



## Introduction to Form 1 Application by entity for registration as a charitable entity

Section 17, Charities Act 2005

*This is an application form for an individual organisation that wishes to register as a charity under the Charities Act 2005.*

*Before you begin to fill out this form, please take a few moments to read the notes below.*

### How do I use this form?

We have written guidance notes for each question to help you to complete your answers and find some of the information you will need. There is also a checklist at the end to remind you about what to send with your application.

### What is the purpose of this form?

It collects information about your organisation so that we can decide if we are able to register it under the Charities Act 2005. It also collects information for statistical purposes to help the Charities Commission to meet its obligations under the Charities Act.

### When should I use this form?

Use this form to apply to register an individual organisation under the Charities Act. You should do this as soon as possible if your organisation currently has exemptions from income tax and estate and gift duty based on charitable purpose. This is because the tax laws relating to charities will change on 1 July 2008. After this date, only those charities registered with the Charities Commission will be eligible for exemptions from income tax and estate and gift duty based on charitable purpose. See *Fact Sheet 4 – Timing it right* for more information.

Once you are registered, you do not need to reapply in future years.

### Who should fill out this form?

Any individual organisation wishing to apply for registration as a charity under the Charities Act 2005 will need to fill out this form. Anyone in the organisation can complete the form but one of the officers you name in question 23 must sign it to certify it.

### Who should sign this form?

One of the officers you name in question 23.

### What if I haven't got all the information you need?

We cannot process incomplete application forms so you must make sure that you have answered all of the questions that apply to your organisation before you send us this form.

Once you have completed this form, send it with all supporting documents and information to us at the address below.

### What address should I post my application to?

Charities Commission  
Processing Centre  
PO Box 30112  
Lower Hutt, 5040

## Can this form be completed online?

Yes, at [www.charities.govt.nz](http://www.charities.govt.nz). Help notes are available and you can log on and off so that you can complete the form in stages before sending it to us.

Anyone can complete the form for your organisation but one of the officers you name in question 23 must certify it.

You can upload electronic versions of supporting documents or post them to us.

## Where can I get other copies of this form?

You may wish to print them from our website, [www.charities.govt.nz](http://www.charities.govt.nz).

If you prefer, you can request paper copies by emailing [info@charities.govt.nz](mailto:info@charities.govt.nz) or by calling our free information line 0508 242 748. Photocopied forms are acceptable.

## What supporting material do I need to provide?

As well as this form you **must** provide:

- an *Officer Certification Form* – Form 2, for each of your officers and
- a copy of your rules, including all amendments.

Form 2 explains more about how to identify who your officers are.

Your rules are the documents that set out what you do, your purposes, and how you operate. We need the most up-to-date version, which means we need all amendments.

If any of the following apply to your organisation, it would help us if you could also supply:

- if a marae on a Māori reservation, the Gazette notice relating to the reservation of Māori land, or the legal description of the land, or your formal marae name
- a copy of a formal binding ruling from Inland Revenue regarding your charitable purposes. (Binding rulings have an expiry date and you will have paid an application fee to get one.) **Binding rulings are not the confirmation of approval letter from Inland Revenue.** Please do not send us a Resident Withholding Tax certificate or a confirmation of approval letter from Inland Revenue as we cannot consider these.

## How long will it take to process my application?

Once we have everything we require, we envisage it will take about eight to ten weeks. We cannot begin processing your application until we have received all of the information and material required. If we find your application is incomplete

or we need to clarify something with you, it may take longer for your application to enter the processing queue. If we receive your application close to 1 July 2008, but it is incomplete, this could have a significant impact on your existing tax exemptions. See *Fact Sheet 4 – Timing it right* for more information.

## How will I know if my application is successful?

We will send a certificate with your unique registration number to the address for service you give us in answer to question 6.

## How will I know if there is a problem with my application?

If we need more information we will contact you.

If we find something that might result in us declining your application, we will send a formal notice to your address for service, explaining our reasons and give you the opportunity to have your say on the matter.

If we are still unable to approve your application, we will send a formal notice explaining our reasons.

## Will all of the information I provide be available to the public?

Your answers to questions 1 to 23, which include the names of your officers, will be available for the public to see on the Charities Register. A copy of your rules will also be publicly available on the Register.

The Charities Commission may restrict public access to information on the Register if it believes it is in the public interest to do so. If you would like any of the information in your application restricted from public access, please include a written request explaining your reasons. The Commission will consider your request and let you know its decision in writing.

## Further information

We hope this information has been helpful. If you are unsure about how to continue with your application, or you need more information, please call our free information line 0508 242 748 or email [info@charities.govt.nz](mailto:info@charities.govt.nz).

You can find fact sheets and more information about registering your organisation at [www.charities.govt.nz](http://www.charities.govt.nz). Alternatively, call 0508 242 748 or email [info@charities.govt.nz](mailto:info@charities.govt.nz) and ask for the fact sheets to be sent to you.

Before you begin to fill out this form, please take a few moments to read the notes on the previous pages.

### Who can the Charities Commission contact if we have any questions about this form?

Please give us the names and contact details of two people (who are familiar with the information in this form) that we can talk to if we need to discuss anything in relation to this form. Their names and contact details are not part of the application and will not be available for the public to see on the Charities Register.

Please use a blue or black pen to complete this form.

First name:

C R Y S T A L

Surname:

C L A Y T O N

Daytime phone:

0 9 9 1 6 3 7 7 7

Fax:

0 9 3 0 3 2 3 1 1

Email:

c r y s t a l . c l a y t o n @ d i a

p h i l l i p s f o x . c o m

First name:

L Y N E T T E

Surname:

S M I T H

Daytime phone:

0 9 3 0 0 3 8 1 2

Fax:

0 9 3 0 3 2 3 1 1

Email:

l y n e t t e . s m i t h @ d i a p h

i l l i p s f o x . c o m

## Guidelines for questions 1–6

### Entity Details

1

This is your organisation's legal or most formal name. It is the name you are registered under if you are already an incorporated society, registered under the Charitable Trusts Act 1957, or a company.

It should be the name that is used on your formal documents such as your rules, trust deed or other governing document. There may be a clause in your rules that states your full and correct name.

It is important to include words like "The", "Te", "Trust", "Inc", "Incorporated", "NZ", or "New Zealand" if they are part of your name.

2

You should find this number on your certificate of incorporation. Alternatively, you can find the registers of incorporated societies, charitable trusts, and companies at [www.companies.govt.nz](http://www.companies.govt.nz). Use your organisation's name to search the appropriate register and find your registration number.

3

For example, if your legal name is "The New Zealand Volcano Education Society Incorporated" but most people know you as "Volcanoes New Zealand", you would answer "Volcanoes New Zealand" as your other name. If your organisation is not known by any other names write "N/A".

4

If you have an IRD number you should find it on any communication you have received from Inland Revenue. Your IRD number will have either eight or nine numbers. If it has only eight numbers please write "0" at the beginning like this: 012 345 678.

If you do not have an IRD number, write "N/A" in answer to this question. If you get an IRD number in the future, please write and tell us.

5

This date may be set out in your rules. The person who does your accounts will know what your balance date is. Balance dates are usually at the end of a month and often at the end of a calendar quarter, for example 31 March, 30 June, 30 September, or 31 December. Write the day and month only.

If you do not have a balance date you can choose any date. Write the day and month only.

If you do not give us a date we will use 31 March as your balance date.

6

This is the address we will send formal correspondence to.

Please complete your postal address details in full.

If you have a street address that is different from your postal address, please enter it here.

**Form 1**

**Entity Details**

**1** Legal name of the entity.

INTERNET SOCIETY OF NEW ZEALAND INCORPORATED

**2** If the entity is a registered charitable trust, an incorporated society, or a company, please provide the Companies Office registration number. *If not applicable write N/A.*

692906

**3** Other names the entity is known by (if any). *If not applicable write N/A.*

N/A

**4** The entity's Inland Revenue Department (IRD) number (if it has one). *If not applicable write N/A.*

066/026/043

**5** End of financial year / balance date for the entity.

Day Month  
31/03

**6** Address for service.

Postal address:

Address line 1: LEVEL 9 EXCHANGE PLACE  
 Address line 2: 5-7 WILLESTON STREET  
 Suburb:   
 Town/City: WELLINGTON  
 Country: NEW ZEALAND Postcode:   
 Street address:  
 Address line 1: 5-7 WILLESTON STREET  
 Address line 2:   
 Suburb:   
 Town/City: WELLINGTON  
 Country: NEW ZEALAND Postcode:

## Guidelines for questions 7–11

7

You do not have to give us these optional contact details but you may wish to have them available on the Charities Register so the public knows the best way to contact you quickly. If you do not wish to have these optional details on the Register please leave this blank.

### Requirements for registration

8

Most trusts have been formed by a trust deed or are governed by trustees. If you are a trust, please tick "Trustees of a trust".  
If you are not a trust, the Charities Act considers you to be a society or institution. Please tick "Society or institution" – this covers all organisations that are not trusts.

### Trustees of a trust (including Māori trust boards and trustees of a marae on a Māori reservation)

9

In your trust deed you will need to have a clause or clauses that set out all of the purposes for which you receive income. These are sometimes referred to as the objects of your trust. Look at your trust deed and **write down the numbers of the clauses**, not the headings or the wording, that you think relate to the charitable purposes for which you receive income. We will also be reading your trust deed so we can identify your **charitable purposes**.  
If you are a marae on a Māori reservation, your trust deed – in this context – may be your charter. Have a look in your charter, as well as any rules or trust deed you have, to find these clauses.

### Māori trust board

10

Only Māori trust boards need to answer question 10. A small number of Māori trust boards have had their declaration of trust approved by the Commissioner of Inland Revenue. You will know if you are one of these.

### Marae on Māori reservation

11

Only marae on a Māori reservation need to answer question 11. If you are a marae on a Māori reservation, there will be a *Gazette* notice relating to the reservation of your land. If you have answered "yes" to question 11, it would help us in considering your application if you supply the name of the reservation, or the legal description of the land, or a copy of the *Gazette* notice. You can find *The New Zealand Gazette* at all public libraries and at <http://online.gazette.govt.nz> for copies after 1993.

**7** Other details (optional).

Phone (day): Please include your area code.

Fax:

Email:

Website:

**Requirements for registration**

**8** What organisational type best describes the entity?

Trustees of a trust (go to question 9)

Society or institution (go to question 13)

**Trustees of a trust**

**9** Note that to be registered under the Charities Act 2005, a trust must be set up to receive an amount of income for a charitable purpose.

Specify the clause or rule number(s) in the trust deed that state that the trust is set up to receive an amount of income for a charitable purpose.

- if a Māori trust board (go to question 10)
- if a marae on a Māori reservation (go to question 11)
- if neither (go to question 14)

**Māori trust board**

**10** Has the declaration of trust been approved by the Commissioner of Inland Revenue for charitable purposes under section 24B(3) of the Māori Trust Boards Act 1955?

Yes It would assist the Charities Commission if you supplied a copy of the approval by the Commissioner of Inland Revenue.

No

- if a marae on a Māori reservation (go to question 11)
- if not a marae on a Māori reservation (go to question 14)

**Marae on Māori reservation**

**11** Is the physical structure of the marae on land that is a Māori reservation set apart under section 338 of Te Ture Whenua Māori Act 1993?

Yes It would assist the Charities Commission if you supplied a copy of the Gazette notice under section 338 of Te Ture Whenua Māori Act 1993. (go to question 12)

No (go to question 14)

## Guidelines for questions 12–15

12

Only marae on a Māori reservation need to answer question 12. To find out what your funds are used for, you should look at your rules, your previous financial records and accounts.

If you think you spend money on purposes **in addition to** the upkeep of the marae buildings and land or charitable purposes, tick "yes".

If you think you spend money **only** on the upkeep of the marae buildings and land or charitable purposes, tick "no".

We will also look at your rules so that we can identify your purposes.

### Society or institution

13

All organisations other than trusts, please answer question 13.

In your rules you will need to have a clause or clauses that set out all of the purposes for which you receive income. Look at your rules and write down the **numbers of the clauses**, not the headings or the wording, that say your organisation is **established** only for charitable purposes and **maintained** only for charitable purposes. We will also look at your rules so that we can identify your charitable purposes.

Please also write down the **numbers of the clauses** that you think relate to **winding up** and **preventing private profit**, if you have any. We will also look at your rules to identify these clauses. We must be sure that your organisation does not permit private profit while it operates or on winding up.

### Charitable purpose

#### Sectors

14

Tick as many options as you need to show the sectors (areas) you currently work in. If you are a new organisation, tick the sectors that you plan to work in over the next year.

If you have ticked "Other" please name the other sector.

15

From the options you have ticked in question 14, pick the one that you think is the main sector of operation.



**12** Are the funds of the marae used for a purpose other than—

- administration and maintenance of the land and of the physical structure of the marae; or
- another charitable purpose?

Yes (go to question 14)

No (go to question 14)

**Society or institution**

**13** Note that to be registered under the Charities Act 2005, a society or institution must be established and maintained exclusively for charitable purposes and not carried on for the private profit of any individual.

Specify the clause number(s) in the entity's rules that state it is established and maintained exclusively for charitable purposes and not carried on for the private profit of any individual.

2, 15

(go to question 14)

**Charitable purpose**  
**Sectors**

**14** Which of the following describe the sectors in which the entity operates?  
Please select as many boxes as needed.

<input type="radio"/> accommodation / housing	<input type="radio"/> religious activities
<input checked="" type="radio"/> education / training / research	<input type="radio"/> arts / culture / heritage
<input type="radio"/> health	<input type="radio"/> sport / recreation
<input type="radio"/> environment / conservation	<input type="radio"/> care / protection of animals
<input type="radio"/> marae on reservation land	<input type="radio"/> international activities
<input type="radio"/> community development	<input checked="" type="radio"/> economic development
<input type="radio"/> emergency / disaster relief	<input type="radio"/> fund-raising
<input type="radio"/> social services	<input type="radio"/> disability
<input type="radio"/> employment	<input type="radio"/> promotion of volunteering
<input checked="" type="radio"/> other (please state) MODERN INFORMATION HIGHWAY	

**15** Which one of the above is the main sector of operation for the entity?

MODERN INFORMATION HIGHWAY

## Guidelines for questions 16–19

### Activities

16

Tick as many options as you need to show the activities that your organisation carries out. By activities, we mean activities and services that your organisation provides to your beneficiaries. For example, tick "Provides buildings/facilities/open space" if your activity is to hire out buildings.

If you are a new organisation, tick the activities that you plan to carry out over the next year.

If you have ticked "Other" please name the other activity.

17

From the options you have ticked in question 16, pick the one that you think is your main activity.

### Beneficiaries

18

Tick as many options as you need to show who directly benefits from your activities.

If you are a new organisation, tick the options to show who you think will directly benefit from your activities over the next year.

If you have ticked "Other" please name the other beneficiary.

19

From the beneficiaries you have ticked in question 18, pick the one that you think is your main beneficiary.

Activities

**16** Which of the following activities describe what the entity does?  
 Please select as many boxes as needed.

<input checked="" type="checkbox"/> makes grants / loans to individuals	<input checked="" type="checkbox"/> provides services (eg, care / counselling)
<input type="checkbox"/> makes grants to organisations (including schools or other charities)	<input checked="" type="checkbox"/> provides advice / information / advocacy
<input type="checkbox"/> provides other finance (eg, investment funds)	<input checked="" type="checkbox"/> sponsors / undertakes research
<input type="checkbox"/> provides human resources (eg, staff / volunteers)	<input type="checkbox"/> acts as an umbrella / resource body
<input checked="" type="checkbox"/> provides buildings / facilities / open space	<input type="checkbox"/> provides religious services / activities
<input checked="" type="checkbox"/> other (please state) <b>P R O V I D E S A C C E S S T O</b>	
	<b>M O D E R N I N F O R M A T I O N H I G H W A Y</b>

**17** Which one of the above is the main activity of the entity?

**P R O V I D E S A C C E S S T O M O D E R N I N F O R M A T I O N H I G H W A Y**

Beneficiaries

**18** Who benefits from the entity's activities?  
 Please select as many boxes as needed.

<input type="checkbox"/> children / young people	<input type="checkbox"/> other charities
<input type="checkbox"/> voluntary bodies other than charities	<input type="checkbox"/> older people
<input type="checkbox"/> animals	<input type="checkbox"/> people with disabilities
<input type="checkbox"/> people of a certain ethnic / racial origin	<input checked="" type="checkbox"/> general public
<input type="checkbox"/> family / whanau	<input type="checkbox"/> migrants / refugees
<input type="checkbox"/> religious groups	
<input type="checkbox"/> other (please state) <input type="checkbox"/>	

**19** Which one of the above is the main beneficiary of the entity?

**G E N E R A L P U B L I C**

## Guidelines for questions 20–22

### Sources of funds

20

Tick as many options as you need to show where you:

- get funds from now and
- intend to get funds from in the future.

If you have ticked "Other", please name the other source of funds.

### Areas of operation

21

If you operate in all regions of New Zealand, tick "Nationwide".

If you do not operate in all regions of New Zealand, tick the regions you operate in.

If you operate overseas, tick the regions that you operate in from our list.

Note that Oceania includes Australia and the Pacific region.

22

If you have not spent any money overseas on delivering your charitable purpose in your last financial year, please write "N/A" in answer to this question.

Please provide, as a percentage, a reasonable estimate of the money sourced in New Zealand that was spent overseas during your last financial year. This means money spent carrying out your **charitable purpose**. For example, include in your estimate money spent overseas delivering aid, development, or disaster relief. **Do not include** money spent on conferences overseas or on goods and services sourced overseas but used in New Zealand.

If you are a new organisation please provide, as a percentage, a reasonable estimate of the money you will spend carrying out your **charitable purpose** overseas over the next year. If you do not think you will spend any money overseas on delivering your charitable purpose in the next year, please answer "N/A" to this question.

Sources of funds

**20** From which of the following sources does the entity get or intend to get funds?  
 Please select as many boxes as needed.

<input type="radio"/> government grants / contracts	<input checked="" type="radio"/> other investment income
<input checked="" type="radio"/> income from service provision	<input type="radio"/> any other grants and sponsorship
<input checked="" type="radio"/> income from trading operations	<input type="radio"/> membership fees
<input type="radio"/> donations / koha	<input type="radio"/> bequests
<input type="radio"/> New Zealand dividends	
<input type="radio"/> other (please state) <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	

Areas of operation

**21** Where does the entity operate or intend to operate? Please select as many boxes as needed.

**New Zealand**

Nationwide

**Or less than nationwide**

<input type="radio"/> Northland	<input type="radio"/> Wellington–Wairarapa
<input type="radio"/> Auckland	<input type="radio"/> Nelson–Marlborough–Tasman
<input type="radio"/> Waikato	<input type="radio"/> West Coast
<input type="radio"/> Bay of Plenty	<input type="radio"/> Canterbury
<input type="radio"/> Gisborne	<input type="radio"/> Otago
<input type="radio"/> Hawke’s Bay	<input type="radio"/> Southland
<input type="radio"/> Taranaki	<input type="radio"/> Chatham Islands
<input type="radio"/> Manawatu–Wanganui	

**Overseas**

<input checked="" type="radio"/> Oceania	<input type="radio"/> Antarctica
<input type="radio"/> Asia	<input type="radio"/> South America
<input type="radio"/> Africa	<input type="radio"/> North America
<input type="radio"/> Europe	

**22** Identify the percentage of New Zealand-sourced funds that were spent overseas in the last financial year (or if the entity has not been operating for a year, the percentage of New Zealand-sourced funds that the entity intends to spend overseas in the upcoming financial year).  
 If not applicable write N/A.

%

## Guidelines for questions 23–24

### Officer details

23

Please list the names of each of your officers. Note that an officer may, in some cases, be a body corporate. We will match up your Officer Certification Forms with the names of the officers on the list. For example:

- 1) P e t e r J o h n  
K o r o i
- 2) W e l l i n g t o n  
T r u s t e e s L t d

The *Officer Certification Form* explains how to identify who your officers are and whether they qualify as officers under the Charities Act.

If you have more than ten officers please either use a separate sheet or take a photocopy of question 23 before you begin.

### Rules

24

Your rules will be the document or documents that set out your purposes, what you do and how you operate. **We need the most up-to-date version, which means we need all amendments made to each document.** Do not send us the original document; a good quality, easily readable copy is fine. It does not need to be a certified true copy. If you have an electronic copy, you are welcome to send this as long as the wording is exactly the same.

Your rules may be your trust deed, governing document, constitution, charter, or an Act of Parliament (if you are specifically set up under one). Organisations set up by an Act are likely to have their name as part of the name of the Act, such as "St Michael's Brookfield Parish School Society Act 1924". If your rules are contained in an Act, that Act is the document you need to supply.

### Certification

One of the officers listed in question 23 must sign this form. If the officer certifying this form is a body corporate, any person in a position of significant influence over the management or administration of that body corporate may sign.

### Reminder

We cannot begin to process your application until we have all of the supporting material with the completed application form.

#### Have you included:

- a copy of your rules and all amendments  yes
- one *Officer Certification Form* for each officer  yes
- I have included  *Officer Certification forms.*

To assist the Commission to process your application we recommend that you supply:

- marae on a Māori reservation – the *Gazette* notice relating to the reservation of the land or the legal description of the land, or your formal marae name
- Māori trust board – a copy of your approval from the Commissioner of Inland Revenue
- if you have one – a copy of any binding ruling from Inland Revenue regarding your charitable purposes.

### Officer details

**23**

Please provide details for each officer of the entity.

This is to ensure that the Charities Commission can match up your *Officer Certification Forms* with the officers you advise the Charities Commission of in this form. Please note that each officer or someone on the officer's behalf must complete and sign an *Officer Certification Form*.

1) <input type="text" value="J"/> <input type="text" value="A"/> <input type="text" value="M"/> <input type="text" value="I"/> <input type="text" value="E"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	6) <input type="text" value="H"/> <input type="text" value="A"/> <input type="text" value="M"/> <input type="text" value="I"/> <input type="text" value="S"/> <input type="text" value="H"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>
<input type="text" value="B"/> <input type="text" value="A"/> <input type="text" value="D"/> <input type="text" value="D"/> <input type="text" value="E"/> <input type="text" value="L"/> <input type="text" value="E"/> <input type="text" value="Y"/> <input type="text"/> <input type="text"/>	<input type="text" value="M"/> <input type="text" value="A"/> <input type="text" value="C"/> <input type="text" value="E"/> <input type="text" value="W"/> <input type="text" value="A"/> <input type="text" value="N"/> <input type="text"/> <input type="text"/> <input type="text"/>
2) <input type="text" value="S"/> <input type="text" value="C"/> <input type="text" value="O"/> <input type="text" value="T"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	7) <input type="text" value="P"/> <input type="text" value="E"/> <input type="text" value="T"/> <input type="text" value="E"/> <input type="text" value="R"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>
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### Rules

**24**

Please supply a copy of the entity's rules including all amendments.

### Certification

I certify that the information in this application form for registration as a charitable entity is correct and that I am authorised to make this application.

**Signature of officer/body corporate**

**Full name of officer**

<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
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**Date**

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Day			Month			Year	

Please read the important information on the following page

Officer details

**23** Please provide details for each officer of the entity.

This is to ensure that the Charities Commission can match up your *Officer Certification Forms* with the officers you advise the Charities Commission of in this form. Please note that each officer or someone on the officer's behalf must complete and sign an *Officer Certification Form*.

1)	S	A	M	S	E	R	G	E	A	N	T	6)										
2)	S	J	D	I	T	H						7)										
	S	P	E	I	G	H	T															
3)	C	H	R	I	S							8)										
	S	T	R	E	A	T	F	I	E	L	D											
4)	M	I	C	H	A	E	L	W	A	L	L	9)										
	M	A	N	N	S	B	E	R	G	E	R											
5)												10)										

Rules

**24** Please supply a copy of the entity's rules including all amendments.

Certification

I certify that the information in this application form for registration as a charitable entity is correct and that I am authorised to make this application.

Signature of officer/body corporate

Full name of officer


Date

		/			/		
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Day      Month      Year

Please read the important information on the following page



## Request for information on the Register to be restricted from public access

The Charities Commission may restrict public access to information on the Charities Register if it believes it is in the interest of the public to do so. If you would like any of the information in your application restricted from public access, please indicate below and include a written request explaining your reasons with this application. The Commission will consider your request and let you know its decision in writing.

Yes, we wish to submit a written request to restrict information from public access.

### Please note:

- The Charities Commission may, under section 25 of the Charities Act 2005, prevent or restrict public access to information or documents if it considers it to be in the public interest to do so. Please note that this information or these documents will still be subject to requests under the Official Information Act 1982 that will be considered by the Charities Commission on a case-by-case basis.
- All requests to prevent or restrict public access to information or documents will be evaluated and you will be advised of the Charities Commission's decision.

## Privacy and information use

The information that you have provided in this form will be held and used by the Charities Commission to determine your eligibility for registration and to carry out its functions under the Charities Act 2005.

The Charities Act 2005 authorises the supply of information or documents held on the Register of charitable entities to the Inland Revenue Department to assist in the carrying out of powers and functions under any of the Inland Revenue Acts.

The Statistics Act 1975 allows for the information, once collected, to be used for statistical purposes by Statistics New Zealand. Information supplied to Statistics New Zealand will be used for statistical purposes only and will be arranged to prevent particulars published about any person from being identifiable (except by the person who supplied the information), unless the person has agreed or publication identifying the person is unavoidable.

The Privacy Act 1993 provides that you may access or correct personal information about you held by the Charities Commission. If you wish to access or correct your personal information, please contact the Charities Commission, PO Box 8072, Wellington, 6143.

## Where to send your application

Please post this completed form and supporting documents to:

Charities Commission  
Processing Centre  
PO Box 30112  
Lower Hutt, 5040

# CONSTITUTION (Articles of Incorporation)

of the

## Internet Society of New Zealand (Incorporated)

### 1. NAME

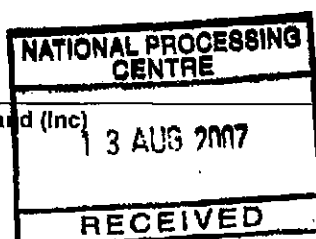
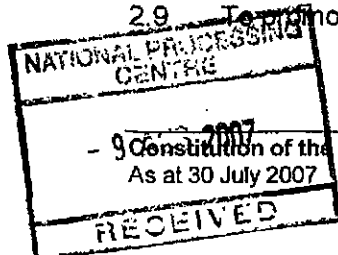
The Society shall be known as: INTERNET SOCIETY OF NEW ZEALAND  
INCORPORATED.

### 2. OBJECTS

The Internet Society of New Zealand Incorporated ("the Society") is a non-profit common interest society to maintain and extend the availability of the Internet and its associated technologies and applications in New Zealand, both as an end in itself and as means of enabling organisations, professionals and individuals to more effectively collaborate, cooperate, communicate and innovate in their respective fields of interest. It is intended that the Society be the principal organisation representing the interests of Internet users and Internet Service Providers in New Zealand. The Society's objects are:

- 2.1 To promote the competitive provision of Internet access, services and facilities in an open and uncaptureable environment.
- 2.2 To develop, maintain, evolve, and disseminate standards for the Internet and its inter-networking technologies and applications.
- 2.3 To develop, maintain, evolve and disseminate effective administrative processes for the operation of the Internet in New Zealand.
- 2.4 To promote and conduct education and research related to the Internet and inter-networking.
- 2.5 To coordinate activities at a national level pertaining to good management of centralised systems and resources which facilitate the development of the Internet, including but not limited to the Domain Name System.
- 2.6 To collect and disseminate information related to the Internet and inter-networking, including histories and archives.
- 2.7 To develop and maintain formal and informal relationships with the international Internet community, including the Internet Society.
- 2.8 To represent the common interests of the wider New Zealand Internet community, both nationally and internationally.

2.9 To promote widely and generally available access to the Internet.



- 2.10 To liaise with other organisations, New Zealand Government authorities, and the general public for coordination, collaboration, and education in effecting the above objects.

### 3. MEMBERSHIP

- 3.1 The Society shall have three classes of Members: Individual Members (Clause 3.3), Organisational Members (Clause 3.4), and Fellows (Clause 3.5).

3.1.1 Each Member carries the right of one vote in General Meetings of the Society.

3.1.2 A postal address and a working e-mail address must be supplied on application for membership, the latter of which shall be the Member's formal contact address for communications from the Society, and for electronic voting. (In the case of Organisational Members, the nominee's email address will be the formal contact point for voting purposes.) It is a Member's obligation to ensure that any change in the contact e-mail address will be notified to the Society immediately. In case of e-mail failure, Council shall have the discretion and authority to use other means of communication so that a Member is not prevented from participation or voting.

3.1.3 Specific direct benefits associated with each class of membership will be made available on the Society's web site.

3.2 Application for Individual or Organisational membership shall be made to the Council in writing or in such electronic form as the Council shall decide. Every application for membership shall be accompanied by payment of the appropriate subscription, and a membership becomes active upon receipt by the Society of the membership subscription.

#### 3.3 *Individual Members*

3.3.1 Any natural person may apply for Individual membership under their own name.

3.3.2 There will be two categories of Individual membership:

3.3.2.1 "Ordinary"

3.3.2.2 "Professional". Professional membership shall carry additional direct benefits to those enjoyed by Ordinary members.

#### 3.4 *Organisational Members*

3.4.1 Any company, incorporated society or other lawful organisation may apply to become an Organisational Member.

3.4.2 There shall be two categories of Organisational Member:

3.4.2.1 Small. Defined as having fewer than 100 employees

3.4.2.2 Large. Defined as having 100 or more employees.

3.4.3 Each Organisational Member shall nominate an Individual member to the Society.

3.4.4 Such nominated Individual members will be full Ordinary members of the Society as specified in sections 3.3 and 3.6 and will have the same rights and obligations of any other Individual member. No subscription fee will be levied from these nominated Individual members.

### 3.5 *Fellows*

From time to time Council shall elect persons, whom it considers have made an outstanding contribution to the development of the Internet in New Zealand or the Society, to Fellowship in the Society. Once elected to Fellowship a member remains a Fellow for life with the rights of a financial Professional Member. No subscription fee will be levied from Fellows.

3.6 Members may hold only one membership in the Society and must agree to abide by the rules of the Society.

## 4. TERMINATION OF MEMBERSHIP

4.1 In addition to the termination of membership by failure to pay the subscription fee as laid out in clauses 5.4, 5.5, 5.6 a member may resign their membership. A Member wishing to resign from the Society must give notice of resignation to the Secretary in writing or in such electronic form as the Council shall decide. All membership rights will terminate on receipt by the Society of the written resignation.

4.2 Membership of the Society may be terminated by the Society. Should a member's actions be in serious conflict with the rules or objects of the Society, the Council is empowered to terminate the membership of that person.

4.3 Any termination of membership pursuant to section 4.2 must follow the process laid out in Schedule 1.

## 5. TERM OF MEMBERSHIP

5.1 The membership year for all classes of membership is 1 October until 30 September. Persons joining the Society on dates other than the normal subscription date will be invoiced pro-rata calculated on a quarterly basis, Oct - Dec 100%, Jan - Mar 75%, April - June 50%, Jul - Sep 25%.

5.2 During the period covered by the subscription the Member is a financial Member.

5.3 Members will ordinarily be invoiced for the year, in advance, with a due date of 1 October (the "due date") which is the start of the membership year.

- 5.4 Failure to pay a subscription by the due date will cause the Member to become unfinancial and lose all membership rights in the Society (including, but not limited to, standing for elected office, voting, nominating, seconding and petitioning).
- 5.5 If the overdue subscription is paid within three months following the due date, the Member shall be deemed to have maintained continuous membership but membership rights and benefits are not retroactive covering the unfinancial period.
- 5.6 If the subscription remains unpaid three months after the due date, the membership terminates and a new application for membership will have to be made if the Member wishes to rejoin the Society.

## 6. THE COUNCIL

- 6.1 The affairs of the Society shall be conducted by the Council of the Society in accordance with this Constitution and the resolutions of Members of the Society in General Meeting. The Council shall conduct its affairs using a set of Bylaws.
- 6.2 The Council of the Society shall consist of Officers and Elected Council Members. The total number Council members shall be 12, with the number of Elected Council members varying as necessary to maintain this number.
  - 6.2.1 The application of Clause 6.2 is subject to the transitional clauses set out in Schedule 2 of the Constitution, which apply until no longer relevant.
- 6.3 Only financial individual Members of the Society may serve as Officers or Council Members.
  - 6.3.1 Should any Councillor cease to be a financial member of the Society during their term, for example by ceasing to be the nominee of an Organisational member, the Councillor may take up Individual financial membership within 30 days and retain continuous office. Should the Councillor fail to pay such subscription within 30 days of ceasing to be a financial member, their elected position shall be deemed to be vacated.
- 6.4 No more than two employees of any company, organisation or individual may simultaneously hold positions as Council Members. Companies which are related companies (as defined by the Companies legislation in force at the time) will be treated as a single company for this purpose, except where, in the opinion of the Council, the related companies are in significantly different industries. This provision shall not be interpreted as placing any restriction on the nomination of candidates for election.
- 6.5 Council Members shall be elected for a three-year term, until the conclusion of the AGM held in the year their term expires. Council Members may hold office for consecutive terms. Four members of Council are elected at each Annual General Meeting.
  - 6.5.1 The application of Clause 6.5 is subject to the transitional clauses set out in Schedule 2 of the Constitution, which apply until no longer relevant.

6.5.2 Any Councillor having missed three consecutive ordinary meetings of Council shall be deemed to have vacated their position at the conclusion of third meeting, unless the Council votes to reinstate the Councillor in their position. Council may grant a Councillor leave of absence in advance (for example, for overseas travel, health or family circumstances), in which case the Councillor is not subject to this requirement for the duration of their leave. The Secretary will notify any Councillor who misses two consecutive meetings that their position will be forfeited if they fail to turn up to the subsequent ordinary meeting of Council.

#### 6.6 Vacancies on Council

Any vacancy among Elected Council Members or Officers shall be filled by the membership voting through an electronic ballot, unless the vacancy occurs after the end of the financial year but before the annual general meeting in which case Council has discretion not to hold such a ballot. The replacement shall serve the remainder of the term for that position.

6.7 An elected Council Member or Officer may be dismissed by resolution of a General Meeting of the Society, provided that

6.7.1 such resolution must show just cause of such dismissal, and must have been delivered in writing to the Council Member or Officer concerned at least twenty-one days before the General Meeting, and

6.7.2 such resolution must be passed by at least a two-thirds majority of those voting.

6.8 The business of the Council may be carried out using electronic communication.

### 7. OFFICERS OF THE SOCIETY

7.1 The President;

The President shall chair Council meetings and General Meetings, and oversee the business of the Society.

7.2 The Vice-President;

The Vice-President shall assist the President in their duties and deputise for the President as required

7.3 No person shall hold concurrently more than one Office of the Society.

7.4 The term of office for the Officers shall be until the conclusion of the AGM two years after their election.

7.5 No person shall be eligible to be elected to a particular Office for more than two consecutive terms.

7.6 Any elected Member of Council who is elected as an Officer shall be deemed to have automatically resigned as an elected member of Council.

7.7 Eligibility of Officers

The following persons are disqualified from being Officers or Councillors of the Society:

7.7.1 an individual who is an undischarged bankrupt.

7.7.2 an individual who is under the age of 16 years.

7.7.3 an individual who has been convicted of a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961) and has been sentenced for that crime within the last 7 years.

7.7.4 an individual 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 Securities Act 1978, the Securities Markets Act 1988, or the Takeovers Act 1993.

7.7.5 an individual who is disqualified from being an officer of a charitable entity under section 31(4) of the Charities Act 2005.

7.7.6 an individual who is subject to 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.

7.7.7 a body corporate that is being wound up, is in liquidation or receivership, or is subject to statutory management under the Corporations (Investigation and Management) Act 1989.

## 8. COMMUNICATION WITH MEMBERS

Every communication with a Member shall generally be by electronic message in clear ASCII text, directed to the email address of the Member as recorded in the records of the Society. Communications may also be sent by post, facsimile, courier or hand delivery as the Council sees fit. Such messages will be acceptable for the conduct of the business of the Society unless the Secretary shall advise that any specific business or meeting shall be conducted at a meeting at which Members are required to be physically present.

## 9. MEETING OPTIONS

All meetings of the Society may be held using interactive Internet Technologies. The Technical Guidelines for the implementation of such meetings will be detailed under the Electronic Meeting Guidelines of the Society.

## 10. GENERAL MEETINGS

10.1 A General Meeting of the Society is a meeting of the members that may be a meeting at which those taking part are physically present or in attendance via the Internet, or a Teleconference Meeting, or an electronic meeting as laid out in section 10.4.

### 10.2 Annual General Meetings

10.2.1 The Annual General Meeting of the Society shall be held within the four months following the end of the financial year of the Society each year, on a date to be decided by the Council.

10.2.2 If the AGM has been notified as incorporating attendance via the Internet, members must be issued in advance with a secure means to identify their entitlement to vote. Such electronic attendance may take place during the fourteen days prior to the actual date of the AGM with regard to pre-notified elections and constitutional amendments.

10.2.3 The business to be conducted at the Annual General Meeting will be:

10.2.3.1 To receive from the Council an annual report, the financial statements for the immediately preceding financial year, and the auditor's report on those statements.

10.2.3.2 To approve a business plan and budget of income and expenditure for the current financial year and receive from the Council recommendations for levels of subscription for the membership classes of the Society. The meeting may by resolution alter subscription levels.

10.2.3.3 To elect Officers and Members of Council. No person may be elected to Council if their election would cause a breach of the terms of section 6.4 of this Constitution. For the purposes of this requirement only, candidates are deemed to be elected in sequence from the candidate receiving the highest number of votes to the candidate receiving the lowest number of votes.

10.2.3.4 Nominations for Officers and Council Members shall open eight weeks prior to the AGM and close 21 days prior to the AGM. These nominations will be forwarded to the membership not less than 14 days prior to the AGM. Each nomination must be proposed by a financial Individual Member of the Society and agreed to by the nominee, who must be a financial Individual Member of the Society. No member may propose their own nomination.

10.2.3.5 Nominations for elected positions will not be permitted from the floor of the AGM unless there is a shortfall of nominations for a position.

10.2.3.6 The elections for Officers shall be conducted at the AGM prior to the election for ordinary Council Members

10.2.3.7 To elect an auditor. The auditor must be a member of the Institute of Chartered Accountants of New Zealand (ICANZ).



10.2.3.8 To consider such other business as any Member properly brings before the meeting. Matters of substance requiring a Member vote to be brought before the meeting must be notified to the Secretary not less than 30 days prior to the meeting and must include properly formed resolutions to be put to the meeting. A properly formed resolution is one that names the mover of the motion and names the seconder, both of whom must be financial Members of the Society, and contains the precise wording making up the substance of the motion. No amendments to such motions can be raised from the floor of the AGM. Matters cannot be raised from the floor of the meeting that require resolutions being put to Member vote.

10.2.4 A copy of the annual report and financial statements must be forwarded to each Member at least fourteen days prior to the Annual General Meeting.

10.2.5 At least thirty days notice of the Annual General Meeting must be given to each Member. The notice of AGM must indicate whether attendance via the Internet as allowed in Section 9 will be permitted.

10.2.6 New Members who join the society in the 14-day period before an AGM will not be permitted to vote at that AGM.

### 10.3 Special General Meetings

10.3.1 A Special General Meeting may be called at any time:

10.3.1.1 By the President or by resolution of the Council.

10.3.1.2 On the request of twenty or more financial Members, in which case the request must state the motions which will be moved at the meeting.

10.3.2 A Special General Meeting shall be called by the Council or the President on a date not earlier than fourteen days and not later than forty days following the receipt of a request for such a meeting under 10.3.1 (b).

10.3.3 The motions to be moved at the Special General Meeting must be notified to every Member of the Society at least fourteen days before the date of the meeting. The notice of SGM must indicate whether attendance via the Internet as allowed in Section 9 will be permitted.

10.3.4 Voting procedures at an SGM are the same as those at an AGM.

### 10.4 Electronic General meetings (e-GM)

10.4.1 An e-GM can be called by the President, the Council, or 5% or 20 financial Members whichever is the larger supporting a motion to that effect.

10.4.2 The Secretary shall issue the notice of the e-GM as noted in (e) below, and the e-GM shall be conducted in accordance with the Electronic Meeting Guidelines, as adopted by Council.

10.4.3 An e-GM consisting purely of online discussion and voting can be held to discuss and vote on proposals put forward by the Council or Members

10.4.4 An e-GM will only vote on the proposed resolutions which form part of the meeting notice.

10.4.5 The Secretary shall be charged with confirming that the motion requesting an e-GM has been correctly put and approved. The proposed resolutions forming the subject of the e-GM shall be e-mailed to all members and be open to discussion for a period of seven days, closing at 11:59:59 on the seventh day following the posting of the official notice of announcement, on the member's mailing list and other fora as appropriate. After seven days members will have a ballot made available with votes being open for three working days. A resolution passed at an e-GM shall be as valid as one passed at a physical General Meeting.

## 10.5 Quorum

10.5.1 A quorum for every Annual or Special General Meeting is 20 financial Members or one third of financial Members present and voting, whichever is the fewer.

10.5.2 For an Electronic General Meeting the quorum requirement is 50 financial Members or one quarter of financial Members whichever is fewer present and voting on a resolution to be quorate. In the event that a quorum is not reached at an e-GM, the resolutions forming the call for an e-GM will be deemed to have failed.

10.5.3 If for a non-Electronic General Meeting a quorum is not present within thirty minutes of the appointed time, the person chairing the meeting shall adjourn the meeting. Unless those present at the meeting shall determine a date for the adjourned meeting (not earlier than five days from the date of the meeting) the adjournment shall be for a meeting at the same time and place, providing that the venue will be available, one week from that day.

10.5.4 Notice of the adjourned meeting shall be given to all Members. At such an adjourned meeting the number of persons attending shall constitute a valid quorum.

## 10.6 Chairing of General Meetings

10.6.1 The President of the Society or the Vice-President in the absence of the President will chair every Annual, Special, or electronic General Meeting.

10.6.2 If the President and Vice-President are absent then a person elected by a majority vote of those present shall chair the meeting.

## 11. VOTING

11.1 At every General Meeting each individual Member shall have one vote, except that the person chairing the General Meeting shall have a deliberative vote as well as a casting vote.

- 11.2 Voting at physical General Meetings or a meeting of the Council of the Society shall be by voice, show of hands or ballot at the discretion of the person chairing the meeting. At duly authorised meetings voting may take place via the Internet by the use of a secure means of identification. Voting by proxy shall be allowed at General Meetings only.
- 11.3 In the event of an equality of votes for or against a motion or amendment at a General Meeting or a meeting of the Council of the Society, the person chairing the meeting shall exercise a casting vote.
- 11.4 In all elections a preferential voting system will be used.
- 11.4.1 In the event of an equality of votes in an election for candidates for the same position, there shall be a second ballot and then if still tied the person chairing the meeting shall determine the winner by a random means.
- 11.5 Proxies
- 11.5.1 The instrument appointing a proxy may be in writing signed by the appointing member or by that member's agent duly authorised in writing. Proxies may also be accepted in electronic forms as decided by the Council, provided that any such electronic forms must have been specified in the notice of meeting sent to Members.
- 11.5.2 The instrument appointing a proxy and the authority, if any, under which it is signed, must reach the Secretary not less than forty-eight hours before the time for holding the meeting at which the person named in the instrument proposes to vote.
- 11.5.3 The instrument appointing a proxy must state explicitly the scope of voting power being transferred to the person acting as proxy, i.e. the instrument shall state the issues for which it is valid and whether full, partial or no discretion is assigned to the person acting as proxy. Any instrument which does not include a full and clear statement of intent shall be invalid. The instrument appointing a proxy shall confer authority to demand or join in demanding a ballot.
- 11.5.4 Proxies may be accepted by post, hand delivery, or courier or electronically by fax but not in other electronic formats.

## 12. FINANCE

### 12.1 Annual Subscription;

Each Member's annual subscription shall be payable in full on joining the Society, and at yearly intervals thereafter. A change to subscription levels made by resolution of an Annual General Meeting shall have effect for all membership renewals until a further such resolution is passed by a subsequent Annual General Meeting. Such a resolution shall have no effect upon the amount payable by members whose subscriptions fell due prior to the Annual General Meeting at which the resolution was passed.

12.2 Financial Year;

The financial year of the Society shall be from 1 April to 31 March.

12.3 Power to Borrow Money;

The Society may borrow money only in accordance with a resolution of the members in General Meeting.

12.4 Audit;

The annual financial statements of the Society must be audited at the end of each financial year and before the Annual General Meeting by a member ICANZ. The Council shall determine the remuneration of the auditor, and shall have authority to fill any casual vacancy of the position of auditor.

### 13. THE COMMON SEAL

The Common Seal of the Society shall be in the custody of the President. The Common Seal shall be affixed to any instrument only pursuant to a resolution of the Council and witnessed by two Councillors one of whom shall be the President or Vice-President.

### 14. RULES

14.1 These Articles are the Constitution of the Society under the terms of the Incorporated Societies Act 1908 (as amended).

14.2 These Articles may be altered, added to or rescinded only in accordance with the following procedure:

14.3 Any proposal to amend the pecuniary profit section (clause 15) or winding up section (clause 16) must include a note that any amendment may effect the status of the Society in terms of its ability to obtain or retain charitable status.

14.4 A proposal to amend this Constitution may be submitted by any member to the Secretary of the Society who must, within seven days after receipt of the proposal, forward it to all members.

14.5 No motion proposing any amendment to this Constitution at a general meeting shall be deemed to have been passed unless two-thirds of the votes cast on the motion were in favour.

14.6 Any such motion shall be put to the next General Meeting, which shall be held not earlier than fourteen or later than forty days from the forwarding of the proposal to members.

14.7 The Secretary shall notify the Registrar of Incorporated Societies and the Charities Commission of all alterations, additions or revocations of these rules. This notification shall take such form as the Registrar and Charities Commission may require.

## **15. PECUNIARY PROFIT**

No Member or Associated Person shall derive any income, benefit, or advantage from the Society where that person can materially influence the payment of the income, benefit or advantage except where the income, benefit or advantage is derived from:

15.1 Professional services to the Society rendered in the course of business charged at no greater rate than current market rates; or

15.2 Interest on money lent at no greater rate than current market rates.

For the purposes of this clause, 'Associated Person' means:

- a) Any director of a company or other entity owned or controlled by the Society; or
- b) Any spouse, civil union partner, common law or de facto partner, of the Member (Member's Partner); or
- c) Any person connected to the member by blood relationship within the second degree of relationship; or
- d) Any adopted child of the Member or of the Member's first degree relative; or
- e) Any company, partnership, trust or other entity in which a Member, or Member's Partner, or person in c) or d) above, is financially interested whether as a shareholder, partner, director, beneficiary or otherwise.

## **16. WINDING UP**

16.1 The Society may be wound up only under the terms of section 24 of the Incorporated Societies Act 1908 (as amended).

16.2 The Society may be wound up voluntarily if, at a general meeting of its members, it passes a resolution requiring it to be wound up, and the resolution is confirmed at a subsequent general meeting called for that purpose and held not earlier than thirty days after the date on which the resolution so to be confirmed was passed.

16.3 A resolution requiring the Society to be wound up, and the confirmation of such a resolution, shall have been passed by a general meeting if a majority of votes cast on the resolution are in favour.

16.4 If the confirming resolutions are passed the Members shall appoint one or more liquidators to wind up the affairs of the Society. Upon a winding up of the Society, its assets, after payment of its debts and liabilities, will be donated to an organisation with similar objectives.

## SCHEDULE 1

1. A member may make a complaint to the President of the Society asking for expulsion of a Member.
2. The formal complaint must be made within 30 days of the offending action.
3. The President will by e-mail to the last known e-mail address notify the Member against whom the complaint has been made within 72 hours of receiving the complaint.
4. Any Officer or Councillor who may have a conflict of interest with the case must recuse themselves from any involvement with the following process.
5. The Officers of the Society shall confer within 14 days to consider whether there is sufficient substance to the complaint to warrant a further hearing.
6. If the Officers find insufficient substance to the complaint the matter will not be taken further and both the Member who is the subject of the complaint and the Member that made the complaint will be notified accordingly.
7. If the complaint is upheld by the Officers they will prepare a formal complaint notice.
8. On receipt of a formal complaint notice the Council shall, within 7 days, appoint a panel of 5 Councillors to hear the complaint.
9. The panel shall convene within 7 to 14 days in a face-to-face meeting to hear submissions.
10. The Member subject to the complaint shall have a right to make a submission to the panel. The hearing shall be confidential.
11. On completion of their deliberations the panel shall make recommendation to Council which shall include a summary of the facts of the case and the hearing.
12. The Council shall consider the panel's recommendation and within four weeks of receipt of the recommendation shall either vote to accept the recommendation or send it back to the panel for further consideration.
13. The Member subject to the complaint shall have no action taken against them until the completion of the process, except in an extreme case when Council may suspend a membership until the process is completed.
14. If a Member is terminated under these procedures any period of membership remaining in the year will be calculated and a pro-rata of subscription dues will be paid back to the person by the Society.
15. Any person subject to these procedures and having their membership terminated will normally not be permitted to re-apply for membership of the Society for a minimum of one year following the notice of termination.

## SCHEDULE 2

1. This Schedule governs the transition from the Constitution in force in June 2006 to the current text as adopted by the Members at the 2007 Annual General Meeting.
  
2. At the 2007 Annual General Meeting the following provisions apply:
  - 2.1 The retiring Councillors and Officers at this Annual General Meeting are the President and Vice President, and the five Councillors elected at the 2005 Annual General Meeting (or their replacements, if the Councillors originally elected in 2005 have left the Council and been replaced by other Councillors in by-elections).
  - 2.2 Members will elect a President and a Vice President, and five Councillors, as provided for in the existing Constitution.
  - 2.3 The President and Vice President will be elected for a two-year term (until the 2009 AGM).
  - 2.4 The five highest polling candidates for Council will be elected for a two-year term (until the 2009 AGM).
  - 2.5 The size of the Council therefore will be fourteen Councillors.
  
3. At the 2008 Annual General Meeting the following provisions apply:
  - 3.1 The retiring Councillors and Officers at this Annual General Meeting are the Secretary and Treasurer, and the five Councillors elected at the 2006 Annual General Meeting (or their replacements, if the Councillors originally elected in 2006 have left the Council and been replaced by other Councillors in by-elections).
  - 3.2 Members will elect six Councillors at this meeting.
  - 3.3 The four highest polling candidates for Council will be elected for a three-year term (until the 2011 AGM).
  - 3.4 The next two highest polling candidates for Council will be elected for a two-year term (until the 2010 AGM).
  - 3.5 The size of the Council therefore will be thirteen Councillors.
  
4. At the 2009 Annual General Meeting the following provisions apply:
  - 4.1 The retiring Councillors at this Annual General Meeting are the President and Vice President elected at the 2007 Annual General Meeting (as provided for in

2.2 of this Schedule), and the five Councillors elected at the 2007 Annual General meeting (as provided for in 2.4 of this Schedule).

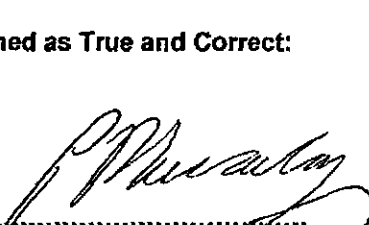
- 4.2 Members will elect a President and a Vice President, and four Councillors at this meeting.
  - 4.3 The President and Vice President, and the two highest polling candidates for Council, will be elected for a three-year term (until the 2012 AGM).
  - 4.4 The next two highest polling candidates for Council will be elected for a one-year term (until the 2010 AGM).
  - 4.5 The size of the Council therefore will be twelve Councillors, the new permanent size.
  - 4.6 Clause 7.4 of the Constitution is held to be amended with effect from 1 May 2009, by deleting the words "two years" and substituting the words "three years". For the avoidance of doubt, this means that the President and Vice President elected at the 2009 Annual General Meeting are the first to be elected for three-year terms, rather than the two-year terms provided for in the Constitution as at June 2006.
5. At the 2010 Annual General Meeting the following provisions apply:
- 5.1 The retiring Councillors at this Annual General Meeting are the two Councillors elected for a two-year term at the 2008 AGM (as provided for in 3.4 of this Schedule), and the two Councillors elected for a one-year term at the 2009 AGM (as provided for in 4.4 of this Schedule).
  - 5.2 Members will elect four Councillors at this meeting, for a three-year term (until the 2013 AGM).
6. By this stage the transition from the June 2006 Constitution is complete.




## Document Revision History

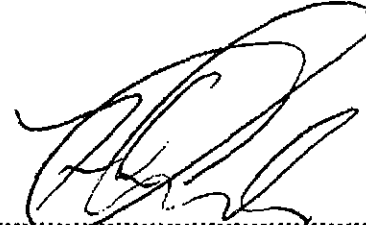
Date	Changes Etc
July 2007	<p>Extensive amendments were made at the 2007 AGM (27 July 2007) following the procedures set out in Clause 14 of the Constitution, to:</p> <ol style="list-style-type: none"> <li>1. allow for an application for Charitable Status (amending clause 6.3; adding clause 7.7; replacing clause 14.3 with the new text in this version; amending clause 14.7; amending clause 15).</li> <li>2. change the provisions governing the size and composition of Council (amending clauses 6.2 and 6.5, and adding clauses 6.2.1 and 6.5.1).</li> <li>3. removing the constitutional requirement for an Executive Committee (deleting clause 6.9).</li> <li>4. removing the offices of Secretary and Treasurer (deleting existing clauses 7.3 and 7.4).</li> <li>5. providing for the transition to the new arrangements (adding Schedule 2).</li> <li>6. renumbering the constitution taking these changes into account and fixing oddities in the existing numbering.</li> </ol> <p><i>Given the extensive nature of the above changes the prior wording is not recorded in this history section, but is available by comparing this document with the immediately preceding version of the Constitution, dated July 2006.</i></p>
July 2006	<ol style="list-style-type: none"> <li>1. Clauses 3, 4 and 5 in the previous version of the constitution were deleted and replaced with the wording shown above, to modify the Society's membership criteria.</li> <li>2. Clause 6.3.1 was added to the Constitution.</li> </ol> <p><i>Both changes were ratified at the Society's Annual General Meeting on 28 July 2006 after following the procedure set out in Clause 14 of the Constitution.</i></p>
July 2005	<ol style="list-style-type: none"> <li>1. Annual General Meeting on 30 July 2005 amended clause 6.9 as reflected in the wording above. The previous wording was as follows:  <i>Council shall establish an Executive Committee of Council to manage the Society between meetings of the Council and have delegated powers as Council shall see fit. The composition of the Executive Committee shall be the Officers of the Society and one other Councillor nominated by the chair. The Executive Committee shall be chaired by the President. The Executive Director shall attend all meetings of the Executive Committee but shall not be a member.</i> </li> <li>2. Annual General Meeting on 30 July 2005 amended clause 10.2.3 h) as reflected in the wording above. The previous wording was as follows:  <i>To consider such other business as any Member properly brings before the meeting.</i> </li> </ol>

Signed as True and Correct:

  
 Pete Macaulay, President

Date: 10 Aug 2007

  
 Keith March, Executive Director

  
 Dr. Frank March, Vice President

Date: 10 Aug 2007