CONSTITUTION of THE DANISH SOCIETY INCORPORATED

1 INTRODUCTORY RULES

(1) Name

The name of the society is **The Danish Society Incorporated** (in this Constitution referred to as the '**Society**').

(2) Definitions

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

(a) **'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.

(b) **'Annual General Meeting'** means a meeting of the **Members** of the **Society** held once per year which, among other things, will receive and consider reports on the **Society**'s activities and finances.

(c) **'Auditor'** means a registered chartered accountant with no pecuniary interest in the **Society**.

(d) **'Chairperson'** means the **Officer** responsible for chairing **General Meetings** and committee meetings.

(e) **'Committee'** means the **Society's** governing body.

(f) **'Committee Alternate'** means a person elected at an **Annual General Meeting** to take a position on the **Committee** if an elected member ceases to be on the **Committee** prior to completing their term of office.

(g) **'Constitution'** means the rules in this document.

(h) **'General Meeting'** means either an Annual General Meeting or a Special General Meeting of the Members of the Society.

(i) **'Interested Member'** means a **Member** who is interested in a matter for any of the reasons set out in section 62 of the Act.

(j) **'Interests Register'** means the register of interests of **Officers**, kept under this **Constitution** and as required by section 73 of the **Act**.

(k) **'Matter'** means—

  (i) the Society's performance of its activities or exercise of its powers; or an arrangement, agreement, or

  (ii) contract (a transaction) made or entered into, or proposed to be entered into, by the Society.

(l) **'Member'** means a person who has consented to become a **Member** of the **Society** and has been properly admitted to the **Society** and who has not ceased to be a **Member** of the **Society**.

(m) **'Notice'** to **Members** includes any notice given by email, post, or courier.

(n) **'Officer'** means a natural person who is a member of the **Committee.**

(o) **'Principal Officer'** means a natural person who is a member of the **Committee** and elected for the following **Committee** roles: **President, Treasurer** and **Secretary**.

(p) The **'President'** provides leadership for the **Society** and presides over and regulates the **Society's** meetings.

(q) The '**Vice-President'** is responsible for the **President**'s duties if he or she is unable to do them.

(r) The '**Treasurer'** controls income and spending, keeps the **Society's** financial records, and prepares the annual accounts.

(s) The '**Secretary'** is responsible for the overall administration of the **Society**.

(t) **'Register of Members'** means the register of **Members** kept under this **Constitution** as required by section 79 of the Act.

(u) **'Special General Meeting'** means a meeting of the **Members**, other than an **Annual General Meeting**, called for a specific purpose or purposes.

(v) **'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 Ra Aro ki a Matariki/Matariki Observance Day, and Labour Day.

(3) Purpose

(a) The **Society** is established and maintained for a range of member, community, and not-for-profit purposes, namely:

(i) To preserve, maintain, promote, foster and encourage Danish history, culture and language within New Zealand.

(ii) To promote better understanding and relations between Danes and other ethnic people in New Zealand.

(iii) To maintain contact and establish liaisons with similarly interested organisations both in New Zealand and overseas and to encourage the exchange of information between these organisations.

(b) In the event of any ambiguity, this clause and each and every other clause shall be construed in such a way as to widen and not restrict the powers of the **Committee.**

(c) Any income, benefit, or advantage must be used to advance the purposes of the **Society**.

(4) Act and Regulations

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

(5) Restrictions on Society powers

The **Society** must not be carried on for the financial gain of any of its members.

(6) Registered office

(a) The registered office of the Society shall be at The Danish Society Inc., 6 Rockridge Avenue, Penrose, Auckland or such other place as the Committee may from time to time determine.

(b) Changes to the registered office shall be notified to the **Registrar of Incorporated Societies**—

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

(ii) in a form and as required by the **Act**.

(7) Contact person

(a) 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:

(i) At least 18 years of age,

(ii) Ordinarily resident in New Zealand, and

(iii) An Ordinary Member of the Society.

(b) A contact person will be appointed by the **Committee**. Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including:

(i) a physical address or an electronic address, and

(ii) a telephone number.

(c) 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.

2 MEMBERS

(1) Minimum number of members

The **Society** shall maintain the minimum number of 10 **Members**, as required by the **Act** in Section 74.

(2) Types of members

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

A **Member** is an individual, society or club admitted to membership under this **Constitution** and who or which has not ceased to be a **Member**.

(a) **Ordinary Member**
All persons who are or have been Nationals of Denmark, or who are descendants of Danish Nationals or who are married or in a de facto relationship to any such person, are eligible to apply for membership as **Ordinary Members.**
Partners in a marriage or de facto relationship with an Ordinary Member of the Society can become a full voting member (Ordinary Member) with the proviso that if said partnership fails and the pair move apart, then the non-Danish partner would revert to non-voting status (Associate Member). In the event of a partner's death the status of the membership does not change.
Anyone who does not fit the above criteria may apply to become an Associate Member.

(b) **Associate Member**
Persons who have a genuine interest in **Denmark**, its people and customs, may become Associate Members by application to the **Committee.**
An **Associate Member** may not vote at any **Committee** or **General Meeting** of the **Society**, and is not qualified to be a member of the main committee, or to participate in the appointment of any candidate for office.

(c) Affiliate Member

(i) The Danish Society may accept affiliation from any other similar Society or Club upon receipt, and approval, of written application and settlement of any applicable Affiliated Fee as determined from time to time by the **Committee** or the **Society** in **General Meeting**.

(ii) An **Affiliated Society** or Club can hire the Danish House at the Affiliated Society Rate as determined from time to time by the Committee or the Society in General Meeting. Affiliation does not make the **Affiliated Society**, or its individual members, eligible to vote at any meeting of the Danish Society, to be a member of the **Committee**, to

participate in the appointment of any candidate for office, or to book Valhalla.

(iii) An **Affiliated Society** or Club may be disaffiliated from the **Danish Society** on the resolution of the **Committee**, by simple majority of **Committee** members present at a committee meeting (or by the Society in **General Meeting**) or by the **Affiliated Society** itself.

(d) **Life Member**
A **Life Member** is a person honoured for highly valued services to the **Society**, elected as a **Life Member** by resolution of a **General Meeting** and passed by a simple majority of those eligible financial **Members** present and voting. A **Life Member** shall have all the rights and privileges of an **Ordinary Member** and shall be subject to all the same duties as a **Member** except those of paying subscriptions.

(e) **Honorary Member**
An **Honorary Member** is a person honoured for services to the **Society** or in an associated, field elected as an **Honorary Member** by resolution of a **General Meeting** and passed by a simple majority of **Members** present and voting. An **Honorary Member** has no membership rights, privileges or duties.

(3) Becoming a member: consent

Every application for membership must register consent given in writing to becoming a Member by all applicants aged 18 years and above.

(4) Becoming a member: process

(a) Applicants for membership must complete and sign an application form, supply any information as may be reasonably required by the **Committee** regarding an application for membership and will become a **Member** on approval of that application by the **Committee**.

(b) The **Committee** may accept or decline an application for membership at its sole discretion. The **Committee** must advise the applicant of its decision.

(c) The signed written consent of every **Member** aged 18 years and above to become a **Society Member** shall be retained in the Society's membership records.

(5) Members' obligations and rights

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

(a) All **Members** shall promote the interests and purposes of the **Society** and shall do nothing to bring the **Society** into disrepute.

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

(c) The **Committee** may decide what access or use each class of **Members** may have of or to any premises, facilities, equipment or other property owned, occupied or otherwise used by the **Society**, and to participate in **Society** activities, including any conditions of and fees for such access, use or involvement.

(6) Subscriptions and fees

(a) The annual subscription and any other fees for membership for the following financial year

shall be set by resolution of an **Annual General Meeting**.

(b) Any **Member** failing to pay the annual subscription by the respective due date shall by default be considered as unfinancial and shall (without being released from the obligation of payment) have no membership rights and shall revert to non-member status relating to any **Society** activity or to access or use the **Society**'s premises, facilities, equipment and other property until all the arrears are paid.

(c) If such arrears are not paid within 6 calendar months of the due date for payment of the subscription, any other fees, or levy the **Committee** may terminate the **Member**'s membership (without being required to give prior notice to that **Member**).

(7) Ceasing to be a member

A Member ceases to be a Member—

(a) by resignation from that **Member**'s class of membership by written notice signed by that **Member** to the **Committee**, or

(b) on termination of a **Member**'s membership following a dispute resolution process under this **Constitution**, or

(c) on death (or if an **Affiliated Society**, on liquidation or deregistration, or if a partnership on dissolution of the partnership), or

(d) by resolution of the **Committee** where the **Member** has failed to pay a subscription, levy or other amount due to the **Society** within 6 months of the due date for payment, as detailed in Clause 6 above.

with effect from (as applicable)—

(e) the date of receipt of the **Member**'s notice of resignation by the **Committee** (or any subsequent date stated in the notice of resignation), or

(f) the date of termination of the **Member**'s membership under this **Constitution**, or

(g) the date of death of the **Member** (or if an **Affiliated Society** from the date of its liquidation or deregistration, or if a partnership from the date of its dissolution), or

(h) the date specified in a resolution of the **Committee** and when a **Member**'s membership has been terminated the **Committee** shall promptly notify the former **Member** in writing.

(8) Obligations once membership has ceased

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

(a) remains liable to pay any applicable fees to the **Society**'s next balance date,

(b) shall cease to hold himself or herself out as a **Member** of the **Society**,

(c) shall return to the **Society** all material provided to **Members** by the **Society** (including any membership certificate, badges, handbooks and manuals), and

(d) shall cease to be entitled to any of the rights of a **Society Member**.

(9) Becoming a member again

(a) 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 **Committee**.

(b) 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 **Committee**.

3 GENERAL MEETINGS

(1) Procedures for all general meetings

(a) The **Committee** shall give all eligible **Members** at least 10 **Working Days** written Notice of any **General Meeting** and of the business to be conducted at that General Meeting.

(b) The Notice will be provided to eligible voting **Members** via the agreed means of contact 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**.

(c) Only current financial **Members** may vote in person at **General Meetings**.

(d) No **General Meeting** may be held unless at least 10 eligible financial **Members** attend throughout the meeting and this will constitute a quorum.

(e) If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting – if convened upon request of eligible financial **Members** – shall be dissolved. In any other case it shall stand adjourned to a day, time and place determined by the **President** of the **Society**, and if at such adjourned meeting a quorum is not present those eligible financial **Members** present in person shall be deemed to constitute a sufficient quorum.

(f) An eligible financial **Member** is entitled to exercise one vote on any motion at a **General Meeting** in person, 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.

(g) When voting by ballot, all ballot papers must be numbered and accounted for on return, by a minimum of two scrutineers. Ballot papers must be destroyed before the close of each meeting.

(h) Unless otherwise required by this **Constitution**, all questions shall be decided by a simple majority of those eligible financial Members in attendance in person at a **General Meeting**.

(i) Any decisions made when a quorum is not present are not valid.

(j) **General Meetings** will be held at the venue specified in the General Meeting Notice for **Members** present in person, using any real time audio, audio and video, or electronic communication that gives each Member a reasonable opportunity to view.

(k) All **General Meetings** can be chaired by the **President**. If the president is absent, the **Vice-president can chair the meeting**, or if both president and vice-president are absent, a current committee member, or a person chosen from the floor.

(l) The person chairing a **General Meeting** has a deliberative and, in the event of a tied vote, a casting vote.

(m) The person chairing a **General Meeting** may —

  (i) With the consent of a simple majority of eligible financial **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,

  (ii) 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

  (iii) In the absence of a quorum or in the case of emergency, adjourn the **General Meeting** or declare it closed.

(n) The **Committee** may propose motions for the **Society** to vote on ('**Committee Motions**'), which shall be notified to **Members** with the notice of the **General Meeting**.

(o) Any **Member** may request that a motion be voted on ('**Member's Motion**') at a **General Meeting**, by giving notice to the **Secretary** at least 30 **Working Days** before that meeting. The **Member** may also provide information in support of the motion ('**Member's Information**'). If full notice of the **Member's Motion** is given to the Secretary at least 20 **Working Days** before the written Notice of the **General Meeting** is finalised, the notice of the motion shall be included in the written Notice of the **General Meeting**.

(2) Minutes

The **Society** must keep minutes of all **General Meetings**.

(3) Annual General Meetings: when they will be held

An **Annual General Meeting** shall be held once a year on a date and at a location determined by the **Committee** and consistent with any requirements in the **Act**, and the **Constitution** relating to the procedure to be followed at **General Meetings** shall apply. The **Annual General Meeting** must be held no later than the earlier of the following—

(a) 6 months after the balance date of the **Society,** or

(b) 15 months after the previous annual meeting.

(4) Annual General Meetings: business

(a) The business of an **Annual General Meeting** shall be to—

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

(ii) adopt the annual report on the operations and affairs of the **Society**,

(iii) adopt the **Committee**'s report on the finances of the **Society**, and the annual financial statements,

(iv) set any subscriptions for the following financial year,

(v) elect Officers for the Committee

(vi) consider any motions of which prior notice has been given to **Members** with notice of the **Meeting**, and

(vii) consider any general business.

(b) The Committee must, at each **Annual General Meeting**, present the following information—

(i) an annual report on the operation and affairs of the Society during the most recently completed accounting period,

(ii) the annual financial statements for that period, and

(iii) 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).

(5) Special General Meetings

(a) **Special General Meetings** may be called at any time by the **Committee** by resolution.

(b) The **Committee** must call a **Special General Meeting** if it receives a written request signed by at least 10 **Ordinary Members**.

(c) Any resolution or written request must state the business that the **Special General Meeting** is to deal with.

(d) 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 **Committee**'s resolution or the written request by **Members** for the Meeting.

4 COMMITTEE

(1) Committee composition

(a) The **Committee** will consist of no less than 3 **Officers** and no more than 10 **Officers**, of which 3 must be the Principal Officers.

(b) All the **Officers** on the **Committee** must be eligible **Members** of the **Society.**

(2) Functions of the committee

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

(3) Powers of the committee

(a) The **Committee** has all the powers necessary for managing — and for directing and supervising the management of — the operation and affairs of the Society, subject to such modifications, exceptions, or limitations as are contained in the **Act** or in this **Constitution**.

(b) The **Society** by its duly elected **Committee** shall have the following powers, authorities and discretions, namely:

(i) To let, lease or bail or join in so doing any freehold or leasehold property and or any plant and chattels which or an interest in which for the time being forms part of the property of the Society either from year to year or for any term of years or otherwise at such rent and subject to such terms and conditions as the Society thinks fit and also to accept surrenders of leases, tenancies and bailments.

(ii) From time to time to obtain the renewal of any lease, grant, tenancy or occupation of any lands which or an interest in which for the time being forms part of the Society property and of any easement, right or privilege annexed in enjoyment thereto for such term at such rent and upon and subject to such terms and conditions as the Society thinks fit.

(iii) Generally to maintain, repair, manage, improve and develop any real or personal property, which for the time being forms part of the Society's property.

(iv) To effect insurance against fire, earthquake, war damage, damage to goods, building or other property, accident and all or any other risks which the Society may deem expedient.

(v) To borrow any monies on mortgage or overdraft or otherwise with or without security by way of mortgages, charges, instruments by way of security, liens or securities over land, plant and chattels from any person, firm, company, bank, or other corporation at such rate of interest as the Society shall think fit and execute any mortgage, deed, agreement or other document in connection therewith and any person, firm, company, bank or corporation lending money to the Society shall in no way be concerned to enquire as to the application of such moneys as may be borrowed.

(vi) To employ and discharge such managers, servants, agents, overseers, employees,

valuers, stock and station agents and other agents, surveyors, engineers, solicitors, accountants and other persons as the Society may think fit and to pay.

(4) Sub-committees

(a) The **Committee** may appoint sub-committees consisting of such persons (whether or not **Members** of the **Society**) and for such purposes as it thinks fit. Unless otherwise resolved by the **Committee**—

(i) the quorum of every sub-committee is half the members of the sub-committee but not less than 2,

(ii) no sub-committee shall have power to co-opt additional members,

(iii) a sub-committee must not commit the Society to any financial expenditure without express authority from the Committee, and

(iv) a sub-committee must not further delegate any of its powers.

(5) General matters: committees

(a) The **Committee** and any sub-committee 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 **Committee** or sub-committee meeting.

(b) Other than as prescribed by the **Act** or this **Constitution**, the **Committee** or any sub-committee may regulate its proceedings as it thinks fit.

5 COMMITTEE MEETINGS

(1) Procedure

(a) The quorum for **Committee** meetings is at least half the number of members of the Committee.

(b) A meeting of the Committee may be held either—

(i) by a number of the members of the Committee who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or

(ii) by means of audio, or audio and visual, communication by which all members of the Committee participating and constituting a quorum can simultaneously hear and communicate with each other throughout the meeting.

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

(d) The members of the Committee shall elect one of their number as chairperson for the committee meeting. The chairperson does not have a casting vote in the event of a tied vote on any resolution of the Committee.

(e) Except as otherwise provided in this Constitution the Committee may regulate its own procedure.

(2) Frequency

(a) The Committee shall meet at least monthly (but need only meet once in the December-January period) at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as

convened by the Chairperson or Secretary.

(b) The Secretary, or other Committee member nominated by the Committee, shall give to all Committee members not less than 5 Working Days' notice of Committee meetings, but in cases of urgency a shorter period of notice shall suffice.

6 OFFICERS

(1) Qualifications of officers

(a) Every **Officer** must be a natural person who —

(i) has consented in writing to be an officer of the Society, and

(ii) certifies that they are not disqualified from being elected or appointed or otherwise **holding office as an Officer of the Society.**

(b) **Officers** are disqualified under **section 47(3) of the Act** or **section 16 of the Charities Act 2005** from being appointed or holding office as an **Officer** of the **Society**, if they are —

(i) a person who is under 16 years of age,

(ii) a person who is an undischarged bankrupt,

(iii) 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,

(iv) A person who is disqualified from being a member of the governing body of a charitable entity under section 16(2) of the Charities Act 2005,

(v) a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years —

- an offence under subpart 6 of Part 4 of the Act
- a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961)
- an offence under section 143B of the Tax Administration Act 1994
- an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (i) to (iii)
- a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere

(vi) a person subject to:

- a banning order under subpart 7 of Part 4 of the Act, or
- an order under section 108 of the Credit Contracts and Consumer Finance Act 2003, or
- a forfeiture order under the Criminal Proceeds (Recovery) Act 2009, or
- 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.

(vii) a person who is subject to an order that is substantially similar to an order referred to in paragraph (f) 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.

(c) Prior to election or appointment as an Officer of the Danish Society a person must —

(i) be aged 18 year, and a current financial member,

(ii) consent in writing to be an Officer,

(iii) all Officers shall certify in writing that they are not disqualified from being elected or appointed as an Officer either by this Constitution or the Act.

(iv) the President shall have been a member of the Committee for at least 12 months and a member of the Society for two years,

(v) the Secretary and the Treasurer shall have been a member of the Society for one year immediately prior to the nomination, and

(vi) The person elected by the Committee as Vice-President shall have been a member of the Committee for at least 12 months and a member of the Society for two years.

(vii) the General Committee members shall have been members of the Society for at least three months immediately prior to nomination.

(d) Note that only a natural person may be an **Officer** and each certificate shall be retained in the **Society's** records.

(e) Provide where possible for a two-year term of any **Officer** in office so termination will occur as follows: **President** and four **Officers** at one **Annual General Meeting**, **Treasurer**, **Secretary** and three **Officers** in following years' election.

(2) Officers' duties

At all times each Officer:

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

(b) must exercise all powers for a proper purpose,

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

(d) when exercising powers or performing duties as an Officer, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation:

(i) the nature of the Society,

(ii) the nature of the decision, and

(iii) the position of the Officer and the nature of the responsibilities undertaken by him or her.

(e) must not agree to the activities of the Society being carried on in a manner likely to create a substantial risk of serious loss to the Society or to the Society's creditors, or cause or allow the activities of the Society to be carried on in a manner likely to create a substantial risk of serious loss to the Society or to the Society's creditors, and

(f) must not agree to the Society incurring an obligation unless he or she believes at that time on reasonable grounds that the Society will be able to perform the obligation when it is required to do so.

(3) Election or appointment of officers

The election of **Officers** shall be conducted as follows.

(a) **Officers** shall be elected during **Annual General Meetings**. However, if a vacancy in the

position of any **Officer** occurs between **Annual General Meetings**, that vacancy may be filled by resolution of the Committee (and any such Committee Alternate 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). Any such appointment will cease at the next Annual General Meeting.

(b) 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 a Officer (as described in the 'Qualification of Officers' rule above) shall be received by the Society at least 15 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.

(c) 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 Committee (excluding those in respect of whom the votes are tied).

(d) 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.

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

(f) The committee shall be deemed to be fully and properly constituted, notwithstanding any extraordinary vacancies, which may exist in it provided that the members of the committee are no fewer than five.

(g) At the **Annual General Meeting** further to the election of the committee, an additional two members shall be elected for a period of 12 months. They may be called upon to fill any vacancies of **General Committee** members if required by the committee.

(h) In the case of an extraordinary vacancy of the position as **President**, **Secretary**, or **Treasurer**, the committee shall call a **Special General Meeting**.

(4) Term of Office

The term of office for all **Officers** elected to the **Committee** shall be 2 years, expiring at the end of the **Annual General Meeting** in the year corresponding with the last year of each **Officer's** term of office.

(5) Removal of officers

An **Officer** may be removed as an **Officer** by resolution of the **Society** where in the opinion of the **Committee** and the **Society** —

(a) The **Officer** elected to the Committee has been absent from 2 consecutive committee meetings without leave of absence from the Committee.

(b) The Officer has brought the Society into disrepute.

(c) The Officer has failed to disclose a conflict of interest.

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

(6) Ceasing to hold office

(a) An **Officer** ceases to hold office when they resign (by notice in writing to the **Committee**), are removed, die, or otherwise vacate office in accordance with **section 50(1) of the Act**.

(b) Each **Officer** shall within 15 **Working Days** of submitting a resignation or ceasing to hold office, deliver to the **Committee** all confidential documents, records, property, access information of

the **Society** - printed, electronic or otherwise held by such former **Officer**.

(7) Conflicts of interest

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

(i) to the Committee and or sub-committee, and

(ii) in an Interests Register kept by the Committee.

(b) 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.

(c) An Officer or member of a sub-committee who is an Interested Member regarding a Matter—

(i) must not vote or take part in the decision of the Committee and/or sub-committee relating to the Matter unless all members of the Committee who are not interested in the Matter consent; and

(ii) must not sign any document relating to the entry into a transaction or the initiation of the Matter unless all members of the Committee who are not interested in the Matter consent; but

(iii) may take part in any discussion of the Committee and/or sub-committee relating to the Matter and be present at the time of the decision of the Committee and/or sub-committee (unless the Committee and/or sub-committee decides otherwise).

(d) 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.

(e) 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.

(f) 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 Committee shall consider and determine the Matter.

7 RECORDS

(1) Register of Members

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

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

(i) Their name, and

(ii) 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

(iii) Their contact details, including —

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

(b) The register will also include each Member's —

(i) postal address,

(ii) email address (if any),

(iii) whether the Member is financial or unfinancial.

(c) Every current Member shall promptly advise the Society of any change of the Member's contact details.

(d) The Society shall also keep a record of the former Members of the Society. For each Member who ceased to be a Member within the previous 7 or more years, the Society will record:

(i) The former Member's name, and

(ii) The date the former Member ceased to be a Member.

(2) Interests Register

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

(3) Access to information for members

(a) A Member may at any time make a written request to the Society for information held about the Member by the Society.

(b) The request must specify the information sought in sufficient detail to enable the information to be identified.

(c) The Society must, within a reasonable time after receiving a request —

(i) provide the information, or

(ii) agree to provide the information within a specified period, or

(iii) agree to provide the information within a specified period if the Member pays a reasonable charge to the Society (which must be specified and explained) to meet the cost of providing the information, or

(iv) refuse to provide the information, specifying the reasons for the refusal.

(d) Without limiting the reasons for which the Society may refuse to provide the information, the Society may refuse to provide the information if —

(i) withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or

(ii) the disclosure of the information would, or would be likely to, prejudice the commercial position of the Society or of any of its Members, or

(iii) the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the Society, or

(iv) the information is not relevant to the operation or affairs of the society, or

(v) withholding the information is necessary to maintain legal professional privilege, or

(vi) the disclosure of the information would, or would be likely to, breach an enactment, or

(vii) the burden to the Society in responding to the request is substantially disproportionate to any benefit that the Member (or any other person) will or may receive from the disclosure of the information, or

(viii) the request for the information is frivolous or vexatious, or

(ix) 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.

(e) If the Society requires the Member to pay a charge for the information, the Member may withdraw the request, and must be treated as having done so unless, within 10 Working Days after receiving notification of the charge, the Member informs the Society —

(i) that the Member will pay the charge, or

(ii) that the Member considers the charge to be unreasonable.

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

8 FINANCES

(1) Control and management

(a) The funds and property of the Society shall be—

(i) controlled, invested and disposed of by the Committee, subject to this Constitution, and

(ii) devoted solely to the promotion of the purposes of the Society.

(b) The Committee shall maintain bank accounts in the name of the Society.

(c) All money received on account of the Society shall be banked as soon as practically possible.

(d) All accounts paid or for payment shall be submitted to the Committee for approval of payment.

(e) The Committee must ensure that there are kept at all times accounting records that—

(i) correctly record the transactions of the Society, and

(ii) allow the Society to produce financial statements that comply with the requirements of the Act, and

(iii) would enable the financial statements to be readily and properly audited (if required under any legislation or the Society's Constitution).

(f) The Committee must establish and maintain a satisfactory system of control of the Society's accounting records.

(g) 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.

(2) Investment of funds

(a) The Society may from time to time invest and reinvest in such property either real or personal or securities and upon such term as the Society in General Meeting shall determine the whole or any part of its funds, which shall not be required for the immediate business of the Society.

(b) Should the Committee of the Society consider the purchase or sale of Real Property, then all relevant particulars of such proposed transactions must be submitted to all members of the Society in writing and the Committee shall endeavour to make this information available to all members prior to a special General Meeting called to discuss such purchase or sale.

(c) Proceeds from the sale of property can only be used for the purchase of new property or redevelopment or enhancement of existing properties.

(d) Any proceeds must be kept in a separate bank account and accounted for separately in the annual financial statement until the funds are fully used.

(3) Power of authority

The Society by its duly elected Committee shall have the following powers, authorities and discretions, namely:

(a) To let, lease or bail or join in so doing any freehold or leasehold property and or any plant and chattels which or an interest in which for the time being forms part of the property of the Society either from year to year or for any term of years or otherwise at such rent and subject to such terms and conditions as the Society thinks fit and also to accept surrenders of leases, tenancies and bailments.

(b) From time to time to obtain the renewal of any lease, grant, tenancy or occupation of any lands which or an interest in which for the time being forms part of the Society property and of any current or future easement, right or privilege annexed in enjoyment thereto for such term at such rent and upon and subject to such terms and conditions as the Society thinks fit.

(c) Generally to maintain, repair, manage, improve and develop any real or personal property, which for the time being forms part of the Society's property.

(d) To effect insurance against fire, earthquake, war damage, damage to goods, building or other property, accident and all or any other risks which the Society may deem expedient.

(e) To borrow any monies on mortgage or overdraft or otherwise with or without security by way of mortgages, charges, instruments by way of security, liens or securities over land, plant and chattels from any person, firm, company, bank, or other corporation at such rate of interest as the Society shall think fit and execute any mortgage, deed, agreement or other document in connection therewith AND any person, firm, company, bank or corporation lending money to the Society shall in no way be concerned to enquire as to the application of such moneys as may be borrowed.

(f) To employ and discharge such managers, servants, agents, overseers, employees, valuers, stock and station agents and other agents, surveyors, engineers, solicitors, accountants and other persons as the Society may think fit and to pay such fees, salary, wages or other remuneration in every case as the Society may deem expedient.

(4) Auditor

(a) The Committee shall appoint a chartered accountant to audit the accounts of the Society. The Auditor shall furnish a report to the Annual General Meeting each year, or to a Special General Meeting if requested by the Committee.

(b) The auditors report shall include any comments or recommendations on the financial affairs of the Society that the Auditor considers appropriate.

(5) Balance date

The Society's financial year shall commence on the first day of October of each year and ends on the last day of September (the latter date being the Society’s balance date).

9 DISPUTE RESOLUTION

(1) Meanings of dispute and complaint

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

(b) The disagreement or conflict relates to any of the following allegations—

(i) a Member or an Officer has engaged in misconduct, or

(ii) a Member or an Officer has breached, or is likely to breach, a duty under the Society's Constitution or bylaws or the Act, or

(iii) the Society has breached, or is likely to breach, a duty under the Society's Constitution or bylaws or the Act, or

(iv) a Member's rights or interests as a Member have been damaged or Member's rights or interests generally have been damaged.

(2) How complaint is made

(a) A Member or an Officer may make a complaint by giving to the Committee a notice in writing that—

(i) states that the Member or Officer is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and

(ii) sets out the allegation or allegations to which the dispute relates and whom the allegation is against; and

(iii) sets out any other information reasonably required by the Society.

(b) The Society may make a complaint involving an allegation or allegations against a Member or an Officer by giving to the Member or Officer a notice in writing that—

(i) states that the Society is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and

(ii) sets out the allegation to which the dispute relates.

(c) The information given under sub-clause (1.2) or (2.2) 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.

(d) A complaint may be made in any other reasonable manner permitted by the Society's Constitution.

(3) Person who makes complaint has right to be heard

(a) 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.

(b) If the Society makes a complaint—

(i) the Society has a right to be heard before the complaint is resolved or any outcome is determined; and

(ii) an Officer may exercise that right on behalf of the Society.

(c) Without limiting the manner in which the Member, Officer, or Society may be given the right to be heard, they must be taken to have been given the right if—

(i) they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and

(ii) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and

(iii) an oral hearing (if any) is held before the decision maker; and

(iv) the Member's, Officer's, or Society's written or verbal statement or submissions (if any) are considered by the decision maker.

(4) Person who is subject of complaint has right to be heard

(a) This clause applies if a complaint involves an allegation that a Member, an Officer, or the Society (the 'respondent')—

(i) has engaged in misconduct; or

(ii) has breached, or is likely to breach, a duty under the Society's Constitution or bylaws or this Act; or

(iii) has damaged the rights or interests of a Member or the rights or interests of Members generally.

(b) The respondent has a right to be heard before the complaint is resolved or any outcome is determined.

(c) If the respondent is the Society, an Officer may exercise the right on behalf of the Society.

(d) 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—

(i) 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

(ii) the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and

(iii) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and

(iv) an oral hearing (if any) is held before the decision maker; and

(v) the respondent's written statement or submissions (if any) are considered by the decision maker.

(5) Investigating and determining dispute

(a) The Society 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.

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

(6) Society may decide not to proceed further with complaint

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

(a) the complaint is considered to be trivial; or

(b) the complaint does not appear to disclose or involve any allegation of the following kind:

(i) that a Member or an Officer has engaged in material misconduct,

(ii) that a Member, an Officer, or the Society has materially breached, or is likely to materially breach, a duty under the Society's Constitution or bylaws or the Act,

(iii) that a Member's rights or interests or Members' rights or interests generally have been materially damaged.

(c) the complaint appears to be without foundation or there is no apparent evidence to support it; or

(d) the person who makes the complaint has an insignificant interest in the matter; or

(e) the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the Constitution; or

(f) there has been an undue delay in making the complaint.

(7) Society may refer complaint

(a) The Society may refer a complaint to—

(i) a subcommittee or an external person to investigate and report; or

(ii) a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.

(b) The Society may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation or facilitation).

(8) Decision makers

(a) A person may not act as a decision maker in relation to a complaint if 2 or more members of the Committee or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be—

(i) impartial, or

(ii) able to consider the matter without a predetermined view.

10 LIQUIDATION AND REMOVAL FROM THE REGISTER

(1) Resolving to put society into liquidation

(a) The Society may be liquidated in accordance with the provisions of **Part 5 of the Act**.

(b) The Committee shall give 30 Working Days written Notice to all Members of the proposed resolution to put the Society into liquidation.

(c) The Committee 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**.

(d) Any resolution to put the **Society** into liquidation must be passed by a two-thirds majority of all Members present and voting.

(2) Resolving to apply for removal from the register

(a) The **Society** may be removed from the **Register of Incorporated Societies** in accordance with the provisions of **Part 5 of the Act**.

(b) The Committee shall give 30 Working Days written Notice to all Members of the proposed resolution to remove the Society from the Register of Incorporated Societies.

(c) The **Committee** 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**.

(d) Any resolution to remove the **Society** from the **Register of Incorporated Societies** must be passed by a two-thirds majority of all **Members** present and voting.

(3) Surplus assets

(a) If the **Society** is liquidated, or removed from the **Register of Incorporated Societies**, no distribution shall be made to any **Member**, and if any property remains after the settlement of the **Society**'s debts and liabilities, that property must be given or transferred to another

organisation as below.

(i) Should there be a surplus of assets after all commitments and liabilities of the Society have been met, they shall be distributed in the manner approved by a Special General Meeting called for that purpose, to any organisation or Society operating within New Zealand having objects similar to those for which The Danish Society Inc was formed.

(ii) Should no such organisation be identified, then the surplus assets are to be held by the Honorary Danish Consul in trust until such an organisation as in clause (i) above is identified. In the event of the Society being wound up the surplus assets after payment of the Society's liabilities and the expense of the winding up shall be placed under the control of the Honorary Danish Consul until such time as a like Society shall commence its activities and then and in such case the monies then held by the Honorary Danish Consul be transferred back to the new Society for the purpose of establishing the new Society.

11 ALTERATIONS TO THE CONSTITUTION

(1) Amending this constitution

(a) All amendments must be made in accordance with this Constitution. Any minor or technical amendments shall be notified to Members as outlined in section 31 of the Act.

(b) The Society may amend or replace this Constitution at a General Meeting by a resolution passed by a two-thirds majority of those Members present and voting.

(c) Any Member-proposed resolution to amend or replace this Constitution shall be signed by at least 20 eligible Members and given in writing to the Committee at least 20 Working Days before the General Meeting at which the resolution is to be considered and accompanied by a written explanation of the reasons for the proposal.

(d) At least 15 Working Days before the **General Meeting** at which any amendment is to be considered the **Committee** shall give to all **Members** notice of the proposed resolution, the reasons for the proposal, and any recommendations the Committee has.

(e) When an amendment is approved by a 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.

12 OTHER

(1) Bylaws

The **Committee** 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.