

Sustainable Steel Council NZ Incorporated

Constitution

This document is the Constitution of the Sustainable Steel Council NZ Incorporated

as adopted by special resolution passed on the

17th day of September 2024

amended by the Annual General Meeting of the Society

16th day of September 2025

Director

A handwritten signature in black ink, appearing to read 'D. O'Riley', written over a horizontal line.

Darren O'Riley

Director

A handwritten signature in blue ink, appearing to read 'Courtney Fraser', written over a horizontal line.

Courtney Fraser

Incorporated Societies Act 2022

Constitution

of

Sustainable Steel Council

1. Name:

The name of the Society is **Sustainable Steel Council NZ Incorporated**

2. Interpretation

2.1. **Definitions:** In this Constitution unless the context otherwise requires:

‘Act’ means the Incorporated Societies Act 2022 or any statute enacted under or in substitution of that Act and for the time being in force.

‘Arm’s-Length’ means the same as ‘arm’s-length’ in Section 24(3) of the Act.

‘Board’ or **‘The Board’** means the same as ‘Committee’ in Section 45 of the Act.

‘Board Member’ means a natural person, that is not excluded under Section 47 of **the Act**, who is elected, or coopted, to The Board and has consented in writing to be an Officer of the Society. **‘Contact Person’** means the natural person or persons appointed by the Board to satisfy Section 113 of **the Act**.

‘Certification’ means the Member holds a current Sustainable Steel Council certification

‘Chair’ means the Board Member responsible for, among other things, overseeing the governance and operations of the Society and chairing Board and General Meetings.

‘Constitution’ means the entirety of this document.

‘Council’ has the same meaning as Society and vice versa.

“Electronic Means” means through the use of electronic voting software or an online voting platform which is selected by the Council and which:

- a) is configured to only permit voting by those Members who are entitled to vote;
- b) permits each Member to vote only once; and
- c) ensures the confidentiality of all votes cast.

‘General Meeting’ means either an Annual General Meeting or a Special General Meeting.

‘Interested Officer’ means an Officer who is interested in a matter for any of the reasons set out in section 62 of the Act.

‘Interests Register’ means the register of interests of Officers, kept under this Constitution, and as required by section 73 of the Act.

‘Member’ means a person who has consented to become a Member of the Society and has been properly admitted to the Society who has not ceased to be a Member of the Society.

‘Purposes’ means the purposes laid out at section 3. ‘Purposes’ in this Constitution.

‘Register of Members’ means the register of Members kept under this Constitution.

‘Rules’ Means any requirements or conditions imposed by this Constitution.

‘Secretary’ means the natural person responsible for, among other things, keeping the Register of Members, the Register of Interests, compliance with Incorporated Society reporting requirements, and recording the minutes of General Meetings and Board meetings.

‘Society’ means the Sustainable Steel Council (NZ) Incorporated.

‘Special General Meeting’ means a meeting of the Members, other than an Annual General Meeting, called for a specific purpose or purposes.

‘Treasurer’ means the Board Member responsible for, among other things, overseeing the finances of the Society.

‘Working Day’ is a day of the week as defined in Section 13 (Definitions) of the Legislation Act 2019

2.2 **No definition:** Any expression not defined in this Constitution but defined by the Act shall bear the same meaning as in the Act.

2.3 **Headings:** Headings shall not affect the interpretation of this Constitution.

2.4 **Reference to statutes:** Unless the context otherwise requires, references to a statute include:

- a) amendments to that statute.
- b) a statute passed in substitution for that statute.
- c) Regulations passed under that statute or any of its amendments or under a statute passed in substitution for that statute.

2.5 **Reference to clauses and schedules:** As the context requires, a reference to a clause or to a schedule is a reference to a clause or schedule in this Constitution.

2.3 **Constitution prevails:** In the event of any conflict or inconsistency between this Constitution and the Act, the Constitution will prevail to the maximum extent permitted by law.

3. Purpose

The Purpose of the Society is to promote and encourage the ongoing improvement of steel's contribution to the intergenerational wellbeing of Aotearoa New Zealand through the sustainability of the steel industry and the products it produces.

Our Kaupapa is to support our members in their sustainability journey. We are respectful of each other. We are collaborative, committed and bold, but not militant, in advocating for a fair and robust narrative about steel and sustainability that positions the Sustainable Steel Council as the objective partner and sustainability leader in our sector.

3.1 The Society must not be carried on for the financial gain of any of its members. All income, benefit, or advantage must be used to advance the stated Purposes of the organisation.

3.2 No member of the organisation, or anyone associated with a member, is allowed to take part in, or influence any decision made by the organisation in respect of payments to, or on behalf of, the member or associated person of any income, benefit, or advantage.

3.3 Any payments made must be for goods or services that advance the charitable purpose and must be reasonable and relative to payments that would be made between unrelated parties.

3.4 Officers and members may not receive any distributions of profit or income from the Society. This does not prevent officers or members:

- a) receiving reimbursement of actual and reasonable expenses legitimately incurred on behalf of the Society or while pursuing the Society's purpose, or

- b) entering any transactions with the organisation for goods or services supplied to or from them, which are at Arm's-Length, relative to what would occur between unrelated parties. Provided no officer or member is allowed to influence any such decision made by the organisation in respect of payments or transactions between it and them, their direct family, or any associated entity.

4. Act and Regulations

- 4.1 Nothing in this Constitution authorises the Society to do anything which contravenes or is inconsistent with the Act, any regulations made under the Act, or any other legislation.
- 4.2 The Registered Office of the Society shall be at such place in New Zealand as The Board from time to time determines, and changes to the Registered Office shall immediately be notified to the Registrar of Incorporated Societies such in a form and as required by the Act.
- 4.3 The Board shall appoint at least one natural person, as the Contact Person for the Society
- 4.4 In addition to its statutory powers, the Society may use its funds to pay the costs and expenses to advance or carry out its purposes, and to employ or contract with such people as may be appropriate.

5. Membership

5.1 Minimum number of members:

- a) The Society shall maintain the minimum number of ten (10) Members, or as otherwise prescribed by the Act.

5.2 Becoming a Member.

- a) An applicant for membership must meet the criteria specified by this Constitution and
- b) must complete the prescribed application form, supply any information, or attend an interview as may be reasonably required by the Board regarding an application for membership and will become a Member on acceptance of that application by the Board.
- c) it is a requirement that every member has a registered office located in New Zealand. This requirement does not apply to Academic and Student Members.
- d) The Board may accept or decline an application for membership at its sole discretion.
- e) The Board must advise the applicant of its decision.
- f) The written consent of every Member to become a Society Member shall be retained in the Society's membership records.
- g) An applicant has the right to appeal a rejection of their application.
- h) The Board shall consider the appeal and uphold or deny at its sole discretion.

5.3 Register of Members

- a) Secretary will maintain a Register of Members.
- b) The register will at a minimum include for each Member.
 - the name the Member business as recorded in the New Zealand companies Register (and the trading name if different)
 - the Member's membership type
 - a record of the Member's financial status
 - a record of the Member's sustainable steel accreditation level

- the date the most current sustainable steel accreditation was awarded, or a record of the date that accreditation will, or has, expire(d).
 - the name and contact details, including a telephone number and an address, physical or electronic, of a natural person that is an owner or senior executive of the Member, appointed to represent the Member for engagement with the Society.
- c) For each current Member, the information contained in the Register of Members shall also include sufficient contact information for the Society to engage with the Member in the normal course of business.
- d) Every current Member shall promptly advise the Society of any change of the Member's contact details.
- e) The Society shall also keep a record of the former Members of the Society. For each Member who ceased to be a Member within the previous 7 years, the Society will record:
- The former Member's name, and
 - The date the former Member ceased to be a Member.

6. Classes of Membership

6.1 Classes of Membership shall be:

- a) Chartered Member. Being a Member of the Society that has paid the full Chartered Membership fee and holds current certification to the Sustainable Steel Charter.
- b) Introductory Member. Being a Member in their first twelve months of membership who have paid the Introductory Membership fee.
 - Executive Members are not entitled to be Introductory Members.
 - A new Member that has previously been a Member is not entitled to be an Introductory Member
- c) Academic Member. An NZQA registered tertiary education organisation that has paid the Academic Membership fee and is teaching in a field related to the purpose of the Society.
- d) Student Member. Being a Member that has paid the Student Membership fee and is currently enrolled in a course of study at an NZQA registered tertiary education organisation and studying in a field related to the purpose of the Society.

6.2 Introductory Members must:

- a) pay the prescribed introductory membership fee at 50% of the relevant membership fee that would apply if they were either Executive or Chartered Members.
- b) commit to achieving certification to the Sustainable Steel Charter within the first twelve months of Membership.
- c) on the first anniversary of their membership of the Society, pay the full membership fee of the membership category they are moving into, at a pro rata amount for the balance of the Society's financial year.

6.3 Ceasing to be a Member

A Member ceases to be a Member:

- a) by resignation from that Member's class of membership by written notice signed by that Member to the Committee, or

- b) If a Chartered Member, the Member does not achieve recertification within 90 (ninety) days following their SSC certification expiring, the Board may elect to terminate their membership.
- c) on termination of a Member's membership following a dispute resolution process under this Constitution, or
- d) on death (or if a body corporate on liquidation or deregistration, or if a partnership on dissolution of the partnership), or
- e) by resolution of the Committee where—
 - (i) the Member has failed to pay a subscription, levy or other amount due to the Society within twenty (20) Working Days of the due date for payment, or
 - (ii) in the reasonable opinion of the Committee and having worked through the process in Schedule 1 of the Constitution, the Member has brought the Society into disrepute. with effect from (as applicable)—
 - (iii) the date of receipt of the Member's notice of resignation by the Committee (or any subsequent date stated in the notice of resignation), or
 - (iv) the date of termination of the Member's membership under this Constitution, or
 - (v) the date of death of the Member (or if a body corporate from the date of its liquidation or deregistration, or if a partnership from the date of its dissolution), or
 - (vi) the date specified in a resolution of the Board and when a Member's membership has been terminated the Board shall promptly notify the former Member in writing.

6.4 A Member that is ceasing to be a Member:

- a) will remain liable to the Society for any Membership fees that became due prior to cessation of membership.
- b) must immediately remove any reference to the Sustainable Steel Society from its website, printed material, and (where practical) from existing social media, and not refer to or represent membership of the Sustainable Steel Society or its certifications in any way beyond the date of resignation.

7. Disputes

Where there is a dispute between any Member(s) and the Society,

- 7.1 If there is a dispute between Members relevant to the Society's interests or a dispute between any Member(s) and the Society, then any Member may give notice of the nature and details of the dispute to the Board in writing via the Chair.
- 7.2 Any Member may also report another Member for any potential breaches of their certification status, such as a health and safety breach, that they believe may not have been reported to the Board, as well as any other complaints regarding alleged misconduct.
- 7.3 Within 21 Business Days of receipt of a notice of dispute, the Board may meet with any one or more of the Members to endeavour to resolve a dispute at an acceptable venue or via video link or teleconference.
- 7.4 Disputes will be dealt with according to the principles of natural justice, and consistent with the dispute resolution procedures contained in Schedule 1 of this constitution.

8. Obligations and Rights

- 8.1. The Society, the Board and each Director and each Member has the rights and powers, duties and obligations set out in the Act except to the extent that they are negated or modified in accordance with the Act by this Constitution.
- 8.2. Every Member shall provide the Society with that Member's name and contact details (including postal address, telephone number(s), and any email address) and promptly advise the Society of any changes to those details.
- 8.3. A Member may delegate its membership representation to a senior manager or officer of the Member's organisation.
- 8.4. Such delegation must be notified to the Society in writing and include the name of the natural person to whom the delegation is assigned. Any representations made to the Society by such person will be deemed the Member's representation.
- 8.5. Membership does not confer on any Member any right, title, or interest (legal or equitable) in the property of the Society.

9. Annual General Meeting

- 9.1 An Annual General Meeting of Members shall be held once a year:
 - a) not later than 6 (six) months after the balance date of the Society and
 - b) not later than 15 (fifteen months) after the previous annual general meeting
 - c) on a date and at a location determined by the Board and consistent with any requirements in the Act, and
 - d) the Rules relating to the procedure to be followed at General Meetings shall apply.
- 9.2 The business of the Annual General Meeting shall be to:
 - a) confirm the minutes of previous Annual General Meeting,
 - b) consider and, if appropriate, adopt the annual report on the Society's business,
 - c) consider, and if appropriate, adopt the Treasurer's report on the finances of the Society, and the annual financial statements,
 - d) communicate subscription changes,
 - e) communicate any changes to Board membership,
 - f) consider any remits or motions,
 - g) consider any general business.
- 9.3 The Board shall, provide notice of an Annual General Meeting to all members as prescribed in 12.1. The Notice of Annual General Meeting shall include the following:
 - a) an annual report on the affairs of the Society during the most recently completed accounting period,
 - b) the annual financial statements for that period, and
 - c) a statement of service performance (SSP) reporting non-financial measures on the work carried out by the Society during the reporting period, that has contributed to furthering the Society's Purpose.
 - d) notice of any proposed changes to this Constitution

- e) notice of any disclosures of conflicts of interest made by any members of the Board during that period.
- f) The failure for any reason of any financial Member to receive such notice shall not invalidate the Annual General Meeting or any of the business of that Annual General Meeting.

10. Special General Meetings

- 10.1 Special General Meetings may be called at any time by the Board by resolution.
- 10.2 The Board must call a Special General Meeting if the Secretary receives a written request signed by at least 50 per cent of Members.
- 10.3 Any resolution or written request to hold a special general meeting must state the business that the Special General Meeting is to deal with.
- 10.4 The Rules relating to the procedure to be followed at General Meetings shall apply to a Special General Meeting, and
- 10.5 A Special General Meeting shall only consider and deal with the business specified in the Board's resolution or the written request by Members for that Meeting.

11. Resolution in lieu of a Meeting

- 11.1 A resolution may be passed in lieu of a Special General Meeting (but not in Lieu of an Annual General Meeting).
- 11.2 Members shall be notified of any such resolution in the manner required for a Special General Meeting and
- 11.3 Such resolution will be passed if it is approved by no less than 75% of the number of Members entitled to vote.

12. Conduct of Meetings

- 12.1 The Board shall give all Members at least twenty (20) Working Days' notice of any General Meeting and of the business to be conducted at that General Meeting.
- 12.2 An accidental omission to give notice of a meeting to, or a failure to receive notice of a meeting by, a member does not invalidate the proceedings at that meeting.
- 12.3 The Secretary shall keep minutes for General Meetings.
- 12.4 The Secretary shall keep a record of attendance at General Meetings
- 12.5 All financial Members may attend, speak, and vote by Electronic Means at General Meetings:
 - a) in person or via video link or teleconference,
 - b) by a signed original written or email proxy in favour of a natural Person entitled to represent them at the meeting and received by, or handed to, the Secretary before the commencement of the General Meeting, or
 - c) through the authorised representative of a body corporate as notified to the Secretary, and
 - d) No other proxy voting shall be permitted.
- 12.6 A quorum will be at least one half (for the purposes of calculating a quorum, an odd number of total Members of the Society shall be deemed to be reduced by one so that when calculated, the required quorum will be a whole number), of the number of Members.

- 12.7 If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting shall be dissolved; and shall stand adjourned to a day, time and place determined by the Chair of the Meeting, and if at such adjourned meeting a quorum is not present those present in person or by proxy shall be deemed to constitute a sufficient quorum.
- 12.8 Any decisions made when a quorum is not present are not valid.
- 12.9 General Meetings may be held at one or more venues using any real-time audio, audio and visual, or electronic communication that gives each member a reasonable opportunity to participate.
- 12.10 From time-to-time the Chair may circulate motions for approval outside of scheduled meetings. Such motions require a 2/3 majority approval in order to be passed,
- 12.11 All General Meetings shall be chaired by the Chair. If the Chair is absent, the meeting shall elect another Board Member to chair that meeting.
- 12.12 Any person chairing a General Meeting has a deliberative vote and, in the event of a tied vote, a casting vote.
- 12.13 The Board may put forward motions for the Members to vote on ('Board Motions'), which shall be notified to Members with the notice of the General Meeting.
- 12.14 Any Member may request that a motion be voted on ('Member's Motion') at a General Meeting, by giving notice to the Secretary at least fifteen (15) Working Days before that meeting. The Member may also provide information in support of the motion ('Member's Information').

13. The Board

The Society will be governed by a Board of Directors which will have all the powers necessary for managing it's finances and for directing and supervising the management of the operation and affairs of the Society.

- 13.1 Board membership will comprise a minimum of five (5) members who are:
- a) natural persons; and
 - b) not disqualified by this Constitution or under Section 47(3) of the Act.
- 13.2 Board membership will comprise a maximum of:
- a) one (1) representative for each of a maximum of seven (7) steel industry representative associations that are current financial members of the Society and listed on the New Zealand Incorporated Societies Register.
 - b) three (3) co-opted members, who shall be appointed from steel industry associations, bodies, or sector groups that are not themselves Societies, or from among individuals possessing particular expertise and/or experience in the steel industry and/or sustainability.
 - c) one (1) member that represents steel distributors in New Zealand.
 - d) two (2) members representing steel manufacturers and importers of raw steel.
 - e) two (2) Directors who are independent of SSC and being persons with particular knowledge or skills, that the Board considers valuable to the Association's governance.
- 13.3 Nominations for appointments under 13.2 b), c), d), e), which have the endorsement of the Board, shall be tabled at the Annual General Meeting and, where there is no contest, approved or otherwise by the that Meeting. Where there is a contest for these positions, the appointment will be decided by a majority vote to be held by way of a secret ballot.

13.4 At its first meeting after the Annual General Meeting, the Board will elect, from amongst its own members, the following roles by simple majority.

- a) a Chair,
- b) a Deputy Chair,
- c) a Secretary,
- d) a Treasurer.

13.5 The Board may delegate the role and functions of Secretary to a competent person.

13.6 The Board may at its discretion establish and disestablish Sub-Committees.

- a) Sub-Committees must have at least three (3) members
- b) The majority of the Sub-Committee must be members of the Society or representatives of a body corporate that is a Member of the Society.

13.7 The Board shall meet at least six times per year at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the Chairperson or Secretary. The quorum of every Board or Sub-Committee meeting is half the Board members or Sub-Committee members respectively. Resolutions may be passed by simple majority of those present and the chair of the meeting, in the event of a tied vote, shall have a casting vote.

13.8 A Board member with an Interest in a matter must not initiate the matter, vote, or take part in a decision of the Board, sign any document relating to the matter. Unless the Board decides otherwise.

13.9 The Board is expressly authorised to indemnify an Officer under Section 96 of the Act and effect insurance for an Officer under Section 97 of the Act for any liability (other than criminal liability) for a failure to comply with the duties of an Officer under the Act or other duty imposed on the Officer in their capacity as an Officer including costs incurred by the Officer for any claim or proceeding relating to that liability.

13.10 The Board may approve and maintain appropriate Officers and Directors Liability Insurance Cover over any elected and/or appointed Officers of the Society subject to:

- a) The Officers who vote in favour of authorising the insurance must sign a certificate stating that, in their opinion, the cost of effecting the insurance is fair to the Society,
- b) The insured Officer shall be personally liable to the Society for the cost of effecting insurance if subsection a) is not complied with or reasonable grounds did not exist for the opinion set out in the certificate given under subsection a).

14. Appointment of Board Members

14.1 Each of the associations specified at Section 13.2 a) is entitled to appoint one (1) person to be its representative on the Board of Directors. That person shall be one of the following: an officer, or a financial member, or an employee of, or contractor to, a financial member of the appointing association.

14.2 When a Board position becomes vacant by resignation or by three years having elapsed since the Board member's commencement, and that person was appointed to the Board under 13.2 b) c) d) e), the Board may reappoint the retiring member or invite applications for the position consistent with the entitlements specified at 13.2 b) c) d) e) and, at its own discretion, make appointments to the Board.

14.3 When a Board member appointed under 14.1 has completed their term under 14.5, or on receipt of that person's notice of resignation, the Board shall request that the association appoint a replacement member.

14.4 Board members are appointed for a maximum term of three years and are eligible for re-appointment to a maximum number of two terms.

14.5 A person excluded under clause 14. 4 for having served three terms may be reappointed after twelve (12) months have elapsed.

15. Duties of Officers

At all times each Officer must:

15.1 act in good faith and in what he or she believes to be the best interests of the Society,

15.2 exercise all powers for a proper purpose,

15.3 not act, or agree to the Society acting, in a manner that contravenes the Act or this Constitution,

15.4 when exercising powers or performing duties as an Officer, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances considering, but without limitation:

a) the nature of the Society,

b) the nature of the decision, and

c) the position of the Officer and the nature of the responsibilities undertaken by him or her

15.5 not agree to the activities of the Society being carried on in a manner likely to create a substantial risk of serious loss to the Society or to the Society's creditors, or cause or allow the activities of the Society to be carried on in a manner likely to create a substantial risk of serious loss to the Society or to the Society's creditors, and

15.6 must not agree to the Society incurring an obligation unless he or she believes at that time on reasonable grounds that the Society will be able to perform the obligation when it is required to do so.

16 Removal of Board Members

16.1 A Board Member shall be removed as a Board Member by resolution of the Board or the Society where in the opinion of the Board or the Society:

a) The Board member has been absent from 3 committee meetings without leave of absence from the Board.

b) The Board member has brought the Society into disrepute.

c) The Board member has failed to disclose a conflict of interest.

d) The Board passes a vote of no confidence in the Officer.

e) with effect from (as applicable) the date specified in a resolution of the Board or Society.

16.2 An officer ceases to hold office if the Person:

a) is not re-elected at the end of her/his term of appointment.

b) has completed the specified maxim number of terms in office.

c) by written resignation (electronic or printed)

d) dies

- e) becomes disqualified from being an officer under the Act.
- f) ceases to be a Member.

16.3 Each Officer shall within 10 Working Days of submitting a resignation or ceasing to hold office, deliver to the Committee all books, papers and other property of the Society held by them.

16.4 An officer's notice of resignation is effective when it is received by the Chair or Secretary or at a later time specified in the notice.

17. Conflicts of Interest

17.1 A Board member or member of a sub-committee who is an Interested Member in respect of any Matter being considered by the Society, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified)

- a) to the Board and or sub-committee, and
- b) in an Interests Register kept by the Board.
Disclosure must be made as soon as practicable after the Board member or member of a sub-committee becomes aware that they are interested in the Matter.

17.2 A Board member or member of a sub-committee who is an Interested Member regarding a Matter:

- a) must not vote or take part in the decision of the Board and/or sub-committee relating to the Matter unless all members of the Board who are not interested in the Matter consent; and
- b) must not sign any document relating to the entry into a transaction or the initiation of the Matter unless all members of the Board who are not interested in the Matter consent; but
- c) may take part in any discussion of the Board and/or sub-committee relating to the Matter and be present at the time of the decision of the Board and/or sub-committee (unless the Board and/or sub-committee decides otherwise).
- d) However, a Board member or member of a sub-committee who is prevented from voting on a Matter may still be counted for the purpose of determining whether there is a quorum at any meeting at which the Matter is considered.
- e) Where 50 per cent or more of Board members are prevented from voting on a Matter because they are interested in that Matter, a Special General Meeting must be called to consider and determine the Matter, unless all non-interested Officers agree otherwise.
- f) Where 50 per cent or more of the members of a sub-committee are prevented from voting on a Matter because
- g) they are interested in that Matter; the Committee shall consider and determine the Matter.

18. Amending the Constitution

18.1 Any proposed amendment must be circulated in writing to the Members (electronically or printed copy) and approved at a general meeting of the society by a resolution passed by the relevant majority (or by a resolution passed in lieu of a meeting in accordance with the Act)

18.2 Notice of a meeting to consider changes to this Constitution must be distributed to members at least twenty (20) days prior to the meeting.

- 18.3 No addition to, deletion from, or alteration, of the organisation's rules shall be made which would allow personal pecuniary profits to any Members or their representatives.
- 18.4 A resolution to change this constitution by Resolution in Lieu of a Meeting requires at least 75% of eligible members voting in favour or for General Meetings 75% of those members attending the meeting.
- 18.5 The Board may make technical or minor amendments to these Rules, so long as the changes have no more than a minor effect, or to correct errors.
- 18.6 Members must be given written notice of proposed minor and technical amendments. The notice must state the text of the amendment and the right of the member to object within 20 working days after the date the notice is sent. The Board may NOT make the amendment if an objection is received.

19. Winding up the Society

On winding up or dissolution of the Society any surplus funds or assets shall not be paid or distributed to any members or individuals but shall be:

- a) applied to a purpose in line with the Society's Purpose, or
- b) given or transferred to another not-for-profit organisation.

Schedule 1: Disputes Resolution

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.

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

Clause 3 to 7 of Schedule 2 of the Act is deemed incorporated into Schedule 1 of the Constitution.