

## Analysis of s26 of the IncorpSocBil

Colour coding: **blue** indicates NZAIA constitution meets the basic requirement (though may still need updating a little!); **yellow** indicates where the NZAIA constitution may need to be improved, or new material added.

### “26 What constitution must contain

(1) The constitution must contain the following matters:

- (a) **the name of the society** (*see* section 11); and
- (b) **the purposes of the society** (*see* section 12); and
- (c) **how a person becomes a member of the society, including a requirement that a person must consent to be a member** (*see* section 70); and
- (d) **how a person ceases to be a member of the society**; and
- (e) **arrangements for keeping the society’s register of members up to date** (*see* section 73); and
- (f) the composition, roles, functions, powers, and procedures of the committee of the society, including—
  - (i) **the number of members that must or may be on the committee** (*see* section 40); and
  - (ii) **the election or appointment of officers**; and
  - (iii) **the terms of office of the officers**; and
  - (iv) **the functions and powers of the committee** (*see* section 41); and
  - (v) **grounds for removal from office of officers** (*see* section 45(1)(b)); and
  - (vi) **how the chairperson (if any) will be elected or appointed and whether that person will have a casting vote if there is an equality of votes**; and
  - (vii) **the quorum and procedure for committee meetings, including voting procedures**; and
- (g) **how the contact person or persons will be elected or appointed** (*see* section 106); and
- (h) **how the society will control and manage its finances**; and
- (i) **the method by which the constitution may be amended** (*see* sections 30 and 31); and
- (j) **procedures for resolving disputes between members (in their capacity as members) and between members and the society** (*see* section 38), including procedures for investigating and dealing with complaints and grievances; and
- (k) **arrangements and requirements for general meetings** (*see* sections 78 to 86), including—
  - (i) **the intervals between general meetings**; and
  - (ii) **the information that must be presented at general meetings**; and
  - (iii) **when minutes are required to be kept**; and
  - (iv) **the manner of calling general meetings**; and
  - (v) **whether and, if so, how written resolutions may be passed in lieu of a general meeting for the purposes of section 83**; and
  - (vi) **the time within which, and manner in which, notices of general meetings and notices of motion must be notified**; and
  - (vii) **the quorum and procedure for general meetings, including voting procedures and procedures for proxies (if any)**; and

**Commented [RM1]:** Need to formalise current processes

**Commented [RM2]:** But some updating needed

**Commented [RM3]:** But AGM timing needs to linked to NZAIA balance date: within 6 months of 31 Dec.

(viii) the arrangements and requirements for special general meetings under section 59(3);  
and

(l) the nomination of a not-for-profit entity, or a class or description of not-for-profit entities, to which any surplus assets of the society should be distributed on a liquidation of the society or the removal of the society from the register (*see* section 5(3) and subpart 5 of Part 5).