

**SCREEN PRODUCTION AND DEVELOPMENT ASSOCIATION
OF NEW ZEALAND INCORPORATED**

CONSTITUTION

1 Name

The name of The Association is the Screen Production and Development Association of New Zealand Incorporated (henceforth referred to as 'The Association'), and The Association shall also bear the name in Te Reo Maori Waka Papaho.

2 Definitions and Interpretation

2.1 In this Constitution:

- (a) "Act" means the Incorporated Societies Act 2022;
- (b) "AGM" means the annual general meeting of The Association;
- (c) "Chief Executive" shall be the person employed or engaged by The Association to manage the day to day operations of The Association (by whatever job title known);
- (d) "Complaint" has the meaning set out in section 38 of the Act;
- (e) "Dispute" has the meaning set out in section 38 of the Act;
- (f) "Dispute Procedures" means the procedures set out in Schedule 2;
- (g) "Officer" means a person holding a role specified in clause 9; and
- (h) "SGM" means a special general meeting of The Association.

2.2 In the interpretation of this Constitution:

- (a) a reference to "writing" or "in writing" includes a reference to an electronic communication as that term is used in the Electronic Transactions Act 2002;
- (b) a reference to the singular includes the plural and a reference to one gender includes any other gender;
- (c) a reference to any legislation includes a modification and re-enactment of that legislation enacted in substitution for, and a regulation, order-in-council and other instrument from time to time issued or made under, that legislation;
- (d) headings are included for ease of reference only and shall not have any effect on construction and interpretation;
- (e) a reference to a person includes a partnership and also a body of persons, whether corporate or unincorporated; and
- (f) the words "includes" and "including" shall be read as if followed by the words "without limitation."

3 **Objects**

- 3.1 The Association is established for the object of promoting and developing the New Zealand screen production industry which shall include the following objects:
- (a) Advocating for a robust and sustainable New Zealand screen production industry.
 - (b) Developing and growing the New Zealand screen production industry.
 - (c) Representing and working for the acknowledgment and understanding of members.
 - (d) Sharing information that will further the knowledge and understanding of the screen production industry.
 - (e) Promoting, representing and furthering the professional standards of Producers.
 - (f) Promoting contact with organisations and individuals in New Zealand and abroad whose aims are similar to those of The Association.
 - (g) Recognising and acknowledging as appropriate outstanding achievements of Producers and those in the field of screen production.
 - (h) Recognising the principles of the Treaty of Waitangi.
 - (i) Undertaking all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.
- 3.2 In carrying out its objects The Association shall:
- (a) institute and maintain in place mechanisms to ensure that members are consulted, are able to participate and are able to have their views fairly represented on issues and matters of concern to them;
 - (b) liaise and work with other relevant organisations in New Zealand and overseas;
 - (c) consider, and if thought fit, seek registration as an engager organisation under the Screen Industry Workers Act 2021; and
 - (d) do all things and make such arrangements whatsoever which are incidental or conducive to the objects of The Association and which, in the opinion of the Executive, can advantageously be carried out, performed, done or executed for the benefit of The Association and its members and for the furtherance of its objects.

4 **Membership**

- 4.1 The members of The Association shall consist of:-
- (a) **Producer Membership** being an individual or a company that has at least one producer credit engaged in the creation of film, television or interactive media production. Credits must have received a broadcast, theatrical or

online release. Broadcast credits must be no less than 30 minutes, and theatrical credits must be no less than 50 minutes. The question of what constitutes a “producer credit” shall be determined from time to time by the Executive. Producer members have voting rights.

- (b) **Service Business Membership** being a business that provides services to screen production companies including lawyers, accountants, completion guarantors, insurance companies, film distributors. Service Business members do not have voting rights.
 - (c) **Associate Membership** being an individual who does not have a producer credit and does not fall within any other membership category. Associate members do not have voting rights, but have access to all other membership services.
 - (d) **Honorary Members** being members who contribute financially to the organisation by way of sponsorship or other funding. Honorary members do not hold voting rights.
 - (e) **Life Members** being those members who are elected to life membership of The Association on the recommendation of the Executive and a two-thirds majority in a vote of members at an Annual General Meeting, who are not thereafter required to pay a subscription. Life members have voting rights.
 - (f) **Patron**: Any patron elected on the recommendation of the Executive and a two-thirds majority vote of members at an Annual General Meeting, who is not required to pay a subscription. A patron does not have voting rights.
- 4.2 Applications for membership shall be made on the form provided, which shall include the consent of the applicant to becoming a member as required by the Act.
- 4.3 A member shall not do any act or thing which is contrary to the best interests of The Association or the screen production industry or which may bring The Association or the screen production industry into disrepute.
- 4.4 The Association shall keep a register of its members, in accordance with the Act.
- 4.5 The register of members must contain:
- (a) the name of each member;
 - (b) the member’s membership category;
 - (c) the last known contact details of each member
 - (d) the date on which each person became a member;
 - (e) the name of each person who has ceased to be a member within the previous 7 years and the date on which each person ceased to be a member; and
 - (f) any other information required by the Act.
- 4.6 A member shall notify The Association in writing of any changes to the information recorded on the register in relation to that member.

4.7 The Association must ensure that the register of members is updated as soon as practicable after becoming aware of changes to the information recorded on the register.

4.8 The Association may delegate its duties under this clause to the Chief Executive.

5 **Subscriptions**

5.1 The annual subscription payable by members of The Association shall be such sum as shall from time to time be determined by the Executive which shall have power to fix varying rates of subscription and allow rebates for prompt payment and fix the date for payment.

5.2 A member shall pay their subscription fee (if any) within one month of invoicing.

6 **Levies**

In addition to the annual subscription payable by members of The Association there shall be a levy on all productions produced by members where such members are responsible for the budgets of such productions. The levy payable shall be such sum as shall from time to time be determined by the Executive which shall have the power to fix varying rates and the terms of the levy including any rebate for prompt payment and the date for payment.

7 **How Membership can end**

7.1 Any member wishing to resign from membership shall forward notice of the resignation in writing to the Chief Executive. Every such notice shall take effect from the end of the current subscription year, and a member so resigning shall not be entitled to a refund of its annual subscription.

7.2 If a member is convicted of an indictable offence or is adjudged bankrupt or makes a compromise with creditors or if any effective resolution or order of court is passed or made for the winding up or dissolution of any member, then that member shall without release from any prior liability to The Association immediately cease to be a member, but the Executive may in its discretion reinstate the member.

7.3 The Executive may, at any time, end a member's membership if:

- (a) the member no longer meets any membership criteria;
- (b) the Executive is satisfied that the member:
 - (i) is in default of any of the member's obligations under this Constitution (including obligations to pay a subscription or levy or to provide information); or
 - (ii) has done any act or thing which is contrary to the best interests of The Association or the screen production industry or which may bring The Association or the screen production industry into disrepute,

PROVIDED THAT the Executive shall not end any member's membership under this clause unless the Executive has first complied with the Dispute Procedures.

8 **Disputes**

If a Dispute arises, the Dispute Procedures shall apply.

9 **Officers**

The Officers of The Association shall comprise the:

- (a) President (elected at the AGM)
- (b) Vice President (appointed annually by the Executive from among their number)
- (c) Executive members (elected at the AGM)
- (d) the Chief Executive.

10 **Composition of The Executive**

- 10.1 The Executive shall consist of a maximum of eight (8) financial members of The Association including the President and Vice President. Of the eight (8) members at least one (1) shall reside in each nominated region, subject to the candidacy of a nominee from each region. The nominated regions are Auckland, Wellington and the South Island.
- 10.2 Not more than one member from any production company may be elected to the Executive in any financial year. Should more than one such member be elected, they shall immediately decide between them which of them shall accept a position on the Executive, and the next highest polling candidate(s) shall take up the other place(s).
- 10.3 No individual primarily responsible for the commissioning of productions may be elected to the Executive.
- 10.4 Any vacancy on the Executive shall be filled by nomination, or not filled as the case may be, by decision of the Executive.

11 **Powers of Executive**

The Executive shall manage the affairs of The Association and shall control its finances and shall have, in addition to all such administrative powers as may be necessary for the proper carrying out of the objects of The Association, the following particular powers and authorities:

- (a) To initiate and define the means by which outstanding achievements in the field of screen production can be recognised and suitably acknowledged
- (b) To make, repeal and amend all such by-laws and regulations (not inconsistent with this Constitution) as it thinks expedient for the operation of the Executive or well-being of The Association, or for the furtherance of its objects
- (c) To enter into any engagement at law in the name of and on behalf of The Association for all or any of the purposes set out in this Constitution

- (d) To purchase, take upon lease, hire or otherwise acquire and hold real and personal property rights and privileges which the Executive may think necessary or convenient to the attainment of the objects of The Association.
- (e) To sell, lease, charge or otherwise dispose of any of the property of The Association and to grant such rights and privileges thereover in such manner as the Executive may from time to time think necessary and proper.
- (f) To invest the funds of The Association upon such securities and in such manner as is authorised by this Constitution.
- (g) To raise money by subscriptions and levies and to grant rights and privileges to subscribing members.
- (h) To appoint from its own members or otherwise as it may think fit, subcommittees for special purposes, and to delegate such powers and duties as the Executive shall determine.
- (i) To appoint the Chief Executive.
- (j) To deal with any matter not provided for in these rules, and generally manage the affairs of The Association in accordance with this Constitution and its objects.

12 **Obligations of the Executive**

12.1 In exercising powers or performing duties as an Officer, each Officer shall:

- (a) act in good faith and in what the Officer believes to be the best interests of The Association;
- (b) exercise a power as an Officer for a proper purpose;
- (c) not act, or agree to The Association acting, in a manner that contravenes the Act or this Constitution;
- (d) exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account (without limitation):
 - (i) the nature of The Association;
 - (ii) the nature of the decision; and
 - (iii) the position of the Officer and the nature of the responsibilities undertaken by him or her.

12.2 An Officer must:

- (a) attend Executive meetings whenever possible and be familiar with the issues facing The Association and the obligations upon it;
- (b) observe the confidentiality of non-public information acquired by them as Officers and not to disclose it to any person without the authority of the Executive;

- (c) not agree to the activities of The Association being carried on in a manner likely to create a substantial risk of serious loss to The Association's creditors;
- (d) not cause or allow the activities of The Association to be carried on in a manner likely to create a substantial risk of serious loss to The Association's creditors; or
- (e) not agree to The Association incurring an obligation unless the Officer believes at that time on reasonable grounds that The Association will be able to perform the obligation when it is required to do so.

12.3 Subject to clause 12.4, where an Officer is interested in a matter relating to The Association (as defined in the Act), the Officer:

- (a) must, as soon as practicable after the Officer becomes aware that they are interested in the matter, disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified):
 - (i) to the Executive; and
 - (ii) in the interests register kept by The Association;
- (b) must not vote or take part in a decision of the Executive relating to the matter; and
- (c) must not sign any document relating to the entry into a transaction or the initiation of the matter; but
- (d) may take part in any discussion of the Executive relating to the matter and be present at the time of the decision of the Executive (unless the Executive decides otherwise).

12.4 Despite clause 12.3:

- (a) An Officer who is prevented from voting on a matter under the Act and clause 12.3 may still be counted for the purpose of determining whether there is a quorum at any meeting at which the matter is considered; and
- (b) Paragraphs (b) or (c) of clause 12.3 do not apply to an Officer in relation to a particular matter if all Officers who are not interested in the matter consent to that Officer acting as referred to in that clause.

12.5 If 50% or more of the Officers are prevented from voting on the matter under clause 12.3(b), a SGM must be called to consider and determine the matter.

13 **Members not to benefit**

No member of The Association or any person associated with a member shall participate or materially influence any decision made by The Association, in respect of the payment to or on behalf of that member or associated person of any income, benefit or advantage whatsoever. Any such income shall be reasonable and relative to that which would be paid in an arm's length transaction (being open market value).

14 **Meetings Of The Executive**

- 14.1 Meetings of the Executive shall generally be held every two months but may be held at any time upon not less than 24 hours' notice being given by the Chief Executive of such meeting or upon the requisition of three (3) Officers of the Executive.
- 14.2 A quorum of the Executive shall be considered to be one half of the Officers.
- 14.3 At all Executive meetings the President (or if absent the Vice-President) shall take the chair. In the absence of the President and Vice-President an Executive member chosen by the Executive members present shall take the chair.
- 14.4 The Patron shall be entitled to receive minutes of all Executive meetings. members of The Association shall not be entitled to notification of Executive meetings but may be entitled to attend on invitation of the Executive, participate in the business but not be entitled to vote thereon.
- 14.5 Any member of the Executive absent without satisfactory explanation from three consecutive meetings of the Executive, or who is not a financial member, shall be deemed to have vacated their office.
- 14.6 A meeting of the Executive may be held by audio, audio and visual, or electronic communication.
- 14.7 A resolution in writing signed by a majority of the Officers entitled to receive notice of an Executive meeting shall be valid and effectual as if it had been passed at an Executive meeting duly convened and held. Any such resolution may consist of several instruments in writing in like form, each signed by one or more Officers.

15 **Funds**

The funds and property of and belonging to The Association may be applied in the manner and for the purposes following:

- (a) In payment of all expenses of and incidental to the carrying out of the general business of The Association
- (b) In the purchase and improvement of real and personal property to be used for and in connection with all or any of the objects of The Association
- (c) In investment upon any security authorised by the Executive
- (d) In any other manner which may from time to time be authorised by the Executive or members of The Association at an Annual or Special General Meeting
- (e) The income and property of The Association shall be applied solely towards the promotion of the objects set forth above, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profits to members of the Association.

16 **Financial Year**

The financial year of The Association shall terminate on the 30th day of June of each year.

17 **Annual General Meeting**

17.1 The AGM of The Association shall be held within 6 months of the end of each Financial Year and not later than 15 months after the previous Annual General Meeting at such time and place as the Board from time to time determines.

17.2 The AGM must be held by a quorum of members:

- (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 both of the methods described in paragraphs (a) and (b).

17.3 The purpose of the AGM shall be to:

- (a) receive an Annual Report from the Executive;
- (b) hold a ballot for the election of the President and members of the Executive, if a ballot is required under clause 17.5;
- (c) consider any Notices of Motion;
- (d) consider the presentation of any specific awards for merit; and
- (e) consider any matters of general business which may be duly submitted to the meeting.

17.4 The Annual Report referred to in clause 17.3(a) shall contain the following matters:

- (a) an annual report on the operations and affairs of The Association during the preceding financial year;
- (b) financial statements of the Society for the preceding financial year; and
- (c) notice of the disclosures, or types of disclosures, made under section 63 of the Act (disclosure of interests) during the preceding financial year (including a brief summary of the matters, or types of matters, to which those disclosures relate); and
- (d) any other information required by the Act.

17.5 All nominations for the President and Executive members shall be in the hands of the Chief Executive twenty-one (21) days prior to the AGM and a ballot paper listing all nominations shall be despatched to all financial members seven (7) days before the AGM. Should a ballot or ballots be required, a returning officer shall be appointed by the Chair of the AGM to conduct the ballot and to announce the result.

17.6 Notices of Motion for the AGM must be in the hands of the Chief Executive at least fourteen (14) days prior to the AGM.

17.7 Not less than seven (7) clear days' notice of the AGM and the business to be considered shall be given by the Chief Executive by a circular letter to all members.

18 **Special General Meetings**

18.1 A SGM for the consideration of any special business:

(a) may be called by the Executive;

(b) shall be called by the Chief Executive if 50% or more of the Officers are prevented from voting on a matter under section 64(1) of the Act and clause 12.3(b) of these Rules; or

(c) may be called by the written application of eight (8) financial or life members, only five (5) of whom shall be resident in the same region and all of whom must represent different production companies.

18.2 Applications should be addressed to the Chief Executive and state the objects of the meeting.

18.3 The SGM shall be held within fourteen (14) days of the receipt by the Chief Executive of such requisition.

18.4 Not less than seven (7) clear days' notice of any SGM and the business to be considered shall be given by the Chief Executive by a circular letter to all members.

18.5 The SGM must be held by a quorum of members:

(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 both of the methods described in paragraphs (a) and (b).

19 **Attendance**

19.1 A quorum for the AGM and any SGM shall be fifteen (15) financial members.

19.2 Only financial members, life members, the Patron and the staff of the Association shall be entitled to attend an AGM or SGM. Any others attending may do so only with the permission of the Chair.

20 **Voting Procedures at the Annual General Meeting and Special General Meetings**

20.1 At all General Meetings the President or if absent the Vice-President shall take the chair. In the absence of the President and Vice-President a member of the Executive shall take the chair, and in the absence of any of the aforesaid Officers a financial member chosen by the meeting shall take the chair.

- 20.2 No member shall be entitled to vote unless that member is a financial member or a life member.
- 20.3 Every eligible member present in person shall have one vote. Proxy votes are not permitted except in voting for the President and Executive in terms of clause 17.5. In this instance, votes posted, sent by email or faxed or otherwise given to the Chief Executive shall be counted provided they are received by the Chief Executive by noon on the day of the meeting.
- 20.4 Where the Screen Industry Workers Act 2021 requires a matter to be voted on by a secret ballot, the secret ballot will be carried out in accordance with Schedule 1.
- 20.5 A resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or immediately on the declaration of the result of the show of hands) demanded by at least three (3) members personally present and entitled to vote.
- 20.6 Unless a poll is so demanded, the Chair shall declare that a resolution has on a show of hands been carried, or carried unanimously, or carried by a particular majority, or lost.
- 20.7 An entry to that effect in the minutes of the meeting shall be conclusive proof of the number of the votes recorded in favour of or against that resolution.
- 20.8 A poll on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs. The result of the poll shall be deemed to be the resolution of the meeting and shall be recorded in the minutes of the meeting.
- 20.9 In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting shall be entitled to a second or casting vote.
- 20.10 On a vote of two thirds of the members present the motion under consideration shall be put to a postal vote of all financial members. The Chief Executive shall notify all financial members of the motion (as put to the meeting) and the closing date of the postal ballot.
- 20.11 The minutes of the AGM or SGM shall be ratified by the Executive at its first meeting following the AGM or SGM and a copy forwarded to all members.

21 **Written resolution in lieu of General Meeting**

- 21.1 Subject to the provisions of the Act relating to written resolutions of members, a resolution in writing is as valid for the purposes of the Act and this constitution as if it had been passed at a General Meeting if it is signed by no less than 75% of the number of members who are entitled to vote.
- 21.2 Any such resolution may consist of several instruments in writing in like form, each signed by one or more members.

22 **Internal Financial Review**

The Accounts of The Association:

- (a) must meet the financial reporting requirements of the Act; and
- (b) must be audited if the Act so requires, and otherwise will be subject to an Internal Financial Review undertaken by a Chartered Accountant who shall not be a member of the Executive, who shall not be involved in the day to day accounting and who shall be selected by the Executive which shall tender for the services on a regular basis.

23 **Contact Person**

For the purposes of the Act, the contact person of The Association shall be the Chief Executive.

24 **Alteration of Constitution**

With the exception of this clause, this Constitution may be altered added to rescinded or otherwise varied or amended by a resolution passed by a three-fourths majority of members present at an AGM or SGM provided that no amendment shall be permitted if it would enable the income or other funds of The Association to be used for or be available for the private pecuniary profit of any member or in any other way would affect the charitable or non-profit status of The Association.

25 **Winding Up**

- 25.1 In the event of The Association being wound up or removed from the register any surplus assets after the payment of The Association's liabilities and the expenses of winding up shall be distributed to such one or more not-for-profit entities involved in the screen production sector as The Association at an AGM or SGM shall decide.
- 25.2 For the avoidance of doubt, no part of any surplus assets may be paid to or distributed amongst the members or other owners of The Association.

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This Constitution was approved at a general meeting of The Association to take effect on the reregistration of The Association under the Incorporated Societies Act 2022.

Signed by two Members of the Society

NAME OF MEMBER _____

By: _____
Signature of Authorised Person Name of Authorised Person

NAME OF MEMBER _____

By: _____
Signature of Authorised Person Name of Authorised Person

SCHEDULE 1
SECRET BALLOT PROCEDURE

Where a matter is required to be voted on by secret ballot, the procedures set out in this Schedule shall apply.

- 1 Prior to the General Meeting:
 - (a) the Executive will appoint one or more persons (not being Officers or employees of The Association) to act as scrutineer at the General Meeting; and
 - (b) the Executive will cause to be prepared a ballot bearing the text of the motion to be voted on, the voting options of "For", "Against" and "Abstain" and no other markings.
- 2 At the General Meeting, the Chief Executive and the scrutineer shall:
 - (a) satisfy themselves of the members present and entitled to vote on the motion (and in that regard may require a member to provide proof of identity); and
 - (b) cause a ballot and envelope to be provided to each member.
- 3 The Chair of the General Meeting will call for the motion to be voted on by secret ballot.
- 4 The member shall complete the ballot by marking "X" against "For", "Against" or "Abstain", folding the ballot and sealing it in the envelope, and placing it in the ballot box.
- 5 When all members have voted, the Chief Executive and the scrutineer (and no-one else) shall adjourn to a separate area to open and count the ballots.
- 6 The Chief Executive and scrutineer shall open the ballot box, open each envelope and then count the ballots in the usual manner.

SCHEDULE 2 DISPUTES PROCEDURE

1 Overview of this schedule

This Schedule sets out the procedures to be followed relating to Disputes (as defined in section 38 of the Act).

2 How Complaint is made

2.1 A member or an Officer may make a Complaint by giving to the Executive (or a complaints subcommittee, if the Executive has established one) a notice in writing that:

- (a) states that the member or Officer is starting a procedure for resolving a Dispute in accordance with these Rules; 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 The Association.

2.2 The Society 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 The Association is starting a procedure for resolving a Dispute in accordance with these Rules; and
- (b) sets out the allegation to which the Dispute relates.

2.3 The information given under clause 2.1(b) or clause 2.2(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.

3 Person who makes Complaint has right to be heard

3.1 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.

3.2 If The Association makes a Complaint:

- (a) The Association 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 The Association.

3.3 Without limiting the manner in which the member, Officer, or Society 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 Society's written statement or submissions (if any) are considered by the decision maker.

4 Person who is subject of Complaint has right to be heard

- 4.1 This clause applies if a Complaint involves an allegation that a member, an Officer, or The Association (the **respondent**)—
 - (a) has engaged in misconduct; or
 - (b) has breached, or is likely to breach, a duty under these Rules or bylaws or the Act; or
 - (c) has damaged the rights or interests of a member or the rights or interests of members generally.
- 4.2 The respondent has a right to be heard before the Complaint is resolved or any outcome is determined.
- 4.3 If the respondent is The Association, an Officer may exercise the right on behalf of The Association.
- 4.4 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.

5 Investigating and determining Dispute

- 5.1 The Society must, as soon as is reasonably practicable after receiving or becoming aware of a Complaint made in accordance with these Rules, ensure that the Dispute is investigated and determined.
- 5.2 Disputes must be dealt with under these Rules in a fair, efficient, and effective manner.

6 The Society may decide not to proceed further with a Complaint

- 6.1 Despite clause 5, The Association 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 The Association has materially breached, or is likely to materially breach, a duty under these Rules or bylaws or the Act; or
 - (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 these Rules; or
- (f) there has been an undue delay in making the Complaint.

7 The Society may refer matter

7.1 The Society 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.

7.2 The Society 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).

8 Decision makers

A person may not act as a decision maker in relation to a Complaint if 2 or more Officers or (if there is a complaints subcommittee) 2 or more members of the 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.

9 Time periods and other matters

Except as set out in this Schedule 3, the Executive, or any complaints subcommittee, shall determine the timetable to be followed in any investigation, including the dates by which any submissions are due, any hearings will be held and any determination

will be made.