

CONSTITUTION

The Theosophical Society in New Zealand Incorporated

DATED: 16th January 2026

Contents

INTRODUCTION	1
1. NAME AND STATUS.....	1
2. OBJECTS AND MISSION	1
3. NO PERSONAL BENEFIT	1
4. DEFINITIONS.....	2
5. PARENT SOCIETY RULES	5
6. ALTERATIONS TO THE CONSTITUTION	5
7. MEMBERSHIP	6
8. REGISTER OF MEMBERS.....	8
9. GOOD CONDUCT	9
10. CEASING TO BE A MEMBER	9
11. RE-ADMISSION OF FORMER MEMBERS.....	10
12. ANNUAL SUBSCRIPTIONS AND DUES.....	10
13. GOVERNANCE.....	11
14. NATIONAL REFERENDUMS	11
15. GENERAL MEETINGS	11
16. DELEGATES	14
17. GOVERNANCE OF SOCIETY	15
18. GOVERNANCE BOARD	15
19. OFFICER ELECTIONS	16
20. TERMS OF OFFICE.....	18
21. WHEN DOES AN OFFICER CEASE TO BE AN OFFICER	19
22. ROLE OF GOVERNANCE BOARD	19
23. OFFICER DUTIES	20
24. NATIONAL PRESIDENT AND NATIONAL VICE PRESIDENT	20
25. GOVERNANCE BOARD MEETINGS	20
26. POWERS	22
27. ADMINISTRATION OF SOCIETY.....	22
28. MANAGEMENT TEAM.....	22
29. COMMITTEES	24
30. GOVERNMENT OF LODGES	24
31. NEW LODGES	25
32. AFFILIATED CENTRES.....	26
33. NEW AFFILIATED CENTRES	26
34. STUDY CENTRES	26
35. CONFLICTS OF INTEREST	27
36. ACCESS TO INFORMATION	28
37. DISPUTE RESOLUTION	28
38. ACCOUNTS	31
39. FINANCES	31

40.	CONTACT PERSON.....	31
41.	BYLAWS	32
42.	COMMON SEAL	32
43.	OFFICIAL ORGANS.....	32
44.	INTERNATIONAL PRESIDENTIAL ELECTION	32
45.	CANCELLATION OF CHARTERS & DIPLOMAS.....	32
46.	DISSOLUTION OR WINDING UP	33
47.	INDEMNITY, AND INSURANCE.....	33
48.	ACT AND REGULATIONS.....	34

INTRODUCTION

1. NAME AND STATUS

1.1 Name

The name of the Society is "The Theosophical Society in New Zealand Incorporated".

1.2 Charitable Status

The Society is registered as a charitable entity under the Charities Act 2005.

1.3 Registered Office

The registered office of the Society shall be at such place in New Zealand as the Governing Board from time to time determines, and changes to the registered office shall immediately be notified to the Registrar of Incorporated Societies in a form and as required by the Act.

2. OBJECTS AND MISSION

2.1 Objects

The charitable objects for which the Society is established are:

- (a) to form a nucleus of the Universal Kinship of Humanity without distinction of race, ethnicity, creed, gender, sexual orientation, caste or colour;
- (b) to encourage the study of Comparative Religion, Philosophy and Science;
- (c) to investigate unexplained laws of Nature and the Powers latent in the human being; and incidentally:
- (d) holding and managing all funds raised for the above objects;
- (e) purchasing or acquiring on lease or in exchange or on hire or by gift or otherwise any real or personal property, and any rights and privileges necessary or convenient for the purpose of the Society;
- (f) selling, improving, managing and developing all or any part of the property of the Society;
- (g) founding and maintaining Lodges, Affiliated Centres and libraries; and
- (h) undertaking any other activity that is compatible with the Objects and Mission of the Society within New Zealand that is charitable according to the laws of New Zealand.

2.2 Mission

The mission of the Society is to serve humanity by cultivating an ever deepening understanding and realisation of the Ageless Wisdom, spiritual self-transformation, and the Unity of all Life.

2.3 Values

The values of the Society are:

- (a) Altruism;
- (b) Respect;
- (c) Diversity
- (d) Recognising of the Oneness of All Life;
- (e) Co-operation; and
- (f) Integrity.

3. NO PERSONAL BENEFIT

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

3.2 No Member, or Associated Person, is allowed to take part in, or influence any decision made by the Society in respect of payments to, or on behalf of, the Member or Associated Person of any income, benefit, or advantage.

- 3.3 Any payments made to a Member or Associated Person must be for goods and services that advance the Society's charitable purposes and must be reasonable and relative to payments that would be made between unrelated parties.

4. **DEFINITIONS**

4.1 **Definitions**

In this Constitution, unless the context requires otherwise:

Act means the Incorporated Societies Act 1908 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.

Affiliated Centre means a certified group of National Section members who come together to explore Theosophy. For the avoidance of doubt, a 'Theosophical Affiliated Centre' is an Affiliated Centre.

AGM means the annual general meeting of the Members of the Society (attended by their Delegates) which, among other things, will receive and consider reports on the Society's activities and finances.

Annual Dues means that part of the Annual Subscriptions payable by Members to their Lodge or the National Section, as applicable, which are required to be remitted by the Lodge or National Section to the Society in accordance with Rule 12.2.

Annual Subscriptions means the annual subscriptions payable by Lodge Members to their Lodge or by National Section Members to the National Section in accordance with Rule 12.1.

Associate Member means a person who is accepted as an Associate Member of the Society as provided for in Rule 7.3(d) (and has the same meaning as an 'Affiliate Member' under the Parent Society Rules).

Associated Person means a person who:

- (a) may obtain a financial benefit from any matter being dealt with by any Member (as an Officer, or in any General Meeting, or otherwise for the Society) where that person is the spouse, civil union partner, de facto partner, child, parent, grandparent, grandchild, or first cousin of that Member;
 - (b) may have a financial interest in a person to whom any matter being dealt with by any Member (as an Officer, or in any General Meeting, or otherwise for the Society) relates;
 - (c) is a partner, director, officer, board member, or trustee of a person who may have a financial interest in a person to whom any matter being dealt with by any Member (as an Officer, or in any General Meeting, or otherwise for the Society) relates; and/or
 - (d) may be interested in the matter because this Constitution so provides,
- but no such Member shall be deemed to have any such interest:
- (e) merely because that Member receives an indemnity, insurance cover, remuneration, or other benefits authorised under the Act; or
 - (f) if that Member's interest is the same or substantially the same as the benefit or interest of all or most other members of the Society due to the membership of those members; or
 - (g) if that Member's interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence that Member in carrying out that Member's responsibilities under the Act or this Constitution; or
 - (h) if that Member is an officer of a union and that Member's interest is merely as an employee that will benefit from the union acting in the ordinary course of promoting its members' collective employment interests.

Budget means the annual budget of the Society adopted by the Members at an AGM and modified (if applicable) by a resolution of the Governance Board or at an SGM.

Business Day means any day which is not a Saturday, Sunday or public holiday in Auckland, New Zealand.

Bylaws means Bylaws adopted by the Society from time to time under Rule 41.

Certificate means the certificate signed by the National President and given to an Affiliated Centre by the National Section upon the Affiliated Centre being approved as an Affiliated Centre of the Society.

Charter means the charter signed by the International President and given to a Lodge by the Parent Society upon the Lodge being approved as a Lodge of the Society.

Committee means a committee established by the Governance Board in accordance with this Constitution.

Constitution means this Constitution, as amended or replaced from time to time.

Contact Person has the meaning given in the Act.

Delegate means any person entitled to speak and vote at a General Meeting in accordance with rule 16.

Diploma means the diploma given to each Member on their first joining the Society and containing the date their membership begins.

Executive Officer means the National President and/or the National Vice President.

Financial Member means a Lodge Member, National Section Member or Associate Member whose Annual Subscriptions are up to date.

Financial Year means each calendar year commencing on 1 October and ending on 30 September.

General Meeting means either an AGM or an SGM.

Governance Board means the Society's governance body, which for the avoidance of doubt is the 'committee' of the Society as that term is defined in the Act.

Honorary Member means a person who is made an Honorary Member of the Society as provided for in Rule 7.3(c).

Interested Person means an Officer or member of a Committee who, in relation to a matter:

- (a) may obtain a financial benefit from the matter;
- (b) is the spouse, civil union partner, de facto partner, child, parent, grandparent, grandchild, or first cousin of a person who may obtain a financial benefit from the matter;
- (c) may have a financial interest in a person to whom the matter relates;
- (d) is a partner, director, officer, board member, or trustee of a person who may have a financial interest in a person to whom the matter relates;
- (e) is a director or officer of or holds a position of influence in an organisation with objects similar to the Objects, mission and values of the Society; and/or

but shall not be deemed to have an interest in the matter:

- (f) merely because that person receives an indemnity, insurance cover, remuneration, or other benefits authorised under the Act; or
- (g) if the person's interest is the same or substantially the same as the benefit or interest of all or most other Officers or members of the Committee due to the membership of those members on the Governance Board or Committee; or
- (h) if that person's interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence that person in carrying out that Member's responsibilities under the Act or this Constitution; or
- (i) if that person is an officer of a union and that person's interest is merely as an employee that will benefit from the union acting in the ordinary course of promoting its members' collective employment interests.

Investment Oversight Committee means the Committee responsible for managing the Society's assets.

Lodge means a lodge or branch of the Society.

Lodge Committee means the committee of a Lodge appointed or elected in accordance with the relevant Lodge constitution.

Lodge Member means a Member attached to a Lodge as provided for in Rule 7.3(a).

Lodge Secretary means the person elected to that position in accordance with the relevant Lodge constitution.

Management Team is the Society's administration team and oversees the daily administration of the Society and implementation of the Society's strategies and policies and budgets directed by the Governance Board.

Member means a person who has been properly admitted as a member of the Society and has not ceased to be a member of the Society. For the avoidance of doubt, it has the same meaning as a 'Fellow' or 'Fellow at Large' under the Parent Society Rules.

Member in Good Standing means a Lodge Member, National Section Member or Associate Member:

- (a) who is 18 years of age or older; and
- (b) who, at the relevant time, has been a Financial Member for at least the last two consecutive years.

Minute Books are the books or folders containing the official approved and signed minutes of the AGM, SGM, Governance Board meetings and Management Team meetings and held at the National Section office.

National Office is the administrative office of the Society (and forms part of the National Section).

National President means the National President of the Society from time to time (who for the avoidance of doubt holds the same position as the **General Secretary** under the International Constitution).

National Section means that part of the Society which is made up of Members not attached to a Lodge (but who may be associated with an Affiliated Centre).

National Section Member is a Member of the Society not currently attached to a Lodge who is admitted as a Member in accordance with Rule 7.3(b).

National Treasurer means the person appointed as National Treasurer from time to time in accordance with Rule 28.5.

National Vice President means the National Vice President of the Society from time to time.

Non-Executive Officers means Officers other than the National President or the National Vice President and **Non-Executive Officer** means any one of them.

Objects means the Society's objects as set out in Rule 2.1.

Officers in relation to the Society means the members of the Governance Board from time to time and **Officer** means any one of them.

Parent Society means the Theosophical Society, founded in New York, U.S.A. on 17 November 1875 and incorporated at Madras, India on 3 April, 1905 and having its headquarters at the Administrative Office of the Parent Society, being Adyar, Chennai (Madras) 600 020, India.

Parent Society Rules means the governing Rules of the Parent Society (howsoever named) from time to time.

Primary Co-ordinator means the primary Co-ordinator of an Affiliated Centre in accordance with Rule 32.2(c).

Register of Interests means the register of interests of Officers kept under this Constitution.

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

Registrar has the meaning given in the Act.

Regulations means any regulations passed under the Act.

Robert's Rule of Order means the latest edition of the manual of parliamentary procedure created by Henry Martyn Robert.

Rule means a clause of this Constitution.

SGM means a special general meeting of the Members of the Society.

Society means The Theosophical Society in New Zealand Incorporated.

South Pacific area means those island states and territories in the South Pacific Ocean area which customarily have an association with New Zealand including but not necessarily restricted to the Cook Islands, Niue, Samoa (other than American Samoa) and Tokalau Islands, Solomon and Santa Cruz Islands, Kermadec Islands, Tonga Islands, Fiji and other island states lying to the East and North of New Zealand or any of them, but excluding those island states or territories which customarily are principally associated with Australia, France, Japan or the United States of America.

Study Centre means an officially approved centre for the work of the Society in a given area as provided for in Rule 34.

4.2 Interpretation

In this Constitution, unless the context requires otherwise:

- (a) headings do not form part of or affect the construction or interpretation of this Constitution.
- (b) the singular includes the plural and vice versa;
- (c) each gender includes the other genders;
- (d) the word **person** means a natural person and any partnership, association, body or entity whether incorporated or not;
- (e) the words **writing** and **written** include any other mode of representing or reproducing words, figures, drawings or symbols in a visible form;
- (f) where any word or phrase is defined, any other part of speech or other grammatical form of that word or phrase has a cognate meaning;
- (g) the words **including, for example,** or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression, and a reference to any Rule or schedule is to a Rule or schedule of this Constitution; and
- (h) a reference to any statute, proclamation, rule, code, regulation or ordinance includes any amendment, consolidation, modification, re-enactment or reprint of it or any statute, proclamation, rule, code, regulation or ordinance replacing it.

5. PARENT SOCIETY RULES

- 5.1 The Parent Society Rules are hereby adopted as an integral part of the constitution of the Society and shall apply to all its members.
- 5.2 The Parent Society Rules shall apply in respect of any matters about which these Rules or the constitution of any Lodge is silent.
- 5.3 In the event of any conflict between the Parent Society Rules and these Rules, the Parent Society Rules shall prevail.

6. ALTERATIONS TO THE CONSTITUTION

- 6.1 Subject to Rule 6.3, the Society may amend or replace this Constitution at a General Meeting or by a National Referendum by a resolution passed by a 75% majority of those Delegates present and voting.
- 6.2 Any proposed motion to amend or replace this Constitution must be submitted to the Governance Board in accordance with the By-Laws.
- 6.3 Any amendment to this Constitution will only become effective upon their being approved by the Parent Society in accordance with the procedure set out in the Parent Society Rules,

- 6.4 When an amendment is approved by a General Meeting, it shall be notified to the Registrar in the form and manner specified in the Act for registration and shall take effect from the date of registration.
- 6.5 When an amendment is approved by a General Meeting it shall be provided to Charities Services within three months of the date of the amendment.

7. MEMBERSHIP

7.1 Minimum number of Members

The Society shall maintain the minimum number of Members required by the Act, which as at the date of this Constitution is 10.

7.2 Eligibility for membership

- (a) Only natural persons are eligible for membership of the Society.
- (b) Every applicant for membership of the Society must consent in writing to becoming a Member on the prescribed membership application form.
- (c) Subject to Rule 7.2(d), membership of the Society is open to every person over the age of 10, who is in sympathy with the Objects of the Society and is willing to abide by this Constitution.
- (d) No person under the age of 18 will:
 - (i) be admitted as a Member without the written consent of that person's parent or guardian; and
 - (ii) have the right to vote.
- (e) Any Member of a National Theosophical Society of a country other than New Zealand will be eligible to apply for membership of the Society in accordance with the Parent Society Rules.

7.3 Types of Members

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

- (a) *Lodge Members*
 - (i) Applications for admission as a Lodge Member must be made in the prescribed form issued by the Society from time to time.
 - (ii) Applications for membership as a Lodge Member must be:
 - (A) submitted to the relevant Lodge Secretary for approval by the Lodge Committee; and
 - (B) accompanied by the Annual Subscriptions payable in accordance with Rule 12.
 - (iii) A Lodge Committee:
 - (A) may accept or decline an application for membership at its sole discretion; and
 - (B) must advise the applicant of its decision but is not required to provide reasons for their decision.
 - (iv) If an application is accepted:
 - (A) the Lodge Committee must provide the National President with the original application and remit to the National President that part of the Annual Subscription which constitutes the Annual Dues paid by the applicant; and
 - (B) the applicant will be issued with a Diploma of membership bearing the signature of the International President and countersigned by the National President in accordance with the Parent Society's Rules and the applicant's membership will commence from the date the Diploma is signed by the National President.

- (v) If an application is declined, the Lodge Committee or the National President must refund to the applicant any Annual Subscriptions paid by the applicant.
- (b) *National Section Members*
- (i) Applications for admission as a National Section Member must be made in the prescribed form issued by the Society from time to time.
 - (ii) Applications for membership as a National Section Member must be:
 - (A) submitted to the National President for approval by the Management Team; and
 - (B) accompanied by the Annual Subscriptions payable in accordance with Rule 12.
 - (iii) The Management Team:
 - (A) may accept or decline an application for membership at its sole discretion; and
 - (B) must advise the applicant of its decision but is not required to provide reasons for their decision.
 - (iv) If an application is accepted, the applicant will be issued with a Diploma of membership bearing the signature of the International President and countersigned by the National President in accordance with the Parent Society's Rules and the applicant's membership will commence from the date the Diploma is signed by the National President.
 - (v) If an application is declined, the Management Team must refund to the applicant any Annual Subscriptions paid by the applicant.
- (c) *Honorary Members*
- (i) The Management Team may from time to time offer a person who has provided services to the Society or otherwise been of assistance to the Society honorary membership of the Society.
 - (ii) An Honorary Member will be issued with a Diploma of Honorary Membership.
 - (iii) An Honorary Member will not be required to pay Annual Subscriptions and will not have a vote.
 - (iv) An Honorary Member cannot hold any formal position in the Society, Branches or Affiliated Centres - such as an Officer of the Society, be on the Management Team or become a lodge President or Committee member or Affiliated Centre coordinator.
- (d) *Associate Members*
- (i) A person is entitled to be admitted as an Associate Member if they fulfil the criteria for 'Affiliate Membership' set out in the Parent Society Rules.
 - (ii) Applications for admission as an Associate Member must be made in the prescribed form issued by the Society from time to time.
 - (iii) Applications for membership as an Associate Member must be:
 - (A) submitted to the relevant Lodge Secretary for approval by the Lodge Committee; and
 - (B) accompanied by the Annual Subscriptions payable in accordance with Rule 12.
 - (iv) If an application is accepted:
 - (A) the Lodge Committee must provide the National President with the original application and remit to the National President that part of the Annual Subscription which constitutes the Annual Dues paid by the applicant; and
 - (B) the applicant will be issued with a Diploma of Associate Membership.

- (v) If an application is declined:
 - (A) the Lodge Committee or the National President must refund to the applicant any Annual Subscriptions paid by the applicant; and
 - (B) the applicant must be informed of the decision but the reason for the decision is not required to be provided.
- (vi) Associate Members:
 - (A) may fully participate in Lodge activities and hold office within their Lodge;
 - (B) may not vote in national elections of the Society;
 - (C) may only vote in International Elections through the Lodge in which they hold full membership; and
 - (D) are not eligible for election or appointment as an Officer of the Society.

7.4 Changing membership type

- (a) Any Member wishing to change from membership of a Lodge to membership of the National Section or vice versa, shall apply in writing to the National President, at whose discretion the desired change may be made after consultation with the Lodge concerned.
- (b) Any Member wishing to transfer their membership between Lodges or the National Section must:
 - (i) be a Financial Member;
 - (ii) have the transfer approved in writing by the Lodge it wishes to transfer to or the National Section (as applicable); and
 - (iii) follow any process or procedure for transfer set out in the Bylaws.

7.5 Rights and obligations of Members

- (a) Membership does not confer on any Member any right, title or interest (legal or equitable) in the property or other assets of the Society.
- (b) Every Member must provide the Society with that Member's name and contact details (including postal address, telephone number(s), and any email address) and promptly advise the Society of any changes to those details.

7.6 Voting at elections

Only Lodge and National Section Members who are Members in Good Standing may:

- (a) vote in elections, and other matters pertaining to duly constituted bodies of the Society, except where a waiver has been granted by the National President in accordance with the Parent Society Rules; and/or
- (b) vote in an International election.

8. REGISTER OF MEMBERS

8.1 The Society must keep a Register of Members which includes:

- (a) in relation to each current Member:
 - (i) name;
 - (ii) postal address;
 - (iii) telephone number (landline and/or mobile);
 - (iv) email address (if any);
 - (v) occupation;
 - (vi) the date the Member became a Member;
 - (vii) class of membership; and
 - (viii) whether or not the Member is a Member in Good Standing and, if so, from what date,

and

- (b) in relation to each person who has ceased to be a Member within the previous 7 years:
 - (i) the name of that person
 - (ii) the date on which that person ceased to be a member.

8.2 Every Member must promptly advise the Society of any change of their contact details as follows:

- (a) Lodge Members must notify their Lodge Secretary;
- (b) National Section Members must notify the National Office;
- (c) Honorary Members must notify the Lodge Secretary of the Lodge of which they are an Honorary Member; and
- (d) Associate Members must notify the Lodge Secretary of the Lodge of which they are an Associate Member.

8.3 With reasonable notice and at reasonable times, the National President will make the Register of Members available for inspection by Members and Officers to the extent that the Member wishes to inspect their own information held on the Register of Members. However, no access will be given to information on the Register of Members to Members or any other person, other than as required by law.

8.4 Upon request and with reasonable notice, the National President may, at their sole discretion, make available to Lodge Secretaries details of the records held by the Society in relation to their Lodge Members, including:

- (a) name;
- (b) address;
- (c) diploma number;
- (d) membership status, and
- (e) details in relation to payment of their Annual Dues.

9. GOOD CONDUCT

9.1 All Members (including Officers) will promote the interests and objects of the Society and not do anything to bring the Society into disrepute.

9.2 Members are expected to act in accordance with generally accepted standards of good conduct and behaviour, and also with the ethics deemed important by the Society, including honesty, integrity, good faith, trust, fairness, responsibility, and respect of other persons and their views.

9.3 The Society shall maintain a Code of Conduct Bylaw.

10. CEASING TO BE A MEMBER

10.1 When a Member ceases to be a Member

A Member ceases to be a Member:

- (a) on death;
- (b) by resignation from that Member's class of membership, in the case of:
 - (i) a Lodge Member, by notice in writing to the **relevant** Lodge Secretary; or
 - (ii) a National Section Member, by notice in writing to the National President, who will process the notice of resignation in accordance with the Bylaws;
- (c) upon the Member transferring its membership to a theosophical society in another country in accordance with the requirements of the Parent Society Rules;
- (d) if the Member's membership is terminated pursuant to Rule 37.7(a)(iii)(C);
- (e) if the Member fails to pay their Annual Dues or Annual Subscriptions for two years or more;
- (f) upon the membership of the Member becoming directly attached to the Parent Society;

- (g) if the Member is a Lodge Member, upon the Member's membership of a Lodge being revoked or terminated in accordance with the relevant Lodge Rules;
- (h) by a 75% vote of the Governance Board.

10.2 Right of appeal

A Member who ceases to be a Member pursuant to Rules 10.1(g) or 10.1(h) will have the right to appeal the cessation of their membership to the International President within three months after the date on which they are notified of the cessation of their membership.

10.3 Obligations on cessation of membership

A Member who resigns as a Member or whose membership is terminated under this Constitution:

- (a) remains liable to pay all subscriptions and other fees to the end of the Society's then current Financial Year;
- (b) will immediately cease to hold himself or herself out as a Member of the Society;
- (c) will return to the Society all material provided to Members by the Society (including any membership Diploma, badges, handbooks and manuals) as soon as reasonably possible; and
- (d) shall cease to be entitled to any of the rights of a Member of the Society.

11. RE-ADMISSION OF FORMER MEMBERS

11.1 Subject to Rule 11.2, a former Member may apply for re-admission in the manner prescribed for new applications, and may only be re-admitted by decision of:

- (a) for Lodge Members, by the relevant Lodge Committee; or
- (b) for National Section Members, by the Management Team.

11.2 A former Member whose membership was terminated under any of Rules 10.1(d), 10.1(g) or 10.1(h) may only be re-admitted as a Member by a resolution passed at a General Meeting on the recommendation of 75% of the Governance Board.

12. ANNUAL SUBSCRIPTIONS AND DUES

12.1 Annual Subscriptions

- (a) Annual Subscriptions shall be set in the case of:
 - (i) Lodge Members and Associate Members, by the relevant Lodge according to its Lodge Rules; and
 - (ii) National Section Members, by the Management Team as it may from time to time determine,

and will include the amount payable by each Member for their Annual Dues.

- (b) For the avoidance of doubt, no Annual Subscription is payable by Honorary Members.

12.2 Annual Dues

- (a) The Annual Dues payable to the Society for Lodge and National Section members will be determined from time to time by the Governance Board and approved by ordinary resolution at a General Meeting.
- (b) Members joining after 31 March will pay half of the Annual Dues for that year.
- (c) The Annual Dues payable by Members under 18 years of age will be half of the amount of Annual Dues otherwise payable.

12.3 Collection of Annual Dues

- (a) Each Lodge and the National Section shall be responsible for the collection of the Annual Dues of its Members (as part of the Annual Subscriptions) and shall remit the Society's Annual Dues to the National Treasurer.
- (b) Annual Dues are payable by Members in advance of the coming financial year to their Lodge or National Section.

- (c) Annual Dues must be remitted by a Lodge or the National Section to the National Office as soon as practicable but by no later than 30 September in any year.
- (d) Each Lodge Secretary and the National Office must notify the National President of the name and address of any Lodge Member, National Section Member or Associate Member who resigns, or who, on any other ground, is removed from Lodge, National Section or Associate Membership as soon as reasonably practicable.

12.4 Reduction or waiver of Annual Dues

The National President may reduce or waive the Annual Dues payable by a Member or Associate Member in special circumstances, in the case of:

- (a) a Lodge Member, upon the recommendation of the Lodge concerned; and
- (b) a National Section Member, using his or her own discretion.

13. GOVERNANCE

The ultimate control of the affairs of the Society rests with the Members of the Society voting by:

- (a) a National Referendum in accordance with Rule 14; or
- (b) their Delegates or proxies at a General Meeting.

14. NATIONAL REFERENDUMS

14.1 A National Referendum will be called by the National President upon:

- (a) a Resolution passed at a General Meeting or by the Governance Board; or
- (b) a petition setting out the Resolution to be voted on and duly signed by 25% of Members in Good Standing of the Society being delivered to the National President.

14.2 A National Referendum shall be deemed passed by the Society if:

- (a) the number of votes cast in the National Referendum is at least 20% of Members in Good Standing of the Society; and
- (b) the number of votes cast in favour of the resolution put to the National Referendum is:
 - (i) a majority; or
 - (ii) 75% if the proposed Resolution is to amend or replace this Constitution.

14.3 A National Referendum may not be held in relation to a vote to:

- (a) remove a Member; or
- (b) wind up of the Society,

14.4 National Referendums may take place by postal ballot or electronic voting as determined by the Governance Board.

15. GENERAL MEETINGS

15.1 AGMs

- (a) An AGM shall be held once a year on a date and at a location determined by the Governance Board.
- (b) The procedure to be followed at AGMs will be as prescribed in the By-laws.
- (c) Where practical, the AGM will be held at a different location each year, preferably where there is a Lodge or Affiliated Centre or alternatively at the Registered Office.
- (d) The business of the AGM will be:
 - (i) for the National President to provide a report on the Society's activities in the previous Financial Year;
 - (ii) to adopt the National Treasurer's report on the finances of the Society, and the annual financial statements;
 - (iii) to appoint an auditor;

- (iv) to approve the Annual Dues for the upcoming Financial Year;
 - (v) to approve the budget of the Society for the next two Financial Years;
 - (vi) consider any proposed resolutions; and
 - (vii) consider any general business as outlined in the By-Laws.
- (e) The Governance Board Chair must, at each AGM, present the following information in relation to the Society's previous Financial Year:
- (i) the annual reports on the affairs of the Society during that period;
 - (ii) the annual financial statements for that period, as per 15.1(d)(iii) above; and
 - (iii) notice of any disclosures of conflicts of interest made by members of the Governance Board during that period (including a brief summary of the matters, or types of matters, to which those disclosures relate).

15.2 SGMs

- (a) The Governance Board may at any time resolve to call an SGM.
- (b) The Governance Board must call an SGM if the National President receives a resolution or written request signed by at least 50% plus one, of Members.
- (c) Any such resolution or written request must state the business that the SGM is to deal with. The SGM shall only consider and deal with the business specified in the resolution or written request.
- (d) The procedure to be followed at SGMs will be as prescribed in the By-Laws.

15.3 Delegates

- (a) Each Lodge and Affiliated Centre may send to a General Meeting the number of Delegates that Lodge or Affiliated Centre is entitled to in accordance with Rule 16.
- (b) Should a Lodge or Affiliated Centre not be represented by its full number of Delegates, any Delegate(s) of that Lodge or Affiliated Centre present at the General Meeting will be entitled to exercise the full voting power of the Lodge or Affiliated Centre concerned.

15.4 Observers

A Member in Good Standing may attend a General Meeting as an observer but will:

- (a) only be permitted to speak at the General Meeting by a resolution passed by those present at the meeting and entitled to vote; and
- (b) not have a vote.

15.5 Chairperson

- (a) The Members present at a General Meeting will elect a Member in Good Standing present at the meeting (who may, but is not required to be, a Delegate) as the Chairperson of that General Meeting
- (b) The Chairperson will:
 - (i) preside over the General Meeting; and
 - (ii) in the event of any equality of votes, have a casting vote only, unless she or he is a Delegate, in which case he or she will have a casting vote in addition to their deliberative vote.

15.6 National Treasurer

The National Treasurer will:

- (a) attend all General Meetings;
- (b) deliver the annual financial statements and Budget at the AGM;
- (c) have full speaking rights at all General Meetings; and
- (d) not have a vote at any General Meeting.

15.7 Voting

- (a) Each Delegate present at a General Meeting, whether in person or by proxy, will have one vote.
- (b) Voting at a General Meeting will be by show of hands unless three or more Delegates request a ballot, in which case the Chairperson will cause a closed ballot to be taken.

15.8 Proxies

- (a) Any Lodge or Affiliated Centre which is not represented by a Delegate may appoint another Delegate present at the meeting to represent it as its proxy, and each proxy shall have all the privileges and powers of a Delegate.
- (b) In order for a proxy to be valid, it must be notified to the National Office in writing in the prescribed form and signed by the President or Secretary of the relevant Lodge or the Primary Co-ordinator of an Affiliated Centre at least two Business Days prior to the General Meeting.
- (c) No Delegate shall hold more than three proxies.

15.9 Quorum

- (a) A quorum at any General Meeting shall comprise Delegates personally present and representing five Lodges or Affiliated Centres.
- (b) If no quorum is present at any General Meeting, the National President may without further notice take a vote of the Lodges and Affiliated Centres by means of a Postal SGM in accordance with Rule 15.14.

15.10 Travel Expenses

The Society will reimburse Delegates for their reasonable travel expenses incurred in attending a General Meeting in accordance with any relevant Bylaw.

15.11 Auditor

- (a) The Society will appoint an auditor by a simple majority vote at each AGM.
- (b) An auditor may be appointed for a maximum of five consecutive years.

15.12 Notice of General Meetings

- (a) Subject to Rule 15.12(b), the National President must provide at least 30 days' prior written notice of a General Meeting to be given to:
 - (i) each Lodge Secretary; and
 - (ii) the Primary Co-ordinator of each Affiliated Centre.
- (b) In the case of the AGM, it shall suffice if notice is given in the Society's official magazine, *TheoSophia*.

15.13 Minutes

- (a) The National President is responsible for ensuring that minutes are taken at each General Meeting and that such minutes are placed in the Society's official minute book.
- (b) The minutes of a General Meeting must be confirmed within 30 Business Days of the General Meeting. To give effect to this Rule, the National President will circulate minutes of a General Meeting to Delegates and Delegates must confirm the minutes or request any changes within a reasonable time.
- (c) Once confirmed, the minutes of each General Meeting will be made available for Members to view through the official website within one month of such meeting.

15.14 Postal SGMs

- (a) The Governance Board may, at its sole discretion, elect to hold an SGM as a Postal SGM.

- (b) In the event that the Governance Board elects to hold an SGM as a postal SGM, the National President will send to each Lodge Secretary and each each Affiliated Centre Co-ordinator a notice (**Postal SGM Notice**) setting out the text of the proposed resolution(s), the date by which votes must be submitted (being at least 30 days from the date of the notice) and details of how votes may be submitted.
- (c) Each Lodge and Affiliated Centre is entitled to the same number of voting Delegates for a Postal SGM as if the SGM were held in person.
- (d) Votes will only be valid if received by the due date and in the manner specified in the Postal SGM Notice.
- (e) Votes received at the Postal SGM and a copy of the resolutions will be entered in the Society's official minute book within 30 days of the Postal SGM and signed by the National President and, to the extent applicable, the provisions of Rule 15.13 will apply.

16. DELEGATES

16.1 Delegates as of right

Each of:

- (a) the Governance Board Chair;
- (b) the National President; and
- (c) the National Vice President,

will, as of right, be Delegates at any General Meeting with speaking and voting rights.

16.2 National Section

The National President and the National Vice President will be the Delegates for all National Section Members in Good Standing who are not attached to an Affiliated Centre.

16.3 Lodges and Affiliated Centres

- (a) Each year, during the month of November, the National Office will prepare a list of Members in Good Standing' as at 30 September of that year based on:
 - (i) Annual Dues paid by Lodge members to the National Office by each Lodge Secretary; and
 - (ii) Annual Dues paid by Affiliated Centre members,
 to determine the number of Delegates to which each Lodge or Affiliated Centre is entitled.
- (b) The number of Delegates a Lodge and Affiliated Centre is entitled to will be calculated based on the number of Members of Good Standing that Lodge or Affiliated Centre has, as set out in the table below:

No. of Members in Good Standing	No. of Delegates
1 – 49	1
50 – 99	2
100 – 149	3
150+	4

- (c) Only Members in Good Standing may be appointed as Delegates of a Lodge or Affiliated Centre.

17. GOVERNANCE OF SOCIETY

The Society will be governed by the Governance Board, which will be accountable to the Members for the advancement of the Society's Objects and Mission and the implementation of resolutions approved by any General Meeting.

18. GOVERNANCE BOARD

18.1 Composition

(a) The Governance Board shall consist of eight Officers:

- (i) are natural persons; and
- (ii) not disqualified by these Rules or the Act.

(b) The Governance Board will include:

- (i) the National President;
- (ii) the National Vice President; and
- (iii) six other Officers (**Non-Executive Officers**),

elected in accordance with Rule 19.

18.2 Qualifications

(a) Prior to election or appointment, every Officer must:

- (i) consent in writing to be an Officer of the Society; and
- (ii) certify in writing that they are not disqualified from being appointed or holding office as an Officer of the Society by these Rules or the Act.

(b) The following persons are disqualified from being appointed or holding office as an Officer of the Society:

- (i) a person who is under 16 years of age;
- (ii) a person who is an undischarged bankrupt;
- (iii) a Member who has had a complaint upheld against them for bullying or harassment;
- (iv) if the Member's membership has ever been:
 - (A) suspended for 12 months or more pursuant to Rule 37.7(a)(iii)(B); or
 - (B) terminated pursuant to any of Rules 10.1(d), 10.1(g) and 10.1(h);
- (v) a person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993;
- (vi) a person who is disqualified from being a member of the committee of a charitable entity under section 31(4)(b) of the Charities Act 2005;
- (vii) a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years:
 - (A) an offence under subpart 6 of Part 4;
 - (B) a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961);
 - (C) an offence under section 143B of the Tax Administration Act 1994;
 - (D) an offence, in a country other than New Zealand, that is substantially similar to an offence specified in sub-rules (A) to (C);
 - (E) a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere,
- (viii) a person subject to:

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

19. OFFICER ELECTIONS

19.1 Eligibility for election as National President

- (a) In order to be eligible for election as National President, a person must:
- (i) qualify for election as an Officer pursuant to Rule 18.2; and
 - (ii) have a proven history of service and commitment to the Society, demonstrated by that person having:
 - (A) been a Member of Good Standing for at least 10 consecutive years;
 - (B) experience of service in at least one of following roles:
 - (I) one term as National Vice President
 - (II) one term as a Governance Board member
 - (III) acting as a Lodge President or Primary Coordinator of an Affiliated Centre for six years or more; and/or
 - (IV) being a Lodge Committee member or Coordinator of an Affiliated Centre for nine years or more;
 - (C) the following skills and qualifications:
 - (I) a deep understanding of Theosophy;
 - (II) leadership skills; and
 - (D) further skills in at least four of the following areas:
 - (I) strategy and planning;
 - (II) governance;
 - (III) operations;
 - (IV) property;
 - (V) finance; and
 - (VI) legal.
- (b) For the purposes of Rule 19.1(a), the determination as to whether a person is eligible for election as National President will be made by the Chair of the Governance Board and the current or past National President, who must meet with the candidate in person or using technology prior to their making their determination.
- (c) For the avoidance of doubt, Honorary Members and Associate Members are not eligible for election as National President.

19.2 Eligibility for election as National Vice President

- (a) In order to be eligible for election as National Vice President, a person must:
- (i) qualify for election as an Officer pursuant to Rule 18.2; and
 - (ii) have a proven history of service and commitment to the Society, demonstrated by that person having:
 - (A) been a Member in Good Standing for at least five consecutive years;

- (B) experience of service in at least one of following roles;
 - (I) one term as a Governance Board member
 - (II) acting as a Lodge President or Primary Coordinator for two years or more;
 - (III) being a Lodge Committee member or Coordinator of an Affiliated Centre for three years or more.
 - (C) the following skills and qualifications:
 - (I) a deep understanding of Theosophy;
 - (II) leadership skills; and
 - (D) further skills in at least three of the following areas:
 - (I) strategy and planning;
 - (II) governance;
 - (III) operations;
 - (IV) property;
 - (V) finance; and
 - (VI) legal.
- (b) For the purposes of Rule 19.2(a), the determination as to whether a person is eligible for election as National Vice President will be made by the Chair of the Governance Board and the current or past National President, who must meet with the candidate in person or using technology prior to their making their determination.
- (c) For the avoidance of doubt, Honorary Members and Associate Members are not eligible for election as National Vice President.

19.3 Eligibility for election as Non-Executive Officer

- (a) In order to be eligible for election as a Non-Executive Officer, a person must have:
- (i) been a Member in Good Standing for three consecutive years or more; and
 - (ii) have:
 - (A) demonstrated a deep understanding of Theosophy
 - (B) demonstrated leadership skills; and
 - (C) skills in at least three of the following areas:
 - (I) strategy and planning;
 - (II) governance;
 - (III) finance;
 - (IV) legal; and
 - (V) communications and interpersonal skills.
- (b) For the avoidance of doubt, Honorary Members and Associate Members are not eligible for election as a Non-Executive Officer.

19.4 Elections

- (a) At least four months prior to the proposed election date (**Election Date**), the Governance Board will:
- (i) set the election date for elections of Officers; and
 - (ii) appoint an election committee made up of a returning officer (**Returning Officer**) and two scrutineers for those elections.

- (b) The National President will give notice to all Members through the TheoSophia magazine and on the official Society Website, calling for nominations for Officer positions requiring to be filled, and such notice will:
 - (i) provide instructions on nominating candidates and include a nomination form and any associated forms; and
 - (ii) specify the date by which nominations must be received by the Returning Officer, such date being not less than one calendar month prior to the Election Date.
- (c) Nominees must have been Members in Good Standing for at least three years prior to the Election Date, and a candidate's written nomination:
 - (i) will be accompanied by the written consent of the nominee, in the form prescribed by the Society from time to time, including a statement that the nominee is not disqualified from being appointed or holding office as an Officer by these Rules or the Act;
 - (ii) must be signed by at least:
 - (A) 15 Members in Good Standing for three years if the nomination is of a candidate as National President or National Vice President;
 - (B) 10 Members in Good Standing for three years if the nomination is of a candidate as an Non-Executive Officer; and
 - (iii) shall be accompanied by a signed biography not exceeding one A4 page.
- (d) At least 10 Business Days prior to the Election Date, the Returning Officer will give notice to all Members in Good Standing (which may be given via the official Society Website) of the nominations received for Officer positions and in the event that the number of valid nominations received for Officers of the Society is:
 - (i) the same as the number of positions available, declaring the Members in Good Standing elected as Officers of the Society;
 - (ii) more than the number required for specific positions, forwarding a ballot paper (**Ballot Paper**) accompanied by the biographies of the candidates for election, in which case:
 - (A) the Ballot Paper shall specify the last date the nomination must be received by the Returning Officer in order to be counted as a valid vote.
 - (B) the candidate/s polling the highest number of votes of Members in Good Standing will be declared elected by the Returning Officer.
- (e) The failure for any reason of any Member in Good Standing to receive such notice will not invalidate the election.
- (f) In the event of any vote being tied the tie shall be resolved by the outgoing Governance Board (excluding those in respect of whom the votes are tied). If the Governance Board is tied, the Governance Board Chair will have a casting vote.

20. TERMS OF OFFICE

20.1 National President and National Vice President

- (a) Each of the National President and the National Vice President will be elected for a term of three years, at the end of which, subject to Rule 20.1(b), they may be re-elected.
- (b) The National President and the National Vice President may hold office for no more than three consecutive terms (or nine consecutive years) at which they must retire but shall be eligible to stand again as
 - (i) a Non-Executive Officer;
 - (ii) National President or National Vice President after three years.
- (c) The National President and National Vice President will be elected in the same year (unless a vacancy occurs).

20.2 Non Executive Officers

- (a) Other than the National President and the National Vice President, Officers:
 - (i) will hold office for a term of three years, at the end of which, subject to Rules 20.2(a)(ii) and 20.2(b), they may be re-elected.
 - (ii) may hold office for no more than three consecutive terms (or nine consecutive years) at the end of which they must retire but shall be eligible to stand again after three years.
- (b) In the event that a Non-Executive Officer is appointed as National President or National Vice President, their term of office as a Non-Executive Officer will not be counted for the purposes of Rule 20.1.
- (c) At least two Non-Executive Officers must stand down each year. Wherever possible, this should be those Officers who have served their entire three year term but will otherwise be those Officers who have served the longest term or, in the event of that more than two Officers have served the longest, the two Officers required to stand down will be decided by lot.

20.3 Vacancies

Should a vacancy occur on the Governance Board, a replacement will be elected in accordance with the Bylaws.

21. WHEN DOES AN OFFICER CEASE TO BE AN OFFICER

An Officer ceases to be an Officer :

- (a) if they die;
- (b) if they become permanently incapacitated;
- (c) upon completion of their term; ;
- (d) if they resign;
- (e) if they cease to be a Member of the Society;
- (f) if their membership is:
 - (i) suspended under Rule 37.7(a)(iii)(B); or
 - (ii) terminated under any of Rules 10.1(d), 10.1(g) or 10.1(h); or
- (g) the Governance Board determines by a vote of two thirds or more in favour that its Code of Conduct has been significantly breached; or
- (h) if they are removed as an Officer by a two-thirds majority vote in favour by those present and entitled to vote (either in person or by proxy) at a General Meeting.

22. ROLE OF GOVERNANCE BOARD

22.1 Responsibilities

- (a) The Governance Board will be responsible for:
 - (i) the Society's strategic direction;
 - (ii) key policy;
 - (iii) financial oversight;
 - (iv) risk oversight;
 - (v) real estate oversight; and
 - (vi) any other matters not covered by this Constitution or any By-law, policy or procedure adopted under this Constitution from time to time.
- (b) The Governance Board will receive regular reports from the Management Team through the National President, outlining progress on the Society's implementation of its strategic direction and the key activities of the Management Team and Executive Officers of the Society.

23. OFFICER DUTIES

At all times each Officer:

- (a) shall act in good faith and in what he or she believes to be the best interests of the Society;
- (b) must exercise all powers for a proper purpose;
- (c) must not act, or agree to the Society acting, in a manner that contravenes the Act or this Constitution;
- (d) when exercising powers or performing duties as an Officer, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation, the nature of the Society, the nature of the decision, and the position of the Officer and the nature of the responsibilities undertaken by him or her,
- (e) must not agree to the activities of the Society being carried on in a manner likely to create a substantial risk of serious loss to the Society or to the Society's creditors, or cause or allow the activities of the Society to be carried on in a manner likely to create a substantial risk of serious loss to the Society or to the Society's creditors, and
- (f) must not agree to the Society incurring an obligation unless he or she believes at that time on reasonable grounds that the Society will be able to perform the obligation when it is required to do so.

24. NATIONAL PRESIDENT AND NATIONAL VICE PRESIDENT

- 24.1 The National President and National Vice President are each delegated with the daily administration of the Society's activities, under the authority of the Governance Board.
- 24.2 For the avoidance of doubt, the National President effectively operates as the Chief Executive Officer of the Society.
- 24.3 All staff of the Society and the Management Team report to the National President.
- 24.4 The National President must:
 - (a) ensure that the Society is at all times aligned with the Parent Society; and
 - (b) represents the Society at the Parent Society's General Council meetings.
- 24.5 The National President may delegate appropriate duties or tasks to suitable persons.
- 24.6 The National Vice President will assume the duties of the National President if the National President is for any reason not available or unable to perform them.
- 24.7 The National President and National Vice President are each elected as representatives of the members of the Society and one or both will visit each branch annually.

25. GOVERNANCE BOARD MEETINGS

25.1 Frequency

The Governance Board shall meet at least twice a year at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the Governance Board Chair.

25.2 Governance Board Chair

- (a) The Governance Board will appoint one Non-Executive Officer to be the Governance Board Chair.
- (b) The Governance Board Chair:
 - (i) will preside over meetings of the Governance Board;
 - (ii) will hold office for a term of one year, at the end of which they may be reappointed.

25.3 Quorum

The quorum for Governance Board meetings is at least five Officers.

25.4 **Business of meetings**

At the last Governance Board meeting before the AGM, reports from the Governance Board Chair and the National President (including the annual report, financial reports and budgets) will be tabled for approval.

25.5 **Voting**

- (a) Each Officer will have one vote.
- (b) Unless otherwise provided all questions shall be decided by a simple majority vote of those present and voting. Any person who abstains from a vote will not be counted as having voted.
- (c) In the event of a tie, the Governance Board Chair will have a casting vote.
- (d) Votes will be undertaken:
 - (i) by voices; or
 - (ii) if requested by one or more Officers, by show of hands; or
 - (iii) if requested by two or more Officers, by a closed ballot.
- (e) The National President is responsible for ensuring the minutes of all Governance Board meetings are recorded in the official minute book and made available through the official website for Members to view within one month of such meeting and for informing Officers of their availability.

25.6 **Proxies**

- (a) If an Officer is not able to attend a meeting personally or by electronic means, then he or she may appoint a proxy from amongst the other members of the Governance Board to vote on their behalf.
- (b) All proxies must be notified to the Governance Board chairperson in writing at least 24 hours before the meeting.

25.7 **Attendance at Governance Board meetings**

- (a) Any Member in Good Standing may attend Governance Board meetings as an observer, subject to their having provided no less than 10 days prior written notice to the Governance Board Chair.
- (b) A Member in Good Standing who attends a Governance Board meeting:
 - (i) will only be permitted to speak at the meeting by a resolution of the Governance Board;
 - (ii) will not have a vote; and
 - (iii) must leave the meeting if requested to do so by the Governance Board Chair.
- (c) The Governance Board may invite or allow any other person to attend and/or speak at meetings of the Governance Board but that person will not have a vote at the meeting.

25.8 **Technology**

The Governance Board may act by resolution approved in the course of a telephone conference call or audio-visual conference or through a written ballot conducted by email, electronic voting system, or post, and any such resolution shall be recorded in the minutes of the next Governance Board meeting.

25.9 **Written resolutions of the Governance Board**

- (a) The Governance Board may pass resolutions without the need for a meeting via email or any other technology if signed by at least 75% of all Officers entitled to vote in favour of such resolutions.
- (b) The number of votes and the result shall be entered in the minutes of the next Governance Board meeting.
- (c) For the purposes of calculating whether a resolution has been passed, the votes in favour

will be calculated as a proportion of votes received (and not as a proportion of those entitled to vote).

25.10 Extraordinary Governance Board meetings

- (a) Any Officer may by written notice to the Governance Board Chair request an extraordinary Governance Board meeting.
- (b) Upon receiving a notice in accordance with Rule 25.10(a), the Governance Board Chair must send a notice (by electronic transmission where possible) to all Officers proposing an extraordinary Governance Board meeting and setting out the details of the resolution proposed to be discussed.
- (c) In order for an extraordinary Governance Board meeting to proceed, 60% of Officers must vote in favour of it proceeding.

25.11 Asset Management Oversight

The Governance Board is responsible for overseeing the Society's dealings with its assets, including:

- (a) the acquisition and disposal of real estate;
 - (b) ensuring properties are well managed and well maintained;
 - (c) holding any trust property;
 - (d) investing in property; and
 - (e) constructing, altering, demolishing and reconstructing any buildings,
- as deemed necessary or desirable by the Governance Board from time to time.

25.12 Expenses

The Society will reimburse Officers for their reasonable travel expenses incurred in attending Governance Board meetings, subject to the Officer providing copies of receipts or other evidence reasonably requested by the Society.

26. POWERS

26.1 Subject to this Constitution and any resolution of any General Meeting, the Governance Board may:

- (a) exercise all the Society's powers, other than those required by the Act or this Constitution to be exercised by the Society in General Meeting, and
- (b) enter into contracts on behalf of the Society or delegate such power to an Officer, Committee, employee, or other person.

26.2 Other than as prescribed by the Act or this Constitution, the Governance Board or any Committee may regulate its proceedings as it thinks fit.

26.3 Subject to the Act, this Constitution and the resolutions of General Meetings, the decisions of the Governance Board on the interpretation of this Constitution and all matters dealt with by it in accordance with this Constitution and on matters not provided for in this Constitution shall be final and binding on all Members.

27. ADMINISTRATION OF SOCIETY

27.1 Administration

The Society will be administered by the National President.

28. MANAGEMENT TEAM

28.1 Composition

- (a) The Management Team shall comprise:
 - (i) the National President (who will be the chairperson of the Management Team);
 - (ii) the National Vice-President; and
 - (iii) three other Members who will be appointed by the National President and approved

by the Governance Board.

- (b) In order to be eligible for appointment to the Management Team, a person must have been a Member in Good Standing of the Society for at least three consecutive years prior to their appointment (unless the Governance Board resolves otherwise). For the avoidance of doubt, Associate Members and Honorary Members are not eligible for appointment to the Management Team.
- (c) Each National President will automatically have a right to an advisory position on the Management Team for the first year after his or her term of office has expired, except where he or she was removed as National President by the Members under this Constitution or the Management Team resolves otherwise.

28.2 Management Team meetings

- (a) The Management Team shall meet regularly (at least once every three months) to:
 - (i) discuss management and administration issues; and
 - (ii) receive a report of activities since the previous meeting from the National President, which shall include up-to-date financial reports and advice as deemed necessary by the Management Team.
- (b) At least two weeks prior to each Governance Board meeting, the National President must provide a written report to the Governance Board detailing:
 - (i) the strategic activities undertaken by the Management Team since the last meeting; and
 - (ii) current information in relation to the financial position of the Society.
- (c) The National President will chair all meetings of the Management Team.
- (d) Three members of the Management Team will constitute a meeting quorum.
- (e) The National President is responsible for ensuring the Management Team minutes are placed in the official minute book and made available through the official website for members to view within one month of such meeting. Once available, the Officers are to be informed.
- (f) Any Member in Good Standing' may, at the National President's sole discretion, attend Management Team meetings as an observer but will not have speaking or voting rights. Speaking rights only may be granted by resolution of the Management Team.

28.3 Voting

- (a) Each member of the Management Team will have one vote.
- (b) Unless otherwise provided all questions shall be decided by a simple majority vote of those present and voting. Any person who abstains from a vote will not be counted as having voted.
- (c) In the event of a tie, the National President will have a casting vote.
- (d) Votes will be undertaken:
 - (i) by voices; or
 - (ii) if requested by one or more members of the Management Team, by show of hands; or
 - (iii) if requested by two or more members of the Management Team, by a closed ballot.
- (e) The National President is responsible for ensuring the minutes of all Management Team meetings are recorded in the official minute book and made available for members of the Management Team to view upon request.

28.4 Role and responsibilities

- (a) The Management Team will at all times work within the constraints of the Budget.
- (b) The National President will consult with the Management Team before filling any staff vacancies.

- (c) The Management Team will provide to the Governance Board regular reports through the National President, outlining progress on the Society's implementation of its strategic direction and the key activities of the Management Team and Executive Officers of the Society.

28.5 National Treasurer

- (a) The Management Team may from time to time appoint a person as the National Treasurer for the Society. Any such appointment will only become effective upon it being approved by the Governance Board.
- (b) The National Treasurer will have such responsibilities as the Management Team approves from time to time.

29. COMMITTEES

29.1 Establishment

The Governance Board may establish committees consisting of such persons (whether or not Members of the Society) for such purposes and governed by such terms of reference as it thinks fit. Unless otherwise resolved by the Governance Board:

- (a) the quorum of every Committee is half the members of the Committee,
- (b) no Committee shall have power to co-opt additional members,
- (c) a Committee must not commit the Society to any financial expenditure without express authority, and
- (d) a Committee must not further delegate any of its powers.

29.2 Existing Committees

- (a) As at the date of these Rules, the Governance Board has established an Investment Oversight Committee.
- (b) Notwithstanding any other provision of this Constitution or any terms of reference in relation to the Investment Oversight Committee, in order to be eligible for appointment to the Investment Oversight Committee, a person must have been a Member in Good Standing of the Society for at least three consecutive years prior to their appointment (unless the Governance Board resolves otherwise). For the avoidance of doubt, Associate Members and Honorary Members are not eligible for appointment to the Investment Oversight Committee.

29.3 Meetings

A Committee shall meet at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the chair of that Committee.

29.4 Technology

A Committee may act by resolution approved in the course of a telephone conference call or through a written ballot conducted by email, electronic voting system, or post, and any such resolution shall be recorded in the minutes of the next Committee meeting.

30. GOVERNMENT OF LODGES

30.1 Lodge Rules

- (a) Each Lodge will have its own Rules, which:
 - (i) sets out how Officers and Committee members will be appointed and removed; and
 - (ii) is compatible with this Constitution and the Parent Society Rules.
- (b) Any Lodge wishing to adopt new Rules or amend their existing Rules must submit them to the National President for approval within 30 days of their adoption by the Lodge. The new or amended Rules will only take effect upon such approval being granted.

- (c) If any Rule of a Lodge that, at its inception, was not incompatible with this Constitution, ceases to be compatible by an amendment to this Constitution, then that Rule shall cease to be valid and shall be amended within 90 days so as to be consistent with this Constitution.

30.2 Lodge Subscriptions and Dues

Lodges will have the power to set their own Annual Subscriptions in accordance with Rule 12.

30.3 Lodge Officers and Committee Members

- (a) Each Lodge will appoint or elect Officers and Committee Members in accordance with their Lodge Constitution.
- (b) In order to be eligible for appointment or election as:
 - (i) President;
 - (ii) Secretary; and
 - (iii) a Committee Member,
 a person must, subject to Rule 30.3(d), have been a Member in Good Standing for at least 24 consecutive months immediately prior to their election.
- (c) The National President may, in his or her sole discretion, waive the eligibility requirements in the case of newly formed Lodges or in other special circumstances.
- (d) The President of a Lodge shall hold office for no longer than six consecutive years, unless the National President agrees otherwise in writing.

30.4 Minimum membership

Each Lodge must have at least seven members. If membership of a Lodge falls below seven, the Charter of that Lodge will be withdrawn by the National President, subject to the provision of Rules 45 and 46.

31. NEW LODGES

31.1 Applications

- (a) Applications for a Charter to form a Lodge within New Zealand and the South Pacific area must be made in the prescribed form and signed by not less than seven members of the Society who intend to transfer to the new Lodge.
- (b) Applications for membership must be submitted to the Governance Board for the approval of:
 - (i) the Governance Board;
 - (ii) the National President; and
 - (iii) the International President.
- (c) If a new Lodge is approved, the Lodge will be issued with a Charter bearing the signature of the International President, from whom it derives its authority.

31.2 Proximity

The number of Lodges which may be formed in any one place is unlimited, but no Charter shall be granted for a new Lodge within 20 kilometres of an existing Lodge or Affiliated Centre until the National President has consulted with the existing Lodge or Affiliated Centre.

31.3 Approval

- (a) A Lodge is officially recognised once it has received its Charter from the Parent Society and has held its inaugural meeting in accordance with rule 31.3(b).
- (b) A new lodge must hold its inaugural meeting within 15 Business Days of it receiving its Charter from the Parent Society, at which it must:
 - (i) adopt a Lodge Constitution either in the recommended form or in a form approved by the Governance Board or at an AGM; and
 - (ii) appoint or elect its Officers and Committee Members in accordance with its Lodge

Constitution.

32. AFFILIATED CENTRES

32.1 Annual subscriptions

Members of an Affiliated Centre pay their Annual Subscriptions to the National Section.

32.2 Co-ordinators

- (a) Each year, Affiliated Centres will choose three Members in Good Standing to act as co-ordinators (**Co-ordinators**). The National President can give dispensation if an Affiliated Centre is unable to appoint three Members in Good Standing but there must be a minimum of two.
- (b) The Co-ordinators will be responsible for organising the theosophical programme and events for the Affiliated Centre.
- (c) One Co-ordinator will be the Primary Co-ordinator responsible for:
 - (i) liaising with the National Section;
 - (ii) attending the President's Forum; and
 - (iii) being a Delegate on behalf of the Affiliated Centre at a General Meeting,
 but may delegate any of these responsibilities to any other Co-ordinator.

32.3 Bank Account

Each Affiliated Centre will operate a petty cash bank account in the name of the Society with the three Co-ordinators being signatories and/or authorised to operate, which will be used to deposit income/donations and pay for meeting running costs.

32.4 Closure

An Affiliated Centre will be closed if membership falls below seven, or by a vote of 75% of the Governance Board, in which case the Affiliated Centre's Certificate will be withdrawn by the National President.

33. NEW AFFILIATED CENTRES

33.1 Applications

- (a) Applications to form an Affiliated Centre within New Zealand must be made in the prescribed form and signed by at least seven Members in Good Standing of the Society who intend to be members of the new Affiliated Centre.
- (b) Applications must be approved by the Governance Board.
- (c) If a new Affiliated Centre is approved, the Affiliated Centre will be issued with a Certificate signed by the National President, from whom it derives its authority.

33.2 Proximity

The number of Affiliated Centres which may be formed in any one place is unlimited, but no Certificate shall be granted for an Affiliated Centre within 20 kilometres of an existing Lodge or Affiliated Centre until the National President has consulted with the existing Lodge or Affiliated Centre.

33.3 Approval

- (a) An Affiliated Centre is officially recognised once it has received its Certificate from the National Section and held its inaugural meeting in accordance with rule 33.3(b).
- (b) The new Affiliated Centre must hold its inaugural meeting within 15 Business Days of it receiving its Certificate from the National Section, at which it must appoint three of its-members as its Co-ordinators.

34. STUDY CENTRES

- 34.1 The National President may recommend to the Governance Board that it authorise the formation of a Study Centre consisting of three or more Members in Good Standing and in sympathy with the Three Objects, who with other interested persons will gather together for the purpose of

studying Theosophy.

34.2 Only an authorised Study Centre:

- (a) may use the name of the Society; and
- (b) will be entitled to receive help and support from the Management Team.

34.3 **Proximity**

A Study Centre may only be formed if the National President has consulted with any Lodge or Affiliated Centre within 20 kilometres of the proposed Study Centre.

34.4 **Co-ordinator**

- (a) The National President will appoint one member of a Study Centre, being a Member in Good Standing for at least 24 months as the co-ordinator of the Study Centre (**Study Centre Co-ordinator**).
- (b) The Study Centre Co-ordinator will be responsible for:
 - (i) the operations of the Study Centre; and
 - (ii) maintaining contact with the Management Team.

34.5 **Withdrawal of authorisation**

The Governance Board may withdraw the authorisation of a Study Centre if the Study Centre is unable to appoint an acceptable Co-ordinator or fails to meet any of the requirements of this Constitution and/or the Bylaws.

35. CONFLICTS OF INTEREST

35.1 **Register of Interests**

The National President will at all times maintain an up-to-date register of the interests disclosed by Officers or members of a Committee.

35.2 **Disclosure of interest**

- (a) An Interested Person must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified):
 - (i) to the Governance Board and/or sub-committee; and
 - (ii) in the Register of Interests.
- (b) Disclosure must be made as soon as practicable after the Interested Person becomes aware that they are interested in the matter.

35.3 **Consequence of being interested in a matter**

- (a) An Interested Person:
 - (i) must not vote or take part in the decision of the Governance Board and/or Committee relating to the matter; and
 - (ii) must not sign any document relating to the entry into a transaction or the initiation of the matter; but
 - (iii) may take part in any discussion of the Governance Board and/or Committee relating to the matter and be present at the time of the decision of the Governance Board and/or Committee (unless the Governance Board and/or Committee decides otherwise).
- (b) For the purposes of calculating a vote on a matter, the votes in favour will be calculated as a proportion of votes received (and not as a proportion of those entitled to vote had the Interested Person not been prevented from voting). However, an Interested Person who is prevented from voting on a matter may still be counted for the purpose of determining whether there is a quorum at any meeting at which the matter is considered.
- (c) Where (as applicable):
 - (i) 50% or more of Officers are prevented from voting on a matter because they are

Interested Persons, an SGM must be called to consider and determine the matter, unless all non-interested Officers agree otherwise; and

- (ii) 50% or more of the members of a sub-committee are prevented from voting on a matter because they are Interested Persons, the Governance Board will consider and determine the matter.

36. ACCESS TO INFORMATION

- 36.1 A Member may at any time make a written request to the Society for information held by the Society.
- 36.2 The request must specify the information sought in sufficient detail to enable the information to be identified.
- 36.3 The Society must, within a reasonable time after receiving a request for information:
- (a) provide the information; or
 - (b) agree to provide the information within a specified period; or
 - (c) agree to provide the information within a specified period if the Member pays a reasonable charge to the Society (which must be specified and explained) to meet the cost of providing the information; or
 - (d) refuse to provide the information, specifying the reasons for the refusal.
- 36.4 Without limiting the reasons for which the Society may refuse to provide the information, the Society may refuse to provide the information if:
- (a) withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
 - (b) the disclosure of the information would, or would be likely to, prejudice the commercial position of the Society or of any of its Members, or
 - (c) the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the Society, or
 - (d) withholding the information is necessary to maintain legal professional privilege, or
 - (e) the disclosure of the information would, or would be likely to, breach an enactment, or
 - (f) the burden to the society in responding to the request is substantially disproportionate to any benefit that the Member (or any other person) will or may receive from the disclosure of the information, or
 - (g) the request for the information is frivolous or vexatious.
- 36.5 If the Society requires the Member to pay a charge for the information, the Member may withdraw the request, and must be treated as having done so unless, within 10 Business Days after receiving notification of the charge, the Member informs the Society:
- (a) that the Member will pay the charge; or
 - (b) that the Member considers the charge to be unreasonable.
- 36.6 Nothing in this Rule limits Information Privacy Principle 6 of the Privacy Act 2020.

37. DISPUTE RESOLUTION

37.1 Definitions

In this Rule 37:

- (a) **complaint** means any complaint concerning the alleged conduct or discipline of a Member.
- (b) **decision-maker** means the National President unless:
 - (i) the dispute is a complaint about the National President, in which case the Governance Board will be the decision-maker;
 - (ii) the National President refers the dispute to the Governance Board under Rule

37.3(d)(i), in which case the Governance Board will be the decision-maker;

- (iii) the National President or the Governance Board refers the dispute to a committee under Rule 37.3(d)(ii), in which case that committee will be the decision-maker;
 - (iv) the National President or the Governance Board refers the dispute to an external arbitrator, arbitral tribunal, external expert or referee under Rule 37.3(d)(iii), in which case that external arbitrator, arbitral tribunal, external expert or referee will be the decision-maker.
- (c) **dispute** means any grievance or complaint.
- (d) **grievance** means any grievance of a Member relating to their rights and interests as a Member.

37.2 Raising disputes

- (a) Any grievance by a Member, and any complaint by anyone, is to be lodged with the National President in writing (unless the dispute is regarding the National President, in which case it will be lodged with the National Vice President) and must provide such details as are necessary to identify the details of the grievance or complaint.
- (b) All Members (including the Governance Board) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Society's activities.
- (c) The complainant raising a grievance or complaint, and the decision-maker, must consider and discuss whether a dispute may best be resolved through informal discussions, mediation or arbitration. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.
- (d) The resolution of all disputes must be conducted in a manner that is consistent with natural justice.

37.3 Investigating disputes

- (a) This rule concerns any grievance or complaint.
- (b) These disputes procedures are designed to enable and facilitate the fair, prompt and efficient resolution of grievances and complaints.
- (c) Upon receiving a complaint or grievance, the National President:
 - (i) will consider whether to investigate and deal with the grievance or complaint; and
 - (ii) may decline to do so, for instance, if the National President is satisfied that:
 - (A) the complainant has insufficient interest in the matter or otherwise lacks standing to raise it;
 - (B) the matter is trivial or does not appear to disclose material misconduct or material;
 - (C) the matter raised appears to be without foundation or there is no apparent evidence to support it;
 - (D) some damage to Members' interests may arise; or
 - (E) the conduct incident, event or issue has already been investigated and dealt with by the Society.
- (d) Rather than investigate and deal with any dispute, the National President may:
 - (i) refer the dispute to the Governance Board to investigate and deal with the dispute;
 - (ii) appoint a committee to investigate and deal with the dispute; and/or
 - (iii) refer the dispute to an external arbitrator, arbitral tribunal, external expert or referee to investigate and deal with the dispute,

so long as minimum standards of natural justice and the following requirements under this Rule 37 are satisfied.

37.4 **Grievance Procedure**

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

- (a) The complainant and the Member or the Society (as applicable) who or which is the subject of the grievance, must be advised of all details of the grievance.
- (b) The Member or the Society (as applicable) who or which is the subject of the grievance, must be given an adequate time to prepare a response.
- (c) The complainant and the Member or the Society (as applicable) who or which is the subject of the grievance, must be given an adequate opportunity to be heard, either in writing or at an oral hearing if the decision-maker considers that an oral hearing is required.

37.5 **Complaint procedure**

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

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

37.6 **Conflict**

- (a) A person may not:
 - (i) make a decision on; or
 - (ii) participate as a decision-maker in regards to, a dispute, if:
 - (iii) the decision-maker is a party to or otherwise involved in the dispute;
 - (iv) the Governance Board or the decision-maker consider that there are reasonable grounds to infer that the person may not approach the dispute impartially, or without a predetermined view.
- (b) Such a decision must take into account the context of the Society and the particular case and may include consideration of facts known by the Governance Board about the decision-maker, so long as the decision is reasonably based on evidence that proves or disproves an inference that the decision-maker might not act impartially.

37.7 **Resolving disputes**

- (a) Subject to Rule 37.7(b), the decision-maker may:
 - (i) dismiss a dispute; or
 - (ii) uphold a grievance and make such directions as the decision-maker thinks appropriate (with which the Society and Members shall comply);
 - (iii) uphold a complaint and:
 - (A) reprimand or admonish the Member;
 - (B) suspend the Member from membership for a specified period; or
 - (C) terminate the Member's membership; and/or
 - (D) order the complainant (if a Member) or the Member complained against, to meet any of the Society's reasonable costs in dealing with a complaint.

- (b) Only:
 - (i) the Governance Board (by a vote of 75% or more); or
 - (ii) an external arbitrator, arbitral tribunal, external expert or referee appointed under Rule 37.3(d)(iii),
 can make a decision to terminate a Member's membership.
- (c) The decision-maker's decision will be final and binding, absent any manifest error.

38. ACCOUNTS

- 38.1 The National Treasurer shall prepare the Society's Accounts for each Financial Year, as required by Charities Services, including:
- (a) the Statement of Financial Performance; and
 - (b) the Statement of Financial Position .
- 38.2 Prior to each AGM, a copy of the audited Accounts will be forwarded to:
- (a) the National President; and
 - (b) each Delegate.
- 38.3 On or before 1 November in each year, the Society must send to the International President:
- (a) a copy of the Society's Annual Report;
 - (b) a copy of the Society's audited Accounts (if the Accounts have been audited or, if not yet audited, a copy of the Society's Accounts with a copy of the audited Accounts to be sent once available);
 - (c) a report of any changes in the Lodge or National Section membership (including the number of Members who have joined, died, resigned, whose membership has lapsed and any members who have transferred between a Lodge and the National Section or vice versa,
- in relation to the previous Financial Year of the Society.
- 38.4 On or before 1 March in each year, the Society must remit to the International President 15% of the Annual Dues collected for the previous Financial Year.

39. FINANCES

39.1 Control and management

The funds and property of the **Society** will be:

- (a) controlled, invested and disposed of by the Governance Board, subject to this Constitution; and
 - (b) devoted solely to the promotion of the purposes of the Society.
- 39.2 The funds of the Society shall be deposited in such Bank or Banks as may from time to time be selected by the Management Team who shall also determine the mode by which the said funds may be operated upon. The Officers may at their discretion invest surplus funds in such securities as may by law be available for the investment of trust funds, but no Officer shall be answerable for any loss arising in the administration or application of the funds of the Society or for any damage to or deterioration in the property of the Society unless such loss, damage or deterioration shall happen by or through their wilful default or neglect.
- 39.3 The Society may, with the approval of the Governance Board, borrow any sums of money for the purpose of the work of the Society, and secure the repayment of such moneys in such manner and upon such terms and conditions in all respects as the Governance Board may think fit.

40. CONTACT PERSON

- 40.1 The Society must at all times have between one and three Contact Persons who the Registrar can contact when needed in relation to the affairs of the Society.

40.2 A Contact Person must be:

- (a) at least 18 years of age;
- (b) an Officer of the Society;
- (c) ordinarily resident in New Zealand (as that term is defined in the Act); and
- (d) not disqualified under the Act from holding that office.

40.3 Contact Persons will be appointed by the Management Team.

40.4 The Society must give the Registrar notice of:

- (a) the appointment;
- (b) resignation or removal; and/or
- (c) change in the name or contact details,

of a Contact Person within 20 Business Days of the Society becoming aware of the change.

40.5 In the event of any vacancy in the position of Contact Person (that is, the Society has no Contact Person), the Society must appoint a new Contact Person within 20 Business Days of the vacancy occurring.

41. BYLAWS

The Governance Board may from time to time make and amend bylaws and policies for the conduct and control of Society activities, which are applicable to Branches and Members, but no such bylaws or policies applicable to Branches and Members shall be inconsistent with the Act, the Regulations or this Constitution.

42. COMMON SEAL

42.1 The Common Seal of the Society shall be kept in the custody of the National President.

42.2 The Common Seal may be affixed to any document:

- (a) by resolution of the Governance Board and must be countersigned by the National President and two members of the Management Team or Governance Board; or
- (b) by such other means as the Governance Board may resolve from time to time.

43. OFFICIAL ORGANS

43.1 The Official organs of the Society are "*TheoSophia*" and "The Theosophical Society in New Zealand Inc." website.

43.2 The Society will send a copy of *TheoSophia* free to every Member in Good Standing (either in hard copy or electronically).

44. INTERNATIONAL PRESIDENTIAL ELECTION

44.1 In the event of an International Presidential Election, the National President shall consult with the Governance Board and make nominations in the prescribed manner.

44.2 On the receipt of a list of qualified nominees from the International Secretary, the National President shall take the votes of the individual members of the Society who are eligible to vote, as prescribed by the Rules and Regulations of the Parent Society, and shall communicate the results to the International Secretary.

45. CANCELLATION OF CHARTERS & DIPLOMAS

45.1 The Charter of the Society and all Charters of Lodges and all Diplomas of membership derive their authority from the International President, acting as Executive Officer of the General Council of the Parent Society, and may be cancelled by the same Authority.

45.2 The Governance Board may cancel Lodge Charters and membership Diplomas of those under its jurisdiction, but only in accordance with the Parent Society Rules. Orders of cancellation must specify that there is a right of appeal to the International President within three months of receipt of notice of cancellation.

46. DISSOLUTION OR WINDING UP

46.1 Process

- (a) The Society may be wound up, or liquidated, or removed from the Register of Incorporated Societies in accordance with the provisions of the Act.
- (b) The National President shall give Notice to all Members of the proposed motion to wind up the Society or remove it from the Register of Incorporated Societies and of the General Meeting at which any such proposal is to be considered, of the reasons for the proposal, and of any recommendations from the Governance Board in respect to such notice of motion.
- (c) Any resolution to wind up the Society or remove it from the Register of Incorporated Societies must be passed by 75% majority of all Members present and voting.

46.2 Consequences of winding up - National Society

If the Society is wound up, or liquidated, or removed from the Register of Incorporated Societies, no distribution shall be made to any Member, and if any property remains after the settlement of the Society's debts and liabilities, that property must:

- (a) be given or transferred to the Parent Society for a charitable purpose or purposes as defined in section 5(1) of the Charities Act 2005; or
- (b) if, for any reason, the property of the Society is unable to be transferred to the Parent Society, to another organisation approved by the Parent Society for a similar charitable purpose or purposes as defined in section 5(1) of the Charities Act 2005.

46.3 Consequences of winding up - Lodges

- (a) If a Lodge's Charter is cancelled or the Lodge is dissolved or wound up, the Charter will be deemed forfeited or lapsed and all property, real or personal, including the Charter, Diplomas, Seal, Records and other papers belonging to or in the custody of the Lodge will vest in the Society and be delivered to the National President.
- (b) A Lodge whose Charter has been cancelled, forfeited or lapsed must not continue to use the name, motto, or seal of the Society except for the purpose of vesting in Society or the Parent Society (as the case may be) the real and personal property of the Lodge.

47. INDEMNITY, AND INSURANCE

47.1 Society may indemnify an Officer, Member or employee

- (a) The Society may indemnify an **Officer**, a Member, or an employee of the Society for:
 - (i) liability to any person other than the Society for any act or omission in their capacity as an Officer, a Member, or an employee of the Society, not being:
 - (A) criminal liability; or
 - (B) a liability that arises out of a failure to act in good faith and in what that Officer, Member, or employee believes to be the best interests of the Society when acting in their capacity as an Officer, a Member, or an employee of the Society.
 - (ii) costs incurred by the Officer, Member, or employee in defending or settling any claim or proceeding relating to that liability.
- (b) The Society may indemnify an Officer, a Member, or an employee of the Society for any costs incurred by them in defending or settling a proceeding that relates to liability of a kind referred to in 47.1(a)(i) if:
 - (i) judgment is given in their favour or if they are acquitted; or
 - (ii) the proceeding is discontinued.
- (c) The indemnity under clause 47.1(a)(i) includes:
 - (i) liability (other than criminal liability) for a failure to comply with:

- (A) a duty under sections 54 to 61 of the Act (**officers' duties**); or
 - (B) any other duty imposed on the Officer in their capacity as an Officer of the Society;
- (ii) costs incurred by the officer for any claim or proceeding relating to that liability.

47.2 Insurance for an Officer, Member or employee

- (a) The Society may, with the prior approval of the Governance Board, effect insurance for an Officer, Member or employee of the Society in respect of:
- (i) liability (other than criminal liability) of a kind referred to in clause 47.1(a); or
 - (ii) costs incurred by that Officer, Member, or employee in defending or settling any claim or proceeding relating to that liability; or
 - (iii) costs incurred by that Officer, Member, or employee in defending any criminal proceedings:
 - (A) that have been brought against the Officer, Member, or employee in relation to any alleged act or omission in their capacity as an Officer, a Member, or an employee of the Society; and
 - (B) in which they are acquitted.
- (b) The liability insured under clause 47.2(a)(i) includes:
- (i) liability (other than criminal liability) for a failure to comply with:
 - (A) a duty under sections 54 to 61 of the Act (**officers' duties**); or
 - (B) any other duty imposed on the Officer in their capacity as an officer of the Society;
 - (ii) costs incurred by the Officer for any claim or proceeding relating to that liability.
- (c) The Officers who vote in favour of authorising insurance under this clause 47.2 must sign a certificate stating that, in their opinion, the cost of effecting the insurance is fair to the Society.

48. ACT AND REGULATIONS

Nothing in this Constitution authorises the Society to do anything which contravenes or is inconsistent with the Act, any regulations made under the Act, or any other legislation.

Approved by AGM on: 16th January 2026

Name of National President: Richard Sell