

**CONSTITUTION (Articles of Incorporation)**  
**of the**  
**Internet Society of New Zealand (Incorporated)**

**1. NAME**

The Society shall be known as: THE 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.

[DLA PF Note: Optional change - the Society may wish to include a catch all provision in the objects to cover the advocacy activities undertaken by the Society. This is not a requirement under the Charities Act 2005, but it is often used by charities that undertake advocacy activities. This following is an example of a catch all provision that the Society could include if it is given charitable status.]

- 2.11 To raise public awareness and cultivate a sentiment in favour of keeping the Internet free and uncapturable through the use of publications, the Internet, the media and public advocacy, provided that this does not extend to directly promoting changes in the law, government policy or the administrative decisions of government authorities.

### 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:
1. "Ordinary"

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:
  - a. Small. Defined as having fewer than 100 employees
  - b. 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 14, with the number of Elected Council members varying as necessary to maintain this number.
- 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 Elected Council Members shall serve for a two-year term, until the conclusion of the AGM held in the year their term expires. Council Members may hold office for consecutive terms.

6.5.1 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

- a. 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
- b. 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.

6.9 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; the method of selection of the Councillor will be as specified in the Council Bylaws. 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.

## 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 The Secretary;

The Secretary shall have responsibility for such administrative tasks as may be required by the Constitution or by the Council.

7.4 The Treasurer;

The Treasurer shall administer the financial affairs of the Society as directed by the Council.

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

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

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

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

[DLAPF Note: Recommended change - the following clause is an example of they type of clause that should be added if the Society is granted charitable status, as the Charities Act 2005 restricts individuals from being Officers of a charity in the circumstances outlined. In our view, it would be prudent to adopt a clause of this type, regardless of whether the Society obtains charitable status, as it will protect the Society from having Officers who many would regard as not 'appropriate' influencing the management of the Society.]

7.9 Eligibility of Officers

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

a. an individual who is an undischarged bankrupt.

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

c. 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.

d. 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.

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

f. 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.

g. 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:

- a. 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.

- b. 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.
- c. 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.
- d. 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.
- e. Nominations for elected positions will not be permitted from the floor of the AGM unless there is a shortfall of nominations for a position.
- f. The elections for Officers shall be conducted at the AGM prior to the election for ordinary Council Members
- g. To elect an auditor. The auditor must be a member of the Institute of Chartered Accountants of New Zealand (ICANZ).
- h. 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:

- a. By the President or by resolution of the Council.
- b. 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)

- a. 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.
- b. 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.
- c. 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
- d. An e-GM will only vote on the proposed resolutions which form part of the meeting notice.
- e. 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

- a. The President of the Society or the Vice-President in the absence of the President will chair every Annual, Special, or electronic General Meeting.
- b. 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 No addition to or alteration of the pecuniary profit section (section 16) or winding up section (section 17) shall be approved without the approval of the Inland Revenue~~

Department. [DLA PF Note: Recommended change - clause 14.3 should be deleted as the Inland Revenue Department (IRD) will no longer be approving clauses to governing documents and we note that the IRD has given a general approval for changes to be made to such clauses. However, if charitable status is approved, an alternative clause 14.3 should be included to ensure that notice is given to members regarding the possible adverse effect to charitable status if the pecuniary profit or winding up section is altered. Suggested wording for such a clause follows]

14.3 Any proposal to amend the pecuniary profit section (clause 16) or winding up section (clause 17) 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.

[DLA PF Note: Optional change: - if charitable status is approved, we recommend these amendments to reflect the Society's obligations to report to both the Registrar of Incorporated Societies and the Charities Commission]

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

[DLA PF Note: Recommended change - this amendment clarifies what is meant by a 'person associated with a Member of the Society' and reflects the test in the income tax exemption for charities' business income]

No Member or Associated Person ~~person associated with a Member of the Society~~ 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:

- a. Professional services to the Society rendered in the course of business charged at no greater rate than current market rates; or
- b. Interest on money lent at no greater rate than current market rates.

For the purpose 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.

**Document Revision History**

Date	Changes Etc
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:

.....  
Colin Jackson, President

.....  
Chris Streatfield, Secretary

Date:

Date: