

THE YOUTH ONE STOP SHOP INCORPORATED

Incorporated Society Number 640862

Charity Number CC10540

CONSTITUTION



TABLE OF CONTENTS

PART 1 – DEFINITIONS AND INTERPRETATIONS.....	4
1 Definitions.....	4
PART 2 – DETAILS OF YOSS	5
2 Name.....	5
3 Application of Constitution.....	5
4 Registered Office	5
5 Contact Person.....	5
PART 3 – PURPOSES AND POWERS	6
6 Purposes	6
7 Powers	7
8 Act and Regulations	7
PART 4 – MEMBERSHIP	7
9 Minimum number of Members	7
10 Becoming a member: consent.....	7
11 Becoming a member: process	7
12 Members Rights and Obligations	8
13 Ceasing to be a member	8
14 Becoming a member again	9
PART 5 – GENERAL MEETINGS	9
15 Meetings of Members	9
16 Voting at General Meetings.....	10
17 Written Resolution in lieu of General Meeting	11
18 Annual General Meeting.....	11
19 Special General Meetings	12
PART 6 – GOVERNANCE.....	12
20 Governing Board	12
21 Additional positions	12
22 Qualifications of Board Members (Officers).....	13
23 Board Member’s Duties	13
24 Appointment & Election of Board Members.....	13
25 Term of Office	14
26 Removal of Board Members.....	14
27 Ceasing to Hold Office	15
28 Functions and Powers of the Board.....	15
29 Sub-Boards.....	15
30 Board Meetings & Procedures.....	16
31 Conflicts of Interest.....	16
PART 7 – REGISTERS	17
32 Interests Register	17
33 Register of Members	17
34 Access to Information for Members	18

PART 8 – FINANCIAL MATTERS	18
35 Control and Management	18
36 Financial Year	18
37 Accounting Records	18
PART 9 – DISPUTE RESOLUTION.....	19
38 Meanings of Dispute and Complaint	19
39 Making a Complaint.....	19
40 Complainant’s Right to be Heard.....	20
41 Respondent’s Right to be Heard.....	20
42 Investigating and Determining the Dispute.....	21
43 YOSS may Decide not to Proceed Further with Complaint	21
44 YOSS may refer Complaint.....	21
PART 10 – ADMINISTRATIVE.....	22
45 Alterations to the Constitution	22
46 YOSS Bylaws & Policies	23
47 Indemnity & Insurance	23
PART 11 – WINDING UP.....	23
48 Voluntary Liquidation or Removal from the Register of Incorporated Societies	23
49 Surplus Assets	24

PART 1 – DEFINITIONS AND INTERPRETATIONS

1 Definitions

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

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

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

Balance Date means 30 June in each year.

Chairperson means the Board Member responsible for chairing General Meetings and Board meetings, and who provides leadership for the Society.

Board means the Society's governing body.

Constitution means the rules in this document.

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

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

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

Matter means—

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

Member means a person who has consented to become a Member of the Society and has been properly admitted to the Society who has not ceased to be a Member of the Society.

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

Officer means a natural person who is:

- a) a member of the Board, or
- b) occupying a position in the Society that allows them to exercise significant influence over the management or administration of the Society, including any Chief Executive or Treasurer.

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

Secretary means the Board Member responsible for the matters specifically noted in this Constitution.

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

Working Day means a day which is not a Saturday, Sunday, or a public holiday as defined in the Legislation Act 2019.

PART 2 – DETAILS OF YOSS

2 Name

- 2.1 The name of the society is The Youth One Stop Shop Incorporated (**YOSS**).

3 Application of Constitution

- 3.1 YOSS was registered as an incorporated society under the Incorporated Societies Act 1908 on 9 May 1995.
- 3.2 The members of YOSS intend to apply for reregistration under the Act following the approval of this Constitution.
- 3.3 The Constitution comes into operation on the date of YOSS's reregistration under the Act.

4 Registered Office

- 4.1 The registered office of YOSS shall be at such place in New Zealand as the Board from time to time determines. Changes to the registered office shall be notified to the Registrar in a form and as required by the Act.

5 Contact Person

- 5.1 The Board shall appoint at least one (1) but no more than three (3) contact person(s) by majority vote at the first meeting of the Board following the AGM.

5.2 Each contact person must:

- a) Be at least 18 years of age;
- b) Ordinarily reside in New Zealand; and
- c) Be a Member of YOSS.

5.3 Each contact person's name and contact details must be provided to the Registrar in accordance with the Act. Any change in the contact person or the contact person's name or contact details must be provided to the Registrar within twenty (20) Working Days of that change occurring, or YOSS becoming aware of the change.

PART 3 – PURPOSES AND POWERS

6 Purposes

6.1 YOSS is established and maintained exclusively for charitable purposes (including any purposes ancillary to those charitable purposes), namely:

- To support and empower rangatahi (young people) by providing access to inclusive and safe health and social services that enhance their wellbeing and potential.
- To promote the holistic development of rangatahi — socially, educationally, emotionally, spiritually, economically - with a focus on equity and reducing barriers to opportunity.
- To uphold Te Tiriti o Waitangi by honouring tino rangatiratanga and working in genuine, enduring partnership with tangata whenua. To actively protect Māori rights, uphold the mana of Māori taonga, and ensure rangatahi Māori are supported to thrive through equitable, Māori-led solutions that reflect their aspirations, whakapapa and the wellbeing of their whānau.
- To represent and advocate for rangatahi in public forums, including making submissions to local and central government, and engaging with public, private, and media entities to influence positive change.
- To enter into partnerships, contracts, and collaborative arrangements with individuals, organisations, and communities that support and advance the charitable purposes of YOSS.
- To foster relationships and networks that strengthen the capability and sustainability of organisations serving rangatahi. To share resources and expertise with other youth organisations — Māori and Tauīwi — where it supports collective impact, provided YOSS's own priorities are not compromised.

- To receive, manage, and distribute funds in a transparent and responsible manner — including funding from public, private, local, and national sources — solely to support the charitable purposes of the organisation.
- To employ and engage people or organisations to deliver services aligned with the organisation’s charitable purposes, ensuring all remuneration is fair, reasonable, and consistent with arm’s-length principles.
- To acquire, lease, manage, or dispose of property and other assets, whether real or personal, in a manner that supports the charitable purposes of the organisation.
- To engage in lawful financial activities necessary to support the charitable purposes of the organisation, including investment, lending, borrowing, and the use of negotiable instruments, subject to appropriate oversight.
- To undertake any lawful activity that is ancillary to, or supports, the fulfilment of the charitable purposes stated above.

6.2 Any income, benefit, or advantage must be used to advance the charitable purposes of the Society.

7 Powers

7.1 YOSS must not be carried on for the financial gain of any of its members.

7.2 YOSS shall not have the power to borrow money.

8 Act and Regulations

8.1 Nothing in this Constitution authorises YOSS to do anything which contravenes or is inconsistent with the Act, any regulations made under the Act, or any other legislation.

PART 4 – MEMBERSHIP

9 Minimum number of Members

9.1 YOSS shall maintain the minimum number of Members required by the Act.

10 Becoming a member: consent

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

11 Becoming a member: process

11.1 Membership shall be available for young people and those who work with young people, and those who support and agree with the purposes of YOSS. An applicant for

membership must complete and sign any application form, supply any information, or attend an interview as may be reasonably required by the Board regarding an application for membership and will become a Member on acceptance of that application by the Board.

11.2 The Board may accept or decline an application for membership at its sole discretion. The Board must advise the applicant of its decision.

11.3 The signed written consent of every Member to become a Member shall be retained in YOSS's membership records.

12 Members Rights and Obligations

12.1 Every Member shall provide YOSS in writing with that Member's name and contact details (namely, physical or email address and a phone number) and promptly advise YOSS in writing of any changes to those details.

12.2 All Members shall promote the interests and purposes of YOSS and shall do nothing to bring YOSS into disrepute.

12.3 The Board may decide what access or use Members may have of or to any premises, facilities, equipment or other property owned, occupied or otherwise used by YOSS, and to participate in YOSS activities, including any conditions of and fees for such access, use or involvement.

13 Ceasing to be a member

13.1 A Member ceases to be a Member—

- by resignation from that Member's class of membership by written notice signed by that Member to the Board, or
- on termination of a Member's membership following a dispute resolution process under this Constitution, or
- on death (or if a body corporate on liquidation or deregistration, or if a partnership on dissolution of the partnership), or
- by resolution of the Board where, in the opinion of the Board, the Member has brought the Society into disrepute.

13.2 A Member who has ceased to be a Member under this Constitution—

- shall cease to hold themselves out as a Member of the Society, and

- shall return to the Society all material provided to Members by the Society (including any membership certificate, badges, handbooks and manuals).
- shall cease to be entitled to any of the rights of a Society Member.

13.3 Transitional provision: All members who were automatically made Members under rule 2(1) of the previous constitution shall cease to be Members upon registration of this new Constitution and must reregister if they wish to continue to be a Member.

14 Becoming a member again

14.1 Any former Member may apply for re-admission in the manner prescribed for new applicants, however if a former Member's membership was terminated following a disciplinary or dispute resolution process, the applicant may be re-admitted only by resolution of the Board.

PART 5 – GENERAL MEETINGS

15 Meetings of Members

- 15.1 Notice: The Board shall give all Members at least twenty eight (28) days written Notice of any General Meeting. The Notice must set out:
- (a) the date, time, location and/or the manner in which the General Meeting is to be held;
 - (b) the number of vacancies, if any, in any Board Member positions for which applications are sought; and
 - (c) the closing date(s) for nominations for Board Member (if applicable), proposed motions, and other items of business to be submitted to the Board.
- 15.2 That Notice will be addressed to the Member at the contact address notified to YOSS and recorded in YOSS's Register of Members. The General Meeting and its business will not be invalidated simply because one or more Members do not receive the Notice of the General Meeting.
- 15.3 Board Motions: The Board may propose motions for YOSS to vote on, which shall be notified to Members with the written Notice of the General Meeting or in the Agenda given under Rule 15.5.
- 15.4 Member Motions: Any Member may request that a motion be voted on at a General Meeting by giving notice to the Secretary or Board at least six (6) Working Days before that meeting. The Member may also provide information in support of the motion. If notice of the motion is given to the Secretary or Board before written Notice of the General Meeting is given to Members, notice of the motion shall be provided to Members with the written Notice of the General Meeting.

- 15.5 AGM Agenda: An agenda containing the business to be discussed at an AGM, together with the Postal and Electronic Voting form and proxy form must be sent to the Members no later than fifteen (15) Working Days before the date of the Annual General Meeting. No additional items of business not listed on the agenda can be voted on, but may be discussed by unanimous agreement of the meeting.
- 15.6 Attendance: General Meetings may be held at one (1) or more venues by Members present in person and/or using any real-time audio, audio and visual, or electronic communication that gives each Member a reasonable opportunity to participate.
- 15.7 Quorum: No General Meeting may be held unless at least three (3) Members attend throughout the meeting and this will constitute a quorum.
- 15.8 If within ten minutes after the time appointed for a meeting a quorum is not present, the meeting, if convened upon request of Members, shall be dissolved. In any other case it shall stand adjourned for twenty minutes, after which a subsequent meeting shall start immediately and if at such adjourned meeting a quorum is not present those Members present in person or by proxy shall be deemed to constitute a sufficient quorum.
- 15.9 Any decisions made when a quorum is not present are not valid.
- 15.10 All General Meetings shall be chaired by the Chairperson. If the Chairperson is absent, the Board shall select a Board Member to chair the meeting.
- 15.11 Any person chairing a General Meeting may:
- a) With the consent of a simple majority of Members present at any General Meeting adjourn the General Meeting from time to time and from place to place but no business shall be transacted at any adjourned General Meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - b) Direct that any person not entitled to be present at the General Meeting, or obstructing the business of the General Meeting, or behaving in a disorderly manner, or being abusive, or failing to abide by directions of the Chairperson, be removed from the General Meeting.
 - c) In the absence of a quorum or in the case of emergency adjourn the General Meeting or declare it closed.
- 15.12 The Secretary must keep minutes of all General Meetings.

16 Voting at General Meetings

- 16.1 A Member is entitled to exercise one (1) vote on any motion at a General Meeting in person or by a signed written proxy (an email being acceptable) in favour of some individual entitled to be present at the General Meeting and received by, or handed to, the Board before the commencement of the General Meeting.

- 16.2 Voting at a General Meeting shall be by voices or by show of hands or, on demand of the Chairperson or of two (2) or more Members present, by secret ballot.
- 16.3 Unless otherwise required by this Constitution, all questions shall be decided by a simple majority of those in attendance in person or by proxy and voting at a General Meeting or voting by remote ballot.
- 16.4 Any person chairing a General Meeting does not have a casting vote.

17 Written Resolution in lieu of General Meeting

- 17.1 A written resolution passed in lieu of a General Meeting is as valid for the purposes of the Act and this Constitution as if it had been passed at a General Meeting provided that it is approved by no less than seventy five (75) percent of the Members who are entitled to vote on the resolution.
- 17.2 A written resolution may consist of one or more documents in similar form (including letters, electronic mail, or other similar means of communication) each proposed by or on behalf of one (1) or more Members. A Member may give their approval to a written resolution by signing the resolution or giving approval to the resolution by electronic means.

18 Annual General Meeting

- 18.1 AGM: An Annual General Meeting shall be held once a year on a date and at a location and/or using any electronic communication determined by the Board and consistent with any requirements in the Act, and the procedure to be followed at General Meetings in this Constitution shall apply.
- 18.2 Timing: The AGM must be held no later than the earlier of the following: six (6) months after the Balance Date or fifteen (15) months after the previous AGM.
- 18.3 Business: The following business must be discussed at each AGM:
- a) the adoption of the annual report on the operations and affairs of YOSS during the most recently completed accounting period;
 - b) receive a report of any disclosures of conflicts of interest made by Officers during that period (including a summary of the Matters, or categories of Matters, to which those disclosures relate);
 - c) the confirmation of the minutes of the last AGM and any Special General Meeting(s) held since the last AGM;
 - d) the adoption of the Board's report on the finances of YOSS for the preceding financial year;
 - e) the adoption of the annual financial statements for the preceding financial year;
 - f) the election of any vacancies arising in the positions of Board Members;

- g) any other items of business that have been properly submitted for consideration at the AGM.
- 18.4 The Board must, at each AGM, present the following information:
- a) an annual report on the operation and affairs of YOSS during the most recently completed accounting period;
 - b) the annual financial statements for that period; and
 - c) notice of any disclosures of conflicts of interest made by Officers during that period, including a summary of the matters or types of matters to which those disclosures relate.

19 Special General Meetings

- 19.1 Special General Meetings may be called at any time by resolution of the Board.
- 19.2 The Board must call a Special General Meeting if it receives a written request signed by at least ten (10) Members.
- 19.3 Any resolution or written request must state the business that the Special General Meeting is to deal with.
- 19.4 The rules in this Constitution relating to the procedure to be followed at General Meeting shall apply to Special General Meetings and a Special General Meeting shall only consider and deal with the business specified in the Board's resolution or the written request by the Member.

PART 6 – GOVERNANCE

20 Governing Board

- 20.1 The Board shall consist of at least five (5) and no more than ten (10) Board Members.
- 20.2 A majority of the Board Members must be Members of YOSS.
- 20.3 One Board Member will have each of the following titles:
- a) Chairperson
 - b) Secretary
 - c) Treasurer

21 Additional positions

- 21.1 Mana whenua: The Board shall, wherever possible, co-opt a Board Member who is a representative of mana whenua in Palmerston North or Horowhenua.

- 21.2 Young people perspective: The Board shall, wherever possible, co-opt a Board Member who is aged 18-24 years, to act as a voice for young people on the Board.

22 Qualifications of Board Members

- 22.1 Every Board Member must be a natural person who:
- a) has consented in writing to be an Officer of the Society, and
 - b) certifies that they are not disqualified from being elected or appointed or otherwise holding office as an Officer of the Society.
- 22.2 Each certificate shall be retained in YOSS's records.
- 22.3 Board Members must not be disqualified under section 47(3) of the Act or section 36B of the Charities Act 2005 from being appointed or holding office as an Officer of YOSS.

23 Board Member's Duties

- 23.1 At all times, each Board Member:
- a) shall act in good faith and in the best interests of YOSS;
 - b) must exercise all powers for a proper purpose;
 - c) must not act, or agree to YOSS acting, in a manner that contravenes the Act or this Constitution;
 - d) when exercising powers or performing duties as an Officer, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation:
 - the nature of YOSS;
 - the nature of the decision; and
 - the position of the Officer and the nature of the responsibilities undertaken in the position;
 - e) must not agree to the activities of YOSS being, or allow the activities of YOSS to be, carried on in a manner likely to create substantial risk of serious loss to YOSS or YOSS's creditors; and
 - f) must not agree to YOSS incurring an obligation unless there are reasonable grounds on which to believe that YOSS will be able to perform the obligation when it is required to do so.

24 Appointment & Election of Board Members

- 24.1 Board Members shall be elected during AGMs.

- 24.2 Vacancy: If a vacancy in the position of any Board Member occurs between AGMs, that vacancy shall be filled by resolution of the Board. Any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the appointee is not disqualified from being appointed or holding office as Officer. Any such appointment must be ratified at the next AGM.
- 24.3 Nominations: A candidate's written nomination, accompanied by the written consent of the nominee with a certificate that the nominee is not disqualified from being appointed or holding office as an Officer shall be received by the Board at least five (5) Working Days before the date of the AGM. If there are insufficient valid nominations received, further nominations may be received from the floor at the AGM.
- 24.4 Voting: Votes shall be cast in such a manner as the person chairing the meeting determines. In the event of any vote being tied, the tie shall be resolved by the incoming Board (excluding those in respect of whom the votes are tied).
- 24.5 Two Members (who are not nominees) or non-Members appointed by the Chairperson shall act as scrutineers for the counting of the votes and destruction of any voting papers.
- 24.6 The failure for any reason of any financial Member to receive such Notice of the AGM shall not invalidate the election.
- 24.7 Power to co-opt: In addition to Board Members elected under the foregoing provisions of this rule, the Board may appoint other Board Members for a specific purpose, or for a limited time period, or generally until the next AGM. Unless otherwise specified by the Board, any person so appointed shall have full speaking and voting rights as a Board Member of YOSS. Any such appointee must, before appointment, supply a signed consent to the appointment and a certificate that the appointee is not disqualified from holding office as an Officer.

25 Term of Office

- 25.1 The term of office for all Board Members elected to the Board shall be two (2) years expiring at the end of the AGM in the year corresponding with the last year of each Board Member's term of office.

26 Removal of Board Members

- 26.1 Any Board Members shall be removed as a Board Member by resolution of the Board or YOSS where in the opinion of the Board or YOSS:

- a) The Board Member has been absent from three (3) Board Meetings without leave of absence from the Board;
- b) The Board Member has brought YOSS into disrepute;
- c) The Board Member has failed to disclose a conflict of interest; or
- d) The Board passes a vote of no confidence in the Board Member

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

27 Ceasing to Hold Office

- 27.1 A Board Member ceases to hold office when they resign (by notice in writing to the Board), are removed in accordance with rule 26 of this Constitution, die, or otherwise vacate office in accordance with section 50(1) of the Act, or upon expiry of their term of office.
- 27.2 Each Board Member shall, as soon as practicable and within ten (10) Working Days of submitting a resignation or ceasing to hold office, deliver to the Board all books, papers and other property of YOSS held by such former Board Member.

28 Functions and Powers of the Board

- 28.1 From the end of each AGM until the end of the next, YOSS shall be managed by, or under the direction or supervision of, the Board, in accordance with the Act, any Regulations made under that Act, and this Constitution.
- 28.2 The Board has all the powers necessary for managing, and for directing and supervising the management of, the operation and affairs of YOSS, subject to such modifications, exceptions, or limitations as are contained in the Act or in this Constitution.

29 Sub-Boards

- 29.1 The Board may appoint sub-Boards consisting of such persons (whether or not Members of YOSS) and for such purposes as it thinks fit.
- 29.2 Unless otherwise resolved by the Board:
 - a) the quorum of every sub-Board is half the members of the sub-Board but not less than two (2);
 - b) no sub-Board shall have power to co-opt additional members;
 - c) a sub-Board must not commit YOSS to any financial expenditure without express authority from the Board; and
 - d) a sub-Board must not further delegate any of its powers.

30 Board Meetings & Procedures

- 30.1 Resolutions: The Board and any sub-Board may act by resolution approved during a conference call using audio and/or audio-visual technology or through a written ballot conducted by email, electronic voting system, or post, and any such resolution shall be recorded in the minutes of the next Board or sub-Board meeting.
- 30.2 Procedure: Other than as prescribed by the Act or this Constitution, the Board and any sub-Board may regulate its proceedings as it thinks fit.
- 30.3 Quorum: The quorum for any Board Meetings is three (3) Board Members.
- 30.4 A meeting of the Board may be held either:
- a) by a number of the Board Members who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or
 - b) by means of audio, or audio and visual, communication by which all Board Members participating and constituting a quorum can simultaneously hear each other throughout the meeting.
- 30.5 Voting: A resolution of the Board is passed at any meeting of the Board if a majority of the votes cast on it are in favour of the resolution. Every Board Member shall have one (1) vote.
- 30.6 Casting Vote: The Chairperson shall not have a casting vote in the event of a tied vote on any resolution of the Board.
- 30.7 Frequency: The Board shall meet as required and at such times and places and in such manner as it may determine and otherwise where and as convened by the Chairperson or Secretary.
- 30.8 Notice: The Secretary shall give to all Board Members not less than five (5) Working Days' notice of Board meetings, but in cases of urgency a shorter period of notice shall suffice.

31 Conflicts of Interest

- 31.1 A Board Member or member of a sub-Board who is an Interested Member in respect of any Matter being considered by the Society, must disclose details of the nature and extent of the interest, including any monetary value of the interest if it can be quantified:
- a) to the Board and or sub-Board, and
 - b) in an Interests Register kept by the Board.

- 31.2 Disclosure must be made as soon as practicable after the Board Member or member of a sub-Board becomes aware that they are interested in the Matter.
- 31.3 A Board Member or member of a sub-Board who is an Interested Member regarding a Matter—
- a) must not vote or take part in the decision of the Board and/or sub-Board relating to the Matter unless all Board Members who are not interested in the Matter consent; and
 - b) must not sign any document relating to the entry into a transaction or the initiation of the Matter unless all Board Members who are not interested in the Matter consent; but
 - c) may take part in any discussion of the Board and/or sub-Board relating to the Matter and be present at the time of the decision of the Board and/or sub-Board (unless the Board and/or sub-Board decides otherwise).
- 31.4 A Board Member or member of a sub-Board who is prevented from voting on a Matter may still be counted for the purpose of determining whether there is a quorum at any meeting at which the Matter is considered.
- 31.5 Where 50 per cent or more of Board Members are prevented from voting on a Matter because they are interested in that Matter, a Special General Meeting must be called to consider and determine the Matter, unless all non-interested Board Members agree otherwise.
- 31.6 Where 50 per cent or more of the members of a sub-Board are prevented from voting on a Matter because they are interested in that Matter, the Board shall consider and determine the Matter.

PART 7 – REGISTERS

32 Interests Register

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

33 Register of Members

- 33.1 YOSS shall keep an up-to-date Register of Members, containing each Member's name, contact details and the date they became a member, as well as any other information required by the Act. The Secretary shall be responsible for maintaining the Register.

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

34 Access to Information for Members

- 34.1 The collection, use, storage and disclosure of any personal information in relation to the Register of Members must comply with the Privacy Act 2020 of any replacement legislation. Any Member's entry on the Register of Members must be available for inspection by that Member upon reasonable request and in compliance with the Privacy Act 2020 or any replacement legislation.

PART 8 – FINANCIAL MATTERS

35 Control and Management

- 35.1 The funds and property of YOSS shall be:
- a) controlled, invested and disposed of by the Board, subject to this Constitution; and
 - b) devoted solely to the promotion of the purposes of YOSS.
- 35.2 The Board shall maintain bank accounts in the name of YOSS.
- 35.3 Any money received on account of YOSS shall be banked within three (3) Working Days of receipt.
- 35.4 All accounts paid or for payment shall be submitted to the Board for approval of payment.

36 Financial Year

- 36.1 YOSS's financial year shall commence on 1 July of each year and end on 30 June (being the Balance Date).

37 Accounting Records

- 37.1 The Board must ensure that there are kept at all times accounting records that:
- a) correctly record the transactions of YOSS;
 - b) allow YOSS to produce financial statements that comply with the requirements of the Act; and
 - c) would enable the financial statements to be readily and properly audited if required under any legislation.

- 37.2 Accounting System: The Board must establish and maintain a satisfactory system of control of YOSS's accounting records. The accounting records must be kept in written form or in a manner that is easily accessible and convertible into written form.
- 37.3 Retention of Records: The accounting records must be kept for the current accounting period and for the last seven (7) completed accounting periods of YOSS.

PART 9 – DISPUTE RESOLUTION

38 Meanings of Dispute and Complaint

- 38.1 A dispute is a disagreement or conflict involving YOSS and/or its Members in relation to specific allegations.
- 38.2 The disagreement or conflict may be between any of the following:
- a) Two (2) or more Members;
 - b) Two (2) or more Board Members;
 - c) One (1) or more Members and one (1) or more Board Members; or
 - d) One (1) or more Members and/or Board Members and YOSS.
- 38.3 The disagreement or conflict must relate to any of the following allegations:
- a) A Member or a Board Member has engaged in misconduct;
 - b) A Member or a Board Member has breached, or is likely to breach, a duty under this Constitution or bylaws or the Act;
 - c) YOSS has breached, or is likely to breach, a duty under this Constitution, bylaws or the Act; or
 - d) A Member's rights or interests as a Member have been damaged or Member's rights or interests generally have been damaged.

39 Making a Complaint

- 39.1 Making a Complaint: A Member or a Board Member may make a complaint by giving to the Board, or a complaints sub-Board, a notice in writing that:
- a) states that the Member or Board Member is starting a procedure for resolving a dispute in accordance with the Constitution; and
 - b) sets out the allegation(s) to which the disputes relates and who the allegation or allegations is or are against; and
 - c) sets out any other information or allegations reasonably required by YOSS.

39.2 YOSS can initiate a complaint: YOSS may make a complaint involving an allegation against a Member or a Board Member by giving to the Member or Board Member a notice in writing that:

- a) states that YOSS is starting a procedure for resolving a dispute in accordance with the Constitution; and
- b) sets out the allegation to which the dispute relates.

39.3 Information: The information setting out the allegation(s) must be sufficiently detailed to ensure that a person against whom an allegation or allegations is or are made is fairly advised of the allegation(s) concerning them, with sufficient details given to enable that person to prepare a response.

40 Complainant's Right to be Heard

40.1 A Member or Board Member who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.

40.2 If YOSS makes a complaint, YOSS has a right to be heard before the complaint is resolved or any outcome is determined, and a Board Member may exercise that right on behalf of YOSS.

40.3 Without limiting the manner in which the complainant may be given the right to be heard, they must be taken to have been given the right if:

- a) they have had 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 complainant's written or verbal statement or submissions, if any, are considered by the decision-maker.

41 Respondent's Right to be Heard

41.1 The respondent to a complaint has a right to be heard before the complaint is resolved or any outcome is determined.

41.2 If the respondent is YOSS, a Board Member may exercise the right on behalf of YOSS.

41.3 Without limiting the manner in which the respondent may be given the right to be heard, they 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) they have had 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 or verbal statement or submissions, if any, are considered by the decision-maker.

42 Investigating and Determining the Dispute

- 42.1 Investigation: YOSS 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 in accordance with this Constitution and any bylaws.
- 42.2 Fair Process: Disputes must be dealt with under the Constitution in a fair, efficient, and effective manner and in accordance with the provisions of the Act.
- 42.3 Cooperation: All Members, including the Board, must cooperate to resolve disputes efficiently, fairly, and with minimum disruption to YOSS's activities.

43 YOSS may Decide not to Proceed Further with Complaint

- 43.1 Despite Rule 42 above, YOSS may decide not to proceed further with a complaint if:
 - a) the complaint is considered to be trivial;
 - b) the complaint does not appear to disclose or involve any allegation of the kinds described in Rule 38.3;
 - c) the complaint appears to be without foundation or there is no apparent evidence to support it;
 - d) the person who makes the complaint has an insignificant interest in the matter;
 - 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.

44 YOSS may refer Complaint

- 44.1 YOSS may refer a complaint to:
 - a) a sub-Board or an external person to investigate and report; or

- b) a sub-Board, an arbitral tribunal, or an external person to investigate and make a decision.
- 44.2 YOSS 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).
- 44.3 A person may not act as a decision-maker in relation to a complaint if two (2) or more members of the Board or a complaints sub-Board consider that there are reasonable grounds to believe that the person may not be impartial or able to consider the matter without a predetermined view.

PART 10 – ADMINISTRATIVE

45 Alterations to the Constitution

- 45.1 All amendments must be made in accordance with this Constitution. Any minor or technical amendments shall be notified to Members in accordance with section 31 of the Act.
- 45.2 YOSS may amend or replace this Constitution at a General Meeting by a resolution passed by a 75% majority of those Members present and voting. That amendment can also be approved by a resolution passed in lieu of a meeting as permitted by Rule 18 of this Constitution.
- 45.3 Any proposed resolution to amend or replace this Constitution shall be signed by at least ten (10) per cent of eligible Members and given in writing to the Board at least twenty (20) Working Days before the General Meeting at which the resolution is to be considered and accompanied by a written explanation of the reasons for the proposal.
- 45.4 At least fifteen (15) Working Days before the General Meeting at which any amendment is to be considered the Board shall give to all Members notice of the resolution proposed by Members, or a resolution proposed by the Board, as well as the reasons for the proposal and any recommendations the Board has.
- 45.5 When an amendment is approved by a General Meeting it shall be notified to the Registrar in the form and manner specified in the Act for registration, and shall take effect from the date of registration.
- 45.6 While YOSS is registered as a charity under the Charities Act 2005 the amendment shall also be notified to Charities Services as required by section 40 of that Act.

46 YOSS Bylaws & Policies

- 46.1 The Board may from time to time make and amend bylaws and policies for the conduct and control of YOSS activities and codes of conduct applicable to Members. No such bylaws, policies or codes of conduct applicable to Members shall be inconsistent with this Constitution, the Act, regulations made under the Act, or any other legislation.

47 Indemnity & Insurance

- 47.1 Subject to Rule 47.2, YOSS may, by resolution of the Board, indemnify any Board Member(s) in respect of:
- a) liability to any person other than YOSS for any act or omission in their capacity as an Officer;
 - b) liability for a failure to comply with a duty under sections 54 to 61 of the Act or any other duty imposed on the Officer in their capacity as an Officer; and
 - c) costs (including legal costs) incurred by the Board Member in defending or settling any claim or proceeding relating to any such liability.
- 47.2 Any indemnity given under Rule 47.1 must not extend to criminal liability or a liability that arises out of a failure to act in good faith and in the best interests of YOSS when acting as a Board Member.
- 47.3 YOSS may, by resolution of the Board, obtain any appropriate insurance in respect of this indemnity provision.

PART 11 – WINDING UP

48 Voluntary Liquidation or Removal from the Register of Incorporated Societies

- 48.1 YOSS may be liquidated or removed from the Register of Incorporated Societies in accordance with the provisions of Part 5 of the Act.
- 48.2 The Board shall give forty (40) Working Days' written Notice to all Members of the proposed resolution to put YOSS into liquidation or remove it from the Register.
- 48.3 This Notice shall be given to all Members with the written Notice of the General Meeting at which any such proposed resolution is to be considered. The Notice shall include all information as required by section 228(4) of the Act.
- 48.4 Any resolution to put YOSS into liquidation or remove it from the Register must be passed by a simple majority of all Members present and voting.

49 Surplus Assets

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