

New Zealand Law Librarians' Association (NZLLA) Constitution

1. Name

- 1.1 The name of the society is the New Zealand Law Librarians' Association Incorporated (NZLLA).

2. Mission statement

- 2.1 To promote law librarianship in Aotearoa New Zealand by:
- 2.1.1 providing a national and regional focus for information specialists working in the legal sector;
 - 2.1.2 encouraging developments that will improve the usefulness and efficiency of law libraries; and
 - 2.1.3 fostering a spirit of cooperation among members of the NZLLA.

3. Purpose

- 3.1 The purposes of the NZLLA are:
- 3.1.1 to enhance the profession of law librarianship and legal information specialists in Aotearoa New Zealand;
 - 3.1.2 to promote liaison and co-operation among law librarians and legal information specialists at local, regional, national and international levels and with other organisations and societies;
 - 3.1.3 to provide opportunities for training, professional development, continuing education and networking for law librarians and legal information specialists;
 - 3.1.4 to facilitate the sharing of resources by encouraging the planned development and enhancements of local, regional and national legal resources;
 - 3.1.5 to provide a national level group to advocate and liaise with Government, Parliament, legal publishers, database vendors and other providers of legal and business information;
 - 3.1.6 notwithstanding any other provision, the society will not be carried on for the financial gain or personal benefit of any member, or any unlawful purpose.

4. Objectives

- 4.1 To achieve its purposes, the NZLLA will operate:
- 4.1.1 to encourage and assist with activities that promote, develop and manage the role and profession of law librarianship in Aotearoa New Zealand;
 - 4.1.2 to organise seminars and meetings to benefit law librarianship in Aotearoa New Zealand and further the NZLLA's mission statement and purposes;
 - 4.1.3 to establish or contribute to reviews of standards for law libraries in Aotearoa New Zealand, including surveys of salaries and staffing, consistent with privacy requirements;

- 4.1.4 to foster and seek sponsorship for legal information projects and co-operative ventures that will benefit law librarianship in Aotearoa New Zealand and further the NZLLA's mission statement and purposes;
- 4.1.5 to provide a forum to consider and review legal information products, and to provide a collective perspective on legal publishing and any other relevant issues;
- 4.1.6 to foster a spirit of cooperation and support among members and provide a source of mentoring for members;
- 4.1.7 to maintain a website that provides members with access to key documents of the NZLLA including the Constitution, Rules, financial reports and meeting minutes;
- 4.1.8 to organise conferences as approved by the National Executive.

5. Membership

- 5.1 A member of the NZLLA is an individual who has been accepted as a member by the National Executive and has paid the applicable membership fee.
- 5.2 The minimum number of members is 20.
- 5.3 There is no upper limit to the number of members.
- 5.4 A person may apply for membership in the form required by the National Executive.
 - 5.4.1 The National Executive may accept an application for membership by an ordinary resolution at a properly constituted monthly meeting.
 - 5.4.2 An applicant will be advised of the results of their application in writing within seven days of the monthly meeting at which the application was considered.
 - 5.4.3 Once membership is accepted the new member will be provided with an invoice for payment of the annual membership fees, which must be paid as determined by the National Executive.
 - 5.4.4 A person consents to membership and compliance with the terms of this Constitution and the Rules by applying for membership and paying membership fees.
- 5.5 Student membership is available for persons enrolled in a course of study for a relevant qualification at a New Zealand tertiary institution.
 - 5.5.1 The National Executive will determine the student membership fee.
 - 5.5.2 An applicant for student membership must submit proof of enrolment to the Membership Secretary to support their application.
 - 5.5.3 The student membership category will only apply to a member for their first year of membership.
- 5.6 A person cannot be a member if they are an employee or representative of a legal publishers or legal vendor. The National Executive has the sole discretion to determine what is a legal publisher or legal vendor.
- 5.7 Membership fees

- 5.7.1 Membership fees will be set by the National Executive and approved at an Annual General Meeting.
 - 5.7.2 The membership year is from 1 April to 31 March of the following year.
 - 5.7.3 Membership fees must be paid in advance for each membership year by the prescribed time and in the manner required by the National Executive.
 - 5.7.4 A member who has not paid their membership fees is ineligible to vote at meetings.
- 5.8 Cessation of membership
- 5.8.1 A member may resign from the NZLLA at any time.
 - 5.8.2 The National Executive may by ordinary resolution at a formally constituted monthly meeting cancel the membership of any member whose membership fees are more than three months overdue.
 - 5.8.3 The National Executive may, by a unanimous vote, cancel the membership of any member if the National Executive considers that the member has breached the Constitution or the Rules, or acted in a manner that brings the NZLLA into disrepute. A member to which this clause applies has the right to appear before the National Executive under the dispute resolution procedures in Schedule 1. The member concerned must be provided with at least 14 days' written notice prior to the National Executive meeting.
 - 5.8.4 A person ceases to be a member on their death.
 - 5.8.5 Membership is personal and may not be assigned or transferred to any other person.
 - 5.8.6 Membership fees will not be refunded on cessation of membership.
 - 5.8.7 The date of cessation of membership will be recorded on the member's membership record.
- 5.9 Reinstatement of membership
- 5.9.1 A person may reinstate their membership within five years of the date their membership ceased, without a resolution under clause 5.4.1, unless their membership was terminated under clause 5.8.3.
 - 5.9.2 Other than under clause 5.9.1, a former member must apply for membership under clause 5.4.
- 5.10 Life membership
- 5.10.1 Life membership may be awarded to an NZLLA member by the National Executive under the NZLLA Life Membership Guidelines.
 - 5.10.2 A Life Member has all the same rights and obligations as other members; except they are not required to pay membership fees.
- 5.11 Member register
- 5.11.1 The National Executive will maintain a Register of Members under section 79 of the Incorporated Societies Act 2022 (the Act), which will contain:
 - 5.11.1.1 the name of each member;

- 5.11.1.2 the last known contact details of each member;
 - 5.11.1.3 the date on which each person became a member; and
 - 5.11.1.4 the name of each person who has ceased to be a member of the NZLLA within seven years and the date they ceased to be a member.
- 5.11.2 A member's contact details or information regarding their participation in events will only be given out if that member agrees. Personal identifiable information about a member will not be disclosed without a member's consent. The National Executive will act in accordance with New Zealand privacy legislation and NZLLA's policies and the Rules.
- 5.11.3 A member will promptly notify the NZLLA of any changes to their details recorded on the register (including name and contact details) to ensure the register remains up to date.

6. National Executive

- 6.1 The National Executive is the governing body of the NZLLA.
- 6.2 The National Executive will comprise of a minimum of six and a maximum of 11 members.
- 6.3 The National Executive consists of the:
- 6.3.1 President
 - 6.3.2 Vice President
 - 6.3.3 Secretary
 - 6.3.4 Treasurer
 - 6.3.5 Immediate Past President
 - 6.3.6 Regional Convenors
- 6.4 The specific roles and responsibilities of each Officer are determined by the National Executive and are further detailed in the Rules.
- 6.5 The National Executive may appoint a Membership Secretary to assist it with administration and membership-related tasks. The Membership Secretary is not an Officer of the Executive Committee and serves purely in an administrative capacity.
- 6.6 In the absence of the President, the Vice-President will act in the President's place.
- 6.7 Regional Convenors
- 6.7.1 Each region under Clause 7.1 will be represented on the National Executive by a Regional Convenor who will act as the primary liaison between local members of their respective region and the National Executive.
 - 6.7.2 A region may be represented by more than one Regional Convenor (each a Co-Convenor) at the discretion of the National Executive.
 - 6.7.3 Regional Convenors (or Co-Convenors jointly) are responsible for coordinating NZLLA activities within their regions.
- 6.8 Functions

- 6.8.1 The National Executive is responsible for ensuring that the NZLLA's activities are in accordance with the mission statement, goals and purposes as set out in this Constitution.
 - 6.8.2 The National Executive will administer, manage and control the NZLLA and its operation and affairs, and has full rights, powers, privileges and capacity to do so under section 18 of the Act.
- 6.9 Responsibilities of National Executive:
- 6.9.1 To facilitate and coordinate activities of the NZLLA at a regional and national level.
 - 6.9.2 To ensure that special projects are carried out successfully.
 - 6.9.3 To ensure the responsible use and distribution of the NZLLA members' funds.
 - 6.9.4 To liaise with Library and Information Association of New Zealand Aotearoa (LIANZA) (Presidential responsibility).
 - 6.9.5 To comply with any written policies of the NZLLA.
- 6.10 Election of the National Executive
- 6.10.1 Officers are elected annually to a one-year term through a ballot at the Annual General Meeting, as stipulated in clause 6.3 and in line with the requirements detailed in the Rules.
 - 6.10.2 Nominations for Officers must be submitted to the Secretary at least eight weeks prior to the Annual General Meeting.
 - 6.10.3 A ballot for election of each Officer is required only if the number of nominations exceeds the number of available positions.
 - 6.10.4 Officers are required to attend at least three-quarters of the monthly meetings throughout their term to maintain their position.
 - 6.10.5 If the position of an Officer becomes vacant during their term, the National Executive may co-opt a member to fill the vacancy until the next Annual General Meeting.
 - 6.10.6 An Officer must be a member of the NZLLA.
 - 6.10.7 Each Officer must meet the criteria set out in section 47 of the Act and provide written consent to their appointment in accordance with the Act. Each Officer must adhere to their obligations under both the Constitution and the Rules.
- 6.11 Grounds for removal from office of Officers
- 6.11.1 A person ceases to be an Officer if they:
 - 6.11.1.1 die;
 - 6.11.1.2 give a signed, written notice of resignation to the NZLLA;
 - 6.11.1.3 are removed from office by unanimous vote of all other members of the National Executive;
 - 6.11.1.4 become disqualified from being an Officer under section 47(3) of the Act;
 - 6.11.1.5 in the case of a National Executive member, are removed from office by ordinary resolution of the National Executive after they fail to attend three consecutive

meetings without leave or the National Executive otherwise reasonably determines they have materially failed to meet their duties as a National Executive member, subject to Schedule 1.

6.11.1.6 in the case of any other Officer appointed by the National Executive (if any), are removed from office by written notice of termination from the National Executive in accordance with their terms of appointment.

6.12 Contact person

6.12.1 The National Executive must appoint at least one, but no more than three, individuals to be the NZLLA's contact person (as defined in the Act), provided those individuals meet the eligibility criteria set out in the Act. The National Executive will inform the Registrar of Incorporated Societies of any change in the contact person or their contact details, in accordance with the requirements of the Act.

6.13 Sub-committees

6.13.1 The National Executive may establish sub-committees for ongoing or special activities of the NZLLA (including the conference committee), or to implement specific policies, including a complaints sub-committee for establishing and managing dispute resolution procedures.

6.13.2 A sub-committee must provide updates to the National Executive during the monthly meetings or as frequently as the National Executive deems appropriate.

6.14 Secretary

6.14.1 The Secretary is the key contact person for members, including for disputes, conflicts of interest, providing information to members about meetings, and minutes.

6.14.2 The Secretary is responsible for all records of the NZLLA, including the Register of Members, books, minutes of meetings and other documents relating to the NZLLA.

6.15 All records will be made available on request to any member free of charge, through the President or Secretary.

6.16 The National Executive must comply with the requirements set out in the Rules regarding the disclosure and management of conflicts of interest. Where the Rules conflict with provisions in the Act concerning conflicts of interest, the Rules take precedence. The relevant provisions of the Act will be negated, limited or modified in accordance with the Rules as necessary.

6.17 Contracts will be signed by the NZLLA in accordance with section 123 of the Act and the Rules.

7. Regional groups

7.1 The NZLLA's members are grouped into geographic regions based on their location. The regions are Auckland, Wellington and the South Island.

7.2 Regional groupings are primarily used for organising in-person networking events.

7.3 A region can only be established or disestablished by a majority membership vote at an Annual General Meeting or a Special General Meeting.

- 7.4 The National Executive will allocate to each region an annual budget to further the mission statement, goals and objectives of the NZLLA (as set out in this Constitution) at a regional level.
- 7.5 The Regional Convenors, together with the Treasurer, will be responsible for all funds provided for regional activities.

8. Meetings

8.1 National Executive Meetings

- 8.1.1 The National Executive will meet monthly except in the month of January.
- 8.1.2 Voting at a National Executive meeting will be by voice or a show of hands except when a member requests a secret ballot. The President (or in their absence, the Vice President) will chair all National Executive meetings and have a casting vote in the event of a tie.
- 8.1.3 A monthly meeting must have a quorum of the National Executive to proceed. A quorum of the National Executive consists of any three Officers present in person or otherwise participating in the meeting in any manner authorised by the National Executive for the meeting (such as by electronic means if permitted by the National Executive).

8.2 Annual General Meetings

- 8.2.1 The Annual General Meeting will be held each year:
 - 8.2.1.1 not later than six months after the NZLLA's balance date; and
 - 8.2.1.2 not later than 15 months after the previous Annual General Meeting, as far as possible;
 - 8.2.1.3 at a time and location determined by the National Executive.
- 8.2.2 The President must provide at least one calendar month's notice of the meeting to all members. Notice must be in writing (including by electronic means) and include the date, time and location of the meeting and details of any business to be conducted or motions to be considered at the meeting.
- 8.2.3 The Annual General Meeting order of business will include:
 - 8.2.3.1 confirmation of the minutes of the previous Annual General Meeting;
 - 8.2.3.2 reports of the National Executive;
 - 8.2.3.3 reports of sub-committees (where relevant);
 - 8.2.3.4 the financial report;
 - 8.2.3.5 confirmation of the membership fees for the upcoming financial year.

8.3 Special General Meetings

- 8.3.1 Special General Meetings may be called by the President at any time on:
 - 8.3.1.1 a majority decision of the National Executive to call an SGM; or
 - 8.3.1.2 the request of 20 eligible members to call an SGM. The request must be made in writing to the President and state the purpose of the meeting.

- 8.3.2 The President must give one calendar month's notice of an SGM to all members.
- 8.3.3 Conflict of interest SGM. To the extent permitted under section 67 of the Act, no SGM is required under section 64(3) of the Act (if 50% or more of the National Executive members are prevented from voting on any matter due to them being interested in the matter).

8.4 Quorum for General Meetings

- 8.4.1 The quorum for any General Meeting is 20 members (present in person or by proxy or otherwise participating in the meeting in the manner permitted for that meeting, as set out in the notice of meeting) including:
 - 8.4.1.1 the President as chairperson of NZLLA (or in the President's absence, the Vice-President or in their absence the chairperson elected by the meeting from among the National Executive present at the relevant meeting); and
 - 8.4.1.2 at least two members of the NZLLA from each region with more than 10 members and at least one member from the regions with less than ten members.

8.5 Voting at Meetings

- 8.5.1 Members who have not paid their membership fees within the required time are ineligible to vote at meetings.
- 8.5.2 Every person entitled to vote at an Annual General Meeting and a Special General Meeting may appoint a proxy to vote on their behalf.
- 8.5.3 Voting will be by voice or show of hands unless a member has requested a secret ballot. The President (or in their absence, person acting as chairperson of the meeting) will have a casting vote.
- 8.5.4 Votes may not be cast by post or by electronic means unless otherwise determined by the National Executive and set out in the relevant notice of meeting.

8.6 Meeting minutes

- 8.6.1 The National Executive will determine when minutes are required to be kept and ensure that minutes are kept as the National Executive determines appropriate.
- 8.6.2 For Annual General Meetings, minutes shall be kept in accordance with section 84(3)(b) of the Act.

8.7 A written resolution may be passed in lieu of a meeting in accordance with section 89 of the Act.

9. Finances

9.1 Source of funds

- 9.1.1 Funds of the NZLLA include those derived from membership fees, donations, grants, proceeds from NZLLA activities, and any income from the investment of funds.
- 9.1.2 The NZLLA may raise money for any specific activity or project.

9.2 Use of funds

- 9.2.1 No funds may be distributed by way of dividend or otherwise to members.

- 9.2.2 Funds will be controlled and managed by the National Executive exclusively for the objectives and purposes of the NZLLA as set out in this constitution.
- 9.3 Accounts
 - 9.3.1 The Treasurer will keep proper accounts in respect of the financial affairs of the National Executive.
 - 9.3.2 All funds must be received into the national accounts or any special purpose account specifically created by the National Executive.
- 9.4 Payments
 - 9.4.1 The Treasurer, together with at least one other National Executive Officer may jointly authorise payments on behalf of the NZLLA as set out in the Rules.
- 9.5 Audit
 - 9.5.1 The NZLLA may appoint an accountant or retired accountant who has the experience, skills and qualifications to review or examine the annual financial statements of the NZLLA. The accountant cannot be a member of the National Executive.
 - 9.5.2 The accounts of the NZLLA must be reviewed or examined annually and the report made available to members prior to the Annual General Meeting.
- 9.6 Control, management and investment of funds
 - 9.6.1 The National Executive has full power and responsibility to control and manage the finances of the NZLLA as it determines appropriate for the objectives of the NZLLA in accordance with this Constitution and the Rules.
 - 9.6.2 The National Executive may invest or reinvest in securities on terms it considers are in the best interests of the NZLLA.
- 9.7 The financial year of the NZLLA is from 1 April to 31 March in the following year.
- 9.8 Liquidation of the NZLLA and assets
 - 9.8.1 The NZLLA may be wound up under sections 208 and 209 of the Act. If the NZLLA members pass a resolution to wind up the NZLLA, two Special General Meetings must be held as follows as follows:
 - 9.8.1.1 The first Special General Meeting will appoint a liquidator.
 - 9.8.1.2 The second Special General Meeting will be held no more than 30 days later and the final resolution to wind up the NZLLA will be passed at this meeting.
 - 9.8.1.3 Voting will be by 70% majority by vote cast by active members at these Special General Meetings.
 - 9.8.1.4 At least 20 working days' notice (or one calendar months' notice, if greater) is required of any Special General Meeting under this clause.
 - 9.8.2 Any surplus assets remaining after the payment of all costs and liabilities will be distributed to one or more not-for-profit entities as the members may agree but subject always to the mission, purposes and objectives of the NZLLA as set out in this Constitution.

10. Registered office

- 10.1 The registered office of the NZLLA is at the place determined by the National Executive from time to time.
- 10.2 The National Executive will give notice to the Registrar of Incorporated Societies of any change in the registered office in accordance with the Act.

11. Indemnity

- 11.1 The NZLLA may indemnify and/or effect insurance for its own current and former National Executive members and other Officers and employees of the NZLLA, to the maximum extent as permitted by sections 94 to 98 of the Act. To the maximum extent permitted by law, the members of the National Executive, sub-committees and auditor will each be indemnified by the NZLLA from all losses and expenses incurred by them in or about the discharge of their respective duties, except to the extent that this results from their own wilful default, criminal liability or any liability that arises out of a failure to act in good faith and in what they believe to be in the best interest of the NZLLA when acting in their capacity as an Officer, member of the National Executive or employee of the NZLLA.
- 11.2 To the maximum extent permitted by law, no member of the National Executive, sub-committees or auditor will be liable for the acts or defaults of any other member of the National Executive, sub-committees, nor auditor for any loss or expense to the NZLLA, unless it results from their own wilful default.

12. Requirement to keep in writing

- 12.1 Official records, correspondence, membership records and any related documentation necessary for the operation of the NZLLA that are required to be kept in written form will adhere to the definition of "in writing" in accordance with sections 222 to 224 of the Contract and Commercial Law Act 2017.

13. Rules

- 13.1 The National Executive may make Rules for the operation of the society.
- 13.2 The National Executive may amend or replace the Rules at any time at its discretion by majority resolution of the National Executive.
- 13.3 No Rule will contravene or be inconsistent with the Act, any other legislation or this Constitution.

14. Privacy Policy

- 14.1 The NZLLA will maintain a privacy policy in accordance with New Zealand legislation.

15. Dispute resolution

- 15.1 Any complaint or dispute concerning the operation of NZLLA must be directed to the Secretary. The Secretary will present the complaint or dispute to the National Executive for consideration.
- 15.2 All parties related to the complaint or dispute have a right to be heard by the National Executive.
- 15.3 A complaint or dispute will be dealt with in a fair, efficient and effective manner under Schedule 1 of this Constitution.
- 15.4 The National Executive may decide:

- 15.4.1 not to proceed further with the complaint or dispute;
- 15.4.2 uphold it; or
- 15.4.3 proceed to the dispute resolution process, detailed in Schedule 1.

16. Amendment

- 16.1 This Constitution may only be amended or replaced at an Annual General Meeting or Special General Meeting by majority vote.
- 16.2 Process for amendment:
 - 16.2.1 A proposed amendment must be made in writing to the President no less than eight weeks before the next Annual General Meeting or as part of the request for a Special General Meeting.
 - 16.2.2 The notification of proposed amendments must be sent to all members with the notice of an Annual General Meeting or Special General Meeting.
- 16.3 The President can permit amendments of a technical nature, or which have no more than a minor effect, from the floor, subject to compliance with section 31 of the Act.
- 16.4 No addition to or alteration of the non-profit aims, objectives, personal benefit clause or the winding up clause will be made that affects the not-for-profit tax-exempt status. The provisions and effect of this clause cannot be removed from this Constitution and will be included and implied into any replacement document.
- 16.5 The National Executive will ensure that any approved change to the Constitution is promptly filed with the Registrar of Incorporated Societies in accordance with the Act. No change to the Constitution will take effect until this has been done.

17. Interpretation

- 17.1 In this Constitution (which includes Schedule 1):
 - 17.1.1 **Act** means the Incorporated Societies Act 2022.
 - 17.1.2 **Dispute** means a disagreement or conflict between members and/or Officers of the NZLLA relating to an allegation that:
 - 17.1.2.1 a member or Officer has engaged in misconduct; or
 - 17.1.2.2 a member or Officer has breached, or is likely to breach, a duty under the NZLLA's Constitution, Rules or the Act; or
 - 17.1.2.3 the NZLLA has breached, or is likely to breach, a duty under its Constitution, Rules or the Act; or
 - 17.1.2.4 a member's rights or interests as a member have been damaged or members' rights or interests generally have been damaged.
 - 17.1.3 **Misconduct** means a breach of the Rules or have acted (or are acting) in a manner to bring the NZLLA into disrepute.

- 17.1.4 **NZLLA Rules** means the Rules adopted by the National Executive for NZLLA, under clause 13.
- 17.1.5 **Regional Convenors** has the meaning set out in clause 6.7.
- 17.1.6 Any term that is defined in the Act but not in this Constitution has the meaning set out in the Act.
- 17.2 Any matter not provided for in this Constitution will be determined where appropriate by the National Executive, whose decision will be final.

Schedule 1: Dispute Resolution Process

1. How a complaint is made

- 1.1 A member or an Officer may make a complaint by giving to the Secretary (or a complaints sub-committee, if one exists) a notice in writing that:
 - 1.1.1 states that the member or Officer is starting a procedure for resolving a dispute in accordance with the NZLLA Constitution;
 - 1.1.2 sets out the allegation to which the dispute relates and whom the allegation is against; and
 - 1.1.3 sets out any other information reasonably required by the NZLLA.
- 1.2 The NZLLA may make a complaint involving an allegation against a member or an Officer by giving to the member or Officer a notice in writing that:
 - 1.2.1 states that the NZLLA is starting a procedure for resolving a dispute in accordance with the NZLLA Constitution; and
 - 1.2.2 sets out the allegation to which the dispute relates.
- 1.3 The information given under subclause 1.1.2. or 1.2.2. must be enough to ensure that a person against whom an allegation is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.
- 1.4 A complaint may be made in any other reasonable manner permitted by the NZLLA Constitution.

2. Person who makes complaint has right to be heard

- 2.1 A member or an Officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
- 2.2 If the NZLLA makes a complaint:
 - 2.2.1 the NZLLA has a right to be heard before the complaint is resolved or any outcome is determined; and
 - 2.2.2 an Officer may exercise that right on behalf of the NZLLA.
- 2.3 Without limiting the manner in which the member, Officer or NZLLA may be given the right to be heard, they must be taken to have been given the right if:
 - 2.3.1 they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held);
 - 2.3.2 an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing;
 - 2.3.3 an oral hearing (if any) is held before the decision maker; and
 - 2.3.4 the member's, Officer's or NZLLA's written statement or submissions (if any) are considered by the decision maker.

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

- 3.1 This clause applies if a complaint involves an allegation that a member, an Officer or the NZLLA

(the respondent

- 3.1.1 has engaged in misconduct;
 - 3.1.2 has breached, or is likely to breach, a duty under the NZLLA's Constitution or Rules or the Act; or
 - 3.1.3 has damaged the rights or interests of a member or the rights or interests of members generally.
- 3.2 The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
- 3.3 If the respondent is the NZLLA, an Officer may exercise the right on behalf of the NZLLA.
- 3.4 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:
- 3.4.1 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;
 - 3.4.2 the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held);
 - 3.4.3 an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing;
 - 3.4.4 an oral hearing (if any) is held before the decision maker; and
 - 3.4.5 the respondent's written statement or submissions (if any) are considered by the decision maker.

4. Investigating and determining dispute

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

5. The NZLLA may decide not to proceed further with complaint

- 5.1 Despite clause 4, the NZLLA may decide not to proceed further with a complaint if:
 - 5.1.1 the complaint is trivial;
 - 5.1.2 the complaint does not appear to disclose or involve any allegation of the following kind:
 - 5.1.2.1 that a member or an Officer has engaged in material misconduct;
 - 5.1.2.2 that a member, an Officer or the NZLLA has materially breached, or is likely to materially breach, a duty under the NZLLA's Constitution or Rules or the Incorporated Societies Act 2022; or
 - 5.1.2.3 that a member's rights or interests or members' rights or interests generally have been materially damaged;
 - 5.1.3 the complaint appears to be without foundation or there is no apparent evidence to support it

- 5.1.4 the person who makes the complaint has an insignificant interest in the matter;
- 5.1.5 the conduct, incident, event or issue giving rise to the complaint has already been investigated and dealt with under the constitution; or
- 5.1.6 there has been an undue delay in making the complaint.

6. The NZLLA may refer a complaint

6.1 The NZLLA may refer a complaint to:

- 6.1.1 a subcommittee or an external person to investigate and report; or
- 6.1.2 a subcommittee, an arbitral tribunal or an external person to investigate and make a decision.

7. Decision makers

7.1 A person may not act as a decision maker in relation to a complaint if two or more members of the National Executive or a complaints sub-committee (if any) consider that there are reasonable grounds to believe that the person may not be:

- 7.1.1 impartial; or
- 7.1.2 able to consider the matter without a predetermined view.