

The Constitution of Organic Farm New Zealand Incorporated

1. NAME

The name of the Society will be Organic Farm New Zealand Incorporated, in this Constitution called "the Society"

2. INTERPRETATION

In the interpretation of these Rules (unless the context requires a different construction) – "AMINZ" means the Arbitrators and Mediators Institute of New Zealand.

"Genetic Engineering" refers to the transfer of genes to other organisms of the same species (intra-species transfer), or those transferred between species (inter-species transfer).

"Genetically modified organism" - means any organism in which any of the genes or other genetic material – have been modified by in vitro techniques; or are inherited, or otherwise derived, through any number of replications, from any genes or other genetic material which has been modified by in vitro techniques (Hazardous Substances and New Organisms Act 1996). This definition includes genetically engineered organisms produced by either intra- or inter-species gene transfer, and all offspring of these for an unlimited number of generations.

"National Coordinating Committee" means the elected Executive Committee of OFNZ.

"OFNZ" means Organic Farm New Zealand.

~~"Regional Electorate" means a geographically defined area according to Regional Council boundaries for the purpose of defining electorates within which producer members will vote for their representative on the National Coordinating Committee of OFNZ. The geographical area of Regional Electorates will be reviewed annually at the Annual General Meeting.~~

"Regional Body" means an OFNZ certification body that is not necessarily geographically defined but rather determined by the area which the establishing group feels comfortable managing. The idea is to have flexibility in the development of regional bodies that will serve to allow small groups to start small and expand, and secondly, to foster the idea that communities feel 'naturally' linked as opposed to externally prescribed.

"The Officers" of the Society are the Chairperson, Deputy Chairperson, Secretary/Treasurer.

Headings appear as a matter of convenience and shall not affect the constitution of these Rules. A reference to any enactment is a reference to that enactment as amended, or any enactment that has been substituted for that enactment.

3. THE PRINCIPLES OF ORGANIC FARMING AND GARDENING

The terms "organics" and "organic" production for the purposes of the Society refers to organic farming and gardening which includes such terms as biological husbandry, eco-agriculture, natural, sustainable and bio-dynamic. Organic production seeks to produce food of optimum quality and quantity, by managing productive ecosystems according to a total concept. This concept endeavours to make the ecosystems sustainable and non-polluting of the environment, while providing a sustainable income to the producer, families and communities. Some of the main principles and methods that are employed in organics aim to:

- Foster beneficial processes and interactions such as occur in natural ecosystems, thus encouraging internal stability rather than heavy reliance on external control measures.
- Reduce external control to the absolute minimum required for maintaining the chosen state of production. Inputs used aim to work as far as possible in conjunction with natural cycles, rather than trying to dominate such cycles.

- Achieve cycles/flows of nutrients and materials that have as few losses as possible. This requires the conservation and recycling of nutrients and organic material.
- Sustain and enhance the fertility and life-supporting ability of the production medium, including its biological, physical and chemical components. For land-based production systems great emphasis is placed on the importance of soil organic matter, and soil flora and fauna.
- Minimise any deleterious environmental effects of particular management practices, including any that may reduce the natural diversity to the detriment of plant and wildlife habitats.
- Ensure the ethical treatment of animals.
- Minimise the use of non-renewable resources.
- Completely ban the use of genetic engineering, genetically modified organisms and any contamination from such activities or products in organic farming and gardening systems and products. No level of GMO contamination, whether accidental or otherwise, of crops, animals, food products, land or water is acceptable.

As such, the term “organic” agriculture for the purposes of OFNZ the Society is based on appropriate stocking rates, consideration of animal welfare, sound rotations using diverse stock and cropping strategies with the extensive but rational use of animal manure and other vegetative residues, and the use of appropriate cultivation techniques. It avoids the use of soluble mineral salt fertilisers, nearly all chemical pesticides and all genetically modified organisms (including accidental contamination from genetically modified organisms). Similar considerations apply, where appropriate, to aquaculture, fishing and wild harvesting.

4. OBJECTS

The objects of the Society will be:

- 4.1 ___ To educate about, advocate for, uphold and practice the principles of organic gardening and farming by all or any of the means set out herein.
- 4.2 ___ To increase the Community’s understanding of the importance of soil’s sustainable fertility - the foundation for the production of organic food and health of all life on the earth.
- 4.3 ___ To promote the environmental and human health benefits of organic agriculture to members and the general public alike.
- 4.4 ___ To foster and encourage by demonstration and example the practice of organic composting.
- 4.5 ___ To meet the needs of consumers who buy certified organic produce/products.
- 4.6 ___ To increase the availability of certified organic produce to the public.
- 4.7 ___ To assist those who are new to organic growing to learn the principles of organic gardening and farming.
- 4.8 ___ To administer, manage and promote a low-cost organic certification system that is accessible to producers nationally, that;
 - i) Provides all necessary services to implement the day-to-day management of a certification process;
 - ii) Makes organic certification available to organic producers at the least possible cost;
 - iii) Meets the needs of OFNZ Regional Bodies at least possible cost;
 - iv) Provides for the democratic control and ownership of the Society by the producer members of the Society;
 - v) Provides support to members to grow and market organic produce and allied products;

- vi) Verifies the organic certification status of producers after all relevant certification processes have been carried out;
 - vii) Where appropriate, issues certificates for use of the OFNZ name, trademark or logo by certified producer members;
 - viii) Brings together and represents all OFNZ organic growers for mutual benefit and self-help.
 - ix) Helps facilitate the setting up, development and maintenance of Regional Bodies for the administration of OFNZ certification according to the rules set out in the OFNZ certification standards and the OFNZ constitution and OFNZ operations manual.
 - x) Recognizes Regional Bodies as being affiliated to OFNZ upon approval of their constitution by the National Coordinating Committee and written acceptance being given to that Regional Body by the Secretary.
 - xi) Provides for the audit of Regional Bodies.
- 4.9 ___ To facilitate the setting up and running of educational workshops on the certification process and production standards for Regional Bodies, producer members and the public where appropriate.
- 4.10 ___ To facilitate the setting up and running of educational workshops on the principles and practice of organic gardening and farming.
- 4.11 ___ To allow for alignment with other organic certification organisations where and when deemed appropriate by the Society.
- 4.12 ___ To work with non-governmental organisations and individuals involved with the promotion, enhancement and protection of organics where deemed appropriate.
- 4.13 ___ To participate where deemed appropriate at a Central, Regional or Local Government level when it involves the promotion, enhancement and protection of organics and certified organic status.
- 4.14 ___ To honour the Treaty of Waitangi / Te Tiriti o Waitangi
- 4.15 ___ Carry out other activities consistent with the Objects of the Society.

5. POWERS

The Society will have the following powers:

- 5.1 ___ To use its funds as the National Coordinating Committee thinks necessary or proper in payment of its costs and expenses, including the employment and dismissal of counsel, solicitors, agents, Officers and staff, according to principles of good employment and the Employment Relations Act 2000 or any subsequent enactments.
- 5.2 ___ To purchase, take on, lease or in exchange or hire or otherwise, acquire any real or personal property and any rights or privileges which the National Coordinating Committee thinks necessary or proper for the purpose of attaining the objects of the Society and to sell, exchange, let, bail or lease, with or without option of purchase or, in any other manner, dispose of such property, rights or privileges.
- 5.3 ___ To invest surplus funds in any way permitted by law for the investment of incorporated Society funds and upon such terms as the National Coordinating Committee thinks fit.
- 5.4 ___ Subject to a prior resolution, by a majority of members present at a special general meeting, to borrow or raise money from time to time with or without security and upon such terms as to priority or otherwise as the National Coordinating Committee thinks fit.

5.5 ___ To do all things as may from time to time be necessary or desirable to give effect to and attain the objects of the society.

6. COMMON SEAL

6.1 The Common Seal of the Society shall be kept in the custody and control of the Secretary.

6.2 ___ When required, the Common Seal will be affixed to any document following a resolution of the Society and will be signed by the Treasurer and one other person appointed by the National Coordinating Committee.

7. MEMBERSHIP

7.1 ___ All those persons or bodies corporate who at the date of these rules being agreed who are signatories to incorporation and/or are a representative on the National Coordinating Committee are members of the Society.

7.2 ___ Any person or body corporate who agrees with the objects of the Society may, subject to the National Coordinating Committee's approval, become a producer member of the Society by presenting their management plan for application for certification, to an affiliated Regional Body, and upon payment of the certification fee set at the Annual General Meeting of the Society.

7.3 ___ Producer members are entitled to vote where specified in this constitution of the Society on the basis of one vote per certification fee paid. The single vote per certification fee of a member covers:

- i) Collective blocks of land certified together under the name of one owner;
- ii) Joint ownership of a certified property by two or more owners.

7.4 ___ The Secretary shall maintain a register of members of the Society in accordance with the provisions of the Incorporated Societies Act 1908, and subsequent enactment's.

7.5 ___ Any member may resign membership of the Society by giving oral or written notice to the Secretary. The Secretary will maintain a record of any resignation.

7.6 ___ If a producer member has not paid a current OFNZ certification fee, membership will cease 2 months after the subscription has lapsed.

7.7 ___ General members of the public or body corporates may become non-producer supporter members of the Society upon payment of the deemed supporters fee. This will entitle the supporter member to:

- i) Attend the Society's meetings, workshops, field days and receive newsletters.
- ii) Exercise the right to speak at meetings, workshops and field days.
- iii) To be nominated by a producer member to stand for election for any position in the Society.

iii) iv) However, supporter membership will not entitle supporter members to any voting rights on any issue. Unless, elected to the executive committee or any other committee of the Society by producer members. Whereupon, supporter members will then have the same voting rights within the committee they are elected to as other elected producer members of the Society.

8. EXPULSION OF MEMBERS

The procedure for expulsion of members will be as follows:

- 8.1 ___ Any person or organisation may make a complaint to the National Coordinating Committee that the conduct of a member of the Society is or has been injurious to the character of organics or the Society. Every such complaint will be in writing and addressed to the Secretary.
- 8.2 ___ If the National Coordinating Committee considers that there is sufficient substance in the complaint, it may invite the member to attend a meeting of the National Coordinating Committee and to offer a written and/or oral explanation of the member's conduct.
- 8.3 ___ The National Coordinating Committee will give the member at least fourteen (14) days written notice of the meeting. The notice will:
 - i) sufficiently inform the member of the complaint so that the member can offer an explanation of the member's conduct; and
 - ii) inform the member that if the National Coordinating Committee is not satisfied with the member's explanation the National Coordinating Committee may expel the member from the Society.
- 8.4 ___ If in the meeting the National Coordinating Committee decides to expel the member from the Society the member will cease to be a member of the Society.
- 8.4 8.5 A member expelled by the National Coordinating Committee may, within 14 days, give written notice of appeal to the Secretary. The Secretary will then call a Special General Meeting to take place within 60 days of receipt of the notice of appeal. If that meeting passes a resolution rescinding the expulsion, the member will be reinstated immediately.

9. GENERAL MEETINGS

- 9.1 ___ "General Meeting" refers to both Annual General Meetings and Special General Meetings, unless otherwise specified.
- 9.2 The quorum for a General Meeting will be 8 ordinary producer members present in person, or online in the case of electronic meetings. **At least 4 of the members must be Regional Electorate representatives from the National Coordinating Committee.**
- 9.3 ___ At least 30 days' written notification of each General Meeting will be given to members at the current address for such members recorded in the register of members. It will be the responsibility of members to keep the office of the Society informed of their contact details.
- 9.4 ___ Notification of a General Meeting will specify the time, date and place of the meeting. Notification will also describe in a general way all the matters that will arise to be considered and specify what further and more detailed information on these matters is available from the National Coordinating Committee. Full information will be provided concerning any proposed amendments to the Constitution or any matter that is the business of a Special General Meeting. Such information will be supplied to any member requesting it.
- 9.5 ___ The General Meeting will be chaired by the current Chairperson of the National Coordinating Committee, or in her/his absence the Deputy Chairperson. In the absence of both the Chairperson and the Deputy Chairperson, the meeting will elect a person to chair the meeting from among the members present.
- 9.6 ___ A member may be represented at a General Meeting by a nominee appointed by notice on an official proxy form of the Society and received by the Secretary at least 48 hours before the meeting. A member will have the right at any time to change, withdraw or revoke the appointment of the member's nominee by notice in writing to the Secretary. Attending members shall be limited to a maximum of seven proxy votes per member. Proxy forms shall be distributed with notice of a general meeting and, will be available on request from the Society's office.

- 9.7 ___ All questions will if possible be decided by consensus. However, where a consensus decision cannot be reached on a matter, the decision will, unless otherwise specified in this Constitution, be made by a majority vote.
- 9.8 ___ Only current producer members who have paid all relevant fees will be eligible to vote or send a proxy.
- 9.9 ___ Voting will be by a show of hands unless members indicate an alternative preference. If any member requests a secret ballot on any vote or election, a secret ballot will be held.
- 9.10 ___ In the event of a tied vote the motion shall be lost.

10. ANNUAL GENERAL MEETINGS

- 10.1 ___ The Annual General Meeting (AGM) will be held annually sometime between the months of June and September. The AGM date will be set by the National Coordinating Committee no less than four months before the meeting date. Notice of the AGM shall be circulated to all registered members no less than 60 days before the date of the AGM.
- 10.2 The Annual General Meeting will carry out the following business:
- i) Receive the minutes of the previous Annual General Meeting and of any other General Meeting held since the last Annual General Meeting.
 - ii) Receive the National Coordinating Committee's report on the activities of the Society over the last year and the proposed priorities and directions for the Society in the current year.
 - iii) Receive the balance sheet and statement of income and expenditure for the past year and the estimate of income and expenditure for the current year.
 - iv) Announce the results of the ~~postal~~ votes for the National Coordinating Committee Regional ~~Electorate~~ Body positions.
 - v) Set the certification fees for producer members for the next year.
 - vi) Appoint ~~an auditor~~ a financial reviewer of the Society's accounts.
 - vii) Conduct any other business which may properly be brought before the meeting.
- 10.3 Any motion, at the discretion of the NCC, that can be carried at a General Meeting may be carried by a postal or electronic ballot. For a postal or electronic vote to be valid it must fulfill the quorum requirements of a General Meeting.

11. SPECIAL GENERAL MEETINGS

- 11.1 ___ Special General Meetings may be called by the National Coordinating Committee or by a written request made by at least 10 members and delivered to the Secretary. The meeting will be called within 30 days of the decision being made or the meeting being requested.
- 11.2 ___ A Special General Meeting will only consider business related to the reason for which it is called, as notified to the members.

12. NATIONAL COORDINATING COMMITTEE

- 12.1 The National Coordinating Committee will be composed of Regional ~~Electorate~~ Body representatives.
- 12.2 ___ The National Coordinating Committee will have the power to appoint any Regional Electorate places vacant following the Annual General Meeting. If any vacancies arise in the National Coordinating Committee or among its named Officers the National Coordinating Committee can appoint a producer member from the appropriate Regional ~~Electorate~~ Body to fill in until the next Annual General Meeting.
- 12.3 ___ Elected members of the National Coordinating Committee will be elected for a term of two years and retire on a rotation basis at each Annual General Meeting, but are eligible for re-election at the same and subsequent meetings. The four North Island members will retire on odd numbered years while the South Island members will retire on even numbered years.

Newly elected National Coordinating Committee members will take office immediately upon their election.

- 12.4 ~~___~~ Nominations for Regional ~~Electorate~~ Body positions on the National Coordinating Committee shall be by way of written nomination on the Society's official form by a current member within the appropriate Regional ~~Electorate~~ Body and endorsed with the signature of the nominee member and given to the Secretary at least 60 days before the day fixed for the Annual General Meeting. A nomination may be withdrawn by the person nominated after the date on which nominations close.

13 ~~___~~ REGIONAL ELECTORATES BODIES

- ~~13.1~~ The OFNZ Regional ~~Electorate~~ boundaries are based on existing local government Regional Council boundaries. For the purposes of OFNZ the 7 Regional ~~Electorates~~ are grouped in this way:

- ~~i.~~ Southland & Otago Regional Councils.
- ~~ii.~~ Canterbury Regional Council.
- ~~iii.~~ Nelson, Tasman, Marlborough & West Coast Regional Councils.
- ~~iv.~~ Hawke's Bay, Manawatu-Wanganui & Wellington Regional Councils.
- ~~v.~~ Bay of Plenty & Gisborne Regional Councils.
- ~~vi.~~ Waikato & Taranaki Regional Councils.
- ~~vii.~~ Auckland & Northland Regional Councils.

13.1 The delineating of Regional Bodies should as much as possible reflect communities of interest.

- ~~13.2~~ The number of regions and the way they are grouped together will be reviewed annually. If the number of producer members being represented by a member of the National Coordinating Committee is deemed to be excessive then the region may be altered and another representative added onto the National Coordinating Committee. This will need the approval of the AGM in the form of a majority vote.

13.2 The National Coordinating Committee will review the Regional Body boundaries annually to ensure that every region has sufficient members to be viable, or that membership in a region has not become too large. Any changes will be approved at a General Meeting.

14 VOTING PROCESS FOR REGIONAL ELECTORATES BODIES

- 14.1 ~~Postal~~ Voting will be required for the election of a member to represent a Regional ~~Electorate~~ Body. In order to achieve this the following voting process will be followed:

~~i.~~ Nominations will be called for the Regional ~~Electorate~~ Body positions when the notice of the AGM is sent to all registered members 90 days prior to the AGM.

~~ii.~~ The closing date for Regional ~~Electorate~~ Body nominations will be 30 (thirty) days after the notice is sent.

~~iii.~~ In the event of three or more persons standing for election in any one of the Regional ~~Electorates~~ Bodies, a preferential voting system such as the Single Transferable Vote shall be applied.

~~iv.~~ Voting forms containing the lists of nominees will be sent to all the appropriate Regional ~~Electorates~~ Body producer members 30 days before the AGM. In a separate document, sent together with the voting forms, there will be a brief statement (no more than 200 words) from each of the candidates as to who they are, their background and why they want to be elected.

~~v.~~ The postal or electronic vote form will contain a provision for a "confidence" and "no confidence" vote when only a single candidate is standing for a position under clause 15. In the event of a majority voting "no confidence" in a candidate the position will be re-advertised for new nominations and a postal vote will be held within 10 weeks after the AGM. If this fails to attract nominations or a vote of "confidence" in a candidate the National Coordinating Committee can elect a producer member from that region to the vacant Regional ~~Electorate~~ Body position.

- vi) Postal or electronic votes must be received by the Secretary at least 5 (five) days prior to the AGM.
- vii) Members must be notified of where, when and whom is counting the votes. Any member may be present as a scrutineer when the postal votes are counted.
- viii) The results of the postal or electronic vote will be announced at the AGM.

15. ELECTION OF OFFICERS

- 15.1 ___ The National Coordinating Committee will have a Chairperson and Deputy Chairperson, elected by the newly appointed National Coordinating Committee. Only those declared elected to represent a Regional Electorate are eligible to stand for these positions. The National Coordinating Committee will appoint a Secretary/Treasurer, who may or may not be a member of the NCC.
- 15.2 ___ If there are 3 or more nominations for an Officer position then a candidate can only be elected in the first round of voting if they receive a majority of the votes cast in their favour. If after the first round of voting a candidate has not received the necessary majority the two candidates with the most votes will stand again for a second round of voting. In the second round the candidate with the majority of votes cast in their favour will hold office for that position.

16. FUNCTIONS OF EXECUTIVE OFFICERS

- 16.1 ___ The chairperson shall facilitate National Coordinating Committee meetings.
- 16.2 ___ The Chairperson shall attend and represent the Society at official functions and other such occasions as required from time to time.
- 16.3 ___ The chairperson shall act as spokesperson for the Society.
- 16.4 ___ The chairperson shall be able to delegate responsibilities to other members of the Society as required.
- 16.5 ___ The chairperson shall perform other such duties or tasks agreed upon at the time of appointment.
- 16.6 ___ In the absence of the Chairperson the Deputy Chairperson shall take the chair at meetings and act as spokesperson where necessary.
- 16.7 ___ The Secretary shall perform the duties and tasks as agreed at the time of appointment.
- 16.8 ___ The Secretary shall ensure that minutes of all meetings are taken and shall be responsible for the keeping of all records of the Society and overseeing the notification of all meetings.
- 16.9 ___ The Treasurer shall have charge and custody of and be responsible for all funds and shall deposit such funds in the name of the Society in such banks, trust companies or other securities as may be selected by the Society and shall render a statement of the condition of the finances to the Society at all regular meetings and in general shall perform such other duties as the Society may from time to time establish.
- 16.10 The Treasurer shall furnish annual financial statements to the Registrar of Incorporated Societies as required by Section 23 of the Incorporated Societies Act 1908 Charities Commission as required by the Charities Act, 2005.
- 16.11 The Treasurer shall be responsible to present to each General Meeting a financial account and shall at each Annual General Meeting produce audited financial accounts.
- 16.12 The agreement signature of the Treasurer plus one of the other members nominated by the National Coordinating Committee shall be necessary for the writing out of cheques authorisation of payments (see 20.2).

17. NATIONAL COORDINATING COMMITTEE MEETING PROCEDURES

The procedure for meetings will be as follows:

- 17.1 __ A quorum will be at least half of its members.
- 17.2 __ If a member of the National Coordinating Committee, including an office-bearer, does not attend three (3) consecutive meetings without leave of absence that member may, at the discretion and on decision of the National Coordinating Committee, be removed from the National Coordinating Committee.
- 17.3 __ An elected member of the National Coordinating Committee can send a person in their place as a proxy.
- 17.4 __ All questions will if possible be decided by consensus. In the event that a consensus cannot be reached then a decision will be made by a majority vote by show of hands. In the event of a tied vote the motion will be lost.
- 17.5 __ The meeting will be facilitated by the Deputy Chairperson in the absence of the Chairperson. In the absence of both the Chairperson and the Deputy Chairperson, the National Coordinating Committee will elect a person to facilitate the meeting from among its members.
- 17.6 __ The National Coordinating Committee will meet at least 4 times every year. Meetings may be held in person or by any other means of communicating as decided on by the National Coordinating Committee from time to time. All members of the National Coordinating Committee, including office-bearers, will be given at least 14 days' notice of the meeting by the Secretary in writing.
- 17.7 __ The Secretary will ensure that a minute book is maintained which is available to any member of the Society and which, for each meeting of the National Coordinating Committee, records:
 - i) the names of those present;
 - ii) all decisions which are required by the Constitution or by law to be made by the Society; and
 - iii) any other matters discussed at the meeting.
- 17.8 __ The National Coordinating Committee will at all times be bound by the decisions of the members at General Meetings.

18. INCOME, BENEFIT OR ADVANTAGE TO BE APPLIED TO OFNZ INCORPORATED OBJECTS

- 18.1 __ Any income, benefit or advantage will be applied to the carrying out and achieving the objects of the Society.
- 18.2 __ No member of the Society or any person associated with a member shall participate in or materially influence any decision made by the Society in respect of any payment to or on behalf of that member or associated person of any income, benefit or advantage whatsoever.
- 18.3 __ Any such income paid shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value).
- 18.4 __ The provision and effect of section 18 shall not be removed from this Constitution and shall be implied into any document replacing this Constitution.

19. POWER TO DELEGATE

- 19.1 __ The National Coordinating Committee may from time to time appoint any committee and may delegate any of its powers and duties to any such committee or to any person. The committee or person may, without confirmation by the National Coordinating Committee, exercise or

perform the delegated powers or duties in the same way and with the same effect as the National Coordinating Committee could itself have done.

19.2 ___ Any committee or person to whom the Society has delegated powers or duties will be bound by the terms of the Society and any terms or conditions of the delegation set by the National Coordinating Committee.

19.3 ___ The Society will be able to revoke such delegation at will, and no such delegation will prevent the exercise of any power or the performance of any duty by the National Coordinating Committee.

19.4 ___ It will not be necessary for any person who is appointed to be a member of any such committee, or to whom such delegation is made, to be a member of the Society.

20. FINANCIAL ARRANGEMENTS

20.1 The financial year of the Society will be from the first day of April to the last day of March

20.2 At the first meeting of the National Council following each Annual General Meeting, the National Council will decide by resolution the following:

i) How money will be received by the Society;

ii) Who will be entitled to produce receipts;

iii) What bank accounts will operate for the ensuing year, including the purposes of and access to accounts;

iv) Who will be allowed to authorize payments, ~~the production of cheques and the names of cheque signatories. One of whom will be namely the Treasurer plus two other members of the National Coordinating Committee. The signature of the Treasurer plus One of the other members nominated by the National Coordinating Committee shall be necessary for the writing out of cheques; and~~

v) Policy concerning the investment of money by the Society, including what type of investment will be permitted.

20.3 The Treasurer will ensure that true and fair accounts are kept of all money received and expended.

20.4 The National Coordinating Committee shall, as soon as practicable after the end of the financial year of the Society, arrange for the Society's accounts for that financial year to be ~~audited~~ reviewed by a person appointed for that purpose.

21. INDEMNIFYING OF OFFICERS & COMMITTEE MEMBERS

21.1 No Officer or member of the National Coordinating Committee shall be liable for the acts or defaults of any other Officer or member of the National Coordinating Committee or any loss occasioned thereby, unless occasioned by their willful default or by their willful acquiescence.

21.2 The Officers, National Coordinating Committee and each of its members shall be indemnified by the Society for all liabilities and costs incurred by them in the proper performance of the functions and duties, other than as a result of their willful default.

22. ALTERATION OF RULES

22.1 The rules of the Society may only be altered, added to, rescinded or otherwise amended in any way by a 2/3 majority of votes cast at any General Meeting (refer to clause 9), provided that no addition to or alteration of the objects clause (clause 4), the pecuniary benefit clause (clause 18) or the disposition of surplus assets clause (clause 24) will be approved without the prior consent of the Department of Inland Revenue.

23. MEDIATION AND ARBITRATION

- 23.1 Any dispute arising out of or relating to this Constitution may be referred to mediation, a non-binding dispute resolution process in which an independent mediator facilitates negotiation between parties. Mediation may be initiated by either party writing to the other party and identifying the dispute that is being suggested for mediation. The other party will either agree to proceed with mediation or agree to attend a preliminary meeting with the mediator to discuss whether mediation would be helpful in the circumstances. The parties will agree on a suitable person to act as mediator or will ask AMINZ to appoint a mediator. The mediation will be in accordance with the Mediation Protocol of AMINZ.
- 23.2 The mediation shall be terminated by-
- i) The signing of a settlement agreement by the parties; or
 - ii) Notice to the parties by the mediator, after consultation with the parties, to the effect that further efforts at mediation are no longer justified; or
 - iii) Notice by one or more of the parties to the mediation to the effect that further efforts at mediation are no longer justified; or
 - iv) The expiry of sixty (60) working days from the mediator's appointment, unless the parties expressly consent to an extension of this period.
- 23.3 If the mediation should be terminated as provided in 23.2(ii), 23.2(iii) and 23.2(iv) any dispute or difference arising out of or in connection with this Constitution, including any question regarding its existence, validity or termination, shall be referred to and finally resolved by arbitration in New Zealand in accordance with New Zealand law and the current Arbitration Protocol of AMINZ. The arbitration shall be by one arbitrator to be agreed upon by the parties and if they should fail to agree within twenty-one (21) days, then to be appointed by the President of AMINZ.

24. DISPOSITION OF SURPLUS ASSETS

- 24.1 The Society may be wound up if at a General meeting of its members, it passes a resolution to wind up, and the resolution is confirmed at a subsequent general meeting called together for that purpose and held not earlier than 30 days after the date on which the resolution to be confirmed was passed.
- 24.2 Any surplus assets after the satisfaction of all liabilities will be distributed among such community organisations in New Zealand that have similar charitable objects to the Society and as the members will decide in a General Meeting. If the Society is unable to resolve any disagreement over the distribution of surplus assets then the provisions of Section 27 of the Incorporated Societies Act 1908, or the relevant provisions of subsequent enactments, will apply.