

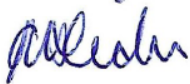
For voting by delegates

Notice of Motion

NZ Branch Constitution – Amendments to reflect changes to the Incorporated Societies Act

NZ Branch Management Committee proposes that the NZ Branch Constitution be amended to reflect the Incorporated Societies Act 2022 (the new Act). The proposed amendments are listed below under the heading 'Proposed amendments to the NZ Branch Constitution'.

Proposed by: Joy Dick (Secretary)



Dated:

29 August 2024

Seconded by: Debbie Roxburgh (President)



Dated:

29/8/24

Proposed amendments to the NZ Branch Constitution

a) Add to Clause 2.1(1):

Consent to become a member is given by payment of the relevant annual membership fees.

b) Amend Clause 7.4 to read:

The Treasurer *shall ensure all funds the Branch receives are deposited to the Branch bank accounts and* shall control and manage the finances of the Branch using an appropriate system approved by Management Committee at least quarterly on material transactions occurring and the state of the Branch's finances, in the form requested by Management Committee.

c) Add to Clause 8.1:

Minutes shall be kept of all general meetings, and made available to members after the meeting. Such minutes must be reviewed and accepted by the members present at the following AGM, and signed by the President and Secretary.

d) Amend Clause 8.2 to read:

Notice of Meeting: Notice of any General Meeting must be sent *by post or electronic means* to all members at least six weeks before the holding of the meeting, specifying place and time the meeting is to start and the nature of the business to be transacted at that meeting.

e) Amend Clause 9.3(2) to read:

A postal *and electronic* vote on the resolution (and a timetable for posting *or emailing out* and return of voting papers) has been approved by a majority vote of the Management Committee or a General Meeting of the Branch;

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Rationale:

- a) The proposed addition to Clause 2.1(1) ensures compliance with Section 26 (1)(e) and Section 76 (1) of the new Act. A person must consent to be a member but how a society obtains and records consent is a matter for the society to decide. Payment of an annual membership fee is listed by the NZ Companies Office as an acceptable means of giving consent.
- b) The proposed addition to Clause 8.1 is to ensure compliance with Section 26 (1)(k)(iii) and Section 84 (3)(b) of the new Act. The 2022 Act requires the constitution of an incorporated society to set out the procedures of general meetings including when minutes are required to be kept.
- c) The Companies Office checklist for constitutions strongly suggests inclusion of a requirement to maintain a bank account and ensuring all funds received are deposited into that account. NZ Branch receives RSCDS Branch subscriptions into an account which is separate from the general account - hence the use of the plural.
- d) The proposed addition to Clause 8.2 is to ensure compliance with Section 26 (1)(k)(vi) of the new Act. The 2022 Act requires an incorporated society to provide in the constitution how its general meetings will be called.
- e) Clause 9.3 allows for alteration of the Constitution by a resolution approved by a ballot by postal and electronic means provided conditions at Clause 9.3(1) are met, but adding 'and electronic' after the words 'A postal', and 'or emailing out' after 'for posting', clarifies that email voting and timetable need to be approved.

For voting by delegates

Amendment to Notice of Motion: NZ Branch Constitution – Amendments to reflect changes to the Incorporated Societies Act

Amend the list of ‘Proposed amendments to the NZ Branch Constitution’ to include the following;

- f) Add to Clause 2.1(1) the following sub-clause:
 - (i) The Branch shall maintain the minimum number of members required by the Act.

- g) Amend Clause 3.1(1) to read:
Officers of the Branch who have financial authority:

- h) Amend Clause 3.1(2) to read:
Officers of the Branch who do not have financial authority:

- i) Add to Clause 8.5(4) the following sub-clause
 - (ii) On behalf of the Management Committee, the Secretary of the Branch shall at all times maintain an up-to-date register of the interests disclosed by members of the Management Committee. Contents of the register will be presented at the Annual General Meeting.

Proposed by: Joy Dick



Dated: 30/10/24

Seconded by: Mary Hawkes



Dated: 30/10/24

Rationale

- f) Section 74 of the new Act specifies that an organisation must have and continue to have at least 10 members to remain an incorporated society. The minimum number of members is not listed in Section 26 of the new Act as an item which must be in the constitution, but inclusion serves as a reminder for future members of Management Committee.
- g) Section 45 of the new Act terms all members of an elected committee as Officers, hence the change from ‘Office bearers of the Branch’ to ‘Officers of the Branch’.
- h) Section 45 of the new Act terms all members of an elected committee as Officers, hence the change from ‘Ordinary members’ to ‘Officers of the Branch who do not have financial authority’.
- i) Section 73 of the new Act states that the committee of an incorporated society must keep and maintain a register of interests disclosed by the officers of that committee. Furthermore, content of the interest register is among the information to be presented at the annual general meeting (Section 86(1)(c) of the new Act). The requirement for an interests’ register is not listed in Section 26 of the new Act as an item which must be in the constitution, but inclusion serves as a reminder for future members of Management Committee.