from and out of or in connection with or in relation to any loss, damage or misfortune which shall happen in the execution of the powers and duties of the society.

30.2. The Committee and members shall be indemnified by the society from and against all losses and expenses properly incurred by them in or about their discharge of their respective duties.

31. DISSOLUTION

31.1. The Club may be wound up by resolution under section 5 (1) of the Charities Act 2005.

31.2. The Society may be dissolved by a resolution passed by a two-thirds majority at an Annual General Meeting of the Society provided that written notice of motion has been given.

31.3. If a quorum cannot be obtained at 4 successive annual General Meetings, the Society will be deemed to be dissolved.

32. LIQUIDATION

32.1. The society may be put into liquidation if a resolution appointing a liquidator shall have been passed by a majority of the members present and entitled to vote at an Annual General Meeting or Special General Meeting convened for the purpose of considering such resolution.

32.2. The **Society** may be liquidated in accordance with the provisions of Part 5 of the **Act**.

The **Committee** shall give 30 Working Days written Notice to all **Members** of the proposed resolution to put the **Society** into liquidation.

The **Committee** shall also give written Notice to all **Members** of the **General Meeting** at which any such proposed resolution is to be considered. The **Notice** shall include all information as required by section 228(4) of the **Act**.

Any resolution to put the **Society** into liquidation must be passed by a two-thirds majority of all **Members** present and voting.

32.3. The **Society** may be removed from the Register of Incorporated Societies in accordance with the provisions of Part 5 of the **Act**.

The **Committee** shall give 30 Working Days written Notice to all **Members** of the proposed resolution to remove the **Society** from the Register of Incorporated Societies.

The **Committee** shall also give written **Notice** to all **Members** of the **General Meeting** at which any such proposed resolution is to be considered. The **Notice** shall include all information as required by section 228(4) of the **Act**. Any resolution to remove the **Society** from the Register of Incorporated Societies must be passed by a two-thirds majority of all **Members** present and voting.

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

33. STATUS

The society shall be a non-profit society, with benevolent and charitable purposes.

34. REGISTERED OFFICE

The registered office of the society shall be at the presidents' current residential address, or other such place as the committee from time to time decides.

35. INTERPRETATION

In the event of any question or difficulty not provided for in this Constitution arising the decision of the Committee shall be final.