

Final version for consideration and, if in order, approval
at the Extraordinary General Meeting to be held on Tuesday 13 May 2025

CONSTITUTION OF ALLIANCE FRANÇAISE WELLINGTON INCORPORATED

Part 1 Preliminary provisions

1 Title

This is the Constitution of Alliance Française Wellington Incorporated.

2 Commencement

The Constitution takes effect on AFW's reregistration under the Incorporated Societies Act.

3 Interpretation

Any word in Schedule 1 used in the Constitution has the meaning given in Schedule 1.

4 Incorporated Societies Act prevails over the Constitution

If any provision of the Constitution is in conflict with a provision of the Incorporated Societies Act, the provision of the Act prevails to the extent of the conflict.

Commentary on Part 1

These clauses are new but should be reasonably self-explanatory.

To avoid doubt, clause 4 has been included so that it is clear – particularly to the Registrar of Incorporated Societies when AFW reregisters under the Incorporated Societies Act 2022 – that nothing in the Constitution is (or is intended to be) inconsistent with the provisions of that Act.

Part 2 General provisions

5 AFW's name

The name of the society is **Alliance Française Wellington Incorporated**.

Commentary on clause 5

Section 26(1)(a) of the Incorporated Societies Act 2022 provides that the constitution must contain the name of the society. Under section 11(1)(f) of the Act, the last word or words of

AFW's name must be one or more of "Incorporated", "Inc" or "Manatōpū". AFW's existing name complies.

6 AFW's purposes

AFW's purposes are the following:

- (a) To promote the understanding and the appreciation of the French language, literature, arts, life, society, commerce and culture:
- (b) To encourage the learning and use of the French language:
- (c) To provide educational opportunities for people resident in and about Wellington to develop an interest in French language and culture and to enhance their learning and use of the French language through contact with French speakers and through attending lectures, conferences and other events concerning French language and culture:
- (d) To promote an awareness of New Zealand in France, the francophone Pacific and in other francophone communities:
- (e) To establish cultural and intellectual links between New Zealand institutions and individuals and their counterparts in France, the francophone Pacific and in other francophone communities:
- (f) To continue the legacy of the Cercle Littéraire Français de Wellington founded in 1908:
- (g) To participate in the Fédération des Alliances Françaises de Nouvelle-Zélande and in the worldwide community of the Alliance Française based in Paris.

Commentary on clause 6

Section 26(1)(b) of the Incorporated Societies Act 2022 provides that the constitution must contain the "purposes" of the society.

Clause 6 carries over AFW's existing "objects" – in rule 2 of AFW's existing rules – as those "purposes".

Under section 12 of the Act, AFW's purposes must not include any unlawful purpose or any purpose of carrying on the society for the financial gain of any of its members. AFW's existing purposes comply.

AFW remains qualified for registration as a charitable entity under the Charities Act if (among other things) it is maintained exclusively for "charitable purposes" and it is not carried on for the private pecuniary profit of any individual. A "charitable purpose" is defined under the Act as including "every charitable purpose, whether it relates to the relief of poverty, the advancement of education or religion, or any other matter beneficial to the community". AFW's existing purposes comply.

7 AFW's patron

- (1) If they consent, AFW's patron is His or Her Excellency The Ambassador of the French Republic in New Zealand.
- (2) If the Ambassador does not consent, AFW's patron is any other person that AFW elects as its patron at an AGM.

Commentary on clause 7

Clause 7 carries over rule 3 of AFW's existing rules, with plain English redrafting. There is no substantive change.

8 AFW may indemnify or insure its officers

AFW is expressly authorised, if it so chooses, to indemnify an officer (or former officer) under section 96, or effect insurance for an officer under section 97, of the Incorporated Societies Act for the matters specified in section 98(2) of that Act.

Commentary on clause 8

Clause 8 is new. Sections 94 to 97 of the Incorporated Societies Act 2022 contain rules about when a society may (and may not) indemnify or effect insurance for an officer, a member or an employee of the society for liability for any act or omission in their capacity as an officer, member or employee of the society.

Section 98 provides that – despite sections 96 and 97 – a society may also indemnify an officer or effect insurance for them for additional matters specified in section 98(2), but only if doing so is expressly authorised by the society's constitution.

Clause 8 provides that express authorisation. The effect is to give AFW the choice about whether it indemnifies or effects insurance for its officers for the matters mentioned in section 98(2); it does not require AFW to do so.

Part 3 Membership

Categories of membership

9 Categories of membership

- (1) AFW has three categories of membership:
 - (a) ordinary membership:
 - (b) life membership:
 - (c) corporate membership.

- (2) Each ordinary member has all the rights and obligations that a member of an incorporated society has under the Incorporated Societies Act and that a member has under the Constitution.
- (3) Despite subclause (2), an ordinary member who is under 16 years of age is not entitled to vote at a general meeting.
- (4) A life member does not have to pay the annual subscription fee but otherwise has all the rights and obligations of an ordinary member.
- (5) The following provisions apply to each corporate member:
 - (a) For each corporate member, the committee must determine—
 - (i) the term of its membership:
 - (ii) the rate and designation of its annual subscription:
 - (iii) the maximum number of individuals that the corporate member may nominate for the purposes of paragraph (b).
 - (b) A corporate member may nominate one or more individuals associated with that corporate member to participate in AFW's activities.
 - (c) A nominated representative—
 - (i) does not have to pay the annual subscription fee; and
 - (ii) is not entitled to vote, in their own right, at a general meeting; but
 - (iii) otherwise has all the rights and obligations of an ordinary member.
 - (d) A corporate member is entitled to exercise, through one of its nominated representatives, a single vote at a general meeting.
 - (e) Except as otherwise provided in paragraphs (a) to (d), a corporate member has all the rights and obligations of an ordinary member.

Eligibility for membership

10 Who is eligible to apply for membership

- (1) Any individual who is 16 years of age or over may apply to become an ordinary member, if they meet the conditions of eligibility for ordinary membership (if any) determined by AFW at an AGM.
- (2) Any individual who is under 16 years of age may apply to become an ordinary member, if they are enrolled in language classes at AFW and if they otherwise meet the conditions of eligibility for ordinary membership (if any) determined by AFW at an AGM.

- (3) Any body corporate may apply to become a corporate member, if it meets the conditions of eligibility for corporate membership (if any) determined by AFW at an AGM.

How a person becomes a member

11 How an individual becomes an ordinary member

- (1) An individual eligible for ordinary membership becomes an ordinary member by—
- (a) applying to AFW in writing to become an ordinary member; and
 - (b) paying the annual subscription fee and any required entry fee; and
 - (c) being accepted as an ordinary member by AFW in accordance with clause 14.
- (2) In their application, an applicant for ordinary membership must confirm that they consent to becoming a member.

12 How an individual becomes a life member

- (1) An individual becomes a life member, if that person is elected as a life member at a general meeting of AFW in accordance with this clause.
- (2) An individual may be elected as a life member only if—
- (a) the Committee has recommended their election as a life member; and
 - (b) the life member consents to becoming a life member; and
 - (c) their election as a life member will not result in there being more than 5 life members.

13 How a body corporate becomes a corporate member

- (1) A body corporate eligible for corporate membership becomes a corporate member by—
- (a) applying to AFW in writing to become a corporate member; and
 - (b) paying the annual subscription fee and any required entry fee; and
 - (c) being accepted as a corporate member by AFW in accordance with clause 14.
- (2) In its application, an applicant for corporate membership must confirm that it consents to becoming a member.

14 AFW may accept or reject an application for ordinary or corporate membership

If a person applies to become an ordinary member or a corporate member, AFW—

- (a) must reject their application if the person is not eligible for ordinary membership or corporate membership (as the case may be); and
- (b) may otherwise, in its sole discretion, accept or reject their application.

How a person ceases to be a member

15 How a person ceases to be a member

- (1) A person ceases to be a member, if—
 - (a) the member ceases to meet the conditions of eligibility for ordinary membership or corporate membership (if any) determined by AFW at an AGM; or
 - (b) the member gives written notice to the Secretary resigning as a member; or
 - (c) the member has not paid, at the close of 30 June in any year, their annual subscription fee for that year; or
 - (d) in the case of an ordinary member or life member, the member dies; or
 - (e) in the case of a corporate member, the member ceases to exist (because, for example, it is dissolved, disestablished or deregistered) or the term of its membership ends; or
 - (f) the committee terminates their membership in accordance with clause 16.
- (2) For clarity, if a corporate member ceases to be a member, each of their nominated representatives ceases to have any rights or obligations of membership.

16 Committee may terminate membership or restrict entitlements

- (1) The committee may terminate a member's membership, if—
 - (a) the committee believes that the member's continued membership will prejudice AFW's good name, the smooth working of the organisation or the harmonious relations of its members; and
 - (b) the committee votes unanimously to do so.
- (2) Instead of terminating their membership under subclause (1), the committee may unanimously vote to restrict the member's entitlements (and, in the case of a corporate member, its nominated representatives' entitlements) for a specified period.

- (3) The committee may exercise these powers on another member's complaint or on the committee's own initiative.

Commentary on clauses 9 to 16

Section 26(1)(c) and (d) of the Incorporated Societies Act 2022 provides that the constitution must set out how a person becomes a member of the society (including a requirement that a person must consent to be a member) and how a person ceases to be a member of the society.

Clauses 9 to 16 carry over – in plain English – rules 14, 15, 16, 22 and 23 of AFW's existing rules. Clause 14(1)(a) is new (although this point was implicit in the existing rules). Otherwise, there is no intended substantive change, except that the decision to accept or reject an application for membership is now vested in AFW generally rather than the committee specifically.

Register of members

17 Arrangements for keeping AFW's register of members up to date

The Director is responsible, on AFW's behalf, for ensuring that the register of members is kept up to date and must update it as soon as practicable after becoming aware of changes to the information recorded on the register.

Commentary on clause 17

Clause 17 is new. Section 26(1)(e) of the Incorporated Societies Act 2022 provides that the constitution must contain arrangements for keeping the society's register of members up to date.

**Part 4
Committee, officers and Director**

18 Composition of committee

- (1) AFW must have a committee.
- (2) The committee must comprise the following officers, namely—
 - (a) a President; and
 - (b) a Vice-President; and
 - (c) a Secretary; and
 - (d) a Treasurer; and
 - (e) at least 4 and not more than 6 ordinary officers.

Commentary on clause 18

Section 26(1)(f) of the Incorporated Societies Act 2022 provides that the constitution must contain the composition, roles, functions, powers and procedures of the committee, including—

- (i) the number of members that must or may be on the committee; and
- (ii) the election or appointment of officers; and
- (iii) the terms of office of the officers; and
- (iv) the functions and powers of the committee; and
- (v) grounds for removal from office of officers; and
- (vi) how the chairperson will be elected or appointed and whether that person will have a casting vote if there is an equality of votes; and
- (vii) the quorum and procedure for committee meetings, including voting procedures.

Clause 18 is modelled on section 45 of the Act and carries over – in plain English – existing provisions in rule 5 of AFW’s existing rules.

AFW’s existing rules use the word “Officer” to refer to the President, Vice-President, Secretary and Treasurer. Unhelpfully, the Act uses the word “officer” differently – to refer to any committee member. For consistency with the Act, the Constitution uses the word “officer” to refer to any committee member, not just the four existing office-holders.

19 How an officer is elected to the committee

An individual is elected to the committee as President, Vice-President, Secretary, Treasurer or an ordinary officer (as the case may be), if they are—

- (a) qualified to be elected as an officer under the Incorporated Societies Act; and
- (b) eligible to be elected to the committee under clause 20; and
- (c) elected to that office, at an AGM, by majority vote.

20 Who is eligible to be elected to the committee

(1) An individual is eligible to be elected to the committee if—

- (a) they are an ordinary member, a life member or a nominated representative; and
- (b) they consent in writing to being an officer of the committee; and
- (c) they certify that they are not disqualified from being elected or appointed or otherwise holding office as an officer of the society; and
- (d) the Secretary has received, no later than 4 weeks before the scheduled date of the AGM at which that individual is to be elected, a written notice complying with subclause (2) nominating that individual; and
- (e) they are not an employee of AFW.

- (2) The written notice must—
- (a) nominate that individual for election to the committee; and
 - (b) state the position (President, Vice-President, Secretary, Treasurer or ordinary officer (as the case may be)) for which that individual is nominated; and
 - (c) be given by an ordinary member, a life member or a nominated representative.
- (3) For clarity—
- (a) an officer may be re-elected to the committee; and
 - (b) an individual may self-nominate for election to the committee.

Commentary on clauses 19 and 20

Clauses 19 and 20 largely reproduce requirements or text from section 47 of the Incorporated Societies Act 2022 and existing provisions from rule 5 of AFW's existing rules. Clause 20(2) and (3) is new.

Clause 20(1)(d) changes the time for nominations from 7 days (in AFW's existing rules) to 4 weeks. There is a practical reason for this change. The existing rules require the AGM notice to be sent at least 21 days before the AGM. To ensure that the AGM notice contains the names of candidates nominated for election to the committee, the deadline for nominations needs to close before the AGM notice is sent to members.

21 How an officer ceases to hold office

- (1) An officer ceases to hold office, if—
- (a) they cease to be a member under clause 15; or
 - (b) they resign office by signing a written notice of resignation and giving it to AFW; or
 - (c) their term of office ends under clause 23 and they are not re-elected; or
 - (d) they are removed from office under clause 24; or
 - (e) they die; or
 - (f) they become disqualified from being an officer under the Incorporated Societies Act.
- (2) Any of the President, Vice-President, Secretary or Treasurer may resign from that position but continue on the committee as an ordinary officer, if—
- (a) they sign a written notice to that effect and give it to AFW; and

- (b) their continuing on the committee as an ordinary officer will not result in there being more than 6 ordinary officers.

Commentary on clause 21

Clauses 21 largely reproduces section 50(1) of the Incorporated Societies Act 2022 and existing provisions from rule 5 of AFW's existing rules.

Clause 21(1)(a) is new: it is presumed AFW would not wish for a person to remain on the committee if they ceased to be an AFW member. Clause 22(2) is new, as something it might be useful to add.

22 Appointments to the committee

- (1) If any of the President, Vice-President, Secretary or Treasurer ceases to hold that position, the committee may appoint one of its members to that position.
- (2) The committee may, for the purposes in subclause (3), appoint an individual as an ordinary officer, if that individual—
 - (a) is qualified to be appointed as an officer under the Incorporated Societies Act; and
 - (b) consents to being appointed as an ordinary officer; and
 - (c) is not an employee of AFW.
- (3) The purposes for which the committee may appoint an individual as an ordinary officer are—
 - (a) to make up any shortfall between the elected number of ordinary officers and the maximum permitted under the Constitution; or
 - (b) if any ordinary officer ceases to hold that office.

Commentary on clause 22

Clauses 22 carries over existing provisions from rules 4 and 5 of AFW's existing rules.

23 Term of office

- (1) Each officer elected to the committee holds office from the close of the AGM at which they are elected until the close of the next AGM.
- (2) Each officer appointed to the committee holds office from the time of their appointment until the close of the next AGM.

Commentary on clause 23

Clauses 23 carries over existing provisions from rules 4 and 5 of AFW's existing rules.

24 Removal from office

- (1) The committee may, by written notice to the officer, remove that officer from office if the committee is satisfied that one of the grounds in subclause (2) applies.
- (2) An officer may be removed from office on one or more of the following grounds:
 - (a) misconduct:
 - (b) inability to perform the functions of the office:
 - (c) neglect of duty:
 - (d) breach of any of the officer's duties under the Incorporated Societies Act.
- (3) The notice must state the date on which the removal takes effect (which must not be earlier than the date on which the notice is received) and state the reasons for the removal.

Commentary on clause 24

Section 26(1)(f)(v) of the Incorporated Societies Act 2022 provides that the constitution must include grounds for removal from office of officers. However, the Act offers no suggestions for what those grounds should be.

The grounds for removal included in clause 24 have been borrowed from section 40 of the Crown Entities Act 2004. These are grounds that provide “just cause” for the removal from office of a board member of a Crown agent, an autonomous Crown entity or an independent Crown entity.

25 The committee's functions and powers

- (1) Subject to any modifications, exceptions or limitations contained in the Incorporated Societies Act or in the Constitution—
 - (a) AFW's operation and affairs must be managed by, or under the direction or supervision of, its committee; and
 - (b) the committee has all the powers necessary for managing, and for directing and supervising the management of, AFW's operation and affairs.
- (2) For clarity, the committee has the power to deal with specific motions between its meetings, provided that the Secretary notifies each officer of the motion and records the decision for confirmation at the committee's next meeting.
- (3) The President has the power, on behalf of the committee, to take interim decisions on urgent matters, provided that any such decisions are referred promptly to the committee.

Commentary on clause 25

Section 26(1)(f)(iv) of the Incorporated Societies Act 2022 provides that the constitution must include the functions and powers of the committee. Clause 25 is modelled on section 46 of the Incorporated Societies Act and also carries over existing provisions from rules 4 and 5 of AFW's existing rules.

26 Chairperson, meetings, quorum and procedure

- (1) The President is the chairperson of the committee.
- (2) The committee must meet at least 6 times each year.
- (3) The Secretary must call a meeting of the committee promptly, if—
 - (a) the President so requests; or
 - (b) any 2 officers so request.
- (4) There is a quorum for a meeting of the committee if any 5 officers, including at least 2 of the President, the Vice-President, the Secretary and the Treasurer, are present.
- (5) A motion is passed at a meeting of the committee if a majority of officers present votes in favour of the motion.
- (6) The President does not have a casting vote if there is an equality of votes on the committee.

27 Temporary absences

- (1) If the President is temporarily absent, the Vice-President must act as the President.
- (2) If the Vice-President, the Secretary or the Treasurer is temporarily absent, the committee has the power to appoint one of its members to act for the absentee.

Commentary on clauses 26 and 27

Section 26(1)(f)(vi) and (vii) of the Incorporated Societies Act 2022 provides that the constitution must include how the chairperson will be elected and whether they will have a casting vote and the quorum and procedure for committee meetings, including voting procedures.

Clauses 26 and 27 carry over existing provisions from rules 4 and 5 of AFW's existing rules. There is no intended substantive change.

28 Director

- (1) The committee may appoint or confirm the appointment of a Director of AFW, as an employee of AFW, on the terms and conditions that the committee decides from time to time.
- (2) The Director reports and is responsible to the President.

Commentary on clause 28

Clause 28 carries over existing provisions from rule 7 of AFW's existing rules but clarifying that the Director is appointed as an employee of AFW. There is no intended substantive change.

Part 5 Contact persons

29 Appointment of contact person

- (1) AFW must have at least 1 contact person and may have up to 3 contact persons.
- (2) AFW's contact persons are—
 - (a) the Director; and
 - (b) any other person or any 2 other persons whom the committee appoints as a contact person.
- (3) If there is a vacancy in the position of contact person and AFW has no other contact person, the committee must appoint a replacement contact person within 20 working days after the vacancy occurs.

Commentary on clause 29

Clause 29 is new. Section 26(1)(g) of the Incorporated Societies Act 2022 provides that the constitution must contain how the contact person or persons will be elected or appointed.

The purpose of having a contact person is for every society to have a person whom the Registrar of Incorporated Societies can contact when needed. Every society must at all times have at least 1 contact person and may have up to 3 contact persons. A contact person must be at least 18 years of age and ordinarily resident in New Zealand.

Part 6 Controlling and managing AFW's finances

30 How AFW controls and manages its finances

- (1) AFW's funds must be under the control of the committee.

- (2) The committee has the power to authorise an imprest account for minor transactions within specified limits.
- (3) The imprest account may be operated by any one of the President, the Vice-President, the Secretary, the Treasurer and the Director.
- (4) AFW's other bank accounts must be operated by two different signatures as follows:
 - (a) The first signature must be that of the President or the Treasurer.
 - (b) The second signature must be that of the President, the Vice-President, the Treasurer, the Secretary or the Director.

31 Auditing of accounts

- (1) AFW's accounts must be audited, unless a majority vote at an AGM decides otherwise.
- (2) The auditor must be elected at each year's AGM.

Commentary on clauses 30 and 31

Section 26(1)(g) of the Incorporated Societies Act 2022 provides that the constitution must contain how the society will control and manage its finances.

Clauses 30 and 31 carry over existing provisions of rules 10, 11 and 13 of AFW's existing rules. However, the words in rule 10 stating that AFW's funds "vest in" the Executive Committee have not been carried over. Those words do not correctly state the position under the new Act; any AFW funds vest in AFW itself as an incorporated society, and not in the committee members.

Part 7 Amending the Constitution

32 How to amend the Constitution

- (1) AFW may amend the Constitution in accordance with this clause.
- (2) Every amendment to the Constitution must be—
 - (a) in writing; and
 - (b) approved at a general meeting of AFW by a majority vote.
- (3) In addition, AFW may amend the Constitution in accordance with section 31 of the Incorporated Societies Act (which relates to minor or technical amendments).
- (4) The Director must provide a copy of any proposed amendment to the Constitution to the Fondation des Alliances Françaises before the general meeting at which that amendment is

to be considered or before the amendment is made in accordance with section 31 of the Incorporated Societies Act (as the case may be).

- (5) The Director must consult with the Fondation des Alliances Françaises to ensure that any amendments to the Constitution are consistent with the objects and principles of the Alliance Française.
- (6) *See also* clause 36(2) (How and when a notice of general meeting must be given).

Commentary on Part 7

Clause 32(4) and (5) carries over rule 24 of AFW's existing rules. Otherwise it is partly new.

Section 26(1)(i) of the Incorporated Societies Act 2022 provides that the constitution must contain the method by which the constitution may be amended. Clause 32(1) and (2) reproduces or incorporates the methods set out in sections 30 and 31 of the Act by which the constitution may be amended.

Clause 32(4) and (5) carry over rule 24 of AFW's existing rules, except that clause 32 now provides that the constitution may be amended at an AGM (not just an EGM) and the reference now is to the Fondation des Alliances Françaises rather than the Alliance Française in Paris.

Part 8

Dispute resolution procedures

33 Dispute resolution

The dispute resolution procedures in Schedule 2 have effect according to their terms.

Commentary on Part 8 and Schedule 2

Clause 33 and Schedule 2 are new.

Section 26(1)(j) of the Incorporated Societies Act 2022 provides that the constitution must contain procedures for resolving disputes, including providing for how a complaint may be made.

The Act also provides that: (1) those dispute resolution procedures must be consistent with the rules of natural justice; (2) a society may choose to include in its constitution any or all of the dispute resolution procedures set out in Schedule 2 of the Act; and (3) if a society uses the dispute resolution procedures set out in Schedule 2, its procedures for resolving disputes must be treated as being consistent with the rules of natural justice (a so-called "safe harbour").

Schedule 2 of the Constitution reproduces the "safe harbour" procedures in clauses 2 to 8 of Schedule 2 of the Act. The meanings of "dispute" and "complaint" in section 38 of the Incorporated Societies Act are reproduced in Schedule 1 of the Constitution (which relates to interpretation).

Part 9
General meetings and minutes

34 AGMs

- (1) Each year, AFW must call an AGM to be held no later than—
 - (a) 5 months after the end of the previous year; and
 - (b) 15 months after the previous AGM.
- (2) The Secretary must call the AGM by giving a notice that complies with clause 36.

Commentary on clause 34

Section 26(1)(k)(i) and (iv) of the Incorporated Societies Act 2022 provides that the constitution must include the intervals between annual general meetings and the manner of calling general meetings.

Clause 34(1)(a) carries over rule 17 of AFW’s existing rules, and clause 34(1)(b) sets out a requirement in section 84(1)(b) of the Act. Clause 34(2) is new.

35 EGMs

- (1) AFW must call an EGM if—
 - (a) the committee decides that AFW should call an EGM; or
 - (b) the committee receives a written notice, signed by at least 10 members, asking for an EGM to consider and decide motions proposed in that notice.
- (2) An EGM called under subclause (1)(a) must be held when the committee decides it should be held.
- (3) An EGM called under subclause (1)(b) must be held no later than 6 weeks after the committee receives the written notice asking for that EGM.
- (4) The Secretary must call the EGM by giving a notice that complies with clause 36.

Commentary on clause 35

Section 26(1)(k)(iv) of the Incorporated Societies Act 2022 provides that the constitution must contain the manner of calling general meetings (which includes extraordinary general meetings).

Clauses 35(2) and (4) are new. Otherwise, clause 35 carries over rule 18 of AFW’s existing rules.

36 How and when a notice of general meeting must be given

- (1) A notice calling an AGM or an EGM must—
 - (a) be issued to every member; and
 - (b) be issued at least 3 weeks before the date of the AGM or the EGM; and
 - (c) set out the agenda for the meeting; and
 - (d) contain the text of motions to be decided by resolution (if any); and
 - (e) in the case of an AGM, contain the names of candidates for election to the committee; and
 - (f) in the case of an EGM, state whether the EGM is being called because the committee decided to call it or because the committee received a written notice, signed by at least 10 members, asking for an EGM.
- (2) In addition, a notice calling an AGM or an EGM relating to a proposed amendment to the Constitution must contain the text of the proposed amendment and a brief outline of the reasons for the proposed amendment.
- (3) AFW may issue the notice to a member by sending the notice to that member's last advised postal or email address.

Commentary on clause 36

Section 26(1)(k)(vi) of the Incorporated Societies Act 2022 provides that the constitution must contain the time within which, and manner in which, notices of general meetings and notices of motion must be notified.

Rule 21 of AFW's existing rules provides that members must be given not less than 21 days' notice of a general meeting and that it is sufficient for notice to be sent to a member's last advised postal or email address.

Clause 36 carries forward the substance of rule 21 (converting 21 days to 3 weeks) and slightly expands on the information that must be contained in the notice (borrowing some language from the Unit Titles Regulations 2011, which seemed a helpful model).

Note that section 85(2) of the Incorporated Societies Act provides that an accidental omission to give notice of a meeting to, or a failure to receive notice of a meeting by, a member does not invalidate the proceedings at that meeting.

37 How a general meeting is held

- (1) AFW must hold each AGM and any EGM on the date on which it is called to be held and in accordance with the Constitution.

- (2) A general meeting of AFW must be held by a quorum of persons—
- (a) being assembled together at the time and place appointed for the meeting; or
 - (b) participating in the meeting by means of audio link, audiovisual link, or other electronic communication; or
 - (c) by a combination of the methods described in paragraphs (a) and (b).
- (3) Each individual member and each life member are entitled to attend and vote at a general meeting.
- (4) Each nominated representative is entitled to attend a general meeting.
- (5) Each corporate member is entitled, through a nominated representative, to vote at a general meeting.
- (6) For clarity, a resolution may not be passed under section 89 of the Incorporated Societies Act in lieu of a meeting.

Commentary on clause 37

Section 26(1)(k)(vii) of the Incorporated Societies Act 2022 provides that the constitution must contain the procedure for general meetings. Section 26(1)(k)(v) provides that the constitution must also contain whether and, if so, how written resolutions may be passed in lieu of a general meeting for the purposes of section 89.

Clause 37(1) reproduces section 84(3)(a) of the Act and extends its provisions to EGMs.

Clause 37(2) reproduces section 87(1) of the Act.

Clause 37(3) to (5) clarifies the current voting and meeting attendance rights for the different categories of member (individual, life and corporate).

Clause 37(6) provides that a resolution may not be passed by a written notice signed by a majority of members in lieu of a meeting. That is the current position. (As a practical matter, attempting to pass a resolution by having a written notice signed by a majority of AFW's members – which would involve collecting the signatures of hundreds of AFW members – would seem nigh on impossible to achieve.)

38 Quorum for a general meeting

A quorum for a general meeting is 10 members present and eligible to vote.

Commentary on clause 38

Section 26(1)(k)(vii) of the Incorporated Societies Act 2022 provides that the constitution must contain the quorum for general meetings.

Rule 19 of AFW's existing rules provides a quorum for general meetings of 20 members present and eligible to vote. Clause 38 changes the requisite quorum to 10 members present and eligible to vote.

39 Information that must be presented at a general meeting

- (1) The committee must, at each AGM, present the following information—
 - (a) an annual report on AFW's operations and affairs during the most recently completed accounting period; and
 - (b) AFW's financial statements for that period; and
 - (c) notice of the disclosures, or types of disclosures, made under section 63 of the Incorporated Societies Act (disclosure of interests) during that period (including a brief summary of the matters, or types of matters, to which those disclosures relate).
- (2) At an EGM, the following information must be presented—
 - (a) whether the EGM is being called because the committee decided to call it or because the committee received a written notice, signed by at least 10 members, asking for an EGM; and
 - (b) the text of motions to be decided by resolution (if any).

Commentary on clause 39

Section 26(1)(k)(ii) of the Incorporated Societies Act 2022 provides that the constitution must contain the information that must be presented at general meetings. Section 86 provides that the committee must, at each AGM, present the information set out in section 86(1) of the Act. The Act does not specify the information that must be presented at an EGM.

Clause 39(1) sets out the information that section 86(1) of the Act requires for an AGM. Clause 39(2) is new and sets out what would be the bare minimum of information to be presented at an EGM.

40 Voting at general meeting

- (1) Voting at a general meeting on a matter must be, in the first instance, on voices.
- (2) However, if any member present so demands, voting on the matter must be by the show of hands.
- (3) Despite subclauses (1) and (2), voting on a matter must be by secret ballot if—
 - (a) the matter is the election of committee members; or
 - (b) the President or other person chairing the meeting so determines.

- (4) For clarity, a member is not permitted to vote by proxy, cast a postal vote or cast a vote by electronic means.

Commentary on clause 40

Section 26(1)(k)(vii) of the Incorporated Societies Act 2022 provides that the constitution must contain the procedure for general meetings, including voting procedures (for example, whether votes may be cast by post or by electronic means), procedures for proxies (if any), and whether the quorum takes into account members present by proxy or casting postal votes or votes by electronic means). Section 93 of the Act provides that a person may vote by proxy, cast a postal vote or cast a vote by electronic means if the society's constitution so permits.

Clause 40 carries over the substance of rule 20 in AFW's existing rules. AFW does not currently permit voting by proxy or postal or electronic voting. Clause 40(4) is new and confirms that a member may not vote in these ways.

41 Minutes

- (1) The Secretary must ensure that written minutes are made, recording the decisions taken at each general meeting and at each meeting of the committee.
- (2) Once the minutes are confirmed at a subsequent meeting, the President or other person chairing that subsequent meeting must sign them.
- (3) The Secretary is responsible for keeping the confirmed minutes and copies of any reports to which they refer.

Commentary on clause 41

Section 26(1)(k)(iii) of the Incorporated Societies Act 2022 provides that the constitution must contain arrangements and requirements for general meetings, including when minutes are required to be kept. Section 84(3)(b) provides that the society must ensure that minutes are kept of each AGM.

Clause 41 carries over rule 9 of AFW's existing rules.

42 Special general meetings under section 64(3) of the Incorporated Societies Act

The provisions in the Constitution applying to EGMs apply to any special general meeting that must be held under section 64(3) of the Incorporated Societies Act, with any necessary modifications.

Commentary on clause 42

Section 26(1)(k)(viii) of the Incorporated Societies Act 2022 provides that the constitution must contain the arrangements and requirements for special general meetings under section 64(3) of the Act (unless that provision has been negated under section 67). Clause 42 is new so that the Constitution complies with the Act.

Under section 64(3), if 50% or more of the members of the committee are prevented from voting on a matter because of a conflict of interest under section 64(1), a special general meeting of the society must be called to consider and determine the matter.

Part 10

Disposal of surplus assets

43 Nomination of a not-for profit entity

- (1) Subclause (2) applies on AFW's liquidation, if AFW has been removed from the register, or to enable AFW to request its removal from the register.
- (2) Any surplus assets that AFW may have after it has paid all costs, debts and liabilities must be disposed of to one or more not-for-profit entities in accordance with the following rules:
 - (a) the assets must be distributed to a new not-for-profit entity formed within 6 months of AFW's liquidation, AFW's removal from the register, or any resolution of AFW to request its removal from the register (as the case may be), if that entity—
 - (i) is an incorporated society or charitable trust in New Zealand; and
 - (ii) is a registered charity; and
 - (iii) has the same general purposes as AFW:
 - (b) if paragraph (a) does not apply, the assets must be distributed to those not-for-profit entities in New Zealand that are—
 - (i) incorporated societies or charitable trusts; and
 - (ii) registered charities; and
 - (iii) members of the Fédération des Alliances Françaises de Nouvelle-Zélande.

Commentary on clause 43

Section 26(1)(l) of the Incorporated Societies Act 2022 provides that the constitution must contain the nomination of a not-for-profit entity, or a class or description of not-for-profit entities, to which any surplus assets of the society should be distributed on a liquidation of the society or on, or to enable, the removal of the society from the register.

Clause 43 carries over the substance of rule 25 of AFW's existing rules in terms of the types of not-for-profit entities to which any surplus AFW assets should be disposed of.

The rest of rule 25 of AFW's existing rules provides that AFW may resolve to wind itself up and, if it does so, the committee must appoint trustees, one of whom is to be the nominee of the Alliance Française in Paris, to hold any surplus assets pending their distribution. This regime does not easily align with the new Incorporated Societies Act, so it has not been carried it over.

Schedule 1 Interpretation

1 Interpretation

- (1) In the Constitution, unless the context otherwise requires—

AFW and **society** mean Alliance Française Wellington Incorporated

AGM means an annual general meeting of AFW

committee means AFW's committee

Constitution means AFW's Constitution, as amended and adopted by resolution in general meeting on 13 May 2025 (or as subsequently amended)

contact person means a person holding the position of contact person of AFW for the purposes of sections 112 to 116 of the Incorporated Societies Act

EGM means an extraordinary general meeting of AFW

Incorporated Societies Act means the Incorporated Societies Act 2022

majority vote means a simple majority of the votes of those members—

- (a) present at a general meeting; and
- (b) entitled to vote; and
- (c) voting on the question

nominated representative means an individual that a corporate member nominates for the purposes of clause 10(5)(b)

officer means a member of the committee

ordinary officer means an officer who is not the President, Vice-President, Secretary or Treasurer

register of members means the register of its members that AFW is required to keep under section 79 of the Incorporated Societies Act

- (2) A reference to a **member, ordinary member, corporate member** or **life member** is a reference to a member, ordinary, member, corporate member or life member of AFW.

2 Meanings of “dispute” and “complaint” in Schedule 2

- (1) A disagreement or conflict is a **dispute** if—
 - (a) it is between—
 - (i) 2 or more members; or
 - (ii) 1 or more members and AFW; or
 - (iii) 1 or more members and 1 or more officers; or
 - (iv) 2 or more officers; or
 - (v) 1 or more officers and AFW; or
 - (vi) 1 or more members or officers and AFW; and
 - (b) the disagreement or conflict 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 the Constitution or the Incorporated Societies Act; or
 - (iii) AFW has breached, or is likely to breach, a duty under the Constitution or the Incorporated Societies Act; or
 - (iv) a member’s rights or interests as a member have been damaged or members’ rights or interests generally have been damaged.
- (2) A member, an officer or AFW makes a **complaint** if, in accordance with the Constitution,—
 - (a) the member or officer starts a procedure for resolving a dispute in accordance with the Constitution; or
 - (b) AFW starts a procedure for resolving a dispute in accordance with the Constitution (for example, AFW starts a disciplinary action against a member or an officer in relation to an allegation referred to in subclause (1)(b)(i) or (ii)).
- (3) In this clause, a reference to—
 - (a) a member is a reference to a member acting in their capacity as a member:
 - (b) an officer is a reference to an officer acting in their capacity as an officer.

Schedule 2

Dispute resolution procedures

1 How complaint is made

- (1) A member or an officer may make a complaint by giving to the committee (or a complaints subcommittee) a notice in writing that—
 - (a) states that the member or officer is starting a procedure for resolving a dispute in accordance with the Constitution; and
 - (b) sets out the allegation to which the dispute relates and whom the allegation is against; and
 - (c) sets out any other information reasonably required by AFW.
- (2) AFW 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—
 - (a) states that AFW is starting a procedure for resolving a dispute in accordance with the Constitution; and
 - (b) sets out the allegation to which the dispute relates.
- (3) The information given under subclause (1)(b) or (2)(b) 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.
- (4) A complaint may be made in any other reasonable manner permitted by the Constitution.

2 Person who makes complaint has right to be heard

- (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) If AFW makes a complaint,—
 - (a) AFW has a right to be heard before the complaint is resolved or any outcome is determined; and
 - (b) an officer may exercise that right on behalf of AFW.
- (3) Without limiting the manner in which the member, officer, or AFW 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, officer's or AFW'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

- (1) This clause applies if a complaint involves an allegation that a member, an officer or AFW (the **respondent**)—
 - (a) has engaged in misconduct; or
 - (b) has breached, or is likely to breach, a duty under the Constitution or the Incorporated Societies Act; or
 - (c) has damaged the rights or interests of a member or the rights or interests of members generally.
- (2) The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
- (3) If the respondent is AFW, an officer may exercise the right on behalf of AFW.
- (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—
 - (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.

4 Investigating and determining dispute

- (1) AFW 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.
- (2) Disputes must be dealt with under the Constitution in a fair, efficient, and effective manner.

5 AFW may decide not to proceed further with complaint

Despite clause 4, AFW may decide not to proceed further with a complaint if—

- (a) the complaint is trivial; or
- (b) the complaint does not appear to disclose or involve any allegation of the following kind:
 - (i) that a member or an officer has engaged in material misconduct;
 - (ii) that a member, an officer or AFW has materially breached, or is likely to materially breach, a duty under the Constitution or bylaws or the Incorporated Societies Act;
 - (iii) that a member's rights or interests or members' rights or interests generally have been materially damaged; 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 the Constitution; or
- (f) there has been an undue delay in making the complaint.

6 AFW may refer complaint

- (1) AFW may refer a complaint to—
 - (a) a subcommittee or an external person to investigate and report; or
 - (b) a subcommittee, an arbitral tribunal or an external person to investigate and make a decision.
- (2) AFW may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

7 Decision makers

A person may not act as a decision maker in relation to a complaint if 2 or more members of the committee or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be—

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