CANTERBURY WORKERS EDUCATIONAL ASSOCIATION
Incorporated
TE ROOPU KAIMAHI MATAURANGA O WAITAHA

CONSTITUTION

May 2026

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SECTION 1. NAME

The name of the Society shall be the Canterbury Workers Educational Association Incorporated (hereinafter called 'the Association').

SECTION 2. OBJECTIVES

The Association is an independent voluntary organisation whose principal objective is the advancement, encouragement and provision of adult and community education that promotes a just and equitable society, in accordance with Te Tiriti o Waitangi / The Treaty of Waitangi. It is a member

of the Federation of Workers' Educational Associations in Aotearoa New Zealand Incorporated Te Whetereihana o nga Inc (FWEA).

2.2 Working Objectives

a) To promote the values of WEA which include but are not limited to:

i) acknowledging the crucial role of life-long education as a means of liberation, expression and realisation for individuals and groups;

ii) promoting life-long education that strengthens just, equitable and sustainable communities and societies by promoting critical assessment of the social, economic and political processes which affect individuals and communities;

iii) supporting adults to choose their own tools and pathways to further education, irrespective of past experience or background, either by WEA provision or through effective educational referral;

iv) practising and promoting participatory democratic processes as tools for an equitable and less marginalised future for all peoples;

v) supporting educational research that enhances and improves educational provision for adults;

vi) co-operating with organisations with similar values.

b) To maintain a voluntary association for the purpose of meeting the educational requirements of adults, furthering their personal and social development.

c) To provide adult and community education independently and in cooperation with and through the existing channels of organised groups including both political and religious bodies, but at no time to become identified with any political party or religious body.

d) To stimulate educational activities of other organised bodies and to increase co-ordination between bodies engaged partly or wholly in adult and community education.

e) To promote the value of education.

f) To ascertain the learning needs and aspirations of the community and to represent these views to the appropriate national and regional authorities or any other national body carrying on in whole or in part activities within the objects of the Association.

g) To participate in any other activities which are considered practicable and desirable by the Association in furthering the above mentioned objects.

SECTION 3. POWERS

Courtesy of the Incorporated Societies Act 2022 and this constitution, the Association shall have all the legal powers required to operate.

SECTION 4. CHARITABLE PURPOSE OF THE ASSOCIATION

4.1 The Association is a registered charitable entity under the Charities Act 2005.

4.2 Any income, benefit or advantage must be applied to the charitable purposes of the organisation.

4.3 Any payments made to a member of the organisation, or person associated with a member, must be for goods or services that advance the charitable purpose of the Association and must be reasonable and relative to payments that would be made between unrelated parties.

SECTION 5. MEMBERSHIP

5.1 Ordinary Members: any person over the age of sixteen years, who shall have signed the application form declaring their support for the aims and objects of the Association and who shall pay such Annual subscription as shall be fixed from time to time by the Association in General Meeting, shall be entitled to ordinary Membership. Annual subscriptions shall be due at the beginning of each financial year.

5.2 Affiliate Members: any organisation whose aims are in harmony with those of the Association may at the discretion of the Council be admitted as an Affiliate Member on the payment of such Annual Subscription as shall be fixed by the Association in General Meeting.

5.3 Life Members

a) On payment of a fee which shall be fixed from time to time by the Association in General Meeting any past or present member of the Association or any past or present member of any other WEA that is a member of the Federation of Workers' Educational Associations Incorporated may become a Life Member.

b) The Council may by Resolution passed at any meeting of the Council admit as Honorary Life Members persons who have given distinguished service to the Association, provided that there be no more than 12 Honorary Life Members.

5.4 Family Members. Any two adults residing at the same address may take out family membership.

5.5 When applying for membership, all new members shall be required to confirm in writing that they consent to be a member, that they support the aims and objects of the Association and that they agree to abide by the rules of the Association. Applications may be submitted online or on a written application form. The Council, or its delegate, may accept or decline an application for membership at its discretion. An applicant will become a member on the latter date of the payment of their membership application.

5.6 The amount of an annual subscription for any class of membership shall be fixed from time to time by the Association in General Meeting. Annual subscriptions shall be due at the beginning of each financial year.

5.7 The Association shall keep an up-to-date Register of Members, recording for each Member their name, contact details, the date they became a Member, and any other information required by the Council or prescribed by Regulations under the Act. The Association shall check with each member whether there are any objections to that information being disclosed or shared with other members, organisations or businesses.

SECTION 6. TERMINATION OF MEMBERSHIP

The membership of any member shall be terminated:

6.1 Upon death.

6.2 Upon expulsion by a resolution of the Council under its power in section 8.2(f), in accordance with Schedule A of this Constitution.

6.3 Upon written resignation delivered to the Secretary of the Association.

6.4 Every Ordinary and Affiliate Member shall be deemed to have terminated their membership by resignation if they have not paid their subscription for the previous financial year.

SECTION 7. OFFICER HOLDERS

7.1 Officer Holders. The Office Holders of the Association shall be:
a) The President
b) Up to two Vice-Presidents
c) The Immediate Past President for one year only
d) Secretary or substituting Officer
e) Treasurer, and
f) Such other Officer Holders (not exceeding five) as the Association shall in General Meeting decide.

7.2 Election of Officer Holders:

The Officer Holders of the Association shall be elected from Ordinary and Life Members of the Association who have previously served as council members for a minimum of one year. Nominations in writing with the consent of the nominee must be received seven days before the date of the Annual General Meeting.
The Officer Holders so elected shall take office at the conclusion of the Annual General Meeting at which they are elected and shall hold office until the conclusion of the next Annual General Meeting.

7.3 Any Office Holder positions that remain vacant shall be filled by the Council, with the appointee holding office until the next AGM or as agreed.

7.4 Any Office Holder appointed shall be required to confirm in writing that they are not disqualified from acting under the Charities Act 2005, the Incorporated Societies Act 2022 and this Constitution. They shall be asked to sign a Consent and Certificate of Officer form (or as otherwise named), once appointed to office.

7.5 The Council will appoint one or more people to be the Association's Contact Person/s. The Contact Person/s shall ensure the Registrar holds their current contact details.

SECTION 8. COUNCIL

8.1 The controlling body of the Association is and shall be the Council. The Council shall consist of the following persons:

a) The Officers of the Association.

b) Not more than nine Ordinary or Life Members elected by the Annual General Meeting of the Association, who shall be nominated in writing with the consent of the nominee seven days before the date of the Annual General Meeting.

d) Such other persons not exceeding three in number as the Council may from time-to-time co-opt. Such co-opted members shall be entitled to vote at any meeting of Council and shall be entitled to be heard on any matter discussed in Council or Executive and to move or second any Notice of Motion.

e) A representative of any Branch of the Canterbury WEA.

f) The term of office for each member of the Council shall be deemed to have commenced from the end of the Annual General Meeting at which they are elected or from the date of their appointment (as the case may be) and shall continue until the conclusion of the next Annual General Meeting.

g) All Council members will be asked in advance of their election or appointment to confirm that they are not disqualified under the Charities Act 2005 or the Incorporated Societies 2022, or this Constitution, and shall be advised that they will be required to sign a IS22-CO Consent and Certificate of Officer form or its equivalent, once in office.

8.2 Powers: The powers of the Council shall be as follows:

a) To plan, direct, organise and generally oversee the operations of the Association.

b) To control the financial operations of the Association and to ratify annually the proposed budget for the subsequent year.

c) To borrow and secure the payment of money by the Association in such manner and on such terms as the Association in Special General Meeting may deem expedient.

d) To subscribe and grant money donations to, or to assist in any manner other than monetary grants, organisations to further any of the objects of the Association.

e) To establish scholarships, bursaries and other grants-in-aid of any organisation or person (and to spend monies for that purpose and to administer monies held in trust) of such a nature and of such duration as the Council may from time to time determine.

f) To expel or suspend for any period or otherwise to discipline any member.

g) To appoint subcommittees to deal with specific matters as the Council may from time to time determine, provided however there shall be no power to delegate the Council's right to revoke, suspend, repeal, amend or alter any decision ruling or action taken by any committee.

h) To establish Branches or local committees to fix the powers and to prescribe the form and content of the rules of any such branch or local committee and to retain overriding authority and jurisdiction over the activities of any such branch or local committee.

i) To make rules and regulations and standing orders governing the procedure to be observed at meetings and all other matters not specifically provided for in these rules and to revoke, amend or enlarge any such rules or regulations or standing orders.

j) To employ, remunerate and dismiss any servants or agents of the Association.

k) To fill any vacancy among the Officers of the Association, Council and Executive of the Association the person so appointed to hold office until the conclusion of the next Annual General Meeting.

SECTION 9. EXECUTIVE

9.1 The administration of the Association and the control of its affairs when the Council is not in session shall be in the hands of an Executive consisting of:
a) The Officer Holders of the Association as defined in section 7.1 (a) – (f), and
b) Up to three members elected by Council.
c) If not already completed prior to their appointment, all Executive members will be asked in advance of their election or appointment to confirm that they are not disqualified under either the Charities Act 2005 or the Incorporated Societies 2022, or this Constitution, and shall be advised that they will be required to sign a IS22-CO Consent and Certificate of Officer form, or its equivalent, once appointed to the Executive.

9.2 Subject however to the overriding authority and jurisdiction of the Council, the Executive shall have the power to:

a) Manage, conduct and organise the affairs, assets and funds of the Association when the Council is not in session.

b) Subject to the powers of the Council the Executive shall have the power to delegate any of its duties to a standing committee for the purpose of conducting urgent business subject to revision by the Executive and to appoint special committees to deal with specific matters as the Executive may from time to time determine provided however there shall be no power to delegate the Executive's right to revoke, suspend, repeal, amend or alter any decision ruling or action taken by any committee.

The formation of any committee under these Rules shall be reported to Council.

c) The Executive shall have the following duties:

i) To report to Council.

ii) To carry out the decisions of Council.

iii) To convene all Meetings of the Association and the Council required by these rules.

iv) To prepare and present at the Annual General Meeting the Annual Report of the Association and financial statements in accordance with the Incorporated Societies Act 2022.

v) To solicit grants and donations to the Association.

vi) To act as custodian of all records of the Association.

SECTION 10. LOSS OF OFFICE

10. Any member of the Council or the Executive shall lose office if they:

a) Resign in writing

b) Cease to be a member of the Association

c) Become disqualified under the Incorporated Societies Act 2022 or the Charities Act 2005

d) Are convicted of an indictable offence, or

e) Are removed by a two-thirds majority vote of either the Council or the general members, where in the opinion of the voters:

- the Officer has been absent from 2 or more consecutive committee meetings without leave of absence, or
- the Officer has brought the Association into disrepute, or
- the Officer has failed to disclose a conflict of interest, or
- a vote of no confidence has been passed in the Officer, or
- the Officer has persistently and deliberately failed to follow the rules of the Association, or
- the Officer is disqualified or is otherwise no longer eligible to be on the Council and/or Executive.

The Council or the general members may vote to expel, suspend or caution as they see fit and the action shall take effect from the date specified in the relevant resolution.

An employee or contractor who is also an Officer shall not be removed from their paid role in accordance with this rule but shall be dealt with in accordance with the terms of their contract and the relevant law of New Zealand.

SECTION 11. DISPUTES RESOLUTION PROCEDURE

11.1 Any disputes, disciplinary issues or complaints involving members of the Association will be dealt with in accordance with Schedule A of this Constitution, which may result in a member being cautioned, suspended or expelled.

SECTION 12. FINANCE

12.1 Subject to the powers of the Council, the Executive shall manage the funds of the Association as provided for in these Rules.

12.2 No funds shall be expended and no liabilities incurred except by the resolution of the Council or the Executive.

12.3 Council may from time to time approve a set of Financial Policies determining:

a) who may authorise expenditure on behalf of the Association without prior approval of Council or the Executive;
b) stating how such expenditure may be incurred, and stating maximum sums not to be exceeded;
c) how decisions relating to expenditure for emergency repairs or other emergency situations shall be made, and shall have delegated authority to act in such emergency situations.

SECTION 13. MEETINGS

13.1 Annual General Meeting

The Annual General Meeting shall be held in either April, May or June, at a time, date and venue chosen by the Council.

Not more than forty-two days and not less than fifteen days before the date fixed for holding such meeting, a notice signed by the Secretary or substituting Officer shall be sent to members via email and the Association's social media pages and e-newsletter, stating the date, place and time of such meeting. It shall include an agenda for the meeting and notice of any motions proposed by the Council, Executive or general members. The Annual General Meeting shall be entitled to discuss any matters affecting the Association provided that the Rules of Procedure of the Council have been complied with.

The following information shall be presented at the Annual General Meeting:
(a) Annual Report on the affairs and activities of the Association during the immediately preceding Association Year and the financial statements of the Association for the preceding Financial Year, and
(c) Notice of the disclosures, or types of disclosures, made by Officers of relevant interests

13.2 Special General Meetings

A Special General Meeting of the Association may be called at any time by a resolution of the Council or Executive and shall be called on the requisition of twenty members or one third of the members entitled to vote at any Annual General Meeting whichever number is the lesser. Such Special General Meeting shall be held not more than twenty-one days after the passing of such resolution and not less than fourteen days after the passing of such resolution or after the handing of the required requisition to the President or Secretary. The notice to be given of a Special General Meeting shall be the

same as that required for an Annual General Meeting but shall specify the matters to be discussed at such Special General Meeting. No other business than that which appears in the notice shall be discussed at the meeting.

13.3 Council

The Council shall have at least five Ordinary Meetings in each Association Year.
A Special Meeting of the Council may be called by the Executive or by a requisition signed by not less than seven members of the Council and shall be held within fourteen days of the passing of any resolution calling such meeting or from the receipt of such requisition by the Secretary or President. Honorary Life Members are welcome to attend Council meetings as non-voting attendees at any time. If they wish to become officers of the Association they will need to stand for election or appointment alongside other members.

13.4 Executive

a) An ordinary meeting of the Executive may be called at any time by the President, or Secretary, and shall be called within fourteen days of the receipt by the Secretary or President of a requisition signed by at least three members of the Executive who at the same time shall furnish the Secretary with a copy of the resolution to be proposed thereat.

b) The Executive shall have at least ten ordinary meetings in each Association Year.

c) The business done at any Emergency meeting of the Executive for which the requirements set out in Section 13.7 (c) as to Quorum have not been complied with shall be subject to confirmation at the next ordinary meeting of the Executive.

13.5 Voting.

a) The persons entitled to vote at a General Meeting shall be:
   i All financial Ordinary members,
   ii Life and Honorary Life Members.
   iii Family members, one vote each.

b) Voting shall be in the first instance by a show of hands but a ballot shall be held if called for by five persons present and entitled to vote. At meetings of the Council and Executive every person entitled to be present at such meeting shall have one vote. The President, or in the absence of the President any other person entitled to vote elected at any Meeting, shall chair the meeting. The Chairperson of the meeting shall have a casting as well as a deliberative vote. Voting shall be in

the first instance by a show of hands but a ballot shall be held if called for by three persons present and entitled to vote.

13.6 Elections

If at any meeting at which any election is to take place the number of persons nominated exceeds the number required, the election shall be by secret ballot.

13.7 Quorum

a) The quorum for any General Meeting shall be 15 members entitled to vote.

b) The quorum for any meeting of the Council shall be at least half the number of the members entitled to vote of which one at least shall be the President or a Vice-President.

c) The quorum for any meeting of the Executive shall be at least half the number of the members entitled to vote of which one at least shall be the President or a Vice-President.

(d) A Member who does not vote on a resolution shall be counted in the quorum but their vote shall not be registered as being for or against on any matter.

(e) A Member who leaves the room during a vote shall be counted in the quorum.

(f) A Member who submits an electronic vote shall be counted in the quorum.

13.8 Notices

a) Notices of Council and Executive meetings shall be provided electronically by the Secretary or substituting Officer, except when the dates have been pre-arranged in accordance with rule 13.8b) of this constitution.

b) Written notices of meetings shall not be required under rule 13.8a) of this constitution whenever the meeting date for Council or Executive has been agreed at the previous relevant meeting.

c) Notices of General Meetings shall be sent to all members. Notices may be sent in any agreed format chosen by the member, including, but not limited to, e-newsletter, email, or post. Notices will also be posted on the Association's social media pages or any other forum in regular use by the members of the Association.

13.9 Minutes

a) The Council will ensure that minutes are kept for all Association meetings.

b) The minutes for all meetings of the Association shall record the date, time and venue of the meeting, attendance and apologies, all decisions made, any other matters of significance which are discussed at the meeting.

(c) The Council shall decide in what format the minutes shall be kept and stored, provided they are retained for at least 7 years in the Association's records

d) Access to minutes shall be limited to those entitled to attend the meeting, unless otherwise agreed by the Council.

SECTION 14. AUDIT

The Society may choose to have an audit or review done but shall not be required to do so unless:

(a) the amount of the Association's operating expenses meets XRB's financial reporting thresholds for an audit or review, or

(b) the Council vote in favour of an auditor or review, or

(c) the members vote in favour of an audit or review at a General Meeting.

If appointed, the auditor or reviewer must be a qualified account and independent of the Association. They shall be chosen by the members at the Annual General Meeting with the Executive filling any casual vacancy. The auditor or reviewer shall have full rights of access to all records of the Association that are necessary for the performance of their duties.

SECTION 15. ALTERATION TO CONSTITUTION

15.1 Subject to rule 15.2, this Constitution may be amended or replaced by either:

(a) A two-thirds majority of eligible members voting at a general meeting, or

(b) A resolution of the Council, provided that:

- The alteration is minor or technical, and
- The proposed alteration has been notified to members at least one calendar month prior to the change, and
- Members have been notified of their right to object to the change within 20 working days, and
- No objection to the change has been received from any member within 20 working days of the date the notice was sent.

15.2 No addition or alteration to this Constitution will:

15.2.1 detract from the exclusively charitable nature of the Association or

15.2.2 result in the distribution of its assets on winding up or dissolution for any purpose that is not exclusively charitable.

15.3 Any changes shall be registered with the Registrar of Incorporated Societies within one month of the date of alteration. The change shall take effect from the date of registration.

15.4 Any changes shall be registered with the Charities Registration Board at Charities Services within three months of the date of alteration.

SECTION 16. INTERESTS

16.1 An Officer or member of a sub-committee who has a financial interest in 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 Council and or sub-committee, and
- in an Interests Register kept by the Association.

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.

16.2 The officer and/or sub-committee member who is interested in a matter:
(a) must not vote or take part in any decision relating to the matter; and
(b) must not sign any document relating to the entry into a transaction or the initiation of the matter; but
(c) may take part in any discussion relating to the matter and be present at the time of the decision (unless the decision-making body decides otherwise).
However an officer and/or sub-committee member who is prevented from voting on a matter may still be counted towards the quorum at any meeting at which the matter is considered.

16.3 Where the majority of people on the sub-Committee, Executive or Council have a financial interest in a matter, the following procedure will be followed:
(a) Where 50 per cent or more of the members of a sub-committee are prevented from voting on a matter, the matter must be referred to the Council who shall consider and decide the matter.
(b) Where 50 per cent or more of the members of the Executive are prevented from voting on a matter, the matter must be referred to the Council who shall consider and decide the matter.
(c) Where 50 per cent or more of the members of the Council are prevented from voting on a matter, a Special General Meeting must be called to consider and decide the matter, unless all non-interested members agree otherwise.

16.4 The following Interests do not need to be recovered in the Interests Register or dealt with in accordance with rules 16.1- 16.3 of this rule:
(a) a waiver of any requirement to pay a membership subscription, which is made available to all Council members
(b) a waiver of any entry fee to an Association event, which is made available to all Council members

(c) any honorarium paid to an Officer that has been resolved by the members voting a general meeting.

SECTION 17. REGISTERED OFFICE

The Registered Office of the Association shall be at 59 Gloucester Street, Christchurch, or at such place as may from time to time be determined by the Council.

SECTION 18. INTERPRETATION

(a) 'The Association Year' means the period commencing at the conclusion of an Annual General Meeting of the Association and continuing until the conclusion of the next Annual General Meeting.
(b) The 'Financial Year' means the period starting on 01 January and concluding on 31 December.
(c) The 'Council' shall be the Association's governing body, consistent with the definition of "Committee" in the Incorporated Societies Act 2022.
(d) 'Interests Register' means the register of interests of Officers, kept as required by this Constitution and the Incorporated Societies Act 2022.
(e) 'Matter' means—
a. the Association's financial performance of its activities or exercise of its powers; or
b. any financial arrangement, agreement, or contract made or entered into, or proposed to be entered into, by the Association.
(f) 'Officer' means a person who is:
a. a member of the Council, or
b. a member of the Executive, or
c. any person occupying a position in the Association that allows them to exercise significant influence over the management or administration of the Association, including any Director, Kaiwhakaere, Manager or Treasurer.

If any question shall arise concerning interpretation of these Rules or concerning any matter not provided for in these Rules, the decision of the Council (or if the Council is not in session, the Executive) shall be final and binding on all members unless revoked by the members voting at a General Meeting.

SECTION 19. WINDING UP

19.1 In the event of the winding up or dissolution of the Association, all monies and property of the Association after the payment of all costs, debts, and liabilities, shall be shall be vested in The Federation Of Workers' Educational Associations In Aotearoa New Zealand Incorporated Te Whetereihana O Nga Inc, or it successor howsoever named, to be held in trust until the Association has been reformed. If after the lapse of a period of five years from the date of the winding-up or dissolution the Association shall not have been reformed, the Federation of WEAs is empowered to use all such monies and property as it deems to be in the best interests of adult and community education in the Canterbury area.

19.2 a) In the event of the Federation having ceased to exist prior to the winding up or dissolution of the Association, all monies and property shall be transferred to another organisation that is charitable under New Zealand law.

b) Such organisation shall be chosen by a Special Meeting of the Association and the terms upon which transfer shall be effected shall be decided by the Special Meeting of the Association. If the members cannot agree, the Registrar of Incorporated Societies shall be asked to decide the distribution of surplus assets".

Schedule A: Disputes Resolution Procedure

1. How complaint is made

(1) A member or an officer may make a complaint by giving to the Council (or, if the Council has established one, a complaints subcommittee) a notice in writing that
- (a) states that the member or officer is starting a procedure for resolving a dispute in accordance with the society's constitution; and
- (b) sets out the allegation to which the dispute relates and whom the allegation is against; and
- (c) sets out any other information reasonably required by the Council.

(2) The society 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—
- (a) states that the society is starting a procedure for resolving a dispute in accordance with the society's constitution; and
- (b) sets out the allegation to which the dispute relates.

(3) The information given under subclause (1)(b) or (2)(b) must be enough to ensure that a person against whom an allegation is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.

2. Person who makes complaint has right to be heard

(1) 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.

(2) If the society makes a complaint,
- (a) the society has a right to be heard before the complaint is resolved or any outcome is determined; and
- (b) an officer may exercise that right on behalf of the society.

(3) 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—
- (a) they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
- (b) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
- (c) an oral hearing (if any) is held before the decision maker; and
- (d) the member's, officer's, or society's written statement or submissions (if any) are considered by the decision maker.

3. Person who is subject of complaint has right to be heard

(1) This clause applies if a complaint involves an allegation that a member, an officer, or the society (the respondent)—
- (a) has engaged in misconduct; or
- (b) has breached, or is likely to breach, a duty under the constitution or the Incorporated Societies Act 2022; or
- (c) has damaged the rights or interests of a member or the rights or interests of members generally.

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

(3) If the respondent is the society, an officer may exercise the right on behalf of the society.

(2) 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—

(a) 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

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

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

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

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

4, **Investigating and determining dispute**

(1) The Council shall, 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.

(2) Disputes must be dealt with under the constitution in a fair, efficient, and effective manner.

5. **Council may decide not to proceed further with complaint**

Despite clause 4, a Council may decide not to proceed further with a complaint if—

(a) the complaint is 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 this 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.

6. **Council may refer complaint**

(1) The Council may refer a complaint to—

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

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

(2) The Council may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution, which may include but is not limited to mediation, facilitation, arbitration or a tikanga-based practice.

7. **Decision makers**

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

(a) impartial; or

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