

Constitution of the New Zealand Historical Association Incorporated

November 2025

1 Name

1.1 The name of the Association shall be the New Zealand Historical Association Incorporated (in this Constitution referred to as the ‘Association’).

2 Charitable Status

2.1 The Association is not and does not intend to be registered as a charitable entity under the Charities Act 2005.

3 Definitions

3.1 In this Constitution, unless the context requires otherwise, the following words and phrases have the following meanings:

- ‘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.
- ‘Annual General Meeting’ means a meeting of the Members of the Association held once per year which, among other things, will receive and consider reports on the Association’s activities and finances.
- ‘Chairperson’ means the Officer responsible for chairing General Meetings and Executive meetings, and who provides leadership for the Association.
- ‘Constitution’ means the rules in this document.
- ‘Council’ means the Council of the Association
- ‘Deputy Chairperson’ means the Officer elected or appointed to deputise in the absence of the Chairperson.
- ‘Executive’ means the Association’s governing body.
- ‘General Meeting’ means either an Annual General Meeting or a Special General Meeting of the Members of the Association.
- ‘Interested Member’ means a Member who is interested in a matter for any of the reasons set out in section 62 of the Act.
- ‘Interests Register’ means the register of interests of Officers, kept under this Constitution and as required by section 73 of the Act.
- ‘Matter’ means—
 1. the Association’s performance of its activities or exercise of its powers; or
 2. an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the Association.
- ‘Member’ means a person who has consented to become a Member of the Association and has been properly admitted to the Association who has not ceased to be a Member of the Association.
- ‘Notice’ to Members includes any notice given by email, post, or courier.
- ‘Officer’ means a natural person who is:

- a member of the Executive, or
- occupying a position in the Association that allows them to exercise significant influence over the management or administration of the Association, including any Chief Executive or Treasurer.
- ‘Register of Members’ means the register of Members kept under this Constitution as required by section 79 of the Act.
- ‘Secretary’ means the Officer responsible for the matters specifically noted in this Constitution.
- ‘Special General Meeting’ means a meeting of the Members, other than an Annual General Meeting, called for a specific purpose or purposes.
- ‘Working Days’ mean as 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.

4 Purposes

4.1 The primary purposes of the Association are to promote historical study, teaching and research.

4.2 The methods used to promote these purposes shall include:

- regular conferences;
- a regularly updated website fostering contact between people and organisations interested in history;
- financial or other assistance for the promotion and publication of historical research and study in New Zealand;
- raising awareness of the significance of historical scholarship;
- expression of opinion on issues of public policy which concern historical study, teaching, research and publication;
- protecting and enhancing the access of historians to archival and other record collections; and
- fostering contact and co-operation with associations with similar objectives.

4.3 PROVIDED that the aims of the Association shall always be read and applied so as to obtain and retain the non-profit, non-taxable status of the Association.

4.4 The Association must not operate for the purpose of, or with the effect of:

- distributing, any gain, profit, surplus, dividend, or other similar financial benefit to any of its Members (whether in money or in kind); or
- having capital that is divided into shares or stock held by its Members; or
- holding property in which its members have a disposable interest (whether directly, or in the form of shares or stock in the capital of the Association or otherwise).

4.5 But the Association will not operate for the financial gain of Members simply if the Association:

- engages in trade,
- pays a Member for matters that are incidental to the purposes of the Association, and the Member is a not-for-profit entity,
- distributes funds to a Member to further the purposes of the Association, and the Member:
 - is a not-for-profit entity, and

- is affiliated or closely related to the Association, and
- has the same, or substantially the same, purposes as those of the Association.
- reimburses a Member for reasonable expenses legitimately incurred on behalf of the Association or while pursuing the Association's purposes,
- provides educational scholarships or grants to Members or their families,
- pays a Member a salary or wages or other payments for services to the Association on arm's length terms (terms reasonable in the circumstances if the parties were connected or related only by the transaction in question, each acting independently, and each acting in its own best interests; or are terms less favourable to the Member than those terms and the payment for services, or other transaction, does not include any share of a gain, profit, or surplus, percentage of revenue, or other reward in connection with any gain, profit, surplus, or revenue of the Association),
- provides a Member with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of the Association.
- on removal of the Association from the Register of Incorporated Societies having its surplus assets distributed under subpart 5 of Part 5 of the Act to a Member that is a not-for-profit entity.

5 Contact person

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

5.1.1 The Association's contact person must be:

- At least 18 years of age, and
- Ordinarily resident in New Zealand.

5.2 A contact person can be appointed by the Executive or elected by the Members at a General Meeting.

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

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

5.4 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 Association becoming aware of the change.

6 Members

6.1 The Association shall maintain the minimum number of Members (10) required by the Act.

6.2 Membership shall be open to all individuals and organisations supporting the objects of the Association and paying the appropriate subscription.

6.2.2 Membership shall be of two kinds: individual and institutional. An organisation which is an institutional member shall be entitled to nominate one representative to speak and vote on its behalf.

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

- Member

A Member is an individual or body corporate admitted to membership under this Constitution and who or which has not ceased to be a Member.

- Honorary Life Member

The Council of the Association may nominate as an Honorary Life Member any person who, in its opinion, has rendered outstanding service to the Association or made a notable contribution to its aims and objects. Such nomination shall be voted upon at the Annual General Meeting of the Association or if appropriate at a Special General Meeting called for the purpose and passed by a *simple* majority of those Members present and voting. Such a member shall have the same advantages and voting rights as a Member except those of paying subscriptions.

- Institutional Member

Membership of the Association may be granted to such groups as may be affiliated to the Association, such groups having as their purpose the promotion of interest and research in particular areas of historical study. An organisation which is an Institutional Member shall be entitled to nominate one representative to speak and vote on its behalf.

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

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

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

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

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

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

6.4.2 A Member is only entitled to exercise the rights of membership (including attending and voting at General Meetings, accessing or using the Association's premises, facilities, equipment and other property, and participating in Association activities) if all subscriptions and any other fees have been paid to the Association by their respective due dates, but no Member or Honorary Life Member is liable for an obligation of the Association by reason only of being a Member.

6.4.3 Any Member that is a body corporate shall provide the Executive, in writing, with the name and contact details of the person who is the organisation's authorised representative, and that person shall be deemed to be the organisation's proxy for the purposes of voting at General Meetings.

6.4.4 The 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 the Association, and to participate in Association activities, including any conditions of and fees for such access, use or involvement.

6.5 Each member is entitled to receive a copy of the Annual Report and Balance Sheet, as well as any other papers which the Executive shall from time to time designate.

6.5.1 Members shall be entitled to attend national and regional conferences organised by the Association, and to attend the Annual General Meeting.

6.5.2 Members, provided they are financial, shall be entitled to elect the Executive of the Association as specified under clauses 6.2 and 6.5.

6.5.3 With the approval of the Executive of the Association, members of the Association in a region or regional centre, or sharing a special interest in historical research, may form a committee to promote the objectives of the Association, provided that such Committee shall be financially self-supporting and that an annual report on activities shall be made by the date of the Annual General Meeting to the Executive. Such bodies shall be known as committees of the Association.

6.6 The annual subscription and any other fees for membership for the then current financial year, or waiver of the same, shall be set by resolution of an Annual General Meeting (which can also decide that payment be made by periodic instalments).

6.6.1 Subscriptions shall cover the calendar year and are required to be paid from 1 January, being payable by the end of the Association's financial year on 30 June.

6.6.2 From time to time the Association may determine that certain categories of Members are not required to pay a subscription for a certain period or indefinitely. Such Members will have the same voting rights and privileges as an ordinary Member.

6.6.3 Any Member failing to pay the annual subscription (including any periodic payment), within 3 calendar month(s) of the date the same was due for payment shall be considered as unfinancial and shall (without being released from the obligation of payment) have no membership rights and shall not be entitled to participate in any Association activity or to access or use the Association's premises, facilities, equipment and other property until all the arrears are paid. If such arrears are not paid within 6 calendar months of the due date for payment of the subscription, Executive may terminate the Member's membership (without being required to give prior notice to that Member).

6.7 A Member ceases to be a Member:

- by resignation from that Member's type of membership by written notice signed by that Member to the Executive, or
- on termination of a Member's membership following a dispute resolution process under this Constitution, or
- on death (or if a body corporate on liquidation or deregistration, or if a partnership on dissolution of the partnership), or
- by resolution of the Executive where—

- The Member has failed to pay a subscription due to the Association within 150 Working Days of the due date for payment.
- In the opinion of the Executive the Member has brought the Association into disrepute.

7 Annual General Meeting

7.1 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 Executive and consistent with any requirements in the Act, and the Constitution relating to the procedure to be followed at General Meetings shall apply.

7.1.1 The Annual General Meeting must be held no later than the earlier of the following—

- 6 months after the balance date of the Association
- 15 months after the previous annual meeting.

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

- confirm the minutes of the last Annual General Meeting and any Special General Meeting(s) held since the last Annual General Meeting,
- adopt the annual report on the operations and affairs of the Association,
- adopt the Executive's report on the finances of the Association, and the annual financial statements,
- set any subscriptions for the current financial year,
- consider any motions of which prior notice has been given to Members with notice of the Meeting, and
- consider any general business.

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

- an annual report on the operation and affairs of the Association during the most recently completed accounting period,
- the annual financial statements for that period, and
- 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).

7.3 The Executive shall give all Members at least 20 Working Days' written Notice of any General Meeting and of the business to be conducted at that General Meeting.

7.3.1 That Notice will be addressed to the Member at the contact address notified to the Association and recorded in the Association'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.

7.3.2 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.

7.3.3 Only financial Members may attend, speak and vote at General Meetings:

- in person, or

- by a signed original written proxy (an email or copy not being acceptable) in favour of some individual entitled to be present at the meeting and received by, or handed to, the Executive before the commencement of the General Meeting, or
- through the authorised representative of a body corporate as notified to the Executive, and
- no other proxy voting shall be permitted.

7.3.4 No Annual General Meeting may be held unless at least 10% of eligible financial Members attend throughout the meeting and this will constitute a quorum.

7.3.5 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 Chairperson of the Association, 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.

7.3.6 A Member is entitled to exercise one vote on any motion at a General Meeting in person or by proxy, and voting at a General Meeting shall be by voices or by show of hands or, on demand of the Chairperson or of 2 or more Members present, by secret ballot.

7.3.7 Unless otherwise required by this Constitution, all questions shall be decided by a simple majority of those in attendance in person or by proxy and voting at a General Meeting or voting by remote ballot.

7.3.8 Any decisions made when a quorum is not present are not valid.

7.3.9 The Association 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).

7.3.10 All General Meetings shall be chaired by the Chairperson. If the Chairperson is absent, the meeting shall elect another member of the Executive to chair that meeting.

7.3.11 Any person chairing a General Meeting has a deliberative and, in the event of a tied vote, a casting vote.

7.3.12 Any person chairing a General Meeting may:

- 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.
- 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 chairperson 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.

7.3.13 The Executive may propose motions for the Association to vote on (“Executive Motions”), which shall be notified to Members with the notice of the Annual General Meeting.

7.3.14 Any Member may request that a motion be voted on (“Member’s Motion”) at an Annual General Meeting, by giving notice to the Secretary or Executive at least 7 Working Days before that meeting. The Member may also provide information in support of the motion (“Member’s Information”). If notice of the motion is given to the Secretary or 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.

7.4 Minutes

The Association must keep minutes of all Annual General Meetings.

8. Special General Meetings

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

8.2 The Executive must call a Special General Meeting if it receives a written request signed by at least 10% percent of Members.

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

8.4 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 Executive’s resolution or the written request by Members for the Meeting.

9 Executive and Council Composition

9.1 The Executive of the Association shall ordinarily consist of these Officers:

- President
- Secretary
- Web convenor
- Treasurer

Each Officer must be a member of the Association

9.1.1 The Executive May co-opt to its membership appropriate persons who the Executive, in its discretion, consider able to contribute to the effective running of the Association – such as the organiser of the biennial conference.

9.1.2 In the event of a new Treasurer or Secretary being elected, the outgoing Treasurer or Secretary may remain on the Executive as an ordinary member for a transition period of no more than six months.

9.2 The Council of the Association shall ordinarily consist of the Executive of the Association and nine other persons including the immediate past President, six individual Members representing regions, a postgraduate representative, and a representative from the Professional Historians Association.

9.2.1 The six regional members of the Council will be elected by a simple majority of those present at the Annual General Meeting of this Association.

9.2.2 The six regions members of the Council should each represent and be ordinarily resident in one of six areas based around Auckland, Hamilton, Palmerston North, Wellington, Christchurch and Dunedin, provided however that the Council once elected may co-opt to its membership appropriate persons who the Council may, in its discretion, consider as representing areas and / or interest groups not otherwise represented on the Council and whose presence would advance the objectives of the Association.

9.2.3 The role of Council is primarily to advise the executive on matters arising in the regions or areas of representation and to offer any other advice the Council deems important.

10 Election of Officers

10.1 Officers shall be elected during Annual General Meetings.

10.2 Each Officer is elected for a two-year term by a simple majority of those present at the Annual General Meeting of the Association.

10.3 If a vacancy in the position of any Officer occurs between Annual General Meetings, that vacancy shall be filled by resolution of the Executive (and any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as an Officer (as described in the 'Qualification of Officers' rule below). Any such appointment must be ratified at the next Annual General Meeting.

10.4 A candidate's written nomination, accompanied by the written consent of the nominee with a certificate that the nominee is not disqualified from being appointed or holding office as an Officer (as described in the 'Qualification of Officers' rule below) shall be received by the Association at least 7 Working Days before the date of the Annual General Meeting. If there are insufficient valid nominations received, further nominations may be received from the floor at the Annual General Meeting.

10.5 Votes shall be cast in such a manner as the person chairing the meeting determines. In the event of any vote being tied, the tie shall be resolved by the incoming Executive (excluding those in respect of whom the votes are tied).

10.6 Two Members (who are not nominees) or non-Members appointed by the Chairperson shall act as scrutineers for the counting of the votes and destruction of any voting papers.

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

10.8 In addition to Officers elected under the foregoing provisions of this rule, the Executive may co-opt up to three additional members for a term of up to twelve months to fill gaps in its

expertise or representativeness, or generally until the next Annual General Meeting. Unless otherwise specified by the Executive any person so appointed shall have full speaking and voting rights as an Officer of the Association. Any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as an Officer (as described in the 'Qualification of Officers' rule above).

11 Qualifications of officers

11.1 Every Officer of the Association (Executive and Council) must be a natural person who—

- has consented in writing to be an Officer of the Association, and
- certifies that they are not disqualified from being elected or appointed or otherwise holding office as an Officer of the Association.

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

1. a person who is under 16 years of age
2. a person who is an undischarged bankrupt
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
4. A person who is disqualified from being a member of the governing body of a charitable entity under the Charities Act 2005
5. a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years—
 1. an offence under subpart 6 of Part 4 of the Act
 2. a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961)
 3. an offence under section 143B of the Tax Administration Act 1994
 4. an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (1) to (3)
 5. a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere
6. a person subject to:
 1. a banning order under subpart 7 of Part 4 of the Act, or
 2. an order under section 108 of the Credit Contracts and Consumer Finance Act 2003, or
 3. a forfeiture order under the Criminal Proceeds (Recovery) Act 2009, or
 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.
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.

11.3 Prior to election or appointment as an Officer a person must—

- consent in writing to be an Officer, and
- certify in writing that they are not disqualified from being elected or appointed as an Officer either by this Constitution or the Act.

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

12 Removal of officers

12.1 An Officer shall be removed as an Officer by resolution of the Executive or the Association where in the opinion of the Executive or the Association —

- The Officer elected to the Executive has been absent from 3 Executive meetings without leave of absence from the Executive.
- The Officer has brought the Association into disrepute.
- The Officer has failed to disclose a conflict of interest.
- The Executive passes a vote of no confidence in the Officer.

13 Conflicts of interest

13.1 An Officer or member of a sub-committee who is an Interested Member in respect of any Matter being considered by the Association, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified):

1. to the Executive and or sub-committee, and
2. in an Interests Register kept by the Executive.

13.2 Disclosure must be made as soon as practicable after the Officer or member of a sub-Committee becomes aware that they are interested in the Matter.

13.3 An Officer or member of a sub-committee who is an Interested Member regarding a Matter:

1. must not vote or take part in the decision of the Executive and/or sub-Committee relating to the Matter unless all members of the Executive who are not interested in the Matter consent; and
2. must not sign any document relating to the entry into a transaction or the initiation of the Matter unless all members of the Executive who are not interested in the Matter consent; but
3. may take part in any discussion of the Executive and/or sub-Committee relating to the Matter and be present at the time of the decision of the Executive and/or sub-Committee (unless the Executive and/or sub-Committee decides otherwise).

However, an Officer or member of a sub-committee 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.

13.4 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.

13.5 Where 50 per cent or more of the members of a sub-Committee are prevented from voting on a Matter because they are interested in that Matter, the Executive shall consider and determine the Matter.

14 Functions of the Executive

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

14.2 The Executive has all the powers necessary for managing — and for directing and supervising the management of — the operation and affairs of the Association, and implementing the general policy of the Association subject to such modifications, exceptions, or limitations as are contained in the Act or in this Constitution.

14.2.1 The Executive may appoint sub-committees consisting of such persons (whether or not Members of the Association) and for such purposes as it thinks fit. Unless otherwise resolved by the Executive:

- the quorum of every sub-Committee is half the members of the sub-committee but not less than 2,
- no sub-committee shall have power to co-opt additional members,
- a sub-committee must not commit the Association to any financial expenditure without express authority from the Executive, and
- a sub-committee must not further delegate any of its powers.

14.3 The quorum for Executive meetings is at least *half* the number of members of the Executive.

14.4 A meeting of the Executive may be held either:

- by a number of the members of the Executive who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or
- by means of audio, or audio and visual, communication by which all members of the Executive participating and constituting a quorum can simultaneously hear each other throughout the meeting.

14.5 A resolution of the Executive is passed at any meeting of the Executive if a majority of the votes cast on it are in favour of the resolution. Every Officer on the Executive shall have one vote.

14.6 The members of the Executive shall elect one of their number (ordinarily the President) as chairperson of the Executive. If at a meeting of the Executive, the chairperson is not present, the members of the Executive present may choose one of their number to be chairperson of the meeting. The chairperson has a casting vote in the event of a tied vote on any resolution of the Executive.

14.7 Any member of the Association may advise the Web Convenor of any information they consider suitable for publication on the Association's website.

14.8 The Web Convenor shall have full control of the contents of the website provided that the website shall represent the general policy and objectives of the Association.

14.9 Except as otherwise provided in this Constitution, the Executive may regulate its own procedure.

15 Formulation and Implementation of Policy

15.1 The Association in Annual General Meetings shall frame the general policy of the Association.

15.2 Changes in or additions to the general policy of the Association shall be made at the Annual General Meeting or any Special General Meeting called for the purpose.

15.3 Conferences organised by the Association may propose resolutions on matters concerning historical study, teaching and research, provided that such resolutions are consistent with the general policy of the Association. Such resolutions shall only become policy of the Association when adopted as such by the Association in an Annual General Meeting or at a Special General Meeting called for the purpose.

16 Records

16.1 The Association shall keep an up-to-date Register of Members.

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

- Their name, and
- 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
- Their contact details, including —
 - an electronic address, and
 - whether the Member is financial or unfinancial

16.3 Every current Member shall promptly advise the Association of any change of the Member's contact details.

16.4 The Association shall also keep a record of the former Members of the Association. For each Member who ceased to be a Member within the previous 7 years, the Association will record:

- The former Member's name, and
- The date the former Member ceased to be a Member.

16.5 The Executive shall at all times maintain an up-to-date register of the interests disclosed by Officers and by members of any sub-Committee.

16.6 A Member may at any time make a written request to the Association for information held by the Association. The request must specify the information sought in sufficient detail to enable the information to be identified.

16.6.1 The Association must, within a reasonable time after receiving a request —

1. provide the information, or
2. agree to provide the information within a specified period, or
3. agree to provide the information within a specified period if the Member pays a reasonable charge to the Association (which must be specified and explained) to meet the cost of providing the information, or
4. refuse to provide the information, specifying the reasons for the refusal.

16.6.2 Without limiting the reasons for which the Association may refuse to provide the information, the Association may refuse to provide the information if —

1. withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or

2. the disclosure of the information would, or would be likely to, prejudice the commercial position of the Association or of any of its Members, or
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 the Association, or
4. the information is not relevant to the operation or affairs of the Association, or
5. withholding the information is necessary to maintain legal professional privilege, or
6. the disclosure of the information would, or would be likely to, breach an enactment, or
7. the burden to the Association 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
8. the request for the information is frivolous or vexatious, or
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.

16.6.3 If the Association 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 the Association —

1. that the Member will pay the charge; or
2. that the Member considers the charge to be unreasonable.

Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

17 Finances

17.1 The funds and property of the Association shall be:

- controlled, invested and disposed of by the Executive, subject to this Constitution, and
- devoted solely to the promotion of the purposes of the Association.

17.2 The Executive shall maintain bank accounts in the name of the Association.

17.2.1 Monies shall not be drawn from this account except on the signature of two members nominated by the Executive of the Association.

17.2.2 The Association shall have power to borrow or invest moneys in ways determined by the Council.

17.2.3 Where any Member is engaged on the Association's business, the Executive may pay any reasonable expenses to that Member.

17.2.4 No Member or person associated with a Member shall derive any income, benefit or advantage from the Association where they can materially influence the payment of that income, benefit or advantage, except where that income, benefit or advantage is derived from:

- professional services to the Association rendered in the course of business, charged at no greater than the current market rates.
- interest on money lent at no greater than current market rates.

17.3 All money received on account of the Association shall be banked within 5 Working Days of receipt.

17.4 All accounts paid or for payment shall be submitted to the Executive for approval of payment.

17.5 The Executive must ensure that there are kept at all times accounting records that:

1. correctly record the transactions of the Association, and
2. allow the Association to produce financial statements that comply with the requirements of the Act, and
3. would enable the financial statements to be readily and properly audited (if required under any legislation or the Association's Constitution).

17.6 The Executive must establish and maintain a satisfactory system of control of the Association's accounting records.

17.7 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 Association.

17.8 The Association's financial year shall commence on 1 July of each year and end on 30 June (the latter date being the Association's balance date).

18 Dispute resolution

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

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

- 2 or more Members
- 1 or more Members and the Association
- 1 or more Members and 1 or more Officers
- 2 or more Officers
- 1 or more Officers and the Association
- 1 or more Members or Officers and the Association.

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

- a Member or an Officer has engaged in misconduct
- a Member or an Officer has breached, or is likely to breach, a duty under the Association's Constitution or bylaws or the Act
- the Association has breached, or is likely to breach, a duty under the Association's Constitution or bylaws or the Act
- a Member's rights or interests as a Member have been damaged or Member's rights or interests generally have been damaged.

18.4 A Member or an Officer may make a complaint by giving to the Executive (or a complaints sub-committee) a notice in writing that:

- states that the Member or Officer is starting a procedure for resolving a dispute in accordance with the Association's Constitution; and
- sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against; and
- sets out any other information or allegations reasonably required by the Association.

18.5 The Association 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:

- states that the Association is starting a procedure for resolving a dispute in accordance with the Association's Constitution; and
- sets out the allegation to which the dispute relates.

18.6 The information setting out the allegations must be sufficiently detailed to ensure that a person against whom an allegation or allegations is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.

18.7 A complaint may be made in any other reasonable manner permitted by the Association's Constitution.

18.8 All Members (including the Executive) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Association's activities.

18.9 The complainant raising a dispute, and the 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.

18.10 The information given under sub-clause 18.4 or 18.5 must be sufficient to ensure that a person against whom an allegation is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.

18.11 A Member or an Officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined. If the Association makes a complaint: the Association has a right to be heard before the complaint is resolved or any outcome is determined; and an Officer may exercise that right on behalf of the Association.

18.12 Without limiting the manner in which the Member, Officer, or Association may be given the right to be heard, they must be taken to have been given the right if:

- they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
- an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
- an oral hearing (if any) is held before the decision maker; and
- the Member's, Officer's, or Association's written or verbal statement or submissions (if any) are considered by the decision maker.

18.13 A person who is the subject of complaint has right to be heard. This clause applies if a complaint involves an allegation that a Member, an Officer, or the Association (the 'respondent'):

- has engaged in misconduct; or
- has breached, or is likely to breach, a duty under the Association's Constitution or bylaws or this Act; or
- has damaged the rights or interests of a Member or the rights or interests of Members generally.

18.14 The respondent has a right to be heard before the complaint is resolved or any outcome is determined. If the respondent is the Association, an Officer may exercise the right on behalf of the Association.

18.15 Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if:

- the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
- the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
- an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
- an oral hearing (if any) is held before the decision maker; and
- the respondent's written statement or submissions (if any) are considered by the decision maker.

18.16 The Association must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its Constitution, ensure that the dispute is investigated and determined.

18.17 Disputes must be dealt with under the Constitution in a fair, efficient, and effective manner and in accordance with the provisions of the Act.

18.18 Despite the 'Investigating and determining dispute' rule above, the Association may decide not to proceed further with a complaint if:

- the complaint is considered to be trivial; or
- the complaint does not appear to disclose or involve any allegation of the following kind:
 - that a Member or an Officer has engaged in material misconduct;
 - that a Member, an Officer, or the Association has materially breached, or is likely to materially breach, a duty under the Association's Constitution or bylaws or the Act;
 - that a Member's rights or interests or Members' rights or interests generally have been materially damaged;
 - the complaint appears to be without foundation or there is no apparent evidence to support it; or
 - the person who makes the complaint has an insignificant interest in the matter; or
 - the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the Constitution; or
 - there has been an undue delay in making the complaint.

18.19 The Association may refer a complaint to:

- a sub-committee or an external person to investigate and report; or
- a sub-committee, an arbitral tribunal, or an external person to investigate and make a decision.

18.20 The Association may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

18.21 A person may not act as a decision maker in relation to a complaint if 2 or more

members of the Executive or a complaints sub-committee consider that there are reasonable grounds to believe that the person may not be impartial; or able to consider the matter without a predetermined view.

19 Liquidation and removal from the register

19.1 The Association may be liquidated in accordance with the provisions of Part 5 of the Act. The Executive shall give 20 Working Days written Notice to all Members of the proposed resolution to put the Association into liquidation.

19.2 The Executive shall also give written Notice to all Members of the Annual 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.

19.3 Any resolution to put the Association into liquidation must be passed by a simple majority of all Members present and voting.

19.4 If the Association is liquidated or removed from the Register of Incorporated Societies, no distribution shall be made to any Member.

19.5 On the liquidation or removal from the Register of Incorporated Societies of the Association, its surplus assets — after payment of all debts, costs and liabilities — shall be vested in a like-minded not-for-profit organisation for the benefit of historical research and study.

20 Amendments to the Constitution

20.1 All amendments must be made in accordance with this Constitution. Any minor or technical amendments shall be notified to Members as required by section 31 of the Act.

20.2 The Association may amend or replace this Constitution at an Annual General Meeting by a resolution passed by a simple majority of those Members present and voting.

20.3 Any proposed resolution to amend or replace this Constitution shall be signed by at least ten per cent of eligible Members and given in writing to the Executive at least 30 Working Days before the Annual General Meeting at which the resolution is to be considered and accompanied by a written explanation of the reasons for the proposal.

20.4 At least 20 Working Days before the General Meeting at which any amendment is to be considered the Executive shall give to all Members notice of the proposed resolution, the reasons for the proposal, and any recommendations the Executive has.

20.5 This Constitution may also be altered, added to, rescinded or otherwise amended by postal or email vote, the procedure for which shall be as follows:

1. The Secretary shall arrange for every financial member of the Association to receive a copy of the proposed amendments together with a voting paper;
2. Votes must be in the hands of the Secretary not more than 20 Working Days after the date on which the proposed amendments were posted to members.

20.6 When an amendment is approved by an Annual General Meeting it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in the Act for registration, and shall take effect from the date of registration.