

**Constitution of**  
**The New Zealand Organ Preservation Trust Incorporated**

**Contents**

1.	Definitions and interpretation .....	2
2.	NZOPT details .....	2
3.	Purposes and powers .....	3
4.	Members .....	4
5.	General Meetings .....	5
6.	Council .....	7
7.	Council meetings .....	9
8.	Interests .....	10
9.	Patrons .....	11
10.	Finances .....	11
11.	Amendments.....	11
12.	Dispute resolution .....	12
13.	Liquidation and removal from the register .....	15
14.	Common seal.....	16
15.	Transition .....	16

## 1. Definitions and interpretation

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1.1 **Definitions:** In this Constitution, unless the context requires otherwise, the following words and phrases have the following meanings:

**Act** means the Incorporated Societies Act 2022, including any amendments, and any regulations made under that Act.

**AGM or Annual General Meeting** means a meeting of the Members held once a year convened under this Constitution.

**Casual Vacancy** is a vacancy which arises when a Council Member does not serve their full term of office.

**Council** means NZOPT's governing body.

**Council Member** means a member of the Council.

**Constitution** means this Constitution, including any amendments and any schedules to this Constitution.

**Contact Details** means a physical or an electronic address and a telephone number.

**General Meeting** means an AGM or SGM of NZOPT.

**Interested** has the meaning given in section 62 of the Act.

**Matter** has the meaning given in section 62(4) of the Act.

**Member** means each person who for the time being is a member of NZOPT and includes all classes of members described in clause 4.3.

**NZOPT** means The New Zealand Organ Preservation Trust Incorporated.

**Officer** means a Council Member and any natural person occupying a position in NZOPT that allows the person to exercise significant influence over the management or administration of NZOPT.

**Ordinary Resolution** means a resolution passed by a majority of votes cast.

**SGM or Special General Meeting** means a meeting of the Members, other than an AGM, called for a specific purpose or purposes.

**Special Resolution** means a resolution passed by a 75% majority of votes cast.

**Working Day** has the meaning given to that term under the Legislation Act 2019.

## 2. NZOPT details

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2.1 **Name:** The name of the society is The New Zealand Organ Preservation Trust Incorporated.

2.2 **Charitable status:** NZOPT is already registered as a charitable entity under the Charities Act 2005.

- 2.3 **Contact person:** At its first Council meeting following an AGM, the Council must appoint or reappoint at least one, and a maximum of three, persons to be the contact person, subject to those persons meeting the eligibility criteria set out in the Act. The Council must advise the Registrar of Incorporated Societies of any change in the contact person or their Contact Details.
- 2.4 **Registered office.** The Council shall notify the Registrar of Incorporated Societies (and Charities Services) of changes to the registered office of NZOPT at least 5 Working Days before the change of address is due to take effect.

### 3. **Purposes and powers**

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- 3.1 **Purposes:** NZOPT is established and maintained exclusively for charitable purposes namely: benefitting the community by encouraging the preservation of the pipe organ in New Zealand.
- 3.2 Illustrative examples of activities relevant to these purposes include:
- (a) Promoting public knowledge of organs which are of national or local importance by reason of educational, historic, artistic, traditional, scientific, antiquarian, or other special interest attaching to them (hereinafter called "notable organs")
  - (b) Bringing together people with historical, musical and technical skills and a common interest in the organ
  - (c) Establishing criteria by which an organ may be deemed worthy of preservation
  - (d) Identifying those notable organs whose existence is endangered and bringing to the attention of those in possession of such an instrument their responsibilities for it
  - (e) Entering into agreements with governmental authorities, churches, religious congregations, corporations, societies and individuals for the management, maintenance, restoration and preservation of notable organs
  - (f) Acquiring by purchase, lease, gift, loan or otherwise any notable organ for the purpose of maintaining, protecting and preserving it for the benefit of the public
  - (g) Entrusting any notable organ for safe custody and control to any governmental authority, church, religious congregation, gallery, museum, association, society or body of persons, whether incorporated or not, upon such terms and conditions as the Trust thinks fit with power at any time to require the return thereof to the Trust
  - (h) Maintaining, restoring, preserving and managing, either alone or jointly with any governmental authority, church, religious congregation, corporation, society or individual any notable organ
  - (i) Encouraging scholarly research into organs in New Zealand
  - (j) Printing and publishing such descriptive and educational material as the Trust may think desirable for the promotion of its objectives
  - (k) Supporting organ builders by administering the Neil Stocker Memorial Fund.

## 4. **Members**

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- 4.1 **Application:** An application to become a Member (**Application**) must be in the form required by the Council. All Applications are decided by the Council or by a delegated person/committee, which may accept or decline an Application in its absolute discretion. A person becomes a Member when their Application has been accepted and they have paid the required membership fees and satisfied any other preconditions.
- 4.2 **Member consent:** A person or entity consents to become a Member by submitting an Application and paying membership fees, unless otherwise specified in this Constitution. Members who joined NZOPT before the adoption of this constitution in 2025 will not be required to confirm their consent to membership.
- 4.3 **Members:** The Members of NZOPT are:
- (a) A Member is an individual or body corporate admitted to membership under this Constitution and who or which has not ceased to be a Member; and
  - (b) any other categories of member as the Council determines.
- 4.4 **Life Members:** A **Life Member** is a person honoured for highly valued services to NZOPT 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 and levies.
- 4.5 **Member rights and obligations:** Members acknowledge and agree that:
- (a) they are bound by, and will comply with, this Constitution, and to the extent they apply;
  - (b) they are entitled to all rights and entitlements granted by this Constitution or as determined by the Council;
  - (c) to receive, or continue to receive or exercise member rights, they must meet all the member requirements set out in this Constitution or as otherwise set by the Council, including payment of any membership or other fees within the required time period;
    - (i) subscriptions shall be payable in advance and unless the Council determines otherwise shall be due and payable on the 1st day of July in each year;
  - (d) if they fail to comply with sub-clause (c) the Council may terminate their membership, but the Member continues to be bound by this Constitution;
  - (e) they do not have any rights of ownership of, or the automatic right to use, NZOPT's property; and
  - (f) they will promote the interests and purposes of NZOPT and must not do anything to bring NZOPT into disrepute.

- 4.6 **Suspension of Member:** If a Member is, or may be, in breach under clause 4.5, and the Council believes it is in the best interests of NZOPT to do so, the Council may suspend the Member until final determination of the matter under the dispute resolution process applicable to the matter. Before imposing any suspension, the Member must be given notice of the suspension.
- 4.7 **Suspension of Member rights:** Unless otherwise determined by the Council, while a Member is suspended the Member is not entitled to attend, speak or vote at a General Meeting or to any other rights or entitlements as a Member and is not entitled to continue to hold office in any position within NZOPT, until such time as the alleged breach is resolved or determined.
- 4.8 **Ceasing to be Member:** A Member ceases to be a Member:
- (a) on death;
  - (b) by giving notice in writing to the Council of their resignation;
  - (c) if their membership is terminated under clause 4.5(d);
  - (d) if their membership is terminated following a dispute resolution process or such other process set out or referred to in this Constitution.
- 4.9 **Consequences of ceasing to be a Member:** A Member who ceases to be a Member:
- (a) remains responsible to pay all their outstanding membership and other fees to NZOPT;
  - (b) must return all NZOPT's property if required;
  - (c) ceases to be entitled to any rights of a Member.
- 4.10 **Member register:** The Council will keep an up-to-date Member register, which includes each Member's name, Contact Details and the date they became a Member. A Member must provide notice to NZOPT of any change to their Contact Details. The Member register will be updated as soon as practicable after the Council becomes aware of changes of the information recorded in the Member register. The Council will keep a record of those who have ceased to be a Member within the previous 7 years and the date on which they ceased to be a member.
- 4.11 **Minimum number of members:** NZOPT shall maintain the minimum number of Members required by the **Act**, currently 10.

## 5. **General Meetings**

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- 5.1 **AGM:** An AGM must be held once a year at the time, date and place as the Council decides, but not more than 6 months after the balance date of NZOPT and not more than 15 months after the previous AGM.
- 5.2 **Notice of AGM:** The Members must be given at least 30 **Working Days** notice of the AGM.
- 5.3 **Business of AGM:** The following business will be discussed at the AGM:

- (a) confirmation of the minutes of the previous AGM and any SGM(s) held since the previous AGM;
  - (b) the Council's presentation of the following information during the most recently completed accounting period:
    - (i) the annual report;
    - (ii) the annual financial statements;
    - (iii) notice of any disclosures of conflicts of interest made by Officers (including a brief summary of the Matters, or types of Matters, to which those disclosures relate);
  - (c) the election of Council Members;
  - (d) fixing the subscription amount;
  - (e) consideration of any motions proposing to amend this Constitution that have been properly submitted for consideration at the AGM;
  - (f) consideration of any other items of business that have been properly submitted for consideration at the AGM.
- 5.4 **Notice of proposed motions:** Members must give notice of any proposed motions and other items of business to NZOPT at least 20 **Working Days** before the date of the AGM.
- 5.5 **Notice of agenda:** Notice of the agenda containing the business to be discussed at the AGM must be sent to all persons entitled to attend the AGM at least 10 **Working Days** before the date of the AGM. No additional items of business can be voted on other than those set out in the agenda, but the Members present may agree to discuss any other items.
- 5.6 **Calling of SGM:** The Council must call a SGM if it receives a written request stating the purpose of the SGM from the Council itself or by at least 5 Members.
- 5.7 **Notice of SGM:** Members must be given at least 15 **Working Days** notice of the SGM, unless the Council, in its discretion, decides that the nature of the SGM business is of such urgency that a shorter period of notice is to be given to Members. A SGM may only consider and deal with the business specified in the request for the SGM.
- 5.8 **Method of holding meeting:** A General Meeting may be held by a quorum of people being assembled at the time and place appointed for the meeting, participating by audio link, audio-visual link or other electronic communication or by a combination of those methods.
- 5.9 **Quorum:** No business may occur at any General Meeting unless a quorum is present at the meeting's start time. The quorum for a General Meeting is seven Members who are entitled to vote, including Members present by casting votes by electronic means. The quorum must always be present during the General Meeting.
- 5.10 **No quorum at AGM:** If a quorum is not met within 30 minutes of the AGM's scheduled start time, the AGM is adjourned to a day, time and place set by the chair of the AGM. If no quorum is met at the further AGM, the Members present, in person

or through audio, audio visual link or other electronic communication, 15 minutes after the further AGM's scheduled start time are deemed to constitute a valid quorum.

- 5.11 **No quorum at SGM:** If a quorum is not met within 30 minutes of the scheduled start time of the SGM, the SGM is cancelled.
- 5.12 **Control of General Meetings:** The President chairs General Meetings. If that person is unavailable, the Vice-President. In the absence of both of those persons, another Council Member (appointed by the Council) will preside. In the absence of any of those persons, the Members present will elect a person to chair the General Meeting.
- 5.13 **Attendance:** Members and any other persons invited by the Council are eligible to attend and speak at General Meetings.
- 5.14 **Voting:** A Member is entitled to exercise one vote on any motion at a General Meeting in person.
- 5.15 **Voting by electronic means:** Voting by electronic means is permitted.
- 5.16 **Voting by proxy:** Proxy voting is not permitted.
- 5.17 **Conduct of voting:** Voting is conducted by voices or a show of hands as determined by the chair of the meeting, unless a secret ballot is called for and approved by the chair or 2 Members or as otherwise required under this Constitution.
- 5.18 **Minutes:** Minutes must be kept of all General Meetings.
- 5.19 **Resolution:** An Ordinary Resolution of Members at a General Meeting is sufficient to pass a resolution, except as specified in the Act or this Constitution.
- 5.20 **Resolution passed in lieu of meeting:** A resolution in writing signed or consented to by email or other electronic means by a 75% majority of Members is valid as if it had been passed at a General Meeting provided the requirements under sections 89 to 92 of the Act are complied with. Any resolution may consist of several documents in the same form each signed by one or more Members.

## 6. Council

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- 6.1 **Functions and powers:** Subject to any modifications, exceptions, or limitations contained in the Act or in this Constitution the Council must manage, direct or supervise the operation and affairs of NZOPT and has all the powers necessary for managing, and for directing and supervising the management of, the operation and affairs of NZOPT.
- 6.2 **Composition:** The Council will consist of at least 3 Officers and no more than 10 Officers. The Council consists of the President, Vice-President, the Secretary, the Treasurer, up to 4 Councillors elected at the AGM, and others co-opted by Council. The Council may co-opt members or non-members under such terms and conditions as the Council may determine. The offices of Secretary and Treasurer may be held by one person.
- 6.3 **Election of Council Members:** Council Members are elected as follows:

- (a) the Council must call for nominations for any Council Member positions that are to be vacated at an AGM at least 30 **Working Days** before the AGM;
- (b) nominations shall be signed by the proposer, the seconder, and the nominee who shall be financial members of NZOPT and must be received by the date set by the Council and if no date is set, at least 15 **Working Days** before the AGM;
- (c) the Council must give notice of the nominations to all Members at least 10 **Working Days** days before the AGM;
- (d) at the AGM, if there are more nominees than number of positions available, the election is by secret ballot, unless otherwise decided by the Chair of the General Meeting and approved by a Special Resolution of Members. If a secret ballot is held, two scrutineers must be appointed at the General Meeting to count the votes;
- (e) those nominees who have the highest number of votes in their favour to fit the number of vacant positions are declared elected;
- (f) if the number of votes for one or more nominees is equal to another nominee, the tie shall be resolved by the incoming Council (excluding those in respect of whom the votes are tied);
- (g) if there is only one nominee for a vacant position, that person is declared to be elected without the need for a vote.

6.4 **Qualification:** Every Council Member must, in writing:

- (a) consent to be a Council Member; and
- (b) certify that they are not disqualified from being elected or holding office as a Council Member by this Constitution or under section 47 of the Act or under section 36B of the Charities Act 2005.

6.5 **Disqualification:** The following persons are disqualified from being elected or holding office as a Council Member:

- (a) A person who is an employee of, or independent contractor to, NZOPT.
- (b) A person who is disqualified from being elected or holding office as a Council Member under section 47 of Act or under section 36B of the Charities Act 2005.
- (c) A person who has been removed as a Council Member following a process under this Constitution.

If an existing Council Member becomes or holds any position in (a) above then upon their appointment to such a position, they are deemed to have vacated their office as a Council Member. If any of the circumstances listed in (b) above occur to an existing Council Member, they are deemed to have vacated their office upon the relevant authority making an order or finding against them of any of those circumstances.

6.6 **Term of office:** The term of office for all Council Members is 2 years, expiring at the end of the relevant AGM. A President may be re-elected for a maximum of 3 consecutive terms of office. The term of any period served to fill a Casual Vacancy is disregarded for the purposes of calculating the total term served.

- (a) At the first General Meeting following the adoption of this Constitution however, the Vice-President and Treasurer shall be appointed for one year, and 2 Councillors shall be appointed by lot to hold office for one year.

6.7 **Casual Vacancy:** If a Casual Vacancy arises, the remaining Council Members may:

- (a) appoint a person of their choice to fill the Casual Vacancy until the expiry of the term of the person they replace; or
- (b) appoint a person of their choice to fill the Casual Vacancy only until the next AGM, at which a person is elected to fill the remainder of the term of the Casual Vacancy; or
- (c) may leave the Casual Vacancy unfilled until the next AGM, at which a person is elected to fill the remainder of the term of the Casual Vacancy.

6.8 **Removal of Council Member:**

- (a) The Council may, by Special Resolution, remove any Council Member from the Council before the expiry of their term of office if the Council considers the Council Member concerned:
  - (i) has seriously breached duties under this Constitution or the Act; or
  - (ii) is no longer a suitable person to be a Council Member.
- (b) The Council Member who is the subject of the motion is counted for the purpose of reaching a quorum but will not participate in the vote on the motion.

6.9 **Council Member ceasing to hold office:** A person ceases to be a Council Member if:

- (a) their term expires;
- (b) the person resigns by delivering a signed notice of resignation to the Council;
- (c) the person is removed from office under this Constitution
- (d) the person becomes disqualified from being an officer under section 47(3) of the Act or section 36B of the Charities Act 2005;
- (e) the person dies.

## 7. **Council meetings**

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7.1 **Calling meetings:** Council meetings may be called at any time by the President or Secretary or by 2 Council Members. The Council meets at least twice each year.

7.2 **Meeting procedure:** Except to the extent specified in the Act or this Constitution, the Council may regulate its own procedure.

7.3 **Quorum:** The quorum for a Council meeting is at least half the Council Members. Any Council Member may be counted for the purposes of a quorum, participate in any and vote on any proposed resolution at a Council meeting without being physically present. This may only occur at Council meetings by audio or audio-visual

link or other electronic communication provided that all persons participating in the Council meeting can hear each other effectively and simultaneously.

- 7.4 **Chair:** The President will chair Council meetings. If the President is unavailable, another Council Member must be appointed by the Council to undertake the President's role during the period of unavailability.
- 7.5 **Voting:** Each Council Member has one vote. Voting is by voices or on request of any Council Member by a show of hands or by a ballot. Proxy and postal votes are not permitted. Voting by electronic means is permitted. If there is an equality of votes, the Chair does not have a casting vote.
- 7.6 **Resolution in writing:** A resolution in writing signed or consented to by email or other electronic means by not less than two-thirds of Council Members is valid as if it had been passed at a Council meeting. Any resolution may consist of several documents in the same form each signed by one or more Council Members.

## 8. **Interests**

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- 8.1 **Register of interests:** The Council must keep a register of interest disclosures made by Officers.
- 8.2 **Duty to disclose interest:** An Officer who is Interested in a Matter relating to NZOPT must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified) to the Council, as soon as practicable after the officer becomes aware that they are interested in the Matter and include it in the register of interests.
- 8.3 **Consequences of being Interested:** A Council Member who is Interested in a Matter:
- (a) must not vote or take part in a decision of the Council relating to the Matter, unless all non-interested Council Members consent;
  - (b) must not sign any document relating to the entry into a transaction or the initiation of the Matter, unless all non-interested Council Members consent;
  - (c) must not take part in any Council discussion relating to the Matter or be present at the time of the Council decision, unless all non-interested Council Members consent;
  - (d) may be counted for the purpose of determining whether there is a quorum at any meeting at which the Matter is considered.
- 8.4 **Calling of SGM:** Despite clause 8.3, if 50% or more Council Members are Interested in a Matter, an SGM must be called to consider and determine the Matter unless all non-interested Officers agree otherwise.
- 8.5 **Notice of failure to comply:** The Committee must notify Members of a failure to comply with section 63 or 64 of the Act, and of any transactions affected, as soon as practicable after becoming aware of the failure.

## 9. Patrons

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A person may be invited by the Council to be a Patron to show their support for NZOPT and to help establish or maintain public credibility of NZOPT. A Patron is entitled to attend and speak at General Meetings but has no right to vote.

## 10. Finances

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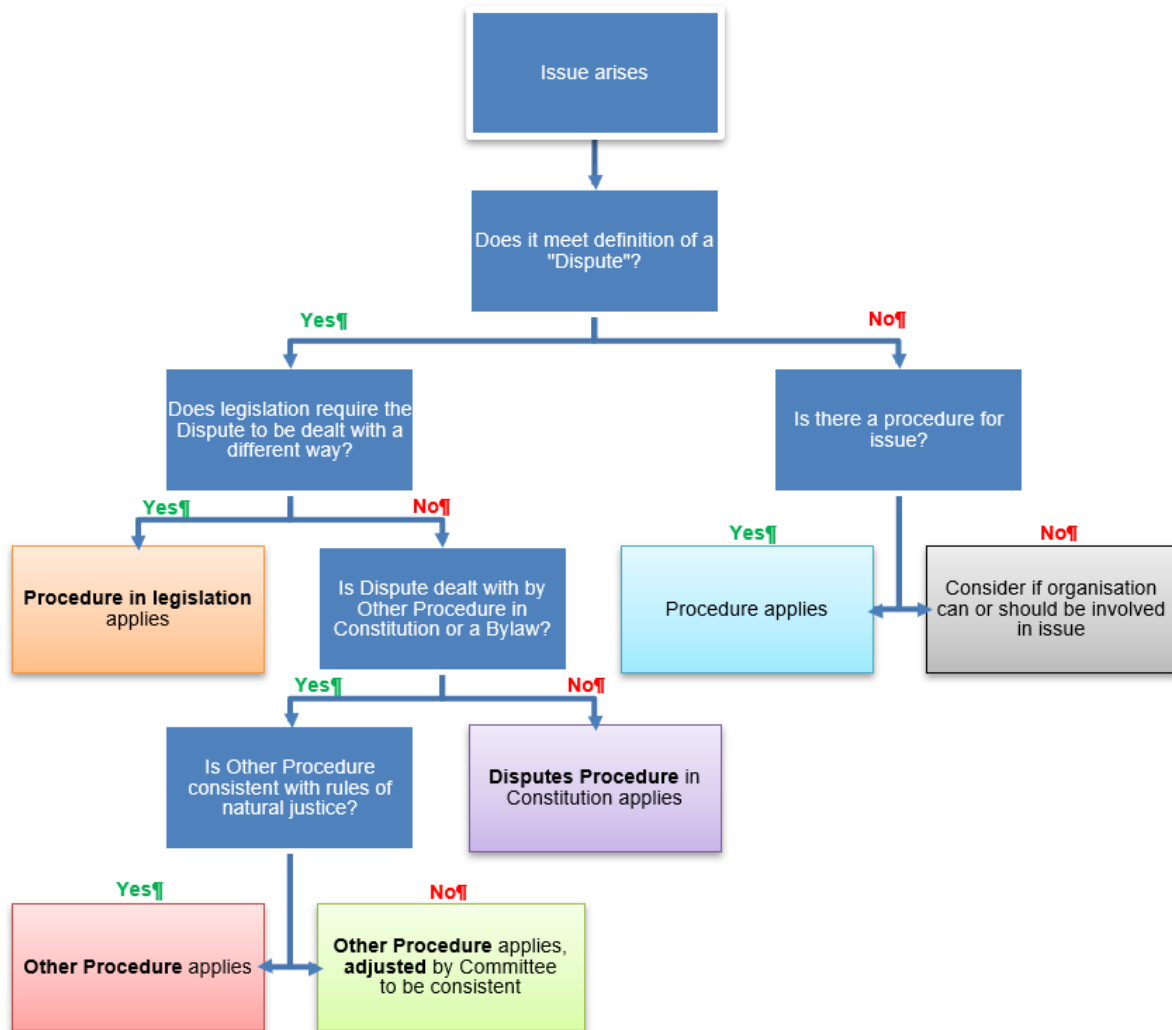
- 10.1 **Control and management of finances:** The funds and property of NZOPT are controlled, invested and disposed of by the Council, subject to this Constitution and devoted solely to the promotion of the purposes of NZOPT set out in clause 3.
- (a) All accounts paid or for payment shall be submitted to the Council for approval of payment, or to a subcommittee comprising members of the Council and duly authorized to make payments for a purpose specifically approved by Council.
  - (b) The bank process for paying accounts must require authorisation by 2 **Officers.**
  - (c) 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 7 completed accounting periods of the Society.
- 10.2 **Balance date:** NZOPT's balance date is 31 March or on the date as the Council decides.
- 10.3 **No personal benefit:** The Officers and Members may not receive any distributions of profit or income from NZOPT. This does not prevent Officers or Members:
- (a) receiving reimbursement of actual and reasonable expenses incurred, or
  - (b) entering into any transactions with NZOPT for goods or services supplied to or from them, which are at arms' length, relative to what would occur between unrelated parties,
- provided no Officer or Member is allowed to influence any such decision made by NZOPT in respect of payments or transactions between it and them, their direct family or any associated entity.

## 11. Amendments

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- 11.1 **Amendments:** This Constitution may only be amended or replaced by Special Resolution of Members at a General Meeting.
- 11.2 **No amendment:** No addition to, deletion from or alteration of this Constitution may be made which would allow personal pecuniary profits to any individuals.

## 12. Dispute resolution



### 12.1 Definitions: In this clause 12:

- (a) **Dispute** means a disagreement or conflict between and among any one or more Members, any one or more Officers and NZOPT, that relates to an allegation that:
- (i) a Member or an Officer has engaged in misconduct; or
  - (ii) a Member or an Officer has breached, or is likely to breach, a duty under this Constitution or the Act; or
  - (iii) NZOPT has breached, or is likely to breach, a duty under this Constitution or the Act; or
  - (iv) a Member's rights or interests as a member have been damaged or Members' rights or interests generally have been damaged;
- (b) **Disputes Procedure** means the procedure for resolving a Dispute set out in clauses 12.5 to 12.13;
- (c) a **Member** is a reference to a Member acting in their capacity as a Member;

- (d) an **Officer** is a reference to an Officer acting in their capacity as an Officer.
- 12.2 **Application of other legislation to a Dispute:** The Disputes Procedure will not apply to a Dispute to the extent that other legislation requires the Dispute to be dealt with in a different way. The Disputes Procedure will have no effect to the extent that it contravenes, or is inconsistent with, that legislation.
- 12.3 **Application of other procedures under this Constitution:**
- (a) If the Dispute is dealt with by a separate procedure under this Constitution (**Other Procedure**), that Other Procedure applies to the exclusion of the Disputes Procedure. If any part of the Other Procedure is inconsistent with the rules of natural justice, that part will not apply, but the remainder of the Other Procedure will continue to apply together with adjustments as determined by the Council in its discretion so that the Other Procedure is consistent with the rules of natural justice.
- (b) If the conduct, incident, event or issue does not meet the definition of a Dispute and is managed by any Other Procedure, that Other Procedure applies to the exclusion of the Disputes Procedure.
- 12.4 **Application of the Disputes Procedure:** If the Dispute is not required by other legislation to be dealt with in a different way and it is not dealt with by any Other Procedure, the Disputes Procedure applies to the Dispute.

### ***Disputes Procedure***

- 12.5 **Raising a complaint:**
- (a) A Member or an Officer may start the Disputes Procedure (a **Complaint**) by giving written notice to the Council setting out:
- (i) the allegation to which the dispute relates and who the allegation is against; and
- (ii) any other information reasonably required by NZOPT.
- (b) NZOPT may make a Complaint involving an allegation against a Member or an Officer by giving notice to the person concerned setting out the allegation to which the Dispute relates.
- (c) The information given must be enough to ensure a person against whom the Complaint is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.
- 12.6 **Investigating and determining Disputes:** Unless otherwise provided, NZOPT must as soon as is reasonably practicable after receiving or becoming aware of a Complaint, ensure the Dispute is investigated and determined. Disputes must be dealt with in a fair, efficient, and effective manner.
- 12.7 **Decision to not proceed with a matter:** Despite the contents of the Disputes Procedure, NZOPT may decide not to proceed with a matter if:
- (a) the Complaint is trivial; or

- (b) the Complaint does not appear to disclose or involve any allegation of the following kind:
  - (i) any material misconduct; or
  - (ii) any material breach or likelihood of material breach of a duty under this Constitution or the Act; or
  - (iii) any material damage to a Member's rights or interests or Members' rights or interests generally; or
- (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 this Constitution; or
- (f) there has been an undue delay in making the Complaint.

12.8 **Complaint may be referred:** NZOPT may refer a Complaint to:

- (a) a hearing body or person authorised, delegated or appointed by the Council to hear and resolve Disputes, and includes an arbitral tribunal (**Hearing Body**); or
- (b) a subcommittee or an external person to investigate and report; or
- (c) any type of consensual dispute resolution with the consent of all parties to the Complaint.

12.9 **Hearing Body:** The Council may determine the composition, jurisdiction, functions and procedures of, and any sanctions which can be imposed by, any Hearing Body. Each Hearing Body has delegated authority by the Council to resolve, or assist to resolve, Complaints.

12.10 **Bias:** An individual may not be part of a Hearing Body in relation to a Complaint if two or more members of the Council or of the Hearing Body consider there are reasonable grounds to believe that the individual may not be:

- (a) impartial; or
- (b) able to consider the matter without a predetermined view.

12.11 **Complainant's right to be heard:**

- (a) The Member or Officer has a right to be heard before the Complaint is resolved or any outcome is determined. If NZOPT makes a Complaint, NZOPT has a right to be heard before the Complaint is resolved or any outcome is determined, and a Council Member may exercise that right on behalf of NZOPT.
- (b) A Member or Officer or NZOPT must be taken to have been given the right if:
  - (i) the Member or Officer or NZOPT has a reasonable opportunity to be heard in writing or at an oral hearing, if one is held; and

- (ii) an oral hearing is held if the Hearing Body considers that an oral hearing is needed to ensure an adequate hearing; and
- (iii) an oral hearing, if any, is held before the Hearing Body; and
- (iv) the Member's or Officer's or NZOPT's written statement or submission, if any, are considered by the Hearing Body.

12.12 **Respondent's right to be heard:** The Member or Officer who, or NZOPT which, is the subject of the Complaint (**Respondent**) has a right to be heard before the Complaint is resolved or any outcome is determined. If the Respondent is NZOPT, a Council Member may exercise the right on behalf of NZOPT. 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 to be held; and
- (c) an oral hearing is held if the Hearing Body considers that an oral hearing is needed to ensure an adequate hearing; and
- (d) an oral hearing, if any, is held before the Hearing Body; and
- (e) the Respondent's written statement or submissions, if any, are considered by the Hearing Body.

12.13 **Appeals:** There is no right of appeal or right of review of a decision unless specified.

### **13. Liquidation and removal from the register**

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13.1 **Notice:** The Council must give notice to all Members at least 20 Working Days of a proposed motion:

- (a) to appoint a liquidator;
- (b) to remove NZOPT from the Register of Incorporated Societies; or
- (c) for the distribution of NZOPT's surplus assets.

The notice must comply with section 228 of the Act and include details of the General Meeting at which the proposed motion is to be considered.

13.2 **Special Resolution:** Any resolution for a motion set out in clauses 13.1(a) to (c) must be passed by a Special Resolution of Members.

13.3 **Surplus assets:** The surplus assets of NZOPT, after the payment of all costs, debts and liabilities, must be disposed of to an organisation with charitable status that shares similar purposes to NZOPT. That other organisation will be the New Zealand Organ Association unless a **General Meeting** chooses an alternative.

#### 14. **Common seal**

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- 14.1 NZOPT's common seal shall be securely kept by the Secretary who shall affix it to such documents as the Council may direct by resolution. The Secretary and another Officer shall sign every document to which this seal has been affixed.

#### 15. **Transition**

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##### 15.1 **Transition of Council Members:**

- (a) Subject to this Constitution, every Officer of NZOPT before the commencement of this Constitution, will continue as an Officer.
- (b) Terms served under the previous rules/constitution do not count towards any maximum number of terms in this constitution.