

PROPOSED CONSTITUTION - 15 3 25

CONSTITUTION

OF

VAISHNAV PARIVAR [NZ] INCORPORATED

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Name

1. The name of the society shall be **VAISHNAV PARIVAR [NZ] INC.** ("the Parivar")

Charitable status

2. The Parivar is registered as a charitable entity under the Charities Act 2005.

Registered Office

3. The Registered office of the Parivar shall be situated at Auckland or at such other place in New Zealand as the Board of Management ("the Board") shall decide. Changes to the registered office shall be notified to the Registrar of Incorporated Societies at least 5 working days before the change of address for the registered office is due to take effect, and in a form and as required by the Act.

Contact person

4. The Parivar shall have at least one (1) but no more than three (3) contact person(s) whom the Registrar can contact when needed. The Parivar's contact person shall be at least 18 years of age, and ordinarily resident in New Zealand.
5. The contact person shall be appointed by the Board.
6. Each contact person's name shall be provided to the Registrar of Incorporated Societies, along with their contact details, including physical address or an electronic address, and a telephone number.
7. Any change in that contact person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 20 Working Days of that change occurring, or the Board becoming aware of the change.

Purpose

8. The Parivar is established and maintained exclusively for charitable purposes (including any purposes ancillary to those charitable purposes), namely:
 - 8.1 advancing religion by promoting the study, practice and teachings of Pushti Marg philosophy as expounded by **SHRI VALLABHACHARYA aka SHRI MAHAPRABHUJI**
 - 8.2 undertaking sporting activities and community projects.

9. Those purposes of the Parivar shall be achieved by:
- (i) establishing and operating a Haveli in such place or places in New Zealand as the Board shall decide from time to time.
 - (ii) providing premises and facilities for religious gatherings, symposiums, lectures, readings, community and social events and accommodation of invitees and visitors for participation in the activities of the Parivar.
 - (iii) establishing and maintaining schools, libraries, workshops and other institutions of learning to study and practice the Pushti Marg philosophy and spiritual readings.
 - (iv) establishing, facilitating and supporting institutions to translate and publish the Pushti Marg scriptures in English and other languages and to provide literature about the purpose of the Parivar to members and to the public.
 - (v) providing spiritual, philosophical and recreational activities for the younger members of the Parivar to promote the study, practice and teachings of the Pushti Marg philosophy.
 - (vi) arranging, organising, holding, conducting meetings and functions of all descriptions to celebrate religious festivals, holy days and other festivals of religious or cultural significance to the Pushti Marg philosophy.
 - (vii) organising and conducting meetings, seminars, religious conferences, discourses, lectures, classes and discussions on religion, philosophy and other spiritual subjects and inviting or hosting speakers for any of those events.
 - (viii) organizing or facilitating pilgrimage of or tours to religious and holy sites and places in India which are significant to, or for better understanding of, the Pushti Marg philosophy.
 - (ix) printing, publishing, selling or distributing gratuitously or otherwise journals, periodicals, books or leaflets that the Board may think desirable for the promotion of the purpose of the Parivar.
 - (x) undertaking such other work which the Parivar may conveniently carry out in connection with or in promotion of any of its purpose.
 - (xi) formation of branches of the Parivar.
 - (xii) obtaining donations or raising funds in such manner as the Board thinks fit to further the purpose of the Parivar.

10. The purpose of the Parivar shall always be restricted to and operated within New Zealand.

Definitions

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

‘Act’ means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.

‘Annual General Meeting’ means a meeting of the Members of the Branch held once per year which, among other things, will receive and consider reports on the Branch’s activities and finances.

‘Board’ means the Board of Management of the Parivar and a **“Board Member”** means a member of the Board.

‘Branch’ means a branch of the Parivar.

‘Board Member or Branch Committee Member’ means a natural person who is a member of the Board or the Branch Committee that allows him or her to exercise significant influence over the management or administration of the Board or the Branch.

‘Chairperson’ means the person responsible for chairing General Meetings, Branch Committee Meetings and Board of Management Meetings.

‘Committee’ means the Branch Committee.

‘Constitution’ means this document.

‘General Meeting’ means either an Annual General Meeting or a Special General Meeting of the Members of the Branch.

‘Interested Member’ means a Member who is interested in a Matter for any of the reasons set out in section 62 of the Act.

‘Interests Register’ means the register of interests of Officers, kept under this Constitution and as required by section 73 of the Act.

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

‘Member’ means a person who has consented to become a Member of the Parivar and has been properly admitted to a Branch of the Parivar and has not ceased to be a Member of the Branch of the Parivar.

‘Notice’ to Members includes any notice given by email, post, or courier.

‘Officer’ means a Board Member and a Branch Committee Member.

‘Overseas Member’ means a Member who is ordinarily resident outside of New Zealand who will have no right to vote or to stand for election but has the right to choose the Branch he or she wishes to become a Member.

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

‘Secretary’ means the person responsible for the matters specifically noted to him or her in this Constitution and where the context permits include the Assistant Secretary.

‘Special General Meeting’ means a meeting of the Members, other than an Annual General Meeting, of the Branch called for a specific purpose or purposes.

‘Treasurer’ means the person responsible for the matters specifically noted to him or her in this Constitution and where the context permits include the Assistant Treasurer.

‘Working Days’ mean as defined in the Legislation Act 2019.

Membership

12. The Parivar shall maintain the minimum number of ten (10) Members required by the Act.

Types of members

13. The classes of membership shall be as follows:

Member

A Member is an individual admitted to membership of a Branch under this Constitution and who has not ceased to be a Member.

Life Member

A Life Member is a person honoured for highly valued services to the Parivar elected as a Life Member by resolution of a General Meeting passed by a two-thirds

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, membership fees and levies.

Becoming a Member

14. (a) The membership of the Parivar shall be open to all persons over the age of 18 years who agrees with the purpose of Parivar and ascribes to its philosophy and who is willing to comply with this Constitution, its rules and regulations and pay the subscription or membership fee.
- (b) A person desirous of becoming a Member shall apply in the prescribed form to the Branch Committee of the Branch nearest to his place of residence by signing the form and consenting in writing to becoming a Member. In the case of a person ordinarily resident outside of New Zealand wishing to become a Member such person shall apply to the Branch of his or her choice. The Branch Committee may require further information or interview the person before making its decision. The Branch Committee may accept or decline an application for membership at its sole discretion. The Branch Committee must advise the applicant of its decision. The person will become a Member on acceptance of that application by the Branch Committee.
- (c) The signed written consent of every Member shall be retained in the Branch's membership records.
- (c) Membership shall be personal to the individual applying and becoming a member and shall not be transferable.
- (d) No person shall be admitted to membership of more than one Branch of the Parivar and no person shall be a member of more than one Branch Committee at the same time. Except as permitted by clause 26(a)(ii) & (iii), clause 32(1)(g) and clause 85(9) no person shall be entitled to seek election to or be appointed to or serve as a member of the Board and any Branch Committee at the same time.
- (e) A Member shall include his or her children under the age of 18 years.

Member's obligations and rights

15. Every Member shall provide Parivar in writing with that Member's name and contact details (namely, physical or email address and a telephone number) and promptly advise the Parivar in writing of any changes to those details.
16. All Members shall promote the interests and purposes of Parivar and shall do nothing to bring Parivar into disrepute.

17. A Member is only entitled to exercise the rights of membership (including attending, speaking at and voting at General Meetings, accessing or using the Parivar's premises, facilities, equipment and other property, and participating in Parivar activities) if all subscriptions, membership, levies and any other fees have been paid to the Parivar by their respective due dates, but no Member or Life Member shall be personally liable for an obligation of the Parivar by reason only of being a Member. An Overseas Member shall have no right to vote or to stand for election but shall be entitled to take part in General Meetings if present in person or if the General Meeting is held using any real-time audio, audio and visual, or electronic communication. An Overseas Member shall have no right to insist on a General Meeting to be held in such manner.
18. The Board in consultation with the Branch Committee 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 Parivar or in what activities of the Parivar Members may participate, including by imposing any conditions of and fees for such access, use or involvement.

Subscription or Membership Fee

19. The Board shall, subject to the directions of a General Meeting, determine the annual subscription or membership fee payable by Members of the Parivar. The subscription or membership fee shall be payable yearly in advance or in such other manner as shall be determined by the Board.

Waiver of subscription or membership fee

20. The Board may in its absolute discretion waive payment by any person of subscription or membership fee. Such person shall however enjoy all the rights and privileges of a Member.

Default in payment of membership fee etc

21. Any Member failing to pay the annual subscription or membership fee or levy or any other fees within 3 calendar months of the date the same was due for payment shall be considered as unfinancial and shall (without being released from the obligation of payment) have no membership rights and shall not be entitled to participate in any Parivar activity or to access or use the Parivar's premises, facilities, equipment and other property until all the arrears are paid. If such arrears are not paid within 6 calendar months of the due date for payment of the subscription, levy, membership or any other fees the Branch Committee may terminate the Member's membership (without being required to give prior notice to that Member).

Ceasing to be a Member

22. A Member ceases to be a Member:

- (a) by resignation from that Member's class of membership by written notice signed by that Member to the Branch Committee, or
- (b) on termination of the Member's membership following a dispute resolution process under this Constitution, or
- (c) on death, or
- (d) by resolution of the Branch Committee where in the opinion of the Committee the Member has brought the Parivar into disrepute.

with effect from (as applicable):

- (i) the date of receipt of the Member's notice of resignation by the Branch Committee (or any subsequent date stated in the notice of resignation), or
- (ii) the date of termination of the Member's membership under this Constitution, or
- (iii) the date of death of the Member, or
- (iv) the date specified in a resolution of the Branch Committee terminating the Member's membership and the Committee shall promptly notify the former Member in writing of its decision.

Obligations once membership has ceased

23. A Member who has ceased to be a Member under this Constitution:

- (a) shall remain liable to pay all subscriptions, membership, levies and other fees due to the Parivar to next balance date,
- (b) shall cease to hold himself or herself out as a Member of the Parivar,
- (c) shall return to the Parivar all material provided to Members by the Parivar (including any membership certificate, badges, handbooks and manuals and intellectual property).
- (d) shall cease to be entitled to any of the rights of a Member of the Parivar and forfeit his rights to any donations made by him or her to the Parivar.

Becoming a member again

24. 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 Branch Committee.
25. But, if a former Member's membership was terminated following a disciplinary or dispute resolution process, the applicant may be re-admitted only by a resolution passed at a General Meeting on the recommendation of the Branch Committee.

Board of Management

26. (a) There shall be a Board of Management of the Parivar comprising:
 - (i) Five (5) members elected at the annual general meeting of the Auckland Branch of the Parivar as provided in clause 85(8)(h)(iv); and
 - (ii) the Presidents of each of the Branches in New Zealand; and
 - (iii) such additional members as may be nominated by each Branch Committee to represent their Branch as provided in clause 26(b).
- (b) In addition to the President, each Branch Committee (except Auckland) shall be entitled to nominate from among the members of the Branch one additional representative on the Board for every 75 members over and above the first 75 members of the Branch. Auckland Branch Committee shall be entitled to nominate one additional representative for every 75 members over and above the first 375 members of the Branch.
- (c) A Board member shall hold office for three (3) years or until he or she shall resign or is removed from office in accordance with this Constitution. A retiring or resigning Board member shall be eligible for re-election.
- (d) The Board shall appoint a Chairperson from amongst its members and the Chairperson shall hold that office until replaced by the Board. The Chairperson and in his absence the deputy chairperson shall preside over all meetings of the Board. In the absence of the Chairperson and the deputy chairperson the Board shall appoint one of their own members to act as chairperson for that meeting.
- (e) The Board shall meet at such place and at such times, not less than twice in every twelve months, as shall be determined by the Board, and at such meetings the Board shall determine its own procedure. The method of calling such meetings shall be determined by the Board but shall be convened at the written request of at least two (2) Board members, and

where practicable, fourteen (14) days' notice calling a meeting shall be given to the Board members.

- (f) If at any time the membership of the Board is less than five (5) then the quorum for any meeting of the Board shall be two (2) otherwise it shall be three (3).
- (g) Each Board member shall have one vote and in the event of equality of votes the Chairperson of the meeting shall have a second or casting vote.
- (h) A Board member may be reimbursed by Parivar for any out-of-pocket expenses incurred by him in the execution of his duties with the approval of the Board.
- (i) The Board may set up and maintain a central secretariat comprising the Secretary and the Treasurer who may be appointed from within its members or from the members of the Parivar but such appointees (unless they are also Board members) shall have no voting rights.
- (j) The Board Secretary shall conduct the general correspondence of the Board and keep the Minutes of proceedings of the meetings of the Board. The Board Secretary shall have custody of the documents of the Board.
- (k) The Board Treasurer shall receive and disburse money under the direction of the Board and shall keep a proper and correct account of the income and expenditure of the Board. No payment shall be made by the Board Treasurer without the same being approved by two Board members or by such other means as the Board shall decide from time to time.
- (l) The Board shall be responsible for the preparation of the annual consolidated accounts of the Parivar comprising the accounts of all the Branches.
- (m) The Board shall be responsible for all national matters such as (without limitation) dealing with Governmental authorities, purchase, acquisition, or leasing of property, invitation to members of Vallabhkul; consultation with any member of the Vallabhkul for guidance or clarification on any aspect of the practice or protocol of Pushti Marg; the utsavs and events to be celebrated by the Parivar; the publication of magazines and the supply and distribution of literature.
- (n) The Board shall have general control and management of all the Branches of the Parivar in New Zealand.
- (o) A resolution in writing, signed by all the Board members for the time being entitled to receive notice of a meeting of the Board, shall be as valid and

effectual as if it had been passed at a meeting of Board duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more Board members. A facsimile or scanned email copy of any such signed resolution shall be as valid and effectual as the original signed document with effect from completion of its transmission.

Election to Board of Management

27. The provisions of clause 85(5) & (6) relating to Qualifications for Election of Branch Committee Member shall apply to a Board Member with necessary modification
28. Every person desirous of standing for election to membership of the Board should be a financial Member of the Parivar and should have served as an elected member of a Branch Committee or of the Board or both for five (5) consecutive years immediately preceding the date of nomination. But if there is no person who qualifies then a General Meeting shall have the power to elect any eligible person for the vacant position.
29. A candidate's written nomination, accompanied by the written consent of the nominee with a certificate that the nominee is not disqualified from being appointed or holding office as a Board Member shall be received by the Secretary of the Auckland Branch at least 7 Working Days before the date of the Annual General Meeting. If there are insufficient valid nominations received, further nominations of qualified persons may be received from the floor at the Annual General Meeting.

Duties of Members of Board of Management

30. The provisions of clause 85(19) relating to the Duties of Branch Committee Members shall apply to the Board Members with necessary modification.

Conflict of Interest of Board Members

31. The provisions of clause 85(20) relating to the Conflict of Interest of Branch Committee Members shall apply to the Board Members with necessary modification except that where 50 per cent or more of the Board Members are prevented from voting on a Matter because they are interested in that Matter, a General Meeting shall consider and determine the Matter.

Powers of the Board of Management

32. (1) The Board shall, in addition to powers given by the Act and this Constitution, have power:
 - (a) To make and amend bylaws and policies for the conduct and control of the Parivar's activities and codes of conduct applicable to

Members and the Branches, but no such bylaws, policies or codes of conduct applicable to Members and the Branches shall be inconsistent with this Constitution, the Act, regulations made under the Act, or any other legislation.

- (b) To acquire in the name of the Parivar land and or buildings by purchase, lease or otherwise, and to erect buildings on any vacant land belonging to or acquired for the Parivar and may demise, underlet, exchange, sell or otherwise dispose of any such land and or buildings or any part thereof and may alter, extend, add to, pull down or replace any building of the Parivar or any part thereof.
- (c) To borrow or raise money from time to time in the name of the Parivar either by issue of mortgage or any other form of security founded or based on all or any of the property or rights of the Parivar or without any such security and at such a rate of interest and upon such terms as to priority and otherwise as the Board shall think fit.
- (d) To manage the affairs of the Parivar in accordance with this Constitution, the Act, and the by-laws.
- (e) To decide on any dispute or complaint in accordance with the provisions in this Constitution.
- (f) To determine from time to time any levy or charge to be paid by the Branch Committees to the Board.
- (g) If a vacancy in a Branch Committee cannot be filled in terms of clause 85(9) (i) or (ii), then to appoint under clause 85(9)(iii) any member of the Board (who shall continue to retain his or her membership of the Board) or any financial Member of the Parivar who is not a disqualified person under clause 85(6) to fill the vacant position and such appointment shall be for such period as the Board shall decide but not exceeding the remaining term of the Officer replaced or beyond the date of the next Annual General Meeting of the Branch when elections for the Branch Committee are due to be held. The person so appointed shall at the expiry of his or her initial appointment be eligible to be reappointed for such further period as the Board shall decide if the vacancy cannot be filled under clause 85(9)(i) or (ii).

Sub-Committee of the Board of Management

33. The Board may from time to time appoint from among its members or from the members of the Parivar (whether they are qualified to be a Board member or not) such sub-committee as it may deem necessary or expedient and may delegate or

refer to them such of the powers and duties of the Board as the Board may deem fit to determine. Such sub-committees shall periodically report their proceedings to the Board and shall conduct their business in accordance with the directions of the Board.

Vacancies in the Board of Management

34. The membership of the Board shall be deemed vacant under any of the following conditions:
- (a) after expiration of seven days from receipt by the Board of the resignation in writing of any member.
 - (b) upon an order of adjudication in bankruptcy being made in the personal estate of any member.
 - (a) upon death.
 - (b) in accordance with section 50(1) of the Act.
 - (c) upon any member being absent from three successive meetings of the Board duly called without leave from the Board and if in the view of the other members of the Board he or she has no reasonable excuse for such absence.
35. If a vacancy occurs in membership of the Board that vacancy shall be filled by resolution of the Board and any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as a Board Member in terms of this Constitution. The person so appointed shall hold office for the remaining term of the Board member whose vacancy is filled. The proceedings of the Board shall not be invalidated in consequence of their being less than the prescribed number.

Removal of Board Member

36. A Board member shall be removed as a member by resolution of the Board passed by two thirds majority where in the opinion of the Board:
- (a) The member has brought the Parivar into disrepute.
 - (b) The member has failed to disclose a conflict of interest.
 - (c) The Board passes a vote of no confidence in the member.

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

Board Member ceasing to hold office

37. A Board member shall cease to hold office when he or she resigns (by notice in writing to the Board), is removed, die, or otherwise vacate office in accordance with section 50(1) of the Act.
38. Each Board member shall, within seven (7) Working Days of submitting a resignation or ceasing to hold office, deliver to the Board all books, papers, intellectual property and other property of the Board held by such former member.

Dispute resolution - Meanings of dispute and complaint

39. A dispute is a disagreement or conflict involving the Parivar and/or its Members in relation to specific allegations set out below.
40. The disagreement or conflict may be between any of the following persons:
 - (a) Two (2) or more Members,
 - (b) One (1) or more Members and the Parivar,
 - (c) One (1) or more Members and one (1) or more Branch Committee Members,
 - (d) Two (2) or more Branch Committee Members,
 - (e) One (1) or more Branch Committee Members and the Board, or
 - (f) One (1) or more Members or Branch Committee Members and the Board.
41. The disagreement or conflict may relate to any of the following allegations:
 - (a) a Member or an Officer has engaged in misconduct,
 - (b) a Member or a Branch Committee Member has breached, or is likely to breach, a duty under the Constitution or the bylaws or the Act,
 - (c) the Board has breached, or is likely to breach, a duty under the Constitution or bylaws or the Act, or
 - (d) a Member's rights or interests as a Member have been damaged or Members' rights or interests generally have been damaged.
42. A Member or a Branch Committee Member or Board Member may make a complaint by giving to the Board (or a complaints subcommittee) a notice in writing that:

- (a) states that the Member or Branch Committee Member or Board Member is starting a procedure for resolving a dispute in accordance with the Constitution; and
 - (b) sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against; and
 - (c) sets out any other information or allegations reasonably required by the Board.
43. The Branch Committee or the Board may make a complaint involving an allegation against a Member or a Branch Committee Member or a Board Member by giving to the Member or the Branch Committee Member or Board Member a notice in writing that:
- (a) states that the Branch Committee or the Board is starting a procedure for resolving a dispute in accordance with the Constitution; and
 - (b) sets out the allegation to which the dispute relates.
44. The information setting out the allegations must be sufficiently detailed to ensure that a person against whom an allegation or allegations is made is fairly advised of the allegation or allegations concerning him or her, with sufficient details given to enable that person to prepare a response.
45. A complaint may be made in any other reasonable manner permitted by the Constitution.
46. All Members (including the Board Members and Branch Committee Members) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Parivar's activities.
47. The complainant raising a dispute, and the Board, must consider and discuss whether a dispute 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.

Person who makes complaint has right to be heard

48. A Member or a Branch Committee Member or a Board Member who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
49. If the Board makes a complaint:

- (a) the Board has a right to be heard before the complaint is resolved or any outcome is determined; and
 - (b) a Board Member may exercise that right on behalf of the Board.
50. Without limiting the manner in which the Member, Branch Committee Member, a Board Member, Branch Committee or Board may be given the right to be heard, they must be taken to have been given the right if:
- (a) they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - (b) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - (c) an oral hearing (if any) is held before the decision maker; and
 - (d) the Member's, Branch Committee Member's, Board Member's, Branch Committee's or Board's written or verbal statement or submissions (if any) are considered by the decision maker.

Person who is subject of complaint has right to be heard

51. This clause shall apply if a complaint involves an allegation that a Member, a Branch Committee Member, or a Board Member (the 'respondent'):
- (a) has engaged in misconduct; or
 - (b) has breached, or is likely to breach, a duty under the Constitution or the Act or the bylaws; or
 - (c) has damaged the rights or interests of a Member or the rights or interests of Members generally.
52. The respondent has a right to be heard before the complaint is resolved or any outcome is determined. If the respondent is the Branch Committee or the Board, any Branch Committee Member or Board Member may exercise the right on behalf of the Branch Committee or the Board.
53. Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if:
- (a) the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and

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

Investigating and determining dispute

- 54. The Board must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with the Constitution, ensure that the dispute is investigated and determined.
- 55. Disputes must be dealt with under the Constitution in a fair, efficient, and effective manner and in accordance with the provisions of the Act.

Board may decide not to proceed further with complaint

- 56. Despite the 'Investigating and determining dispute' provision above, the Board may decide not to proceed further with a complaint if:
 - (a) the complaint is considered to be trivial; or
 - (b) the complaint does not appear to disclose or involve any allegation of the following kind:
 - (i) that a Member or a Branch Committee Member or a Board Member has engaged in material misconduct;
 - (ii) that a Member or a Branch Committee Member or a Board Member has materially breached, or is likely to materially breach, a duty under the Constitution or bylaws or the Act;
 - (iii) that a Member's rights or interests or Members' rights or interests generally have been materially damaged.
 - (c) the complaint appears to be without foundation or there is no apparent evidence to support it; or
 - (d) the person who makes the complaint has an insignificant interest in the matter; or

- (e) the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the Constitution; or
- (f) there has been an undue delay in making the complaint.

Board may refer complaint

57. The Board may refer a complaint to:
- (a) a subcommittee or an external person or persons to investigate and report;
or
 - (b) an external subcommittee, an arbitral tribunal, or an external person or persons to investigate and decide.
58. The Board may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, or facilitation).

Decision makers

59. A person may not act as a decision maker in relation to a complaint if two (2) or more members of the Board or Branch Committee or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be:
- (d) impartial; or
 - (e) able to consider the matter without a predetermined view.

Financial Year

60. The financial year of the Parivar shall be from 1 April to the following 31st March.

Auditor

61. A qualified chartered accountant eligible to practice in New Zealand shall be appointed by the Board as the auditor of the Parivar. The auditor shall audit the accounts of the Parivar including the accounts of the Branches and the Board.

Bank Account

62. The Bankers of the Parivar including of the Branches shall be such bankers as the Board shall decide from time to time.
63. The Board shall have the power to open and operate in the name of the Parivar accounts at any bank or banks as they shall decide from time to time.

Investment of Funds

64. The Board shall invest the funds of the Parivar or any part thereof in the name of the Parivar as it shall decide from time to time and shall realize, vary or dispose of such investment.

Officers to be Honorary

65. The Officers of the Parivar shall be honorary.
66. No Member of the Parivar or any person associated with a Member shall participate in or materially influence any decision made by the Parivar in respect of the payment to or on behalf of that Member or an associated person of any income, benefit or advantage whatsoever.
67. Any such income paid shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value).
68. The provision and effect of this clause shall not be removed from this Constitution and shall be included and implied into any document replacing this Constitution.

Common Seal

69. The Parivar shall have a common seal which shall be kept in custody and control of the Board. The Seal shall be affixed pursuant to a resolution of the Board in the presence of three (3) Board members or by such other means as the Board may resolve from time to time.

Amending this Constitution

70. Any amendment or replacement of this Constitution shall be made only by a resolution passed by two-thirds majority of Board members present and voting at a special Board meeting called for that purpose. Notice of motion for amendment or replacement shall be given to the Chairperson. Any amendment or replacement can be approved by a resolution passed by the Board in lieu of a meeting.
71. Any Member of the Parivar and any Branch Committee may propose an amendment or replacement of this Constitution by giving Notice of Motion for amendment or replacement to the Chairperson of the Board. The Chairperson shall call a special meeting of the Board to discuss the Notice of Motion. The Board shall in their absolute discretion decide whether to adopt the Notice of Motion as framed or otherwise.
72. No amendment or replacement of this Constitution shall be made that in any way detracts from the charitable purpose of the Parivar. Any amendment or replacement of this Constitution shall forthwith be registered with the Registrar of Incorporated Societies.

73. Any minor or technical amendments shall be notified to Members as outlined in section 31 of the Act.
74. When an amendment or replacement is agreed by the Board 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.
75. If the Parivar is registered as a charity under the Charities Act 2005 the amendment shall also be notified to Charities Services as required by section 40 of that Act.

Liquidation and removal from the Register

76. The Parivar may be liquidated in accordance with the provisions of Part 5 of the Act.
77. The Board shall give 60 Working Days written Notice to all the Branches of the proposed resolution to put the Parivar into liquidation.
78. All Branch Committees shall also give written Notice to all Members of the General Meeting at which any proposed resolution is to be considered. The Notice shall include all information as required by section 228(4) of the Act.
79. Any resolution to put the Parivar into liquidation must be passed by a two-thirds majority of all Members of each Branch present and voting.

Resolving to apply for removal from the Register

80. The Parivar may be removed from the Register of Incorporated Societies in accordance with the provisions of Part 5 of the Act.
81. The Board shall give 60 Working Days written Notice to all Branches of the proposed resolution to remove the Parivar from the Register of Incorporated Societies.
82. The Branch Committee shall also give written Notice to all Members of the General Meeting at which any such proposed resolution is to be considered. The Notice shall include all information as required by section 228(4) of the Act.
83. Any resolution to remove the Parivar from the Register of Incorporated Societies must be passed by a two-thirds majority of all Members of each Branch present and voting.

Surplus assets

84. If the Parivar is liquidated or removed from the Register of Incorporated Societies, no distribution shall be made to any Member, and if any property remains after the

settlement of the Parivar's debts and liabilities, that property shall be given or transferred to another society with similar charitable purpose or purposes as defined in section 5(1) of the Charities Act 2005.

Branches of Parivar

85. The Board may set up branches of the Parivar at such place or places within New Zealand as it shall decide from time to time:

(1) All branches in New Zealand shall operate in accordance with this Constitution and be responsible to the Board who shall have the general control and management of the administration of the Parivar in New Zealand. Each branch shall be known as “Vaishnav Parivar [followed by *name of the place*]”.

(2) The affairs of a Branch shall be managed by the Branch Committee.

(3) Election of Branch Committee

Each Branch Committee shall consist of a President, a Vice President, a Secretary, an Assistant Secretary, a Treasurer, an Assistant Treasurer and a minimum of five (5) and a maximum of ten (10) other members all of whom shall be elected at an Annual General Meeting of the Branch and shall hold office for three (3) years.

(4) Eligibility of Candidates standing for election to Branch

Every person desirous of standing for election to any position in the Branch Committee should have been a financial Member of the Parivar for three (3) out of the five (5) years immediately preceding the date of nomination.

(5) Qualifications for Branch Committee Member

Every Branch Committee Member must be a natural person who has consented in writing to be a member of the Branch Committee and certified that he or she is not disqualified from being elected or appointed or otherwise holding office as a member of the Branch Committee under this Constitution or the Act.

(6) The Branch Committee member must not be disqualified under section 47(3) of the Act or section 36B of the Charities Act 2005 from being appointed or holding office as a Branch Committee Member, namely, he or she is not:

(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, or any other similar legislation,
- (d) A person who is disqualified from being a member of the governing body of a charitable entity under 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 7 years —
 - (i) an offence under subpart 6 of Part 4 of the Act
 - (ii) a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961)
 - (iv) an offence under section 143B of the Tax Administration Act 1994
 - (v) an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (i) to (iii)
 - (vi) 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) a banning order under subpart 7 of Part 4 of the Act, or
 - (ii) an order under section 108 of the Credit Contracts and Consumer Finance Act 2003, or
 - (iii) a forfeiture order under the Criminal Proceeds (Recovery) Act 2009, or
 - (iv) 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 subject to an order that is substantially similar to an order referred to in preceding paragraph (f) under a law of a country, State, or territory outside New Zealand that is a country, State, or territory prescribed by the regulations (if any) of the Act.

(h) Each certificate shall be retained in the Branch's records.

(7) Written Nomination for Branch Committee Member

A candidate's written nomination, accompanied by the written consent of the nominee with a certificate that the nominee is not disqualified from being appointed or holding office as a Branch Committee Member shall be received by the Branch Secretary at least seven (7) Working Days before the date of the Annual General Meeting. If there are insufficient valid nominations received, further nominations may be received from the floor at the Annual General Meeting.

(8) Annual General Meeting ("AGM")

Place: An AGM of the Branch shall be held at a location and/or using any real-time audio, audio and visual, or electronic communication that gives each Member a reasonable opportunity to participate. The Branch Committee shall decide how the AGM is to be held.

When: The AGM shall be held no later than the earlier of the following, that is, six (6) months after the balance date of the Parivar or fifteen (15) months after the previous annual meeting.

Notice Convening: A note convening an AGM shall be accompanied by the following:

Agenda for AGM
Minutes of previous Meeting
Branch President's Report
Financial Summary for the year
Motions (if any)

Notice of AGM: The branch secretary shall give twenty-one (21) Working days' notice of an AGM. That Notice shall be addressed to the Member at the contact address notified to the Branch and recorded in the Branch's register of members. The AGM and its business will not be invalidated simply because one or more Members do not receive the Notice of the AGM.

Agenda for AGM: The following business shall be transacted at an AGM each year:

- (a) confirm the minutes of the last AGM and any Special General Meeting(s) held since the last AGM

- (b) adopt the annual report of the Branch President on the operations and affairs of the Branch
- (c) adopt the Branch Treasurer's report on the finances of the Branch and the annual financial statements
- (d) set any subscription, fee or levy for the current financial year,
- (e) give information of the notice of any disclosures of conflicts of interest made by Officers during that period (including a summary of the matters, or types of matters, to which those disclosures relate).
- (f) consider any motions of which prior notice has been given to the Members with notice of the Meeting
- (g) consider any general business.
- (h) conduct the following elections when due:
 - (i) The election of the Branch President every three (3) years.
 - (ii) The election of the Branch Secretary, Assistant Secretary, Branch Treasurer and Assistant Treasurer every three (3) years.
 - (iii) The election of a minimum of five (5) and a maximum of ten (10) members of the Branch Committee every three (3) years.
 - (iv) In the case of Auckland Branch the election of five (5) members of the Board every three (3) years.

The next election for membership of the Auckland Branch Committee shall be held at the Annual General Meeting of the Auckland Branch due in May 2026 and for membership of the Board of Management the election shall be at the Annual General Meeting of the Auckland Branch due in May 2027.

The new positions of Vice President, Assistant Secretary, Assistant Treasurer and Deputy Chairperson shall be filled at the next election when due and until then appointments of eligible persons may be made for any or all such positions under clause 35 or clause 85(9)(i).

(9) Vacancy in Branch Committee

- (i) If a vacancy in the position of the President, Vice President, Secretary, Assistant Secretary, Treasurer or Assistant Treasurer occurs between Annual General Meetings when elections are due, that vacancy shall

be filled from amongst their members by the resolution of the Branch Committee. The person so appointed shall hold office for the remaining term of the Branch Committee Member whose vacancy is filled.

- (ii) If any other vacancy occurs between Annual General Meetings when elections are due, that vacancy shall be filled from the financial Members of the Parivar who are eligible to stand for election of the Branch Committee by the resolution of the Branch Committee. The person so appointed shall hold office for the remaining term of the Branch Committee Member whose vacancy is filled.
- (iii) If any vacancy cannot be filled within the Branch Committee or from the eligible financial Members of the Parivar who are eligible to stand for election of the Branch Committee then the Board shall make an acting appointment in terms of clause 32(1)(g).
- (iv) Any appointee must, before the appointment, supply a signed consent to the appointment and a certificate that the nominee is not disqualified from being appointed or holding office as a Branch Committee Member.
- (v) The proceedings of the Branch Committee shall not be invalidated in consequence of there being less than the prescribed number.

(10) Special General Meeting ("SGM")

Called by Members: The Branch Committee shall call a special general meeting of the Members of the Branch within thirty (30) days of receipt of a request to do so if such request is by notice in writing signed by at least twenty-five percent (25%) of the Members. The notice shall state the nature and purpose of the meeting. If the Branch Committee does not call and hold the meeting within thirty (30) days of receipt of such request, then any Member who has signed the request may request the Board to call the meeting within sixty (60) days of the date of the original request.

Called by the Branch Committee: The Branch Committee may call a special general meeting of the Members of the Branch as and when it may deem necessary. At least seven (7) working days' notice of such meeting and its purpose shall be given to the Members.

The provisions in this Constitution relating to the procedure to be followed at General Meetings shall apply to a Special General Meeting, and a Special General Meeting shall only consider and deal with the business specified in the Branch Committee's resolution or the written request by Members for the Meeting.

(11) Quorum at AGM & SGM

At any General Meeting of Members (annual or special) thirty percent (30%) of eligible financial Members shall form a quorum. No business shall be transacted at any such meeting unless there is a quorum present at the commencement and remains throughout the meeting. Any decisions made when a quorum is not present shall not be valid.

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 Chairperson, and if at such adjourned meeting a quorum is not present those Members present in person shall be deemed to constitute a sufficient quorum.

(12) Chairperson at AGM & SGM

All General Meetings shall be chaired by the Chairperson of the Board. If the Chairperson and Deputy Chairperson of the Board are absent, the meeting shall elect another member of the Board or the Branch Committee to chair that meeting.

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

Any person chairing a General Meeting may:

- (a) With the consent of a simple majority of Members present at any General Meeting adjourn the General Meeting from time to time and from place to place but no business shall be transacted at any adjourned General Meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (b) Direct that any person not entitled to be present at the General Meeting, or obstructing the business of the General Meeting, or behaving in a disorderly manner, or being abusive, or failing to abide by the directions of the chairperson be removed from the General Meeting, and
- (c) In the absence of a quorum or in case of emergency, adjourn the General Meeting or declare it closed.

(13) Motions by Branch Committee

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

(14) Motions by Member

Any Member may request that a motion be voted on ('Member's Motion') at a General Meeting, by giving notice to the Secretary of the Branch at least three (3) Working Days before that meeting. The Member may also provide information in support of the motion ('Member's Information'). If notice of the motion is given to the Secretary before written Notice of the General Meeting is given to Members, notice of the motion shall be provided to Members with the written Notice of the General Meeting.

(15) Voting at AGM & SGM

Every Member present shall have one vote upon every motion and in the case of equality of votes the Chairperson shall have a deliberative and casting vote. The mode of voting shall be by show of hands or if the Chairperson or any twenty (20) members shall require, then by secret ballot.

Two Members (who are not nominees) appointed by the Chairperson shall act as scrutineers for the counting of the votes and destruction of any voting papers.

Only financial Members may attend, speak and vote at General Meetings:

- (a) in person, or
- (b) by a signed original written proxy or an email copy in favour of some individual who is a financial Member of the Parivar and entitled to be present at the meeting and received by, or handed to, the Secretary of the Branch before the commencement of the General Meeting, and
- (c) no other proxy voting shall be permitted.

The failure for any reason of any financial Member to receive such Notice of the General Meeting shall not invalidate the election.

(16) Vacancy in the Branch Committee

The membership of the Branch Committee shall be deemed vacant under any of the following conditions:

- (a) after expiration of seven days from receipt by the secretary of the resignation in writing of any member.
- (b) upon an order of adjudication in bankruptcy being made in the personal estate of any member.
- (c) upon death.
- (d) in accordance with section 50(1) of the Act.
- (e) upon any member being absent from three successive meetings of the Branch Committee duly called without leave from the Branch Committee and if in the view of the other members of the Branch Committee he or she has no reasonable excuse for such absence.

(17) Removal of Branch Committee Member

A Branch Committee Member shall be removed as a member by resolution of the Branch Committee passed by two-thirds majority where in the opinion of the Branch Committee:

- (a) The member has brought the Parivar into disrepute.
- (b) The member has failed to disclose a conflict of interest.
- (c) The Branch Committee passes a vote of no confidence in the member.

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

(18) Branch Committee Member ceasing to hold office

A Branch Committee member shall cease to hold office when he or she resigns (by notice in writing to the Secretary of the Branch Committee), is removed, die, or otherwise vacate office in accordance with section 50(1) of the Act.

Each Branch Committee member shall within seven (7) Working Days of submitting a resignation or ceasing to hold office, deliver to the Branch Committee all books, papers, intellectual property and other property of the Branch held by such former member.

(19) Duties of Branch Committee Members

At all times each Branch Committee Member:

- (a) shall act in good faith and in what he or she believes to be the best interests of the Parivar,
- (b) must exercise all powers for a proper purpose,
- (c) must not act, or agree to the Parivar acting, in a manner that contravenes the Act or this Constitution,
- (d) when exercising powers or performing duties as a Branch Committee Member must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation:
 - (i) the nature of the Parivar,
 - (ii) the nature of the decision, and
 - (iii) the position of the Branch Committee Member and the nature of the responsibilities undertaken by him or her.
- (e) must not agree to the activities of the Parivar being carried on in a manner likely to create a substantial risk of serious loss to the Parivar or to the Parivar's creditors, or cause or allow the activities of the Parivar to be carried on in a manner likely to create a substantial risk of serious loss to the Parivar or to the Parivar's creditors, and
- (f) must not agree to the Parivar incurring an obligation unless he or she believes at that time on reasonable grounds that the Parivar will be able to perform the obligation when it is required to do so.

(20) Conflicts of interest of Branch Committee Member

A Branch Committee member or member of a sub-committee who is an Interested Member in respect of any Matter being considered by the Branch Committee or the sub-committee must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified):

- (a) to the Branch Committee and or sub-committee, and
- (b) in an Interests Register kept by the Branch Committee.

Disclosure must be made as soon as practicable after the Branch Committee Member or member of a sub-committee becomes aware that he or she is interested in the Matter.

A Branch Committee Member or member of a sub-committee who is an Interested Member regarding a Matter:

- (a) must not vote or take part in the decision of the Branch Committee and/or sub-committee relating to the Matter unless all members of the Branch Committee who are not interested in the Matter consent; and
- (b) must not sign any document relating to the entry into a transaction or the initiation of the Matter unless all members of the Branch Committee who are not interested in the Matter consent; but
- (c) may take part in any discussion of the Branch Committee and/or sub-committee relating to the Matter and be present at the time of the decision of the Branch Committee and/or sub-committee (unless the Branch Committee and/or sub-committee decides otherwise).
- (d) However, a Branch Committee member or member of a sub-committee who is prevented from voting on a Matter may still be counted for the purpose of determining whether there is a quorum at any meeting at which the Matter is considered.
- (e) Where 50 per cent or more of Branch Committee Members are prevented from voting on a Matter because they are interested in that Matter, the Board shall consider and determine the Matter.
- (f) Where 50 per cent or more of the members of a sub-committee are prevented from voting on a Matter because they are interested in that Matter, the Branch Committee shall consider and determine the Matter.

(21) Functions of the Branch Committee

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

(22) Powers of the Branch Committee

The Branch Committee shall have all the powers necessary for managing — and for directing and supervising the management of — the operation and affairs of the Branch, subject to such modifications, exceptions, or limitations as are contained in the Act or in this Constitution, including:

- (a) The Branch Committee shall have power to appoint sub-committees from within its members or from the membership of the Parivar to deal with such matters as it may deem fit. All actions and proceedings of sub-committee shall be reported to the Branch Committee and no expenditure shall be incurred by any sub-committee without the prior approval of the Branch Committee:
- (i) The function of such Sub-Committee shall be to promote the aims and objective of the Parivar.
 - (ii) The Branch Committee may nominate and appoint up to seven (7) Members to be on such Sub-Committee.
 - (iii) The Branch Committee shall have power to remove any member of the Sub-Committee and to nominate and appoint, if it thinks fit, new member to replace the member so removed.
 - (iv) Subject to the power of removal from office by the Branch Committee the members of the Sub-Committee shall hold office during the currency of the term of the Branch Committee appointing them.
 - (v) Branch Committee shall have power to call a meeting of the Sub-Committee at such time as it thinks fit.
 - (vi) The Branch Committee may nominate a member of the Branch Committee to attend the meetings of Sub-Committee as an observer.
 - (vii) The members of the Sub-Committee shall elect a Chairperson from among their members to preside over their meetings. The Chairperson shall regularly send to the Branch Committee a written report of the business conducted at such meetings.
 - (viii) All matters to be decided at the meeting of the Sub-Committee shall be decided by a majority vote of those members present and each member shall have one vote. In case of equality of votes the Chairperson shall have a second or casting vote.
 - (xiii) the quorum of every sub-committee shall be half of the members of the sub-committee but not less than 2.
 - (xiv) no sub-committee shall have power to co-opt additional

members.

- (xv) a sub-committee shall not commit the Branch or the Parivar to any financial expenditure without the express authority from the Branch Committee.
- (xvi) a sub-committee shall not further delegate any of its powers.
- (b) The Branch Committee and any sub-committee may act by resolution approved during a conference call using audio and/or audio-visual technology or through a written ballot conducted by email, electronic voting system, or post, and any such resolution shall be recorded in the minutes of the next Branch Committee or sub-committee meeting.
- (c) Other than as prescribed by the Act or this Constitution, the Branch Committee or any sub-committee may regulate its proceedings as it thinks fit.
- (d) The Branch Committee may appoint other Member or Members of the Parivar for a specific purpose, or for a limited period, or generally until the next Annual General Meeting. Unless otherwise specified by the Branch Committee any person so appointed shall have full speaking rights as a member of the Branch Committee. Any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified under the Act from being appointed or holding office as such Branch Committee member.
- (e) The Branch Committee shall have power to establish and promote a Women-Sub Committee.
- (f) The Branch Committee shall have power to establish and promote a Youth Sub-Committee. All the members of the Youth Sub-Committee shall be persons under the age of forty (40).
- (g) The Branch Committee shall have power to nominate representative to the Board of Management in terms of clause 26(b).
- (h) The Branch Committee shall in consultation with the Board organize, hold, or undertake any non-religious activity, event or program for the entertainment or welfare of the Members with the intent to retain and increase the membership of the Parivar and to secure their participation in the Parivar's core activities. All costs and expenses of such activity, event or program shall be met by

external grants or donations raised or received for that purpose and by the contribution of Members participating and shall not be paid from the funds of the Parivar.

- (i) The Branch Committee shall have power to, and will, carry out all directions given by the Board relating to the operation of the Branch.

(23) Manner of holding Branch Committee Meetings

A meeting of the Branch Committee may be held either:

- (a) by a number of the members of the Branch Committee who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or
- (b) by means of audio, or audio and visual, communication by which all members of the Branch Committee participating and constituting a quorum can simultaneously hear each other throughout the meeting; or
- (c) by means of both methods

(24) Chairperson of Branch Committee Meeting

The President or the Vice President shall be the chairperson of the meetings of the Branch Committee. If at a meeting of the Branch Committee, the President and Vice President are not present, the members of the Branch Committee present may choose one of their number to be chairperson of the meeting. The chairperson shall have a casting vote in the event of a tied vote on any resolution of the Branch Committee.

Except as otherwise provided in this Constitution, the Branch Committee may regulate its own procedure.

(25) Frequency of Branch Committee meetings

The Branch Committee shall meet at least once monthly at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the Chairperson or the Branch Secretary.

The Branch Secretary or Assistant Secretary shall give to all Branch Committee members not less than five (5) Working Days' notice of Branch Committee meetings, but in cases of urgency a shorter period of notice shall suffice.

(26) Quorum for Branch Committee Meetings

- (a) Half plus one (1) of the members shall form a quorum for meetings of the Branch Committee.
- (b) Members of the Board of Management attending the Branch Committee Meetings in person or by audio or audio and visual or electronic communication shall be counted in determining the quorum of the Branch Committee Meetings under (a) above.

(27) Voting at Branch Committee Meetings

- (a) Voting at any meeting of the Branch Committee shall be by a show of hands, or if requested by the Chairperson or by any two (2) members then by secret ballot and every member shall have one vote. In case of equality of votes the Chairperson shall have a second or casting vote.
- (b) All matters to be decided at meetings of the Branch Committee shall be decided by a majority vote of those members present and entitled to vote.
- (c) The Board Members attending Branch Committee Meetings shall have the right to speak but no voting rights.

(28) Maintenance of Parivar Property by Branch Committee

The Branch Committee shall be responsible for maintaining the property of the Parivar occupied or used by the Branch but the Branch Committee shall obtain the written approval of the Board prior to undertaking any repairs or improvement to such property.

(29) Duties of the Branch Secretary

The Branch Secretary shall:

- (a) Maintain records of the proceedings of all General Meetings and Branch Committee Meetings and shall maintain the minutes of such meetings which shall be presented for confirmation at the next meeting.
- (b) Send a copy of the minutes of the General Meetings of Branch Committee Meetings to the Board within 21 days of the meeting and before the confirmation meeting.

- (c) Convene all meetings for the Branch Committee as and when necessary.
- (d) Maintain a Register of Members

The Branch shall keep an up-to-date Register of Members. For each current Member, the information contained in the Register of Members shall include:

- (i) Their name, and
- (ii) The date on which they became a Member (if there is no record of the date they joined, this date will be recorded as 'Unknown'), and
- (iii) Their contact details, including:
 - (1) A physical address or an electronic address, and
 - (2) A telephone number.
 - (3) email address (if any)

Every current Member shall promptly advise the Branch Secretary of any change of the Member's contact details.

- (iv) The Branch shall also keep a record of the former Members of the Branch. For each Member who ceased to be a Member within the previous 7 years, the Branch Secretary will record:
 - (1) The former Member's name, and
 - (2) The date the former Member ceased to be a Member.

- (e) Maintain an Interests Register:

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

(30) Access to information for members

A Member may at any time make a written request to the Branch Committee for information held by the Branch. The request must specify the information sought in sufficient detail to enable the information to be

identified. The Branch Committee 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 Branch (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 Branch Committee may refuse to provide the information, the Branch Committee 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 financial or commercial position of the Branch or the Parivar 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 Branch, or
- (d) the information is not relevant to the operation or affairs of the Branch, or
- (e) withholding the information is necessary to maintain legal professional privilege, or
- (f) the disclosure of the information would, or would be likely to, breach an enactment, or
- (g) the burden to the Branch 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
- (h) the request for the information is frivolous or vexatious, or

- (i) the request seeks information about a dispute or complaint which is or has been the subject of the procedures for resolving such matters under this Constitution and the Act.

If the Branch Committee 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 Branch Committee:

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

Nothing in this provision limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

(31) Branch Finances - Control and Management

- (a) The funds of the Parivar collected by the Branch shall be controlled, invested and disposed of by the Branch Committee, subject to this Constitution and the directions of the Board, and devoted solely to the promotion of the purposes of the Parivar.
- (b) The Branch Committee shall open a bank account or accounts in the name of the Parivar with the approval of the Board at such bank or banks nominated by the Board.
- (c) The bank account shall be operated by two of the following members of the Branch Committee acting jointly:
 - (i) The Treasurer or the acting Treasurer and one of the following:
 - (ii) The President or the Vice President or
 - (iii) The Secretary or the Assistant Secretary.
- (d) All money received on account of the Parivar shall be banked within two (2) Working Days of receipt.
- (e) All accounts paid or for payment shall be submitted to the Branch Committee for approval of payment.
- (f) The Branch Committee must ensure that there are kept at all times accounting records that:
 - (i) correctly record the transactions of the Branch, and

- (ii) allow the Branch and the Parivar to produce financial statements that comply with the requirements of the Act, and
 - (iii) would enable the financial statements to be readily and properly audited (if required under any legislation or this Constitution).
- (g) The Branch Committee must establish and maintain a satisfactory system of control of the Parivar's accounting records.
 - (h) The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form. And the accounting records must be kept for the current accounting period and for the last seven (7) completed accounting periods of the Parivar.

(32) Duties of the Branch Treasurer

The Branch Treasurer shall:

- (a) Maintain proper books of accounts and records of all receipts and payments on behalf of the Branch Committee and do all things necessary to comply with the requirements of the preceding paragraph (31).
- (b) Prepare an audited statement of accounts of the Branch and send a copy of such accounts to the Board within 21 days of approval at the AGM but not later than 21 July.
- (c) Send to the Board by 21 July each year a list of all members of the Branch as at 30 June of that year.

(33) Branch Bylaws & Rules

- (a) The Branch shall have no power to make or amend By-laws or Rules applicable to the Branch.
- (b) The Branch Committee shall submit in writing to the Board any proposal to make or amend By-laws or Rules for the consideration and decision of the Board.
- (c) The Board shall have the power to make or amend the By-laws and Rules applicable to any Branch.

Adopted at the Annual General Meeting of the Parivar held at Auckland on 17th day of May 2025.

Chairperson, Board of Management