



Library and Information Association of New Zealand
Te Rau Herenga O Aotearoa

CONSTITUTION

New Zealand Library Association (Incorporated)

INTRODUCTION

1. Name

- 1.1 The name of the society is the New Zealand Library Association (Incorporated).
The Association trades as the Library and Information Association of New Zealand Aotearoa — Te Rau Herenga o Aotearoa.

2. Interpretation

- 2.1 **Definitions:** in this Constitution, unless the context otherwise requires:

Act means the Incorporated Societies Act 1908 and any legislation enacted in replacement or substitution of that statute which provides for the incorporation of societies;

Annual General Meeting means a meeting convened in accordance with rule 28;

Association Meeting means an Annual General Meeting or a Special General Meeting;

Applicant means a person applying under rule 8 to become a member of the Association;

Balance Date means the balance date of the Association set out in rule 24;

Code of Practice means the code of practice issued in accordance with rule 38;

Council means the governing body of the Association constituted in accordance with rule 15;

Council Member means a member of the Council in accordance with rule 15;

Employee means an individual who is employed by the Association under an employment agreement;

Executive Director means the person appointed by the Council in accordance with rule 20;

Honorary Life Member means a Member described in rule 9;

Immediate Past President means the President immediately previous to the current President from time to time;

Member means a person admitted by the Council to be a member of the Association and includes an Honorary Life Member or Overseas Member;

Not-for-profit Entity means:

- a. a society incorporated under the Act;
- b. a registered charitable entity; or
- c. any other institution, association, organisation, or trust that is not carried on for the private benefit of an individual and whose constitutional instruments provide that its surplus assets must be distributed to a not-for-profit entity as defined herein:

Officer means an officer of the Association constituted in accordance with rule 14;

Overseas Member means a Member described in rule 10;

Purposes means the purposes set out in rule 4;

President means the immediately previous President Elect;

President Elect means the Member elected in accordance with rule 16.1;

Register of Interests means the register described in rule 21;

Register of Members means the register described in rule 11; and

Registrar means the Registrar of Incorporated Societies.

2.2 **Interpretation:** in this Constitution:

2.2.1 a gender includes all other genders;

2.2.2 the singular includes the plural and vice-versa;

2.2.3 any reference to legislation includes any regulation, order-in-council, or other instrument issued or made under that legislation, and any modification or re-enactment of that legislation, or any legislation enacted in substitution of that legislation;

2.2.4 a reference to persons includes bodies corporate;

2.2.5 a reference to a person includes the legal personal representatives, successors, and permitted assigns of that person; and

2.2.6 headings and the contents page are for reference only and are to be ignored in construing this Constitution.

3. **Registered Office**

- 3.1 The registered office of the Association shall be at such place as the Council shall determine from time to time.
- 3.2 The Executive Director must give to the Registrar notice of any change to the registered office as soon as practicable after any such change is made.

4. **Purposes**

- 4.1 The purposes of the Association are to:
 - 4.1.1 support and promote the provision of quality library and information services that deliver positive economic, social, and cultural outcomes for communities in Aotearoa New Zealand through:
 - a. equitable and free access to information;
 - b. opportunities for lifelong learning, literacies, and creativity;
 - c. democratic engagement and participation; and
 - 4.1.2 do anything conducive or incidental to the attainment of the above purposes.
- 4.2 In order to achieve the Purposes, the Association:
 - 4.2.1 works in partnership with Te Rōpū Whakahaui;
 - 4.2.2 works with library and information organisations to support the delivery of library and information services that are vital to the economic, social, and cultural wellbeing of Aotearoa New Zealand;
 - 4.2.3 provides professional development services and forums to library and information professionals;
 - 4.2.4 recognises and honours the attainment of professional standards and distinguished professionalism through professional registration, honours, and awards;
 - 4.2.5 promotes the role of library and information services in Aotearoa New Zealand and of library and information professionals;
 - 4.2.6 promotes and encourages research into issues and challenges in the library and information profession in Aotearoa New Zealand;
 - 4.2.7 promotes, encourages, and monitors ethical standards of conduct in the library and information profession; and
 - 4.2.8 promotes the inclusion and use of Aotearoa New Zealand's official languages.

4.3 The Association is committed to the recognition and implementation of Te Tiriti o Waitangi and the role of its membership in demonstrating their understanding and practical application of effective bicultural responsiveness.

5. Powers

5.1 The Association has full capacity to carry on or undertake any activity, do any act, or enter into any transaction, both within and outside New Zealand that the Council may deem to be conducive or incidental to the full exercise of the Purposes of the Association.

5.2 For the purposes of rule 5.1, the Association has full rights, powers, and privileges, subject only to the restrictions contained in rule 5.3.

5.3 The Association's powers are restricted to the extent:

5.3.1 provided in rule 23 as to finances; and

5.3.2 required by law.

MEMBERSHIP

6. Types of Members

6.1 Membership of the Association may comprise different classes of membership as decided by the Council from time to time.

6.2 Members have the rights and responsibilities set out in this Constitution.

7. Obligations of Members

7.1 All Members shall promote the Purposes of the Association and shall do nothing to bring the Association into disrepute.

8. Admission of Members

8.1 To become a Member, an Applicant must:

8.1.1 complete an application form as prescribed by the Council, and submit the same to the Executive Director;

8.1.2 supply any other information the Council requires; and

8.1.3 consent to be a Member.

8.2 The Council may interview an Applicant when it considers membership applications.

8.3 The Council shall have complete discretion in deciding whether or not to allow the Applicant to become a Member. The Council via the Executive Director shall advise the Applicant of its decision and that decision shall be final.

8.4 The Executive Director shall as soon as practicable after the admission of a new Member:

8.4.1 notify that Member of their admission;

8.4.2 cause that Member's details to be entered into the Register of Members; and

8.4.3 notify the Council of the Member's admission at the next meeting of the Council.

9. **Honorary Life Members**

9.1 **Nomination:** Any Member of the Association may nominate a person to be made an Honorary Life Member of the Association. Every such nomination shall be made to the Council in writing together with supporting evidence setting out the basis upon which the nominator or nominators consider the person has rendered distinguished service in furthering the Purposes of the Association.

9.2 **Consideration:** The nomination shall be considered and decided by the Council at its next meeting. The Council shall undertake full consultation and discussion with the nominator or nominators.

9.3 **Subscription Fees:** Honorary Life Members are exempt from payment of subscription fee(s) under rule 12, but may make a donation to the Association in lieu thereof (if they choose to do so).

9.4 **Duration:** Unless an Honorary Life Member's membership is terminated early in accordance with this Constitution, an Honorary Life Member shall be a Member for their lifetime. Honorary Life Membership commences on such date as determined by the Council and announced to the membership of the Association at the Annual General Meeting or at such other time and by such other means as determined by the Council.

10. **Overseas Members**

10.1 Any person or organisation not normally resident or having its registered office in New Zealand and interested in the Purposes of the Association shall be eligible to be an Overseas Member of the Association upon such terms as the Council may decide from time to time.

10.2 Any Member normally resident in New Zealand shall be eligible to become an Overseas Member during any absence from New Zealand of not less than twelve months. Such members shall have the right to vote at an Association Meeting.

11. **Register of Members**

11.1 The Executive Director shall keep a Register of Members containing:

11.1.1 each Member's:

- a. name;
- b. postal and email address;
- c. telephone number(s);

(Contact Details) and

11.1.2 the date each Member became a Member.

11.2 If a Member's Contact Details change, that Member shall promptly advise the Executive Director of the new name, postal or email address, or telephone number (as the case may be). The Executive Director must then cause the Register of Members to be updated as soon as practicable.

11.3 Each Member shall provide such other details as the Council reasonably requires.

11.4 An Officer of the Association may access the Register if access is necessary for the performance of the Officer's functions or the exercise of the Officer's powers.

11.5 A Member may make a request to the Executive Director for access to the Register. The Executive Director will provide access to the extent that Members have consented to access being granted to information about themselves on the Register, and shall at all times comply with the requirements of the Privacy Act 2020.

12. **Subscription Fees**

12.1 The annual subscription fee(s) due and payable to the Association by every Member (other than an Honorary Life Member) shall be determined by the Council from time to time.

12.2 The Council shall determine at its discretion the due date(s) and methods for payment of subscription fee(s). The Council must ensure that such information is appropriately communicated to Members.

12.3 The Council may from time to time temporarily offer special subscription fee(s) rates.

12.4 If a Member has not paid their annual subscription fee(s) or any other monies owing to the Association within 30 days of the due date for payment then that Member's membership may be suspended and that person shall not be entitled to exercise or enjoy any right, privilege, or advantage of membership until all such monies have been paid, unless the Council determines otherwise in special circumstances. Before any suspension can take effect the Association must give written notice to the Member concerned of the outstanding monies owed.

13. **Cessation of Membership**

13.1 A Member's membership of the Association shall cease in any of the following circumstances:

13.1.1 Resignation as described in rule 13.2.

13.1.2 Termination for default as described in rule 13.3.

13.1.3 Termination as result of disciplinary action in accordance with rules 34 to 35.

13.2 A Member may resign by giving written and dated notice to the Executive Director. A resigning Member's membership will cease on the date of the notice of resignation. Resignation does not relieve the resigning Member from liability for the payment of any monies due to the Association at the time of resignation.

13.3 A Member may have their membership terminated by the Council if any monies are due and owing to the Association for a period of 60 days or longer after the date of any notice requiring the Member to pay the outstanding monies has been given to the Member by the Association. Any such Member shall not be relieved from liability for the payment of any monies owing to the Association at the time of termination.

GOVERNANCE

14. **Officers**

14.1 The following persons are officers of the Association:

14.1.1 The President Elect.

14.1.2 The President.

14.1.3 The Immediate Past President.

14.1.4 The Treasurer.

15. **Council**

15.1 The Council is the Association's committee for the purposes of the Act. The Council comprises the following persons:

15.1.1 The President Elect.

15.1.2 The President.

15.1.3 The Immediate Past President.

15.1.4 The Treasurer.

15.1.5 Four Members elected in accordance with rule 16.4.

15.1.6 One person with skills in Tikanga and Mātauranga Māori, if appointed in accordance with rule 17.2.

15.1.7 One other person, if appointed in accordance with rule 17.3.

15.2 Only Members of the Association may be a Council Member. A person appointed to the Council under rule 15.1.6 or 15.1.7 shall be granted membership of the Association notwithstanding rule 8.

16. **Elections**

16.1 The Association shall elect a Member as President Elect before the Balance Date each year. The President Elect shall serve a one year term commencing on first day of the next financial year following their election. A Member elected as President Elect cannot be re-elected.

16.2 The President shall be the immediately previous President Elect. The President shall serve a one year term commencing on the first day of the next financial year following the election of a new President Elect.

16.3 The Immediate Past President shall be the immediately previous President. The Immediate Past President shall serve a one year term commencing on the first day of the next financial year following the election of a new President Elect.

16.4 The Association shall elect four other Members as Council Members before the Balance Date each year. Council Members elected under this rule shall serve a three year term commencing on the first day of the next financial year following their election and may only be elected for one subsequent three year term.

16.5 The Council shall determine how elections under this rule are conducted. Nominations of candidates for election to the Council shall be sought to increase the Council's diversity of skills, knowledge, perspectives, and networks, based on an annual audit of the current strategic aims of the Council and the Association.

17. **Appointments**

17.1 The Council shall appoint a member of the Chartered Accountants Australia and New Zealand as Treasurer. The Treasurer shall serve three year term commencing on the date they are appointed, unless otherwise decided by the Council.

17.2 The Council may appoint one person with skills in Tikanga and Mātauranga Māori as a Council Member. A person appointed under this rule shall serve a three year term commencing from the date they are appointed, unless otherwise decided by the Council.

17.3 The Council may appoint one other person as a Council Member. A person appointed under this rule shall serve a three year term commencing from the date they are appointed, unless otherwise decided by the Council.

17.4 Nominations of candidates for appointment to the Council shall be sought to increase the Council's diversity of skills, knowledge, perspectives, and networks, based on an annual audit of the current strategic aims of the Council and the Association.

17.5 If there are no candidates nominated for election or appointment to a position on the Council, the Council may appoint a person to that position. Any person appointed to a position on the Council under this rule shall hold that position as if they were elected or appointed in accordance with rule 16 or 17.

18. **Vacancies**

18.1 If a position on the Council becomes vacant during a Council Member's term, other than Immediate Past President, the Council may appoint another Member to that position for the balance of that term. Notwithstanding rule 16.2, person appointed to the Council in the place of a President Elect or President shall not automatically continue as a Council Member.

19. **Council Meetings**

19.1 **Calling:** The Council shall meet at least four times per year, when, where, and how it thinks fit, and otherwise as convened by:

19.1.1 the President;

19.1.2 the Executive Director; or

19.1.3 at least three other Council Members.

19.2 **Procedure:** Subject to this Constitution, the Council may meet, adjourn, and otherwise regulate its meetings as it thinks fit.

19.3 **Business:** The business of every Council Meeting shall include:

19.3.1 receiving and approving the minutes of the previous Council Meeting;

19.3.2 reviewing the Register of Interests and disclosure of interests;

19.3.3 motions to be considered; and

19.3.4 general business.

19.4 **Notice:** The Executive Director must give each Council Member at least five working days' notice of a Council Meeting. For any Council Meeting, the notice must include:

19.4.1 the time, place, and methods of participation the Council Meeting;

19.4.2 the minutes of the previous Council Meeting;

19.4.3 a copy of the Register of Interests;

- 19.4.4 any motions received; and
- 19.4.5 specification of business intended to be conducted and intended areas of discussion.
- 19.5 **Quorum:** A quorum for a Council Meeting shall be six Council Members including one of the President Elect or the President.
- 19.6 **Chairperson:** Council Meetings shall be chaired by the President by default. If the President is absent, the President Elect shall chair the meeting. If the President and President Elect are both absent, the Immediate Past President shall chair the meeting.
- 19.7 **Form:** A Council Meeting may be held by a quorum of Council Members:
- 19.7.1 meeting in person at the appointed time and place;
- 19.7.2 participating in a meeting by means of audio, audio and visual, or other electronic communication; or
- 19.7.3 a combination of the methods described in rules 19.7.1 and 19.7.2.
- 19.8 **Voting:** A Council Member has one vote at a Council Meeting.
- 19.9 **Executive Director:** The Executive Director has speaking and initiating rights at a Council Meeting, but does not have a vote.
- 19.10 **Electronic voting:** A Council Member may cast an electronic vote at any Council Meeting by sending a notice of the vote using electronic means permitted by the Council to the Executive Director at least 24 hours before the relevant Council Meeting.
- 19.11 **Adjournment:** The person chairing a Council Meeting may, with the consent of the other Council Members present, adjourn that Council Meeting to another time or place or both if necessary.
- 19.12 **Resolution in lieu:** The Council may make a decision by resolution in lieu of a Council Meeting signed by at least two-thirds of the Council Members. Any resolution passed in lieu of a Council Meeting is only valid as if it had been passed at a Council Meeting if a copy of the resolution is provided to every Council Member. A copy of any such resolution must be entered in the minute book of Council Meetings.
- 19.13 **Minutes:** The Council must ensure that minutes of a Council Meeting are recorded. The Executive Director must forward a copy of the minutes to all Council Members as soon as practicable after a Council Meeting. If no Council Member objects to the minutes, the minutes are a true and accurate record of the business conducted at a Council Meeting.
20. **Executive Director**
- 20.1 The Council may appoint an Executive Director to be responsible for managing the Association in accordance with this Constitution and the Purposes.
- 20.2 The Executive Director shall:

- 20.2.1 manage the Association as directed by the Council;
 - 20.2.2 attend and keep minutes of Council Meetings and Association Meetings; and
 - 20.2.3 manage correspondence between the Council and Members.
- 20.3 The Council shall determine the Executive Director's terms of employment.
- 20.4 The Executive Director is the Association's contact officer for the purposes of the Act.
- 20.5 If no Executive Director is appointed, the Council must discharge, or appoint another person to discharge, the Executive Director's functions, powers, and responsibilities under this rule.

21. Register of Interests

- 21.1 The Council must keep and maintain a register of interests disclosed by Council Members containing each Council Member's name and interest in a matter.
- 21.2 Each entry in the Register of Interests must contain the date, nature, and extent of the interest, including, if quantifiable, the monetary value of the interest.

22. Cessation of Council Membership

- 22.1 A Council Member's membership of the Council ceases in the following circumstances:
- 22.1.1 Resignation in accordance with rule 22.2.
 - 22.1.2 Termination by resolution passed at an Association Meeting.
 - 22.1.3 Termination by the President where the Council Member has been absent without leave from two consecutive Council Meetings.
 - 22.1.4 Termination as a result of disciplinary action in accordance with rules 34 to 35.
 - 22.1.5 Disqualification in accordance with the Act.
 - 22.1.6 Expiry of term.
 - 22.1.7 Cessation of the Council Member's membership of the Association.
 - 22.1.8 Death of the Council Member.
- 22.2 A Council Member may resign from the Council by delivering a signed and dated notice of resignation to the Executive Director. A notice of resignation is effective when it is received by the Executive Director or at a later date specified in the notice. Resignation from the Council does not affect a Member's membership of the Association.
- 22.3 A Council Member who resigns from the Council must immediately return all Council information, documents, records, and property.

FINANCES**23. Use of monies and other assets**

23.1 The monies and other assets of the Association must be used:

23.1.1 for a purpose of the Association; and

23.1.2 as decided by:

- a. the Council; or
- b. resolution passed at an Association Meeting.

23.2 The monies and other assets of the Association must not be used for the private benefit of any Member or other individual.

23.3 All uses of monies and other assets of the Association must be approved by:

23.3.1 two Officers;

23.3.2 the Executive Director; or

23.3.3 two Employees of the Association authorised by the Council to approve the use of monies or other assets.

24. Balance Date

24.1 The balance date of the Association shall be 30 June of each year.

25. Accounting Records

25.1 The Council shall ensure there are kept at all times accounting records that:

25.1.1 correctly record the transactions of the Association;

25.1.2 will allow the Association to produce financial statements that comply with the requirements of the Act; and

25.1.3 enable the financial statements to be readily and properly audited.

25.2 The Council shall establish and maintain a satisfactory system of control of the Association's accounting records.

26. Financial Statements

26.1 The Council shall ensure that, within three months of the Association's balance date, financial statements are:

26.1.1 completed in relation to the Association and that accounting period; and

26.1.2 signed and dated by or on behalf of the Council by two Council Members.

26.2 The Executive Director must ensure that, within six months of the Association's balance date, copies of the financial statements of the Association for the accounting period ending on that date are given to the Registrar.

27. Auditor

27.1 The financial statements of the Association may be audited or reviewed by an auditor to be appointed each year at the Annual General Meeting. The auditor shall be a member of the Institute of Chartered Accountants of New Zealand.

ASSOCIATION MEETINGS

28. Annual General Meeting

28.1 An Annual General Meeting shall be held once every year no later than six months after the Association's balance date for that year and no later than 15 months after the previous Annual General Meeting. The Council must determine when and where the Association will meet within those dates.

28.2 The business of every Annual General Meeting shall be:

28.2.1 receiving and approving the minutes of the Association's previous Annual General Meeting and any Association Meeting(s) since that meeting;

28.2.2 the presentation of:

- a. the annual report on the affairs of the Association during the most recently completed accounting period;
- b. the financial statements of the Association for that period; and
- c. a summary of any disclosures or the types of disclosures made by Council members of an interest in matters being considered by or affecting the Association, recorded since the previous Annual General Meeting;

28.2.3 the appointment of an auditor; and

28.2.4 motions to be considered.

29. Special General Meetings

29.1 A Special General Meeting may be called by the Council.

- 29.2 The Council must call a Special General Meeting if the Executive Director receives a written request signed by no fewer than 30 Members stating:
- 29.2.1 the purpose for which a Special General Meeting is required; and
 - 29.2.2 the business intended to be conducted at the Special General Meeting.
- 29.3 The Council must determine when, where, and how a Special General Meeting will be held.
- 29.4 If 50 per cent of more of the Council Members are prevented from voting on a matter by the Act, the Council must call a Special General Meeting to consider and determine the matter.

30. **Notice of Association Meetings**

- 30.1 The Executive Director must give to all Members written notice of an Association Meeting and the business to be conducted at an Association Meeting not later than 30 days prior to the date of that Association Meeting. For any Association Meeting, the written notice must include:
- 30.1.1 specification of intended areas of discussion;
 - 30.1.2 notice of any motions;
 - 30.1.3 any information provided by a Member in support of the Member's motion; and
 - 30.1.4 the Council's recommendation about any motions.
- 30.2 For an Annual General Meeting, the written notice must include:
- 30.2.1 the annual report on the affairs of the Association during the most recently completed accounting period; and
 - 30.2.2 the financial statements of the Association for the period.
- 30.3 If the Executive Director has sent a Notice to all Members in good faith, the Association Meeting and its business will not be invalidated only because one or more Members did not receive the notice.

31. **Association Meeting Procedure**

- 31.1 All Members may attend and vote at an Association Meeting.
- 31.2 No Association Meeting may be held unless at least 30 eligible Members attend. A quorum for an Association Meeting shall be 30 Members.
- 31.3 An Association Meeting can be held by a quorum of the Members:
- 31.3.1 meeting together at the appointed time and place; or

31.3.2 participating in the meeting by means of audio, audio and visual, or electronic communication; or

31.3.3 by a combination of both methods described in sub-rules 31.3.1 and 31.3.2.

31.4 All Association Meetings shall be chaired by the President. If the President is absent, the President Elect shall chair the meeting. If the President and President Elect are both absent, the Immediate Past President shall chair the meeting. Any person chairing an Association Meeting has a casting vote.

31.5 The Council must ensure that minutes of an Association Meeting are recorded. As soon as practicable after the conclusion of an Association Meeting, the Executive Director shall cause a copy of the minutes to be forwarded to all Members.

31.6 The chair or their nominee may adjourn an Association Meeting if necessary. If within half an hour after the time appointed for a meeting a quorum is not present the meeting, if convened upon requisition of Members, the meeting shall be dissolved. In any other case it shall stand adjourned to a day, time, and place determined by the Council, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The chair may with the consent of those present at an Association Meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

32. **Motions**

32.1 Any Member may request that a motion be voted on at a particular Association Meeting, by giving written notice to the Executive Director at least 45 days before that meeting. The Member may also provide information in support of the motion. The Council may in its absolute discretion decide whether or not the Association will vote on the motion. However, if the Member's Motion is signed by at least 30 eligible Members:

32.1.1 it must be voted on at the Association Meeting hearing the motion;

32.1.2 the Executive Director must give the information provided in support to all Members at least 30 days before the Association Meeting chosen by the Member; and

32.1.3 if the Executive Director fails to meet sub-rule 32.1.2, the Member has the right to raise the motion at the following Association Meeting.

32.2 The Council may also decide to put forward motions for the Association to decide upon. The Executive Director must give the notice of a Council motion in accordance with rule 32.1.

32.3 The Association may pass a written resolution in lieu of an Association Meeting in accordance with the Act.

33. **Voting**

33.1 On any given motion at an Association Meeting, the chair shall in good faith determine whether to vote by:

33.1.1 voices (acclamation);

33.1.2 show of hands; or

33.1.3 poll.

However, if any Member demands a poll before a vote by voices or show of hand has begun, voting must be by poll. If a poll is held, the chair will have a second vote, being a casting vote.

33.2 The Council may determine how a motion shall be voted on before an Association Meeting, including by electronic means before the Association Meeting.

33.3 A Member may exercise the right to vote either by being present or by proxy.

33.4 A proxy must be another Member. A proxy must be appointed by an instrument in writing signed by or, in the case of an electronic notice, sent by the Member. The notice must be in the form prescribed by the Council.

33.5 No proxy is effective in relation to an Association Meeting unless a copy of the instrument appointing the proxy is produced before the start of the meeting.

33.6 A body corporate that is a Member may appoint a representative to attend an Association Meeting on its behalf in the same manner as that in which a Member could appoint a proxy.

33.7 For the purposes of rule 33.1, the instrument appointing a proxy to vote at an Association meeting confers authority to demand or join in demanding a poll and a demand by a person as proxy for a Member has the same effect as a demand by the Member.

DISPUTE RESOLUTION

34. Complaints and Grievances

34.1 Complaints about the conduct of a Member shall be heard and determined in accordance with the procedures set out in the Code of Practice.

34.2 Grievances about damage caused to a Member's rights or interests as a Member or Members' rights or interests generally shall be heard and determined in accordance with the procedures set out in the Code of Practice.

35. Termination

35.1 If, for any reason whatsoever, the Council is of the view that a member is breaching the Constitution, acting in a manner inconsistent with the Purposes of the Association, or acting in a manner that discredits the Association, the Council may give written notice of this to the member (**Notice of Intention to Terminate**). The Notice of Intention to Terminate must:

- 35.1.1 explain how the Member is breaching the Constitution, acting in a manner inconsistent with the Purposes of the Association, or acting in a manner that seriously discredits the Association;
 - 35.1.2 state what the Member must do in order to remedy the situation, or state that the Member must write to the Council giving reasons why the Council should not terminate the Member's membership; and
 - 35.1.3 state that if, within 14 days of the Member receiving the Notice of Intention to Terminate, the Council is not satisfied, the Council may in its absolute discretion immediately terminate the Member's membership;
- 35.2 Fourteen days after the Member receives the Notice of Intention to Terminate, the Council may in its absolute discretion by majority vote terminate the Member's membership by giving the Member written notice (**Notice of Termination**), taking immediate effect. The Notice of Termination must state that the Member may appeal to the Council at the next Council Meeting by giving written notice to the Executive Director (**Notice of Appeal**) within 14 days of the Member's receipt of the Notice of Termination.
- 35.3 If the Member gives the Notice of Appeal to the Executive Director, the Member will have the right to be fairly heard at a Council Meeting held within the following 45 days. If the Member chooses, the Member may provide the Executive Director with a written explanation of the events as the Member sees them (**Member's Explanation**), and the Member may require the Executive Director to give the Member's Explanation to every Council Member within 7 days of the Executive Director receiving the Member's Explanation. If the Member is not satisfied that the Council Members have had sufficient time to consider the Member's Explanation, the Member may defer his or her right to be heard until the following Council Meeting.
- 35.4 The Council shall then by majority vote decide whether to let the termination stand, or whether to reinstate the Member. The Council's decision is final.

ADMINISTRATION

36. Amendments to Constitution

- 36.1 This Constitution may only be altered, added to, or repealed by a resolution passed by a majority vote at an Association Meeting in accordance with this Constitution.
- 36.2 Notice of an intention to alter this Constitution may be given by the Council or any Member by submitting the proposed amendments to the Executive Director:
- 36.2.1 at least 45 days prior to an Annual General Meeting; or
 - 36.2.2 as part of a request to hold a Special General Meeting made in accordance with rule 29.2.

37. **Bylaws**

- 37.1 The Council may from time-to-time make, alter, or rescind bylaws for the general management of the Association, so long as these are not repugnant to this Constitution or to the provision of law.
- 37.2 All such bylaws shall be binding on Members. A copy of the bylaws for the time being shall be available for inspection by any Member on request to the Executive Director.

38. **Code of Practice**

- 38.1 The Council shall issue a Code of Practice containing the guidelines and procedures for the day-to-day operation of the Association. The Council may alter and amend the Code of Practice from time to time as it sees fit.
- 38.2 Where any provision in the Code of Practice conflicts with the rules of this Constitution, the rules of this Constitution shall take precedence.

39. **Winding Up**

- 39.1 The Association may be wound up if:
- 39.1.1 a resolution is passed at an Association Meeting winding up the Association; and
- 39.1.2 such resolution is confirmed by a resolution passed at a subsequent Special General Meeting called for that purpose and held not earlier than 30 days after the date on which the resolution to be confirmed was passed.
- 39.2 The Association may be wound up otherwise in accordance with the Act.
- 39.3 If the Association is wound up:
- 39.3.1 the Association's debts, costs, and liabilities shall be paid;
- 39.3.2 surplus monies and other assets of the Association may be disposed of:
- a. by resolution; or
- b. according to the provisions of the Act;
- 39.3.3 no distribution may be made to any Member;
- 39.3.4 the surplus monies and other assets shall be distributed by resolution to:
- a. a Not-for-profit Entity operating in the galleries, libraries, and museums sector; or
- b. if distribution to a Not-for-profit entity in accordance with rule 39.3.4a is not available or practicable, then any other Not-for-profit Entity.

40. **Notices**

- 40.1 **From the Association:** Any notice required to be given by or on behalf of the Association under this Constitution shall be in writing and may be served either personally, by electronic mail, or by posting addressed to the Member at the address the Member as appears in the Register of Members. If given by post the notice shall be deemed to have been given at the time when delivered in the ordinary course of post.
- 40.2 **To the Association:** Any notice required to be given to the Association under this Constitution shall be in writing and may be given to the Executive Director or sent to the Association's registered office by post or any electronic mail address specified by the Association.

41. **Awards**

- 41.1 The Council may present an award or honour to any person who merits recognition.

42. **Access to Information**

43. Members may at any time make a written request to the Association for information held by the Association. The Association must comply with the Act and the Privacy Act 2020 when responding to a request.

44. **Common Seal**

- 44.1 The Council shall provide a common seal for the Association and may from time to time replace it with a new one.
- 44.2 The Executive Director shall have custody of the common seal, which shall only be used by the authority of the Council. Every document to which the common seal is affixed shall be signed by the President and countersigned by the Executive Director or a member of the Council. Each affixation of the common seal shall require a separate resolution of the Council.

45. **Indemnity and Insurance**

- 45.1 **Indemnity:** each Officer, Council Member, and Employee of the Association shall, except in the case of willful default or fraudulent acts or omissions, be indemnified by and out of the monies and other assets of the Association in respect of:
- 45.1.1 liability to any person other than the Association for any act or omission in his or her capacity as an Officer, Council Member, or Employee of the Association; or
- 45.1.2 costs incurred by the Officer, Council Member, or Employee in defending or settling any claim or proceeding relating to that liability.
- 45.2 Liability in rule 45.1 does not include:

45.2.1 criminal liability; or

45.2.2 a liability that arises out of a failure to act in good faith and in the best interests of the Association when acting in the capacity as an Officer, Council Member, or an Employee.

45.3 **Insurance:** the Council may, at the expense of the Association, obtain any appropriate insurance cover in respect of the indemnity provision in rule 45.1.

46. **Matters Not Provided For**

46.1 If any matter arises which in the opinion of the Council is not provided for in this Constitution, then it may be determined by the Council in such manner as the Council deems fit. Every such determination shall be binding upon Members unless and until set aside by resolution at an Association Meeting.