

Constitution

La Leche League New Zealand Incorporated

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The Society

1. Name

The name of the society is La Leche League New Zealand Incorporated hereinafter referred to as 'LLLNZ'.

2. Purposes of LLLNZ

The purposes of LLLNZ are:

- 2.1. To encourage, give confidence and moral support to mothers/parents who wish to breastfeed their babies.
- 2.2. To foster an interest in breastfeeding as an aid to the art of skilled and loving parenting to the intent of encouraging close and happy family relationships.
- 2.3. To cooperate with educational and other authorities in giving instruction in schools, antenatal classes, to health professionals and instructing in other places of education to young people with the view of developing their understanding and interest in breastfeeding, care and nurture of babies and young children.
- 2.4. To promote the study and knowledge of breastfeeding in the community as an aid to the education of families and their advisors.
- 2.5. To represent La Leche League International (hereinafter referred to as 'LLLI') in New Zealand by adhering to the agreements made with LLLI, including adherence to the mission and objectives of LLLI.
- 2.6. To do such further / other things as may in the opinion of LLLNZ be conducive to the fulfilment or attainment of the foregoing objects or shall otherwise be in the best interests of LLLNZ and /or its members.
- 2.7. To not do anything that would cause a pecuniary gain for LLLNZ.

And

It is expressly declared that in the interpretation of these rules, breastfeeding support may be understood to include support for the feeding of human milk to human babies by any means, including means other than directly feeding at the breast.

3. LLLNZ Powers

LLLNZ will have the following powers:

- 3.1. To employ people for the purposes of LLLNZ;
- 3.2. To invest in bank term deposits;
- 3.3. To buy, sell, exchange, develop and mortgage property;
- 3.4. To borrow money and give security for it;
- 3.5. To issue negotiable instruments
- 3.6. To receive and make gifts
- 3.7. To enter contracts and leases
- 3.8. To belong to other societies or associations, whether incorporated or not, which have similar purposes or purposes beneficial to LLLNZ.
- 3.9. To do all things as may from time to time be necessary or desirable to enable the Board to give effect to, and attain, the charitable purposes of LLLNZ.

4. Registered Office

The registered office of LLLNZ is at the place designated by the Board of LLLNZ. The location of the Registered Office shall be notified to the Registrar of Incorporated Societies.

LLLNZ Membership

5. LLLNZ Membership

Membership of LLLNZ shall comprise the following categories:

- 5.1. **Ordinary members:** Those persons who are acting as official representatives of LLLNZ (i.e. LLLI accredited Leaders who are in good standing with LLLNZ) shall be eligible to be Ordinary members of LLLNZ.
- 5.2. **Honorary members:** Honorary membership shall be available to those persons elected by a special resolution at an AGM and decided by vote with a two thirds majority of the voting members present (Clause 10).
- 5.3. **Associate members:** Those persons who are interested in the objects and purposes of LLLNZ and are not official representatives (as hereinbefore defined) of LLLNZ shall be eligible for Associate membership of LLLNZ (i.e. professional supporters of the organisation, breastfeeding parents, parents undergoing leadership training or any other associate membership category that may be introduced).

6. Admission of Members

- 6.1. To become a Member, a person (“the member applicant”) must complete an application form and pay the membership fee (if required) and submit it to the Board.
 - 6.1.1. When a Leader is accredited through LLLNZ, they will be automatically eligible to be admitted as an Ordinary member and shall be admitted with their consent.
- 6.2. Application for membership may be made at any time through the calendar year and that application shall be considered by the Board or their designated appointee.
- 6.3. Every member shall provide LLLNZ with such information and details that are reasonably required by the Board, including full name and contact details.
- 6.4. Members consent to LLLNZ using such information but only for LLLNZ purposes.
- 6.5. Every member shall pay a membership fee each year, if one is set by the board.

7. Register of Members

- 7.1. The Board shall ensure a register of members (“the Register”) is kept, which shall contain the names, contact details and the dates at which they became members.
- 7.2. If a member’s contact details change, that member shall provide the new details to LLLNZ.

7.3. Ordinary members and Honorary members shall have reasonable access to the register of members but only for LLLNZ purposes.

8. Cessation of Membership

8.1. Any member may resign by giving written notice to the registered office of LLLNZ.

8.2. An Ordinary member's membership may be terminated according to the provisions of the Leader Accountability Procedure or if their leadership accreditation is removed by LLLI.

8.3. An Associate member's membership shall be deemed to have expired two months after the renewal date if a renewal process has not been completed.

8.4. Any member's membership may be terminated if for any reason whatsoever, the Board is of the view that a member is breaching the Constitution, LLLNZ policies or acting in a manner that is not in the best interests of LLLNZ, and in the opinion of the Board the matter cannot be resolved through the Grievance/Complaints procedure:

8.4.1. The Board must give **written notice** of this breach to the member. This notice must:

8.4.1.1. Explain how the member is in breach,

8.4.1.2. State what the member must do in order to remedy the situation; or state that the member must write to the Board within 14 days giving reasons why the Board should not terminate the member's membership.

8.4.1.3. Explain the process detailed in clause 8.4 of this Constitution.

8.4.1.4. State that the affected member shall have the right to present his or her case to the Board either in person or in writing, which may be by electronic means. The member has the right to have accompanying advocates or witnesses and to present written statements of support, if desired.

8.4.2. Within 28 days of the Board's notice having been sent, the Board shall convene and consider the breach and the member's response or lack of response. The Board may then, after consideration in its absolute discretion by majority vote, terminate the membership of the member.

8.4.3. Membership is terminated by the issuing of a written termination notice to the affected member. Termination takes effect from the date of the termination notice.

8.4.4. If in the opinion of the LLLNZ Board the terminated member should also have their leadership accreditation removed by LLLI, an application may be made to the LLLI Executive Director.

9. Obligations of Members

9.1. All Ordinary and Honorary members and all current Board members not already in these categories, shall promote the purposes of LLLNZ.

9.2. No member shall bring LLLNZ into disrepute.

9.3. All Members shall be bound by this constitution in all respects and every member of LLLNZ shall be deemed to join LLLNZ on this basis.

10. Appointment of Honorary Members

10.1. The maximum number of Honorary members will be no more than 15% of the total Ordinary membership.

10.2. Honorary membership may be awarded to someone who has made an exceptional contribution to LLLNZ.

10.3. Any nomination for Honorary membership shall be made in writing and signed by two Ordinary members of LLLNZ and be received by the LLLNZ Board no later than three months prior to an Annual General Meeting at which it is intended for the nomination to be proposed.

10.4. Any nomination for Honorary membership shall, in the first instance, be considered by the Board. If the nomination is considered to be eligible and the Board votes by

ordinary resolution in favour of the nomination being recommended, it shall then be proposed at the next AGM.

- 10.5. The appointment of Honorary membership shall be by a special resolution at the AGM and shall be decided by vote with a two thirds majority of voting members present for the resolution to pass.

Governance of LLLNZ

11. Board

- 11.1. LLLNZ shall be governed by a board (“the Board”), comprising a minimum of five persons and a maximum of seven persons.
- 11.1.1. Five board members shall be elected by the voting members of LLLNZ.
- 11.1.2. Up to two additional Board members may be appointed by a majority vote of the Board.
- 11.2. Only members of LLLNZ may be Board members.
- 11.3. At least 70% of the Board (elected and co-opted) must be members who are or who have been Ordinary members in the past.
- 11.4. Staff employed by LLLNZ can be members of LLLNZ. However, no employee or contractor of LLLNZ can be a member of the Board.

12. Appointment of Board Members

- 12.1. At the Annual General Meeting (AGM) each year, the members shall elect sufficient Board members to fill the vacant positions for elected Board members.
- 12.2. The Board shall elect a chairperson, vice-chairperson and secretary as soon as possible after each AGM.
- 12.3. The Board may appoint members to fill any vacancies. In addition, the Board may appoint up to two more members to the Board membership to ensure sufficient skills and expertise are on the Board. Any appointed members shall be entitled to participate in Board meetings and have a vote in Board decisions. Appointed members shall only hold office until the next Annual General meeting after appointment.
- 12.4. The Board shall appoint a secretary/minute taker but that person shall not have voting or speaking rights unless they are already a member of the Board.
- 12.5. The term of a Board member shall be three years but members shall be eligible for re-election for a second term, up to a total maximum of six consecutive years.
- 12.6. At each AGM, one third of the current Board members should stand down to enable new elections each year.
- 12.7. Board members must stand down for one year after completing a six-year term before becoming eligible for re-election.
- 12.8. If the position of any Board member or office holder becomes vacant between Annual General Meetings, the Board may appoint another LLLNZ member to fill that vacancy until the next AGM.
- 12.9. If, at any time, the Board membership falls below three elected members, then the remaining members of the Board are required to convene a Special General Meeting within one month of the date at which the Board’s elected membership goes below three. The remaining members, including appointed members, must stand down from the Board at the election but may stand for re-election. The Special General Meeting shall be only for the specific purpose of electing a new Board in its entirety.

13. Cessation of Board Membership

- 13.1. The Board, by two thirds majority decision, has the right to terminate the membership of a Board member:
- 13.1.1. If a member fails to attend three consecutive meetings of the Board without the approval of the Board.
- 13.1.2. If a member breaches the duties detailed in clause 15.5 or in any way prevents or restricts the Board in the performance of its role.

- 13.2. A person will immediately cease to be a Board member when she or he:
- 13.2.1. Resigns in writing,
 - 13.2.2. Dies,
 - 13.2.3. Is a spouse, de-facto partner or close relative of any employee,
 - 13.2.4. Is dismissed under the provisions of clause 13.1
 - 13.2.5. Is declared bankrupt,
 - 13.2.6. Is found to be a mentally disordered person within the meaning of the Mental Health (Compulsory Assessment and Treatment) Act 1992 or subsequent enactment,
 - 13.2.7. Is prohibited from being an officer of an Incorporated Society or a director or from taking part in the management of an incorporated or unincorporated body under the Companies Act 1993, the Securities Act 1978, the Securities Markets Act 1988, or the Takeovers Act 1993 (or their successors),
 - 13.2.8. Is subject to a property order made under the Protection of Personal and Property Rights Act 1988.
 - 13.2.9. Is removed by majority vote of LLLNZ at a General Meeting, as described in clause 21.
- 13.3. A person will cease to be a board member at the AGM immediately following the completion of their term of office.
- 13.4. If a person ceases to be a Board member, that person must, within one month, give to the Board all LLLNZ documents and property.

14. Nomination of Board Members

- 14.1. Elections of LLLNZ board members will be held annually at the Annual General Meeting (AGM).
- 14.2. Nominations for members of the Board shall be called for at least 90 days before an AGM. Each candidate shall be proposed and seconded in writing by members. Nominations shall close at 5 pm, 60 days before the Annual General Meeting.
- 14.3. The LLLNZ Board election committee considers all nominations according to an agreed set of standards and approves these candidates to go forward into the election process.
- 14.4. All LLLNZ voting members will be given information about the candidates at least 30 days before the meeting at which the vote will be held.
- 14.5. To be elected, a nominee(s) must be the highest polling candidate(s) in the election.
- 14.6. If insufficient Board members are elected to fill all vacant elected positions, then the Board may, after the AGM, appoint suitable members of LLLNZ to fill these vacancies. The Board may not fill a vacancy with someone who was considered an unsuitable candidate by the Board's election committee on the most recent occasion that their name was put forward.
 - 14.6.1. However, if three or more vacancies still exist for the elected positions, then clause 12.9 applies and a Special General Meeting will need to be convened for the purpose of a re-election.
- 14.7. Board members may not hold a national management role within LLLNZ.

15. Role of the Board

- 15.1. The role of the Board is to:
 - 15.1.1. Ensure the effective administration and management of LLLNZ;
 - 15.1.2. Control the affairs of LLLNZ;
 - 15.1.3. Carry out the purposes of LLLNZ, and use money or other assets to do that;
 - 15.1.4. Manage LLLNZ's financial affairs, including approving the annual financial statements for presentation to the members at AGMs;
 - 15.1.5. Set accounting policies in line with generally accepted accounting practice and the Financial Reporting Act 2015;
 - 15.1.6. Decide the times and dates for meetings, and set the agenda for meetings;
 - 15.1.7. Decide the procedures for dealing with complaints;
 - 15.1.8. Make regulations.

- 15.2. The Board has all of the powers of LLLNZ, unless the Board's power is limited by this constitution or by a majority decision of LLLNZ at a general meeting.
- 15.3. Decisions of the Board bind LLLNZ, unless the Board's power is limited by this constitution or by a majority decision of LLLNZ at a general meeting.
- 15.4. The LLLNZ board may appoint a National Coordinator to manage the day-to-day running of LLLNZ and if so, will be responsible for performance management of this role.
- 15.5. The Board may appoint committees to address any specific matter. Such committees must include at least one member of the Board and may be appointed and disbanded as the need arises. Committees may not commit LLLNZ to any decision, event, financial or contractual commitment unless the Board's prior approval has been given.
- 15.6. All members of the Board owe to LLLNZ the following duties:
 - 15.6.1. To act in good faith and in the best interests of LLLNZ, and use powers for a proper purpose;
 - 15.6.2. To comply with all relevant legislation and with LLLNZ's constitution. Where the constitution conflicts with the legislation, the legislation has precedence;
 - 15.6.3. To exercise the degree of care and diligence that a reasonable person with the same responsibilities within LLLNZ would exercise in the circumstances applying at the time;
 - 15.6.4. To not allow the activities of LLLNZ to be carried on recklessly or in a manner that is likely to create a substantial risk or serious loss to LLLNZ's creditors;
 - 15.6.5. To not allow LLLNZ to incur obligations that the officer does not reasonably believe will be fulfilled.
 - 15.6.6. To respect and follow the WHO (World Health Organization) International Code of Marketing of Breastmilk Substitutes and its subsequent resolutions in all aspects of their work within LLLNZ and outside it.
 - 15.6.7. To represent La Leche League International in New Zealand by adhering to the agreements made with LLLI, including adherence to the mission and objectives of LLLI.

16. Board Meetings

- 16.1. Board meetings may be held in person or via video or telephone conference, or other formats as the Board may decide;
- 16.2. The quorum for Board meetings shall be a minimum of 70% of the total Board members. No motions shall be decided in the absence of a quorum.
- 16.3. All motions put to the Board will, if possible, be decided by consensus. In the event that a consensus cannot be reached then a decision will be made by a majority vote unless otherwise determined by the Board. In the event of a tied vote, the motion fails.
- 16.4. Only Board members present at a Board meeting may vote at that Board meeting.
- 16.5. The Chair of the meeting is entitled to adjourn a meeting if within half an hour after the time appointed for a meeting, a quorum is not present.
- 16.6. The chairperson shall chair Board meetings or, if the chairperson is absent, the vice-chairperson shall chair or in the absence of both, the Board shall elect a Board member to chair that meeting.
- 16.7. The Board will meet at a minimum six times every year. All Board members will be given a minimum of seven days' notice of any meeting of the Board.
- 16.8. The Board will ensure that a record of minutes is maintained that is available to any Ordinary member of LLLNZ and which, for each meeting of the Board, records:
 - 16.8.1. The names of those present;
 - 16.8.2. Decisions made or actions taken by the Board; and
 - 16.8.3. Any other matters discussed at the meeting if relevant for leader information.
- 16.9. A resolution in writing signed or consented to by email, facsimile or other forms of visible /electronic communication by the majority of the Board shall be valid as if it had been passed at a meeting of the Board. Any such resolution is required to be ratified at the next meeting of the Board.

- 16.10. The Board will at all times be bound by the decisions of the members at general meetings.
- 16.11. Any National Coordinator of LLLNZ shall attend board meetings upon the request of the Board but shall not have a vote.

17. Officer Liability

LLLNZ shall indemnify all officers

- 17.1. For the costs incurred in defending criminal or civil proceedings relating to liability for his or her actions as an officer where judgment is given in favour of the officer or he or she is acquitted;
- 17.2. Against liability to third parties for the officer's actions in his or her capacity as an officer (and for costs relating to any claim or proceedings relating to that liability), not including any criminal liability or any liability resulting from any breach of the duty to act in good faith and in the best interests of LLLNZ.

Money and other assets of LLLNZ

18. Use of any income, benefit or advantage will be applied to the charitable purposes of LLLNZ.

- 18.1. No members of LLLNZ, the Board, or any person associated with a member shall participate in or materially influence any decision made by the members in respect of any payment to or on behalf of that member or associated person of any income, benefit or advantage whatsoever.
- 18.2. Any payments made to members of the Board or members of LLLNZ will be limited to the reimbursement of reasonable expenses supported by proper documentation, or for the provision of services under a formal agreement for which payments will be reasonable and relative to what would be paid under an arm's length agreement (being the open market value).
- 18.3. Any member of LLLNZ who has a financial interest in a matter being considered by or affecting LLLNZ must, as soon as practically possible after the member becomes aware of his or her interest in the matter, disclose the nature and extent of that interest to the Board of LLLNZ. Where an interest has been disclosed:
- 18.3.1. He or she must not vote in any decision on the matter, however that person can be present at the time of the decision and can contribute to the discussion leading to the decision; but the Board or the chair of the meeting may, where it considers it appropriate, exclude the member from any further discussion or involvement with the matter.
- 18.3.2. The member may even if prevented from voting on a matter, continue to be counted as part of the quorum for the meeting.
- 18.4. The provision and effect of this clause shall not be removed from this constitution and shall be implied into any document replacing these rules.

19. Financial Year

- 19.1. The financial year of LLLNZ begins on 1 April of every year and ends on 31 March of the next year.
- 19.2. At the first meeting of the Board following each AGM, the Board will decide by resolution which board members will be allowed to authorise payments as well as the names of any bank signatories;
- 19.3. The Board will ensure that true and fair accounts are kept of all money received and expended and that the annual accounts are presented to the AGM of LLLNZ.
- 19.4. All moneys received shall be paid to the credit of LLLNZ at such a banking organisation as the Board shall from time to time appoint and withdrawals on that bank account shall be authorized by at least two Board appointed signatories, one of which must be a Board member.

19.5. A copy of the annual financial reports will be filed with the Registrar of Incorporated Societies and Charities Services.

20. Assurance on the Financial Statements

- 20.1. At the AGM, LLLNZ will appoint an appropriately qualified person to audit or review the annual financial statements of LLLNZ.
- 20.2. The auditor or reviewer must not be a member of the Board, an employee or a member of LLLNZ.
- 20.3. If LLLNZ appoints an auditor or reviewer who is unable to act for some reason, the Board shall appoint a replacement.
- 20.4. The Board is responsible to provide the auditor or reviewer with:
 - 20.4.1. Access to all information of which the Board is aware that is relevant to the preparation of the financial statements, such as records, documentation and other matters;
 - 20.4.2. Additional information that the auditor or reviewer may request from the Board for the purpose of the review; and
 - 20.4.3. Reasonable access to persons within LLLNZ from whom the auditor or reviewer determines it necessary to obtain evidence.

LLLNZ General Meetings

21. General Meetings

- 21.1. The AGM shall be held once every year no later than fifteen months after LLLNZ's last AGM and no later than six months after LLLNZ's balance date. The Board shall determine when and where LLLNZ shall meet for this purpose.
- 21.2. Notice of any AGM of LLLNZ will specify the time, date and place of the meeting and shall be given at least 30 days prior to the date of the meeting. The notice shall be given to members at the current address recorded in the register of members, which may be by email or a postal address and will include a request for motions from members to be sent to the board.
 - 21.2.1. The Board may in its absolute discretion decide whether or not LLLNZ will vote on any motion submitted by a member. However, if the member's motion is signed by at least 10% of eligible members, it must be voted on at the General Meeting chosen by the member; and the Board must give any supporting information supplied by the member to all eligible voting members at least 30 days before the General Meeting chosen by the member; or, if the Board fails to do this, the member has the right to raise the motion at the following General Meeting.
 - 21.2.2. An agenda will be sent to all members at least 30 days prior to the date of the meeting which will describe in a general way all the matters that will be considered. Further details of matters to be discussed shall be supplied to any member requesting further information.
- 21.3. Special General Meetings may be called by the Board. The Board must call a Special General Meeting if the Board receives a written request signed by at least 10% of the Ordinary members. The meeting shall be held within two months from the date the request is received by the Board and notification of the meeting should be sent to all members at least 30 days prior to the date of the meeting.
- 21.4. If the Board has sent a notice to all members in good faith, the meeting and its business will not be invalidated simply because one or more members do not receive the notice.
- 21.5. All Honorary members and Ordinary members who are in good standing with LLLNZ at the date of the AGM may attend and vote at General Meetings.
- 21.6. A quorum for any General Meeting will be at least 10% of eligible Ordinary or Honorary members attending in person or by electronic means (in real time).
- 21.7. All General Meetings shall be chaired by the chairperson. If the chairperson is absent, the vice-chairperson will chair the meeting, and in their absence members present

- shall elect another Board member to chair that meeting. Any person chairing an LLLNZ General Meeting has a casting vote.
- 21.8. Proxy votes will be allowed for motions that have been previously notified to all members and are voted on unamended. Proxy votes must be submitted in writing (or by electronic means) to the chair in time to be counted with the vote.
- 21.9. On any given motion at a General Meeting including the election of Board members and officers, the chair shall in good faith determine whether the vote is carried by:
- 21.9.1. Voices;
 - 21.9.2. Show of hands;
 - 21.9.3. By suitable electronic means;
 - 21.9.4. Secret ballot.
- 21.10. However, if any voting member requests a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot. If a secret ballot is held, the Chair will have a casting, that is, a second vote.
- 21.11. The business of an Annual General Meeting shall be:
- 21.11.1. Receiving any minutes of the previous LLLNZ meeting(s);
 - 21.11.2. The Board's report on the business of LLLNZ;
 - 21.11.3. The Board's report on the finances of LLLNZ, and the Annual Financial Statements;
 - 21.11.4. Election of Board members;
 - 21.11.5. Determining the membership fees, including subscriptions and levies for the coming year;
 - 21.11.6. Appointing a financial auditor or reviewer for the ensuing year;
 - 21.11.7. Motions to be considered.
- 21.12. The Chair shall adjourn the meeting if necessary.
- 21.13. The business of a Special General Meeting is limited to the purpose for which the meeting was called. No other business may be introduced at a special general meeting.
- 21.14. Adjourned Meetings: If within half an hour after the time appointed for a meeting, a quorum is not present at the meeting;
- 21.14.1. If the meeting was convened upon requisition of members, the meeting shall be dissolved.
 - 21.14.2. In any other case, the meeting shall stand adjourned to a day, time and place determined by the chairperson of the LLLNZ Board, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments.
 - 21.14.3. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

Common Seal

22. Common Seal

- 22.1. The Board may provide a common seal for LLLNZ and may from time to time replace it with a new one.
- 22.2. The Board shall have custody of the common seal, which shall only be used by the authority of the Board.
- 22.3. Every document to which the common seal is affixed shall be signed by the chairperson and countersigned by another member of the Board.

Alteration of constitution

23. Altering the Constitution

- 23.1. LLLNZ may alter or replace any part of this constitution at a General Meeting by a resolution passed by a two-thirds majority of those members present and voting provided that no amendment:

- 23.1.1. Shall detract from the charitable nature of LLLNZ or
- 23.1.2. Result in the distribution of its assets on winding up or dissolution for any purpose that is not exclusively charitable
- 23.1.3. Shall give power to extend LLLNZ operations beyond New Zealand.
- 23.2. Any proposed motion to amend or replace any part of this constitution shall be signed by a proposer and seconder and given in writing to the Board at least 60 days before the General Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.
- 23.3. At least 30 days before the General Meeting at which any constitution change is to be considered, the Board shall give to all members written notice of any proposed motions, the reasons for the proposals, and any recommendations the Board has.
- 23.4. When a constitutional change is approved by a General Meeting, no change shall take effect until the Board has filed the changes with the Registrar of Incorporated Societies.

24. Cases Not Covered by this Constitution

If any case occurs which in the opinion of the Board is not provided for in this constitution, it shall be determined by the Board in such manner as the Board deem appropriate, provided that no such determination shall have the effect of altering the exclusive charitable nature of the organisation.

Dispute resolution

25. Mediation and Arbitration

- 25.1. Any dispute arising out of or relating to this constitution may be referred to mediation, a non-binding dispute resolution process in which an independent mediator facilitates negotiation between parties. Mediation may be initiated by either party writing to the other party and identifying the dispute that is being suggested for mediation. The other party will either agree to proceed with mediation or agree to attend a preliminary meeting with the mediator to discuss whether mediation would be helpful in the circumstances. The parties will agree on a suitable person to act as mediator or will ask the Arbitrators' and Mediators' Institute of New Zealand Inc. to appoint a mediator. The mediation will be in accordance with the Mediation Protocol of the Arbitrators' and Mediators' institute of New Zealand Inc.
- 25.2. The mediation shall be terminated by-
 - 25.2.1. The signing of a settlement agreement by the parties; or
 - 25.2.2. Notice to the parties by the mediator, after consultation with the parties, to the effect that further efforts at mediation are no longer justified; or
 - 25.2.3. Notice by one or more of the parties to the mediation to the effect that further efforts at mediation are no longer justified; or
 - 25.2.4. The expiry of sixty (60) working days from the mediator's appointment, unless the parties expressly consent to an extension of this period.
- 25.3. If the mediation should be terminated as provided above (clause 25.2), any dispute or difference arising out of or in connection with these rules, including any question regarding its existence, validity or termination, shall be referred to and finally resolved by arbitration in New Zealand in accordance with New Zealand law and the current Arbitration Protocol of the Arbitrators' and Mediators' Institute of New Zealand Inc. The arbitration shall be by one arbitrator to be agreed upon by the parties and if they should fail to agree within twenty-one (21) days, then an arbitrator to be appointed by the chairperson of the Arbitrators' and Mediators' Institute of New Zealand Inc.

Winding up LLLNZ

26. Winding up

If LLLNZ is wound up:

- 26.1. LLLNZ's debts, costs and liabilities shall be paid;

26.2. If there is any property remaining after the settlement of the organisation's debts and liabilities, that property must be given or transferred to another organisation for a similar charitable purpose or purposes as defined in section 5(1) of the Charities Act 2005.

26.3. No distribution shall be made to any member.

27. Rescission

The above clauses constitute the whole of the Constitution of LLLNZ and all previous Constitutions, Articles, Bylaws and Rules are hereby revoked.

Definitions

In this constitution:

“Act” means the Incorporated Societies Act 1908 and its amendments.

“AGM” means Annual General Meeting

“Balance Date” means 31 March or such other date as is adopted by the Board from time to time.

“Board” means the elected Board Members and appointed Board Members

“Consensus” means a discussion where each member has an equal right to participate and maintain their discussion until all members agree on a decision. If a decision is not possible within the time frame available, the decision is sent to a vote.

“Constitution” refers to this document which defines the purpose, governance and membership rules of LLLNZ Incorporated.

“General Meeting” means any Annual General Meeting, or any Special General Meeting, but not a Board Meeting.

“Good Standing” means the Ordinary member complies with the requirements of leadership as set by the LLLNZ board and policies including the signing of the annual statement of commitment.

“Majority Vote” means a vote made by more than half of the members who are present at a meeting and who are entitled to vote and voting at that meeting upon a resolution put to that meeting.

“Money or Other Assets” means any real or personal property or any interest therein, owned or controlled to any extent by LLLNZ.

“Negotiable Instrument” means a document guaranteeing the payment of a specific amount of money, either on demand, or at a set time, with the payer named on the document. Examples include promissory notes, bills of exchange, banknotes, and cheques.

“Officer” includes all Board Members and other key staff of the organisation who have the power to influence the direction and activities of the organisation.

“Use Money or Other Assets” means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, money or other assets.

“Written Notice” means communication by post, electronic means (including email, and website posting) or a combination of these methods.

It is assumed that

1. Where the singular is used, plural forms of the noun are also implied
2. A reference to a day means any day of the week and is not limited to working days unless specified otherwise.
3. Headings are a matter of reference and not a part of the rules

Matters not covered in these rules shall be decided upon by the Board.

Approved by resolution at the Extraordinary General Meeting of LLLNZ dated

Name and Signature LLLNZ member

Name and Signature LLLNZ member

Name and Signature LLLNZ member

