Constitution of the Professional Historians' Association of New Zealand / Aotearoa Incorporated

1. Name

The name of the society is Professional Historians' Association of New Zealand/Aotearoa Incorporated (in this Constitution referred to as the 'Association', or as 'PHANZA').

2. Charitable status

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

3. Definitions

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 committee meetings. The Chairperson is usually the President, but another Officer can be appointed to chair meetings.

'Committee' means the Association's governing body.

'Constitution' means the rules in this document.

'Executive Officer' means an Officer who holds one of the Association's three leadership roles, being: President, Secretary and Treasurer. Each role can be jointly held by two Officers, but no Officer can hold more than one Executive Officer role during the same term.

'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—

the Association's performance of its activities or exercise of its powers; or

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, been properly admitted to the Association, and 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 an appointed or elected member of the Committee.

'President' means the Executive Officer, or Executive Officers, appointed to be responsible for overseeing the Association's governance and operational matters and those matters specifically noted in this Constitution.

'Register of Members' means the register of Members kept under this Constitution as required by section 79 of the Act.

'Secretary' means the Executive Officer, or Executive Officers, appointed to be responsible for the Association's administrative matters and those 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.

'Treasurer' means the Executive Officer, or Executive Officers, appointed to be responsible for the Association's financial matters and those matters specifically mentioned in this Constitution.

'Working days' are as defined in the Legislation Act 2019. Days that are not working days include — 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, as well as the period between, and inclusive of, Christmas Day and 2 January of the following year.

4. Purposes

a) The primary purposes of the Association are to —
   - promote the interests of professional historians
   - encourage professional standards in the practice of history, including the adoption of an accepted code of ethics and professional practice
   - represent professional historians in public discussions
   - provide advice and information on the employment of professional historians
   - facilitate communication and exchange of information among professional historians
   - engage in relevant activities beneficial to members.

b) 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 society or otherwise).

c) 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 benefits to members of the public or of a class of the public and those persons include Members or their families
   - provides benefits to Members or their families to alleviate hardship
   - 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. Act and regulations

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

6. Registered office

a) The registered office of the Association shall be at such place in New Zealand as the Committee from time to time determines.
b) Changes to the registered office shall be notified to the Registrar of Incorporated Societies—
   - at least five working days before the change of address for the registered office is due to take effect, and
   - in a form and as required by the Act.

7. Contact person

a) The Association shall have at least one, but no more than three, contact person(s) whom the Registrar can contact when needed.
b) The Association's contact person must be:
   - at least 18 years of age and
   - ordinarily resident in New Zealand.
c) A contact person can be appointed by the Committee or elected by the Members at a General Meeting.
d) 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.
e) 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.

8. Members

a) The Association shall maintain the minimum number of Members required by the Act.
b) Membership shall be by application to the Association and shall be decided by the Committee, or a sub-committee established for that purpose.
c) The classes of membership to which Members are admitted are:
   - **Honorary Member**
     An Honorary Member is a person honoured for services to the Association, or in an associated field, elected as an Honorary Member by resolution of a General Meeting passed by a simple majority of those present and voting. An Honorary Member has no membership rights, privileges or duties.
   - **Life Member**
     A Life Member is a person honoured for highly valued services to the Association and/or New Zealand's history profession elected as a Life Member by resolution of a General Meeting passed by a simple majority of those Members present and voting. A Life Member shall have all the rights and privileges of a Member and shall be subject to the same duties, except for paying subscriptions.
   - **Professional Member**
     A Professional Member is a subscription-paying (financial) Member. They are a person with a research-based post-graduate tertiary degree (honours, MA or PhD or similar) in history or a related discipline, from a recognised tertiary institution, or (at the discretion of the Committee) those who meet any two of the following three criteria:
     - a bachelor's degree in history or a related discipline from a recognised tertiary institution
     - historical research experience
     - relevant historical publications.
   - **Student Member**
     A Student Member is a person who is enrolled in a post-graduate history-related course or is a recent graduate from a post-graduate history-related course in a recognised New Zealand tertiary institution. Student Membership is valid for one year from the person's graduation date. A Student Member shall have all the rights and privileges of a Member and shall be subject to the same duties, except for paying subscriptions.

9. Becoming a member: consent

a) Every applicant for membership must consent in writing to becoming a Member.
b) The consent of every Member to become a PHANZA Member shall be retained in the Association's membership records.

10. Becoming a member: process

a) An applicant for membership must complete any application form and supply any information as may be reasonably required by the Committee regarding an application for membership.
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) If an applicant is declined Membership, that person has the right to appeal the decision and be heard. The complaints, investigation and decision procedure in this Constitution will be used to resolve declined membership appeals.

11. Members' obligations and rights

a) Every Member shall provide the Association, in writing, their name and contact details (namely, an email address, and optional physical address and telephone number) and promptly advise the Association in writing of any changes to those details.
b) All Members shall promote the interests and purposes of the Association and shall do nothing to bring the Association into disrepute.
c) Members shall abide by the Constitution and code of ethics and professional practice of the Association.
d) A Member is only entitled to exercise the rights of membership (including attending and voting at General Meetings, accessing or using the Association's 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.
e) No Member is liable for an obligation of the Association by reason only of being a Member.

12. Subscriptions and fees

a) The annual subscription and any other fees for membership for the then current financial year shall be set by resolution of a General Meeting (which can also decide that payment be made by periodic instalments).
b) Any Member failing to pay the annual subscription (including any periodic payment) within four months 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. They shall not be entitled to participate in any Association activity or to access or use the Association's facilities, equipment and other property until all the arrears are paid. If such arrears are not paid within four 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).

c) A new Professional Member who joins the Association will only be liable to pay the annual subscription once in their first twelve months of membership.

13. Ceasing to be a Member

a) A Member ceases to be a Member—
- by resignation from that Member's class of membership by written notice signed by that Member to the Committee or
- on termination of a Member's membership following a dispute resolution process under this Constitution or
- on death or
- by resolution of the Committee where—
  - the Member has failed to pay a subscription, levy or other amount due to the Association within four months of the due date for payment
  - in the opinion of the Committee the Member has brought the Association into disrepute or
  - in the opinion of the Committee the Member has breached the code of ethics and professional practice of the Association seriously and/or on an ongoing basis.

b) with effect from (as applicable)—
- 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
- the date of termination of the Member's membership under this Constitution or
- the date of death of the Member or
- the date specified in a resolution of the Committee.

14. Obligations once membership has ceased

A Member who has ceased to be a Member under this Constitution—
- remains liable to pay all subscriptions and other fees to the Association's next balance date
- shall cease to hold themselves out as a PHANZA Member
- shall return to the Association all material provided to Members by the Association and
- shall cease to be entitled to any of the rights of a PHANZA Member.

15. Becoming a member again

a) Any former Member may apply for re-admission by notifying the Secretary of their consent to be re-admitted to PHANZA's Register of Members, and paying the necessary membership subscription.

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.

16. General meetings

a) The Committee 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.
b) That Notice will be addressed to the Member at their contact address 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.
c) All Members may attend and speak at General Meetings, and all except Honorary Members may vote at General Meetings. Members may attend:
    - in person (at the meeting's physical location or via a virtual meeting platform broadcast at the location) or
    - by appointing a person entitled to be present at the meeting to act on their behalf, by providing notification in the form of a signed statement or verified email (using the electronic address attributed to that person on the Register of Members). Notification must be received by, or handed to, the Committee before the commencement of the General Meeting and
    - no other proxy voting shall be permitted.
d) No General Meeting may be held unless at least 15 eligible Members with voting rights 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 Members – shall be dissolved. In any other case it shall stand adjourned to a day, time and place determined by the President/s 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.
f) Eligible Members are 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 two or more Members present, by secret ballot.
g) 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.
h) Any decisions made when a quorum is not present are not valid.
i) The Association may pass a written resolution in lieu of a General Meeting. 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 51 percent of the Members who are entitled to vote on the resolution. A written resolution may

consist of one or more documents in similar form (including letters, electronic mail, or other similar means of communication) each proposed by or on behalf of one 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).

j) General Meetings may be held at one or more venues by Members present in person and/or using any real-time visual meeting platform that gives each Member a reasonable opportunity to participate.

k) The President/s shall chair all General Meetings. If the President/s is/are absent, the meeting shall elect another Officer to chair that meeting.

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

m) 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.

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

o) Any Member may request of the Committee that a motion be voted on ('Member's Motion') at a General Meeting, by giving notice to the Secretary, or other appointed person, at least 10 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 Committee 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.

17. Minutes

The Secretary is responsible for ensuring the Association keeps minutes of all General Meetings.

18. Annual General Meetings: when they will be held

a) 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 Committee, and shall be consistent with any requirements in the Act and the Constitution relating to the procedure to be followed at General Meetings.
b) The Annual General Meeting must be held no later than the earlier of the following—
   - six months after the balance date of the Association, or
   - 15 months after the previous annual meeting.

19. Annual General Meetings: business

a) 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 Treasurer'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.
b) The Committee 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).

20. 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 50 percent of Members.
c) Any resolution or written request must state the business 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.

21. Committee

a) The Committee will consist of at least three Officers and no more than nine Officers, including at least three Executive Officers holding the positions of President, Secretary and Treasurer.
b) All Officers on the Committee must be Members of the Association.

22. Functions of the Committee

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 Committee, in accordance with the Incorporated Societies Act 2022, any Regulations made under that Act, and this Constitution.

23. Powers of the Committee

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

24. Sub-committees

The Committee 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 Committee—

- the quorum of every sub-committee is half the members of the sub-committee but not less than two
- 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 Committee and
- a sub-committee must not further delegate any of its powers.

25. Proceedings of the Committee

a) The Committee and any sub-committee may act by resolution approved during a virtual meeting 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.

26. Committee meetings

a) The quorum for Committee meetings is five Officers.
b) A meeting of the Committee may be held either—
   - by a number of the Officers who constitute a quorum, being assembled together at the place, date and time appointed for the meeting or
   - by means of a virtual meeting platform, by which all Officers participating and constituting a quorum can simultaneously hear 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 Chairperson of the Committee is/are the President/s. If the role of President is jointly held, the Presidents will decide who will chair each Committee meeting. If at a Committee meeting, the President/s is/are not present, the members of the Committee present may choose one of their number to be Chairperson.
e) The Chairperson of the Committee meeting has a casting vote in the event of a tied vote on any resolution of the Committee.
f) Except as otherwise provided in this Constitution, the Committee may regulate its own procedure.

27. Committee meeting frequency

a) The Committee shall meet at least quarterly at such times, places, and in such a manner (including by virtual meeting) as it may determine and otherwise where and as convened by the President/s or Secretary/ies.
b) The Secretary, or other party nominated by the Committee, shall give to all Committee members not less than five working days' notice of Committee meetings, but in cases of urgency a shorter period of notice shall suffice.

28. Officers

a) Every Officer must be a natural person (an individual) who—
   - has consented in writing to be an Officer and
   - certifies they are not disqualified from being elected or appointed or otherwise holding office as an Officer.
b) 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—
   - a person who is under 16 years of age
   - a person who is an undischarged bankrupt
   - 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
- a person who is disqualified from being a member of the governing body of a charitable entity under the Charities Act 2005
- a person who has been convicted of any of the following, and has been sentenced for the offence, within the last seven 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 (1) to (3)
  - a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere
- 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.
  - 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.

c) 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.

d) Each certificate shall be retained in the Association's records.

29. Election or appointment of Officers

The election of Officers shall be conducted as follows:

a) Nominations for Officer positions must be received in writing at least 10 working days before an Annual General Meeting. Each candidate must have a nominator and a seconder and provide the necessary consent and declarations to become an Officer.
b) At least five working days before the date of the Annual General Meeting, the Association shall give Notice to all Members by emailing to them such information

(not exceeding one side of an A4 sheet of paper) as may be supplied to the Association by or on behalf of each nominee, in support of the nomination.

c) Only nominees who are not disqualified from being appointed or holding office as an Officer (as described in the 'Qualification of Officers' rule above) may stand for election and vote in elections.
d) If there are insufficient valid nominations received under this rule, but not otherwise, further nominations may be received from the floor at the Annual General Meeting.
e) Votes shall be cast in such a manner as the Chairperson of the Annual General Meeting shall determine.
f) The failure for any reason of any financial Member to receive such Notice shall not invalidate the election.
g) 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).
h) In addition to Officers elected under the foregoing provisions of this rule, the Committee may appoint other Officers for a specific purpose, or for a limited period, or generally until the next Annual General Meeting. Unless otherwise specified by the Committee 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).

30. Term in office

a) The term of office for all Officers elected to the Committee shall be one year, expiring at the end of the Annual General Meeting in the year corresponding with the last year of each Officer's term of office.
b) No Executive Officer shall serve in the same role for more than five consecutive terms.

31. Removal of Officers

a) An Officer shall be removed as an Officer by resolution of the Committee or the Association where in the opinion of the Committee or the Association —
   - the Officer elected to the Committee has been absent from two committee meetings without leave of absence from the Committee
   - the Officer has brought the Association into disrepute
   - the Officer has failed to disclose a conflict of interest or
   - the Committee passes a vote of no confidence in the Officer.
b) The removal of the Officer will take effect from (as applicable) the date specified in a resolution of the Committee or Association.

32. 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 10 working days of submitting a resignation or ceasing to hold office, deliver to the Committee all books, papers and other property of the Association held by such former Officer.

33. 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 Association, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified)—
   - to the Committee and or sub-committee and
   - 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—
   - 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
   - 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
   - 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.

34. Register of Members

a) The Association shall keep an up-to-date Register of Members.
b) 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 —
     - a physical address or an electronic address and
     - a telephone number.
   - The register will also include whether the Member is financial or unfinancial
c) Every current Member shall promptly advise the Association of any change of the Member's contact details.
d) 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.

35. 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.

36. Access to information for members

a) A Member may at any time make a written request to the Association for information held by the Association.
b) The request must specify the information sought in sufficient detail to enable the information to be identified.
c) The Association must, within a reasonable time after receiving a request —
   - provide the information or
   - agree to provide the information within a specified period or
   - 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
   - refuse to provide the information, specifying the reasons for the refusal.
d) Without limiting the reasons for which the Association may refuse to provide the information, the Association may refuse to provide the information if —
   - withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons or

- 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
- 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
- the information is not relevant to the operation or affairs of the Association or
- withholding the information is necessary to maintain legal professional privilege or
- the disclosure of the information would, or would be likely to, breach an enactment or
- 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
- the request for the information is frivolous or vexatious or
- 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 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 —
   - that the Member will pay the charge or
   - 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.

37. Finances

a) The funds and property of the Association shall be—
   - controlled, invested and disposed of by the Committee, subject to this Constitution and
   - devoted solely to the promotion of the purposes of the Association.

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

c) The Treasurer shall be responsible for receiving money and issuing receipts on behalf of the Association.

d) All money received on account of the Association shall be banked within five working days of receipt.

e) All budgeted accounts paid, or for payment, require approval by the Committee or by two Executive Officers.

f) All un-budgeted accounts for payment require Committee pre-approval.

g) All investment funds will be with an Authorised Trustee, as authorised by the Committee.
h) The Association can raise a loan upon the resolution of a General Meeting, where the purpose for seeking the funds aligns with the Association's objectives.
i) The Committee must ensure that there are kept at all times accounting records that—
   - correctly record the transactions of the Association and
   - allow the Association to produce financial statements that comply with the requirements of the Act and
   - would enable the financial statements to be readily and properly audited/reviewed (if required under any legislation or the Association's Constitution).
j) The Committee must establish and maintain a satisfactory system of control of the Association's accounting records, which is monitored by the Treasurer.
k) The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form. The accounting records must be kept for the current accounting period and for the last seven completed accounting periods of the Association.
l) 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).

38. Dispute resolution

a) A dispute is a disagreement or conflict involving the Association and/or its Members in relation to specific allegations set out below.
b) The disagreement or conflict may be between any of the following persons—
   - two or more Members
   - one or more Members and the Association
   - one or more Members and one or more Officers
   - two or more Officers
   - one or more Officers and the Association
   - one or more Members or Officers and the Association.
c) 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.
d) A Member or an Officer may make a complaint by giving to the Committee (or a complaints subcommittee) 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.

e) 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.

f) 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.

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

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

i) The complainant raising a dispute, and the Committee, 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.

39. How complaints are made

a) A Member or an Officer may make a complaint by giving to the Committee (or a complaints subcommittee) 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 is against; and
- sets out any other information reasonably required by the Association.

b) The Association may make a complaint involving an allegation/s 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/s to which the dispute relates.

c) The information given under 39(a) or (b) 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 Association's Constitution.

40. People who make a complaint have the 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 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.

c) 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.

41. People who are the subject of a complaint have the right to be heard

a) 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.

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 Association, an Officer may exercise the right on behalf of the Association.

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—
   - 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.

42. Investigating and determining dispute

a) 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.
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.

43. PHANZA may decide not to proceed further with the complaint

a) 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 or
     - 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.

44. PHANZA may refer the complaint

a) The Association may refer a complaint to—
   - a subcommittee or an external person to investigate and report or
   - a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.

b) 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).

45. Complaint decision makers

A person may not act as a decision maker in relation to a complaint if two or more Officers or a complaints subcommittee consider there are reasonable grounds to believe that the person may not be—

- impartial or
- able to consider the matter without a predetermined view.

46. Liquidation and removal from the Register

a) If the Association is liquidated or removed from the Register of Incorporated Societies, no distribution shall be made to any Member.
b) On the liquidation or removal of PHANZA from the Register of Incorporated Societies, its surplus assets — after payment of all debts, costs and liabilities — shall be vested in the New Zealand Historical Association.
c) However, in any resolution under this rule, at a General Meeting the Association may approve distribution to a different New Zealand not-for-profit entity from that specified above, so long as the Association complies with this Constitution and the Act in all other respects and the entity's purpose aligns with PHANZA's.

47. Alterations to the Constitution

a) All amendments must be made in accordance with this Constitution.
b) Any minor or technical amendments approved by the Committee shall be notified to Members as required by section 31 of the Act.
c) The Association may amend or replace this Constitution at a General Meeting by a resolution passed by a two-thirds of majority of those Members present and voting.
d) That amendment may be approved by a resolution passed in lieu of a meeting but only if authorised by this Constitution.
e) Any proposed resolution to amend or replace this Constitution shall be submitted to the Secretary, in writing and signed by at least five Members, at least 40 working days before the General Meeting.
f) At least 20 working days before the General Meeting at which any amendment is to be considered the Committee shall give all Members notice of the proposed resolution, the reasons for the proposal, and any recommendations the Committee has.

g) 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.

48. Common seal

a) The Association will have a common seal that must be kept in the custody of the Secretary or other Officer appointed by the Committee.
b) The common seal may be affixed to any document:
   - by resolution of the Committee, and must be countersigned by two Officers or
   - by such other means as the Committee may resolve from time to time.