

Hibiscus Coast Branch of the New Zealand Society of Genealogists - Constitution

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Note: This contents list is provided only for the purpose of ease of navigation in the document, and is not to be read as part of the Constitution

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Constitution of the Hibiscus Coast Branch of New Zealand Society of Genealogists

1. Branch Name

The name of the Branch is the Hibiscus Coast Branch of the New Zealand Society of Genealogists (in these Rules referred to as the 'Hibiscus Coast Branch', 'HBC Branch').

2. Charitable Status

The Branch is registered as a charitable entity under the Charities Act 2005, Reg No CC40486.

3. Purposes

The Branch is established and maintained exclusively for charitable purposes (including any purposes ancillary to those charitable purposes), namely:

- ⌚ to give assistance to those wishing to discover their family histories.
- ⌚ to provide resources and guidance to our Members on Family History researching.
- ⌚ to foster interest in Family History in our community.

Any income, benefit, or advantage must be used to advance the charitable purposes of the HBC Branch.

4. Definitions of terms used in the 'HBC Rules'

In these Rules, words have the meaning set down in the Act. If a term is not defined in the Act, then by default that term has the meaning given to it in the Incorporated Societies Act 2022. In all other instances, unless the context requires otherwise, the following words and phrases have the following meanings:

'Act' means the Charities Act 2005 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.

'Annual General Meeting' means a meeting of the Members of the Branch held once per year which, among other things, will receive and consider reports on the Branch's activities and finances.

'Convenor' means the Committee Member responsible for, among other things, overseeing the governance and operations of the Branch and chairing General Meetings.

‘Committee’ means the HBC Branch’s governing body. ‘Committee Member’ means a member of the Committee, including the Convenor, Secretary and Treasurer.

‘Deputy Convenor’ means the Committee Member appointed from time to time by the Convenor, to deputise in the absence of the Convenor.

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

‘Interested Member’ is a member who has a conflict of interest for any of the reasons set out in the Charities Act 2005.

‘Interests Register’ means the register of interests of Officers, including Committee Members, kept under these Rules.

‘Matter’ means—

1. The Branch’s performance of its activities or exercise of its powers; or
2. An arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the Branch.

‘Member’ means a person properly admitted to the Branch who has not ceased to be a member of the Branch. (This is stated in the section ‘members’)

‘Notice to Members’ includes any notice given by post, courier or email; and the failure for any reason of any Member to receive such Notice or information shall not invalidate any meeting or its proceedings or any election.

‘Register of Members’ means the register of Members kept under these Rules.

‘Rules’ means the rules in this document.

‘Minute Secretary’ means the Committee Member responsible for, among other things, recording the minutes of Annual General Meetings, Special Meetings and Committee Meetings.

‘Special General Meeting’ means a meeting of the Members, other than an Annual General Meeting, called for a specific purpose or purposes, and with provided due notice to all Members.

‘Informal Meetings’ means a meeting of members, often on a monthly basis, held for informational purposes, and where formality is relaxed, minutes, votes and procedural matters are not discussed, and commonly where external Speakers and visitors are welcomed.

'Treasurer' means the Committee Member responsible for, among other things, keeping the Register of Members, the Register of Interests, and overseeing the finances of the Branch.

'Working Days' mean as defined in the Legislation Act 2019. Examples of days that are not Working Days include, but are not limited to, the following — a Saturday, a Sunday, Waitangi Day, Good Friday, Easter Monday, ANZAC Day, the Sovereign's birthday, Te Rā Aro ki a Matariki/Matariki Observance Day, and Labour Day.

5. Affiliation to the New Zealand Society of Genealogists

As a Branch of the New Zealand Society of Genealogists (NZSG), the Branch agrees to comply with the terms of affiliation, as set out in the NZSG's Rules.

If the Branch is unable to comply with these terms, it will follow the processes laid out by the NZSG to disaffiliate.

6. Act and Regulations

Nothing in this Constitution authorises the HBC Branch to do anything which contravenes or is inconsistent any legislation or associated regulations.

The HBC Branch does not have the power to borrow money.

7. Other Powers

In addition to its statutory powers, the Branch may (subject to exercising the care and skill that a prudent person of business would exercise in managing the affairs of others) for the purposes of carrying on any operation within the scope of its objects:

- ⌚ use its funds to pay the costs and expenses to advance or carry out its objects.
- ⌚ employ or contract with such people as may be appropriate.
- ⌚ invest in any investment.

8. Members of the HBC Branch

The classes of membership and the method by which Members are admitted to different classes of membership are as follows:

- ⌚ a Member is an individual admitted to membership under these Rules and who has not ceased to be a member
- ⌚ a Joint Membership is available to two persons living at the same address who are admitted to membership under these Rules and who have not ceased to be a member
- ⌚ a Life Member is a person honoured for highly valued services to the Branch elected as a Life Member by resolution of a General Meeting passed by a simple majority of those Members present and voting. A Life Member shall have all the

rights and privileges of a Member and shall be subject to all the same duties as a Member except those of paying subscriptions.

8.1 Becoming a Member

Every applicant for membership must:

- ⌚ complete and sign an application form.
- ⌚ supply any information, or attend an interview, as may be reasonably required by the Committee regarding an application for membership.

The Committee may accept or decline an application for membership. The Committee must advise the applicant of its decision (but is not required to provide reasons for that decision).

8.2 Obligations and Rights of Members

Every Member shall provide the Branch with that Member's name and contact details (including address, telephone number(s), and any email address) and promptly advise the Branch of any changes to those details.

Membership does not confer on any Member any right, title, or interest (legal or equitable) in the property of the Branch.

8.3 Other Obligations and Rights

All Members (including Committee Members) shall promote the interests and purposes of the HBC Branch and shall do nothing to bring the Branch into disrepute.

A Member is only entitled to exercise the rights of membership (including attending and voting at Annual General Meetings, Special General Meetings, accessing or using the Branch's premises, facilities, equipment and other property) if all subscriptions and any other fees have been paid to the Branch by their respective due dates, but no Member or Life Member is liable for an obligation of the Branch by reason only of being a Member.

The Committee may decide what access or use Members may have of, or to any premises, facilities, equipment or other property owned, occupied or otherwise used by the Branch, including any conditions of and fees for such access or use.

8.4 Public Access to Members Facilities and Resources

Access to the (locked) resources and facilities provided by the Branch at any venue (expressly - the Family Research Centre at Whangaparaoa Library, or any other provided location) may only be provided to members of the Public when in the direct supervision of a Library Volunteer or Committee Member.

8.5 Subscriptions and Fees

The annual subscription and any other fees for membership for the next current financial year shall be set by resolution of a General Meeting.

Any Member failing to pay the annual subscription, any levy, or any capitation fees, within 3 calendar months of the date the same was due for payment shall be considered as unfinancial and shall (without being released from the obligation of payment) have no membership rights and shall not be entitled to participate in any Branch activity or to access or use the Branch's premises, facilities, equipment and other property until all the arrears are paid. If such arrears are not paid within 4 calendar months of the due date for payment of the subscription, any other fees, or levy the Committee may terminate the Member's membership (without being required to give prior notice to that member.)

8.6 Ceasing to be a Member

A Member ceases to be a Member:

- ⌚ on date of death
- ⌚ on date of resignation of their membership to the committee or date stated in the notice of resignation
- ⌚ the date of termination of membership under the HBC rules
- ⌚ the date specified in a resolution of the HBC committee.

A Member who resigns or whose membership is terminated under these Rules:

- ⌚ shall cease to hold himself or herself out as a Member of the Branch
- ⌚ shall return to the HBC Branch all material provided to Members by the Branch (including any membership certificate, badges, handbooks and manuals)
- ⌚ shall cease to be entitled to any of the rights of a HBC Branch Member.

8.7 Becoming a Member Again

Any former Member may apply for re-admission in the manner prescribed for new applicants, and may be re-admitted only by resolution of the Committee.

However, if a former Member's membership was terminated following a dispute resolution process, the applicant may be re-admitted only at an Annual General Meeting or Special General Meeting on the recommendation of the Committee.

9. Meetings

9.1 Minutes

Minutes must be kept by the Minute Secretary of all Annual General Meetings and Special Meetings.

9.2 Informal Meetings

The Branch may undertake informal meetings on a semi-regular basis where the main objective is to inform attendees of matters that are related to upskilling research, and providing a means of social interaction between members, and which also provides a forum for general discussion.

There are no formal procedural matters, minutes, votes, or the like that affect the operation of the Branch.

9.3 Annual General Meetings

An Annual General Meeting shall be held once a year, within 60 days of the year-end balance date, on a date and at a location determined by the Committee and consistent with any requirements in the Act. The Rules relating to the procedure to be followed at AGMs shall apply:

- ⌚ confirm the minutes of previous Branch Meeting(s)
- ⌚ adopt the annual report on Branch business
- ⌚ adopt the Treasurer's report on the finances of the Branch, and the annual financial statements
- ⌚ set any subscriptions for the current financial year
- ⌚ consider any motions
- ⌚ consider any general business.

The Committee must, at each Annual General Meeting, present the following information:

- ⌚ an annual report on the affairs of the Branch during the most recently completed accounting period
- ⌚ the annual financial statements for that period
- ⌚ notice of any disclosures of conflicts of interest made by Committee Members during that period (including a brief summary of the matters, or types of matters, to which those disclosures relate).

9.4 Notice for General Meetings (Annual or Special General Meetings)

The Committee shall give all Members at least 30 Working Days' Notice of any Annual or Special General Meeting and of the business to be conducted at that Meeting.

The meeting and its business will not be invalidated simply because one or more Members do not receive the Notice of the meeting.

9.5 Attendance and Voting

A register of all members attending, whether in person or online, shall be kept by the Minute Secretary, and recorded in the Minutes.

All financial Members may attend, speak and vote at Annual and Special General Meetings:

- ⌚ in person
- ⌚ by a signed original written proxy
- ⌚ an email from the Member's nominated email address assigning proxy in favour of some individual entitled to be present at the meeting
- ⌚ proxy notices received by, or handed to, the Convenor before the commencement of the Special General Meeting
- ⌚ through a committee member to the Convenor or Deputy Convenor.

No other proxy voting shall be permitted.

9.6 Holding an Annual or Special General Meeting

No Meeting may be held unless at least 20% of eligible financial Members attend. This will constitute a quorum.

If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting – if convened upon request of Members – shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the Convenor of the Branch, 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. Any decisions made when a quorum is not present are not valid.

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.

All Annual and Special General Meetings shall be chaired by the Convenor. If the Convenor is absent, the Deputy Convenor shall chair that meeting. The person chairing the meeting has a deliberative and, in the event of a tied vote, a casting vote.

Any person chairing a Meeting may:

- ⌚ without the consent of any at that Meeting, adjourn the Meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place
- ⌚ direct that any person not entitled to be present at the Meeting, obstructing the business of the Meeting, behaving in a disorderly manner, being abusive, or failing to abide by the directions of the chairperson be removed from the Meeting
- ⌚ in the absence of a quorum or in the case of emergency, adjourn the Meeting or declare it closed.

The Committee may put forward motions for the Branch to vote on ('Committee Motions'), which shall be notified to Members with the notice of the Annual or Special General Meeting.

Any Member may request that a motion be voted on ('Member's Motion') at a Meeting, by giving notice to the Secretary at least 60 working days prior to the Meeting.

10. HBC Committee

10.1 Function

From the end of each Annual General Meeting until the end of the next, the HBC Branch shall be governed by the HBC Committee, which shall be accountable to the Members for the advancement of the Branch's purposes and the implementation of resolutions approved by any General Meeting.

10.2 Composition

The Committee will consist of a minimum of 5 Committee Members who are:

- ⌚ Members; and
- ⌚ natural persons; and
- ⌚ not disqualified by these Rules or the Act.

The Committee will include:

- ⌚ a Convenor
- ⌚ a Deputy Convenor (only appointed as required from time to time by the Convenor)
- ⌚ a Minute Secretary and a Treasurer, who may be the same person
- ⌚ not fewer than 3, no more than 15, total Committee Members
- ⌚ a minimum of three (3) NZSG members. If the number of members of the Committee is five (5) or less, the Committee will include at least fifty percent (50%) NZSG Members.

Individual resignations or departures from the Committee throughout the term for any reason may be filled by Co-Opting suitable existing branch members to the Committee.

10.3 Committee Members Duties

At all times each Committee Member:

1. Shall act in good faith and in what he or she believes to be the best interests of the Branch.
2. Must exercise all powers for a proper purpose.

3. Must not act, or agree to the HBC Branch acting, in a manner that contravenes the Act or these Rules.
4. When exercising powers or performing duties as a Committee Member, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation, the nature of the Branch, the nature of the decision, the position of the Committee Member and the nature of the responsibilities undertaken by him or her.
5. Must not agree to the activities of the Branch being carried on in a manner likely to create a substantial risk of serious loss to the Branch or to the Branch's creditors, or cause or allow the activities of the Branch to be carried on in a manner likely to create a substantial risk of serious loss to the Branch or to the Branch's creditors.
6. Must not agree to the Branch providing an obligation unless he or she believes at that time on reasonable grounds that the Branch will be able to perform the obligation when it is required to do so.

Committee Members are immune from incurring liability in civil proceedings for good-faith actions or omissions when carrying out or intending to carry out their responsibilities or when performing or exercising or intending to perform or exercise their functions, duties, or powers.

10.4 Qualifications to be a Committee Member

Prior to election or appointment, every Committee Member must consent in writing to be a Committee Member and certify in writing that they are not disqualified from being appointed or holding office as a Committee Member by these Rules or the Act.

The following persons are disqualified from being appointed or holding office as a Committee Member:

1. A person who is under 18 years of age.
2. A person who is an undischarged bankrupt.
3. A person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993.
4. A person who is disqualified from being a member of the Committee of a charitable entity under section 31(4)(b) of the Charities Act 2005.
5. A person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years:
 - a) an offence under subpart 6 of Part 4, Of the incorporated Societies Act 2022.
 - b) a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961),
 - c) an offence under section 143B of the Tax Administration Act 1994,
 - d) an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (i) to (iii),
 - e) a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere,

6. A person subject to:
 - a) an order under section 108 of the Credit Contracts and Consumer Finance Act 2003; or
 - b) a forfeiture order under the Criminal Proceeds (Recovery) Act 2009; or
 - c) a property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act.
 - d) a person who is otherwise disqualified from being a member of the Committee of a charitable entity under section 16 of the Charities Act 2005.

10.5 Election or Appointment

The election of Committee Members shall be conducted as follows:

1. Committee Members shall be elected during Annual General Meetings. However, if a vacancy in the position of any Committee Member occurs between Annual General Meetings, that vacancy shall be filled by resolution of the Committee (and any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as a Committee Member by these Rules or the Act).
2. A candidate's written nomination, accompanied by the written consent of the nominee (who must be a financial member) with a certificate that the nominee is not disqualified from being appointed or holding office as a Committee Member by these Rules or the Act, must be received by a committee meeting at least 28 Working Days before the date of the Annual General Meeting.
3. Votes shall be cast in such a manner as the person chairing the Meeting determines. In the event of any vote being tied, the tie shall be resolved by the incoming Committee (excluding those in respect of whom the votes are tied).
4. Two Members (who are not nominees) or non-Members appointed by the Convenor shall act as scrutineers for the counting of the votes and destruction of any voting papers.
5. The failure for any reason of any financial Member to receive such Notice shall not invalidate the election.

10.6 Term for Committee Members

There is no minimum or maximum term for Members functioning as Committee Members, as they are to stand for re-election at each AGM.

10.7 Removal of Committee Members

Where a complaint is made about the actions or inaction of a Committee Member (and not in the Committee Member's capacity as a Member of the Branch) the following steps shall be taken:

- ⌚ the Committee Member who is the subject of the complaint, must be advised of all details of the complaint
- ⌚ the Committee Member who is the subject of the complaint, must be given adequate time to prepare a response
- ⌚ the complainant and the Committee Member who is the subject of the complaint, must be given an adequate opportunity to be heard, either in writing or at an oral hearing by the Committee (excluding the Committee Member who is the subject of the complaint) if it considers that an oral hearing is required
- ⌚ an oral hearing shall be held by the Committee (excluding the Committee Member who is the subject of the complaint), and/or any oral or written statement or submissions shall be considered by the Committee (excluding the Committee Member who is the subject of the complaint)

If the complaint is upheld the Committee Member may be removed from the Committee by a resolution of the Committee Meeting, passed by a two-thirds majority of those present and voting.

10.8 Cessation of Committee Membership

A Committee Member shall be deemed to have ceased to be a Committee Member if that person ceases to be a Member.

Each Committee Member shall within 30 Working Days of submitting a resignation or ceasing to hold office, deliver to the Convenor or nominated Member, all books, papers and other property of the Branch held by such former Committee Member.

10.9 Committee meetings

The Committee shall meet at least quarterly 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 Convenor or committee member deputised to do so.

The quorum for Committee meetings is at least two-thirds of the number of Committee Members.

10.10 Committee - General issues

The Committee may act by resolution approved in the course of a conference call using audio and/or audio-visual technology or through a written ballot conducted by email,

electronic voting system, or post, and any such resolution shall be recorded in the minutes of the next Committee meeting.

Other than as prescribed by the Act or these Rules, the Committee may regulate its proceedings as it thinks fit.

Subject to the Act, these Rules and the resolutions of Annual General Meetings, the decisions of the Committee on the interpretation of these Rules and all matters dealt with by it in accordance with these Rules and on all matters in these Rules shall be final and binding on all Members.

10.11 Conflict of Interest

10.11.1 General

The promotion of the personal business/es, roles or positions of HBSG Committee members, volunteers and general members is not permitted on the following grounds that:

- ⌚ they are not in the best interests of HBC
- ⌚ they represent personal marketing
- ⌚ there is no perceived advantage to HBC

10.11.2 Duty to Disclose Interest

A Member who is interested in a matter relating to the Branch must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified) as soon as practicable, to the committee and in an Interests Register kept by the Treasurer.

10.11.3 A member has an Interest if:

- ⌚ they may obtain a financial benefit from the matter
- ⌚ is a spouse, civil union partner, de facto partner, parent, grandparent, grandchild, sibling, nephew, niece, uncle, aunt, or first cousin of a person who may obtain a financial benefit from the matter
- ⌚ may have a financial interest in the person to whom the matter relates
- ⌚ is a partner, director, officer, board member, or trustee of a person who may have a financial interest in a person to whom the matter relates
- ⌚ is interested in the matter because the Branches constitution so provides.

10.11.4. A member does not have an interest if:

- ⌚ merely because they receive an indemnity, insurance cover, remuneration, or other benefits authorised under the Incorporated Societies Act (ICA)
- ⌚ if their interest is substantially the same as the benefit or interest of all or most other members the Branch due to the membership of those members

- ⌚ if their interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence them in carrying out their responsibilities under the Act or the Branches constitution
- ⌚ if their interest is of a kind that is specified in the Branches constitution for the purpose of this sub section, which only applies if the conditions prescribed by the regulations (if any) are satisfied.

10.11.5 Matter means :

- a. a branch/society's performance of its activities or the exercise of its powers, or
- b. an arrangement, an agreement, or a contract (a transaction) made or entered into, or proposed to be entered into, by the Branch/ Society.

10.11.6 Consequences of being interested in a matter.

An interested member:

- ⌚ must not vote or take part in a decision of the committee relating to the matter
- ⌚ must not sign any document relating to the entry into a transaction or the initiation of the matter, but
- ⌚ may take part in any discussion the committee relating to the matter and be present at the time of the decision of the committee (unless the committee decides otherwise).

The interested member who is prevented from voting may still be counted for the purpose of determining whether there was a quorum at any meeting at which the matter is considered.

11. Records

11.1 Register of Members

The Treasurer shall keep an up-to-date Register of Members, recording for each Member their name, contact details, the date they became a Member, and any other information required.

The information contained in the Register of Members shall include each Member's:

- ⌚ address
- ⌚ phone number (landline and/or mobile)
- ⌚ email address (if any)
- ⌚ the date the Member became a Member,
- ⌚ whether the Member is financial or unfinancial

Every Member shall promptly advise the or Treasurer of any change of their contact details.

11.2 Access to Register of Members

With reasonable notice and at reasonable times, the Treasurer shall make the Register of Members available for inspection by Members and Committee Members.

11.3 Register of Conflicts of Interest - 'Interests Register'

A committee member nominated by the Convenor shall maintain an up-to-date register of the interests disclosed by Committee Members.

11.4 Access to other Information

A Member may at any time make a written request to the Branch for information held by the Branch.

The request must specify the information sought in sufficient detail to enable the information to be identified.

The Branch must, within a reasonable time after receiving a request:

- ⌚ provide the information, or
- ⌚ agree to provide the information within a specified period, or
- ⌚ refuse to provide the information, specifying the reasons for the refusal.

Without limiting the reasons for which the Branch may refuse to provide the information, the Branch may refuse to provide the information if:

- a) withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
- b) the disclosure of the information would, or would be likely to, prejudice the commercial position of the Branch or of any of its Members, or
- c) the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the Branch, or
- d) withholding the information is necessary to maintain legal professional privilege, or
- e) the disclosure of the information would, or would be likely to, breach an enactment, or
- f) the burden to the Branch in responding to the request is substantially disproportionate to any benefit that the member (or any other person) will or may receive from the disclosure of the information, or
- g) the request for the information is frivolous or vexatious.

Nothing in this Rule limits Information Privacy Principle 6 of the Privacy Act 2020.

12. Special Interest Groups

May be formed by any group of members of the branch wishing to pursue particular special interests or projects for the benefit of the branch as a whole, or for a particular group of members with like interests, providing they are in accordance with the overall Branch objectives and purposes.

Establishment of any such Special Interest Groups will be authorised by the Committee, and :

- ⌚ cannot commit the Branch to any financial expenditure without express authority, and
- ⌚ cannot commit the Branch to any contractual arrangement of any manner without express authority

13 Finances

13.1 Control and Management

The funds and property of the Branch shall be:

- ⌚ controlled, invested and disposed of by the Committee, subject to these Rules
- ⌚ devoted solely to the promotion of the objects and purposes of the Branch.

13.2 Balance Date

The Branch's financial year shall commence on 1 April of each year and end on 31 March (the latter date being the Branch's balance date).

14. Dispute Resolution

14.1 Raising Disputes

Any grievance by a Member, and any complaint by anyone, is to be lodged by the complainant with the Convenor in writing and must provide such details as are necessary to identify the details of the grievance or complaint. All Members (including the Committee) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Branch's activities.

The complainant raising a grievance or complaint, and the Committee, must consider and discuss whether a grievance or complaint may best be resolved through informal discussions, or a more formal process.

The resolution of all disputes must be conducted in a manner that is consistent with natural justice.

14.2 Investigating Disputes

This rule concerns any grievances of members relating to their rights and interests as Members, and any complaints concerning the alleged conduct or discipline of members, collectively referred to as “disputes.”

These disputes procedures are designed to enable and facilitate the fair, prompt and efficient resolution of grievances and complaints.

Rather than investigate and deal with any grievance or complaint, the Committee may:

- ⌚ appoint Members of the Committee to deal with the same
- ⌚ if the appointed Members feel they are unable to make a decision, they may seek assistance from an external appropriate independent person, so long as minimum standards of natural justice and the following requirements under this rule are satisfied.

The Committee or person considering any grievance or complaint is referred to hereafter as the "decision-maker".

The decision-maker shall consider whether to investigate and deal with the grievance or complaint, or may decline to do so (for instance, if the decision-maker is satisfied that the complainant has insufficient interest in the matter or otherwise lacks standing to raise it:

- ⌚ the matter is trivial or does not appear to disclose material misconduct
- ⌚ the matter raised appears to be without foundation or there is no apparent evidence to support it
- ⌚ some damage to Members’ interests may arise
- ⌚ the conduct, incident, event or issue has already been investigated and dealt with by the Branch.

Where the decision-maker decides to investigate and deal with a grievance, the following steps shall be taken:

- ⌚ the complainant and the Member, or the Branch which is the subject of the grievance, must be advised of all details of the grievance
- ⌚ the Member, or the Branch which is the subject of the grievance, must be given an adequate time to prepare a response
- ⌚ the complainant and the Member, or the Branch which is the subject of the grievance, must be given an adequate opportunity to be heard, either in writing or at an oral hearing if the decision-maker considers that an oral hearing is required
- ⌚ any oral hearing shall be held by the decision-maker, and/or any written statement or submissions shall be considered by the decision-maker.

Where the decision-maker decides to investigate and deal with a complaint, the following steps shall be taken:

- ⌚ consider allegations concerning the Member, and all details of the complaint
- ⌚ the Member complained against must be given an adequate time to prepare a response
- ⌚ the Member complained against must be given an adequate opportunity to be heard, either in writing or at an oral hearing if the decision-maker considers that an oral hearing is required
- ⌚ an oral hearing shall be held by the decision-maker, and/or any written statement or submissions shall be considered by the decision-maker.

The Decision Maker must be impartial and the final decision based on evidence presented at the conclusion of the investigation.

14.3 Resolving Disputes

The Decision Maker may:

- ⌚ dismiss a grievance or complaint, or
- ⌚ uphold a grievance and make such directions as the decision-maker thinks appropriate (with which the Branch and Members shall comply),
- ⌚ uphold a complaint, and reprimand or admonish the Member, and/or
- ⌚ suspend the Member from membership for a specified period
- ⌚ terminate the Member's membership
- ⌚ order the complainant (if a Member) or the Member complained against, to meet any of the Branch's reasonable costs in dealing with a complaint.

15. Winding up

15.1 Process

The Committee shall give Notice to all Members of:

- ⌚ the proposed motion to wind up the Branch or remove it from the Register of Charitable Entities
- ⌚ the Annual General Meeting/Special General Meeting at which any such proposal is to be considered
- ⌚ the reasons for the proposal
- ⌚ any recommendations from the Committee in respect to such notice of motion.

Any resolution to wind up the Branch must be passed by a two-thirds majority of all Members present and voting. Notification of winding up must be provided by the Treasurer to Charities Services.

15.2 Surplus Assets

If the Branch is wound up, or liquidated, no distribution shall be made to any Member, and if any property remains after the settlement of the Branch's debts and liabilities, that property must be given or transferred to either:

- ⌚ another organisation for a similar charitable purpose or purposes as defined in section 5(1) of the Charities Act 2005, or
- ⌚ to a not-for-profit public library, museum or archive in the local area or,
- ⌚ be held in trust by the New Zealand Society of Genealogists for a period of up to 3 years pending the formation of a new affiliated Branch in that area, or in the reformation of that affiliated Branch and at the end of that period, if not required for that purpose, be transferred to the New Zealand Society of Genealogists Incorporated.

All assets which belong to the Branch by virtue of being affiliated to the New Zealand Society of Genealogists (NZSG) must be returned to the NZSG.

16. Disaffiliation from the New Zealand Society of Genealogists

If the Branch wishes to disaffiliate from the New Zealand Society of Genealogists, it must follow the process laid out in Rule 12 of the Rules of the New Zealand Society of Genealogists and any accompanying Policies and Procedures laid out by the Board of the New Zealand Society of Genealogists.

17. Alterations to the Rules/or Amending these Rules

The Branch may amend, add to or replace these Rules at a General Meeting by a resolution passed by a two-thirds majority of those Members present and voting.

Any proposed motion to amend or replace these Rules shall be signed by at least 5 per cent of eligible Members and given in writing to the Convenor (or nominated Committee member) at least 60 Working Days before the Annual General Meeting/ Special Meeting at which the motion is to be considered and accompanied by a written explanation of the reasons for the proposal.

At least 30 Working Days before the Annual General Meeting/ Special Meeting at which any amendment is to be considered the Convenor (or nominated Committee member) shall give to all Members notice of the proposed motion, the reasons for the proposal, and any recommendations the Committee has.

When an amendment is approved by a General Meeting it shall be provided to Charities Services within 3 months of the date of the amendment.

17.1 Bylaws

The Committee from time to time may make and amend bylaws, and policies for the conduct and control of Branch activities and codes of conduct applicable to Members, but no such bylaws, policies or codes of conduct applicable to Members shall be inconsistent with the Act, regulations made under the Act, or these Rules.

18. Other

18.1 Contact Person

The Branch shall have at least 1 but no more than 3 contact person(s) whom the Registrar can contact when needed.

The Branch's contact person must be:

- ⌚ at least 18 years of age
- ⌚ an appointed Committee Member – either Convenor, Treasurer or Minute Secretary
- ⌚ ordinarily resident in New Zealand
- ⌚ not disqualified under the Act from holding that office.

Any change in that Contact Person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 20 Working Days of that change occurring, or the Branch becoming aware of the change.