

Incorporated Society number: 2068098

Constitution

Amended by Ordinary Resolution at the General Meeting held on 13 November 2025.

Signed by 3 members:

Member	Oxfam Aotearoa	Hato Hone St John	Forest & Bird
Signature	<i>A Janse van Rensburg</i>		<i>Gavin McLellan</i>
Name	Ange Janse van Rensburg	Camilla Bell	Gavin McLellan
Role	Board Chair	Deputy Chair	Charity Board Member

TABLE OF CONTENTS

PART 1 – STRUCTURE	5
1. Defined terms and construction	5
2. Name	5
3. Effect of Constitution	5
4. Registered office	5
5. Charitable registration	5
PART 2 – PURPOSES AND POWERS	5
6. Purposes	5
7. Guiding principles	6
8. Powers	7
9. No private pecuniary profit	7
PART 3 – MEMBERSHIP	8
10. Categories of Members	8
11. Eligibility for membership	8
12. Applications for membership	9
13. Charity Members	9
14. Accredited Supplier Members	10
15. Accredited Subcontractor Members	10
16. Affiliated Members	10
17. Member obligations	10
18. Member entitlements	11
19. Member Representative	12
20. Membership Fees	12
21. Member liability	13
22. Register of Members	13
23. Access to the Register of Members	14
24. Access to other information by Members	14
25. Ceasing to be a Member	14
PART 4 – GENERAL MEETINGS	16
26. Annual General Meetings	16
27. Special General Meetings	16
28. Notice of General Meetings	17
29. Motions	17

30. Meetings generally	18
31. Chair of General Meetings	18
32. Proxies	19
33. Decisions at General Meetings	19
34. Voting at General Meetings	19
PART 5 – GOVERNANCE	20
35. Board composition and membership	20
36. Election of Board Members	21
37. Interim Vacancy	22
38. Advisers to the Board	22
39. Grounds for removal from office	23
40. Functions and powers of the Board	23
41. Subcommittees	24
42. Positions of Board Members	24
43. Duties of Officers	25
44. Chief Executive Officer	26
45. Indemnity and insurance	27
PART 6 – LEGAL AND FINANCIAL MATTERS	27
46. Control and management of finances	27
47. Accounting records	28
48. Audit	28
49. Method of contracting	28
50. Use of Association name	28
51. Common seal	29
PART 7 – PROCEDURES FOR RESOLVING DISPUTES	29
52. Guiding principles	29
53. Complaints about a Member or Board Member	29
54. Escalation to the Board	30
55. A Member's grievance against the Association or another Member	30
56. Investigating and determining complaint or grievance	30
57. National Manager or Board may decide not to investigate complaint or grievance	31
58. Escalation to the PFRA Independent Advisory Committee	31
59. Decision-makers	32
60. Decisions	32
PART 8 – ADMINISTRATION	33

61. Amendments to Constitution	33
62. Bylaws	33
63. Winding up	33
64. Matters not provided for	33
SCHEDULE 1: DICTIONARY	34
65. Defined terms	34
66. Interpretation	38
SCHEDULE 2: PROCEEDINGS OF THE BOARD	39
1 Meetings	39
2 Notice of meetings	39
3 Methods of holding meetings	39
4 Quorum	40
5 Adjournment	40
6 Chair	40
7 Voting on resolutions	40
8 Minutes	41
9 Interests Register	41
10 Duty to disclose conflicts of interest	41
11 Voting by Interested Board Members	42
12 Consequences of failing to disclose interest	42
13 Validity of proceedings	42
14 Board may regulate other proceedings	42

ADDENDUM 1. Schedule of PFRA Annual Fees June 2018 AGM

PART 1 – STRUCTURE	8
1. Defined terms and construction	8
2. Name	8
3. Effect of Constitution	8
4. Charitable registration	8
PART 2 – PURPOSES AND POWERS	8
5. Purposes	8
6. Guiding principles	9
7. Powers	10
8. No private pecuniary profit	11
PART 3 – MEMBERSHIP	11

9. Categories of Members	11
10. Eligibility for membership	12
11. Applications for membership	12
12. Accredited Charity Members	13
13. Accredited Supplier Members	13
14. Accredited Subcontractor Members	13
15. Affiliated Members	13
16. Member obligations	14
17. Member entitlements	14
18. Member Representative	15
19. Membership Fees	15
20. Member liability	16
21. Register of Members	17
22. Access to the Register of Members	17
23. Access to other information by Members	17
24. Grounds for refusing request	18
25. Ceasing to be a Member	18
PART 4 – GENERAL MEETINGS	20
26. Annual General Meetings	20
27. Special General Meetings	21
28. Notice of General Meetings	21
29. Motions	22
30. Meetings generally	22
31. Chair of General Meetings	22
32. Proxies	23
33. Decisions at General Meetings	23
34. Voting at General Meetings	23
PART 5 – GOVERNANCE	24
35. Board composition and membership	24
36. Election of Board Members	25
37. Interim Vacancy	26
38. Advisers to the Board	27
39. Grounds for removal from office	27
40. Functions and powers of the Board	27
41. Subcommittees	28
42. Positions of Board Members	29
43. Duties of Officers	29

44. National Manager	30
45. Indemnity and insurance	31
PART 6 – LEGAL AND FINANCIAL MATTERS	32
46. Control and management of finances	32
47. Accounting records	32
48. Audit	32
49. Method of contracting	33
50. Use of Association name	33
51. Common seal	33
PART 7 –DISPUTES RESOLUTION PROCEDURES	33
52. Introduction	33
53. How a complaint is made	34
54. Escalation to the Board	35
55. Investigating and determining complaint	35
56. National Manager or Board or PFRA Independent Advisory Committee may decide not to investigate complaint	36
57. Escalation to the PFRA Independent Advisory Committee	36
58. Decision-makers	37
59. Decisions	37
PART 8 – ADMINISTRATION	38
60. Amendments to Constitution	38
61. Minor or Technical Amendments	38
62. Bylaws	39
63. Winding up	39
64. Matters not provided for	39
SCHEDULE 1: DICTIONARY	40
65. Defined terms	40
66. Interpretation	44
SCHEDULE 2: PROCEEDINGS OF THE BOARD	46
1 Meetings	46
2 Notice of meetings	46
3 Methods of holding meetings	46
4 Quorum	47
5 Adjournment	47
6 Chair	47
7 Voting on resolutions	47
8 Minutes	48

9	Interests Register	48
11	Voting by Interested Board Members	49
12	Consequences of failing to disclose interest	49
13	Validity of proceedings	50
14	Board may regulate other proceedings	50

PUBLIC FUNDRAISING REGULATORY ASSOCIATION INCORPORATED CONSTITUTION

PART 1 – STRUCTURE

1. Defined terms and construction

- 1.1 Words or phrases appearing in this Constitution with capitalised initial letters are defined terms and have the meanings given to them in Schedule 1 (*Dictionary*). Subject to Schedule 1, words or expressions defined in the Incorporated Societies Act (whether generally or for the purposes of one or more particular provisions) have the meanings given to them by that Act.
- 1.2 Schedule 1 also contains a list of rules for interpreting this Constitution.

2. Name

The name of the Association is *Public Fundraising Regulatory Association Incorporated*, which is abbreviated in this Constitution as the “**PFRA**”.

3. Effect of Constitution

- 3.1 This Constitution has no effect to the extent that it contravenes, or is inconsistent with, the Act.
- 3.2 Subject to the Act, this Constitution is binding, in accordance with its terms, as between –
 - (a) the Association and each Member; and
 - (b) each Member.

4. Charitable registration

The PFRA may seek registration as a charitable entity under the Charities Act. If and while so registered, the PFRA and all its Officers will comply with the requirements of that Act.

PART 2 – PURPOSES AND POWERS

5. Purposes

- 5.1 **Charitable purposes:** the Association is established and shall be maintained for exclusively charitable purposes, and not for the private pecuniary profit of any individual. Without limiting the generality of the foregoing, the Association may act in furtherance of the following purposes, to the extent to which they are charitable according to the law of New Zealand, namely to enhance public trust and confidence in the New Zealand charitable sector and to assist charities to raise funds for their charitable purposes by:
 - (a) encouraging the long-term sustainability of fundraising in New Zealand, particularly (but not limited to) Face-to-Face Fundraising, through the development and continuous improvement of professional standards, best practice, and ethics in fundraising;
 - (b) regulating, and improving the coordination and monitoring of, such fundraising in New Zealand; and
 - (c) educating fundraisers and others involved with raising funds for charities, as well as government and the wider public, on matters relating to such fundraising in New Zealand.

5.2 **Means of furthering purposes:** in furtherance of its charitable purposes, and without limiting any of its powers under this Constitution or generally, the Association may:

- (a) develop standards, rules, codes of conduct, and best practice in relation to fundraising in New Zealand;
- (b) provide the public with a body to hear and resolve complaints relating to Fundraising, particularly (but not limited to) Face-to-Face Fundraising;
- (c) collaborate with other like-minded organisations, in New Zealand and overseas;
- (d) liaise with business organisations and Councils in relation to the fundraising activities of Members; and
- (e) do all such other lawful things as may from time to time seem necessary or desirable to enable the Association to advance its charitable purposes.

5.3 **Severance of any non-charitable purpose:** all of the Association's purposes are charitable according to New Zealand law, and any purposes which do not qualify as charitable are deemed to have been deleted from this Constitution.

5.4 **Limitation to New Zealand:** except as otherwise expressly provided in this Constitution, the Association is limited in furthering or attaining its purposes to the advancement of charitable purposes in New Zealand.

6. Guiding principles

This Constitution is to be interpreted in accordance with the following guiding principles:

- (a) the overriding consideration is public trust and confidence in New Zealand charities, and the sustainability of fundraising, particularly Face-to-Face Fundraising, in New Zealand;
- (b) the Association and all Members are committed to honest and ethical fundraising and the continuous improvement of professional standards and best practice in fundraising;
- (c) all charities conducting Face-to-Face Fundraising in New Zealand should be members of the PFRA;
- (d) the Association and all Members will respect each other and act with the greatest integrity, professionalism, and respect for the sustainability of fundraising in New Zealand, particularly Face-to-Face Fundraising;
- (e) Accredited Charity Members will contribute broadly equally to the running of the Association (for example, through support of projects, responses to requests for information, representation at General Meetings and representation on the Board Members);
- (f) Members will not allow any of their fundraisers, contractors or staff members to solicit another Member's fundraisers, staff or contractors;
- (g) only fundraisers accredited by the PFRA, either individually or by team, should engage in Face-to-Face Fundraising in New Zealand. The requirements for accreditation will be determined by the Board, and may be set out in the Agreement, the Supplier Agreement, the Subcontractor Agreement and/or similar document. Unless otherwise determined by the Board in any particular

case, accreditation of fundraisers or fundraising teams will last for a maximum of 1 year, but may be renewed if the requirements for accreditation continue to be met;

- (h) Accredited Supplier Members and Accredited Subcontractor Members will do all that is necessary to maintain their accreditation with the PFRA, and agree that all information that comes to the PFRA's knowledge or attention that may be relevant to a Member's ongoing accreditation may be shared with the Board for the purpose of the Board making a decision regarding that Member's accreditation; and
- (i) Accredited Charity Members using third-party agencies to fundraise on their behalf should only use Accredited Supplier Members. Accredited Supplier Members should only work for Accredited Charity Members when conducting charity Face-to-Face Fundraising. Accredited Supplier Members using subcontractors in the supply of fundraising goods or services should only use Accredited Subcontractor Members, or subcontractors that have otherwise been approved by the PFRA in the PFRA's discretion.

In carrying out the Charitable Purposes and interpreting the Constitution in accordance with the Guiding Principles, the Association and its Members will also be guided by the following principles:

- (j) respecting the cultural diversity of people and communities and encouraging people from all whakapapa and backgrounds;
- (k) inspiring and enabling people and communities to reach their full potential and take ownership of their future;
- (l) maintaining high standards of professionalism, integrity and ethical conduct; and
- (m) enabling positive social change from within, by building capable communities with the belief, the means, and the opportunities to create sustainable positive outcomes for all stakeholders and future generations.
- (n) In carrying out its purposes, PFRA will honour Te Tiriti o Waitangi, upholding the principles of partnership, participation, and protection.

7. Powers

Subject to this Constitution, the Act, any other enactment and the general law, the Association has -

- (a) full capacity to carry on or undertake any activity, or enter into any transaction; and
- (b) for the purposes of paragraph (a), full rights, powers and privileges.

Without in any way limiting the powers of the Association, the Association may:

- (c) Accept gifts, raise funds and seek volunteer support as needed to advance the Association's charitable purposes;
- (d) Invest any funds not immediately required for the Association's business in any type of investment that conforms with the principles of a prudent trustee investment under New Zealand law; and
- (e) make Bylaws, in accordance with this Constitution, as necessary to advance the Association's charitable purposes.

8. No private pecuniary profit

8.1 **No private pecuniary profit:** the assets and income of the Association must be applied solely in furtherance of the Association's charitable purposes and, subject to rule 8.2, no private pecuniary profit may be made by any person from the Association, and no portion of the income or assets of the Association may be paid or transferred, directly or indirectly, to any Member, or Officer, or to any person Associated with any Member or Officer.

8.2 The Association may, with the approval of the Board, make payment in good faith to a Member, an Officer, or a person Associated with a Member or an Officer:

- (a) by way of reasonable and proper remuneration for any goods supplied or services rendered to the Association (including remuneration as an employee or consultant), provided that those goods or services advance the charitable purposes of the Association and the payment is reasonable and commensurate with payments that would be made between unrelated parties; and
- (b) by way of reimbursement for authorised out-of-pocket expenses reasonably and properly incurred by an Officer in the course of performing duties or exercising powers as an Officer of the Association.

8.3 **No influencing income, benefit or advantage:** notwithstanding anything to the contrary in this Constitution, no Related Person shall derive any income, benefit or advantage from the Association where they can, directly or indirectly, materially influence the payment of the income, benefit or advantage, except where that income, benefit or advantage is derived from:

- (a) professional services to the Association, rendered in the course of business charged at no greater than current market rates; or
- (b) interest on money lent charged at no greater rate than current market rates.

8.4 **Related person:** the term *Related Person*, in relation to any business to which section CW 42 of the Tax Act applies, means a person specified in paragraphs (i) to (iv) of subsection 5(b) of that section, the persons currently specified being:

- (a) a settlor or trustee of the trust by which the business is carried on; or
- (b) a shareholder or director of the company by which the business is carried on; or
- (c) a settlor or trustee of a trust that is a shareholder of the company by which the business is carried on; or
- (d) a person Associated with a settlor, trustee, shareholder or director already mentioned in this definition.

PART 3 – MEMBERSHIP

9. Categories of Members

The Members of the PFRA shall comprise:

- (a) Accredited Charity Members, as described in rule 12 (*Accredited Charity Members*);
- (b) Accredited Supplier Members, as described in rule 13 (*Accredited Supplier Members*);

- (c) Accredited Subcontractor Members, as described in rule 14 (*Accredited Subcontractor Members*);
- (d) Affiliated Members, as described in rule 15 (*Affiliated Members*).

10. Eligibility for membership

To become a Member of the PFRA, an applicant must:

- (a) have a commitment to the charitable purposes of the PFRA;
- (b) complete and lodge a Membership Form;
- (c) supply such further information as may be required by the Board, in the format specified by the Board, including any information required by the Board for the purposes of accrediting any team of fundraisers or individual fundraiser engaged by the applicant;
- (d) pay any annual fee as determined by the Board under rule 19 (*Membership Fees*);
- (e) expressly consent to become a Member;
- (f) agree to be bound by the PFRA Rule Book, the PFRA Complaints Process, the PFRA Codes of Conduct, this Constitution, and any Bylaws;
- (g) satisfy any specific eligibility criteria associated with the category of Membership for which the application is made, as set out in this Constitution;
- (h) be admitted into Membership by the Board; and
- (i) satisfy such other Membership criteria as the Board may reasonably determine from time to time.

11. Applications for membership

11.1 In considering the application, the Board may:

- (a) interview the applicant, or representatives of the applicant; and
- (b) consult with, and take into account the views of, existing Members.

11.2 The Board shall consider each application for Membership and accept or decline it in its absolute discretion. In so doing, the Board shall be satisfied that the applicant:

- (a) meets the criteria for Membership for the category of Membership for which the application is made, as set out in this Constitution;
- (b) otherwise meets the requirements of rule 10 (*Eligibility for Membership*);
- (c) has paid their annual fee as determined under rule 19 (*Membership Fees*); and
- (d) has not acted in a manner which the Board considers could bring the Association into disrepute.

11.3 The Board must advise the applicant of its decision, and may, but is not required to, provide reasons for that decision.

11.4 Upon the applicant becoming a Member, the Board shall ensure the Register of Members is updated accordingly.

12. Accredited Charity Members

12.1 **Criteria:** any incorporated, non-governmental, not-for-profit entity with charitable purposes may apply to become an Accredited Charity Member of the PFRA, provided they meet the requirements of rule 10 (*Eligibility for Membership*) and provided they have:

- (a) agreed to be bound by the Agreement; and
- (b) provided a signed acceptance of the Agreement to the National Manager.

12.2 **Voting Rights:** An Accredited Charity Member may vote at meetings of the Association provided that the Accredited Charity Member has paid all Membership Fees and any other payment due to the Association by their respective due dates.

13. Accredited Supplier Members

13.1 **Criteria:** professional fundraising organisations, otherwise known as third-party agencies, who supply fundraising goods or services to fundraisers or organisations for a fee, and who have proven to the satisfaction of the Board a valid relationship with the Face-to-Face Fundraising industry in New Zealand, may apply to become an Accredited Supplier Member of the PFRA, provided they meet the requirements of rule 10 (*Eligibility for Membership*) and provided they have:

- (a) agreed to be bound by the Supplier Agreement; and
- (b) provided a signed acceptance of the Supplier Agreement to the National Manager.

13.2 **Limited voting rights:** subject to rule 17.3 (*Accredited Supplier Members*), Accredited Supplier Members have no voting rights at meetings of the Association, but may be invited to attend and speak at meetings in an advisory, non-voting capacity.

14. Accredited Subcontractor Members

14.1 **Criteria:** organisations whom Accredited Supplier Members may subcontract in the supply of fundraising goods or services, may apply to become an Accredited Subcontractor Member of the PFRA, provided they meet the requirements of rule 10 (*Eligibility for Membership*) and provided they have:

- (a) agreed to be bound by the Subcontractor Agreement; and
- (b) provided a signed acceptance of the Subcontractor Agreement to the National Manager.

14.2 **No voting rights:** Accredited Subcontractor Members have no voting rights at meetings of the Association, but may be invited to attend and speak at meetings in an advisory, non-voting capacity.

15. Affiliated Members

15.1 **Criteria:** organisations who have a connection with or an interest in the Face-to-Face Fundraising industry in New Zealand, may apply to become an Affiliated Member of the PFRA, provided they meet the requirements of rule 10 (*Eligibility for Membership*), and have:

- (a) agreed to be bound by the Affiliated Members Agreement; and

- (b) provided a signed acceptance of the Affiliated Members Agreement to the National Manager.

15.2 **No Voting Rights:** Affiliated Members have no voting rights at meetings of the Association, but may be invited to attend and speak at meetings in an advisory, non-voting capacity.

16. Member obligations

In addition to any specific rights and obligations set out in this Constitution and the Act, all Members acknowledge and agree that:

- (a) this Constitution, and any Bylaws, constitute a contract between each of them and the Association, and they are bound by this Constitution and any Bylaws;
- (b) they shall comply with and observe the Constitution, any Bylaws, the PFRA Rule Book, the PFRA Complaints Process, the PFRA Codes of Conduct and any other determination, resolution or policy which may be made or passed by the Board;
- (c) they shall comply with their obligations:
 - (i) in the case of Accredited Charity Members, under the Agreement;
 - (ii) in the case of Accredited Supplier Members, under the Supplier Agreement;
 - (iii) in the case of Accredited Subcontractor Members, under the Subcontractor Agreement;
 - (iv) in the case of Affiliated Members, under the Affiliated Member Agreement;
- (d) they shall promote and support the Purposes;
- (e) they shall satisfy and maintain the criteria in rule 12 (*Accredited Charity Members*), rule 13 (*Accredited Supplier Members*), rule 14 (*Accredited Subcontractor Members*), or rule 15 (*Affiliated Members*), as applicable;
- (f) they shall pay any membership or other fees as determined in accordance with rule 19 (*Membership Fees*); and
- (g) they shall cooperate fully with any reviews, investigations, monitoring activities or audits conducted by the PFRA to ensure compliance with its Constitution. This includes compliance with all PFRA Codes of Conduct, Guidance, Regulations, the Rule Book and any applicable PFRA policies and procedures.

17. Member entitlements

17.1 Members are entitled to:

- (a) receive all general PFRA communications;
- (b) hold themselves out as being an Accredited Member of the PFRA; and
- (c) Receive notice of and attend General Meetings in accordance with Part 4 (*General Meetings*).

17.2 **Accredited Charity Members:** in addition to the entitlements set out in rule 17.1, Accredited Charity Members are also entitled to:

- (a) receive notice of, attend, speak, and vote at General Meetings in accordance with Part 4 (*General Meetings*), subject to any provision of this Constitution which affects voting rights in any particular case;
- (b) appoint a Proxy for voting in accordance with rule 32 (*Proxies*); and
- (c) nominate a representative to be elected to the Board under rule 35 (*Board composition and membership*).

17.3 **Accredited Supplier Members:** in addition to the entitlements set out in rule 17.1, Accredited Supplier Members are also entitled to:

- (a) receive notice of, attend, and speak at General Meetings in accordance with Part 4 (*General Meetings*);
- (b) nominate one of a maximum of 2 representatives to be elected to the Board under rule 35 (*Election of Board members*); and
- (c) vote on the election of the 2 Accredited Supplier Member representatives to the Board.

17.4 In addition to the entitlements set out in rule 17.1, Accredited Subcontractor Members are also entitled to receive notice of and attend General Meetings in accordance with Part 4 (*General Meetings*).

17.5 **Representatives:** any number of representatives from each Member may attend General Meetings, but only one Representative per Voting Member may vote at General Meetings, and only one Representative per Accredited Supplier Member may vote on the election of Accredited Supplier Member representatives to the Board under rule 17.3(c) (*Accredited Supplier Members*).

17.6 Membership of the PFRA does not confer upon any Member any right, title or interest, either legal or equitable, in the property of the PFRA.

18. Member Representative

Each Member shall appoint a Representative to receive communications from the Association and, where applicable, to represent the Member, and to vote on behalf of the Member, at General Meetings. Each Member shall notify the PFRA of the Member's Representative's name and contact details so that these can be recorded on the Register in accordance with rule 21.1(d) (*Register*). In the event that a Member appoints a new Representative, the Member shall notify the Association of the new Representative's name and contact details in writing as soon as possible after such appointment so that the Register can be kept up to date.

For Voting Members and Accredited Supplier Members voting on the election of Accredited Supplier Member representatives to the Board under rule 17.3(c) (*Accredited Supplier Members*), the Member Representative will be taken to have the authority to exercise the Member's voting right on behalf of the Member.

19. Membership Fees

19.1 **Annual fee:** all Members shall pay an annual fee to the Association as detailed in Addendum 1 and to be agreed by the Members at each Annual General Meeting: or the amount otherwise determined by the Board from time to time.

19.2 **Pledge and administration fees:** in addition to all sums payable under the terms of the Agreement, each Accredited Charity Member using public-rostered PFRA Sites will pay an agreed administration fee per Site. Each Accredited Charity Member conducting door-to-door, business-to-business fundraising or private sites will pay a pledge fee per pledge. The level of pledge and administration fees will be agreed by the Association at each Annual General Meeting.

19.3 **Other fees:** the Association may, on the recommendation of the Board or of its own motion, by General Meeting determine any other fees or payments up to a maximum of one year's annual membership fees per Member, in addition to those specified in rules 19.1 (*Annual fee*) and 19.2 (*Pledge and administration fees*), that are payable by Members to the PFRA to cover any shortfall in the Association's funds to meet the Association's properly-incurred expenses.

19.4 All fees payable under this rule 19 are due within 14 days of the date of invoice.

19.5 The Board may, in its complete discretion:

- (a) make fees payable for one or more Members for different amounts and at different times; and
- (b) waive all or some of the Membership Fees payable by one or more Members at any time.

19.6 **Consequences of non-payment:** any Member failing to pay any Membership Fee, or any other payment due to the Association, including any penalty or other sum imposed or due under the terms of the Agreement, the Supplier Agreement, the Subcontractor Agreement, the PFRA Codes of Conduct or the PFRA Rule Book, by the date the sum was due shall be considered unfinancial and, without limiting any other consequences as may be set out in the Agreement, Supplier Agreement or Subcontractor Agreement, as the case may be, including, without limitation, removal or non-renewal of accreditation, shall (without being released from the obligation of payment) not be entitled to vote at General Meetings until all the arrears are paid.

20. Member liability

20.1 Subject to this rule 20, a Member is not liable for an obligation of the Association by reason only of being a Member.

20.2 Accredited Charity Members are liable for all, or any, agreed expenses or debt incurred by the Association in their name, or on their behalf, or for agreed activities or services used on their behalf by their nominated Accredited Supplier Member, by an Accredited Subcontractor Member subcontracted by their nominated Accredited Supplier Member, or by any other professional fundraising organisation, and/or any of their employees, agents or contractors.

20.3 For the avoidance of doubt, if an Accredited Charity Member for any reason does not meet an agreed liability specified in rule 20.2 that has been incurred on their behalf by or through the Accredited Charity Member's nominated Accredited Supplier Member, the PFRA may recover from the Accredited Supplier Member is all, or any, agreed expenses or debt incurred by the Association in their name, or on their behalf, and that relates only to the Accredited Supplier Member, or for agreed activities or services used by the Accredited Supplier Member's nominated Accredited Subcontractor Member or other subcontracting organisation, or by a

fundraiser or independent agent employed or contracted by or for the Accredited Supplier Member.

20.4 Subject to rules 20.2 and 20.3, the liability of a Member to the PFRA is limited to the amount of any unpaid Membership Fee, any fines or penalties imposed on the Member or on a fundraiser working for or on behalf of the Member under the PFRA Codes of Conduct or the PFRA Rule Book, and any sums payable under the terms of the Agreement, the Supplier Agreement, the Subcontractor Agreement, and/or any other agreement entered into between the Member and the Association.

20.5 Nothing in this rule 20 affects the liability of a Member to the PFRA under a contract, or for any tort, or breach of a fiduciary duty, or other actionable wrong committed by the Member.

21. Register of Members

21.1 **Register:** the Board must maintain a Register of Members, recording:

- (a) each Member's:
 - (i) name;
 - (ii) postal address;
 - (iii) email address; and
 - (iv) telephone number;
- (b) the category of Membership to which the Member belongs;
- (c) the date on which the Member's Membership commenced;
- (d) the name and contact details of the Member's Representative;
- (e) for any Member who has ceased to be a Member within the previous seven (7) years, the name of the Member and date on which they ceased to be a Member; and
- (f) any other required details.

21.2 **Changes:** if a Member's name or contact details change, or if the Member's Representative changes, then the Member must give written notice of the change to the Board as soon as reasonably practicable after the change occurring. The Board must then ensure the Register of Members is updated accordingly as soon as practicable.

22. Access to the Register of Members

22.1 **Access by Officers:** an Officer of the Association may access the Register of Members, if access is necessary for the performance of the Officer's functions, or the exercise of the Officer's powers.

22.2 **Access by Members:** a Member may make a request to the Board for access to the Register of Members. The Board will provide the access requested unless the Board considers on reasonable grounds that the request should be declined.

23. Access to other information by Members

23.1 A Member may at any time make a written request to the PFRA for information held by the Association.

- 23.2 The request must specify the information sought in sufficient detail to enable it to be identified.
- 23.3 If the request relates to the minutes of, or the financial statements of the Association that were presented at, the most recent Annual General Meeting, the Association must, within a reasonable period after receiving the request and without charge, provide the requested information to the Member.
- 23.4 If the request relates to any other information, the Association must, within a reasonable time after receiving a request, -
 - (a) provide the information; or
 - (b) agree to provide the information within a specified period; or
 - (c) agree to provide the information within a specified period if the Member pays a reasonable charge to the Association (which must be specified and explained) to meet the cost of providing the information; or
 - (d) refuse to provide the information, specifying the reasons for the refusal.

24. Grounds for refusing request

- 24.1 The Association may refuse to provide information sought under rule 22.2 (*Access to the Register of Members*) or rule 23 (*Access to other information by Members*) if -
 - (a) withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons; or
 - (b) the disclosure of the information would, or would be likely to, prejudice the commercial position of the Association or of any of its Members; or
 - (c) the disclosure of the information would, or would be likely to, prejudice the commercial position of any other person, whether or not that person supplied the information to the Association; or
 - (d) the information is not relevant to the operation or affairs of the Association; or
 - (e) the request for the information is frivolous or vexatious.

- 24.2 The reasons for which the Association may refuse to provide information are limited to those set out in rule 24.1, in accordance with section 81(3) of the Act.

25. Ceasing to be a Member

- 25.1 **Resignation of Membership:** a Member may cease to be a Member by resignation by written notice to the Board. Unless the notice states otherwise, the resignation will take effect three months from the date the notice is received. The resignation shall not release the Member from any monetary or other obligation to the Association incurred during its membership. Once resignation has taken effect, rule 25.8 (*Consequences of termination of membership*) applies.
- 25.2 **Deemed resignation:** an Accredited Charity Member is deemed to have resigned from Membership if the Agreement between the PFRA and that Member is terminated. An Accredited Supplier Member is deemed to have resigned from

Membership if the Supplier Agreement between the PFRA and that Member is terminated. An Accredited Subcontractor Member is deemed to have resigned from Membership if the Subcontractor Agreement between the PFRA and that Member is terminated. An Affiliated Member is deemed to have resigned from Membership if the Affiliated Member Agreement between the PFRA and that Member is terminated. In any such case, the resignation will take effect from the effective date of termination of the Agreement, or Supplier Agreement, or Subcontractor Agreement, as the case may be. Any Member that no longer meets the requirements for the class of membership into which they have been admitted will be deemed to have resigned their membership.

25.3 **Default in payments:** a Member that is considered unfinancial under rule 19.6 (*Consequences of non-payment*) for default in payment of any Membership Fee, or in other amount due by the Member to the Association under the PFRA Codes of Conduct, the PFRA Rule Book, the Agreement, the Supplier Agreement, the Subcontractor Agreement, or any other agreement between the Member and the Association, is liable to have their membership terminated if such arrears remain unpaid 3 months after the date the amount became due, or such later date as the Board may determine. Before such termination can occur, the Board must give the Member written notice specifying the outstanding moneys owed, and demanding payment by a new due date, being a date not less than 7 days from the date of the demand. If payment is not received by the said new due date, the Board may terminate the Member's membership by giving written notice of such termination to the Member concerned.

25.4 **Automatic cessation:** a Member's Membership will automatically cease if the Member is wound up, liquidated or otherwise dissolved, or otherwise ceases to exist.

25.5 **Termination for cause:** subject to rule 25.2 (*Deemed resignation*), if a Member refuses or neglects to comply with this Constitution, including the requirement to comply with the PFRA Codes of Conduct, guidance, regulations or Rule Book, or engages in any conduct which, in the Board's opinion, is unbecoming of a Member, prejudicial to the interests of the Association, or may otherwise bring the Association into disrepute, the Board may terminate the Member's membership if, after a grievance or complaints procedure under Part 7 has been undertaken, the Board considers that termination is appropriate. The termination takes immediate effect. The Board shall amend the Register of Members accordingly.

25.6 **Appeal to SGM:** any Member whose membership is terminated under rule 25.3 (*Default in payments*) or rule 25.5 (*Termination for cause*) may appeal the decision to a Special General Meeting called for that purpose. The appeal shall be allowed if a Special Resolution is passed in favour of such appeal.

25.7 **Reinstatement:** Membership which has been terminated under this Constitution may be reinstated, following reapplication in accordance with rule 11 (*Applications for membership*), if the reapplication is approved by Special Resolution.

25.8 **Consequences of termination of membership:** where any Member ceases, for whatever reason, to be a Member of the PFRA:

- the Register of Members shall be updated accordingly;

- (b) for an Accredited Charity Member, the Agreement, for an Accredited Supplier Member, the Supplier Agreement, for an Accredited Subcontractor Member, the Subcontractor Agreement, and for an Affiliated Member, the Affiliated Member Agreement, as the case may be, between the Member and the PFRA shall be terminated with effect from the date the Member ceases to be a Member of the PFRA (but without prejudice to the rights and obligations of the parties to the relevant agreement to the date of termination of the relevant agreement);
- (c) the former Member shall cease to hold itself out as being a Member of the PFRA, shall cease to use any Intellectual Property; and the PFRA may publish the change in accreditation status on its website and notify relevant councils/venues and other parties of the cessation of membership and accreditation; and
- (d) all Membership Fees and other amounts due up to the date of termination shall remain due and payable, and no Membership Fee, or other amount, that has already been paid by the Member to the Association, shall be refundable, unless the Board considers that special circumstances apply that justify otherwise in any particular case.

PART 4 – GENERAL MEETINGS

26. Annual General Meetings

- 26.1 An Annual General Meeting of the Association must be held no later than 6 months after Balance Date and no later than 15 months after the previous Annual General Meeting.
- 26.2 The Board must determine when the Annual General Meeting will be held, provided that it is held before 15 October in each year.
- 26.3 The Board must ensure that minutes of the Annual General Meeting are taken, and are distributed to all Members.
- 26.4 The business of each Annual General Meeting must include:
 - (a) receiving the minutes of the previous Annual General Meeting, and any Special General Meeting held since the previous Annual General Meeting;
 - (b) receiving and considering the Annual Report;
 - (c) receiving and considering the reports of any committees of the Board;
 - (d) receiving and considering the financial statements of the Association for the most recently-completed accounting period, signed by the Chair on behalf of the Board, and including the report of any Auditor appointed under rule 48 (*Audit*);
 - (e) the presentation of a summary of any disclosures, or the types of disclosures, made by Board Members of an Interest in matters being considered by or affecting the Association, recorded since the previous Annual General Meeting;
 - (f) electing Board Members in accordance with rule 36 (*Election of Board Members*);
 - (g) electing the Chair, Vice-Chair and any other office-holders within the Board;

- (h) motions to be considered; and
- (i) any general business.

26.5 Each Accredited Charity Member and each Accredited Supplier Member must make all reasonable effort to ensure they are represented at each Annual General Meeting by a Representative or, in the case of an Accredited Charity Member, by Proxy.

27. Special General Meetings

- 27.1 The Board may call a Special General Meeting at any time and must call a Special General Meeting when required by rule 11.2 of Schedule 2.
- 27.2 The Board must call a Special General Meeting if the Board receives a written request (which must state the purpose for which the Special General Meeting is requested, including any proposed motion(s)) signed by more than half the Voting Members.
- 27.3 Special General Meetings shall be convened within 14 days of receipt by the Board of a valid written request under rule 27.2.
- 27.4 The business to be dealt with at a Special General Meeting is limited to the matters stated in the valid written request and/or the notice of such meeting.
- 27.5 **Resolution in lieu of a General Meeting:** Subject to this Constitution, a resolution in writing (including by way of email) signed or assented to by not less than 75% of Voting Members will be as valid and effectual as if it had been passed at a General Meeting of the full Society. Any such resolution may consist of several documents (including email messages assenting to the resolution, electronic communications assenting to the resolution, scanned or original copies of signed resolutions and other similar means of communication) each signed or assented to by one (1) or more Voting Members.

28. Notice of General Meetings

- 28.1 The Board must ensure that written notice of a General Meeting is given to all Members entitled to receive notice of the meeting at least 14 days prior to the date of the meeting.
- 28.2 The notice of meeting must:
 - (a) specify the place, date and time of the meeting;
 - (b) if the meeting is to be conducted wholly or partially as a Teleconference Meeting, provide the instructions for connecting to the meeting;
 - (c) specify the general nature of the business to be transacted at the meeting; and
 - (d) provide:
 - (i) notice of any motions to be considered at the meeting;
 - (ii) any information provided by a Voting Member in support of a Voting Member's motion; and
 - (iii) the Board's recommendation about any motions.
- 28.3 For an Annual General Meeting, the notice of meeting must also be accompanied by:

- (a) a copy of the Annual Report;
- (b) the financial statements of the Association for that period;
- (c) a list of all candidates for election to the Board.

28.4 All written notices shall be deemed to have been properly sent if forwarded by ordinary or electronic mail to the address appearing in the Register of Members. If the Board has in good faith made reasonable efforts to send written notice to all Members, the General Meeting and its business shall not be invalidated simply because one or more Members do not receive the notice.

29. Motions

29.1 Any proposed motions and other items of business that Members and/or the Board wish to be considered at a General Meeting must be in writing and received by the Board not less than 7 days before the date set for the meeting.

30. Meetings generally

30.1 All Members are entitled to attend a General Meeting and each Member may be represented at the General Meeting by a Representative or, if permitted by rule 32 (*Proxies*), by Proxy. While all Members are entitled to attend a General Meeting, only Voting Members may vote at a General Meeting.

30.2 The quorum for a General Meeting is 50% of Voting Members, or 6 Voting Members, whichever is the higher number, present by Representative or by Proxy and entitled to vote at the General Meeting under this Constitution.

30.3 No business may be conducted at any General Meeting unless a quorum is present. If a quorum is not present within half an hour of the appointed time the meeting shall be dissolved.

30.4 A General Meeting may be held by a number of Voting Members (whether represented by a Representative or, if applicable, by Proxy) constituting a quorum:

- (a) being assembled together at the place and time appointed for the meeting; or
- (b) participating in the meeting by Teleconference Meeting; or
- (c) by a combination of the methods described in paragraphs (a) and (b).

30.5 In the case of a Teleconference Meeting, a Voting Member attending by means of the internet is considered to be present when they have logged their presence on the host site. Voting Members present and participating at a General Meeting by Teleconference Meeting are deemed to be present and to form part of the quorum at all times during the meeting unless and until they indicate their intention to disconnect from the meeting.

31. Chair of General Meetings

31.1 If the Chair is present at a General Meeting, the meeting will be chaired by the Chair. If the Chair is absent but the Vice-Chair is present, the Vice-Chair will chair the meeting. If both the Chair and the Vice-Chair are absent within 5 minutes after the time appointed for the meeting, the Voting Members present shall elect a person present to chair the meeting.

31.2 The chairperson of a General Meeting is responsible for the general conduct of the meeting and for the procedures to be adopted at the meeting, and may require the

adoption of any procedures which are, in the opinion of the chairperson, necessary or desirable for:

- (a) proper and orderly debate or discussion; and
- (b) the proper and orderly casting or recording of votes.

- 31.3 The chairperson of a General Meeting at which a quorum is present may, with the consent of the majority of Voting Members present at the meeting, adjourn the meeting from time to time and place to place. However, no business may be transacted at the adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 31.4 Notice of an adjournment and the business to be transacted at an adjourned meeting must be given to all Members and persons who were entitled to receive notice of the meeting the subject of the adjournment.

32. Proxies

- 32.1 If a Voting Member who is entitled to vote is unable to be represented by a Representative at any particular General Meeting, the Voting Member may appoint a Proxy to vote on their behalf, provided the Voting Member has notified the Board in writing of the name and contact details of the Proxy at least 24 hours prior to the meeting. Proxies must be appointed in writing (including by email or text message) and must also be entitled to vote at the meeting. Where a Voting Member has appointed a Proxy in accordance with this clause, that Voting Member will be considered present and entitled to vote.
- 32.2 A Voting Member who has appointed a Proxy under rule 32.1 may instruct their Proxy how to vote. Unless otherwise instructed, the Proxy may vote as they think fit.

33. Decisions at General Meetings

- 33.1 All questions before a General Meeting shall, if possible, be decided by consensus.
- 33.2 In the event that a consensus cannot be reached, and except where this Constitution otherwise provides, the question shall be put as a motion to be decided. A resolution on that motion will be validly made if it is passed by an Ordinary Resolution, unless this Constitution requires a Special Resolution in any particular case, in which case it will only be validly made if passed by a Special Resolution.

34. Voting at General Meetings

- 34.1 Except as required by rule 36.2 (*Election of Board Members*), voting at General Meetings shall be conducted on the basis of one vote per Voting Member, with voting on behalf of each Voting Member being conducted by that Member's Representative or Proxy.
- 34.2 For an Accredited Charity Member to be eligible to exercise the right to vote, the Accredited Charity Member must be up to date with any and all fees (i.e. they must be a Voting Member).
- 34.3 In the event of an equality of votes upon any proposed resolution at a General Meeting, the person chairing the General Meeting has a second or casting vote, in addition to any deliberative vote the chairperson may have.

- 34.4 A resolution put to the vote of a General Meeting must be decided on a show of hands unless a poll is demanded. A Member may cast only one vote on a show of hands, regardless of whether that Member also holds one or more Proxies.
- 34.5 At a Teleconference Meeting, Voting Members attending by means of the internet must vote individually by posting their vote on the host site, unless their vote on a show of hands is visible to all other attendees, for example by means of skype or similar form of communication.
- 34.6 A poll may be demanded before a vote being decided by a show of hands is taken, or before or immediately after the declaration of the result of the show of hands:
 - (a) by the person chairing the meeting; or
 - (b) by at least 3 Voting Members present by Representative or by Proxy.
- 34.7 Unless a poll is demanded, a declaration by the person chairing a General Meeting that a resolution has, on a show of hands, been carried, or carried unanimously, or carried by a particular majority, or lost, and an entry to that effect in the minutes, is conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 34.8 If a poll is demanded at a General Meeting in accordance with rule 34.6, it will be taken when and in the manner that the person chairing the meeting directs, and the result of the poll will be the resolution of the meeting at which the poll was demanded.
- 34.9 A poll cannot be demanded at a General Meeting on the election of a person to chair the meeting.
- 34.10 The demand for a poll may be withdrawn.

PART 5 – GOVERNANCE

35. Board composition and membership

- 35.1 **Number of Board members:** the Association must have a Board which shall comprise at least 5 and no more than 9 persons elected or appointed in accordance with this Constitution. At all times a majority of the Board must be representatives of bodies corporate who are Members of the Association.
- 35.2 **Qualification for membership of Board:** subject to rule 35.3 (*Disqualification from membership of Board*), a person is eligible to be nominated for election as a Board Member if they:
 - (a) are a natural person; and
 - (b) have consented in writing to becoming an officer of the Association; and
 - (c) have certified that they are not disqualified from being elected or appointed under this Constitution or section 47(3) of the Act; and
 - (d) have significant experience in New Zealand-based Face-to-Face Fundraising; and
 - (e) are employed by, and have significant influence or decision-making capacity within, either:
 - (i) the Accredited Charity Member that nominated them ("Charity Staff Member");

- (ii) an Accredited Supplier Member that holds an agency to fundraise for an Accredited Charity Member ("ASM"); or
- (iii) within a registered charity

provided that at no time may the Board comprise more than 2 Board Members who are ASMs.

35.3 Disqualification from membership of Board: the following persons are not eligible for election, appointment, or to remain in office as an elected or appointed Board Member:

- (a) a staff member employed by the PFRA;
- (b) a person who is under the age of 18 years;
- (c) a person who is an undischarged bankrupt;
- (d) a person who is disqualified from being an officer of an incorporated society under the Act;
- (e) a person who is disqualified from being an officer of a charitable entity under the Charities Act;
- (f) a person who is neither Staff nor an ASM of an Accredited Charity Member, or employed with a registered charity;
- (h) a person who is a Charity Staff Member, or an ASM, of a Member that is considered unfinancial under rule 19.6 (*Consequences of non-payment*), for the period that that state of being unfinancial continues.

36. Election of Board Members

36.1 Up to 7 Board Members shall be elected by the Association at each Annual General Meeting. Notwithstanding any other provision in this Constitution, voting for Board Members shall be conducted by written ballot, following which:

- (a) the 5 Charity Staff Member nominees who receive the most votes of the Charity Staff Members nominated shall be elected; and
- (b) the 2 ASM nominees who receive the most votes of the ASMs nominated shall be elected.

36.2 **Voting:** subject to this Constitution:

- (a) Accredited Charity Members may vote on the election of all Board positions;
- (b) Accredited Supplier Members may vote on the election of the 2 ASM positions only.

36.3 Subject to rule 36.4, every Accredited Charity Member must make a representative available for election to the Board.

36.4 Accredited Charity Members who have been Members of the Association for less than 3 months, as at the date of the Annual General Meeting at which the election will take place, may, but are not required to, make a representative available for election to the Board.

36.5 Accredited Supplier Members may, but are not required to, make a representative available for election to an ASM position on the Board.

35.6 Accredited Charity Members, and Accredited Supplier Members, where applicable, shall advise the Board of their representative for election to the Board at least 21 days prior to the Annual General Meeting at which the election for Board Members will take place.

36.7 **Composition:** in nominating, electing, and appointing Board Members, consideration shall be given to ensuring the Board contains a balance of skills and experience appropriate to the work of the Association.

36.8 **Appointed Board Members:** if the election of Board Members does not result in a Board with a balance of skills and experience considered appropriate to the work of the Association, the Board may, on the recommendation of the National Manager and subject to rule 35.3 (*Disqualification from membership of Board*), by resolution appoint as many as required additional people with relevant skills or experience, or other characteristics sought by the Board, to serve as Board Members. The Board may in its discretion waive the requirement in rule 35.3(f) for the purposes of this rule if it considers it necessary to do so to obtain the optimum balance of skills and experience on the Board.

36.8 **Term:** subject to rule 36.9 (*Schedule of rotation*), the term of office for each Board Member shall be 3 years, commencing at the conclusion of the Annual General Meeting at which they are elected, or the meeting of the Board at which they are appointed, as the case may be, and expiring at the conclusion of the third Annual General Meeting following their appointment or election. Retiring Board Members shall be eligible for election or re-election, provided that Board Members who have served 2 consecutive 3-year terms shall be eligible for election or re-election only if there are insufficient nominees available for election to make up the composition set out in rule 36.1.

36.9 **Schedule of rotation:** the Board shall determine a schedule of rotation so that there is a rotation of 2 elected Board Members annually.

36.10 **Power to co-opt:** notwithstanding rules 35.1 (*Number of Board Members*) and 35.2(b) and (c) (*Qualification for membership of Board*), the Board may by resolution co-opt up to 3 persons, who may or may not be a Charity Staff Member or ASM but who have particular skills or experience considered necessary or desirable, to serve as Board Members for such period as may be agreed. Co-opted Board members have the same powers and responsibilities as elected and appointed Board Members.

37. Interim Vacancy

37.1 An Interim Vacancy in the Board arises if, prior to the expiry of their term of office, a Board Member:

- resigns from office, by notice in writing signed by that person and either delivered to the Registered Office or emailed to the National Manager;
- dies;
- applies to the Board in writing for a leave of absence, which application is accepted by the Board by resolution for a specified period;
- becomes disqualified under rule 35.3 (*Disqualification from membership of Board*);

- (e) fails to attend 3 consecutive Board meetings, without leave of absence approved by the Board; or
- (f) is removed from office under rule 39 (*Grounds for removal from office*).

37.2 Subject to rule 35.1 (*Number of Board Members*):

- (a) if an Interim Vacancy arises under rule 37.1(a), (b) or (c), the Board shall forthwith appoint another person with appropriate skills and/or experience to fill the vacancy;
- (b) if an Interim Vacancy arises under rule 37.1(d), (e) or (f), the Association may by Ordinary Resolution appoint another person to fill the vacancy.

37.3 An elected Board Member who leaves the Public Fundraising industry or ceases to be employed by a registered charity or ASM, must forthwith resign from their position as a Board Member.

37.4 If a Board Member who is a Charity Staff Member takes up a position with another Accredited Charity Member who already has a representative on the Board, the Board Member is deemed to have resigned from their position as a Board Member with effect from the date on which they take up the new position.

38. Advisers to the Board

The Board may, from time to time, invite persons with specific skills, experience or expertise to attend and speak at Board meetings in an advisory capacity.

39. Grounds for removal from office

The Association may, by Ordinary Resolution, remove any Board Member, before the expiration of their term of office, if that Board Member is found, after a disputes resolution process (conducted in accordance with Part 7 as though the matter were a complaint about a "Member"), to have breached any of the duties in rule 43 (*Duties of Officers*).

40. Functions and powers of the Board

40.1 Subject to the Act, this Constitution and any Bylaws, the Board's functions are to manage, direct, or supervise the operation and affairs of the Association. In doing so, the Board may exercise all powers of the Association that are not required by law or by this Constitution to be exercised by the Association in General Meeting. Without limiting the generality of the foregoing, the Board's functions and powers include to:

- (a) advance the Association's charitable purposes, using money or other assets of the Association to do that;
- (b) control and manage the Association's financial affairs, including meeting the Association's record-keeping and reporting obligations under the Act and the Charities Act;
- (c) employ such staff as considered necessary or desirable for the management of the affairs of the Association;
- (d) delegate powers and duties of the Board (not being duties imposed on the Board by law) where considered necessary or desirable;

- (e) develop and maintain the Agreement, the Supplier Agreement, the PFRA Codes of Conduct and other PFRA rules;
- (f) facilitate the operation of, and compliance with the Association's obligations under, the Agreement, the Supplier Agreement, and the Subcontractor Agreement, including such functions as supporting the National Manager to carry out the National Manager's functions under those agreements;
- (g) manage complaints that are escalated to the Board under the PFRA Complaints Process, including liaising with and reporting to the PFRA Independent Advisory Committee in respect of those complaints;
- (h) ensure that the rules of the Association are available to Members;
- (i) unless otherwise provided by this Constitution, decide the time, location and manner of holding General Meetings;
- (j) set the agenda for General Meetings;
- (k) recommend the level of Membership Fees for approval by a General Meeting; and
- (l) make policies and procedures within any general framework established by General Meeting.

40.2 Any resolution of the Board may be disallowed by the Association in General Meeting, but no resolution or Bylaw made by the Association in General Meeting shall invalidate any prior and otherwise valid act of the Board.

40.3 Schedule 2 governs the proceedings at meetings of the Board, except where otherwise agreed by all Board Members in relation to a particular meeting.

41. Subcommittees

41.1 The Board may resolve to:

- (a) establish one or more subcommittees consisting of such persons as they determine;
- (b) delegate to each such subcommittee such of their functions or powers as the Board shall, in its discretion, decide;
- (c) revoke or vary any or all of the powers delegated to any subcommittee;
- (d) change the make-up of a subcommittee at any time or dissolve it altogether.

41.2 The chairperson of any such subcommittee must be a Board Member, unless the Board decides otherwise in any particular case.

41.3 Without limiting the generality of rule 41.1, the Board shall, as and when required, appoint a PFRA Independent Advisory Committee for the purposes of investigating and making determinations on complaints or grievances at the third stage of the PFRA Complaints Process.

41.4 A subcommittee must be conducted, and exercise the powers delegated to it, in accordance with any of the directions of the Board which, for the avoidance of doubt, may be contained within policies, guidelines or protocols.

41.5 The Board may continue to exercise all of their powers despite any delegation made under this rule.

41.6 The provisions of this Constitution relating to proceedings of the Board also apply to proceedings of any subcommittee of the Board, except to the extent that the Board determines otherwise. All subcommittee decisions shall be approved by the Board before they become effective and before they are implemented, unless the Board otherwise directs in any particular case.

42. Positions of Board Members

42.1 The following positions must be held by a member of the Board:

- (a) the Chair; and
- (b) the Vice-Chair.

42.2 The position of Contact Officer must be held by a member of the Board only if and while required by the Act.

42.3 Following the election of Board Members at each Annual General Meeting, the Association shall then elect the Chair and Vice-Chair. The positions of Chair and Vice-Chair cannot be held by an Agency Staff Member. The Board shall decide by resolution who will hold the position of Contact Officer. The Association must have a Contact Officer at all times. The name and contact details of the Contact Officer must be notified to the Registrar in accordance with the Act. All appointments under this rule shall be recorded in the minutes.

42.4 **Role of Chair:** the role of the Chair is to chair meetings of the Board, when present, and to represent the Board. The Chair, or their nominee, shall have the right to attend any meeting of any Board subcommittee.

42.5 **Role of Vice-Chair:** the role of the Vice-Chair is to perform the Chair's duties during any period of absence of the Chair.

42.6 Subject to rule 37 (*Interim Vacancy*), if the Chair and Vice-Chair are unavailable for any reason, the Board shall, by resolution, appoint another Board Member to undertake the Chair's role during the period of unavailability.

43. Duties of Officers

43.1 The duties of each Officer of the Association include to:

- (a) act at all times in good faith and in what the Officer believes to be the best interests of the Association and with the Act;
- (b) exercise the powers of the Officer for proper purposes;
- (c) not act, or agree to the Association acting, in a manner that contravenes the Act, the Charities Act, this Constitution or any Bylaws;
- (d) exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances;
- (e) not agree to, nor 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;
- (f) not agree to the Association incurring any 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;

- (g) disclose any conflict of interest in accordance with rule 10 (*Duty to disclose conflicts of interest*) of schedule 2 (*Proceedings of the Board*); and
- (h) not disclose information that the Officer would not otherwise have available but for his or her capacity as an Officer, to any person, or make use of or act on the information except:
 - (i) as agreed by the Board for the Purposes of the Association;
 - (ii) as required by law; or
 - (iii) in circumstances analogous to those specified in sections 145(2) and (3) of the Companies Act 1993 (*Use of company information*).

43.2 Use of information and advice: subject to rule 43.3, an Officer, when exercising powers or performing duties as an Officer, may rely on reports, statements, financial data, and other information prepared or supplied, and on professional or expert advice given, by any of the following persons:

- (a) an employee of the Association whom the Officer believes on reasonable grounds to be reliable and competent in relation to the matters concerned;
- (b) a professional adviser or expert in relation to matters that the Officer believes on reasonable grounds to be within the person's professional or expert competence; or
- (c) any other Officer or subcommittee of Officers upon which the Officer did not serve in relation to matters within the Officer's or subcommittee's designated authority.

43.3 Rule 43.2 (*Use of information and advice*) applies to an Officer only if the Officer:

- (a) acts in good faith; and
- (b) makes proper enquiry where the need for inquiry is indicated by the circumstances; and
- (c) has no knowledge that the reliance is unwarranted.

44. National Manager

44.1 There shall be a National Manager of the Association, who shall be employed for such term and on such conditions as the Board may determine. The National Manager shall be under the direction of the Board, and shall be responsible for the day-to-day management of the Association in accordance with this Constitution, and any Bylaws, policies and procedures of the Association, within such authority and limitations as may be mutually agreed with the Board. The National Manager's role may also include the role of Manager under the Agreement, the Supplier Agreement and/or the Subcontractor Agreement.

44.2 The National Manager shall attend all Board meetings and all General Meetings, subject to any decision to the contrary by any meeting of either body, but shall have no voting rights.

44.3 The Board may, with the National Manager's agreement, delegate any of the following duties to the National Manager:

- (a) giving notice of all General Meetings and Board meetings;

- (b) keeping minutes of the proceedings of all General Meetings and Board Meetings, and distributing copies of all minutes to all Members;
- (c) maintaining the Association's Register of Members in accordance with this Constitution;
- (d) maintaining the Interests Register in accordance with this Constitution;
- (e) collecting and accounting for Membership Fees and other moneys payable to the Association, banking such funds to the credit of the Association's bank account, disbursing Association money as directed by the Board, and keeping proper accounts of the financial affairs of the Association;
- (f) submitting accounts payable by the Association for the approval of the Board before payment, and reporting to each meeting on the state of the finances of the Association;
- (g) immediately after the close of each Financial Year, preparing or causing to be prepared financial statements for the Association, and presenting them, together with a budget of estimated income and expenditure for the ensuing year, to the Annual General Meeting;
- (h) preparing, in conjunction with the Board and subject to approval by Members in General Meeting, an annual budget for the Association;
- (i) ensuring that any required annual returns and annual reports are lodged with the appropriate regulator on time; and
- (i) such other duties as may be mutually agreed.

44.4 The National Manager must consent in writing to becoming an officer and certify that they are not disqualified from being an officer under section 47(3) of the Act. The National Manager must abide by the duties of officers set out in rule 43 of this Constitution and the Act.

45. Indemnity and insurance

45.1 **Indemnities:** the Association may indemnify a Board Member, or an employee, of the Association in respect of:

- (a) liability to any person other than the Association for any act or omission in their capacity as a Board Member or employee (not being a liability specified in rule 45.2); and
- (b) costs incurred by the Board Member or employee in defending or settling any claim or proceeding relating to that liability; and
- (c) costs incurred by the Board Member or employee in defending or settling any proceeding that relates to liability to any person for any act or omission in their capacity as a Board Member or employee, but only if judgment is given in their favour, they are acquitted or the proceeding is discontinued.

45.2 The liability specified in this rule is –

- (a) criminal liability; or
- (b) a liability that arises out of a failure to act in good faith and in the best interests of the Association when acting in the capacity as a Board Member or employee.

45.3 **Insurance:** the Association may, with the prior approval of the Board, effect insurance for a Board Member, or an employee, of the Association in respect of:

- (a) liability (other than criminal liability) to any person for any act or omission in his or her capacity as a Board Member or employee; or
- (b) costs incurred by the Board Member or employee in defending or settling any claim or proceeding relating to that liability; or
- (c) costs incurred by the Board Member or employee in defending any criminal proceedings –
 - (i) that have been brought against the Board Member or employee in relation to any alleged act or omission in their capacity as a Board Member or employee; and
 - (ii) in which they are acquitted.

45.4 Board Members may only vote in favour of authorising the insurance under rule 45.3 if they consider that the cost of effecting the insurance is fair to the Association.

45.5 The power of the Association to indemnify and effect insurance pursuant to this rule may not be exercised if and to the extent that to do so would prejudice the charitable status of the Association.

PART 6 – LEGAL AND FINANCIAL MATTERS

46. Control and management of finances

46.1 The Board is responsible for all funds of the Association.

46.2 The Board shall ensure all funds received by or on behalf of the Association are promptly deposited into the Association's bank account.

46.3 The Association's bank account(s) shall be kept at a trading bank selected from time to time by the Board.

46.4 All payments by or on behalf of the Association must be properly authorised before payment, in the manner determined by the Board from time to time. All payments must be properly paid once authorised.

47. Accounting records

47.1 The Board must ensure:

- (a) that proper accounting and other records are maintained on behalf of the Association at all times; and
- (b) the safekeeping of all financial records of the Association.

47.2 The Board is responsible for ensuring that properly-prepared financial statements for the preceding Financial Year, signed by the Chair and the National Manager, are presented to each Annual General Meeting.

48. Audit

48.1 If the financial statements of the Association are required by law to be audited or reviewed, or if the Board resolves that the Association's financial statements are to be audited or reviewed, an Auditor shall be appointed by the Board to audit or review, as the case may be, the financial statements of the Association.

48.2 The Auditor so appointed shall at all reasonable times have access to the financial records of the Association, and shall be entitled to any information required relating to them, or to any matter deemed necessary or desirable for audit purposes.

49. Method of contracting

The PFRA may enter into a contract or other enforceable obligation as follows:

- (a) an obligation that, if entered into by a natural person, would, by law, be required to be by deed, may be entered into on behalf of the Association in writing signed under the name of the Association by —
 - (i) 2 or more Board Members of the Association; or
 - (ii) one Board Member, or the National Manager, whose signature must be witnessed; or
 - (iii) an attorney appointed by the Association, by deed, either generally or in relation to the specific matter;
- (b) an obligation that, if entered into by a natural person is, by law, required to be in writing may be entered into on behalf of the Association in writing by a person acting under the Association's express or implied authority;
- (c) an obligation that, if entered into by a natural person is not, by law, required to be in writing may be entered into on behalf of the Association in writing or orally by a person acting under the Association's express or implied authority.

50. Use of Association name

The Association must ensure that its name is clearly stated in –

- (a) every written communication sent by, or on behalf of, the Association; and
- (b) every document issued or signed by, or on behalf of, the Association that evidences or creates a legal obligation of the Association.

51. Common seal

If and while required by the Act, the Association shall have a common seal, which shall be kept in the safe custody of the National Manager, and shall only be used as directed by the Board. The common seal must not be affixed to any document unless the Board has already authorised its use on that document by resolution. When a document is to be sealed on the prior authority of the Board, the common seal must be affixed to the document by a person who has been duly authorised to do so by the Board, and the duly-authorised person must then sign the document.

PART 7 –DISPUTES RESOLUTION PROCEDURES

52. Introduction

52.1 These Dispute Resolution Procedures are intended to primarily apply to disputes between:

- (a) Members of the Society;
- (b) Officers of the Association; and/or
- (c) the Association itself.

- 52.2 The Dispute Resolution Procedures are intended to resolve disputes between the persons, groups of persons or bodies corporate in relation to the Association and its activities.
- 52.3 Where a complaint is to be made by or against an employee in their capacity as an employee of the Association, then the complaints procedure set out in the employee's employment agreement must be followed.
- 52.4 Where the Association makes a complaint or is complained against, an Officer may exercise any rights contained in these procedures on behalf of the Association and any material to be forwarded to the Association must be forwarded to the Board.

52.5 Guiding principles

All parties to a complaint shall endeavour to resolve the matter informally and in the spirit of the following principles:

- (a) **fairness**: the process should be fair to all parties;
- (b) **accountability**: the process should determine accountability, provide outcomes and give reasons for decisions;
- (c) **accessibility**: the process should be available to Members and the public, in plain language, at no cost;
- (d) **excellence**: the process must be effective, timely and properly documented;
- (e) **professional integrity**: the process should be adequately resourced and ensure sanctions are seen to be effective and enforceable.

- 52.6 In the event that informal discussions cannot resolve the issue, the procedures in this Part 7 shall apply. All disputes must be resolved in a manner that upholds the principles of fairness, accountability, accessibility, and transparency as required by the Act. The dispute resolution process must also provide clear steps for appeal to ensure parties can contest decisions.

53. How a complaint is made

- 53.1 Any person may make a complaint about the conduct of a Member, Officer or the Association, in writing directed to the National Manager stating:
 - (a) that the person is starting a procedure for resolving a dispute in accordance with the Association's Constitution; and
 - (b) sufficient detail to identify the complainant, the subject matter, and the nature of the complaint. This information must be enough to ensure the respondent is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.
- 53.2 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:
 - (a) states that the Association is starting a procedure for resolving a dispute in accordance with the Association's Constitution; and
 - (b) sets out the allegation to which the dispute relates. This must be detailed enough to ensure the Member or Officer is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.

- 53.3 The terms dispute and complaint are to be interpreted in accordance with section 38 of the Act.
- 53.4 Subject to rule 56 (*National Manager or Board may decide not to investigate complaint*), the National Manager must forward the written complaint to the respondent within 14 days of receipt.
- 53.5 If the National Manager forwards the written complaint under rule 53.4, the respondent complained of may, within a further period of 14 days, provide the National Manager with their written response to the complaint. The National Manager must forward the written response to the complainant within 14 days of receipt.
- 53.6 The National Manager will consider the matter and, if considered necessary or desirable in order to give both parties a reasonable opportunity to be heard, may call a meeting between the complainant and the respondent. An oral hearing will be held if it is determined that, for serious or complex cases, after taking into account the potential consequences for a Member if a grievance is upheld or not upheld, an oral hearing is needed to achieve an adequate process, or is otherwise desirable.
- 53.7 Having considered the matter under rule 53.6, the National Manager will make a decision as to how the complaint is to be resolved.
- 53.8 The complainant and the respondent have a right to be heard before the complaint is resolved or any outcome is determined.

54. Escalation to the Board

- 54.1 If either the complainant, or the respondent, is unhappy with a decision of the National Manager made under rule 53.6 or 53.7, either party may request that the National Manager escalate the matter to the Board.
- 54.2 If the National Manager receives a request for escalation to the Board, or if the National Manager otherwise considers that escalation of the matter to the Board is necessary or desirable, the National Manager shall, within 14 days of the decision, or of receipt of the request, whichever is the later, forward to the Chair a copy of the complaint, the written response and any other documentation considered desirable.
- 54.3 The Board may convene a subcommittee to consider the matter. The Board, or the subcommittee as the case may be, shall consider the matter at a Board or subcommittee meeting held within 14 days of the escalation, or as soon as practicable thereafter.
- 54.4 The complainant and the respondent have a right to be heard before the complaint is resolved or any outcome is determined.

55. Investigating and determining complaint

- 55.1 Subject to rule 56 (*National Manager or Board may decide not to investigate complaint*), the Board must, as soon as is reasonably practicable after receiving a complaint, investigate and determine the complaint. The Board may convene a subcommittee for this purpose. In conducting the investigation, the Board or subcommittee may consult with other parties considered relevant.
- 55.2 The Board will endeavour to resolve the dispute by consensus.

- 55.3 In the event that consensus is not possible, or if the Board decides that, for serious or complex cases, after taking into account the potential consequences for any person if a complaint or grievance is upheld, an oral hearing is needed to achieve an adequate process, or is otherwise desirable, the Board may call a General Meeting to consider and determine the matter.
- 55.4 In some sensitive cases where it would not be appropriate for the complaint to be discussed at a General Meeting as allowed under rule 55.3, the Board may make a decision by majority or may choose to refer the complaint directly to the PFRA Independent Advisory Committee for their consideration.
- 55.5 The written material and any additional submissions by either party will be considered by the Board. If a General Meeting is convened under rule 55.3, the parties will be given the opportunity to speak at the meeting, and the parties' submissions and/or written statements will be considered by the General Meeting.

56. National Manager or Board or PFRA Independent Advisory Committee may decide not to investigate complaint

Despite rules 53.3 (*How a Complaint is Made*) and 56 (*Investigating and determining complaint*), the National Manager or the Board or the PFRA Independent Advisory Committee may decide not to proceed with a matter further if the National Manager or the Board or the PFRA Independent Advisory Committee, as the case may be, determines that –

- (a) the matter is trivial; or
- (b) the complaint does not appear to disclose:
 - (i) any material misconduct; or
 - (ii) that a Member, Officer or the Association has materially breached, or is likely to materially breach, a duty under the Constitution or the Act;
 - (iii) any material damage to a Member's rights or interests or Members' rights or interests generally; 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 insufficient interest in the matter; or
- (e) the conduct, incident, event, or issue has already been dealt with by or on behalf of the Association; or
- (f) there has been an undue delay in making the complaint.

57. Escalation to the PFRA Independent Advisory Committee

- 57.1 If any party involved in a complaint is unhappy with a decision of the Board made under rule 55 (*Investigating and determining complaint or grievance*), either party may make a written request to the Board that the matter be escalated to a PFRA Independent Advisory Committee. Subject to rule 56 (*National Manager or Board or PFRA Independent Advisory Committee may decide not to investigate complaint*), the PFRA Independent Advisory Committee may decide not to investigate the complaint further.

57.2 If the Board receives a request for escalation to a PFRA Independent Advisory Committee, or if the Board otherwise considers that escalation of the matter to a PFRA Independent Advisory Committee is necessary or desirable, the Board, or the National Manager on the Board's behalf, shall, within 14 days of the decision, or of receipt of the request, whichever is the later, or as soon as practicable thereafter, convene a PFRA Independent Advisory Committee, which shall be comprised of the following persons:

- (a) a senior representative of the fundraising industry, such as a member or senior employee of the Charities Regulator;
- (b) the chief executive officer of an Accredited Charity Member;
- (c) a senior fundraiser of an Accredited Charity Member; and
- (d) at least one person with experience in the charitable sector who is external to the PFRA and independent of all parties involved in the dispute.

57.3 As soon as practicable after the PFRA Independent Advisory Committee has been convened, the Board shall ensure that a copy of all written material relevant to the dispute is forwarded to each member of the PFRA Independent Advisory Committee.

57.4 The PFRA Independent Advisory Committee shall consider the matter at a meeting held within 14 days of circulation of the written material, or as soon as practicable thereafter.

57.5 The decision of the PFRA Independent Advisory Committee shall be final and binding on all parties, and shall be treated as confidential to the parties and the Board, unless the PFRA Independent Advisory Committee otherwise directs in any particular case.

58. Decision-makers

58.1 A person shall not act as a decision-maker in relation to a complaint or grievance if the person considers they are conflicted and recuses themselves, or if 2 or more Board Members, a complaints committee, or the Members by resolution at a General Meeting, consider there are reasonable grounds to believe that the person may not:

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

58.2 The National Manager will escalate the complaint to the Board if the National Manager has a conflict or apparent conflict.

58.3 The Board will escalate the complaint to the PFRA Independent Advisory Committee if the Board has a conflict or apparent conflict.

59. Decisions

Having considered all relevant information, and provided a reasonable opportunity to be heard, the decision-maker in relation to a complaint may make any decision they think fit, including, without limitation, any one or more of the following:

- (a) that no further action needs to be taken;

- (b) requiring a Member, Officer or the Association to take specified corrective action;
- (c) the publication of any corrective letter or statement;
- (d) disclosure of the Member's name and/or the details of the complaint or grievance to other Members or category of Members, and/or to the public generally;
- (e) the payment of a fine or other penalty;
- (f) suspension of the Member from the Rosters for one or more Rostered Cities for any period of time;
- (g) suspension of a person, a team, an agency or other grouping from Face-to-Face Fundraising nationally or within a specified area for a specified area of time;
- (h) recommending to any one or more Councils that the Member's permission to carry out Face-to-Face Fundraising in any area regulated by the Council be suspended, either for a specified time or indefinitely;
- (i) removal or non-renewal of the Member's accreditation to carry out Face-to-Face Fundraising, or a warning that the Member's accreditation may be removed or not renewed;
- (j) the reimbursement of the PFRA's reasonable costs to investigate and otherwise deal with the matter; and/or
- (k) termination under rule 25.5 (*Termination for cause*) or removal under rule 39 (*Grounds for removal from office*).

PART 8 – ADMINISTRATION

60. Amendments to Constitution

- 60.1 This Constitution may be amended by Ordinary Resolution passed at a properly-convened General Meeting at which prior written notice of the meeting, including the text of the proposed motion to amend the Constitution, has been given to all Members in accordance with rule 28 (*Notice of General Meetings*).
- 60.2 The power of amendment conferred by rule 60.1 may not be exercised to make an amendment:
 - (a) inconsistent with the charitable purposes of the Association; or
 - (b) which would prejudice the charitable nature of the Association.
- 60.3 All amendments to the Constitution must be made in writing.

61. Minor or Technical Amendments

- 61.1 The Board may amend the terms of this Constitution by a unanimous resolution of the Board if the amendment:
 - (a) has no more than a minor effect; or
 - (b) corrects errors or makes similar technical alterations,

Provided that the Board provides written notice of the amendment to every Member of the Association, with the notice stating:

- (i) the text of the amendment; and
- (ii) the right of the Member to object to the amendment.

- (c) If no Member objects within twenty (20) working days after the date on which the Notice is sent, the Board may make the amendment.
- (d) If a Member objects to the amendment made under rule 61.1 within twenty (20) working days after the date on which the Notice is sent, the Association may not make the amendment under this rule.

62. Bylaws

- 62.1 The Association may by Ordinary Resolution make such Bylaws as it considers desirable, provided that they are not inconsistent with:
 - (a) the Act; or
 - (b) this Constitution, including the charitable purposes of the Association as set out in rule 5 (*Purposes*); or
 - (c) any directive given at a General Meeting.
- 62.2 All Bylaws are binding on the Association and its Members.
- 62.3 All Bylaws, and any amendments to the Bylaws, shall be notified to all Members as approved by the Board.
- 62.4 The making, amendment, or replacement of a Bylaw is not an amendment of the Constitution.

63. Winding up

- 63.1 The PFRA may be voluntarily put into liquidation or dissolved if:
 - (a) a Special Resolution is passed, at a General Meeting that is properly notified and convened in accordance with Part 4 (*General Meetings*) and in accordance with the Act, to dissolve the Association, or to appoint a liquidator, as the case may be.
- 63.2 On the liquidation or dissolution, if any property remains after satisfaction of all of the Association's debts and liabilities, that property must, subject to any trust affecting the same, be distributed to such charitable entity or entities in New Zealand, having similar or allied charitable purposes to the Association, as the General Meeting shall determine.

64. Matters not provided for

If any matter arises which, in the opinion of the Board, is not provided for in this Constitution, then the same may be determined by the Board in such manner as it deems fit, and every such determination shall be binding upon Members unless and until set aside by a resolution of a General Meeting.

SCHEDULE 1: DICTIONARY

65. Defined terms

In this Constitution, unless the context otherwise requires:

Act means the Incorporated Societies Act 2022;

Accredited Charity Member means an Accredited Member of the PFRA under rule 12 (*Accredited Charity Members*);

Accredited Subcontractor Member means a Member of the PFRA under rule 14 (*Accredited Subcontractor Members*);

Accredited Supplier Member means a Member of the PFRA under rule 13 (*Accredited Supplier Members*);

Affiliated Member means a Member of the PFRA under rule 15 (*Affiliated Members*);

Affiliated Members Agreement means the agreement entered into by the PFRA with each Affiliated Member as a condition of their membership;

Agreement means the agreement entered into by the PFRA with each Accredited Charity Member as a condition of their membership;

Annual General Meeting means an annual general meeting of Members convened under rule 26 (*Annual General Meetings*);

Annual Report means the report prepared each year by the Board on the affairs of the Association during the most recently-completed accounting period, progress on the plan for the current year, any matters prescribed by the Act, and on any other relevant matters;

ASM has the meaning given to that term by rule 35.2(c)(ii) (*Qualification for membership of Board*);

Associated, and other expressions indicating the association of persons with each other, have the meanings given by section YA 1 of the Tax Act;

Association means the Public Fundraising Regulatory Association Incorporated;

Auditor has the meaning given to the term “qualified auditor” by section 42D of the Charities Act;

Balance Date means 31 March, or any other date adopted by the Board by resolution as the date to which accounts are to be made in each year;

Board means the committee established under rule 35 (*Board composition and membership*) to manage the operation and affairs of the PFRA;

Board Member means a person serving on the Board of the PFRA;

Bylaw means a bylaw of the PFRA promulgated under rule 62 (*Bylaws*);

Chair means the Board Member who is elected as the chairperson of the Board under rule 42 (*Positions of Board members*);

Charities Act means the Charities Act 2005;

Charities Regulator means the Department of Internal Affairs – Charities Services *Ngā Rātonga Kaupapa Atawhai* and, unless the context otherwise requires, the Charities Registration Board;

Charity Staff Member has the meaning given to that term by rule 35.2(c)(i) (*Qualification for membership of Board*);

Charity Street Trading means the sale of products or services (such as supporter badges, pens, or greeting cards) in Public Places (such as public streets), or door-to-door, either to raise funds for a charity or to raise its profile. Charity Street Trading does not include the sale or promotion of a charity's services, one-off events by local organisations in one location (such as sausage sizzles or garage sales), nor commercial partnerships where a business uses a charity's name or logo to promote its own products or services;

Code of Conduct means one or more of the PFRA Codes of Conduct;

Constitution means this constitution, as it may be altered from time to time in accordance with its terms and with the Act;

Contact Officer means the Board Member who has been elected or appointed, in accordance with this Constitution, as the main point of contact for the Registrar;

Council means a local authority listed in schedule 2 of the Local Government Act 2002;

Face-to-Face Fundraising means all forms of direct dialogue engagement with potential donors or customers for the purpose of raising funds for charities, including the face-to-face solicitation of ongoing regular donations from members of the public (by means of credit card or direct debit payments) to support the purposes of a charity, and whether the solicitation occurs on Council-owned property (such as on public streets), business-to-business, door-to-door in residential areas, in private sites (such as shopping centres), or otherwise. Face-to-Face Fundraising includes two-step (petitioning) fundraising, but does not include annual street appeals and other cash donation collections. Face-to-Face Fundraising also includes Charity Street Trading.

Financial Year means any year or other accounting period ending on a Balance Date;

General Meeting means either an Annual General Meeting or a Special General Meeting;

GST means goods and services tax imposed under the Goods and Services Tax Act 1985;

Incorporated Societies Act means the Incorporated Societies Act 2022

Intellectual Property means all rights and/or goodwill in any copyright works, names, trademarks (or signs), logos, designs, patents, or service marks, of or relating to the PFRA;

Interest and *Interested* have the meanings given by rule 10 (*Duty to disclose conflicts of interest*) of schedule 2 (*Proceedings of the Board*);

Interests Register means the register of disclosures required to be kept under rule 9 (*Interests Register*) of schedule 2 (*Proceedings of the Board*);

Interim Vacancy has the meaning given by rule 37 (*Interim Vacancy*);

Manager has the meaning given to that term in the Agreement or the Supplier Agreement, as the case may be;

Matter has the meaning given by rule 10 (*Duty to disclose conflicts of interest*) of schedule 2 (*Proceedings of the Board*);

Member means a member of the PFRA as specified in Part 3 (*Membership*), and includes an Accredited Charity Member, an Accredited Supplier Member, an Accredited Subcontractor Member, and an Affiliated Member, unless the context otherwise requires;

Membership Fee means a subscription, levy or other fee payable by a Member to the PFRA as specified in rule 19 (*Membership Fees*), and for the avoidance of doubt includes pledge fees, administration fees and any other fees payable under rule 19;

Membership Form means the prescribed PFRA application for membership form (if any), or any other form which the PFRA agrees is suitable for collection of information from persons seeking to be Members of the PFRA;

National Manager means the national manager or equivalent officer of the PFRA, appointed under rule 44;

Officer means a Board Member, and any other person deemed by law to be an officer of the PFRA. To be clear, this includes natural persons who are an officer in accordance with section 5(a)(ii) of the Act, being a natural person occupying a position in the Association that allows the person to exercise significant influence over the management or administration of the Association;

Ordinary Resolution means a resolution passed by at least 51% of the votes properly cast by those Voting Members present and entitled to vote at the General Meeting at which the vote is occurring;

PFRA Charity Street Trading Code of Conduct means the code of conduct approved from time to time by the Board for application to persons conducting Charity Street Trading in New Zealand;

PFRA Codes of Conduct means the PFRA Face-to-Face Fundraising Code of Conduct, the PFRA Charity Street Trading Code of Conduct, and any other standards or codes of conduct approved by the Board from time to time for application to persons conducting fundraising in New Zealand;

PFRA Complaint Form means the form available on the PFRA website or from the PFRA directly for making a complaint regarding a breach or alleged breach of the Agreement, the Supplier Agreement, the Subcontractor Agreement, and/or the PFRA Codes of Conduct;

PFRA Complaints Process means the process for receiving, investigating, hearing and determining (including the imposition of any penalties) complaints received by the PFRA, including regarding a breach or alleged breach of the Agreement or the Supplier Agreement, set out in Part 7 (*Procedures for resolving disputes*);

PFRA Independent Advisory Committee means the committee of the PFRA convened under rule 58.2 (*Escalation to the PFRA Independent Advisory Committee*);

PFRA Rule Book means the policy of the PFRA that is set by the Board and amended by the Board from time to time, and which sets out a set of rules of the PFRA with which Accredited Charity Members, Accredited Supplier Members, Accredited Subcontractor Members and others engaged in Face-to-Face Fundraising must

comply when conducting Face-to-Face Fundraising in New Zealand, and which prescribes a range of penalties for non-compliance;

Proxy, in relation to a Accredited Charity Member, has the meaning given by rule 32 (*Proxies*);

Public Place means any land or structure owned, managed, maintained or controlled by a Council that is intended for use by the public (including roads, footpaths, public squares, grass verges, berms, public gardens, reserves, parks, beaches, wharves, breakwaters, ramps, pontoons, foreshores, dunes, access ways, recreational grounds and sports fields) but does not include any area, building or structure used or intended primarily for use for business or commercial purposes (such as Council offices, libraries, zoos, and car park buildings);

Purposes means the purposes of the PFRA as set out in rule 5 (*Purposes*);

Register of Members means the register of Members described in rule 21 (*Register of Members*);

Registrar means the Registrar of Incorporated Societies, as defined in the Act;

Related Person has the meaning given in rule 8 (*No private pecuniary profit*);

Representative means a Member's chair or president, or other person appointed by a Member to represent, and where applicable to vote on behalf of, the Member at General Meetings of the PFRA, as recorded for the time being on the Register in accordance with rules 18 (*Member Representative*) and 21.1(d) (*Register*).;

Roster means the roster maintained by the PFRA in accordance with the Agreement, the Supplier Agreement, and/or the Subcontractor Agreement, to coordinate Face-to-Face Fundraising in respect of all the agreed Public Places that can be allocated as Sites to organisations engaged in Face-to-Face Fundraising in a Rostered City;

Rostered City means a city or district which the PFRA has resolved by Ordinary Resolution to be a city or district in respect of which a Roster is maintained. As at the date of adoption of this Constitution, Rostered Cities comprise Auckland, Wellington, Hamilton and Christchurch;

Rules means the rules of this Constitution;

Site means a Public Place that has been authorised by a Council to be used for Face-to-Face Fundraising;

Special General Meeting means a special general meeting of Members convened pursuant to rule 27 (*Special General Meetings*);

Special Resolution means a resolution passed by at least 75% of the votes properly cast by those Voting Members present and entitled to vote at the General Meeting at which the vote is occurring;

Subcontractor Agreement means the agreement entered into by the PFRA with each Accredited Subcontractor Member as a condition of their membership;

Supplier Agreement means the agreement entered into by the PFRA with each Accredited Supplier Member as a condition of their membership

Tax Act means the Income Tax Act 2007;

Teleconference Meeting, for the purposes of rule 30 (*Meetings generally*), and rule 3 (*Methods of holding meetings*) of schedule 2 (*Proceedings of the Board*), means a meeting whereby all participants are contemporaneously linked by telephone, skype or other means of instant audio, or audio and visual, communication, provided all participants can simultaneously hear each other throughout the meeting;

Template, in respect of a Rostered City, means the template for implementing a Roster, developed and approved by the Board for that Rostered City in accordance with the Agreement and the Supplier Agreement; and

Vice-Chair means the Board Member who is elected as Vice-Chair under rule 42 (*Positions of Board members*).

Voting Members means Accredited Charity Members who have paid all Membership Fees and any other payment due to the Association by their respective due dates and are therefore eligible to exercise their right to vote in accordance with rules 12.2 (*Voting rights*) and 19.6 (*Consequences of non-payment*). However, for any vote concerning the election of an Accredited Supplier Member representative on the Board, Voting Members includes Accredited Supplier Members who have paid all Membership Fees and any other payments due to the Association by their respective due dates and are therefore eligible to exercise their right to vote in accordance with rules 13.2 (*Limited voting rights*) and 19.6 (*Consequences of non-payment*).

66. Interpretation

66.1 In the interpretation of this Constitution, unless the context otherwise requires:

- (a) *charitable purpose* has the meaning given to that term in the Charities Act;
- (b) *charity* means a not-for-profit entity with charitable purposes, whether or not that entity is registered under the Charities Act;
- (c) *rules, parts, schedules and sections*: a reference to a *rule*, a *part* or a *schedule* is to a rule, part or schedule of this Constitution, unless otherwise stated. The schedules to this Constitution form part of this Constitution. A reference to a section is to a section of the Act unless otherwise stated;
- (d) *defined terms*: if a word or phrase is given a defined meaning, any other part of speech or grammatical form of that word or phrase has a corresponding meaning;
- (e) *documents*: a reference to any document, including this Constitution, includes a reference to that document as amended or replaced from time to time;
- (f) *dollars*: a reference to a dollar amount is a reference to that amount plus GST if any, unless otherwise stated;
- (g) *headings and contents page*: headings and the contents page appear as a matter of convenience and do not affect the interpretation of this Constitution;
- (h) *inclusion*: words such as *including* and *for example* are not, and should not be interpreted to be, words of limitation, unless otherwise explicitly stated;
- (i) *legislation*: a reference to any legislation is a reference to that legislation as from time to time amended or replaced and, unless the context otherwise requires, includes any statutory instruments issued under that legislation;

- (j) *singular, plural and gender*: words importing the singular include the plural and *vice versa*, and words denoting any gender include all genders;
- (k) *persons*: a reference to *persons* includes natural persons, firms, bodies corporate, corporations, unincorporated associations, and authorities, and *firm* includes a partnership; a reference to a *person* includes the legal personal representatives, successors and permitted assigns of that person; and
- (l) *spouses*: a reference to a *spouse* includes a civil union partner or a de facto partner.

66.2 **Conflicts:** if there are any conflicts or discrepancies between this Constitution and any Bylaw, the Agreement, the Supplier Agreement, the Subcontractor Agreement, any Code of Conduct and/or the PFRA Rule Book, the rules of this Constitution take precedence.

SCHEDULE 2: PROCEEDINGS OF THE BOARD

1 Meetings

- 1.1 The Board shall meet as often as the Board Members consider desirable for the efficient and proper conduct of the affairs of the Association, provided that they meet at least once every 6 months.
- 1.2 A meeting may be called at any time if 2 Board Members request it.
- 1.3 Subject to rules 1.4 and 1.5 of this schedule, each Board Member present at a meeting of the Board is entitled to one vote.
- 1.4 Board Members that are in the paid employment of an Accredited Supplier Member may attend, but shall not have any right to vote, nor be counted for the purposes of forming a quorum, at meetings of the Board.
- 1.5 Board Members are not entitled to vote at Board Meetings if and while the Member that nominated them or that they otherwise represent is considered unfinancial under rule 19.6 (*Consequences of non-payment*).

2 Notice of meetings

- 2.1 At least 7 days' notice of any Board meeting shall be communicated by email, or otherwise in writing, to all Board Members and all Members. However, all of the Board Members may agree to shorten or waive the period of notice.
- 2.2 The notice of meeting shall include the date, time and place of the meeting and an indication of the matters to be discussed.
- 2.3 No notice is necessary for the resumption of an adjourned meeting. However, a Board Member who was not present at the meeting adjourned must be notified of the time and place of the reconvened meeting.
- 2.4 The Chair shall use reasonable endeavours to ensure all notices of meeting have been correctly sent. The failure of any Board Member to receive a notice of a meeting of the Board shall not invalidate such meeting or its proceedings.

3 Methods of holding meetings

- 3.1 A meeting of the Board may be held by a number of Board Members who constitute a quorum:
 - (a) being assembled together at the place, date and time appointed for the meeting; or
 - (b) participating in the meeting by Teleconference Meeting; or
 - (c) by a combination of the methods described in paragraphs (a) and (b).
- 3.2 In the case of a meeting conducted under rule 3.1(b) or (c) of this schedule:
 - (a) at the start of the meeting, each participant must acknowledge his/her presence to all the others taking part; and
 - (b) a Board Member must not disconnect their means of communication without the prior consent of the Chair.
- 3.3 A Board Member is conclusively presumed to have been present and to have formed part of the quorum at all times during a meeting unless they have previously obtained the express consent of the Chair to leave the meeting.

4 Quorum

- 4.1 A quorum for a meeting of the Board shall be three Board Members in office and eligible to vote at the time of the meeting.
- 4.2 A Board Member who is diagnosed by a registered medical practitioner as having any physical or mental incapacity that means the person is temporarily unable to fulfil the duties and responsibilities of a Board Member, shall not be treated as a Board Member for the purposes of rule 4.1 of this schedule.
- 4.3 At any meeting of the Board, no business shall be transacted unless a quorum is present.

5 Adjournment

- 5.1 If a quorum is not present within 30 minutes after the time appointed for a meeting, the meeting will stand adjourned to the same day in the next week at the same time and place. If at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting will be dissolved.
- 5.2 The Chair may adjourn any meeting on the adoption of a resolution for its adjournment.

6 Chair

- 6.1 The Chair, or if absent the Vice-Chair, shall preside at all meetings of the Board.
- 6.2 If the offices of Chair and Vice-Chair are vacant, or if, at a meeting of the Board, neither the Chair nor Vice-Chair are present within 5 minutes after the time appointed for the meeting, the Board Members present will elect one of their number to chair the meeting.
- 6.3 The chairperson of a meeting shall have a deliberative vote and, in the event of an equality of votes, a casting vote.

7 Voting on resolutions

- 7.1 All questions before the Board shall, if possible, be decided by consensus.
- 7.2 In the event that a consensus cannot be reached, and except where this Constitution otherwise provides, the question shall be put as a motion to be decided. A resolution on that motion will be validly made if it is passed by a simple majority of votes of those present and entitled to vote at a duly-convened and conducted meeting of the Board. Subject to this schedule, the method of voting shall be decided by the Board. Different methods may be adopted for different motions. If the voting is tied, and the Chair does not use the casting vote available under rule 6.3 of this schedule, the motion shall be lost.
- 7.3 A Board Member present at a meeting of the Board is presumed to have agreed to, and to have voted in favour of, a resolution of the Board unless they expressly dissents from or vote against the resolution at the meeting.
- 7.4 A written resolution signed by all of the Board Members then entitled to receive notice of a meeting of the Board is as valid and effective as if it had been passed at a meeting of the Board duly convened and held. Such a resolution may consist of several duplicated documents, each signed by one or more of the Board Members, and may be provided by electronic communication through which each Board

Member expressly refers to the resolution and records their specific position on the resolution.

7.5 A resolution of the Board may be rescinded or varied by the Board in the same manner as it was passed.

8 Minutes

8.1 The Board must ensure that minutes are kept of proceedings of the Board and are distributed to all Members. The minutes shall record, for each and every meeting of the Board:

- (a) the names of those present;
- (b) all decisions taken;
- (c) all appointments of Chair, chairperson, Vice-Chair or other officers; and
- (c) any other matters discussed at the meeting.

8.2 A minute of a Board meeting that has been proposed and seconded as correct at the next succeeding Board meeting shall be *prima facie* evidence of the matters referred to in the minute having been approved by the Board unless they are shown to be inaccurate.

8.3 Decisions recorded in the minutes shall be read in conjunction with this Constitution and are binding on all persons interested in the Association.

9 Interests Register

9.1 The Board must keep and maintain an Interests Register, being a register of disclosures made by Board Members under rule 10 of this schedule.

9.2 The Interests Register must be made available for inspection by Board Members of the Association.

9.3 The Interests Register may, subject to the requirements of the Privacy Act 2020 and at the Board's discretion, be made available for inspection by Members.

10 Duty to disclose conflicts of interest

10.1 As soon as a Board Member becomes aware of the fact that they are, or may be, in any capacity whatsoever, Interested in a Matter relating to the Association, they must disclose all relevant details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified), to the Board.

10.2 For the purposes of this Constitution, a person is *Interested* in a Matter if the person:

- (a) may obtain a financial benefit from the Matter;
- (b) is the spouse, civil union partner, child, parent, grandparent, grandchild, sibling, nephew, niece, uncle, aunt, or first cousin of a person who may obtain a financial benefit from the Matter;
- (c) may have a financial interest in a person to whom the Matter relates;
- (d) is a partner, director, officer, board member, or trustee of a person who may have a financial interest in a person to whom the Matter relates; or
- (e) is otherwise directly or indirectly interested in the Matter.

10.3 However, a person is not *Interested* in a Matter:

- (a) merely because they receive an indemnity, insurance cover, remuneration or other benefits authorised under this Act; or
- (b) if the person's interest is the same or substantially the same as the benefit or interest of all or most other Members of the Association due to the membership of those Members; or
- (c) if the person's interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence the person in carrying out their responsibilities under the Act or this Constitution; or
- (d) [if the person's interest is of a kind that is specified in this Constitution for the purposes of this rule.]

10.3 For the purposes of this Constitution, *Matter* means –

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

10.4 After considering the views of the other Board Members, the chairperson may rule that the affected Board Member is not conflicted in relation to a disclosure, where no conflict in fact exists.

10.5 If the Board Member is determined to have a conflict of Interest in the Matter, all relevant details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified) must be recorded in the Interests Register.

11 Voting by Interested Board Members

11.1 A Board Member who is Interested in a Matter under rule 10 of this schedule:

- (a) must not vote or take part in any decision of the Board relating to the Matter; and
- (b) must not sign any document relating to the entry into a transaction or the initiation of the Matter; but
- (c) may take part in any discussion of the Board relating to the Matter and be present at the time of the decision of the Board (unless the Board decides otherwise); and
- (d) may be counted for the purposes of determining whether there is a quorum at any meeting at which the Matter is considered.

11.2 Despite rule 11.1(d) of this schedule, if 50% or more of the Board Members are prevented from voting on the Matter under rule 11.1(a), a Special General Meeting must be called to consider and determine the matter.

12 Consequences of failing to disclose interest

The Board must notify the Members of a failure to comply with rule 10 (*Duty to disclose conflicts of interest*) or 11 (*Voting by Interested Board Members*) of this schedule, and of any transactions affected, as soon as practicable after becoming aware of the failure.

13 Validity of proceedings

- 13.1 All acts done by any meeting of the Board, a committee of the Board, or by any person acting as a Board Member shall, notwithstanding that it is afterwards discovered that any of them were not properly appointed, or were disqualified from holding office, shall be as valid as if every such person had been duly appointed and was qualified.
- 13.2 The Board Members may continue to act notwithstanding any vacancy in their number, but if the number of Board Members is reduced below the minimum number as stated in this Constitution, the continuing Board Member(s) may act for the purpose of increasing the number of Board Members to that minimum but for no other purpose.

14 Board may regulate other proceedings

Except as otherwise set out in this Constitution, the Board may regulate its own procedures.

Addendum 1: Schedule of PFRA Fees

PFRA Sites, Rosters and Pledges Factsheet

Membership

PFRA membership is on an annual basis, at the start of each new financial year (1 April). You will be invoiced at this time (\$1000+GST charity, \$5000+GST supplier, \$500 +GST affiliate) and your membership will run through to 31 March of the following year.

For more information, please see 'Membership Benefits' document.

Street Site Booking:

PFRA rosters 4 cities in conjunction with city councils in Auckland, Hamilton, Wellington and Christchurch. Sites are given at an admin fee of \$21.40+GST per site.

On the 1st of the month, PFRA will ask for site requests in these cities for the following month. On the 15th of the month, the PFRA will put the rosters out for the following month. E.g. 1st June – site requests for July, 15th June – July rosters come out. You will be invoiced for the sites at the end of the month.

1. Sites are given per **charity**, per city on a monthly basis. Sites will only be given to member charities / agencies.
2. The rosters can be found in the Member's Section of the PFRA website and are to be used in conjunction with the PFRA Rule Book.

We roster sites to ensure they are well rested and not overused.

For all other street locations in New Zealand, you need to contact the local councils directly and organise locations yourself. You must ensure you have the correct regional permissions to fundraise. PFRA rules state that you must have permission at all regional sites.

Door-to Door Pledges:

The PFRA charges \$2.20+GST per pledge collected through D2D fundraising.

At the end of each month, the PFRA will email you to collect your door pledge total (gross) and invoice for them. You can expect the previous month's pledge bill by the 15th of the following month. This can be done through your agency or charity directly.

Private site Pledges:

The PFRA charges \$2.20+GST per pledge collected through any Private sites, including free or paid locations (such as shopping centres, supermarkets or other privately owned venues). This includes sites with or without a booking charge.

At the end of each month, the PFRA will email you to collect your Private site pledge total (gross) and invoice for them. You can expect the previous month's pledge bill by the 15th of the following month. This can be done through your agency or charity directly.

Note: We also collect street pledge numbers, which we do not charge for but use to produce our industry figures (see PFRA Research doc). All pledge numbers are kept strictly confidential and only seen by PFRA eyes.

Monthly timeline:

1 st month	Site fee invoices sent for previous month Emails requesting: -Charity site requests for following month -Pledge numbers for previous month
10 th month	Have pledge numbers AND site requests back to PFRA
15 th month	D2D and Private site pledge invoices sent out Rosters completed and posted in member's section

Audits: We regularly audit and mystery shop both street sites, door-to-door to ensure compliance.