



SCHOOL LIBRARY
ASSOCIATION OF
NEW ZEALAND
AOTEAROA
TE PUNA WHARE
MĀTAURANGA Ā KURA
MANATŌPŪ
CONSTITUTION
2025

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1 GENERAL

1.1 Name

- 1.1.1 The name of the society is School Library Association of New Zealand Aotearoa | Te Puna Whare Mātauranga ā Kura Incorporated (in this Constitution referred to as SLANZA).

1.2 Incorporated Society

- 1.2.1 SLANZA is not and does not intend to be registered as a charitable entity under the Charities Act 2005.

1.3 Definitions

- 1.3.1 In this Constitution, unless the context requires otherwise, the following words and phrases have the following meanings:
- 1.3.1.1 'Act' means the Incorporated Societies Act 2022 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.
 - 1.3.1.2 'Annual General Meeting' means a meeting of the Members of SLANZA held once per year which, among other things, will receive and consider reports on the Society's activities and finances.
 - 1.3.1.3 'Manukura | President' means the Officer responsible for chairing General Meetings and National Executive meetings, and who provides leadership for SLANZA.
 - 1.3.1.4 'National Executive' means SLANZA's governing body. National Executive is also referred to as NE.
 - 1.3.1.5 'Constitution' means the rules in this document.
 - 1.3.1.6 'General Meeting' means either an Annual General Meeting or a Special General Meeting of the Members of SLANZA.
 - 1.3.1.7 'Matter' means:
 - 1.3.1.7.1 SLANZA's performance of its activities or exercise of its powers; or
 - 1.3.1.7.2 an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the Society.
 - 1.3.1.8 'Member' means a person who has consented to become a Member of SLANZA and has been properly admitted to SLANZA who has not ceased to be a Member of SLANZA.
 - 1.3.1.9 'Notice' to Members includes any notice given by email, post, or courier.

- 1.3.1.10 ‘Officer’ means a natural person who is: a committee member, a member of the National Executive, or is in a position in SLANZA that allows them to exercise significant influence over the management or administration of SLANZA, including any Treasurer or Chairperson.
- 1.3.1.11 ‘Register of Members’ means the register of Members kept under this Constitution as required by section 79 of the Act.
- 1.3.1.12 ‘Regional Chapters’ means SLANZA members associated with one of the eight SLANZA regions.
- 1.3.1.13 ‘Regional Committee’ means the groups of people who organise regional events and ensure their region follows the SLANZA Constitution. These people volunteer at the regional AGM.
- 1.3.1.14 ‘National Administrator’ means the Officer responsible for the matters specifically noted in this Constitution.
- 1.3.1.15 ‘Special General Meeting’ means a meeting of the Members, other than an Annual General Meeting, called for a specific purpose or purposes.
- 1.3.1.16 ‘Subcommittee / Ohu Mahi’ means - a group of people tasked with a specific SLANZA project.
- 1.3.1.17 ‘Working Days’ are defined in the Legislation Act 2019. Examples of days that are not Working Days include, but are not limited to, the following — a Saturday, a Sunday, Waitangi Day, Good Friday, Easter Monday, ANZAC Day, the Sovereign’s birthday, Te Rā Aro ki a Matariki/Matariki Observance Day, and Labour Day.

1.4 Purposes

- 1.4.1 The purpose of the School Library Association of New Zealand Aotearoa | Te Puna Whare Mātauranga a Kura Incorporated is:
- 1.4.1.1 To provide a national voice for the school library community.
 - 1.4.1.2 To advocate the critical role of school libraries in reading, teaching, and learning. To advocate the critical role of school libraries in hauora and wellbeing.
 - 1.4.1.3 To represent all school library staff: School Librarians and support staff with library responsibility, Teachers with Library Responsibility and Teacher Librarians.
 - 1.4.1.4 To lobby for improved funding to provide better library facilities and services.
 - 1.4.1.5 To create opportunities to recognise excellence within the school library field.

- 1.4.1.6 To improve the professional standing, working conditions and qualifications for all staff involved with school libraries.
- 1.4.1.7 To support professional development through conferences, regular communications, regional professional development, and online platforms.
- 1.4.1.8 To develop links with associated national and international professional organisations.

1.5 Tikanga

- 1.5.1 Te Tiriti o Waitangi is the founding document of our nation; it provides a framework for partnerships today and in the future. SLANZA accepts its responsibility for attempting to fulfil the intent of Te Tiriti o Waitangi.

The tikanga or culture of SLANZA is as follows:

- 1.5.1.1 To ensure the vision and work of SLANZA reflects the principles of Te Tiriti o Waitangi.
- 1.5.1.2 To make equitable provision for the needs of Māori.
- 1.5.1.3 To provide opportunities for school librarians who are affiliated with SLANZA to learn about Māori culture and heritage.
- 1.5.1.4 To recognise Māori values and resourcing SLANZA to promote these.
- 1.5.1.5 To provide an environment that promotes and supports Māori initiatives and therefore enabling success for our Māori colleagues in librarianship.
- 1.5.1.6 The NE will ensure the responsibilities under Te Tiriti o Waitangi are supported and promoted throughout the organisation's activities.

1.6 Act and Regulations

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

1.7 Restriction on society powers

- 1.7.1 SLANZA must not be carried on for the financial gain of any of its members.
- 1.7.2 SLANZA's capacity, rights, powers, and privileges are subject to the following restrictions:
 - 1.7.2.1 Money may only be borrowed as the result of the unanimous decision of NE, ratified by two thirds majority of members at an AGM or special meeting

1.8 Registered Office

- 1.8.1 The registered office of SLANZA shall be at such place in New Zealand as the National Executive from time to time determines.

1.8.2 Changes to the registered office shall be notified to the Registrar of Incorporated Societies:

1.8.2.1 at least 5 working days before the change of address for the registered office is due to take effect, and

1.8.2.2 in a form and as required by the Act.

1.9 Contact person

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

The Society's contact person must be:

1.9.1.1 At least 18 years of age, and

1.9.1.2 Ordinarily a resident of New Zealand.

1.9.1.3 A contact person can be appointed by the National Executive.

1.9.1.4 Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including:

1.9.1.4.1 a physical address or an electronic address, and a telephone number.

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

1.10 Minimum number of members

1.10.1 The Society shall maintain the minimum number of Members required by the Act.

2 MEMBERSHIP:

2.1 Types of members

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

2.1.1.1 Member

A Member is an individual or business admitted to membership under this Constitution and who or which has not ceased to be a Member. Any person interested in school library matters may join on payment of the annual subscription. Membership lapses upon non-payment of subscription, by 1st June of the subscription year.

2.1.1.2 Life Member

A Life Member is a person honoured for highly valued services to SLANZA. A Life Member shall have all the rights and privileges of a Member and shall be subject to all the same duties as a Member except those of paying membership subscriptions. The life membership subcommittee / Ohu Mahi will decide on Life Memberships.

2.2 Becoming a member: consent

2.2.1 Every applicant for membership must consent in writing to becoming a Member.

2.3 Becoming a member: process

2.3.1 An applicant for membership must complete and sign an application form, supply any information, or attend an interview as may be reasonably required by the National Executive regarding an application for membership and will become a Member on acceptance of that application by the National Executive or their authorised delegate.

2.3.2 The National Executive may accept or decline an application for membership at its sole discretion. The National Executive must advise the applicant of its decision.

2.3.3 The signed written consent of every Member to become a SLANZA Member shall be retained in the SLANZA's membership records.

2.4 Members' obligations and rights

2.4.1 Every Member shall provide SLANZA in writing with that Member's name and contact details (namely, physical or email address and a telephone number) and promptly advise SLANZA via email of any changes to those details.

2.4.2 All Members shall promote the interests and purposes of SLANZA and shall do nothing to bring SLANZA into disrepute.

2.4.3 A Member is only entitled to exercise the rights of membership (including attending and voting at General Meetings, and participating in Society activities) if all subscriptions and any other fees have been paid to SLANZA by 1st June of the subscription year, but no Member or Life Member is liable for an obligation of SLANZA by reason only of being a Member.

2.4.4 The National Executive may decide what access or use Members may have of or to any premises, facilities, equipment or other property owned, occupied or otherwise used by SLANZA, and to participate in SLANZA activities, including any conditions of and fees for such access, use or involvement.

2.5 Ceasing to be a member

A Member ceases to be a Member:

- 2.5.1 by resignation from that Member's class of membership by written notice signed by that Member to the National Executive, or
- 2.5.2 on termination of a Member's membership following a dispute resolution process under this Constitution, or
- 2.5.3 on death (or if a body corporate on liquidation or deregistration, or if a partnership on dissolution of the partnership), or
- 2.5.4 by resolution of the National Executive where:
 - 2.5.4.1 The Member has failed to pay a subscription due to the SLANZA within 50 Working Days of the due date for payment, or
 - 2.5.4.2 In the opinion of the National Executive the Member has brought SLANZA into disrepute.

2.6 Obligations once membership has ceased

A Member who has ceased to be a Member under this Constitution:

- 2.6.1 shall cease to hold themselves out as a Member of SLANZA, and
- 2.6.2 shall cease to be entitled to any of the rights of a SLANZA Member.

2.7 Becoming a member again

- 2.7.1 Any former Member may apply for re-admission in the manner prescribed for new applicants and may be re-admitted only by resolution of the National Executive.
- 2.7.2 But, if a former Member's membership was terminated following a disciplinary or dispute resolution process, the applicant may be re-admitted only by a resolution passed at a General Meeting on the recommendation of the National Executive.

3 GENERAL MEETINGS:

3.1 Procedures for all general meetings

- 3.1.1 The National Executive shall give all Members at least 30 Working Days' written Notice of any General Meeting and of the business to be conducted at that General Meeting.
- 3.1.2 That Notice will be emailed to the Member at the contact email address notified to the Society and recorded in the Society's register of members. The General Meeting and its business will not be invalidated simply because one or more Members do not receive the Notice of the General Meeting.
- 3.1.3 Only financial Members may attend, speak and vote at General Meetings
 - 3.1.3.1 in person, or

3.1.3.2 attendance by virtual means

- 3.1.4 No General Meeting may be held unless at least 5 percent of eligible financial Members attend throughout the meeting and this will constitute a quorum.
- 3.1.5 If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting – if convened upon request of Members – shall be dissolved. In any other case it shall stand adjourned to a day, time and place determined by the Manukura | President of SLANZA, and if at such adjourned meeting a quorum is not present, those Members present in person or by proxy shall be deemed to constitute a sufficient quorum.
- 3.1.6 A Member is entitled to exercise one vote on any motion at a General Meeting in person or by electronic means.
- 3.1.7 Any decisions made when a quorum is not reached are not valid.
- 3.1.8 SLANZA may pass a written resolution in lieu of a General Meeting, and a written resolution is as valid for the purposes of the Act and this Constitution as if it had been passed at a General Meeting if it is approved by no less than 75 percent of the Members who are entitled to vote on the resolution. A written resolution may consist of 1 or more documents in similar form (including letters, electronic mail, or other similar means of communication) each proposed by or on behalf of 1 or more Members. A Member may give their approval to a written resolution by signing the resolution or giving approval to the resolution in any other manner permitted by the Constitution (for example, by electronic means).
- 3.1.9 General Meetings may be held at one or more venues by Members present in person and/or using any real- time audio, audio and visual, or electronic communication that gives each Member a reasonable opportunity to participate.
- 3.1.10 All General Meetings shall be chaired by the Manukura | President. If the Manukura | President is absent, the Manukura | President Elect or the Immediate Past Manukura | President shall chair that meeting.
- 3.1.11 Any person chairing a General Meeting has a deliberative vote and, in the event of a tied vote, does not have a casting vote.
- 3.1.12 Any person chairing a General Meeting may —
- 3.1.12.1 With the consent of a simple majority of Members present at any General Meeting, adjourn the General Meeting from time to time and from place to place but no business shall be transacted at any adjourned General Meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - 3.1.12.2 Direct that any person not entitled to be present at the General Meeting, or obstructing the business of the General Meeting, or behaving in a disorderly manner, or being abusive, or failing to abide by the directions of the Manukura | President be removed

from the General Meeting, and in the absence of a quorum or in the case of emergency, adjourn the General Meeting or declare it closed.

3.1.13 The National Executive may propose motions for SLANZA to vote on ('National Executive Motions'), which shall be notified to Members with the notice of the General Meeting.

3.1.14 Any Member may request that a motion be voted on ('Member's Motion') at a General Meeting, by giving notice to the Secretary or National Executive at least 30 Working Days before that meeting.

3.1.15 The Member may also provide information in support of the motion ('Member's Information'). If notice of the motion is given to the SLANZA Administrative Officer or National Executive before written Notice of the General Meeting is given to Members, notice of the motion shall be provided to Members with the written Notice of the General Meeting.

3.2 Minutes

3.2.1 SLANZA must keep minutes of all General Meetings.

3.2.2 The minutes of all General Meetings will be available to all members of SLANZA on request, and all meeting attendees within ten working days of a meeting being held. A record shall be made of Regional Committee Meetings and made available to all members of each region.

3.3 Annual General Meetings: when they will be held

3.3.1 An Annual General Meeting shall be held once a year on a date and at a location and/or using any electronic communication determined by the National Executive and consistent with any requirements in the Act, and the Constitution relating to the procedure to be followed at General Meetings shall apply.

3.3.2 The Annual General Meeting must be held no later than the earlier of the following:

3.3.2.1 6 months after the balance date of SLANZA

3.3.2.2 15 months after the previous annual meeting.

3.4 Annual General Meetings: business

3.4.1 The business of an Annual General Meeting shall be to:

3.4.1.1 confirm the minutes of the last Annual General Meeting and any Special General Meeting(s) held since the last Annual General Meeting,

3.4.1.2 adopt the annual report on the operations and affairs of the SLANZA,

3.4.1.3 adopt the National Executive's report on the finances of SLANZA, and the annual financial statements,

3.4.1.4 set any subscriptions for the current financial year,

3.4.1.5 consider any motions of which prior notice has been given to Members with notice of the Meeting, and

3.4.1.6 consider any general business.

3.4.2 The National Executive must, at each Annual General Meeting, present the following information:

3.4.2.1 an annual report on the operation and affairs of SLANZA during the most recently completed accounting period,

3.4.2.2 the annual financial statements for that period, and

3.4.2.3 notice of any disclosures of conflicts of interest made by Officers during that period (including a summary of the matters, or types of matters, to which those disclosures relate).

3.5 Special General Meetings

3.5.1 Special General Meetings may be called at any time by the National Executive by resolution.

3.5.2 The National Executive must call a Special General Meeting if it receives a written request signed by at least 5 percent of Members.

3.5.3 Any resolution or written request must state the business that the Special General Meeting is to deal with.

3.5.4 The rules in this Constitution relating to the procedure to be followed at General Meetings shall apply to a Special General Meeting, and a Special General Meeting shall only consider and deal with the business specified in the National Executive's resolution or the written request by Members for the Meeting.

4 COMMITTEE:

4.1 National Executive composition

4.1.1 The officers of SLANZA shall be a Manukura | President, a Manukura | President Elect or the Immediate Past-Manukura | President, Treasurer, and up to one representative from each region. The National Administrator shall be a paid position and is not an officer.

4.1.2 The Manukura | President has the power to co-opt a representative from a region where no representative has been selected.

4.1.3 The Manukura | President, the Manukura | President Elect and the Immediate Past-Manukura | President shall be members of SLANZA, and the Manukura | President will serve in the position for a term agreed upon by the Manukura | President Elect and the SLANZA National Executive of up to two years.

4.1.4 The Manukura | President Elect shall succeed to the presidency upon completion of the term of office as Manukura | President Elect.

4.1.5 The Immediate Past-Manukura | President shall serve a term of up to one year.

4.2 Functions of the National Executive

4.2.1 From the end of each Annual General Meeting until the end of the next, SLANZA shall be managed by, or under the direction or supervision of, the National Executive, in accordance with the Incorporated Societies Act 2022, any Regulations made under that Act, and this Constitution.

4.2.2 The Manukura | President shall preside at all National Executive and General SLANZA meetings. The Manukura | President shall perform other duties designated by the membership or the NE and shall represent SLANZA or designate a representative to other organisations. This officer shall report annually to the SLANZA membership.

4.2.3 The NE sets annual SLANZA priorities, goals, budget and assigns portfolios to NE members.

4.2.4 The Manukura | President Elect shall perform the duties of the Manukura | President in the absence or incapacity of the Manukura | President. If the Manukura | President Elect is unable to perform these duties, then the Immediate Past-Manukura | President shall perform the Manukura | Presidential duties.

4.2.5 The Treasurer serves as the members' advocate in the budgetary process. This officer shall oversee the keeping of accounts and report annually to the SLANZA membership at the AGM.

4.2.6 The NE may delegate responsibilities to individuals and appoint subcommittees for such purposes as it thinks fit.

4.3 Powers of the National Executive

4.3.1 The National Executive has all the powers necessary for governing, managing — and for directing and supervising the management of — the operation and affairs of SLANZA, subject to such modifications, exceptions, or limitations as are contained in the Act or in this Constitution.

4.3.2 The NE may delegate responsibilities but not its accountability for any delegated activity

4.4 Procedure

4.4.1 The quorum for National Executive meetings is at least two-thirds of the number of members of the National Executive.

4.4.2 A meeting of the National Executive may be held either:

- 4.4.2.1 by a number of the members of the National Executive who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or
- 4.4.2.2 by means of audio, or audio and visual, communication by which all members of the National Executive participating and constituting a quorum can simultaneously hear each other throughout the meeting.
- 4.4.3 A resolution of the National Executive is passed at any meeting of the National Executive if a majority of the votes cast on it are in favour of the resolution. Every Officer on the National Executive shall have one vote.
- 4.4.4 The members of the National Executive shall elect one of their number as Manukura | President Elect of the National Executive. The Manukura | President Elect will serve a term of up to one year before becoming Manukura | President. The Manukura | President will serve a term of up to two years before becoming Immediate Past-Manukura | President. The Immediate Past-Manukura | President will serve a term of up to one year.
- 4.4.5 If at a meeting of the National Executive, the Manukura | President is not present, the Manukura | President Elect/Immediate Past Manukura | President may choose one of their number to be Manukura | President of the meeting. The Manukura | President does have a casting vote in the event of a tied vote on any resolution of the National Executive.
- 4.4.6 Except as otherwise provided in this Constitution, the National Executive may regulate its own procedure.

4.5 Vacancies

- 4.5.1 If the office of Manukura | President becomes vacant, the Manukura | President Elect shall become Manukura | President and will serve in the position for a term agreed upon by the Manukura | President Elect and the SLANZA National Executive of up to two years.
- 4.5.2 In the event that the office of Manukura | President becomes vacant and there is no Manukura | President Elect to step into the role of Manukura | President, then the Immediate Past-Manukura | President shall serve as Manukura | President completing that term of office whilst nominations are called for the position of Manukura | President Elect.
- 4.5.3 In the event that there is no Manukura | President Elect, and the Immediate Past-Manukura | President is unable to return to the role of Manukura | President, the NE shall nominate an NE committee member to act as Interim Manukura | President whilst nominations for Manukura | President are called for.
- 4.5.4 If there are no nominations by the end of the due date, then the Interim Manukura | President shall take on the role of Manukura | President for a term agreed upon by the Interim Manukura | President and the SLANZA National Executive of up to two years. If there is more than one nomination, then an election shall occur as soon as possible.

4.5.5 All other vacancies shall be interim appointments made by the Manukura | President with the approval of the SLANZA NE until the next election when the unexpired term(s) will be filled.

4.6 Ohu Mahi

4.6.1 The National Executive may appoint subcommittees / Ohu Mahi consisting of such persons (whether or not Members of SLANZA) and for such purposes as it thinks fit. Unless otherwise resolved by the National Executive:

4.6.1.1 the quorum of every subcommittee/ Ohu Mahi is half the members of the subcommittee / Ohu Mahi but not less than 2,

4.6.1.2 no subcommittee/ Ohu Mahi shall have power to co-opt additional members,

4.6.1.3 a subcommittee/ Ohu Mahi must not commit SLANZA to any financial expenditure without express authority from the National Executive, and

4.6.1.4 a subcommittee/ Ohu Mahi must not further delegate any of its powers.

4.7 General matters: Ohu Mahi

4.7.1 The National Executive and any subcommittee / Ohu Mahi may act by resolution approved during a conference call using audio and/or audio-visual technology or through a written ballot conducted by email, electronic voting system, or post, and any such resolution shall be recorded in the minutes of the next National Executive or subcommittee / Ohu Mahi meeting.

4.7.2 Other than as prescribed by the Act or this Constitution, the National Executive may regulate subcommittee / Ohu Mahi proceedings as it sees fit.

5 OFFICERS:

5.1 Incorporated Society

5.1.1 Every Officer must be a natural person who:

5.1.1.1 has consented in writing to be an officer of the SLANZA, and

5.1.1.2 certifies that they are not disqualified from being elected or appointed or otherwise holding office as an Officer of SLANZA.

5.1.2 Officers must not be disqualified, under section 47(3) of the Act, from being appointed or holding office as an Officer of SLANZA, namely:

5.1.2.1 a person who is under 16 years of age

- 5.1.2.2 a person who is an undischarged bankrupt
- 5.1.2.3 a person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993, or any other similar legislation
- 5.1.2.4 a person who is disqualified from being a member of the governing body of a charitable entity under the Charities Act 2005
- 5.1.2.5 a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years:
 - 5.1.2.5.1 an offence under subpart 6 of Part 4 of the Act
 - 5.1.2.5.2 a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961)
 - 5.1.2.5.3 an offence under section 143B of the Tax Administration Act 1994
 - 5.1.2.5.4 an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (1) to (3)
 - 5.1.2.5.5 a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere.
- 5.1.2.6 a person subject to:
 - 5.1.2.6.1 a banning order under subpart 7 of Part 4 of the Act, or
 - 5.1.2.6.2 an order under section 108 of the Credit Contracts and Consumer Finance Act 2003, or
 - 5.1.2.6.3 a forfeiture order under the Criminal Proceeds (Recovery) Act 2009, or
 - 5.1.2.6.4 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.
- 5.1.2.7 a person who is subject to an order that is substantially similar to an order referred to in paragraph (6) under a law of a country, State, or territory outside New Zealand that is a country, State, or territory prescribed by the regulations (if any) of the Act.
- 5.1.3 Prior to election or appointment as an Officer a person must:
 - 5.1.3.1 consent in writing to be an Officer, and
 - 5.1.3.2 certify in writing that they are not disqualified from being elected or appointed as an Officer either by this Constitution or the Act.

5.1.4 Note that only a natural person may be an Officer, and each certificate shall be retained in the Society's records.

5.2 National Executive duties

5.2.1 At all times each Officer:

5.2.1.1 shall act in good faith and in what he or she believes to be the best interests of the Society,

5.2.1.2 must exercise all powers for a proper purpose,

5.2.1.3 must not act, or agree to the Society acting, in a manner that contravenes the Act or this Constitution,

5.2.1.4 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:

5.2.1.4.1 the nature of the Society,

5.2.1.4.2 the nature of the decision, and

5.2.1.4.3 the position of the Officer and the nature of the responsibilities undertaken by them.

5.2.1.5 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

5.2.1.6 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.

5.3 Removal of Officers

5.3.1 An Officer shall be removed as an Officer by resolution of 75% the National Executive or the Society where in the opinion of the National Executive or the Society:

5.3.1.1 The Officer elected to the National Executive has been absent from National Executive meetings without leave of absence from the National Executive.

5.3.1.2 The Officer has brought the Society into disrepute.

5.3.1.3 The Officer has failed to disclose a conflict of interest.

5.3.1.4 The National Executive passes a vote of no confidence in the Officer.

with effect from (as applicable) the date specified in a resolution of the National Executive or Society.

5.4 Ceasing to hold office

- 5.4.1 An Officer ceases to hold office when they resign (by notice in writing to the National Executive), are removed, die, or otherwise vacate office in accordance with section 50(1) of the Act.
- 5.4.2 Each officer shall within 10 Working Days of submitting a resignation or ceasing to hold office, deliver to the National Executive all books, papers and other property of SLANZA held by such former Office.

5.5 Conflict of interest

- 5.5.1 An Officer or member of a subcommittee who is an Interested Member in respect of any Matter being considered by SLANZA must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified):
- 5.5.1.1 to the National Executive and or subcommittee / Ohu Mahi, and
 - 5.5.1.2 in an Interests Register kept by the National Executive.
- 5.5.2 Disclosure must be made as soon as practicable after the Officer or member of a subcommittee / Ohu Mahi becomes aware that they are interested in the Matter.
- 5.5.3 An Officer or member of a subcommittee / Ohu Mahi who is an Interested Member regarding a Matter:
- 5.5.3.1 must not vote or take part in the decision of the National Executive and/or subcommittee / Ohu Mahi relating to the Matter unless all members of the National Executive who are not interested in the Matter consent; and
 - 5.5.3.2 must not sign any document relating to the entry into a transaction or the initiation of the Matter unless all members of the National Executive who are not interested in the Matter consent; but
 - 5.5.3.3 may take part in any discussion of the National Executive and/or sub-committee / Ohu Mahi relating to the Matter and be present at the time of the decision of the National Executive and/or sub-committee / Ohu Mahi (unless the National Executive and/or sub-committee / Ohu Mahi decides otherwise).
- 5.5.4 However, an Officer or member of a subcommittee / Ohu Mahi 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.

- 5.5.5 Where 50 per cent or more of Officers are prevented from voting on a Matter because they are interested in that Matter, a Special General Meeting must be called to consider and determine the Matter, unless all non-interested Officers agree otherwise.
- 5.5.6 Where 50 per cent or more of the members of a sub-committee / Ohu Mahi are prevented from voting on a Matter because they are interested in that Matter, the National Executive shall consider and determine the Matter.

6 RECORDS:

6.1 Register of Members

- 6.1.1 SLANZA shall keep an up-to-date Register of Members.

For each current Member, the information contained in the Register of Members shall include —

6.1.1.1 Their name, and

6.1.1.2 The date on which they became a Member (if there is no record of the date they joined, this date will be recorded as ‘Unknown’), and

6.1.1.3 Their contact details, including

6.1.1.3.1 A physical address or an electronic address, and

6.1.1.3.2 A telephone number.

6.1.1.4 The register will also include each Member's:

6.1.1.4.1 postal address

6.1.1.4.2 email address (if any)

6.1.1.4.3 occupation

6.1.1.4.4 whether the Member is financial or unfinancial

6.1.1.5 Every current Member shall promptly advise SLANZA of any change of the Member's contact details.

6.1.1.6 SLANZA shall also keep a record of the former Members of the SLANZA.

6.1.1.7 For each Member who ceased to be a Member within the previous 7 years, SLANZA will record:

6.1.1.7.1 The former Member's name, and

6.1.1.7.2 The date the former Member ceased to be a Member.

6.2 Interests Register

- 6.2.1 The National Executive shall at all times maintain an up-to-date register of the interests disclosed by members of the National Executive and by members of any subcommittee / Ohu Mahi.

6.3 Access to Information for members

- 6.3.1 A Member may at any time make a written request to SLANZA for information held by SLANZA.
- 6.3.2 The request must specify the information sought in sufficient detail to enable the information to be identified.
- 6.3.3 SLANZA must, within a reasonable time after receiving a request —
- 6.3.3.1 provide the information, or
 - 6.3.3.2 agree to provide the information within a specified period, or
 - 6.3.3.3 agree to provide the information within a specified period if the Member pays a reasonable charge to SLANZA (which must be specified and explained) to meet the cost of providing the information, or
 - 6.3.3.4 refuse to provide the information, specifying the reasons for the refusal.
- 6.3.4 Without limiting the reasons for which SLANZA may refuse to provide the information, SLANZA may refuse to provide the information if —
- 6.3.4.1 withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
 - 6.3.4.2 the disclosure of the information would, or would be likely to, prejudice the commercial position of SLANZA or of any of its Members, or
 - 6.3.4.3 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 SLANZA, or
 - 6.3.4.4 the information is not relevant to the operation or affairs of SLANZA, or
 - 6.3.4.5 withholding the information is necessary to maintain legal professional privilege, or
 - 6.3.4.6 the disclosure of the information would, or would be likely to, breach an enactment, or
 - 6.3.4.7 the burden to SLANZA 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

- 6.3.4.8 the request for the information is frivolous or vexatious, or
- 6.3.4.9 the request seeks information about a dispute or complaint which is or has been the subject of the procedures for resolving such matters under this Constitution and the Act.
- 6.3.5 If SLANZA 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 Working Days after receiving notification of the charge, the Member informs SLANZA-
 - 6.3.5.1 that the Member will pay the charge; or
 - 6.3.5.2 that the Member considers the charge to be unreasonable.
- 6.3.6 Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

7 FINANCES:

7.1 Control and management

- 7.1.1 The funds and property of the Society shall be:
 - 7.1.1.1 controlled, invested and disposed of by the National Executive, subject to this Constitution, and
 - 7.1.1.2 devoted solely to the promotion of the purposes of the Society.
- 7.1.2 The National Executive shall maintain bank accounts in the name of the Society.
- 7.1.3 All money received on account of the Society shall be banked within 7 Working Days of receipt.
- 7.1.4 All accounts paid or for payment shall be submitted to the National Executive or their delegate for approval of payment.
- 7.1.5 The National Executive must ensure that there are kept at all times accounting records that:
 - 7.1.5.1 correctly record the transactions of the Society, and
 - 7.1.5.2 allow the Society to produce financial statements that comply with the requirements of the Act, and
 - 7.1.5.3 would enable the financial statements to be readily and properly audited (if required under any legislation or the Society's Constitution).
- 7.1.6 The National Executive must establish and maintain a satisfactory system of control of the Society's accounting records.

7.1.7 The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form. And the accounting records must be kept for the current accounting period and for the last 7 completed accounting periods of the Society.

7.2 Balance date

The Society's financial year shall commence on January 1st of each year and end on December 31st.

8 DISPUTES RESOLUTION:

8.1 Meanings of dispute and complaint

8.1.1 A dispute is a disagreement or conflict involving the Society and/or its Members in relation to specific allegations set out below.

8.1.2 The disagreement or conflict may be between any of the following persons:

8.1.2.1 2 or more Members

8.1.2.2 1 or more Members and SLANZA

8.1.2.3 1 or more Members and 1 or more Officers

8.1.2.4 2 or more Officers

8.1.2.5 1 or more Officers and SLANZA

8.1.2.6 1 or more Members or Officers and SLANZA

8.1.3 The disagreement or conflict relates to any of the following allegations:

8.1.3.1 a Member or an Officer has engaged in misconduct

8.1.3.2 a Member or an Officer has breached, or is likely to breach, a duty under SLANZA's Constitution or bylaws or the Act

8.1.3.3 SLANZA has breached, or is likely to breach, a duty under the SLANZA's Constitution or bylaws or the Act

8.1.3.4 a Member's rights or interests as a Member have been damaged or Member's rights or interests generally have been damaged.

8.1.4 A Member or an Officer may make a complaint by giving to the National Executive (or a complaints subcommittee) a notice in writing that—

8.1.4.1 states that the Member or Officer is starting a procedure for resolving a dispute in accordance with SLANZA's Constitution; and

- 8.1.4.2 sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against; and
- 8.1.4.3 sets out any other information or allegations reasonably required by SLANZA.
- 8.1.5 SLANZA may make a complaint involving an allegation against a Member or an Officer by giving to the Member or Officer a notice in writing that—
 - 8.1.5.1 states that SLANZA is starting a procedure for resolving a dispute in accordance with the SLANZA’s Constitution; and
 - 8.1.5.2 sets out the allegation to which the dispute relates.
- 8.1.6 The information setting out the allegation(s) must be sufficiently detailed to ensure that a person against whom an allegation(s) is made is fairly advised of the allegation or allegation(s) concerning them, with sufficient details given to enable that person to prepare a response.
- 8.1.7 A complaint may be made in any other reasonable manner permitted by the SLANZA’s Constitution.
- 8.1.8 All Members (including the National Executive) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to SLANZA’s activities.
- 8.1.9 The complainant raising a dispute, and the National Executive, must consider and discuss whether a dispute may best be resolved through informal discussions, mediation, arbitration, or a tikanga-based practice. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

8.2 How a complaint is made

- 8.2.1 The grievance procedure will be exercised in a way that will ensure any person/organisation complaining has the opportunity to be heard and treated fairly, and that the complaint will remain confidential to the parties involved.
- 8.2.2 The procedures are to be worked through step by step. The procedures can be ended at the completion of any step, so long as both parties are satisfied. If not, continue to the next step. At any point of intervention, all parties have the right to have their supervisors and/or advocate and/or whānau/family support present.
- 8.2.3 Approach the person/organisation directly about the problem in the first instance.
- 8.2.4 If you are not satisfied, give a written description of the grievance to the chairperson of SLANZA's National Executive. Note: This written grievance is a private document and will be seen only by National Executive, the independent mediator and the person/organisation the complaint is directed at. Result: The chairperson will notify the person/organisation making the complaint that the complaint has been received in writing within seven days.

- 8.2.5 The National Executive reads and discusses the complaint at their next meeting.
- 8.2.6 The person/organisation that the complaint is about is notified of the complaint and given an opportunity to read the written complaint and respond to the National Executive. If the National Executive is unable to resolve the complaint at this stage, it moves to 8.2.7.
- 8.2.7 The National Executive brings in an independent mediator to hear from the person/organisation making the complaint and the person/organisation the complaint is against. The person/organisation making the complaint will be given two dates to choose from, and a meeting will take place within two weeks of the National Executive meeting. If mediation is not successful, the complaint moves to 8.2.8.
- 8.2.8 Three officers of The National Executive, including the chairperson, meet with both parties together with an independent mediator as facilitator, within two weeks of the previous meeting. From this meeting the three National Executive officers will make a final decision and direct any action to take place. The person/organisation making the complaint will be able to choose from two dates for the meeting.
- 8.2.9 The three officers will report the decision to The National Executive, the person/organisation making the complaint and the person/organisation complained against, within one week of the previous meeting.

9 LIQUIDATION AND REMOVAL FROM THE REGISTER:

9.1 Resolving to put the society into liquidation

- 9.1.1 SLANZA may be liquidated in accordance with the provisions of Part 5 of the Act.
- 9.1.2 The National Executive shall give 30 Working Days written Notice to all Members of the proposed resolution to put the Society into liquidation.
- 9.1.3 The National Executive shall also give written Notice to all Members of the General Meeting at which any such proposed resolution is to be considered. The Notice shall include all information as required by section 228(4) of the Act.
- 9.1.4 Any resolution to put SLANZA into liquidation must be passed by a simple majority of all Members present and voting.
- 9.1.5 Should the membership decide to liquidate SLANZA, any surplus funds available for disposal after the payment of debts shall be either given to a similar society such as LIANZA, or to National Library Trustees. This decision shall be taken at the final meeting of the organisation

9.2 Resolving to apply for removal from the register

- 9.2.1 SLANZA may be removed from the Register of Incorporated Societies in accordance with the provisions of Part 5 of the Act.
- 9.2.2 The National Executive shall give 30 Working Days written Notice to all Members of the proposed resolution to remove SLANZA from the Register of Incorporated Societies.
- 9.2.3 The National Executive shall also give written Notice to all Members of the General Meeting at which any such proposed resolution is to be considered. The Notice shall include all information as required by section 228(4) of the Act.
- 9.2.4 Any resolution to remove SLANZA from the Register of Incorporated Societies must be passed by a simple majority of all Members present and voting.

9.3 Alterations to the Constitution

9.3.1 Incorporated Society

- 9.3.1.1 The Constitution may be altered, added to, or rescinded (as per Section 31 of the Act) on the recommendation of the NE and ratified by simple majority vote of the members at an AGM or special meeting.
- 9.3.1.2 The Registrar of Incorporated Societies must be notified of any such changes before they can legally take effect.
- 9.3.1.3 No addition to, or alteration or recession of the rules shall be approved if it affects the non-profit aims, personal benefit clause or the winding up clause. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

10 OTHER:

10.1 Bylaws

- 10.1.1 The National Executive from time to time may make and amend bylaws, and policies for the conduct and control of Society activities and codes of conduct applicable to Members, but no such bylaws, policies or codes of conduct applicable to Members shall be inconsistent with this Constitution, the Act, regulations made under the Act, or any other legislation.

11 REGIONAL CHAPTERS:

11.1 Regional Representation

- 11.1.1 Regional Chapters shall be based in eight regions: Northland/Te Tai Tokerau, Tāmaki Makaurau/Auckland, Waikato/BOP, Central, Wellington, Aoraki, Otago and Southland.
- 11.1.2 Regional chapters shall appoint a chairperson, treasurer/financial officer, secretary, and other members as needed. The membership will vote on a National Executive Representative at their AGM.
- 11.1.3 All Regional Committee members shall be financial SLANZA members.
- 11.1.4 The Regional Committee may set up subcommittees where necessary.
- 11.1.5 The Regional Committee must fulfil all annual requirements of the constitution. These include financial obligations and other functions required by the constitution.
- 11.1.6 Each region shall have a representative on the National Executive (NE). The Manukura / President has the power to co-opt a representative from a region where no representative has been selected.
- 11.1.7 The regional chapters are required to set a quorum for their Annual General Meetings on an individual basis. This number will be submitted to SLANZA NE two months prior to the regional Annual General Meeting, should the quorum figure change.

11.2 Election or appointment of Regional Representatives

- 11.2.1 At least 21 Days before the date of each Regional SLANZA Annual General Meeting, each Regional Committee shall give Notice to all Regional Members by posting or emailing to them such information (not exceeding one side of an A4 sheet of paper) as may be supplied to the SLANZA Regional Chair by or on behalf of each nominee, in support of the nomination.
- 11.2.2 Only nominees who are not disqualified from being appointed or holding office as an Officer (as described in the 'Qualification of Officers' rule above) may stand for election and vote in elections.
- 11.2.3 If there are insufficient valid nominations received under this rule, but not otherwise, further nominations may be received from the floor at the Regional Annual General Meeting.
- 11.2.4 Votes shall be cast in such a manner as the Regional Chairperson of the Annual General Meeting shall determine.
- 11.2.5 Two Members (who are not nominees) or non-Members appointed by the Regional Chairperson of the Annual General Meeting shall act as scrutineers for the counting of the votes and destruction of any voting papers.

11.2.6 The failure for any reason of any financial Member to receive such Notice shall not invalidate the election.

11.2.7 In the event of any vote being tied, the tie shall be resolved by the incoming National Executive (excluding those in respect of whom the votes are tied).

11.3 Term

11.3.1 The term of office for all Regional Representatives elected to the National Executive shall be three years, expiring at the end of the Regional Annual General Meeting in the year corresponding with the last year of each Regional Representatives term of office. If there are no other nominations for Regional Representative at the end of the term of office, regions can vote to retain the current Representative on a year by year basis.

11.4 Regional Chapter Finances

11.4.1 Regional groups may receive financial support from SLANZA and may also apply for funding for specific purposes.

11.4.2 Such applications shall follow the format set out by the NE. Applications received shall be considered and approved by the NE.

11.4.3 The organisation of regional chapters finances shall be determined by the National Executive Guidelines.

11.5 Regional Accounts

11.5.1 Regional Treasurers

11.5.1.1 All unaudited accounts should be delivered to the National Administrator by 31st December, and that they shall submit an annual financial report to SLANZA National Executive no later than February 28th of each year consisting of:

11.5.1.1.1 A statement of income and expenditure showing surplus or deficits on the region's operations of the previous financial year.

11.5.1.1.2 A balance sheet showing assets, liabilities, and accumulated funds at the end of the previous year.

11.6 Regional Officers' duties

11.6.1 At all times each Officer:

11.6.1.1 shall act in good faith and in what he or she believes to be the best interests of the Society,

11.6.1.2 must exercise all powers for a proper purpose,

11.6.1.3 must not act, or agree to the Society acting, in a manner that contravenes the Act or this Constitution,

11.6.1.4 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:

11.6.1.4.1 the nature of the Society,

11.6.1.4.2 the nature of the decision, and

11.6.1.4.3 the position of the Officer and the nature of the responsibilities undertaken by them

11.6.1.5 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

11.6.1.6 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.