

PAPATOETOE CENTRAL MAIN STREET SOCIETY INCORPORATED

CONSTITUTION: INCORPORATED SOCIETIES ACT CHECKLIST & PROPOSED AMENDMENTS

Checklist	Constitution – current wording	Proposed amendment
<p><i>Your society's name</i></p> <p>The Registrar advises that the name of the society must end with the word 'Incorporated', 'Inc' or the word 'Manatōpū'. Societies can also choose to use a combination of these words as the last words of the society's name.</p>	<p>The BID Constitution Template 2021 provides that the name of the BID must end with 'An Incorporated Society' on the title page.</p> <p>It is recommended that BIDs check their current Constitution to ensure the name of the BID ends with the words 'An Incorporated Society' or the word 'Manatōpū' or a combination on the title page.</p> <p>The BID Constitution Template 2021 does not provide that the name of the BID must end with the word 'Incorporated' on the top of page 2.</p> <p>It is recommended that each BID check their current Constitution to ensure the name of the BID ends with the word 'Incorporated' or the word 'Manatōpū' or a combination on the top of page 2.</p> <p>In Rule 1 'Defined Terms and Rules of Interpretation', of the BID Constitution Template 2021, the definition of "Association" means the [insert name of Business Association].</p> <p>It is recommended that each BID check their current Constitution to ensure the definition of "Association" means [insert name of Business Association] ending with the word 'Incorporated' or 'Manatōpū' or a combination.</p> <p>In Rule 2 of the BID Constitution Template 2021, the name of the Association includes a requirement to include the word 'Incorporated' as the last word.</p> <p>It is recommended that each BID check their current Constitution to ensure the name of the Association in Rule 2 ends with the words 'Incorporated' or 'Manatōpū' or a combination.</p>	
Definitions	<p>Rule 1 of the BID Constitution Template 2021 'Interpretation' refers to the Incorporated Societies Act 1908 in the definition of "Act". Instead, it should refer to Incorporated Societies Act 2022.</p>	<p>It is recommended that Rule 1 be amended:</p> <p>""Act"" means the Incorporated Societies Act 2022 as amended from time to time, or any corresponding replacement legislation."</p>

<p><i>Becoming a member</i></p> <p>The Registrar advises that the society must include how a person (or body corporate) becomes a member of the society.</p> <p>The Registrar advises to make sure the society has included a requirement that a prospective member must consent to being a member.</p> <p>The society needs to decide how best to obtain and record members' consents.</p>	<p>Rule 5.5 of the BID Constitution Template 2021 provides that: "In order to become a Full Member, a person entitled to be a Full Member of the Association who wishes to exercise that entitlement must: ..."</p> <p>It is recommended that Rule 5.5 be amended to include the following: "In order to become a Full Member, a person entitled to be a Full Member of the Association who wishes to exercise that entitlement and consents in writing to becoming a Full Member must: ..."</p> <p>It is recommended that Rule 5.5.2 also be amended to include the following: "... provide to the Secretary, when becoming a Full Member their consent to becoming a Full Member and from time to time ..."</p> <p>As a further consequence, Rule 8.1.1 concerning the 'Register of Members' should also be amended to provide for the consent being retained in the Association's membership records. "... the name, consent, occupation/business and contact details ..."</p> <p>Or</p> <p>"... the name, consent, occupation/business and contact details ..."</p>	<p>It is recommended that Rule 5.5 be amended to include the following:</p> <p>"In order to become a Full Member, a person entitled to be a Full Member of the Association who wishes to exercise that entitlement and consents in writing to becoming a Full Member must: ..."</p> <p>It is recommended that Rule 5.5.2 be amended to include the following:</p> <p>"... provide to the Secretary, when becoming a Full Member their consent to becoming a Full Member and from time to time ..."</p> <p>It is recommended that Rule 8.1.1 be amended: "... the name, consent, occupation/business and contact details ..."</p>
<p><i>Ceasing to be a member</i></p> <p>The Registrar advises that how a person (or body corporate) ceases to be a member of the society must also be covered.</p> <p>The Registrar advises that the Constitution should include both how a member would resign from the society and how the society would itself end the membership of a member.</p>	<p>Rule 6 of the BID Constitution Template 2021 sets out how a person (or body corporate) ceases to be a member of the Society (through both resignation and termination of membership by the Society itself).</p> <p>This accords with the Registrar's advice.</p>	
<p><i>Keeping your society's register of members up to date</i></p> <p>The Registrar advises that a society must document how the society will ensure that its register of members records the required information and is kept up to date.</p>	<p>Rule 8 of the BID Constitution Template 2012 sets out requirements regarding the 'Register of Members', including required information and that it must be kept up to date.</p> <p>This accords with the Registrar's advice.</p>	

<p><i>Committee and officers</i></p> <p>The Registrar advises that a society must provide for in its Constitution:</p> <ul style="list-style-type: none"> • how many members will be on the society's committee (there must be at least 3 officers). • how the society will elect or appoint its officers. • what the term of office for each officer will be. • how the society would remove an officer from the society [or Committee]. • what functions and powers the committee will have. • what the procedures will be for holding committee meetings, including voting procedures. • how many officers are required to form a quorum for a committee meeting. • whether the society will have a committee chairperson and if so, how they will be elected or appointed, and whether the chairperson would have a casting vote. 	<p>Rules 12 to 20 of the BID Constitution Template 2021 set out the requirements regarding the Executive Committee and its Officers.</p> <p><i>Note:</i> Rule 13 determines how many members will be on the society's committee and Rule 15 provides that there must be at least 3 officers (Chairperson, Treasurer and Secretary).</p> <p>The term "officer" is defined in Rule 1 to mean "the Chairperson, Secretary, Treasurer and any other officer as referred to in Rule 15."</p> <p>Rule 15 sets out how the 3 officers (Chairperson, Treasurer and Secretary) are elected or appointed.</p> <p>Rule 17 sets out how the society removes an officer from the Executive Committee.</p> <p>Rule 12 sets out the role and powers of the Committee</p> <p>Rules 18 and 19 set out what the procedures are for holding Committee meetings, including voting procedures.</p> <p>Rule 18 sets out how many officers are required to form a quorum for a committee meeting.</p> <p>Rule 15 sets out whether the society will have a committee chairperson and if so, how they will be elected or appointed, and Rule 19.3 sets out that the chairperson has a casting vote.</p> <p>This accords with the Registrar's advice.</p>	
<p><i>Appointing or electing a contact person</i></p> <p>The Registrar advises that a society must document how it will elect or appoint its contact persons.</p> <p>Every incorporated society must have at least one contact person, and no more than three. A contact person doesn't need to be an officer, but should be someone who can handle enquiries from the Registrar. (Note — the Constitution shouldn't include a particular contact person's details).</p>	<p>Rule 15.5 of the BID Constitution Template 2021 does that it is the role of the Secretary to act as the contact person of the society.</p> <p>For clarification, it may be appropriate to amend Rule 15.5.1 to include the following sentence: "The Secretary's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including a physical address or an electronic address, and a telephone number. Any change in the Secretary or the Secretary's contact details shall be advised to the Registrar of Incorporated Societies within 20 days of that change occurring."</p>	<p>It is recommended that Rule 15.5.1 be amended to include the following sentence:</p> <p><i>"The Secretary's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including a physical address or an electronic address, and a telephone number. Any change in the Secretary or the Secretary's contact details shall be advised to the Registrar of Incorporated Societies within 20 days of that change occurring."</i></p>

<p><i>Controlling and managing finances</i></p> <p>The Registrar advises that a society must set out how the society will control and manage its finances, including:</p> <ul style="list-style-type: none"> • making sure the society keeps appropriate accounting records. • confirming the society's balance date (its end of financial year). • stating how funds and property will be controlled. <p>The Registrar suggests including a requirement to maintain a bank account and having measures to make sure all money the society receives is deposited into that account.</p>	<p><i>Note:</i></p> <p>Rule 38.2 provides that the Association shall have an account or accounts with a bank for receiving and making payments.</p> <p>Rule 12.2.9 sets out that the Executive Committee shall be responsible for accounting for the BID Programme Targeted Rate Grant.</p> <p>Rule 12.2.7(d) sets out that the Executive Committee shall oversee the spending of approved budgets.</p> <p>Rule 12.2.8 sets out that the Executive Committee shall be responsible for arranging for the preparation of strategic and annual plans, budgets and annual reports and financial statements, for the Association.</p> <p>Rule 34.6 sets out that the Executive Committee shall ensure that the Auditor provides the Association with an audit report regarding the Association's Annual Financial Statements.</p> <p>Rule 15.6 sets out that it is the role of the Treasurer of the Association to ensure that all money due to the Association is received and all payments authorised by the Association are made; correct books and accounts and other financial records are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association.</p> <p>Rule 34 sets out the role of the Auditor.</p> <p>Rule 22.2.3 sets out that one item of business at the Annual General Meeting is to approve the Annual Financial Statements.</p> <p>Rule 1.1 provides in the definition of "Financial Year" that this means the 12 month or other financial reporting period ending on 30 June each year, being the balance date for the Association for financial reporting purposes;</p> <p>Rule 38 provides for the management of funds.</p> <p>Rule 41.1.7 provides that full and accurate records and accounts of all receipts, credits, payments, assets, liabilities, transactions and other matters necessary for giving a true and fair view of the financial position of the Association, must be kept and maintained by the Association.</p> <p><i>Further Note:</i> The Registrar of Incorporated Societies has developed a Constitution Builder Link that includes mandatory clauses concerning the control and management of funds (as follows): The funds and property of the Society shall be—</p>	<p>It is recommended that Rule 35 be amended as follows:</p> <p>38.4 The funds and property of the Association shall be controlled, invested and disposed of by the Executive Committee, subject to these Rules, and devoted solely to the promotion of the purposes of the Association.</p> <p>38.5 All money received on account of the Association shall be banked within 5 days of receipt.</p> <p>38.6 All accounts paid or for payment shall be submitted to the Executive Committee for approval of payment.</p> <p>38.7 The Executive Committee must ensure that there are kept at all times accounting records that correctly record the transactions of the Association and allow the Association to produce financial statements that comply with the requirements of the Act, and enable the financial statements to be readily and properly audited.</p> <p>38.8 The Executive Committee must establish and maintain a satisfactory system of control of the Association's accounting records. The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form. The accounting records must be kept for the current accounting period and for the last 7 completed accounting periods of the Association.</p>
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	<ul style="list-style-type: none"> • controlled, invested and disposed of by the Committee, subject to this Constitution, and • devoted solely to the promotion of the purposes of the Society. <p>The Committee shall maintain bank accounts in the name of the Society</p> <p>.</p> <p>All money received on account of the Society shall be banked within 5 Working Days of receipt.</p> <p>All accounts paid or for payment shall be submitted to the Committee for approval of payment.</p> <p>The Committee must ensure that there are kept at all times accounting records that—</p> <ol style="list-style-type: none"> 1. correctly record the transactions of the Society, and 2. allow the Society to produce financial statements that comply with the requirements of the Act, and 3. would enable the financial statements to be readily and properly audited (if required under any legislation or the Society's Constitution). <p>The Committee must establish and maintain a satisfactory system of control of the Society's accounting records.</p> <p>The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form.</p> <p>And the accounting records must be kept for the current accounting period and for the last 7 completed accounting periods of the Society.</p> <p>Although it would appear that the BID Constitution Template 2021 includes the Registrar's advice that a society must set out how the society will control and manage its finances, including:</p> <ul style="list-style-type: none"> • making sure the society keeps appropriate accounting records. • confirming the society's balance date (its end of financial year). • stating how funds and property will be controlled. • maintaining a bank account and having measures to make sure all money the society receives is deposited into that account. <p>... it may be prudent, nonetheless, to amend Rule 38 to include the Registrar's drafting from the Constitution Builder.</p>	
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<p><i>General meetings</i></p> <p>The Registrar advises that the Constitution must set out the procedures for calling and holding general meetings, including:</p> <ul style="list-style-type: none"> the intervals between annual general meetings (AGMs). Note — Each AGM must be held within 6 months after the society's balance date and no more than 15 months after the previous annual meeting. the information that must be presented at each AGM (including an annual report, annual financial statements, disclosed conflicts of interest). when minutes of general meetings are required to be kept. how the society will call general meetings and how notices of meetings and motions will be given. how much notice will be given to members for all general meetings. the quorum and procedures (including voting procedures) for each general meeting. whether the society may pass written resolutions in lieu of a general meeting, and if so, how. 	<p><i>Note:</i></p> <p><i>Rule 21 sets out that the Association shall, at least once in each calendar year, within the period of four months after the end of each Financial Year, convene an Annual General Meeting of its Members.</i></p> <p><i>Rule 22 sets out the information that must be presented at each AGM (including an annual report and annual financial statements). Although Rule 22 does not explicitly provide that disclosed conflicts of interest must be presented at each AGM, it does provide for any general business to be transacted at an AGM. Further, Rule 32 provides for conflicts of interests.</i></p> <p><i>To meet the advice of the Registrar, it is recommended that Rule 22.2.5 be amended to present any disclosed conflicts of interest, as follows:</i></p> <p><i>"... to elect members of the Executive Committee and, if applicable, the Chairperson, Secretary and Treasurer and to give notice of any record made in the Association's interests register since the last preceding Annual General Meeting."</i></p> <p><i>Rule 41 provides that for record keeping, including the keeping of minutes.</i></p> <p><i>Rules 24, 25 and 28 provide for how the society will call general meetings and how notices of meetings and motions will be given.</i></p> <p><i>Rule 24 also provides for how much notice will be given to members for all general meetings.</i></p> <p><i>Rules 25 and 28 provide for the quorum and procedures (including voting procedures) for each general meeting.</i></p> <p><i>The BID Constitution Template 2021 does not provide for the Association to pass written resolutions in lieu of a general meeting. Nonetheless, it may be prudent to amend Rule 28.4 to include the Registrar's drafting from the Constitution Builder: "Written resolutions may not be passed in lieu of a General Meeting."</i></p>	<p><i>It is recommended that Rule 22.2.5 be amended to present any disclosed conflicts of interest, as follows:</i></p> <p><i>"... to elect members of the Executive Committee and, if applicable, the Chairperson, Secretary and Treasurer and to give notice of any record made in the Association's interests register since the last preceding Annual General Meeting."</i></p> <p><i>It is recommended that Rule 28.4 be amended to include the following:</i> <i>"Written resolutions may not be passed in lieu of a General Meeting"</i></p>
<p><i>Dispute resolution procedures</i></p> <p>The Registrar advises that a society must have its dispute resolution processes documented in its constitution. It may adopt the processes contained in sections 38 to 44 and</p>	<p>Rules 11, 35 and 36 of the BID Constitution Template 2021 provide for Member Misconduct/Discipline and other Complaints/Grievances.</p> <p>These appear to be generally aligned with sections 38 to 44 and Schedule 2 of the 2022 Act.</p> <p>One option is to make no amendments to the BID Constitution Template 2021.</p>	<p>It is recommended to either</p> <p>(a) make no amendments to the BID Constitution Template 2021.</p> <p>(b) include a further Rule 36.3 making reference to sections 38 to 44 and Schedule 2 of the 2022 Act as follows:</p>

<p>Schedule 2 of the 2022 Act which cover:</p> <ul style="list-style-type: none"> meanings of dispute and complaint. how a complaint is made. that the person who makes the complaint has a right to be heard. that the person who is the subject of the complaint has a right to be heard. how a dispute is investigated and determining a dispute. the grounds for deciding not to proceed further with a complaint. who may the society refer a complaint to and how? who may or may not be a decision maker? alternatively the society may develop its own dispute resolution processes. However, they must be consistent with the principles of natural justice. 	<p>Another option is to include a further Rule 36.3 making reference to sections 38 to 44 and Schedule 2 of the 2022 Act.</p> <p>A further option is to replace Rules 36.1 and 36.2, as follows:</p> <p>In relation to any other complaint or grievance in relation to the Association's operations, including any complaint or grievance raised by any Member in relation to the conduct of the Association, the Executive Committee or any of its members, or any officer or personnel of the Association, or as set out in sections 38 to 44 of the 2022 Act, the Association adopts the processes set out in Schedule 2 of the Act for handling of any dispute of that nature.</p>	<p>36.3 The processes set out in Rule 36.1 and 36.2 are subject to sections 38 to 44 and Schedule 2 of the Act. replace Rules 36.1 and 36.2 as follows:</p> <p>"In relation to any other complaint or grievance concerning the Association's operations, including any complaint or grievance raised by any Member in relation to the conduct of the Association, the Executive Committee or any of its members, or any officer or personnel of the Association, or as set out in sections 38 to 44 of the Act, the Association adopts the processes set out in Schedule 2 of the Act for handling of any dispute of that nature."</p> <p>In addition, the processes set out in Schedule 2 of the Act might be included as an Appendix or scheduled to the Constitution.</p>
<p><i>Amending the constitution</i></p> <p>The Registrar advises that a society must describe how its constitution may be amended –</p> <ul style="list-style-type: none"> every amendment must be in writing and must also be approved at a general meeting by a resolution passed by a simple majority of the voting members (or if required by the society's constitution, a higher majority). <p>OR</p> <ul style="list-style-type: none"> approved by a resolution passed in lieu of a meeting (if such resolutions are 	<p>Rule 44 provides for how the BID Constitution Template 2021 may be amended, including that every amendment must be in writing and must also be approved by a special resolution at a general meeting.</p> <p>This accords with the Registrar's advice.</p>	

<p><i>Distribution of surplus assets</i></p> <p>The Registrar advises that a society must nominate 1 or more other not-for-profit entities to which its surplus assets may be distributed if it is liquidated or removed from the register.</p> <p>Surplus assets cannot be distributed to any member or to the society.</p> <p>If a society is registered as a charity it should distribute surplus assets to an entity that is also a charity (preferably one with a similar purpose).</p> <p>Instead of naming specific entities, a society may nominate a class or description of not-for-profit entity (preferably those with a similar purposes)</p>	<p>Rule 45 of the BID Constitution Template 2021 sets out procedures for liquidation and the distribution of surplus assets.</p> <p>This accords with the Registrar's advice.</p>	
<p><i>Further Amendments</i></p>	<p>Rule 1.1 provides that "Act" means the Incorporated Societies Act 1908, as amended from time to time, or any corresponding replacement legislation;</p>	<p>It is recommended that Rule 1.1 be amended to refer to the Incorporated Societies Act 2022 as follows:</p> <p>"Act" means the Incorporated Societies Act 2022, as amended from time to time, or any corresponding replacement legislation;</p>

Notes on Dispute Resolution: Meanings of

dispute and complaint

A dispute is a disagreement or conflict involving the **Association** and/or its **Members** in relation to specific allegations set out below.

The disagreement or conflict may be between any of the following persons—

1. 2 or more **Members**
2. 1 or more **Members** and the **Association**
3. 1 or more **Members** and 1 or more **Officers**
4. 2 or more **Officers**
5. 1 or more **Officers** and the **Association**
6. 1 or more **Members** or **Officers** and the **Association**.

The disagreement or conflict relates to any of the following allegations—

1. a **Member** or an **Officer** has engaged in misconduct
2. a **Member** or an **Officer** has breached, or is likely to breach, a duty under the **Association's Constitution** or bylaws or the **Act**
3. the **Association** has breached, or is likely to breach, a duty under the **Association's Constitution** or bylaws or the **Act**
4. a **Member's** rights or interests as a **Member** have been damaged or **Member's** rights or interests generally have been damaged.

A **Member** or an **Officer** may make a complaint by giving to the **Executive Committee** (or a complaints subcommittee) a notice in writing that—

1. states that the **Member** or **Officer** is starting a procedure for resolving a dispute in accordance with the **Association's Constitution**; and
2. sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against; and
3. sets out any other information or allegations reasonably required by the **Association**.

The **Association** 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. states that the **Association** is starting a procedure for resolving a dispute in accordance with the **Association's Constitution**; and
2. sets out the allegation to which the dispute relates.

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

A complaint may be made in any other reasonable manner permitted by the **Association's Constitution**.

All **Members** (including the **Executive Committee**) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the **Society's** activities.

The complainant raising a dispute, and the **Executive Committee**, must consider and discuss whether a dispute may best be resolved through informal discussions, mediation, arbitration, or a tikanga-based practice. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

How complaint is made

1. A **Member** or an **Officer** may make a complaint by giving to the **Executive Committee** (or a complaints subcommittee) a notice in writing that—

1. states that the **Member** or **Officer** is starting a procedure for resolving a dispute in accordance with the **Association's Constitution**; and
2. sets out the allegation or allegations to which the dispute relates and whom the allegation is against; and
3. sets out any other information reasonably required by the **Association**.

2. The **Association** may make a complaint involving an allegation or allegations against a **Member** or an

Officer by giving to the Member or Officer a notice in writing that—

1. states that the Association is starting a procedure for resolving a dispute in accordance with the Association's Constitution; and
2. sets out the allegation to which the dispute relates.
3. The information given under subclause (1.2) or (2.2) must be sufficient to ensure that a person against whom an allegation is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.
4. A complaint may be made in any other reasonable manner permitted by the Association's Constitution.

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 the Association makes a complaint—
 1. the Association has a right to be heard before the complaint is resolved or any outcome is determined; and
 2. an Officer may exercise that right on behalf of the Association.
3. Without limiting the manner in which the Member, Officer, or Association may be given the right to be heard, they must be taken to have been given the right if—
 1. they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 2. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 3. an oral hearing (if any) is held before the decision maker; and
 4. the Member's, Officer's, or Association's written or verbal statement or submissions (if any) are considered by the decision maker.

Person who is subject of complaint has right to be heard

1. This clause applies if a complaint involves an allegation that a Member, an Officer, or the Association (the 'respondent')—
 1. has engaged in misconduct; or
 2. has breached, or is likely to breach, a duty under the Association's Constitution or bylaws or this Act; or
 3. 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 the Association, an Officer may exercise the right on behalf of the Society.
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—
 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; and
 2. the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and

3. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
4. an oral hearing (if any) is held before the decision maker; and
5. the respondent's written statement or submissions (if any) are considered by the decision maker.

Investigating and determining dispute

1. The Association 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.
2. Disputes must be dealt with under the Constitution in a fair, efficient, and effective manner and in accordance with the provisions of the Act.

Society may decide not to proceed further with complaint

Despite the 'Investigating and determining dispute' rule above, the Association may decide not to proceed further with a complaint if—

1. the complaint is considered to be trivial; or
2. the complaint does not appear to disclose or involve any allegation of the following kind:
 1. that a Member or an Officer has engaged in material misconduct;
 2. that a Member, an Officer, or the Association has materially breached, or is likely to materially breach, a duty under the Association's Constitution or bylaws or the Act;
 3. that a Member's rights or interests or Members' rights or interests generally have been materially damaged;
3. the complaint appears to be without foundation or there is no apparent evidence to support it; or
4. the person who makes the complaint has an insignificant interest in the matter; or
5. the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the Constitution; or
6. there has been an undue delay in making the complaint.

Society may refer complaint

1. The Association may refer a complaint to—
 1. a subcommittee or an external person to investigate and report; or
 2. a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.
2. The Association 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).

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—

1. impartial; or
2. able to consider the matter without a predetermined view.