

**FOR DISCUSSION**

**DRAFT CONSTITUTION OF THE NEW ZEALAND SOCIETY FOR MUSIC THERAPY  
INCORPORATED UNDER THE INCORPORATED SOCIETIES ACT 2022**

**1. NAME**

- 1.1 The name of the society is New Zealand Society for Music Therapy Incorporated (in these Rules referred to as the 'Society'). The Society's public/trading name shall be 'Music Therapy New Zealand' (MThNZ). **1.1**
- 1.2 The Society is incorporated under the Incorporated Societies Act 1908. The Certification of Incorporation is dated 14 September 1973 (WN/217570). The Society will re-register under the Incorporated Societies Act 2022. **New**
- 1.3 The Society is a charity registered under the Charities Act 2005, No. CC30597 and was registered on 30 June 2008. **New**
- 1.4 Incorporated Societies and Charities Services may share information. **New**

**2. DEFINITIONS** (all definitions are new except those marked in red)

In these Rules, 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 Society held once per year which, among other things, will receive and consider reports on the Society's activities and finances.

'Associated Person' means a person who:

- may obtain a financial benefit from any matter being dealt with by any Member (as a Member, or in any General Meeting, or otherwise for the Society) where that person is the spouse, civil union partner, de facto partner, child, parent, grandparent, grandchild, or first cousin of that Member;
  - may have a financial interest in a person to whom any matter being dealt with by any Member (as a Member, or in any General Meeting, or otherwise for the Society) relates;
  - is a partner, director, officer, board member, or trustee of a person who may have a financial interest in a person to whom any matter being dealt with by any Member (as a Member, or in any General Meeting, or otherwise for the Society) relates;
  - may be interested in the matter because the Society's constitution so provides.
- But no such Member shall be deemed to have any such interest:
- merely because that Member receives an indemnity, insurance cover, remuneration, or other benefits authorised under this Act; or
  - if that Member's interest is the same or substantially the same as the benefit or interest of all or most other members of the Society due to the membership of those members; or

- if that Member's interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence that Member in carrying out that Member's responsibilities under this Act or the Society's constitution; or
- if that Member is an officer of a union and that Member's interest is merely as an employee that will benefit from the union acting in the ordinary course of promoting its members' collective employment interests.

'Chair' means the Board Member responsible for, among other things, overseeing the governance and operations of the Society and chairing General Meetings. See Rule 8.1.1 and Appendix 1 Rule 18 for further detail.

'Clear Days' means complete days, excluding the first and last named days (for instance, excluding the date a Notice of meeting is posted or sent to Members and the date of the meeting).

'Board' means the Society's governing body. Was 2 Council

'Board Member' means a member of the Board, including the Chair, Secretary and Treasurer.

'Body corporate' means a body corporate who may be a member and is deemed by the Act to be the equivalent of three (3) Members.

'Deputy Chair' means the Board Member elected or appointed to deputise in the absence of the Chair. See Rule 8.1.1 and Appendix 1 for further detail.

Financial Year is 1 April to 31 March each year.

'In writing' includes hard copy or email and may include electronic signatures.

'General Meeting' means either an Annual General Meeting or a Special General Meeting of the Society.

'Matter' means (a) the Society's performance of its activities or exercise of its powers; or (b) an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the Society.

'Member' means a person or body corporate as provided in Rule 6.2.

'Notice' to Members includes any notice given by post, courier or email; and the failure for any reason of any Member to receive such Notice or information shall not invalidate any meeting or its proceedings or any election.

'Present' means those attending in person or by audio, audio and visual, and/or electronic communication who are recorded as in attendance at the meeting.

'President' means a person as provided in Rule 6.2.5.

'Register of Interests' means the register of interests of Board Members kept under these Rules.

'Register of Members' means the register of Members kept under these Rules.

'Registered Music Therapist' means a music therapist, who has been registered by the New Zealand Music Therapy Registration Board.

**'Registration Board'** means the board set up by the Society to register music therapists and issue annual practising certificates to persons who meet the criteria required by the Society.

**'Rules'** means the rules in this document.

**'Secretary'** means the Board Member responsible for, among other things, keeping the Register of Members, the Register of Interests, and recording the minutes of General Meetings and Board meetings.

**'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 Board Member responsible for, among other things, overseeing the finances of the Society.

### **3. PURPOSES** Was 3.Objects

- 3.1 The Society is established and maintained exclusively for charitable purposes (including any purposes ancillary to those charitable purposes), namely to benefit the community by provision of music therapy services to:
- 3.1.1 Raise awareness and understanding of music therapy; 3.1(a)
  - 3.1.2 Advance the provision of music therapy to all who will benefit from these services; 3.1(b)
  - 3.1.3 Maintain standards of ethical practice to protect the safety of all clients; 3.1(c)
  - 3.1.4 Advance research of music therapy in a range of settings, including the health and education sectors; 3.1 (d)
  - 3.1.5 Provide funding for study, research and activities that aim to advance the provision of music therapy in specific areas where there is an identified need; 3.1(e)
  - 3.1.6 Develop relationships with relevant stakeholders; 3.1(f)
  - 3.1.7 Acquire by purchase, lease, hire, devolution, gift, or otherwise property both real and personal or any interest in property; 22(a)
  - 3.1.8 Borrow, raise and give security for money by the issue of debenture stock mortgage or charge upon all or any part of the property of the Society; 22(b)
  - 3.1.9 Launch appeals for funds on regional or national levels from the public in furtherance of the Society's purposes; 22(d)
  - 3.1.10 Raise money by annual subscription or through granting rights and privileges to sponsors, promoters or fundraisers or through any other source consistent with the Society's Purposes; 22(e)
  - 3.1.11 Invest and deal with the moneys of the Society not immediately required in such manner as may from time to time be determined and in particular to invest the same on mortgage or purchase of real, leasehold or personal property or securities or by depositing the same with any bank at interest and vary such investments from time to time **provided this is in line with the Society's policy on investment. 22(g)**
- 3.2 Any income, benefit, or advantage must be used to advance the charitable purposes of the Society. **new**
- 3.3 No Member, or Associated Person, is allowed to take part in, or influence any decision made by the Society in respect of payments to, or on behalf of, the Member or Associated Person of any income, benefit, or advantage. **new**
- 3.4 Any payments made to a Member or Associated Person must be for goods and services that advance the charitable purpose and must be reasonable and relative to payments that would be made between unrelated parties. **new**
- 3.5 Tikanga / Culture: The tikanga or culture of the Society is as follows: The purpose shall reflect the cultural diversity of New Zealand/Aotearoa and have due regard to the Treaty of Waitangi **and these Rules shall be interpreted having regard to that tikanga or culture. 3.2 & new**
- 3.6 Act and Regulations: Nothing in this Constitution authorises the Society to do anything which contravenes or is inconsistent with the Statute, any regulations made under the Statute, or any other legislation. **new**

#### **4. REGISTERED OFFICE** 6. New wording

- 4.1 The Registered Office of the Society shall be at such place in New Zealand as the Board from time to time determines, and changes to the Registered Office shall immediately be notified to the Registrar of Incorporated Societies in a form and as required by the Statute.

#### **5. POWERS** New except as noted

- 5.1 Power to borrow money:

The Society has the power to borrow money.

- 5.2 Other powers:

In addition to its statutory powers, the Society may:

- 5.2.1 use its funds to pay the costs and expenses to advance or carry out its purposes, and to employ or contract with such people as may be appropriate; 22(f) new wording
- 5.2.2 invest in any investment in which a trustee may lawfully invest; 22(c) new wording
- 5.2.3 organise talks, meetings, and discussions; 4(a)
- 5.2.4 provide information about books and publications; 4(b)
- 5.2.5 promote study, research, and training; 4(c)
- 5.2.6 circulate information about the Society and its Members' activities; 4(d)
- 5.2.7 publish or arrange publication of books, films, articles, pamphlets, or journals; 4(e) and
- 5.2.8 carry on any such other activities as are necessary or desirable for furthering the purposes of the Society. 4(f)

#### **6. MEMBERS** New except where noted

- 6.1 **Minimum number of Members**

The Society shall maintain the minimum number of Members required by the Act; under the 2022 Act this is 10 Members.

- 6.2 **Types of Members**

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

- 6.2.1 **Member:** A Member is an individual or body corporate (which equates to three (3) Members) admitted to Membership under these Rules and who or which has not ceased to be a Member. 16.1 new wording
- 6.2.2 **Life Member:** A Life Member is a person honoured for highly valued services to the Society elected as a Life Member by resolution of a General Meeting 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 all the same duties as a Member except those of paying subscriptions.
- 6.2.3 **Co-opted Member:** A Co-opted Member is a person co-opted by the Board to join the Society by resolution passed unanimously by the Board at the time. A Co-opted Members shall have all the rights and privileges of a Member and shall be subject to all the same duties as a Member except those of paying subscriptions.
- 6.2.4 **Honorary Member:** An Honorary Member is a person honoured for services to the Society or in an associated field elected as an Honorary Member by resolution of a General Meeting passed by a simple majority of those present and voting. An Honorary Member has no Membership rights, privileges or duties.
- 6.2.5 **President:** The President of the Society shall be elected by a ballot of all Members for a period of two (2) years and be eligible for re-election. The President will usually have served a minimum of two (2) terms on the Board, the Registration Board or have led a Society working group or special interest group and/or be able to demonstrate a strong commitment to the advocacy and championing of music therapy in New Zealand. If no suitable nominations are received then the role may be left vacant providing there is at least one President Emeritus for the Society. 8.1
- 6.2.6 The President shall sit outside Board but shall work closely with Board and may attend Board meetings as required, or the Board may co-opt the President at any time in accordance with the Rules and the power to co-opt.

6.2.7 The President is a figurehead who may represent the Society at official functions and whose purpose is to promote the Society and music therapy whenever possible. The President shall have a working relationship to support the Chair and engage in ongoing liaison with those Members of the Society who hold historical and organisational knowledge of the Society.

6.2.8 **President Emeritus:** On recommendation of the Board in recognition of distinguished and valuable service rendered to the Society, a retiring or retired President may be made a President Emeritus of the Society. More than one President Emeritus may hold office simultaneously. **8.2**

**6.3 Becoming a Member: consent new**

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

**6.4 Becoming a Member: process new**

An applicant for Membership must complete and sign an application form, supply any information, or attend an interview, as required by the Board. **16.2**

The Board may accept or decline an application for Membership. The Board must advise the applicant of its decision (but is not required to provide reasons for that decision).

**6.5 Obligations and rights new**

Every Member shall provide the Society with that Member's name and contact details (including postal address, telephone number(s), any email address and date of joining the Society) and promptly advise the Society of any changes to those details.

Membership does not confer on any Member any right, title, or interest (legal or equitable) in the property of the Society.

**6.6 Other obligations and rights new**

6.6.1 All Members (including Board Members) shall promote the interests and purposes of the Society and shall do nothing to bring the Society into disrepute.

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

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

6.6.4 The Board may decide what access or use Members may have of or to any premises, facilities, equipment or other property owned, occupied or otherwise used by the Society, including any conditions of and fees for such access or use.

**6.7 Subscriptions and fees new**

6.7.1 The annual subscription and any other fees for Membership for the then current financial year shall be fixed by the Board in office at the commencement of the financial year, provided always that the annual subscription in any one year may not be increased by the Board pursuant to this Rule by an amount exceeding **25%** of the amount of the annual subscription in force for the preceding year. **18.1 – change from 40%**

6.7.2 Any Member failing to pay the annual subscription (including any periodic payment), any levy, or any capitation fees, within one (1) calendar month of the date the same was due for payment shall be considered as unfinancial and shall (without being released from the obligation of payment) have no Membership rights and shall not be entitled to participate in any Society activity or to access or use the Society's premises, facilities, equipment and other property until all the arrears are paid. If such arrears are not paid within two (2) months of the due date for payment of the subscription, any other fees, or levy the Board

may terminate the Member's Membership (without being required to give prior notice to that Member).

**6.8 Ceasing to be a Member new**

A Member ceases to be a Member:

- 6.8.1 on death (or if a body corporate on liquidation or if a partnership on dissolution of the partnership), or
- 6.8.2 by resignation from that Member's class of Membership by notice to the Secretary, or
- 6.8.3 on termination of a Member's Membership following a dispute resolution process under these Rules.
- 6.8.4 with effect from the death of the Member or the date of receipt by the Secretary, or any subsequent date stated in the notice of resignation, or termination of Membership following a dispute resolution process under these Rules.
- 6.8.5 By not paying the annual subscription as provided for in these Rules.

**6.9 Obligations on resignation new**

A Member who resigns or whose Membership is terminated under these Rules:

- 6.9.1 remains liable to pay all subscriptions and other fees to the Society's next balance date,
- 6.9.2 shall cease to hold themselves out as a Member of the Society, and
- 6.9.3 shall return to the Society all material provided to Members by the Society (including any Membership certificate, badges, handbooks and/or manuals).
- 6.9.4 shall cease to be entitled to any of the rights of a Member.

**6.10 Becoming a Member again new**

Any former Member may apply for re-admission in the manner prescribed for new applicants, and may be re-admitted only by resolution of the Board. However, if a former Member's Membership was terminated following a dispute resolution process, the applicant may be re-admitted only by a General Meeting on the recommendation of the Board.

**7. GENERAL MEETINGS**

**7.1 Annual General Meetings**

An Annual General Meeting shall be held no later than six (6) months after the balance date of the Society, on a date and at a location determined by the Board and consistent with any requirements in the Act, and the Rules relating to the procedure to be followed at General Meetings shall apply. **19.1 new wording**

**7.2 Annual General Meetings: business same as 19.2 with addition of (a)**

- 7.2.1 The business of an Annual General Meeting shall be to:
  - (a) **confirm the minutes of previous Society Meeting(s),**
  - (b) adopt the annual report on Society business,
  - (c) adopt the Treasurer's report on the finances of the Society, and the annual financial statements,
  - (d) confirm the election of the incoming Board and President,
  - (e) consider any motions,
  - (f) consider any general business.
- 7.2.2 The Board must, at each Annual General Meeting, present the following information: **new**
  - (a) an annual report on the affairs of the Society during the most recently completed accounting period,
  - (b) the annual financial statements for that period, and
  - (c) notice of any disclosures of conflicts of interest made by Board Members during that period (including a brief summary of the matters, or types of matters, to which those disclosures relate).



- 7.3 **Special General Meetings** new with new wording and change from 12 members to 10%
- 7.3.1 Special General Meetings may be called at any time by the Board by resolution. The Board must call a Special General Meeting if the Secretary receives a written request signed by at least **ten (10) percent** of Members. Any resolution or written request must state the business that the Special General Meeting is to deal with.
- 7.3.2 The Rules 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 Board's resolution or the written request by Members for the Meeting.
- 7.4 **Procedure**
- 7.4.1 The Board shall give all Members at least twenty-five (25) Clear Days' Notice of any General Meeting and of the business to be conducted at that General Meeting. **19.1**
- 7.4.2 The General Meeting and its business will not be invalidated simply because one or more Members do not receive the Notice. **new**
- 7.4.3 All Members may attend, speak and vote at General Meetings: **new**
- (a) in person, or by audio or audio and visual media
  - (b) by a signed original written or emailed proxy on the MThNZ form in favour of some individual entitled to be present at the meeting and received by, or handed to, the Secretary before the commencement of the General Meeting, or,
  - (c) through the authorised representative of a body corporate as notified to the Secretary, and
  - (d) No other proxy voting shall be permitted.
- 7.4.4 **Quorum:** No General Meeting may be held unless at least ten (10) eligible Members attend. This will constitute a quorum. **21.1**
- 7.4.5 If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting – if convened upon request of Members – shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the Chair of the Society, and if at such adjourned meeting a quorum is not present those present in person or by proxy shall be deemed to constitute a sufficient quorum. Any decisions made when a quorum is not present are not valid. **new**
- 7.4.6 General Meetings may be held at one or more venues using any real-time audio, audio and visual, or electronic communication that gives each member a reasonable opportunity to participate. **new**
- 7.4.7 All General Meetings shall be chaired by the Chair/Deputy Chair. If the Chair/Deputy Chair is absent, the meeting shall elect another Board Member to chair that meeting. **new**
- 7.4.8 **Voting:** Any person chairing a General Meeting has a deliberative and, in the event of a tied vote, a casting vote. **13.3**
- 7.4.9 All resolutions at a general meeting of the society, unless otherwise provided in these Rules, shall be carried by a majority of voters cast by Members present, (which includes audio, audio and visual, or electronic communication) unless otherwise provided in these Rules. **27.1 new wording**
- 7.4.10 Each Member shall be entitled to one (1) vote and a body corporate is entitled to three (3) votes or as provided under the Act. **27.2**
- 7.4.11 Voting shall be on a show of hands (which includes those present by audio, audio and visual, or electronic communication) unless any person present shall demand a ballot. **27.3**
- 7.4.12 Proxy votes must be received by 5pm on the day preceding the Annual General Meeting on the prescribed form with the proxy being a Member of the Society. **new**
- 7.4.13 The Board may put forward motions for the Society to vote on ('Board Motions'), which shall be notified to Members with the notice of the General Meeting. **new**
- 7.4.14 Any Member may request that a motion be voted on ('Member's Motion') at a General Meeting, by giving notice to the Secretary at least thirty (30) Clear Days before that

meeting. The Member may also provide information in support of the motion ('Member's Information'). **new**

7.5 **Minutes:** Minutes must be kept by the Secretary for all General Meetings. **new**

## **8. BOARD**

### **8.1 Composition**

- 8.1.1 The Board will consist of between six (6) and up to eight (8) Members who are natural persons and not disqualified by these Rules or the Act. The Board will include:
- a Chair
  - a Deputy Chair
  - a Secretary and a Treasurer, who may be the same person. **9.1 new wording**
- 8.1.2 At least half of the Board must be Registered Music Therapists, elected by a ballot as provided for in these Rules. **9.1**
- 8.1.3 In addition, the Board shall have the power to co-opt not more than four (4) independent persons as Members of the Society and shall serve on the Board for such period as the Board may determine. Independent Board members shall have the rights and privileges of membership but not be liable to pay a subscription. **9.2 new wording**
- 8.1.4 The Board may appoint any person (who need not be a Member of the Board nor a Member) to perform any special function or fill any special office, whether honorary or paid, and if paid, fix their remuneration. Any person appointed shall continue in office as determined by the Board. **9.6**
- 8.1.5 The Editor of the Journal (NZJMT) is appointed by the Board at the first meeting following the Annual General Meeting for a period of one (1) year, renewable for further terms as the Board shall determine. **9.6.1**
- 8.1.6 The Editor of the Journal may attend Board meetings from time to time at the invitation of the Board but is not a member of the Board nor has voting rights. **9.6.1**
- 8.1.7 See Appendix 1 for further detail including Board roles and responsibilities. **new**

### **8.2 Functions** **7 new wording includes 9.3**

From the end of each Annual General Meeting until the end of the next, the Society shall be governed by the Board, which shall be accountable to the Members for the advancement of the Society's purposes and the implementation of resolutions approved by any General Meeting.

### **8.3 Powers** **9.4**

Subject to these Rules and any resolution of any General Meeting, the Board may:

- 8.3.1 exercise all the Society's powers, other than those required by the Act or by these Rules to be exercised by the Society in General Meeting, and
- 8.3.2 enter into contracts on behalf of the Society or delegate such power to a Board Member, Sub-Committee, independent contractor, employee, or other person.

### **8.4 Member duties** **new**

At all times each Board Member:

- 8.4.1 will act in good faith and in what they believe to be the best interests of the Society, including not pursuing their own interests at the expense of the Society's interests. See Appendix 1 for duties relating to declaring interests and managing conflict of interests;
- 8.4.2 will exercise all powers for a proper purpose;
- 8.4.3 will not act, or agree to the Society acting, in a manner that contravenes the law or this Constitution;
- 8.4.4 when exercising powers or performing duties as a Board Member, will exercise care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation, the nature of the Society, the nature of the decision, and the position of the Board Member and the nature of the responsibilities undertaken;



- 8.4.5 will not agree to the activities of the Society being carried on in a manner likely to create a substantial risk of serious loss to the Society or to the Society's creditors, or cause or allow the activities of the Society to be carried on in a manner likely to create a substantial risk of serious loss to the Society or to the Society's creditors;
- 8.4.6 will not agree to the Society incurring an obligation unless they believe at that time on reasonable grounds that the Society will be able to perform the obligation when it is required to do so.

## 8.5 **Qualifications** new

- 8.5.1 Prior to election or appointment, every Board Member must consent in writing to be a Board Member and certify in writing that they are not disqualified from being appointed or holding office as a Board Member by these Rules or the Act.
- 8.5.2 The following persons are disqualified from being appointed or holding office as a Board Member:
  - (a) a person who is under 16 years of age;
  - (b) a person who is an undischarged bankrupt;
  - (c) 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;
  - (d) a person who is disqualified from being a member of the Board of a charitable entity under section 31(4)(b) of the Charities Act 2005;
  - (e) a person who has been convicted of any of the following, and has been sentenced for the offence, within the last seven (7) years:
    - (i) an offence under subpart 6 of Part 4,
    - (ii) a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961),
    - (iii) an offence under section 143B of the Tax Administration Act 1994,
    - (iv) an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (i) to (iii),
    - (v) a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere.
  - (f) a person subject to:
    - (i) an order under section 108 of the Credit Contracts and Consumer Finance Act 2003; or
    - (ii) a forfeiture order under the Criminal Proceeds (Recovery) Act 2009; or
    - (iii) 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.
  - (g) a person who is disqualified from being a member of the Board of a charitable entity under section 16 of the Charities Act 2005.

## 8.6 **Election and Term** new

- 8.6.1 **Election:** Board Members and the President are elected and the election process is set out in Appendix 1.
- 8.6.2 **Term:** The term of office for all Board Members and President, shall be two (2) years, expiring at the end of the Annual General Meeting in the year corresponding with the last year of each Board Member's term of office.
- 8.6.3 No Board Member shall serve for more than three (3) consecutive terms.
- 8.6.4 No Chair shall serve for more than three (3) consecutive terms as Chair.
- 8.6.5 In the case of resignation or removal of a Board Member, the office vacated can remain vacant until the next Annual General Meeting, or a person can be co-opted for the remainder of the elected period. 12.3

- 8.6.6 A NZ Registered Music Therapist is elected to the NZ Music Therapy Registration Board for a three (3) year term under Rule 22.2. **9.10**

**8.7 Insurance and Indemnity new**

- 8.7.1 To the extent permitted under the Act, the Society will:  
effect insurance for the benefit of Board members where it is both cost-effective and the risks are insurable;  
fully indemnify Board members for areas not and cannot be covered by insurance.
- 8.7.2 The Society is not permitted to insure or indemnify Board member against criminal liability, or a liability that arises from a failure to act in good faith and in what the Board member believes to be the best interests of the Society.

**8.6 Removal of Board member 12.2 new wording**

Where a complaint is made about the actions or inaction of a Board Member (and not in the Board Member's capacity as a Member of the Society), including being absent without notice for three (3) successive Board meetings, the following steps shall be taken:

- 8.6.1 The Board Member who is the subject of the complaint must be advised of all details of the complaint.
- 8.6.2 The Board Member who is the subject of the complaint, must be given adequate time to prepare a response.
- 8.6.3 The complainant and the Board Member who is the subject of the complaint, must be given an adequate opportunity to be heard, either in writing or at an oral hearing by the Board (excluding the Board Member who is the subject of the complaint) if it considers that an oral hearing is required.
- 8.6.4 Any oral hearing shall be held by the Board (excluding the Board Member who is the subject of the complaint), and/or any oral or written statement or submissions shall be considered by the Board (excluding the Board Member who is the subject of the complaint).
- 8.6.5 If the complaint is upheld the Board Member may be removed from the Board by a resolution of the Board or of a General Meeting, in either case, passed by a simple majority of those present and voting.

**8.7 Cessation of Board membership 12.1 new wording**

A Board Member shall be deemed to have ceased to be a Board Member if that person ceases to be a Member unless co-opted under special provisions. Each Board Member shall within ten (10) Clear Days of submitting a resignation or ceasing to hold office, deliver to the Secretary all books, papers and other property of the Society held by such former Board Member.

**9. RECORDS new**

**9.1 Register of members**

The Secretary 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 these Rules or prescribed by Regulations under the Act. **16.3**

**9.2 Contents of Register of members**

The information contained in the Register of Members shall include each Member's:  
postal address  
phone number (landline and/or mobile)  
mail address (if any)  
the date the Member became a Member,  
whether the Member is financial or unfinancial

- 9.3 Every Member shall promptly advise the Secretary of any change of their contact details.

**9.4 Access to Register of members**

With reasonable notice and at reasonable times, the Secretary shall make the Register of Members available for inspection by Members and Board Members. However, no access will

be given to information on the Register of Members to Members or any other person, other than as required by law.

**10. REGISTER OF INTERESTS AND OTHER INFORMATION new**

10.1 The Secretary shall at all times maintain an up-to-date register of the interests disclosed by Board Members.

10.2 Access to other information:

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

10.2.2 The Society must, within a reasonable time after receiving a request:

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

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

Without limiting the reasons for which the Society may refuse to provide the information, the Society may refuse to provide the information if:

- (a) withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
- (b) the disclosure of the information would, or would be likely to, prejudice the commercial position of the Society or of any of its Members, or
- (c) the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the Society, or
- (d) withholding the information is necessary to maintain legal professional privilege, or
- (e) the disclosure of the information would, or would be likely to, breach an enactment, or
- (f) the burden to the society in responding to the request is substantially disproportionate to any benefit that the member (or any other person) will or may receive from the disclosure of the information, or
- (g) the request for the information is frivolous or vexatious.

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

- (a) that the Member will pay the charge; or
- (b) that the Member considers the charge to be unreasonable.

Nothing in this Rule limits Information Privacy Principle 6 of the Privacy Act 2020.

**11. FINANCES new**

11.1 Control and management

The funds and property of the Society shall be:

11.1.1 controlled, invested and disposed of by the Board, subject to these Rules, and

11.1.2 devoted solely to the promotion of the purposes of the Society.

11.2 Accounting records must be kept:

11.2.1 The Board must ensure that there are kept at all times accounting records that:

- (a) correctly record the transactions of the society;
- (b) allow the society to produce financial statements that comply with the requirements of this Act;
- (c) would enable the financial statements to be readily and properly audited (if required under any legislation or the society's constitution).

11.2.2 The Board must establish and maintain a satisfactory system of control of the society's accounting records.

11.2.3 The accounting records must be kept for the current accounting period and for the last

- seven (7) completed accounting periods of the society.
- 11.3 Annual financial statements must be prepared and registered:
- 11.3.1 Every society must ensure that, within six (6) months after the balance date of the society, financial statements are:
- (a) completed in relation to the society and that balance date; and
  - (b) dated and signed by or on behalf of the society by at least two (2) members of the Board.
- 11.3.2 The financial statements must be prepared in accordance with:
- (a) in the case of a specified not-for-profit entity, generally accepted accounting practice.
- 11.3.3 Every society must ensure that, within six (6) months after the balance date of the society, copies of the financial statements of the society for the period ending on that date are given to the Registrar for registration.
- 11.4 Annual financial statements of certain societies (as defined by Charities Services) must be audited:
- 11.4.1 Every society that is of a kind prescribed by the regulations must ensure that the financial statements that are required to be prepared under section 102 are audited by a qualified auditor.
- 11.4.2 An auditor must, in carrying out an audit for the purposes of this section, comply with all applicable auditing and assurance standards.
- 11.5 Auditor must report to members
- 11.5.1 The auditor of a society (if any) must make a report to the members on the financial statements audited by the auditor.
- 11.5.2 The auditor's report must comply with the requirements of all applicable auditing and assurance standards.

#### 11.6 **Balance date**

The Society's financial year shall commence on 1 April of each year and end on 31 March (the latter date being the Society's balance date). 18.3

#### 11.7 **Income and Property 5**

The income and property of the Society shall be applied solely towards the purposes of the Society and no part of it shall be paid or transferred by way of dividend or bonus to any member of the Society, provided that this shall not prevent payment of a reasonable remuneration to an officer of the Society in return for services actually rendered to the society and neither, notwithstanding Rule 3.4 or any other rule of the Society, shall it prevent any Member or Board member, who is engaged in any professional, business or trade and who provides goods or services to the Society in that capacity, from being paid all reasonable and proper charges for those goods or services so provided to the Society.

### 12. **DISPUTE RESOLUTION new**

The procedures for resolving disputes must be consistent with the rules of natural justice.

#### 12.1 **Raising disputes**

Any grievance by a Member, and any complaint by anyone, is to be lodged by the complainant with the Secretary in writing and must provide such details as are necessary to identify the details of the grievance or complaint. All Members (including the Board) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Society's activities. The complainant raising a grievance or complaint, and the Board, must consider and discuss whether a grievance or complaint may best be resolved through informal discussions, mediation or arbitration. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

#### 12.2 **Investigating disputes**

This rule concerns any grievances of members relating to their rights and interests as Members, and any complaints concerning the alleged conduct or discipline of members, collectively referred to as "disputes."

12.3 These disputes procedures are designed to enable and facilitate the fair, prompt and efficient resolution of grievances and complaints. Rather than investigate and deal with any grievance or complaint, the Board may:

12.3.1 appoint a sub-Committee to deal with the same, or

12.3.2 refer the same to an external arbitrator, arbitral tribunal, or external visitor (or referee), so long as minimum standards of natural justice and the following requirements under this rule are satisfied,

is 12.4 The Board or any such sub-Committee or person considering any grievance or complaint referred to hereafter as the "decision-maker".

**The decision-maker:**

12.4.1 shall consider whether to investigate and deal with the grievance or complaint, and

12.4.2 may decline to do so (for instance, if the decision-maker is satisfied that the complainant has insufficient interest in the matter or otherwise lacks standing to raise it; the matter is trivial or does not appear to disclose material misconduct or material; the matter raised appears to be without foundation or there is no apparent evidence to support it; some damage to Members' interests may arise; or the conduct, incident, event or issue has already been investigated and dealt with by the Society).

12.5 Where the decision-maker decides to investigate and deal with a grievance, the following steps shall be taken:

12.5.1 The complainant and the Member, or the Society which is the subject of the grievance, must be advised of all details of the grievance;

12.5.2 The Member, or the Society which is the subject of the grievance, must be given an adequate time to prepare a response;

12.5.3 The complainant and the Member, or the Society which is the subject of the grievance, must be given an adequate opportunity to be heard, either in writing or at an oral hearing if the decision-maker considers that an oral hearing is required;

12.5.4 Any oral hearing shall be held by the decision-maker, and/or any written statement or submissions shall be considered by the decision-maker;

12.6 Where the decision-maker decides to investigate and deal with a complaint, the following steps shall be taken:

12.6.1 The complainant and the Member complained against must be advised of all allegations concerning the Member, and all details of the complaint;

12.6.2 The Member complained against must be given an adequate time to prepare a response;

12.6.3 The Member complained against must be given an adequate opportunity to be heard, either in writing or at an oral hearing if the decision-maker considers that an oral hearing is required;

12.6.4 Any oral hearing shall be held by the decision-maker, and/or any written statement or submissions shall be considered by the decision-maker.

12.7 A Member may not make a decision on, or participate as a decision-maker in regards to a grievance or complaint if two or more Board Members, or the decision-maker, consider that there are reasonable grounds to infer that the person may not approach the grievance or complaint impartially, or without a predetermined view. Such a decision must take into account the context of the Society and the particular case, and may include consideration of facts known by the other Members about the decision-maker, so long as the decision is reasonably based on evidence that proves or disproves an inference that the decision-maker might not act impartially.

**12.8 Resolving disputes**

The decision-maker may:

12.8.1 dismiss a grievance or complaint, or

12.8.2 uphold a grievance and make such directions as the decision-maker thinks appropriate (with which the Society and Members shall comply),

12.8.3 uphold a complaint and:

12.8.4 reprimand or admonish the Member, and/or

- 12.8.5 suspend the Member from membership for a specified period, or terminate the Member's membership, and/or
- 12.8.6 order the complainant (if a Member) or the Member complained against, to meet any of the Society's reasonable costs in dealing with a complaint.

**13. WINDING UP** new wording

**13.1 Process** was 25

13.1.1 The Society may be wound up, or liquidated, or removed from the Register of Incorporated Societies in accordance with the provisions of the Act.

13.1.2 The Secretary shall give Notice to all Members of the proposed motion to wind up the Society, or remove it from the Register of Incorporated Societies and of the General Meeting at which any such proposal is to be considered, of the reasons for the proposal, and of any recommendations from the Board in respect to such notice of motion.

13.1.3 Any resolution to wind up the Society or remove it from the Register of Incorporated Societies must be passed by a two thirds majority of all Members present and voting.

**13.2 Surplus assets** was 26

13.2.1 If the Society is wound up, or liquidated, or removed from the Register of Incorporated Societies, no distribution shall be made to any Member, and if any property remains after the settlement of the Society's debts and liabilities, that property must be given or transferred to a charity or organisation with the same of similar Purposes for a charitable purpose or purposes as defined in section 5(1) of the Charities Act 2005.

13.3 Nothing in these Rules allows an alteration, addition, amendment, or variation, which affects the exclusively charitable nature of the Society and in the event of a rescission of the Rules, new Rules which restore the charitable purposes or the Society must immediately be instituted. 23.4

**14. ALTERATIONS TO THE RULES** new wording

**14.1** Amending these Rules:

14.1.1 The Society may amend or replace these Rules at a General Meeting by a resolution passed by a two-thirds majority of those Members present and voting. 23 was three quarters

14.1.2 Any proposed motion to amend or replace these Rules shall be signed by at least 20 percent of eligible Members and given in writing to the Secretary at least thirty (30) Clear 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.

14.1.3 At least twenty-one (21) Clear Days before the General Meeting at which any amendment is to be considered the Secretary shall give to all Members notice of the proposed motion, the reasons for the proposal, and any recommendations the Board has. 23.2

14.1.4 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. 23.3

14.1.5 When an amendment is approved by a General Meeting it shall be provided to Charities Services within three months of the date of the amendment.

**15. CONTACT PERSON** new

15.1 The Society's Contact Officer must be:

At least 18 years of age, and

A Board Member, and

At all times be resident in New Zealand, and

Not disqualified under the Statute from holding that office.

15.2 Any change in that Contact Officer or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within twenty-five (25) Clear Days of that change occurring, or the Society becoming aware of the change.



**16. BYLAWS new**

The Board from time to time may make and amend bylaws, and policies for the conduct and control of Society activities and codes of conduct applicable to Members, but no such bylaws, policies or codes of conduct applicable to Members shall be inconsistent with the Act, regulations made under the Act, or these Rules.

**APPENDIX 1**

**BOARD MATTERS**

**17. Election 11 new wording**

- 17.1 The Board and President shall be elected by remote ballot in accordance with the procedures for giving Notice:
- 17.2 At least three (3) months prior to the proposed election date, the Board shall:
  - (a) Set the Election Date for elections to the Board and President, which shall be five (5) days before Annual General Meeting;
  - (b) Appoint a Returning Officer for those elections to the Board;
  - (c) Within ten (10) Clear Days of determining the Election Date the Secretary shall give Notice to all Members calling for nominations for Board, President and Registered Music Therapists (RMThs) positions requiring to be filled, and such Notice shall include a nomination form and shall specify the date such nominations must be in the hands of the Returning Officer appointed under subparagraph (b) above, such date being not less than thirty-five 35 clear days prior to the Election Date;
  - (d) Board Nominees must be Members, and a candidate's written nomination shall be accompanied by the written consent of the nominee with a certificate that the nominee is not disqualified from being appointed or holding office as a Board Member by these Rules or the Act, and be accompanied by a photograph and biography with a prescribed word limit;
  - (e) At least twenty-five (25) Clear Days prior to the election date, the Secretary shall give Notice to all members of the nominations received for Board, President and Registered Music Therapists positions and, in the event that there are a greater number than required for specific positions, forwarding a voting paper accompanied by the biographies and photographs of the candidates for election. Such voting paper shall specify the latest date (not less than five (5) Clear Days prior to the election date) it must be in the hands of the Returning Officer appointed by the Board to be counted as a valid vote;
  - (f) In the event of a ballot being required under subparagraph (e) above the candidate/s polling the highest number of votes of members shall be declared elected by the Secretary or the Returning Officer;
  - (g) The failure for any reason of any member to receive such Notice shall not invalidate the election;
  - (h) In the event of any vote being tied the tie shall be resolved by the incoming Board (excluding those in respect of whom the votes are tied).

**18. Chair and Deputy Chair**

- 18.1 The Chair shall be a member of the Board and shall be elected by the Board at its first meeting held after the annual general meeting of the Society and shall hold office until the end of the next Annual General meeting. The Board may elect a chair for one or more terms. 13.1
- 18.2 The Chair shall preside at all Board meetings and general meetings. 13.2
- 18.3 The Deputy Chair shall be a member of the Board and shall be elected by the Board at its first meeting held after the annual general meeting of the Society and shall hold office until the end of the next Annual General meeting. The Board may elect a deputy chair for one or more terms. new

- 18.4 If the Chair is absent from any Board or General meeting, the Deputy Chair shall act as Chair and have the same functions and powers. If the Chair and Deputy Chair are both absent the Members present shall elect one of their number to act as Chair for that meeting only. **13.4**
19. **Treasurer**
- 19.1 The Treasurer of the Society shall be appointed by the Board and may be a member of the Board. **14.1**
- 19.2 The Board may appoint a paid independent contractor or employee to perform the functions of both treasurer and/or secretary. The person appointed may not be a member of the Board and has no voting rights. **14.2**
- 19.3 The Treasurer shall keep a record of all business transacted by or in the name of the Society and shall put before the members of the Society a statement of accounts for the preceding financial year as soon as possible after the first day of April in each year and as required under the Act. **14.3**
- 19.4 The Treasurer shall keep a record of all Members and subscriptions as required under the Act including the Register of Members. **14.4**
20. **Secretary**
- 20.1 The Secretary of the Society shall be appointed by the Board and may be a member of the Board. **15.1**
- 20.2 The Board may appoint a paid independent contractor or employee to perform the functions of both secretary and/or treasurer. The person appointed may not be a member of the Board and has no voting rights. **15.1**
- 20.3 The Secretary shall be present at all meetings of the Board unless they give prior notice they are unable to attend for any reason and may take part in Board discussions. **15.2**
- 20.4 The Secretary may be directed by the Board perform such functions as it consider proper, including taking minutes, and in line with the agreed independent contractor agreement or employment agreement that sets out key accountabilities. **15.13**
- 20.5. The Board may appoint further person/s to undertake administration or other duties as the need arises. **15.14**
21. **Secretariat:** There shall be a **management** group of the Board, known as the Secretariat, responsible for implementing Board decisions, and for dealing with day-by-day issues as they arise. **Meetings are usually held monthly and include approval of payments and other financial matters. 9.11**
- 21.1 The management group is agreed by the Board at the first meeting after the Annual General Meeting and includes at least two elected and/or co-opted Members, including the Chair and the secretary and treasurer or any such person contracted or employed to undertake this role. **new**
- 21.2 Decisions are made by consensus and if no agreement the matter is referred back to the Board. Any contractor or employee has speaking rights but not voting rights. **new**
- 21.3 The quorum for any secretariat meeting is two elected and/or co-opted Members. **new**
- 21.4 Minutes will be taken of all meetings and matters of substance reported to the Board at its next meeting. **new**
22. **Sub-Committees**
- 22.1 The Board may appoint a sub-Committee consisting of Members of the Society for such purposes as agreed with Council. Sub-committees are generally known as Working Groups or Special Interest Groups and shall elect their own Convenor. **9.9 new wording**
- 22.2 Unless otherwise resolved by the Board: **new**
- 22.2.1 the quorum of every sub-Committee is half the members of the sub-Committee;
- 22.2.3 a sub-Committee must not commit the Society to any financial expenditure without express authority of the Board; and
- 22.2.4 a sub-committee must not further delegate any of its powers.

## **22.2 NZ Music Therapy Registration Board 10**

The Registration Board operates independently of the Board by way of its processes and decision-making as required by Charities Services to meet the definition of a charity, but is within the umbrella of the Society. It is serviced by a Registrar and consists of the following three (3) members:

- 22.2.1 a Registered Music Therapist (RMTh) who is not a member of the Board is elected by the Board following the AGM from nominations received from members every three (3) years, renewable for further terms as the Board shall determine, **10.i** and
- 22.2.2 two (2) persons with appropriate skills and knowledge appointed by the Board for a period of three (3) years, renewable for further terms as the Board shall determine. The appointees shall not be members of the Board nor any of its sub-committees and need not be Members of the Society. **10.ii**
- 22.2.3 The Registration Board may from time to time and at any time appoint a further person with the appropriate skills and knowledge for such period and subject to such conditions as the Registration Board thinks fit.

## **23. Board procedures new**

- 23.1 **Meetings:** The Board shall meet at least four (4) times per year, and as required at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the Chair or Secretary.
- 23.2 Meeting dates for the Board will usually be agreed upon annually for the following year. The Chair has the discretion to change the dates after consultation with the Members. A meeting of the Board shall be convened by at least seven (7) Clear Days' notice delivered to Board members. A majority of the members of the Board or the Chair may convene a meeting of the Board. **9.7 and new wording**
- 23.3 **Quorum:** The quorum for Board meetings is at least half the number of elected and co-opted Board Members. **9.5**
- 23.4 **Agenda and papers:** Agenda and papers will be distributed to Board members and attendees at least five (5) Clear Days' before the scheduled meeting. The papers are confidential to the Board, and will not be disclosed or shared with any third party without the prior written approval of the Chair (or the Committee Convenor in relation to Sub-Committee papers). **new**
- 23.5 **Decision-making:** Decisions of the Board or Sub-Committees will be made by consensus. Where consensus cannot be reached, the decision will be by majority vote. In the case of equality of votes, the relevant Chair has the casting vote. The Board or Sub-Committee will accept the decision as binding, whether it is made by consensus or voting. **new**

## **24. General issues new**

- 24.1 The Board and any sub-Committee may act by resolution approved in the course of a telephone conference call 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 Board meeting.
- 24.2 Other than as prescribed by the Act or these Rules, the Board or any sub-Committee may regulate its proceedings as it thinks fit.
- 24.3 Subject to the Act, these Rules and the resolutions of General Meetings, the decisions of the Board on the interpretation of these Rules and all matters dealt with by it in accordance with these Rules and on matters not provided for in these Rules shall be final and binding on all Members.

## **25. Use of information and advice new**

Board members will familiarise themselves and comply with the provisions of section 60 of the Act.

- 25.1 When exercising powers or performing duties as an officer, a Board member may rely on reports, statements, and financial data and other information prepared or supplied, and on professional or expert advice given, by any of the following persons:
  - 25.1.1 an employee of the society whom the officer believes on reasonable grounds to be reliable and competent in relation to the matters concerned;
  - 25.1.2 a professional adviser or expert in relation to matters that the officer believes on reasonable grounds to be within the person's professional or expert competence;
  - 25.1.3 any other officer or sub-Committee of officers upon which the officer did not serve in relation to matters within the officer's or sub-Committee's designated authority.
- 25.2 Clause 25.1 only applies if the Board member:
  - 25.2.1 acts in good faith; and
  - 25.2.2 makes proper inquiry where the need for inquiry is indicated by the circumstances; and
  - 25.2.3 has no knowledge that the reliance is unwarranted.

**26. Conflicts of interest new**

Board members will familiarise themselves and comply with the provisions of sections 62-65 of the Act.

- 26.1 A member of the Board and/or of a sub-Board is interested in a matter if the member of the Board and/or sub-Committee:
  - 26.1.1 may obtain a financial benefit from the matter; or
  - 26.1.2 is the spouse, civil union partner, de facto partner, child, parent, grandparent, grandchild, or first cousin of a person who may obtain a financial benefit from the matter; or
  - 26.1.3 may have a financial interest in a person to whom the matter relates; or
  - 26.1.4 is a partner, director, member of the Board and/or sub-Committee, or trustee of a person who may have a financial interest in a person to whom the matter relates.
- However, a member of the Board and/or sub-Committee is not interested in a matter—
  - 26.1.5 merely because the member of the Board and/or sub-Committee receives an indemnity, insurance cover, remuneration, or other benefits authorised under the Act; or
  - 26.1.6 if the member of the Board's and/or sub-Committee's interest is the same or substantially the same as the benefit or interest of all or most other Members due to the membership of those Members; or
  - 26.1.7 if the member of the Board's and/or sub-Committee's interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence the member of the Board in carrying out the member of the Board's and/or sub-Committee's responsibilities under the Act or the Rules; or
  - 26.1.8 if the member of the Board and/or sub-Committee is a member of the Board of a union and the member of the Board's and/or sub-Committee's interest is merely as an employee that will benefit from the union acting in the ordinary course of promoting its members' collective employment interests.
- 26.2 A member of the Board and/or sub-Committee who is interested in a matter relating to the Society must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified):
  - 26.2.1 to the Board and/or sub-Committee; and
  - 26.2.2 in an interests register kept by the Board.
- 26.3 Disclosure must be made as soon as practicable after the member of the Board and/or sub-Committee becomes aware that they are interested in the matter.
- 26.4 A member of the Board and/or sub-Committee who is interested in a matter—
  - 26.4.1 must not vote or take part in the decision of the Board and/or sub-Committee relating to the matter; and
  - 26.4.2 must not sign any document relating to the entry into a transaction or the initiation of the matter; but
  - 26.4.3 may take part in any discussion of the Board and/or sub-Committee relating to the matter and be present at the time of the decision of the Board and/or sub-Committee (unless the Board and/or sub-Committee decides otherwise).

- 26.5. However a member of the Board and/or 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.
- 26.6 Where fifty (50) percent or more of Board Members 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 members agree otherwise, and where 50 percent or more of the members of a sub-Committee are prevented from voting on a matter because they are interested in that matter, the Board shall consider and determine the matter.

Approved at an General Meeting held on \_\_\_\_\_