



**CONSTITUTION OF
IRANIAN COMMUNITY OF NEW ZEALAND
INCORPORATED**
(IranCNZ)

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1. PREFACE

The Iranian Community of New Zealand (IranCNZ) is a non-profit, democratic, and community-based organisation established to support the Iranian community living in New Zealand and to advocate for the principles of human rights, freedom, democracy, and justice for the people of Iran.

IranCNZ is founded on the values of unity, respect, integrity, inclusiveness, and peaceful civic engagement. It seeks to bring together Iranian-New Zealanders from all backgrounds, beliefs, and generations while preserving Iranian culture, heritage, language, and identity. At the same time, IranCNZ aims to provide a platform through which the voices of Iranians seeking freedom, democracy, and human rights can be heard and supported.

This Constitution establishes the governance framework of IranCNZ and sets out the rights, responsibilities, and procedures by which the Society shall operate. It is intended to ensure transparency, accountability, democratic participation, and effective stewardship of the Society's resources and activities.

The Society is founded by ten (10) Founding Members representing Auckland, Wellington, Christchurch, Hamilton, Palmerston North, and Dunedin. During the Society's formative years, the Founding Members shall act as custodians of its vision, values, and constitutional foundations while facilitating the growth of a strong and sustainable membership base. As the Society matures and membership expands, governance shall progressively transition to a democratic structure in accordance with the provisions of this Constitution.

IranCNZ recognises that meaningful change is achieved through lawful, peaceful, and constructive action. Through community engagement, cultural activities, public education, advocacy, and collaboration, the Society seeks to strengthen the Iranian community in New Zealand and contribute positively to New Zealand society while supporting the aspirations of the Iranian people for freedom, democracy, and respect for human rights.

This Constitution shall be interpreted in a manner consistent with the Objects of IranCNZ, the principles upon which it was established, and the requirements of the Incorporated Societies Act 2022 of New Zealand.



2. DEFINITIONS

2.1 In this Constitution, unless the context otherwise requires:

Act means the Incorporated Societies Act 2022 and any amendment, replacement, or successor legislation.

Associated Person means, in relation to a person, that person's spouse or partner, parent, child, sibling, or any trust, company, partnership, organisation, or other entity in which that person or a close family member has a material financial interest, controlling interest, or significant decision-making influence. The term shall be interpreted consistently with applicable New Zealand law.

Advisory Transition Period means the three-year period commencing on the second anniversary of the Society's incorporation and ending on the fifth anniversary of incorporation.

AGM means the Annual General Meeting of IranCNZ.

Board or Governing Board means the committee and governing body of IranCNZ established under this Constitution.

Board Member means a person appointed or elected to serve as a voting member of the Governing Board in accordance with this Constitution.

Chair means the Chair of the Governing Board elected or appointed in accordance with this Constitution.

Constitution means this Constitution, including any amendments made in accordance with its provisions.

Continuously Registered Member means a Member whose membership has remained current and uninterrupted for the relevant period specified in this Constitution.

Establishment Period means the first five (5) years following the date of incorporation of the Society and comprises the Initial Management Period and the Advisory Transition Period.

Financial Delegation Policy means a policy approved by the Governing Board that sets out financial authority levels, approval requirements, payment controls, banking authorities, expenditure limits, and other procedures for the responsible management of the Society's funds and assets.

Founding Members means the ten (10) individuals who established IranCNZ upon its incorporation and whose names are recorded in the Society's incorporation documents.

Good Standing means that a Member's membership is current, the Member is not suspended, any membership fee or other membership requirement that is due has been paid, waived, or otherwise satisfactorily arranged, and the Member is not otherwise restricted from exercising the relevant membership right under this Constitution.

General Meeting means an AGM or SGM convened in accordance with this Constitution.

Initial Management Period means the first two (2) years following the date of incorporation of the Society.

Independent Person means a person who is not directly involved in the matter concerned and who has no actual, potential, or perceived material conflict of interest that could reasonably call their impartiality into question. Unless this Constitution expressly provides otherwise, an Independent Person need not be a Member of IranCNZ.

IranCNZ means the Iranian Community of New Zealand Incorporated.

Life Member means a person granted Life Membership in accordance with this Constitution.

Member means a person who has been admitted to membership of IranCNZ in accordance with this Constitution and whose name appears on the Register of Members.

Objects means the objectives and purposes of IranCNZ set out in this Constitution.

Officer means each Board Member and any other person who is an officer of the Society within the meaning of the Act.



Ordinary Member means a Member of IranCNZ who is not a Founding Member, Life Member, Honorary Member, or Associate Member.

Register of Members means the register maintained by the Society in accordance with the Act.

Regional Chapter means a regional branch, chapter, or recognised regional body established or recognised by IranCNZ under this Constitution.

Secretary means the Secretary of IranCNZ elected by the Governing Board in accordance with this Constitution. The Secretary shall be responsible for the administration of the Society, including maintaining records, preparing meeting agendas and minutes, managing official correspondence, maintaining the Register of Members, supporting compliance with this Constitution and the Act, and performing any other duties assigned by the Governing Board.

SGM means a Special General Meeting of the Society convened in accordance with this Constitution.

Special Resolution means a resolution passed by not less than two-thirds (2/3) of the votes cast by those entitled to vote on the resolution, unless a higher threshold is specified elsewhere in this Constitution.

Society means IranCNZ.

Treasurer means the Treasurer of IranCNZ elected by the Governing Board in accordance with this Constitution. The Treasurer shall be responsible for the financial administration of the Society, including maintaining accurate financial records, overseeing the Society's accounts and banking arrangements, preparing financial reports and annual financial statements, monitoring income and expenditure, supporting compliance with applicable financial and tax obligations, and performing any other financial duties assigned by the Governing Board.

Vice-Chair means the Vice-Chair of IranCNZ elected by the Governing Board in accordance with this Constitution. The Vice-Chair shall support the Chair, act in the Chair's place when required, assist with governance leadership and continuity, and perform any other duties assigned by the Governing Board.

Voting Member means a Founding Member, Ordinary Member, or Life Member who is in Good Standing and entitled to vote on the matter concerned under this Constitution. Honorary Members and Associate Members are not Voting Members unless this Constitution expressly provides otherwise.

Writing means any communication recorded in a permanent form, including electronic communications permitted by law.

2.2 Interpretation

- (a) Headings are for convenience only and do not affect interpretation.
- (b) Words importing the singular include the plural and vice versa.
- (c) Words importing one gender include all genders.
- (d) References to any legislation include any amendment, replacement, or successor legislation.
- (e) A reference to a person includes an individual, organisation, incorporated society, trust, company, or other legal entity where the context permits.
- (f) Where any conflict exists between this Constitution and the Act, the Act shall prevail.
- (g) References to days mean calendar days unless otherwise stated.
- (h) References to a year or anniversary following incorporation are calculated from the date on which the Society is incorporated under the Act.



3. NAME

- 3.1** The name of the incorporated society is **Iranian Community of New Zealand Incorporated (IranCNZ)**.
- 3.2** The registered office of IranCNZ shall be at a physical address in New Zealand determined by the Governing Board. The registered office must comply with the requirements of the Incorporated Societies Act 2022 and shall not be a Post Office Box, Private Bag, or Document Exchange address.
- 3.3** The Governing Board shall appoint at least one (1) and no more than three (3) contact persons for the purposes of the Act. A contact person need not be a Board Member. The Governing Board may remove or replace a contact person by resolution, and the Society shall notify the Registrar as required by the Act.
- 3.4** The Society shall maintain an address for communication and an email address for communication with the Registrar and shall ensure that these details are kept current and notified to the Registrar as required by the Act.
- 3.5** The legal name used in any application for incorporation, registration, or other filing with the Registrar shall exactly match the name stated in Rule 3.1.
- 3.6** Any change to the name of the Society shall be made only in accordance with this Constitution, the Incorporated Societies Act 2022, and any registration requirements of the Registrar.



4. OBJECTS

4.1 As an incorporated society, the Objects of IranCNZ are:

- (a)** To support, assist, and promote the welfare, interests, and wellbeing of the Iranian community living in New Zealand.
- (b)** To encourage and support Iranian-New Zealanders to participate positively and responsibly in New Zealand society, contribute to the social, cultural, civic, and economic wellbeing of New Zealand, uphold the laws and democratic values of New Zealand, and promote active and responsible citizenship and a strong sense of belonging within the wider New Zealand community.
- (c)** To advocate peacefully for human rights, freedom, democracy, the rule of law, and fundamental civil liberties for the people of Iran.
- (d)** To foster unity, cooperation, and mutual support among Iranian-New Zealanders through community engagement, networking, and social initiatives.
- (e)** To promote and preserve Iranian culture, language, history, heritage, arts, and traditions through educational, cultural, and community activities.
- (f)** To increase public awareness and understanding within New Zealand of issues affecting the people of Iran, and to encourage informed dialogue, community participation, and peaceful civic engagement in support of positive democratic change.
- (g)** To carry out the Objects of IranCNZ through lawful, peaceful, democratic, inclusive, and non-violent means and in accordance with the laws of New Zealand.
- (h)** To undertake any other lawful activities that are incidental or conducive to achieving the Objects of IranCNZ, provided that those activities remain consistent with the non-profit nature of the Society and this Constitution.



5. POWERS

5.1 IranCNZ has the power, subject to this Constitution and the Incorporated Societies Act 2022, to:

- (a) Organise, promote, and conduct meetings, conferences, seminars, cultural events, educational programmes, advocacy campaigns, and other activities that further the Objects of the Society.
- (b) Raise, receive, invest, manage, and apply funds, donations, grants, sponsorships, subscriptions, and other lawful sources of income for the purposes of the Society.
- (c) Establish partnerships, affiliations, and cooperative arrangements with community organisations, charities, non-government organisations, public bodies, and other entities in New Zealand and internationally where such relationships support the Objects of the Society.
- (d) Acquire, lease, hire, hold, maintain, manage, and dispose of property, equipment, facilities, and other assets necessary for carrying out the activities and purposes of the Society.
- (e) Do all lawful acts and things that are incidental or conducive to achieving the Objects of the Society, provided that such acts are consistent with this Constitution and the Incorporated Societies Act 2022.
- (f) Produce, develop, create, license, use, protect, and otherwise lawfully manage the intellectual property of IranCNZ.
- (g) Make, amend, rescind, and enforce bylaws, regulations, policies, and procedures for the governance, management, and operation of IranCNZ, and propose amendments to this Constitution in accordance with Rule 23 and the Incorporated Societies Act 2022.
- (h) Determine, implement, and enforce disciplinary, dispute-resolution, and appeal procedures, including related rules, regulations, and policies; conduct hearings; and impose sanctions or other outcomes only in accordance with this Constitution, the principles of natural justice, and applicable law.
- (i) Consider and settle disputes between Members in accordance with Rule 13 and the Act.
- (j) Determine membership applications and, where authorised by this Constitution, suspend or terminate membership in accordance with the membership and dispute-resolution provisions of this Constitution and the Act.
- (k) Enter into, manage, and terminate contracts or other arrangements with employees, sponsors, Members, and other persons and organisations.
- (l) Delegate powers of IranCNZ to any person, Board, committee, subcommittee, working group, or authorised representative, except any power or responsibility that cannot lawfully be delegated or that this Constitution expressly reserves to Members, Founding Members, or the Governing Board.
- (m) Employ, engage, appoint, contract, supervise, and dismiss employees, contractors, consultants, volunteers, advisers, and other persons necessary for the operation of the Society.
- (n) Establish branches, committees, working groups, advisory panels, regional chapters, and regional representatives throughout New Zealand and elsewhere as required.
- (o) Publish, distribute, and promote newsletters, reports, research papers, educational materials, websites, social media content, and other publications that further the Society's Objects.
- (p) Apply for, receive, and administer grants, sponsorships, scholarships, fellowships, and other forms of lawful financial or material support.
- (q) Own, operate, maintain, and manage websites, digital platforms, databases, communication systems, and other technologies required for the Society's activities.
- (r) Conduct surveys, research projects, community consultations, and studies relevant to the Society's Objects and publish or otherwise communicate the results.
- (s) Provide support, information, guidance, mentoring, and referral services to members of the Iranian community in New Zealand.



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- (t) Promote and organise cultural, educational, artistic, sporting, charitable, and community-development activities consistent with the Objects of IranCNZ.
 - (u) Establish awards, recognition programmes, scholarships, and honorary positions, including Life Memberships, to recognise significant contributions to the Society or the Iranian community, subject to the requirements of this Constitution.
 - (v) Advocate, make submissions, petition, and communicate with local authorities, government agencies, elected representatives, international organisations, and other bodies on matters consistent with the Society's Objects.
 - (w) Accept gifts, donations, bequests, endowments, and other property, whether real or personal, subject to any lawful conditions attached to them and provided that accepting those conditions is consistent with the Objects, independence, and interests of IranCNZ.
 - (x) Borrow money, provide security, enter into financial arrangements, and give guarantees where necessary for the lawful operation of the Society, subject to this Constitution, the Financial Delegation Policy, and any approval requirements adopted by the Governing Board or Members.
 - (y) Establish and maintain funds, reserves, trusts, or other lawful financial arrangements for the long-term sustainability and development of the Society.
 - (z) Do any other lawful acts or things incidental or conducive to attaining the Objects of IranCNZ, provided that nothing in this Rule authorises the Governing Board or any other person to exercise a power reserved by this Constitution or the Act to the Members, Founding Members, a General Meeting, or another specified decision-maker.



6. MEMBERSHIP

6.1 The Members of IranCNZ shall be:

- (a) Founding Members, being the ten (10) individuals who established the Society at the time of its incorporation, comprising four members from Auckland, two members from Wellington, one member from Christchurch, one member from Hamilton, one member from Palmerston North, and one member from Dunedin.
- (b) Ordinary Members, being individuals who support the Objects of the Society, meet the membership requirements set out in this Constitution, have been admitted to membership in accordance with Rule 7, and have paid any applicable membership fee.
- (c) Life Members, being individuals who have made exceptional and sustained contributions to the Society, the Iranian community in New Zealand, the preservation and promotion of Iranian culture and heritage, or the advancement of human rights, freedom, and democracy for the people of Iran, and who have been appointed as Life Members in accordance with Rule 11.
- (d) Honorary Members, being individuals who have rendered distinguished service to the Society or whose association with the Society is considered beneficial to its Objects, and who have been appointed as Honorary Members by resolution of the Governing Board.
- (e) Associate Members, being individuals or supporters who wish to participate in the activities of the Society but who do not have voting rights.

6.2 No person shall become a Member of the Society unless that person has expressly consented to becoming a Member. Consent must be given in writing or in another recorded form capable of being retained by the Society.

6.3 All Members shall support and uphold the Objects of the Society and comply with this Constitution, any bylaws, policies, procedures, and lawful decisions of the Society.

Voting Rights

6.4 Subject to this Constitution, Founding Members, Ordinary Members, and Life Members who are in Good Standing shall be Voting Members and shall each have one (1) vote at General Meetings, except where this Constitution expressly provides otherwise in relation to a particular matter.

6.5 Honorary Members and Associate Members may attend and participate in meetings and activities of the Society but shall not have voting rights and shall not be counted as Voting Members for the purposes of quorum, elections, constitutional amendments, or other voting thresholds.

6.5A For the avoidance of doubt, Founding Member status, Life Member status, or any future designation as a Founding Life Custodian does not, by itself, give a person more than one ordinary membership vote. Any special stewardship, consultation, or approval function expressly granted to Founding Life Custodians under Rule 11 is separate from ordinary membership voting rights.

Register of Members

6.6 The Secretary shall establish, maintain, and keep up to date a Register of Members in accordance with the Incorporated Societies Act 2022, this Constitution, and applicable privacy law.

6.6A The Register of Members shall record, for each current Member:

- (a) the Member's full name;
- (b) the Member's last known contact details;
- (c) the date on which the person became a Member;
- (d) the Member's category of membership;
- (e) where relevant for the administration of this Constitution, the Member's city or region of principal residence; and
- (f) any other information required by the Act, regulations, or this Constitution.

6.6B The Secretary shall update the Register of Members as soon as reasonably practicable after becoming aware of any change to the information recorded in it.



- 6.6C** Each Member shall promptly notify the Secretary of any change to their name or contact details and, where relevant to eligibility for regional representation or a regional Board position, any change to their principal place of residence.
- 6.6D** When a person ceases to be a Member, the Secretary shall record:
- (a) the date on which membership ceased; and
 - (b) any information concerning former membership that the Society is required to retain under the Act or other applicable law.
- 6.6E** The Governing Board may periodically require Members to confirm or update their membership information for the purpose of maintaining an accurate and current Register of Members.
- 6.6F** Information contained in the Register of Members shall be collected, stored, accessed, used, and disclosed only for lawful Society purposes and in accordance with the Incorporated Societies Act 2022, the Privacy Act 2020, this Constitution, and any applicable policy adopted by IranCNZ.
- 6.6G** The Governing Board shall monitor the number of current Members and take reasonable steps to ensure that IranCNZ maintains at least the minimum number of Members required by the Incorporated Societies Act 2022.

Membership Principles and Equal Treatment

- 6.7** No person shall be denied membership on the grounds of ethnicity, religion, gender, age, disability, or any other unlawful basis, provided that the person supports the Objects of the Society, meets the membership requirements set out in this Constitution, and agrees to the following four principles for the future of Iran:
- (a) preserving Iran's territorial integrity;
 - (b) guaranteeing individual freedoms and equality before the law;
 - (c) establishing a secular democracy based on the separation of religion and state; and
 - (d) respecting and upholding the right of the Iranian people to freely determine their future form of government through a free and democratic process.
- 6.8** Membership decisions shall be made in good faith, consistently with the Objects and membership requirements of IranCNZ, and without unlawful discrimination.
- 6.9** Nothing in Rules 6.7–6.8 prevents the Governing Board from declining, suspending, or terminating membership on a lawful ground expressly permitted by this Constitution, provided that the applicable procedural fairness, natural justice, and dispute-resolution requirements are followed.

Founding Members, Life Members and Founding Life Custodians

- 6.10** The ten (10) Founding Members shall retain permanent recognition as the individuals who established IranCNZ, subject to the provisions of Rule 10.
- 6.11** Life Membership and Founding Life Custodian status are separate and distinct forms of recognition.
- 6.12** A Life Member is a person recognised for exceptional and sustained contribution and appointed in accordance with Rule 11. Life Membership shall not confer ownership of the Society, additional voting rights beyond the one ordinary membership vote provided by Rule 6.4, or any special governance or veto power unless expressly provided elsewhere in this Constitution.
- 6.13** Two (2) or three (3) of the original ten (10) Founding Members may additionally be designated as Founding Life Custodians in accordance with Rule 11.
- 6.14** The purpose of the Founding Life Custodian role is to preserve the founding history, institutional memory, constitutional values, Four Foundational Principles, organisational independence, continuity, and intergenerational knowledge of IranCNZ and to assist in transferring that knowledge to future Governing Boards and generations of Members.
- 6.15** Founding Life Custodian status shall not constitute ownership of IranCNZ and shall not, by itself, confer control over the Society's finances, ordinary operations, membership decisions, ordinary Board decisions, or ordinary elections. Any special stewardship, consultation, or constitutional protection



function of the Founding Life Custodians shall be limited to the powers expressly stated in Rule 11 and shall remain subject to the Incorporated Societies Act 2022.

- 6.16** No future Governing Board may create additional Founding Members or Founding Life Custodians except to the extent expressly permitted by Rule 10 or Rule 11. Ordinary Life Membership shall not be used as a mechanism to create additional Founding Life Custodians or to alter the constitutional balance of IranCNZ.
- 6.17** Life Membership or Founding Life Custodian status shall not be granted, used, or manipulated for the purpose of influencing an election, artificially increasing voting numbers, securing control of the Society, or circumventing the democratic governance requirements of this Constitution.



7. ADMISSION OF MEMBERS

- 7.1** Any person who supports the Objects of the Society, meets the membership requirements set out in this Constitution, and agrees to the principles in Rule 6.7 may apply for membership in the form prescribed by the Governing Board.
- 7.2** Applications for membership shall be submitted to the Secretary in writing or through another application process approved by the Governing Board. Each application must include the applicant's express consent to becoming a Member and the information reasonably required for the Register of Members.
- 7.3** The Secretary shall acknowledge receipt of the application and refer it to the Governing Board for consideration. Applications shall be considered fairly, consistently, in good faith, without unlawful discrimination, and in accordance with the Objects and membership requirements of the Society.
- 7.4** The Governing Board may accept or decline an application for membership. Where an application is declined, the applicant shall be provided with written reasons for the decision within a reasonable period.
- 7.5** The Governing Board may decline an application only on reasonable grounds connected with the applicant's eligibility for membership, the requirements of this Constitution, or the legitimate protection of the Society and its Objects. Relevant grounds may include:
- (a) failure to meet the membership requirements in this Constitution;
 - (b) refusal or failure to provide the express consent required by Rule 6.2;
 - (c) refusal to agree to the principles contained in Rule 6.7;
 - (d) knowingly providing materially false or misleading information in the membership application;
 - (e) serious documented conduct that is materially inconsistent with the Objects, constitutional principles, lawful activities, or legitimate interests of IranCNCZ;
 - (f) a current suspension or termination of membership that prevents readmission under this Constitution; or
 - (g) reasonable evidence that the application forms part of fraudulent membership stacking, coordinated manipulation of membership or voting processes, or an attempt to obtain improper control or influence over the governance of IranCNCZ.
- 7.6** A membership application shall not be declined merely because the applicant holds a lawful personal political, religious, cultural, or other opinion that differs from the views of individual Board Members or Members, provided that the applicant meets the requirements of this Constitution, including Rule 6.7.
- 7.7** A person shall become a Member upon:
- (a) approval of their application by the Governing Board;
 - (b) receipt of their express consent to membership;
 - (c) payment of any applicable membership fee, or approval of a waiver, reduction, deferral, or alternative payment arrangement under Rule 8; and
 - (d) entry of the person's membership in the Register of Members.
- 7.8** Membership shall commence on the date of admission recorded in the Register of Members and shall remain valid for twelve (12) months unless renewed, resigned, suspended, terminated, or otherwise ceased in accordance with this Constitution.
- 7.9** The Secretary shall enter the required details of each approved Member into the Register of Members as soon as reasonably practicable following admission and shall retain evidence of the Member's express consent in accordance with the Society's record-keeping procedures.
- 7.10** An applicant whose application is declined may, within twenty-one (21) days after receiving the written decision, request a review of the decision. The review shall be conducted by persons who were not materially involved in the original decision and who are able to act impartially. The applicant shall be given a reasonable opportunity to provide relevant information before the review is determined.



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- 7.11** The outcome of a review under Rule 7.10, together with brief written reasons, shall be provided to the applicant. Nothing in this Rule limits any rights or procedures available under Rule 13 or applicable law.
- 7.12** Membership applications and information supplied by applicants shall be handled confidentially and in accordance with the Privacy Act 2020, the Incorporated Societies Act 2022, this Constitution, and any applicable privacy or records-management policy of IranCNZ.



8. MEMBERSHIP FEES

- 8.1** The Society may establish annual membership fees for any category of membership. Membership fees shall be payable upon admission to membership and on each annual anniversary of the Member's admission, unless otherwise determined in accordance with this Rule.
- 8.2** The amount of any membership fee shall be determined by resolution of the Annual General Meeting.
- 8.2A** The Annual General Meeting may authorise the Governing Board to determine or adjust membership fees between Annual General Meetings. Any such authority shall expire at the conclusion of the next Annual General Meeting unless expressly renewed by the Members.
- 8.2B** Any membership fee determined or adjusted by the Governing Board under Rule 8.2A shall be reasonable, applied consistently to the relevant membership category, recorded in the minutes of the Governing Board meeting, and communicated to affected Members before becoming payable.
- 8.2C** The Governing Board shall report to the next Annual General Meeting any membership fee established or adjusted under delegated authority and the reasons for that decision.
- 8.3** Life Members and Founding Life Custodians shall not be required to pay annual membership fees.
- 8.3A** Founding Members who are not Founding Life Custodians shall be subject to the membership-fee requirements applicable to their membership category unless the Annual General Meeting determines otherwise.
- 8.4** Any Member whose membership fees remain unpaid for more than three (3) months after becoming due may have their membership rights suspended after reasonable written notice has been given and a reasonable opportunity to make payment or seek an alternative arrangement under Rule 8.5.
- 8.5** The Governing Board may, in cases of financial hardship or other exceptional circumstances, waive, reduce, defer, or arrange payment by instalments of a membership fee. Any such decision shall be made in good faith, recorded appropriately, and applied consistently and without unlawful discrimination.
- 8.6** A Member shall not lose membership solely because of unpaid membership fees without first being given reasonable written notice and an opportunity to remedy the non-payment. Any termination of membership for non-payment shall be carried out in accordance with Rule 9 and the applicable procedural fairness requirements of this Constitution.
- 8.7** Any change to membership fees shall operate prospectively and shall not retrospectively create a debt or invalidate membership rights that were validly exercised before the change took effect.



9. SUSPENSION AND TERMINATION OF MEMBERSHIP

9.1 Membership may be suspended or terminated if a Member:

- (a) acts in a manner seriously prejudicial to the interests, reputation, Objects, or lawful activities of the Society;
- (b) commits a serious or repeated breach of this Constitution, any bylaws, policies, or lawful decisions of the Society;
- (c) engages in unlawful conduct in connection with the activities or affairs of the Society;
- (d) ceases to meet the eligibility requirements for membership;
- (e) fails to pay an applicable membership fee after reasonable written notice and an opportunity to remedy the non-payment or seek an alternative arrangement under Rule 8;
- (f) knowingly provides materially false or misleading information relating to their membership or eligibility; or
- (g) engages in fraudulent membership stacking, manipulation of voting or election processes, intimidation, impersonation, misuse of another Member's voting rights, or other serious conduct intended to improperly obtain control or influence over the governance of IranCNZ.

Procedural Fairness

9.2 Except where temporary protective action is reasonably necessary under Rule 9.3, no Member shall be suspended or have their membership terminated without first being:

- (a) given written notice of the concerns or allegations, including sufficient information to understand the substance of the matter;
- (b) given a reasonable opportunity to respond and provide relevant information;
- (c) informed of any proposed suspension or termination and the reasons for it;
- (d) given a reasonable opportunity to be heard before an impartial decision-maker; and
- (e) treated in accordance with Rule 13, the principles of natural justice, and the requirements of the Incorporated Societies Act 2022.

9.3 Where the Governing Board reasonably considers that immediate action is necessary to protect the safety of a person, the Society's assets or information, the integrity of an election or voting process, or the effective operation of IranCNZ, it may impose a temporary suspension pending determination of the matter under Rule 13.

9.3A A temporary suspension under Rule 9.3 is a protective measure and shall not be treated as a final determination of misconduct. The Member shall be notified promptly of the suspension and the reasons for it, and the substantive matter shall be addressed without unreasonable delay.

Decision to Suspend or Terminate

9.4 A final decision to suspend or terminate membership shall be made by the Governing Board or other impartial decision-maker authorised under Rule 13, following the applicable dispute-resolution procedure.

9.4A The Member shall receive written notice of the decision, the reasons for it, the date on which it takes effect, the duration and conditions of any suspension, and any applicable right of review or appeal.

9.4B A Board Member who is the complainant, respondent, materially involved in the allegations, or otherwise has an actual, potential, or perceived material conflict of interest shall not participate in determining the suspension or termination.

Voluntary Resignation

9.5 A Member may resign from membership at any time by giving written notice to the Secretary.

9.5A Resignation shall take effect on the date the notice is received by the Secretary or on any later date specified by the Member in the notice.



9.5B The Secretary shall promptly record the date on which membership ceased in the Register of Members.

9.5C Resignation does not extinguish any debt, liability, obligation, disciplinary matter, or other responsibility that arose before the effective date of resignation, to the extent that such matter may lawfully continue after membership ceases.

Death of a Member

9.6 Membership automatically ceases upon the death of an individual Member. The Secretary shall record the date of cessation in the Register of Members as soon as reasonably practicable after becoming aware of the Member's death.

Expiry and Non-Renewal

9.7 Ordinary Membership shall cease upon expiry of the Member's current membership period where the membership has not been renewed in accordance with Rules 8 and 12, subject to any extension, waiver, deferral, or alternative arrangement approved under this Constitution.

9.7A Before treating membership as ceased solely because of non-renewal or unpaid fees, the Society shall provide reasonable notice to the Member and a reasonable opportunity to renew or address any outstanding requirement.

Effect of Cessation

9.8 When membership ceases for any reason, the person shall cease to exercise membership rights, including any voting rights or entitlement to hold office that depends upon continuing membership, subject to any provision of this Constitution or the Act that continues after membership ceases.

9.9 The Secretary shall ensure that the Register of Members records the date on which membership ceased and that records relating to former Members are retained for the period required by the Incorporated Societies Act 2022 and other applicable law.

Reapplication Following Termination

9.10 A person whose membership has been terminated may apply for membership again after twelve (12) months, unless the termination decision specifies a longer reasonable period because of the seriousness of the circumstances.

9.10A A subsequent application shall be considered under Rule 7 and shall not be automatically accepted merely because the applicable period has expired.

Founding Members and Founding Life Custodians

9.11 The cessation of ordinary membership rights of a Founding Member or Founding Life Custodian shall be considered together with Rules 10 and 11 where applicable. Nothing in this Rule shall permit the Governing Board acting alone to remove a person's Founding Member or Founding Life Custodian status where this Constitution provides a separate enhanced procedure for removal of that status.

9.12 For the avoidance of doubt, resignation from ordinary membership does not automatically constitute resignation from Founding Member or Founding Life Custodian status unless the person expressly resigns that status in accordance with Rules 10 or 11; however, a person who is no longer a Member shall not exercise ordinary membership voting rights unless and until membership is restored.



10. FOUNDING MEMBERS

10.1 Founding Members

The Society shall have ten (10) Founding Members, being the individuals who established IranCNZ upon its incorporation, comprising four (4) members from Auckland, two (2) members from Wellington, one (1) member from Christchurch, one (1) member from Hamilton, one (1) member from Palmerston North, and one (1) member from Dunedin.

10.2 Nature of Founding Member Status

Founding Member status is historical, personal, and permanent, subject to this Constitution.

It recognises the significant contribution of the Founding Members in establishing IranCNZ and does not:

- (a) constitute ownership of IranCNZ;
- (b) create any proprietary or beneficial interest in the income, funds, property, or assets of IranCNZ;
- (c) give a Founding Member more than one (1) ordinary membership vote;
- (d) create a permanent Board position; or
- (e) confer any governance, appointment, removal, approval, veto, or decision-making power except where expressly and specifically provided by this Constitution and permitted by the Incorporated Societies Act 2022.

10.3 Initial Management Period

During the Initial Management Period, being the first two (2) years following incorporation, the Founding Members shall have a temporary management, establishment, and institution-building role for the purpose of:

- (a) establishing effective governance and operational systems;
- (b) supporting the development of a stable, inclusive, and nationally representative membership;
- (c) protecting the Objects, constitutional principles, institutional independence, and not-for-profit character of IranCNZ;
- (d) establishing appropriate financial, administrative, membership, election, digital-security, privacy, and record-keeping systems;
- (e) developing appropriate policies, procedures, governance records, and organisational safeguards;
- (f) preserving and transferring institutional knowledge;
- (g) supporting the development of regional and community participation throughout New Zealand; and
- (h) preparing IranCNZ for the progressive transition to democratic member-elected governance.

10.4 Governing Board During the Initial Management Period

During the Initial Management Period, the Founding Members shall select the five (5) Board Members exclusively from among eligible Founding Members in accordance with Rules 14, 16, and 20.

Each Board Member selected under this Rule shall:

- (a) satisfy all Officer eligibility requirements;
- (b) provide the written consent and eligibility certification required by the Act;
- (c) be subject to the same statutory duties, conflict-of-interest requirements, standards of conduct, and accountability applying to all Officers of IranCNZ; and
- (d) exercise Board authority in the interests of IranCNZ rather than for the personal interests of any Founding Member.

Founding Member status does not reduce, override, or qualify the statutory duties of a person serving as an Officer.



10.5 Advisory Transition Period

The Initial Management Period shall expire on the second anniversary of incorporation, at which time the Advisory Transition Period shall commence.

The Advisory Transition Period shall continue until the fifth anniversary of incorporation.

10.6 Governing Board During the Advisory Transition Period

During the Advisory Transition Period:

(a) two (2) positions on the Governing Board shall be reserved for eligible Founding Members selected by the Founding Members; and

(b) three (3) positions shall be elected by Voting Members in accordance with Rules 19 and 20.

The two (2) Founding Members serving in the reserved Board positions shall contribute institutional knowledge, continuity, experience, and stewardship while having the same Board voting rights and being subject to the same statutory Officer duties and responsibilities as the three (3) elected Board Members.

The reserved Founding Member positions shall not permit the Founding Members, collectively or individually, to override a lawful decision of the Governing Board or Voting Members.

10.7 Full Democratic Governance After Five Years

The Establishment Period shall expire automatically on the fifth anniversary of incorporation.

From that date:

(a) all five (5) positions on the Governing Board shall be filled through election by Voting Members in accordance with Rules 19 and 20;

(b) the two (2) reserved Founding Member Board positions shall cease automatically and permanently;

(c) all temporary Board-selection, Board-removal, replacement, management, approval, and operational decision-making powers conferred upon the Founding Members solely by reason of their Founding Member status shall cease; and

(d) the two-year staggered elected Board-term structure in Rule 20 shall apply.

10.8 Rights of Founding Members After the Establishment Period

Following expiry of the Establishment Period, Founding Members shall retain:

(a) permanent historical recognition as the original founders of IranCNZ;

(b) all ordinary membership rights applicable to their membership category, including one (1) vote where they remain Voting Members in Good Standing;

(c) the right to stand for election to the Governing Board on the same basis as other eligible candidates; and

(d) any separate stewardship role held by that person as a Founding Life Custodian under Rule 11.

A Founding Member shall not, solely because of Founding Member status, have any additional governance, veto, appointment, removal, constitutional approval, financial, or decision-making power after expiry of the Establishment Period.

10.9 Relationship With Founding Life Custodians

Founding Member status and Founding Life Custodian status are separate and distinct.

Two (2) or three (3) of the original ten (10) Founding Members may additionally be designated as Founding Life Custodians in accordance with Rule 11.

The continuing stewardship, institutional-memory, consultation, and intergenerational knowledge-transfer responsibilities of a Founding Life Custodian shall be governed exclusively by Rule 11.

A Founding Life Custodian shall not acquire ownership of IranCNZ, an additional ordinary membership vote, or a unilateral veto by reason of that status.



10.10 Cessation of Founding Member Status

Founding Member status shall cease only if the Founding Member:

- (a) dies;
- (b) voluntarily resigns their Founding Member status by written notice to the Secretary; or
- (c) is removed from Founding Member status in accordance with Rule 10.11.

A person who ceases to be an ordinary Member does not automatically cease to be historically recognised as an original founder, but shall not exercise ordinary membership voting rights unless they are a current Voting Member in Good Standing.

10.11 Removal From Founding Member Status

A Founding Member may be removed from Founding Member status only for:

- (a) serious misconduct materially affecting IranCNCZ;
- (b) fraud, dishonesty, or deliberate misuse of the Society's funds, assets, records, identity, or governance processes;
- (c) serious or repeated breach of this Constitution;
- (d) conduct materially prejudicial to the Objects, independence, integrity, or lawful operation of IranCNCZ; or
- (e) serious conduct fundamentally inconsistent with the constitutional principles of IranCNCZ.

Before any removal:

- (a) the Founding Member shall receive written notice of the allegations and proposed removal;
- (b) the Founding Member shall be given a reasonable opportunity to respond and provide relevant information;
- (c) any person materially involved in the allegations or otherwise conflicted shall not participate in determining the matter;
- (d) the process shall comply with Rule 13 and the principles of natural justice; and
- (e) removal shall require approval by not less than two-thirds (2/3) of the remaining non-conflicted Founding Members entitled to participate.

Where the Founding Member is also a Founding Life Custodian, removal of Founding Life Custodian status must separately comply with Rule 11.

10.12 No Replacement Founding Members

Founding Member status is personal to the original ten (10) individuals who established IranCNCZ and shall not be transferred to or conferred upon another person.

Where a Founding Member dies, resigns, or is removed, **no replacement Founding Member shall be appointed**, whether during or after the Establishment Period.

A vacancy shall remain a vacancy.

10.13 Effect of a Founding Member Vacancy During the Establishment Period

A vacancy among the Founding Members shall not invalidate the governance or operation of IranCNCZ.

Where this Constitution requires a decision of the Founding Members during the Establishment Period, any percentage or fraction required shall be calculated by reference to the **remaining Founding Members who are then eligible, available, and not conflicted in relation to that decision**, unless this Constitution or applicable law expressly requires otherwise.

A vacancy shall not be filled merely for the purpose of maintaining a voting threshold or governance power.

10.14 Vacancies in Reserved Board Positions

A vacancy in a Founding Member Board position is different from a vacancy in Founding Member status.



During the Initial Management Period or Advisory Transition Period, a vacant Board position reserved for a Founding Member may be filled by another eligible existing Founding Member in accordance with Rules 14, 16, and 20.

Appointment to such a Board vacancy does not create or transfer Founding Member status.

10.15 No Permanent Founder Veto

No Founding Member shall have a permanent personal veto over:

- (a) amendments to this Constitution;
- (b) the application of income or prohibition on private benefit;
- (c) winding up, liquidation, dissolution, or removal from the Incorporated Societies Register;
- (d) distribution of surplus assets;
- (e) elections;
- (f) ordinary membership decisions; or
- (g) other decisions of Voting Members or the Governing Board, solely by reason of Founding Member status.

Fundamental Constitutional Matters shall instead be protected through the enhanced democratic voting thresholds, minimum participation requirements, and Founding Life Custodian stewardship arrangements contained in Rules 11, 15, 23, 24, and 25.

10.16 No Ownership or Personal Entitlement

Nothing in this Rule gives a Founding Member any personal entitlement to:

- (a) the income, funds, property, or assets of IranCNZ;
- (b) repayment of contributions except where a lawful and properly documented debt exists;
- (c) preferential financial treatment;
- (d) a permanent Board position;
- (e) employment or contracting opportunities; or
- (f) any surplus assets upon winding up, liquidation, dissolution, or removal from the Incorporated Societies Register.

10.17 Continuity of the Society

The death, resignation, removal, incapacity, or unavailability of one or more Founding Members shall not invalidate the existence, incorporation, governance, decisions, elections, activities, or lawful operation of IranCNZ.

If, over time, no Founding Members remain, IranCNZ shall continue to operate under this Constitution through its Voting Members and Governing Board.

10.18 Interpretation

This Rule shall be interpreted as establishing a **temporary five-year founder-supported transition to full democratic governance**, while permanently recognising the historical contribution of the original Founding Members.

It shall not be interpreted as creating permanent personal ownership or control of IranCNZ or as displacing the rights of Voting Members, the collective responsibilities of the Governing Board, the limited stewardship role of Founding Life Custodians under Rule 11, or any mandatory requirement of the Incorporated Societies Act 2022.



11. LIFE MEMBERSHIP

Life Members

11.1 The Society may appoint Life Members in recognition of exceptional and sustained service or contribution to:

- (a) IranCNZ;
- (b) the Iranian community in New Zealand;
- (c) the promotion and preservation of Iranian culture, language, history, and heritage;
- (d) the advancement of human rights, freedom, democracy, equality, and the rule of law for the people of Iran; or
- (e) the long-term Objects and community contribution of IranCNZ.

11.2 A nomination for Life Membership may be made by any Voting Member and shall be submitted in writing to the Secretary, together with sufficient information explaining the nominee's contribution.

11.3 Appointment as a Life Member shall require:

- (a) approval by not less than seventy-five percent (75%) of all non-conflicted Governing Board Members then in office; and
- (b) confirmation by a simple majority of Voting Members at the next General Meeting.

11.4 Life Membership shall be reserved for individuals who have made significant, exceptional, and sustained contributions and shall not be awarded routinely.

11.5 A Life Member shall:

- (a) have the rights of an Ordinary Member, including one (1) ordinary membership vote, provided that the Life Member remains in Good Standing;
- (b) not be required to pay annual membership fees;
- (c) not be required to renew their Life Membership annually; and
- (d) not acquire any additional vote, ownership interest, veto, Board position, appointment power, financial authority, or other special governance power solely because of Life Membership.

11.6 Life Membership shall not be granted for the purpose of influencing an election, increasing or manipulating voting numbers, securing control of IranCNZ, circumventing membership requirements, or altering the constitutional balance of the Society.



Founding Life Custodians

- 11.7** Founding Life Custodian status is separate and distinct from ordinary Life Membership.
- 11.8** Two (2) or three (3) of the original ten (10) Founding Members may be designated as Founding Life Custodians for the purpose of providing long-term institutional continuity, constitutional stewardship, and intergenerational knowledge transfer.
- 11.9** The initial Founding Life Custodians shall be designated from among the original Founding Members by a resolution supported by not less than two-thirds (2/3) of all original Founding Members.
- 11.10** Founding Life Custodian status shall ordinarily continue for the lifetime of the person concerned and shall be personal to that individual. It shall not constitute ownership of IranCNZ or any proprietary interest in the Society or its assets.

Purpose and Responsibilities of Founding Life Custodians

- 11.11** The responsibilities of the Founding Life Custodians shall include:
- (a) preserving and communicating the founding history, vision, Objects, and constitutional principles of IranCNZ;
 - (b) preserving institutional memory and supporting the transfer of knowledge between successive Governing Boards and generations of Members;
 - (c) supporting the induction, orientation, and mentoring of incoming Board Members where appropriate;
 - (d) advising the Governing Board on matters materially affecting the long-term identity, independence, stability, and constitutional direction of IranCNZ;
 - (e) supporting the preservation of the four principles contained in Rule 6.7;
 - (f) supporting IranCNZ's commitment to lawful, peaceful, democratic, inclusive, and non-violent activity;
 - (g) helping identify risks of organisational capture, misuse of the Society's name, resources or governance processes, or material departure from its Objects and constitutional principles; and
 - (h) promoting continuity while respecting the democratic authority and statutory responsibilities of the Governing Board and Voting Members.

Stewardship and Consultation Rights

- 11.12** At least once in each calendar year, the Governing Board shall invite the available Founding Life Custodians to participate in a constitutional and organisational stewardship review.
- 11.13** The annual stewardship review may consider:
- (a) continued adherence to the Objects of IranCNZ;
 - (b) the principles contained in Rule 6.7;
 - (c) institutional independence and protection against improper external control;
 - (d) governance stability and succession;
 - (e) preservation of organisational records, history, knowledge, and digital assets;
 - (f) national and intergenerational participation; and
 - (g) any significant long-term governance risk identified by the Governing Board or Founding Life Custodians.
- 11.14** The Founding Life Custodians may provide written recommendations to the Governing Board following a stewardship review. The Governing Board shall consider those recommendations in good faith and record their consideration in the Board minutes.

Fundamental Constitutional Matters

- 11.15** Before a proposal is put to Voting Members that would materially amend, remove, or weaken any of the following, the Governing Board shall provide the Founding Life Custodians with the complete



proposed amendment and a reasonable opportunity, being not less than twenty-one (21) days where practicable, to provide a written stewardship opinion for circulation to Voting Members:

- (a) the Objects of IranCNZ;
- (b) the four principles contained in Rule 6.7;
- (c) the democratic and non-profit character of IranCNZ;
- (d) provisions intended to protect the institutional independence of IranCNZ;
- (e) provisions governing the application of income and prohibition on private benefit;
- (f) provisions governing liquidation, removal from the register, and distribution of surplus assets; or
- (g) the constitutional role and protections of the Founding Life Custodians themselves.

11.16 A stewardship opinion under Rule 11.15 is advisory and shall be provided to Voting Members before the relevant vote. Failure or inability of a Founding Life Custodian to provide an opinion shall not prevent the Society from proceeding with a lawful constitutional process.

11.17 The Founding Life Custodians shall not have an additional personal vote or unilateral veto over a constitutional amendment merely because of their Custodian status. Any enhanced voting threshold or additional approval requirement for a Protected or Fundamental Constitutional Matter must be expressly provided elsewhere in this Constitution and must comply with the Incorporated Societies Act 2022.

Limits on Custodian Powers

11.18 Except where expressly provided by this Constitution, a Founding Life Custodian shall have no special authority over:

- (a) ordinary membership applications or renewals;
- (b) ordinary elections;
- (c) employment or contracting decisions;
- (d) ordinary financial expenditure or banking;
- (e) operational programmes or activities;
- (f) ordinary Board decisions;
- (g) day-to-day administration; or
- (h) the exercise by an Officer of duties imposed by the Incorporated Societies Act 2022.

11.19 A Founding Life Custodian who is separately elected or appointed as a Board Member shall exercise Board powers only in their capacity as a Board Member and shall be subject to the same statutory duties, conflicts requirements, voting rules, and accountability as every other Board Member.

No Creation or Manipulation of Custodian Status

11.20 No Governing Board, Life Member, General Meeting, or other person may create a new original Founding Member.

11.21 Founding Life Custodian status may be held only by one of the original ten (10) Founding Members and shall not be created through the ordinary Life Membership process.

11.22 Ordinary Life Membership shall not be converted into Founding Life Custodian status and shall not be used to circumvent the limitations contained in this Rule.

Resignation, Incapacity and Removal

11.23 A Founding Life Custodian shall cease to hold that status if the person:

- (a) dies;
- (b) resigns the status by written notice to the Secretary;
- (c) becomes permanently incapable of performing the essential stewardship responsibilities of the role; or
- (d) is removed in accordance with Rule 11.24.



11.24 A Founding Life Custodian may be removed from that status only for serious misconduct, serious or repeated breach of this Constitution, fraud or dishonesty affecting IranCNZ, conduct materially prejudicial to the Society, or conduct fundamentally inconsistent with the Objects or constitutional independence of IranCNZ.

11.25 Before removal under Rule 11.24:

- (a) the Custodian must receive written notice of the allegations and proposed removal;
- (b) the Custodian must receive a reasonable opportunity to respond;
- (c) no person materially involved in the allegations or otherwise conflicted may determine the matter;
- (d) the procedures must comply with Rule 13 and the principles of natural justice; and
- (e) removal must be confirmed by a Special Resolution of Voting Members at a properly convened General Meeting.

Vacancies and Long-Term Continuity

11.26 If a Founding Life Custodian position becomes vacant while another eligible original Founding Member remains willing and able to serve, the vacancy may be filled from among the remaining original Founding Members by the same designation procedure in Rule 11.9.

11.27 No person who was not one of the original ten (10) Founding Members may become a Founding Life Custodian. If, over time, fewer than two eligible original Founding Members remain available, the number of Founding Life Custodians may reduce accordingly without affecting the validity or operation of IranCNZ.

11.28 The eventual absence of any surviving or available Founding Life Custodian shall not prevent IranCNZ from operating, holding elections, conducting General Meetings, amending its Constitution, or otherwise exercising its lawful powers.

Fundamental Principle

11.29 The Founding Life Custodian structure exists to provide continuity, institutional memory, stewardship, and intergenerational knowledge transfer. It shall not be interpreted as creating permanent personal ownership or control of IranCNZ or as displacing the democratic governance of the Society, the authority lawfully vested in Voting Members and the Governing Board, or the requirements of the Incorporated Societies Act 2022.



12. MEMBERSHIP RIGHTS AND OBLIGATIONS

12.1 Members acknowledge and agree that:

- (a) An application for membership must be submitted in the form prescribed by the Governing Board from time to time. All applications shall be considered and determined in accordance with Rules 6 and 7 of this Constitution.
- (b) Members are bound by this Constitution and by any regulations, bylaws, policies, procedures, and lawful decisions of IranCNZ that are consistent with this Constitution and applicable law.
- (c) To receive and retain the rights, privileges, and benefits of membership, Members must comply with all membership requirements specified in this Constitution, including payment of any applicable membership fees within the required timeframes or compliance with any waiver, reduction, deferral, instalment, or alternative arrangement approved under Rule 8.
- (d) A Member who fails to comply with Rule 12.1(c) may have their membership rights suspended or restricted only in accordance with Rules 8, 9, and 13 and the applicable requirements of procedural fairness and natural justice.
- (e) Members are entitled to participate in the activities of IranCNZ and exercise the rights and privileges applicable to their membership category under this Constitution.
- (f) Members shall act in a manner consistent with the Objects and constitutional principles of IranCNZ and shall not engage in serious conduct that materially damages the lawful interests, reputation, governance, or effective operation of the Society.
- (g) Members shall treat other Members, Officers, volunteers, employees, contractors, and participants with respect and contribute to maintaining a safe, inclusive, constructive, and non-discriminatory community environment.
- (h) Members shall not engage in fraudulent membership stacking, manipulation of elections or voting processes, intimidation, impersonation, misuse of another Member's voting rights, or other conduct intended to obtain improper control or influence over IranCNZ.
- (i) Members shall promptly notify the Secretary of any change to their name or contact details and, where relevant to regional representation, their principal place of residence, so that the Register of Members can be kept accurate and current.
- (j) A Member shall not represent that they speak, act, enter into commitments, or make public statements on behalf of IranCNZ unless authorised to do so by the Governing Board or this Constitution.

Duration and Renewal of Membership

- 12.2** Ordinary Membership shall remain valid for twelve (12) months from the date on which the Member is admitted to the Society and shall expire on the first anniversary of that date unless renewed in accordance with this Constitution.
- 12.3** The Governing Board may determine reasonable administrative procedures for membership renewal, including renewal forms, confirmation of contact details, and payment arrangements, provided that those procedures are consistent with this Constitution and are applied fairly and without unlawful discrimination.
- 12.4** Members must complete applicable renewal requirements and pay any membership fee due before expiry of their current membership in order to maintain continuous membership, subject to any extension, waiver, reduction, deferral, instalment arrangement, or other accommodation approved under Rule 8.
- 12.5** Before treating an Ordinary Member's membership as ceased solely because of non-renewal or non-payment, the Society shall provide reasonable notice of the approaching or actual expiry and a reasonable opportunity to renew or address any outstanding requirement.
- 12.6** The Governing Board may grant a reasonable extension or make alternative arrangements in exceptional circumstances, including financial hardship, illness, administrative error, or other



circumstances that the Board considers appropriate, provided that any discretion is exercised consistently, in good faith, and without unlawful discrimination.

Founding Members, Life Members and Founding Life Custodians

- 12.7** Founding Members shall not be required to renew their Founding Member status annually.
- 12.8** Life Members shall not be required to renew their Life Membership annually or pay annual membership fees, subject to Rule 11.
- 12.9** Founding Life Custodians shall not be required to renew their Founding Life Custodian status annually or pay annual membership fees. Their status shall continue in accordance with Rule 11.
- 12.10** The permanent status of a Founding Member, Life Member, or Founding Life Custodian does not exempt that person from complying with this Constitution, the Incorporated Societies Act 2022, applicable policies, or the Society's dispute and conduct procedures.

Maintaining the Statutory Minimum Membership

- 12.11** The Governing Board shall monitor the number of current Members of IranCNZ and shall take reasonable steps to ensure that the Society maintains at least the minimum number of Members required by the Incorporated Societies Act 2022.
- 12.12** The Secretary shall report the current number of Members to the Governing Board at reasonable intervals and shall promptly notify the Governing Board if the number of Members is approaching or has fallen below the statutory minimum.
- 12.13** If the number of Members falls below the statutory minimum, the Governing Board shall take prompt and lawful steps to restore the Society's membership to the required minimum, including inviting eligible persons to apply for membership, while continuing to apply the ordinary membership eligibility, consent, admission, and anti-manipulation requirements of this Constitution.
- 12.14** Nothing in Rule 12.13 permits the Governing Board to admit persons without their express consent, waive the fundamental membership requirements in Rules 6 and 7, create fictitious or nominal memberships, or otherwise manipulate the Register of Members merely to satisfy the statutory minimum.



13. DISPUTE RESOLUTION

13.1 Purpose

The purpose of this Rule is to provide a fair, transparent, efficient, and impartial process for resolving disputes arising within IranCNZ while promoting cooperation, natural justice, and the continued effective operation of the Society.

The Society encourages disputes to be resolved respectfully and at the lowest practical level before formal procedures are commenced, **where doing so is appropriate and safe.**

Nothing in this Rule requires a person to attempt informal resolution where the circumstances make informal resolution inappropriate.

13.2 Application

This Rule applies to disputes involving:

- (a) one Member and another Member;
- (b) one or more Members and one or more Officers;
- (c) one or more Members and the Governing Board;
- (d) disputes between Officers;
- (e) disputes between Board Members;
- (f) disputes concerning membership rights or obligations;
- (g) disputes relating to alleged breaches of this Constitution, bylaws, policies, procedures, or lawful decisions of the Society;
- (h) disciplinary matters involving Members or Officers; and
- (i) any other internal dispute affecting the affairs of IranCNZ that falls within the Society's lawful jurisdiction.

Nothing in this Rule prevents any person from reporting suspected criminal conduct, threats to safety, fraud, harassment, discrimination, or any other matter to the Police, a regulator, court, tribunal, or other appropriate authority, or from exercising any legal right available outside the Society.

13.3 Guiding Principles

All disputes shall be dealt with in accordance with:

- (a) natural justice;
- (b) procedural fairness;
- (c) impartiality and independence of decision-makers;
- (d) confidentiality where appropriate;
- (e) timely resolution;
- (f) respect for all parties;
- (g) good-faith participation;
- (h) proportionality of any outcome;
- (i) the right of both the complainant and respondent to be heard;
- (j) the right of each party to receive sufficient information about the allegations, issues, and relevant material to enable a meaningful response, subject to lawful restrictions concerning privacy, safety, confidentiality, or legal privilege; and
- (k) consistency with the Incorporated Societies Act 2022, this Constitution, and other applicable law.



13.4 Informal Resolution

Before commencing a formal dispute process, the parties should make reasonable efforts to resolve the matter through respectful discussion **where appropriate**.

Where appropriate, either party may request assistance from:

- (a) the Chair;
- (b) the Secretary;
- (c) another Board Member agreed by the parties; or
- (d) an Independent Person or mediator approved in accordance with this Rule.

A person assisting with informal resolution must disclose any actual, potential, or perceived material conflict of interest.

Nothing in this Rule requires informal resolution where the allegation involves serious misconduct, harassment, violence, intimidation, fraud, discrimination, significant power imbalance, threats to safety, **serious governance misconduct**, or any other circumstance that would make informal resolution inappropriate.

13.5 Commencing a Formal Dispute

Where a dispute cannot appropriately be resolved informally, a written complaint may be submitted to the Secretary.

The complaint should, so far as reasonably practicable, include:

- (a) the names of the parties;
- (b) a description of the dispute or alleged conduct;
- (c) relevant dates;
- (d) supporting information where available; and
- (e) the outcome sought.

A complaint shall not be rejected solely because it does not perfectly comply with these requirements if sufficient information has been provided to understand the substance of the complaint.

Where the complaint concerns the Secretary, it shall be submitted to the Chair.

Where the complaint concerns the Chair, it shall be submitted to the **Vice-Chair or, if the Vice-Chair is conflicted or unavailable, to the Governing Board through a non-conflicted Board Member.**

Where the complaint concerns a majority of the Governing Board collectively, it shall be submitted:

- (a) during the Establishment Period, to the non-conflicted Founding Members; or
- (b) following expiry of the Establishment Period, to an Independent Disputes Panel appointed in accordance with this Rule.

Where the ordinary recipient of a complaint is directly involved, materially interested, or otherwise unable to act impartially, the complaint shall be referred to an appropriate Independent Person or Independent Disputes Panel.

13.6 Preliminary Assessment

Within twenty-one (21) days of receiving a complaint, the appropriate recipient shall conduct a preliminary assessment and determine whether:

- (a) the complaint falls within this Rule;



- (b) additional information is reasonably required;
- (c) mediation or another consensual resolution process is appropriate;
- (d) an investigation or hearing is required;
- (e) another procedure under this Constitution or applicable law should take priority; or
- (f) the Society may lawfully decline to proceed because the complaint is plainly outside its jurisdiction, trivial, lacking in substance or reasonable foundation, frivolous, or vexatious.

Written reasons shall be provided if the Society decides not to proceed with a complaint.

A person who is materially involved in the subject matter of the complaint shall not determine the preliminary assessment.

13.7 Mediation

Where appropriate and **where the parties agree to participate**, the parties may be invited to mediation.

The mediator shall:

- (a) be impartial;
- (b) disclose any conflict of interest;
- (c) assist communication between the parties;
- (d) encourage voluntary resolution; and
- (e) not impose a decision.

Any settlement reached shall be recorded in writing and agreed to by the parties.

If mediation is unsuccessful, or is discontinued by either party, the dispute may proceed under Rule 13.8.

Participation in mediation shall not prevent a party from exercising any right available under this Constitution or applicable law.

13.8 Disputes Committee

Where mediation does not resolve the matter, or where mediation is inappropriate, a Disputes Committee comprising three (3) impartial persons shall be appointed.

The Committee may consist of:

- (a) Board Members who have no involvement or material conflict of interest;
- (b) Members with appropriate experience who are impartial; or
- (c) Independent Persons.

No person who is directly involved in the dispute, **has participated materially in an earlier determination of the same dispute, or has an actual, potential, or perceived material conflict of interest that could reasonably call their impartiality into question** may serve on the Committee.

Where the Governing Board itself is substantially involved in the dispute, it shall not appoint a Disputes Committee in a manner that could reasonably compromise the independence of the process. The appointment shall instead be made under Rule 13.10.



13.9 Conflicts of Interest and Impartiality

Any person involved in assessing, investigating, mediating, hearing, determining, or reviewing a dispute who has an actual, potential, or perceived material conflict of interest shall immediately disclose that conflict.

A person shall not determine a dispute where there are reasonable grounds to question that person's impartiality.

Where necessary, a replacement decision-maker shall be appointed.

A person who made or materially participated in the original decision under appeal shall not determine the appeal.

13.10 Special Procedures for Officer and Board Disputes

(a) Disputes Between Members

Disputes solely between Members shall normally be determined by the Disputes Committee.

(b) Disputes Between a Member and an Officer

Where the complaint concerns an Officer acting in their official capacity:

- (i) the matter may first be reviewed by the Governing Board where the Board can act impartially;
- (ii) the Officer who is the subject of the complaint shall not participate in any assessment or decision concerning the complaint; and
- (iii) where impartiality cannot reasonably be achieved within the Governing Board, the matter shall be referred to a Disputes Committee or Independent Disputes Panel.

(c) Disputes Between Officers

Where a dispute exists between the Chair and another Officer, or between two or more Officers:

- (i) the Governing Board may attempt to resolve the matter where a sufficient number of impartial Board Members remain;
- (ii) any Officer directly involved shall not participate in determining the dispute; and
- (iii) if impartiality cannot reasonably be achieved, an Independent Disputes Panel comprising three (3) impartial persons shall determine the matter.

(d) Disputes Involving the Governing Board

Where the complaint concerns a majority of the Governing Board:

- (i) during the Establishment Period, the non-conflicted Founding Members shall appoint an Independent Disputes Panel of three (3) impartial persons;
- (ii) following expiry of the Establishment Period, an Independent Disputes Panel shall be appointed by the Members at a General Meeting or by an independent professional or organisation authorised for that purpose; and
- (iii) where the urgency or nature of the dispute makes a General Meeting impracticable, an independent professional may be appointed by agreement of the parties or through another impartial mechanism approved under this Constitution.

The Independent Disputes Panel shall exercise the powers of the Disputes Committee in relation to that dispute.

13.11 Hearing Procedure

Before any determination is made:

- (a) the respondent shall receive written details of the complaint and the substance of the allegations;



- (b) the complainant and respondent shall receive reasonable notice of the matters to be determined;
- (c) sufficient time shall be allowed for each party to prepare;
- (d) each party may provide relevant evidence;
- (e) each party may identify witnesses where appropriate;
- (f) each party may make written and, where appropriate, oral submissions;
- (g) each party shall have a reasonable opportunity to respond to information materially adverse to their position;
- (h) each party may be accompanied by a support person or representative, subject to reasonable procedural directions; and
- (i) decision-makers may ask reasonable questions of the parties and witnesses.

Hearings may be conducted in person or electronically.

The procedure adopted must be proportionate to the nature and seriousness of the dispute and must provide each party with a fair opportunity to be heard.

13.12 Standard of Proof

The Committee or Panel shall determine disputed factual matters on the **balance of probabilities**, having regard to the nature and seriousness of the allegations and the available evidence.

13.13 Decisions and Outcomes

The Committee or Panel may, to the extent authorised by this Constitution:

- (a) dismiss the complaint;
- (b) make findings and recommendations;
- (c) require or recommend an apology;
- (d) require or recommend mediation, education, training, or another restorative measure;
- (e) issue a warning;
- (f) impose reasonable and proportionate conditions on continued membership or office;
- (g) recommend or impose suspension where authorised by this Constitution;
- (h) recommend removal from office where authorised under this Constitution;
- (i) recommend termination of membership where authorised under this Constitution; or
- (j) make another lawful and proportionate determination consistent with this Constitution.

Any sanction or outcome must be reasonable and proportionate to the circumstances.

The Committee or Panel shall provide the parties with its decision and **written reasons**.

13.14 Appeals

Any party materially affected by a decision may appeal within twenty-one (21) days after receiving the written decision on one or more of the following grounds:

- (a) material procedural unfairness;
- (b) significant new evidence that could not reasonably have been provided earlier;
- (c) substantial error in interpreting or applying this Constitution;
- (d) material factual error; or
- (e) a decision or outcome that is manifestly unreasonable or disproportionate.



During the Establishment Period, the appeal shall ordinarily be heard by **at least three (3) impartial Founding Members who were not involved in the original complaint, investigation, hearing, or decision and who have no material conflict of interest.**

If fewer than three (3) impartial Founding Members are available, the appeal must be referred to an Independent Appeals Panel comprising three (3) impartial persons.

Following expiry of the Establishment Period, the appeal shall be heard by an Independent Appeals Panel comprising persons who were not involved in the original decision.

No person may sit on an appeal if that person made, participated materially in, advised upon, or has a material conflict concerning the decision being appealed.

The Appeals Panel may:

- (i) confirm the decision;
- (ii) vary the decision;
- (iii) set the decision aside; or
- (iv) order a new hearing before different decision-makers.

The decision of the Appeals Panel shall be final **within the internal processes of the Society, without limiting any right a person may have under applicable New Zealand law.**

13.15 Confidentiality and Privacy

All persons involved in a dispute shall respect confidentiality **to the extent reasonably necessary and lawful**, except where disclosure is:

- (a) required or permitted by law;
- (b) authorised by the person to whom the information relates;
- (c) reasonably necessary to obtain legal, professional, cultural, or other appropriate advice;
- (d) necessary to properly administer the dispute-resolution process;
- (e) necessary to protect a person from serious harm; or
- (f) necessary to report suspected unlawful conduct to an appropriate authority.

Nothing in this Rule prevents a party from obtaining confidential legal or professional advice or from making a lawful disclosure.

13.16 Records

The Secretary shall ensure that appropriate confidential records are maintained of formal complaints, investigations, hearings, decisions, and appeals.

Dispute records shall be stored securely, retained for an appropriate period, and accessed or disclosed only where authorised by this Constitution, reasonably necessary for the administration of IranCnz, or required or permitted by law.

Where the Secretary is personally involved in a dispute, responsibility for the relevant records shall be assigned to **another impartial Officer or Independent Person.**

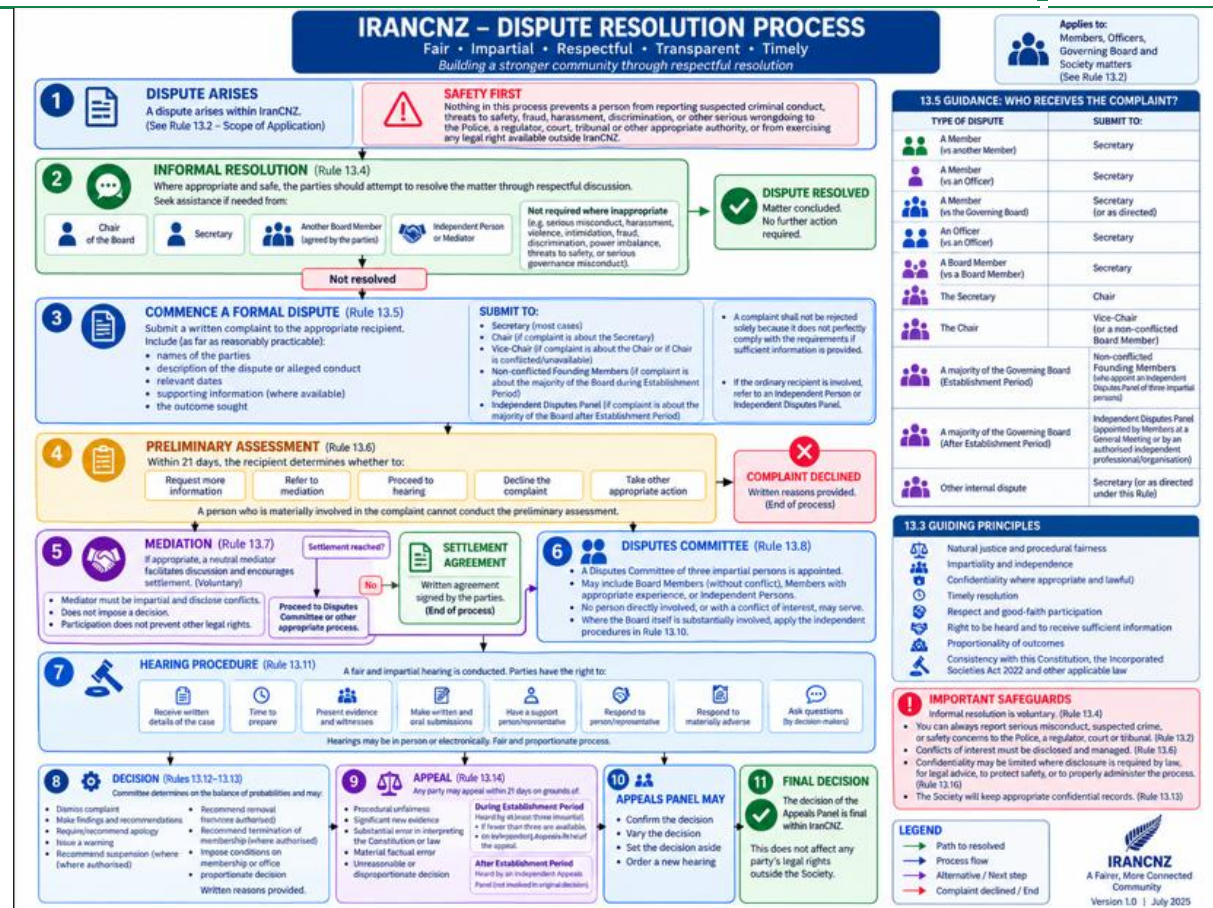
13.17 Relationship With Other Constitutional Powers

Nothing in this Rule prevents the Governing Board, Founding Members, Members at a General Meeting, or another authorised decision-maker from exercising a disciplinary, suspension, removal, or other power expressly provided elsewhere in this Constitution.

However, no general disciplinary, governance, removal, suspension, or other power contained elsewhere in this Constitution overrides or permits avoidance of:



-
- (a) the natural-justice and procedural-fairness protections in this Rule;
 - (b) any specific notice, hearing, conflict-of-interest, voting, quorum, or approval requirement applicable to the particular decision under this Constitution;
 - (c) any special procedure governing the removal of a Board Member, Founding Member, Life Member, or Founding Life Custodian; or
 - (d) any mandatory requirement of the Incorporated Societies Act 2022 or other applicable law.
- 13.18** If any procedure in this Rule is inconsistent with a mandatory dispute-resolution or natural-justice requirement of the Incorporated Societies Act 2022, the mandatory statutory requirement shall prevail, and the remainder of this Rule shall continue to apply to the fullest extent permitted by law.





14. OFFICERS OF THE SOCIETY

14.1 Officers

Each Board Member is an Officer of the Society. The Governing Board shall consist of five (5) Board Members.

The five (5) Board Members shall hold the following offices:

- (a) Chair;
- (b) Vice-Chair;
- (c) Secretary;
- (d) Treasurer; and
- (e) Community Engagement and Regional Liaison Officer.

Each Board Member shall have one (1) vote. Holding a particular office does not confer any additional vote or authority except where expressly provided by this Constitution.



14.2 Governing Board

The five (5) Board Members shall collectively constitute the Governing Board and shall be responsible for the governance, strategic direction, oversight, accountability, and lawful administration of IranCNZ.

The Governing Board shall act collectively and in accordance with the Objects of IranCNZ, this Constitution, the Incorporated Societies Act 2022, and other applicable New Zealand law.

The allocation of specific portfolios to individual Officers does not remove or reduce the collective responsibility of all Board Members for the governance of IranCNZ.



14.3 Governance During the Initial Management Period

During the Initial Management Period:

- (a) all five (5) Board Members shall be selected by the Founding Members from among the Founding Members;
- (b) each Board Member shall serve a term of six (6) months;
- (c) a new selection or reappointment shall occur every six (6) months; and
- (d) every person selected must satisfy the Officer eligibility requirements in Rule 14.12 and provide the written consent and certification required by the Incorporated Societies Act 2022 before taking office.



14.4 Governance During the Advisory Transition Period

During the Advisory Transition Period:

- (a) two (2) Board positions shall be reserved for Founding Members selected by the Founding Members;
- (b) three (3) Board positions shall be elected by Voting Members in accordance with Rules 19 and 20;
- (c) all five (5) Board Members shall have equal voting rights and the same statutory duties and responsibilities as Officers under the Act; and
- (d) the Founding Members serving on the Governing Board shall support organisational continuity, institutional knowledge, experience, and transition without limiting the independence, authority, voting rights, or statutory duties of the elected Board Members.

14.5 Governance After the Establishment Period

Following expiry of the Establishment Period, all five (5) Board positions shall be elected by Voting Members in accordance with Rules 19 and 20.

The two (2) reserved Founding Member Board positions shall cease automatically at the end of the Establishment Period.

Any continuing role of a Founding Member after that time must arise through ordinary membership rights, election to the Governing Board, or the separate Founding Life Custodian provisions contained in Rule 11.

14.6 Board Offices and Allocation of Responsibilities

Following each appointment or election that constitutes a new Governing Board, the Governing Board shall elect from among its five (5) members:

- (a) a Chair;
- (b) a Vice-Chair;
- (c) a Secretary;
- (d) a Treasurer; and
- (e) a Community Engagement and Regional Liaison Officer.

Each office shall ordinarily be held by a different Board Member to ensure appropriate distribution of responsibilities, accountability, continuity, and workload.

14.7 Chair — Governance Leadership and Representation

The Chair shall be responsible for:

- (a) providing governance leadership and supporting the strategic direction of IranCNZ;
- (b) chairing General Meetings and Governing Board meetings in a fair, orderly, inclusive, and impartial manner;
- (c) ensuring that the Governing Board remains focused on the Objects, constitutional principles, strategic priorities, and long-term interests of IranCNZ;
- (d) facilitating effective participation, respectful discussion, and collective decision-making among Board Members;
- (e) supporting implementation and follow-up of resolutions and decisions of the Governing Board;
- (f) acting as the principal representative and spokesperson of IranCNZ where authorised by the Governing Board;
- (g) representing IranCNZ, where authorised, in dealings with government agencies, community organisations, media, sponsors, donors, and other stakeholders;



- (h) working collaboratively with the Vice-Chair, Secretary, Treasurer, Community Engagement and Regional Liaison Officer, and other authorised persons;
- (i) ensuring that significant or urgent governance matters are brought promptly to the Governing Board; and
- (j) performing any other governance responsibilities assigned by the Governing Board that are consistent with this Constitution.

The Chair remains accountable to the Governing Board and does not have unilateral authority to make decisions reserved to the Governing Board or Members.

14.8 Vice-Chair — Deputy Leadership, Governance Continuity and Coordination

The Vice-Chair shall be responsible for:

- (a) supporting the Chair in carrying out the Chair's governance and leadership responsibilities;
- (b) acting as Chair when the Chair is absent, unavailable, unwilling, conflicted, or when the office of Chair is temporarily vacant;
- (c) supporting continuity, stability, and effective functioning of the Governing Board;
- (d) assisting with governance planning, Board coordination, meeting preparation, strategic implementation, and follow-up of Board decisions;
- (e) supporting induction, succession planning, leadership development, and continuity between successive Governing Boards;
- (f) assisting the Chair to ensure that responsibilities allocated by the Governing Board are appropriately followed up;
- (g) promoting effective communication and cooperation among Board Members;
- (h) supporting the Chair in identifying governance risks and matters requiring consideration by the Governing Board; and
- (i) performing any other responsibilities delegated by the Chair or assigned by the Governing Board.

The Vice-Chair shall have one (1) vote as a Board Member and shall not receive an additional or casting vote solely because of holding the office of Vice-Chair.

14.9 Secretary — Administration, Records and Compliance

The Secretary shall be responsible for:

- (a) overseeing the governance administration and official records of IranCNZ;
- (b) preparing and distributing notices, agendas, meeting papers, and other governance documentation;
- (c) ensuring that accurate minutes of General Meetings and Governing Board meetings are prepared, approved, and retained;
- (d) establishing, maintaining, and keeping the Register of Members accurate and current in accordance with this Constitution and the Act;
- (e) maintaining or coordinating the Society's statutory and governance records, including the Interests Register;
- (f) managing official correspondence and ensuring that important communications are appropriately received, recorded, distributed, and retained;
- (g) maintaining appropriate records of membership applications, membership consents, renewals, resignations, suspensions, terminations, and other membership changes;
- (h) maintaining records of Officer appointments, written consents to act, eligibility certifications, resignations, and changes of office;
- (i) supporting the Governing Board in ensuring that notices, meetings, elections, resolutions, and other governance processes comply with this Constitution;



- (j) assisting with Companies Office filings, annual returns, constitutional amendments, and other statutory notifications where authorised;
- (k) ensuring that confidential membership, governance, and organisational records are stored and managed appropriately;
- (l) supporting the administration of elections and dispute-resolution processes where required by this Constitution, while maintaining appropriate impartiality and confidentiality; and
- (m) performing any other administrative, governance-record, or compliance responsibilities assigned by the Governing Board.

The Secretary shall not have unilateral authority to make decisions reserved to the Governing Board, Voting Members, or another decision-maker under this Constitution.

14.10 Treasurer — Financial Governance and Oversight

The Treasurer shall be responsible for:

- (a) overseeing the financial administration and financial records of IranCENZ;
- (b) ensuring that accurate, complete, and up-to-date accounting records are maintained;
- (c) overseeing the Society's bank accounts, income, expenditure, assets, liabilities, and financial transactions;
- (d) ensuring that payments and expenditure are properly authorised, appropriately documented, and consistent with the approved budget and Financial Delegation Policy;
- (e) preparing and presenting regular financial reports to the Governing Board;
- (f) preparing or coordinating the Society's annual budget;
- (g) preparing or coordinating the annual financial statements and supporting any audit, review, or financial examination required by law or approved by the Society;
- (h) monitoring the Society's financial position, cash flow, commitments, and long-term financial sustainability;
- (i) supporting compliance with applicable financial, taxation, funding, grant, and statutory reporting requirements;
- (j) maintaining appropriate records relating to grants, donations, sponsorships, reimbursements, and other financial arrangements;
- (k) promptly reporting any significant financial irregularity, suspected misuse of funds, control weakness, or material financial risk to the Governing Board;
- (l) working with the Governing Board to establish and maintain appropriate financial controls, banking authorities, approval limits, and separation of financial responsibilities; and
- (m) performing any other financial responsibilities assigned by the Governing Board.

The Treasurer remains accountable to the Governing Board and shall not commit IranCENZ to expenditure, borrowing, guarantees, contracts, or other financial obligations except as authorised by this Constitution, the Governing Board, or an approved Financial Delegation Policy.

14.11 Community Engagement and Regional Liaison Officer — Community Connection and National Representation

The Community Engagement and Regional Liaison Officer shall be responsible for:

- (a) strengthening communication and engagement between IranCENZ and Iranian communities throughout New Zealand;
- (b) developing and maintaining constructive relationships with Members, regional representatives, community groups, volunteers, cultural organisations, and other relevant community stakeholders;
- (c) encouraging participation by Iranian-New Zealanders from different regions, generations, backgrounds, professions, and communities;



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- (d) supporting the development and coordination of regional networks, community initiatives, consultations, events, and engagement activities consistent with the Objects of IranCNZ;
 - (e) ensuring that the views, needs, concerns, suggestions, and opportunities identified by Members and regional communities are appropriately communicated to the Governing Board;
 - (f) supporting meaningful participation by Iranian communities outside major population centres and helping preserve the genuinely national character of IranCNZ;
 - (g) assisting with community outreach, volunteer engagement, membership connection, and communication with new and existing Members;
 - (h) supporting relationships and collaboration with New Zealand community organisations, cultural organisations, service providers, and other appropriate stakeholders where authorised by the Governing Board;
 - (i) promoting community participation, inclusion, belonging, mutual respect, and connection among different generations and regions;
 - (j) working appropriately with regional representatives and the Nominations and Elections Committee to support awareness of regional participation opportunities, without interfering with the independence or administration of elections;
 - (k) providing regular updates to the Governing Board concerning community engagement, regional participation, emerging community needs, and opportunities for collaboration;
 - (l) assisting IranCNZ to communicate its programmes, activities, community initiatives, and opportunities for participation throughout New Zealand; and
 - (m) performing any other community-engagement or regional-liaison responsibilities assigned by the Governing Board.

The Community Engagement and Regional Liaison Officer shall have one (1) vote as a Board Member and shall not make commitments, enter into agreements, or make representations on behalf of IranCNZ unless authorised by the Governing Board or this Constitution.



14.12 Collective Responsibility of the Governing Board

The allocation of individual offices and portfolios under Rules 14.7 to 14.11 does not remove or reduce the collective responsibility of all five (5) Board Members for the governance of IranCNZ.

Each Board Member shall:

- (a) act honestly and in good faith in what they believe to be the best interests of IranCNZ;
- (b) exercise their powers for a proper purpose;
- (c) comply with this Constitution and the Incorporated Societies Act 2022;
- (d) exercise reasonable care and diligence;
- (e) disclose and appropriately manage conflicts of interest;
- (f) protect the Society's finances, records, information, reputation, digital assets, and other resources;
- (g) respect the responsibilities allocated to other Officers while maintaining appropriate collective oversight;
- (h) work collaboratively to advance the Objects of IranCNZ; and
- (i) remain collectively accountable for decisions of the Governing Board.

14.13 Officer Eligibility

A person is eligible to be elected or appointed as a Board Member only if that person:

- (a) is at least sixteen (16) years of age;
- (b) is a Member in Good Standing;
- (c) supports the Objects and constitutional principles of IranCNZ;
- (d) has consented in writing to being an Officer;
- (e) has certified that they are not disqualified from being an Officer under the Incorporated Societies Act 2022;
- (f) is not otherwise disqualified from being an Officer under the Act or other applicable law;
- (g) in the case of a position elected by Voting Members, has been a Continuously Registered Member for at least two (2) years immediately before nomination, except where this Constitution expressly provides otherwise for the first election at the commencement of the Advisory Transition Period; and
- (h) has provided any information reasonably required to establish eligibility and maintain the Society's statutory Officer records.

14.14 Vacancies During the Initial Management Period

If a vacancy occurs on the Governing Board during the Initial Management Period, the Founding Members may appoint an eligible replacement from among the Founding Members to serve the remainder of the current six-month term.

The replacement must satisfy all Officer eligibility requirements and provide the required written consent and certification before taking office.

14.15 Vacancies During the Advisory Transition Period

If a vacancy occurs during the Advisory Transition Period:

- (a) a vacancy in either reserved Founding Member position shall be filled by the Founding Members from among eligible Founding Members for the remainder of the term; and



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- (b)** a vacancy in an elected position may be filled by resolution of the Governing Board from among eligible Members until the next AGM, at which the vacancy shall be filled by election in accordance with this Constitution.



14.16 Vacancies After the Establishment Period

Following expiry of the Establishment Period, a vacancy in an elected Board position may be filled by resolution of the Governing Board from among eligible Members until the next AGM, at which the vacancy shall be filled by election.

14.17 Terms of Office

- (a) During the Initial Management Period, Board Members shall serve terms of six (6) months.
- (b) During the Advisory Transition Period, the two (2) Founding Member Board Members and three (3) elected Board Members shall serve terms of one (1) year and may be reselected or re-elected as applicable.
- (c) Following expiry of the Establishment Period, elected Board Members shall ordinarily serve terms of two (2) years, subject to the initial staggered-term arrangement in Rules 20.10 and 20.11 and the applicable consecutive-term limits.

14.18 End of Transitional Governance Powers

Upon expiry of the Establishment Period, all transitional powers of the Founding Members relating to the appointment, removal, replacement, approval, or governance of Board Members shall automatically cease.

Any continuing role of a Founding Member thereafter must arise through ordinary membership rights, election to the Governing Board, or the limited Founding Life Custodian provisions contained in Rule 11.

14.19 Officer Records and Statutory Notifications

The Secretary shall ensure that IranCNZ maintains the Officer information and records required by the Incorporated Societies Act 2022, including written consent to act and certification of eligibility.

The Secretary shall also ensure that appointments, resignations, removals, changes of office, and other matters requiring notification to the Registrar are notified within the applicable statutory timeframe.

14.20 Separation and Delegation of Officer Responsibilities

An Officer may delegate administrative tasks relating to their portfolio where authorised by the Governing Board, but remains responsible for appropriate oversight of those tasks.

No delegation may:

- (a) transfer a statutory Officer duty that cannot lawfully be delegated;
- (b) give another person authority reserved to the Governing Board or Members;
- (c) circumvent financial, conflict-of-interest, election, or governance controls; or
- (d) relieve an Officer or the Governing Board of responsibility imposed by law or this Constitution.





15. GENERAL MEETINGS

15.1 Annual General Meeting

IranCNZ shall hold an Annual General Meeting (AGM) once in each calendar year at a time, date, and place, including by electronic means, determined by the Governing Board.

The AGM shall be held:

- (a) no later than six (6) months after the end of the Society's financial year; and
- (b) no more than fifteen (15) months after the previous AGM.

15.2 Special General Meeting

Any General Meeting other than an AGM shall be a Special General Meeting (SGM).

15.3 Notice of Annual General Meeting

The Secretary shall give Members at least thirty (30) days' written notice of an AGM.

Notice may be given electronically, by email, through the Society's website or approved communication platform, or by any other reliable method approved by the Governing Board.

The notice shall include:

- (a) the date, time, and place of the meeting, including electronic access arrangements where applicable;
- (b) the principal business to be considered;
- (c) information concerning any election to be conducted;
- (d) notice of any proposed Special Resolution or constitutional amendment; and
- (e) any other information reasonably necessary to enable Members to participate in an informed manner.

15.4 Member Motions

Any proposed motion, including a proposal to amend this Constitution, must be submitted to the Secretary no later than twenty-one (21) days before the AGM.

Any proposed constitutional amendment must also comply with Rule 23 and any enhanced requirements applying to a Fundamental Constitutional Matter.

15.5 Business of the Annual General Meeting

The following business shall be conducted at each AGM:

- (a) receipt of the annual report on the operations and affairs of the Society;
- (b) receipt and consideration of the annual financial statements;
- (c) receipt of notice of disclosures of interests made by Officers as required by the Act;
- (d) election of Board Members where elections are required under this Constitution;
- (e) appointment of an auditor, reviewer, or financial examiner where required by law or approved by Members;
- (f) consideration of properly notified amendments to this Constitution;
- (g) determination of membership fees where applicable;
- (h) consideration of reports required to be presented to Members; and
- (i) any other business properly submitted in accordance with this Constitution.



15.6 AGM Agenda

The final agenda and available supporting papers for the AGM shall be circulated to Members not less than fourteen (14) days before the meeting.

15.7 Calling a Special General Meeting

The Governing Board shall call an SGM upon:

- (a) a resolution of the Governing Board; or
- (b) a valid written request signed by at least twenty percent (20%) of Voting Members or one hundred (100) Voting Members, whichever is the lesser, but in any event by not fewer than five (5) Voting Members.

15.8 Request for a Special General Meeting

A request for an SGM must clearly state the purpose of the meeting and the proposed business to be considered.

The Governing Board shall not unreasonably refuse or delay a valid request made in accordance with Rule 15.7.

15.9 Business of a Special General Meeting

An SGM may consider only the business specified in the notice convening the meeting.

15.10 Notice of a Special General Meeting

Members shall be given at least fourteen (14) days' written notice of an SGM.

Where a genuinely urgent matter requires a shorter notice period, the Governing Board may approve a shorter period of not less than three (3) days.

A shortened notice period shall not be used for:

- (a) an amendment to this Constitution;
- (b) removal of an elected Board Member;
- (c) removal of a Founding Life Custodian;
- (d) winding up, liquidation, dissolution, amalgamation, or removal of IranCNZ from the register;
- (e) amendment of the Objects or the four principles contained in Rule 6.7; or
- (f) any Fundamental Constitutional Matter.

15.11 Minutes

Full and accurate minutes shall be kept of every General Meeting.

The minutes shall record, as appropriate:

- (a) the date, time, place, and method of the meeting;
- (b) attendance and apologies;
- (c) confirmation that quorum was present;
- (d) resolutions considered;
- (e) voting outcomes;
- (f) relevant declarations of interests; and
- (g) other material decisions or proceedings.



Approved minutes shall form part of the permanent governance records of IranCNZ and shall be made available to Members upon reasonable request, subject to lawful privacy, confidentiality, safety, or legal privilege restrictions.

15.12 Procedural Irregularities

No General Meeting or decision shall be invalid solely because of a minor procedural irregularity, provided that the chairperson reasonably determines that:

- (a) the irregularity was inadvertent or immaterial;
- (b) it did not materially prejudice a Member's participation or voting rights; and
- (c) it did not materially affect the fairness or outcome of the meeting.

This Rule shall not excuse failure to comply with a mandatory requirement concerning notice, quorum, voting entitlement, voting threshold, natural justice, or applicable law.

15.13 Quorum

No business shall be transacted at a General Meeting unless a quorum is present.

15.14 Ordinary General Meeting Quorum

The quorum for a General Meeting shall be twenty percent (20%) of Voting Members or thirty (30) Voting Members, whichever is the lesser, **provided that the quorum shall not be fewer than five (5) Voting Members.**

Members participating electronically shall be counted towards the quorum where their identity can reasonably be verified and they are able to participate effectively in the meeting.

15.15 Failure to Achieve Quorum

If a quorum is not present within thirty (30) minutes after the scheduled commencement of a General Meeting, the meeting shall stand adjourned to a date, time, and place or electronic method determined by the Governing Board.

At the reconvened meeting, the quorum requirement in Rule 15.14 shall continue to apply. The Members present shall not automatically constitute a quorum merely because the meeting has been reconvened.

If quorum is again not achieved, no substantive resolution shall be passed and the Governing Board shall determine the appropriate next steps in accordance with this Constitution and the Act.

15.16 Enhanced Participation for Fundamental Constitutional Matters

A resolution concerning a Fundamental Constitutional Matter shall require participation in the vote by not less than twenty-five percent (25%) of all Voting Members, in addition to the approval threshold specified elsewhere in this Constitution.

For the purposes of this Rule, Fundamental Constitutional Matters include:

- (a) material amendment of the Objects;
- (b) material amendment, removal, or weakening of the four principles contained in Rule 6.7;
- (c) material amendment of the democratic, independent, or not-for-profit character of IranCNZ;
- (d) winding up, liquidation, dissolution, amalgamation, or removal of IranCNZ from the register;
- (e) material amendment of the provisions governing private benefit or distribution of surplus assets;
- (f) material amendment of the constitutional protections against improper organisational control or capture; and



(g) any other matter expressly designated as a Fundamental Constitutional Matter by this Constitution.

15.17 Chairperson of General Meetings

The Chair shall preside at all General Meetings.

15.18 Vice-Chair

If the Chair is absent, unavailable, unwilling, or conflicted in relation to a matter being considered, **the Vice-Chair shall preside.**

15.19 Alternative Chairperson

If neither the Chair nor Vice-Chair is able to preside, the Voting Members present shall elect an eligible and non-conflicted Board Member, or where appropriate another Voting Member, to chair the meeting.

15.20 Voting Rights

Founding Members, Ordinary Members, and Life Members who satisfy the definition of Voting Member shall be entitled to attend, speak, and vote at General Meetings, subject to any specific voting provisions contained in this Constitution.

Founding Life Custodians shall exercise their ordinary membership voting rights in accordance with Rule 6 and any separate stewardship rights expressly provided under Rule 11.

15.21 One Member, One Vote

Each Voting Member shall have one (1) vote.

No person shall receive an additional ordinary membership vote solely because that person is a Founding Member, Life Member, Founding Life Custodian, Officer, or holder of a particular Board office.

15.22 Voting Methods

Voting may be conducted by:

- (a) show of hands;
- (b) secret ballot;
- (c) secure electronic ballot;
- (d) secure online voting; or
- (e) another lawful voting method approved in accordance with this Constitution.

The voting method shall provide reasonable safeguards for voter eligibility, integrity, accurate counting, and confidentiality where required.

Board elections shall be conducted by secret ballot or secure confidential electronic ballot unless the candidates are elected unopposed.

15.23 Ordinary Resolutions

Unless this Constitution or the Act requires a higher threshold, an ordinary resolution shall be passed by a simple majority of valid votes cast.



15.24 Special Resolutions

A Special Resolution shall require not less than two-thirds (2/3) of valid votes cast by Voting Members entitled to vote on the matter, unless a higher threshold is expressly required by this Constitution.

Constitutional amendments shall also comply with Rule 23.

15.25 Proxy Voting

Proxy voting shall not be permitted at General Meetings of IranCNZ.

Each Voting Member shall exercise their own vote directly, whether in person or through an approved electronic, online, postal, or other direct voting process permitted by this Constitution.

No Member may transfer, assign, sell, delegate, or otherwise permit another person to exercise their voting right.

15.26 Electronic, Online and Postal Voting

Electronic, secure online, or postal voting may be used where authorised by this Constitution or approved by the Governing Board for a particular vote.

Any such process shall:

- (a) be available on a fair basis to all Voting Members entitled to participate;
- (b) provide reasonable verification of voter eligibility;
- (c) ensure that each Voting Member may vote only once;
- (d) preserve ballot confidentiality where a secret ballot is required;
- (e) provide an appropriate audit or verification process; and
- (f) be independently administered or supervised where required by this Constitution.

15.27 Tied Votes and Casting Votes

The person chairing a General Meeting shall have the same one (1) deliberative vote as any other Voting Member if otherwise entitled to vote.

The chairperson shall not have an additional casting vote.

Where votes are equally divided, the resolution shall not be passed.

15.28 Scrutineers

Where a secret ballot is conducted at a General Meeting, at least two (2) impartial scrutineers shall be appointed to supervise the voting process and count or verify the votes.

A scrutineer shall not be a candidate in the relevant election or have a material conflict of interest concerning the matter being voted upon.

15.29 Governance During the Initial Management Period

During the Initial Management Period:

- (a) all Voting Members may attend General Meetings and vote on ordinary resolutions relating to the activities, operations, finances, events, policies, and programmes of IranCNZ; and
- (b) the Founding Members shall exercise the temporary Board-selection and transitional governance responsibilities expressly conferred upon them by Rules 10, 14, 16, and 20.



15.30 Constitutional Decisions During the Initial Management Period

No provision of this Constitution shall exclude Voting Members from a constitutional approval or other Member decision where the Incorporated Societies Act 2022 requires that decision to be made by Members.

During the Initial Management Period, any proposed constitutional amendment or Fundamental Constitutional Matter shall first satisfy the Member approval, notice, quorum, participation, and voting requirements of this Constitution and the Act.

Where this Constitution additionally requires consultation with, or approval by, Founding Members or Founding Life Custodians, that requirement shall operate only as an additional constitutional safeguard and shall not replace any Member approval required by law.

15.31 Governance During the Advisory Transition Period

From commencement of the Advisory Transition Period:

- (a) Voting Members shall elect three (3) Board Members in accordance with Rules 19 and 20;
- (b) Founding Members shall select the two (2) reserved Founding Member Board positions in accordance with this Constitution; and
- (c) Member decisions shall otherwise be made in accordance with the voting requirements applicable under this Constitution and the Act.

15.32 Governance After the Establishment Period

Upon expiry of the Establishment Period:

- (a) all five (5) Board positions shall be open to election by Voting Members;
- (b) the temporary Board-selection and transitional governance powers of the Founding Members shall cease in accordance with Rule 10;
- (c) Founding Members shall thereafter exercise the ordinary membership voting rights applicable to Voting Members; and
- (d) any continuing Founding Life Custodian role shall operate only in accordance with Rule 11 and shall not displace the democratic authority of Voting Members or the statutory responsibilities of the Governing Board.



16. GOVERNING BOARD

16.1 Role of the Governing Board

The governance of IranCNZ shall be vested in the Governing Board, which may exercise all powers of the Society and do all things necessary for the governance, administration, strategic direction, and operation of IranCNZ, except for matters expressly reserved to Voting Members, Founding Members during the Establishment Period, Founding Life Custodians, or another decision-maker under this Constitution or the Incorporated Societies Act 2022.

16.2 Membership of the Governing Board

The Governing Board shall consist of five (5) Board Members.

16.3 Governance During the Initial Management Period

During the Initial Management Period, all five (5) Board Members shall be selected by the Founding Members from among eligible Founding Members in accordance with Rules 10, 14, and 20.

16.4 Governance During the Advisory Transition Period

During the Advisory Transition Period, the Governing Board shall consist of:

- (a) two (2) Founding Members selected by the Founding Members; and
- (b) three (3) eligible Members elected by Voting Members in accordance with Rules 19 and 20.

16.5 Governance After the Establishment Period

Following expiry of the Establishment Period, all five (5) Board Members shall be elected by Voting Members in accordance with Rules 19 and 20.

16.6 Board Offices

The **Chair, Vice-Chair, Secretary, Treasurer, and Community Engagement and Regional Liaison Officer** shall be elected by the Governing Board from among the five (5) Board Members in accordance with Rule 14.

16.7 Eligibility

A person shall be eligible to serve on the Governing Board only if that person satisfies the eligibility requirements set out in Rule 14.13 and any additional eligibility requirements applying to the relevant Board position.

16.8 Statutory Ineligibility

A person shall not be eligible to be appointed, elected, or remain as a Board Member if that person is disqualified from being an Officer under the Incorporated Societies Act 2022 or any other applicable law.

16.9 Cessation Due to Disqualification

If a circumstance described in Rule 16.8 arises during a Board Member's term of office, that person shall cease to hold office as required by law.

16.10 Terms During the Initial Management Period

During the Initial Management Period, each Board Member shall hold office for a term of six (6) months and shall be eligible for reselection by the Founding Members.

16.11 Terms During the Advisory Transition Period

During the Advisory Transition Period, each Board Member shall hold office for a term of one (1) year.

A Founding Member occupying a reserved position may be reselected, and an elected Board Member may be re-elected, subject to eligibility requirements and applicable term limits.



16.12 Terms After the Establishment Period

Following expiry of the Establishment Period, each elected Board Member shall ordinarily hold office for a term of two (2) years, subject to the initial staggered-term arrangement in Rules 20.10 and 20.11.

16.13 Consecutive Term Limit

A Board Member elected by Voting Members may serve a maximum of three (3) consecutive elected terms. For the purposes of this Rule, the initial one-year term created solely to establish staggered elections under Rule 20.11 shall count as one elected term. Service in a Board position selected by the Founding Members shall not count as an elected term

16.14 Vacancy During the Initial Management Period

If a vacancy arises during the Initial Management Period, the Founding Members may select an eligible replacement from among the Founding Members to serve the remainder of the current six-month term.

The replacement must satisfy the Officer eligibility requirements and provide the required written consent and certification before taking office.

16.15 Vacancy During the Advisory Transition Period

If a vacancy arises during the Advisory Transition Period:

- (a) a vacancy in a reserved Founding Member position shall be filled by the Founding Members from among eligible Founding Members for the remainder of the term; and
- (b) a vacancy in an elected position may be filled temporarily by resolution of the Governing Board from among eligible Members until the next AGM, at which the vacancy shall be filled by election.

16.16 Vacancy After the Establishment Period

Following expiry of the Establishment Period, a vacancy in an elected Board position may be filled temporarily by resolution of the Governing Board from among eligible Members until the next AGM, at which the vacancy shall be filled by election.

16.17 Term of a Replacement Board Member

A person appointed or elected to fill a vacancy shall serve only for the remainder of the original term unless subsequently elected or selected to a new term in accordance with this Constitution.

16.18 Temporary Suspension of an Elected Board Member

Where there are reasonable grounds to believe that an elected Board Member has engaged in serious misconduct, seriously breached this Constitution, created a serious and immediate risk to the Society, its Members, finances, information, reputation, governance, or lawful operations, the Governing Board may temporarily suspend that Board Member from specified Board functions pending determination of the matter.

A temporary suspension under this Rule:

- (a) shall be used only where reasonably necessary to protect the Society or the integrity of the process;
- (b) shall not constitute final removal from office;
- (c) shall be supported by written reasons;
- (d) shall be notified promptly to the Board Member concerned;
- (e) shall provide the Board Member with a reasonable opportunity to respond; and
- (f) shall be followed without unreasonable delay by the appropriate dispute, disciplinary, or removal process under this Constitution.

A Board Member who is the complainant, respondent, materially involved in the allegations, or otherwise conflicted shall not participate in determining the suspension.



16.19 Removal of an Elected Board Member

An elected Board Member may be permanently removed from the Governing Board only by a Special Resolution of Voting Members at a properly convened General Meeting in accordance with Rules 16.20 to 16.23.

The Governing Board shall not permanently remove an elected Board Member solely by Board resolution.

16.20 Member Request for Removal

Voting Members may request the removal of an elected Board Member by submitting a written request to the Secretary signed by at least twenty percent (20%) of Voting Members or **one hundred (100) Voting Members**, whichever is the lesser, but in any event by not fewer than five (5) Voting Members.

The request shall clearly state the grounds on which removal is sought.

16.21 Special General Meeting for Removal

Upon receiving a valid request under Rule 16.20, the Governing Board shall convene an SGM for the sole purpose of considering the proposed removal.

The notice of meeting shall:

- (a) identify the Board Member concerned;
- (b) state the grounds for the proposed removal with sufficient detail to enable a meaningful response;
- (c) include or provide access to relevant supporting information, subject to lawful privacy, confidentiality, safety, or privilege restrictions; and
- (d) comply with the notice requirements in Rule 15.

16.22 Right to Respond

Before any vote on removal is taken, the Board Member concerned shall:

- (a) receive written notice of the proposed removal and the reasons for it;
- (b) be given a reasonable opportunity to provide a written response;
- (c) have the right to address the Members at the General Meeting before the vote;
- (d) be permitted to provide relevant information or evidence; and
- (e) be treated in accordance with the principles of natural justice and Rule 13.

16.23 Voting Threshold for Removal

A resolution to remove an elected Board Member shall require a Special Resolution of Voting Members.

The Board Member concerned may attend and address the meeting but shall not vote on the resolution concerning their own removal.

16.24 Removal of a Founder-Selected Board Member

During the Initial Management Period, or in relation to either reserved Founding Member Board position during the Advisory Transition Period, the Founding Members may remove and replace the Board Member concerned by a resolution supported by at least two-thirds (2/3) of the non-conflicted Founding Members entitled to participate in the decision.

Before removal:

- (a) the Board Member shall receive written notice of the proposed removal and reasons;
- (b) the Board Member shall have a reasonable opportunity to respond;
- (c) any Founding Member materially involved in the allegations or otherwise conflicted shall not participate in the decision; and
- (d) the process shall comply with Rule 13 and the principles of natural justice.



16.25 Removal from a Board Office Only

A Board Member may be removed from the office of Chair, Vice-Chair, Secretary, Treasurer, or Community Engagement and Regional Liaison Officer by resolution of the Governing Board in accordance with Rule 14, without automatically removing that person from the Governing Board.

Any permanent removal from the Governing Board itself must comply with the applicable provisions of this Rule.

16.26 Resulting Vacancies

Any vacancy resulting from resignation, disqualification, suspension followed by removal, or other cessation of office shall be filled in accordance with Rules 16.14 to 16.17.

16.27 No Circumvention of Member-Elected Governance

The Governing Board shall not use temporary appointments, suspension powers, office reallocation, disciplinary procedures, or vacancy-filling powers for the purpose of circumventing the democratic election rights of Voting Members or improperly altering the composition or control of the Governing Board.



17. DUTIES AND POWERS OF THE GOVERNING BOARD

17.1 Duties of the Governing Board

Each Board Member, as an Officer of the Society, shall, when exercising powers or performing duties:

- (a) act honestly and in good faith in what they believe to be the best interests of IranCNZ;
- (b) exercise their powers and perform their duties for a proper purpose;
- (c) act in accordance with the Objects of IranCNZ, this Constitution, the Incorporated Societies Act 2022, and other applicable New Zealand law;
- (d) exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances;
- (e) not agree to, cause, or allow the activities of IranCNZ to be carried on in a manner likely to create a substantial risk of serious loss to the Society's creditors;
- (f) not agree to IranCNZ incurring an obligation unless the Board Member believes, on reasonable grounds at the time, that the Society will be able to perform the obligation when required;
- (g) regularly attend and participate constructively in Governing Board meetings and General Meetings where reasonably practicable;
- (h) provide effective governance, strategic leadership, oversight, and stewardship for IranCNZ;
- (i) monitor and review the performance, activities, financial position, risks, compliance obligations, and long-term sustainability of IranCNZ;
- (j) develop, review, and implement bylaws, regulations, policies, procedures, strategic plans, and governance systems that support the Objects of IranCNZ and are consistent with this Constitution;
- (k) promote, represent, advocate for, and raise awareness of the Objects, activities, and lawful interests of IranCNZ, subject to any spokesperson or communications authority determined by the Governing Board;
- (l) support initiatives that strengthen the Iranian community in New Zealand and advance the Objects and constitutional principles of IranCNZ;
- (m) ensure the responsible stewardship and protection of the Society's finances, assets, records, intellectual property, confidential information, digital systems, reputation, and other resources;
- (n) maintain the confidentiality of information obtained through their position except where disclosure is authorised, reasonably necessary for the proper performance of their duties, or required or permitted by law;
- (o) act respectfully and constructively towards fellow Board Members, Members, volunteers, employees, contractors, community participants, and other stakeholders;
- (p) respect the responsibilities allocated to the Chair, Vice-Chair, Secretary, Treasurer, and Community Engagement and Regional Liaison Officer while maintaining appropriate collective governance oversight;
- (q) take reasonable steps to ensure that IranCNZ complies with its statutory reporting, record-keeping, membership, financial, governance, and other legal obligations; and
- (r) take all reasonable and lawful steps to advance and protect the Objects, independence, integrity, and long-term interests of IranCNZ.

17.2 Interests and Conflicts of Interest

Each Board Member shall promptly disclose any interest or conflict that may affect, or reasonably be perceived to affect, their impartial exercise of duties.

For the purposes of this Constitution, interests and conflicts shall be managed as follows:

- (a) where a Board Member has a financial or other material interest that constitutes an interest for the purposes of the Incorporated Societies Act 2022, the Board Member shall disclose the nature and extent of that interest and comply with all statutory restrictions concerning participation, voting, and decision-making;



- (b) the Secretary shall ensure that disclosures required by the Act are entered in the Interests Register as soon as reasonably practicable;
- (c) the Governing Board shall review relevant entries in the Interests Register at Governing Board meetings and whenever a matter involving a disclosed interest is considered;
- (d) a Board Member who has a statutory financial or material interest in a matter shall not vote on or sign a document relating to that matter and shall not participate in the decision except to the extent expressly permitted by the Act;
- (e) a Board Member shall also disclose any actual, potential, or perceived conflict of interest that may not constitute a statutory interest but could reasonably call the Board Member's impartiality into question;
- (f) a broader actual, potential, or perceived conflict under Rule 17.2(e) shall be managed proportionately in accordance with this Constitution and any Conflict of Interest Policy adopted by the Governing Board; and
- (g) where there is uncertainty about whether an interest or conflict requires recusal or another protective measure, the matter shall be considered by the non-conflicted Board Members having regard to the Act, this Constitution, and the need to protect the integrity of the decision-making process.

For the avoidance of doubt, the statutory rules governing an Officer's financial or material interest shall prevail where they apply. The broader conflict-of-interest provisions in this Constitution are intended to supplement, and not replace or reduce, those statutory requirements.

17.3 Powers of the Governing Board

Subject to this Constitution, the Incorporated Societies Act 2022, and any matter expressly reserved to Voting Members, Founding Members during the applicable Establishment Period, Founding Life Custodians, or another specified decision-maker, the Governing Board shall have power to:

- (a) manage, govern, and supervise the affairs, activities, and operations of IranCNZ;
- (b) appoint, support, supervise, and, where authorised by this Constitution, remove or replace holders of Board offices, committee members, volunteers, contractors, consultants, employees, advisers, and authorised representatives;
- (c) develop, approve, implement, and review strategic plans, annual plans, budgets, risk-management arrangements, and operational priorities;
- (d) determine applications for membership and ensure that the Register of Members is maintained in accordance with Rules 6 and 7;
- (e) convene and administer Annual General Meetings, Special General Meetings, forums, conferences, consultations, and other meetings of IranCNZ;
- (f) establish committees, working groups, advisory panels, regional chapters, and taskforces and delegate appropriate authority to them in accordance with this Constitution;
- (g) organise and support cultural, educational, advocacy, community, fundraising, and public-awareness activities consistent with the Objects of IranCNZ;
- (h) manage, invest, safeguard, and apply the funds and assets of IranCNZ solely in furtherance of its Objects and in accordance with this Constitution;
- (i) open, operate, and close bank accounts in the legal name of IranCNZ and approve authorised signatories and banking administrators in accordance with the Financial Delegation Policy;
- (j) apply for, receive, administer, and account for grants, sponsorships, donations, bequests, and other lawful funding;
- (k) employ or engage staff, contractors, consultants, advisers, and service providers and determine the terms of their engagement, subject to applicable law, approved budgets, conflicts requirements, and financial delegations;
- (l) enter into contracts, agreements, memoranda of understanding, partnerships, and other lawful arrangements on behalf of IranCNZ;



- (m) purchase, lease, hire, maintain, manage, insure, or dispose of property, equipment, and other assets of IranCNZ in accordance with this Constitution and approved financial controls;
- (n) develop, maintain, secure, and operate websites, social-media accounts, digital platforms, databases, communication channels, membership systems, and other technological resources required for the Society;
- (o) publish statements, reports, submissions, educational materials, media releases, research, and advocacy materials consistent with the Objects and any communications policy approved by the Governing Board;
- (p) make, amend, suspend, or revoke regulations, bylaws, policies, procedures, delegations, and codes of conduct, provided that they are not inconsistent with this Constitution or the Act;
- (q) administer internal disputes and disciplinary matters in accordance with Rule 13 and the principles of natural justice;
- (r) take reasonable and lawful action necessary to protect the Members, finances, assets, information, digital systems, reputation, independence, and Objects of IranCNZ; and
- (s) do all other lawful acts and things that the Governing Board considers reasonably necessary or desirable to advance the Objects of IranCNZ, provided that the Governing Board does not exercise a power expressly reserved to Voting Members or another decision-maker under this Constitution or the Act.

17.4 Limits on Governing Board Powers

The Governing Board shall not:

- (a) amend this Constitution except through the constitutional amendment process in Rule 23;
- (b) exercise a power expressly reserved to Voting Members at a General Meeting;
- (c) override the election, removal, quorum, voting, dispute-resolution, financial, or other safeguards contained in this Constitution;
- (d) use its membership, disciplinary, vacancy-filling, employment, financial, or policy-making powers for the purpose of improperly altering the democratic control of IranCNZ;
- (e) distribute the income, funds, or assets of IranCNZ for private benefit except as expressly permitted by this Constitution and law; or
- (f) delegate any power or responsibility that cannot lawfully be delegated.

17.5 Delegation

The Governing Board may delegate specified powers or functions to an Officer, committee, employee, contractor, working group, regional body, or other authorised person where appropriate.

Any delegation shall:

- (a) be clearly recorded;
- (b) specify the scope and any limits of the delegated authority;
- (c) remain subject to the oversight of the Governing Board;
- (d) comply with this Constitution, the Financial Delegation Policy where applicable, and the Act; and
- (e) be capable of amendment or revocation by the Governing Board.

A delegation does not relieve the Governing Board or any Officer of a responsibility that cannot lawfully be delegated.

17.6 Matters Not Expressly Provided For

If a matter arises that is not expressly provided for in this Constitution or in any regulation, bylaw, policy, or procedure adopted by IranCNZ, the Governing Board may determine the matter, provided that its decision:

- (a) is lawful;
- (b) is consistent with the Objects and constitutional principles of IranCNZ;
- (c) is consistent with this Constitution and the Incorporated Societies Act 2022;



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- (d) does not circumvent a matter reserved to Voting Members or another decision-maker; and
- (e) is recorded appropriately in the minutes of the Governing Board.



18. BOARD MEETINGS AND PROCEDURE

18.1 Chairing Board Meetings

The Chair shall preside at meetings of the Governing Board.

18.2 Responsibilities of the Chair at Board Meetings

The Chair shall be responsible for:

- (a) presiding over Governing Board meetings in a fair, orderly, inclusive, and impartial manner;
- (b) facilitating appropriate participation by all Board Members;
- (c) ensuring that matters requiring a decision are clearly presented to the Governing Board;
- (d) supporting compliance with this Constitution and applicable meeting procedures; and
- (e) supporting implementation and follow-up of decisions of the Governing Board.

18.3 Vice-Chair

If the Chair is absent, unavailable, unwilling, or conflicted in relation to a matter being considered, the Vice-Chair shall preside.

18.4 Alternative Chairperson

If both the Chair and Vice-Chair are unable to preside, the remaining non-conflicted Board Members present shall elect one of their number to chair the meeting.

18.5 Board Procedures

Subject to this Constitution and the Incorporated Societies Act 2022, the Governing Board may regulate its own meeting procedures.

Any procedure adopted by the Governing Board shall be fair, transparent, consistent with this Constitution, and shall not improperly restrict the lawful participation or voting rights of any Board Member.

18.6 Frequency of Meetings

The Governing Board shall meet at least once in each calendar month and may hold additional meetings as reasonably required for the effective governance and operation of IranCNZ.

18.7 Attendance and Consecutive Absences

Board Members are expected to attend Governing Board meetings regularly and to participate actively and responsibly in the governance of IranCNZ. Where a Board Member is unable to attend a meeting, they should provide reasonable notice to the Chair or Secretary wherever practicable.

Where a Board Member is absent from three (3) consecutive scheduled Governing Board meetings without a legitimate reason or reasonable notice, the Governing Board may formally review that Board Member's ability to continue effectively in office.

Before any action is taken under this Rule:

- (a) the Board Member shall be notified in writing of the attendance concern;
- (b) the Board Member shall be given a reasonable opportunity to explain the absences and provide any relevant information;
- (c) the Governing Board shall consider whether the absences arose from legitimate circumstances, including illness, family or caregiving responsibilities, bereavement, employment or professional obligations, travel, emergency circumstances, technological difficulties, or any other reasonable cause;
- (d) where appropriate, the Governing Board shall consider whether temporary leave, electronic participation, or another reasonable arrangement would enable the Board Member to continue fulfilling their responsibilities; and
- (e) any Board Member with a material conflict of interest concerning the matter shall not participate in the decision.



Absence from three (3) consecutive meetings shall not automatically terminate a Board Member's office.

Where, after following the process above, the Governing Board reasonably determines that the Board Member has persistently failed to fulfil their attendance and governance responsibilities without legitimate reason, the Governing Board may:

- (a) issue a formal written warning;
- (b) agree with the Board Member on an attendance or participation plan;
- (c) request that the Board Member voluntarily resign from the Governing Board; or
- (d) where the circumstances justify further action, commence the applicable removal process under Rule 16.

An elected Board Member shall not be permanently removed solely by resolution of the Governing Board under this Rule. Any permanent removal of an elected Board Member shall be undertaken in accordance with Rule 16 and the principles of natural justice.

18.8 Calling a Board Meeting

A Governing Board meeting may be called by:

- (a) the Chair;
- (b) the Vice-Chair where the Chair is absent, unavailable, unwilling, conflicted, or where calling a meeting is otherwise reasonably necessary for the effective governance of IranCnz; or
- (c) any two (2) Board Members acting jointly.

Where a Governing Board meeting is requested under Rule 18.8(b) or 18.8(c), the request shall identify the matter or matters proposed for consideration and shall be communicated to the Secretary, or to another appropriate Officer where the Secretary is unavailable or conflicted.

A request for a Governing Board meeting shall not be unreasonably refused, prevented, or delayed where the proposed business reasonably requires consideration or decision by the Governing Board.

All Board Members shall be notified of the meeting in accordance with this Constitution and shall, so far as reasonably practicable, be provided with the agenda and relevant information and given an equal opportunity to participate.

No person authorised to call a meeting under this Rule may use that authority for the purpose of excluding another Board Member from lawful participation, circumventing quorum or voting requirements, avoiding conflict-of-interest requirements, or improperly concentrating decision-making authority.

18.9 Notice of Board Meetings

Notice of a Governing Board meeting shall be given to all Board Members at least seven (7) days before the meeting unless a genuinely urgent matter requires shorter notice.

Where shorter notice is necessary:

- (a) all Board Members shall be notified as soon as reasonably practicable;
- (b) the reason for urgency shall be stated;
- (c) reasonable efforts shall be made to enable all Board Members to participate; and
- (d) the reason for the shortened notice shall be recorded in the minutes.

18.10 Quorum

The quorum for a Governing Board meeting shall be three (3) Board Members entitled to participate in the business being considered.

18.11 Loss of Quorum Due to Conflict of Interest

Where one or more Board Members are unable to participate in a particular matter because of a statutory interest or another conflict requiring recusal, and fewer than three (3) eligible Board Members remain, the Governing Board shall not determine that matter unless the Act or this Constitution provides a lawful alternative procedure.



18.12 Voting

Each Board Member entitled to vote shall have one (1) vote.

18.13 Board Decisions

Unless this Constitution requires a higher threshold, decisions of the Governing Board shall be made by a simple majority of valid votes cast by Board Members entitled to vote.

18.14 Tied Votes and Casting Vote

The Chair or other person presiding at a Governing Board meeting shall have one (1) deliberative vote only and shall not have an additional casting vote.

Where votes are equally divided, the proposed resolution shall not be passed.

18.15 Proxy Voting

Proxy voting and substitution of Board Members shall not be permitted at Governing Board meetings.

Each Board Member shall exercise their own governance responsibilities and voting rights personally.

18.16 Written and Electronic Resolutions

A resolution in writing may be approved by email, secure electronic communication, electronic signature, or another reliable written method and shall have the same effect as a resolution passed at a duly convened Governing Board meeting where the requirements of this Rule are satisfied.

The complete proposed resolution and sufficient information reasonably necessary to understand the matter shall be provided to **all Board Members entitled to participate in the decision**, even though only the applicable majority is required to approve the resolution.

18.17 Requirements for Written and Electronic Resolutions

A written or electronic resolution shall:

- (a) clearly state the resolution being proposed;
- (b) be provided to all Board Members entitled to participate;
- (c) provide Board Members with a reasonable opportunity to consider and respond to the proposal;
- (d) identify any deadline for responding;
- (e) provide a reasonable opportunity for Board Members to disclose any relevant interest or conflict;
- (f) receive the same level of approval that would have been required if the resolution had been considered at a Governing Board meeting; and
- (g) be recorded in the minutes or written-resolution records of the Governing Board.

A written resolution may consist of multiple physical or electronic documents or approvals that together demonstrate the decision.

18.18 Matters Not Suitable for Written Resolution

A written or electronic resolution shall not ordinarily be used where:

- (a) the matter concerns suspension or proposed removal of a Board Member;
- (b) the matter concerns a serious disciplinary or dispute matter;
- (c) substantial disagreement exists among Board Members and meaningful discussion is reasonably necessary;
- (d) the matter involves a significant unresolved conflict of interest;
- (e) the matter concerns a constitutional amendment, winding up, liquidation, dissolution, amalgamation, removal from the register, or another matter reserved to Voting Members; or
- (f) this Constitution or applicable law requires the matter to be considered through another procedure.

18.19 Electronic Participation

Board Members may participate in Governing Board meetings by telephone, video conference, secure online meeting platform, or another form of electronic communication that enables participants to communicate effectively with one another.



18.20 Attendance by Electronic Means

Participation in accordance with Rule 18.19 shall constitute attendance at the meeting and shall count towards quorum.

The Society shall take reasonable steps to verify the identity of Board Members participating electronically.

18.21 Minutes and Records

The Secretary shall ensure that full and accurate minutes of all Governing Board meetings are prepared, approved, and retained as part of the governance records of IranCNZ.

The minutes shall record, as appropriate:

- (a) the date, time, and method or location of the meeting;
- (b) Board Members present and apologies;
- (c) confirmation of quorum;
- (d) material interests or conflicts disclosed;
- (e) resolutions and decisions considered;
- (f) voting outcomes where appropriate; and
- (g) significant actions arising from the meeting.

18.22 Interests and Recusal

A Board Member shall disclose and manage any interest or conflict relating to a matter before the Governing Board in accordance with Rule 17, the Incorporated Societies Act 2022, and any applicable Conflict of Interest Policy.

A Board Member who is prohibited by the Act or this Constitution from participating in or voting on a matter shall not do so.

18.23 Attendance by Advisers and Other Persons

The Governing Board may invite Members, Founding Life Custodians, advisers, subject-matter experts, employees, volunteers, committee members, community representatives, or other appropriate persons to attend all or part of a Governing Board meeting in an advisory or informational capacity.

A person attending under this Rule shall not have voting rights unless that person is independently entitled to vote as a Board Member.

18.24 Voluntary Service

Board Members shall serve in a voluntary capacity unless remuneration is otherwise lawfully approved in accordance with this Constitution.

Holding office as a Board Member does not prevent reimbursement of reasonable and properly incurred expenses.

18.25 Reimbursement of Expenses

Board Members may be reimbursed for reasonable and properly incurred expenses arising from the performance of their duties on behalf of IranCNZ, provided that:

- (a) the expenditure was reasonably incurred for Society purposes;
- (b) appropriate evidence of the expenditure is provided;
- (c) the reimbursement is authorised in accordance with the Financial Delegation Policy;
- (d) a Board Member shall not authorise their own reimbursement where another authorised person is reasonably available to approve it; and
- (e) the reimbursement is accurately and transparently recorded in the Society's financial records.



18.26 Confidentiality and Security

Board Members shall appropriately protect confidential, personal, financial, governance, membership, and other sensitive information obtained through their position.

Board papers, electronic communications, voting records, passwords, digital credentials, and confidential documents shall be stored, accessed, and transmitted using reasonable security measures.

18.27 No Circumvention of Board Procedures

The Governing Board shall not use written resolutions, urgent meetings, electronic processes, delegations, shortened notice periods, attendance procedures, or other procedural mechanisms for the purpose of:

- (a) improperly excluding a Board Member from lawful participation;
- (b) circumventing quorum or voting requirements;
- (c) avoiding disclosure or proper management of a conflict of interest;
- (d) avoiding the natural-justice or removal procedures contained in this Constitution; or
- (e) improperly concentrating decision-making authority in one or more Board Members.



19. NOMINATIONS AND ELECTIONS COMMITTEE

19.1 Establishment of the Committee

A Nominations and Elections Committee shall be constituted for each election of Board Members by Voting Members, including elections held during the Advisory Transition Period and following expiry of the Establishment Period.

19.2 Composition of the Committee

The Nominations and Elections Committee shall consist of three (3) persons appointed by the Governing Board no later than seventy-five (75) days before the election date and shall comprise, so far as reasonably practicable:

- (a) one (1) Member of IranCNZ who is not a candidate in the election;
- (b) one (1) additional Member or Independent Person who is not a candidate in the election; and
- (c) one (1) Independent Person with appropriate experience in governance, elections, community organisations, law, administration, or another relevant field.

19.3 Independence During the Advisory Transition Period

During the Advisory Transition Period, no Board Member whose position is being contested in the election may participate in the appointment of the Nominations and Elections Committee if that Board Member intends to stand as a candidate.

19.4 Eligibility and Independence of Committee Members

No member of the Nominations and Elections Committee may:

- (a) be a candidate in the election being administered;
- (b) be directly involved in the campaign or nomination of a candidate;
- (c) have an actual, potential, or perceived material conflict of interest that could reasonably call their impartiality into question; or
- (d) have any other relationship or interest that would materially compromise, or reasonably appear to compromise, the independence and integrity of the election process.

19.5 Term of Appointment

Members of the Nominations and Elections Committee shall remain in office until completion of the election process for which they were appointed, including certification of the election results and determination of any procedural matter that falls within the Committee's authority.

19.6 Responsibilities of the Committee

The Nominations and Elections Committee shall be responsible for:

- (a) receiving nominations for elected Board positions;
- (b) verifying that nominees satisfy the eligibility requirements contained in this Constitution;
- (c) requesting and reviewing information reasonably necessary to determine candidate eligibility;
- (d) organising, managing, and conducting elections required under this Constitution;
- (e) preparing and distributing nomination forms, election notices, candidate information, and voting instructions;
- (f) determining the election timetable and administrative procedures, provided that they are consistent with this Constitution;
- (g) ensuring that all eligible candidates are treated fairly and consistently;
- (h) supervising the voting process and taking reasonable steps to ensure that elections are conducted fairly, securely, transparently, and impartially;
- (i) taking reasonable steps to verify voter eligibility and ensure that each Voting Member exercises no more than one (1) vote;
- (j) protecting the confidentiality and integrity of secret ballots and secure electronic voting;



- (k) receiving, counting, validating, and recording votes;
- (l) addressing procedural matters, irregularities, or election issues in accordance with this Constitution;
- (m) certifying and announcing the election results; and
- (n) reporting the outcome of the election to Voting Members and the Governing Board.

19.7 Assessment of Candidates

In assessing nominations, the Nominations and Elections Committee shall consider only whether the candidate satisfies the eligibility requirements contained in this Constitution and any lawful and reasonable nomination requirements established under it.

19.8 Political and Candidate Neutrality

The Nominations and Elections Committee shall not assess, rank, endorse, recommend, campaign for, campaign against, or otherwise express a preference for any eligible candidate.

Committee members shall perform their functions impartially and shall not use confidential information obtained through their role to benefit or disadvantage any candidate.

19.9 Meetings and Quorum

The Nominations and Elections Committee may meet in person or by electronic means.

The quorum for a meeting of the Nominations and Elections Committee shall be two (2) Committee members, provided that at least one (1) of those present is an Independent Person appointed under Rule 19.2(b) or 19.2(c).

Decisions shall be made by a simple majority of Committee members participating and entitled to vote.

Where only two (2) Committee members participate and they are equally divided on a material decision, the matter shall not be determined until the third Committee member participates or an eligible replacement is appointed under Rule 19.13. No Committee member shall have a casting vote.

19.10 Confidentiality and Election Information

Information received or created by the Nominations and Elections Committee shall be treated as confidential where appropriate, particularly information concerning:

- (a) Member contact details;
- (b) voter-identification information;
- (c) individual voting choices;
- (d) confidential candidate information; and
- (e) passwords, access credentials, electronic voting information, or other election-security information.

Information may be disclosed where reasonably necessary to administer the election, required by this Constitution, authorised by law, or necessary for an appropriate review of the election process.

19.11 Conflicts of Interest

A member of the Nominations and Elections Committee who becomes aware of an actual, potential, or perceived material conflict of interest concerning a candidate, voter, election issue, or other matter shall immediately disclose the conflict.

The conflicted Committee member shall not participate in consideration or determination of the affected matter where their impartiality could reasonably be questioned.

Where the conflict prevents the Committee from maintaining the quorum required under Rule 19.9, an eligible replacement shall be appointed in accordance with Rule 19.13.

19.12 Election Records

The Nominations and Elections Committee shall ensure that appropriate records of the election process are maintained, including:

- (a) nominations received;



- (b) candidate-eligibility determinations;
- (c) election notices and voting instructions;
- (d) the number of eligible Voting Members;
- (e) the number of valid votes cast;
- (f) the certified election result; and
- (g) any material procedural issue and how it was addressed.

Secret ballots shall be managed in a manner that preserves voter confidentiality.

Election records shall be transferred to the Secretary for secure retention after completion of the election, subject to any confidentiality or security restrictions that should continue to apply.

19.13 Vacancies on the Committee

Any vacancy on the Nominations and Elections Committee shall be filled by the Governing Board as soon as reasonably practicable with a person who satisfies the eligibility, independence, and conflict-of-interest requirements of this Rule.

Where the vacancy concerns the Independent Person appointed under Rule 19.2(c), the replacement shall also be an Independent Person with appropriate relevant experience.

19.14 Election Complaints and Procedural Challenges

Any complaint concerning the administration or integrity of an election shall be submitted in writing within seven (7) days after the election result is announced, unless exceptional circumstances justify a later complaint.

The complaint shall identify the alleged irregularity and, where reasonably available, provide supporting information.

A person whose conduct or decision is directly challenged shall not determine the complaint. Where the Nominations and Elections Committee cannot determine the matter impartially, it shall be referred to an Independent Person or panel in accordance with Rule 13.

An election shall not be invalidated because of a minor procedural irregularity unless the irregularity materially affected, or could reasonably have materially affected, the fairness or outcome of the election.

19.15 Application During the Establishment Period

This Rule does not apply to the selection of the five (5) Founding Member Board positions during the Initial Management Period or to the selection of the two (2) reserved Founding Member Board positions during the Advisory Transition Period.

However, any election of Board Members by Voting Members during the Advisory Transition Period shall be administered under this Rule.



20. APPOINTMENT AND ELECTION OF GOVERNING BOARD MEMBERS

20.1 Initial Management Period

During the Initial Management Period, the Founding Members shall select five (5) eligible Board Members exclusively from among the Founding Members in accordance with this Constitution.

20.2 Terms During the Initial Management Period

Each Board Member selected under Rule 20.1 shall hold office for six (6) months.

Before expiry of each six-month term, the Founding Members shall select the five (5) Board Members for the next six-month term.

A retiring Board Member may be reselected, provided that the person continues to satisfy all eligibility requirements under this Constitution and the Incorporated Societies Act 2022.

20.3 Advisory Transition Period

The Advisory Transition Period shall commence on the second anniversary of incorporation and continue until the fifth anniversary of incorporation.

20.4 Board Composition During the Advisory Transition Period

During the Advisory Transition Period:

- (a) the Founding Members shall select two (2) eligible Founding Members to occupy the reserved Founding Member Board positions; and
- (b) Voting Members shall elect three (3) eligible Board Members in accordance with this Constitution.

20.5 First Member Election

The first election by Voting Members shall be conducted so that the three (3) elected Board Members assume office at, or as soon as reasonably practicable after, commencement of the Advisory Transition Period.

20.6 Terms During the Advisory Transition Period

During the Advisory Transition Period, all five (5) Board Members shall hold office for one (1) year.

Selections and elections shall be conducted annually.

A retiring Board Member may be reselected or re-elected, as applicable, subject to the eligibility requirements and term limits contained in this Constitution.

20.7 Full Democratic Governance

The Establishment Period shall expire automatically on the fifth anniversary of incorporation.

20.8 Board Composition After the Establishment Period

From expiry of the Establishment Period, all five (5) Board positions shall be filled by election by Voting Members.

The two (2) reserved Founding Member Board positions shall cease automatically and permanently.

Any Founding Member, including a Founding Life Custodian, may stand for election after the Establishment Period provided that they satisfy the same eligibility requirements applicable to other candidates.

20.9 First Election for Full Democratic Governance

The first election for all five (5) elected Board positions shall be conducted so that the elected Governing Board assumes office at, or as soon as reasonably practicable after, the fifth anniversary of incorporation.



20.10 Staggered Terms After the Establishment Period

Following expiry of the Establishment Period, elected Board Members shall ordinarily serve terms of two (2) years, subject to the transitional arrangement in Rule 20.11 and the consecutive-term limits contained in this Constitution.

20.11 Establishing Staggered Terms

At the first election for all five (5) Board positions following expiry of the Establishment Period:

- (a) the three (3) elected candidates receiving the highest number of valid votes shall serve initial terms of two (2) years;
- (b) the remaining two (2) elected candidates shall serve initial terms of one (1) year; and
- (c) thereafter, each Board position shall ordinarily be elected for a term of two (2) years.

The initial one-year terms under Rule 20.11(b) are solely for the purpose of establishing staggered elections and shall count as one elected term for the purposes of any applicable consecutive-term limit.

20.12 Continuity of the Governing Board

The staggered-term structure is intended to promote continuity, institutional knowledge, stability, and orderly succession by reducing the likelihood that all five (5) elected Board positions change at the same time.

Nothing in this Rule guarantees re-election or continuation in office beyond the applicable elected term.

20.13 Election Process

The Nominations and Elections Committee shall call for nominations for elected Board positions at least sixty (60) days before the election date.

20.14 Nominations

Nominations must:

- (a) be submitted in the form prescribed by the Nominations and Elections Committee;
- (b) be received no later than thirty (30) days before the election date;
- (c) include confirmation that the nominee consents to being nominated and, if elected, consents to act as an Officer;
- (d) demonstrate that the nominee satisfies the eligibility requirements contained in this Constitution;
- (e) identify the regional category in which the nominee seeks election, where applicable; and
- (f) include any information reasonably required by the Nominations and Elections Committee to verify eligibility.

20.15 Verification of Nominations

Upon receipt of nominations, the Nominations and Elections Committee shall:

- (a) verify the eligibility of each nominee;
- (b) verify regional eligibility where applicable;
- (c) notify nominees whether their nomination has been accepted;
- (d) provide reasonable written reasons where a nomination is determined to be ineligible;
- (e) prepare and distribute appropriate information about eligible candidates to Voting Members; and
- (f) organise and conduct the election process in accordance with Rules 19 and 20.

20.16 Regional Representation

In recognition of the geographic distribution of the Iranian community throughout New Zealand, elected Board positions shall, where sufficient eligible candidates are available, be allocated in accordance with this Rule.



20.17 Regional Representation After the Establishment Period

Where five (5) Board positions are elected by Voting Members, the positions shall be allocated as follows:

- (a) three (3) positions for candidates residing in Northland, Auckland, or Waikato;
- (b) one (1) position for a candidate residing in Bay of Plenty, Gisborne, Hawke's Bay, Taranaki, Manawātū-Whanganui, or Wellington; and
- (c) one (1) position for a candidate residing in the South Island.

20.18 Regional Representation During the Advisory Transition Period

During the Advisory Transition Period, when three (3) Board positions are elected by Voting Members, the elected positions shall, where sufficient eligible candidates are available, be allocated as follows:

- (a) one (1) position for a candidate residing in Northland, Auckland, or Waikato;
- (b) one (1) position for a candidate residing in Bay of Plenty, Gisborne, Hawke's Bay, Taranaki, Manawātū-Whanganui, or Wellington; and
- (c) one (1) position for a candidate residing in the South Island.

20.19 Regional Residency Requirement

For the purpose of Rules 20.16 to 20.18, a candidate shall ordinarily have had their principal place of residence within the relevant regional category for at least six (6) consecutive months immediately before the closing date for nominations.

20.20 Genuine Recent Relocation

The six-month requirement in Rule 20.19 may be waived by the Nominations and Elections Committee where the Committee is reasonably satisfied that:

- (a) the candidate has genuinely relocated their principal place of residence to the relevant region;
- (b) the relocation was not undertaken primarily for the purpose of obtaining eligibility for a regional Board position; and
- (c) the candidate genuinely resides, or intends to reside on an ongoing basis, in that region.

The reasons for granting an exception shall be recorded by the Nominations and Elections Committee.

20.21 Determining Principal Place of Residence

A candidate's region shall be determined by their genuine principal place of residence in New Zealand at the closing date for nominations, subject to Rules 20.19 and 20.20.

The Nominations and Elections Committee may request reasonable evidence of residence where necessary to verify regional eligibility.

20.22 Insufficient Regional Candidates

Where there are insufficient eligible candidates from a regional category to fill a position allocated to that region:

- (a) the unfilled position may be contested by eligible candidates from any other region of New Zealand;
- (b) no elected Board position shall remain vacant solely because there is no eligible candidate from the regional category to which that position would otherwise have been allocated; and
- (c) the Nominations and Elections Committee shall administer the process in a manner that, as far as reasonably practicable, promotes national and regional representation while ensuring that available elected positions can be filled.

20.23 Candidate Information and Voting Instructions

At least fourteen (14) days before the election date, the Nominations and Elections Committee shall provide Voting Members with:

- (a) the names of eligible candidates;
- (b) the regional category applicable to each candidate;



- (c) appropriate candidate information provided in accordance with the election procedures;
- (d) clear voting instructions; and
- (e) information concerning the date and closing time of the ballot.

All eligible candidates shall be given a fair and reasonably equal opportunity to provide candidate information.

20.24 Election of Candidates

Subject to the regional allocation requirements in this Rule, the eligible candidates receiving the highest number of valid votes for the available positions shall be declared elected.

20.25 Candidates Elected Unopposed

Where the number of eligible candidates for an elected position or regional category is equal to or fewer than the number of positions available, those candidates shall be declared elected unopposed.

20.26 Tied Election

Where two or more candidates receive an equal number of votes for the final available elected position, the Nominations and Elections Committee shall conduct a run-off election between the tied candidates.

No Chair, Board Member, or other person shall have a casting vote to determine an election tie.

20.27 Assumption of Office

Following each election, elected Board Members shall assume office:

- (a) at the conclusion of the election process;
- (b) at the conclusion of the relevant AGM; or
- (c) on the applicable commencement date specified under Rules 20.5 or 20.9, as determined by the election timetable and this Constitution.

The outgoing Board Member shall remain responsible for reasonable and orderly handover of Society records, information, property, passwords, digital access, and other governance responsibilities relating to their office.

20.28 Paid Employment and Board Membership

A person elected, selected, or appointed to the Governing Board shall not simultaneously hold a paid employment position with IranCNZ.

This Rule does not prevent reimbursement of reasonable expenses or another payment expressly permitted by this Constitution and applicable law.

20.29 Independence of Elections

No Board Member, Founding Member, Founding Life Custodian, Officer, employee, Member, or other person shall improperly interfere with the independent administration of an election by the Nominations and Elections Committee.

Nothing in this Rule prevents lawful campaigning, endorsement in a personal capacity where permitted by election rules, or participation in an election as a candidate or voter, provided that Society resources, confidential information, official authority, or governance powers are not improperly used to advantage or disadvantage a candidate.

20.30 No Manipulation of Regional Representation

No person shall knowingly provide false or misleading residential information, establish a nominal or artificial residence, or otherwise manipulate regional eligibility for the purpose of obtaining a Board position.

Any material concern regarding regional eligibility shall be determined by the Nominations and Elections Committee in accordance with Rules 19 and 20 and the principles of procedural fairness.



20.31 Relationship With Founding Member and Founding Life Custodian Roles

Nothing in this Rule limits the temporary selection powers expressly conferred upon the Founding Members during the Initial Management Period or Advisory Transition Period.

Following expiry of the Establishment Period, no Founding Member or Founding Life Custodian shall have a reserved Board position by reason of that status alone.

A Founding Member or Founding Life Custodian may thereafter stand for election on the same basis as any other eligible Voting Member.

20.32 Consistency With Other Board-Term Provisions

Where Rules 14 or 16 currently refer to one-year elected Board terms following expiry of the Establishment Period, those provisions shall be read and amended consistently with Rules 20.10 and 20.11 so that, after the initial staggering arrangement, elected Board Members ordinarily serve two-year terms.



21. CHAIR AND VICE-CHAIR OF THE GOVERNING BOARD

21.1 Chair

IranCNZ shall have a Chair elected by the Governing Board from among the five (5) Board Members in accordance with Rule 14.

21.2 Election of Board Office Holders

Following each selection or election that constitutes a new Governing Board, the Governing Board shall elect from among its five (5) members:

- (a) a Chair;
- (b) a Vice-Chair;
- (c) a Secretary;
- (d) a Treasurer; and
- (e) a Community Engagement and Regional Liaison Officer.

Each office shall ordinarily be held by a different Board Member in accordance with Rule 14.

21.3 Responsibilities of the Chair

The Chair shall be responsible for:

- (a) providing governance leadership and supporting the strategic direction of IranCNZ;
- (b) presiding over General Meetings and Governing Board meetings in a fair, orderly, inclusive, and impartial manner;
- (c) supporting effective participation, respectful discussion, and collective decision-making by the Governing Board;
- (d) ensuring that the Governing Board remains focused on the Objects, constitutional principles, strategic priorities, and long-term interests of IranCNZ;
- (e) supporting the implementation and follow-up of resolutions and decisions of the Governing Board;
- (f) acting as the principal representative and spokesperson of IranCNZ where authorised by the Governing Board;
- (g) representing IranCNZ, where authorised, in dealings with government agencies, community organisations, media organisations, sponsors, donors, and other stakeholders;
- (h) working collaboratively with the Vice-Chair, Secretary, Treasurer, Community Engagement and Regional Liaison Officer, and other Board Members;
- (i) ensuring that significant or urgent governance matters are brought promptly to the Governing Board; and
- (j) performing any other responsibilities assigned by the Governing Board that are consistent with this Constitution.

21.4 Authority and Accountability of the Chair

The Chair shall remain subject to the collective authority of the Governing Board and shall act in accordance with lawful resolutions, decisions, delegations, and policies adopted by the Governing Board.

The Chair shall not have unilateral authority to:

- (a) make decisions reserved to the Governing Board or Voting Members;
- (b) enter into material contracts or financial commitments on behalf of IranCNZ without appropriate authority;
- (c) override a lawful decision of the Governing Board;
- (d) direct another Officer to act contrary to their statutory or constitutional responsibilities; or
- (e) exercise any power not conferred by this Constitution, a lawful delegation of the Governing Board, or applicable law.



21.5 Voting Rights of the Chair

The Chair shall have one (1) vote as a Board Member.

The Chair shall not have an additional casting vote. Where votes of the Governing Board are equally divided, the proposed resolution shall not be passed in accordance with Rule 18.

21.6 Vice-Chair

IranCNZ shall have a Vice-Chair elected by the Governing Board from among the five (5) Board Members in accordance with Rule 14.

21.7 Responsibilities of the Vice-Chair

The Vice-Chair shall be responsible for:

- (a) supporting the Chair in carrying out the Chair's governance and leadership responsibilities;
- (b) acting as Chair when the Chair is absent, unavailable, unwilling, conflicted, or when the office of Chair is temporarily vacant;
- (c) supporting continuity, stability, and effective functioning of the Governing Board;
- (d) assisting with governance planning, Board coordination, meeting preparation, strategic implementation, and follow-up of Board decisions;
- (e) supporting induction, succession planning, leadership development, and continuity between successive Governing Boards;
- (f) assisting the Chair to ensure that responsibilities allocated by the Governing Board are appropriately followed up;
- (g) promoting effective communication and cooperation among Board Members;
- (h) supporting identification and appropriate consideration of governance risks; and
- (i) performing any other responsibilities delegated by the Chair or assigned by the Governing Board that are consistent with this Constitution.

21.8 Acting Chair

Where the Vice-Chair acts as Chair under this Constitution, the Vice-Chair may exercise the functions and authority of the Chair that are reasonably necessary for that period, subject to the same limitations, accountability, delegations, and duties that apply to the Chair.

Acting as Chair does not give the Vice-Chair an additional vote or casting vote.

21.9 Voting Rights of the Vice-Chair

The Vice-Chair shall have one (1) vote as a Board Member and shall not receive any additional or casting vote solely because of holding the office of Vice-Chair or acting temporarily as Chair.

21.10 Temporary Vacancy in the Office of Chair

Where the office of Chair becomes vacant, the Vice-Chair shall act as Chair until the Governing Board elects a replacement Chair.

The Governing Board shall elect a replacement Chair from among the remaining eligible Board Members as soon as reasonably practicable.

21.11 Removal of the Chair from that Office

The Governing Board may remove the Chair from the office of Chair by a resolution supported by at least two-thirds (2/3) of the other non-conflicted Board Members, provided that:

- (a) the Chair is given written notice of the proposed removal and the reasons for it;
- (b) the Chair is given a reasonable opportunity to respond before the decision is made; and
- (c) the principles of natural justice are observed.

Removal from the office of Chair does not by itself remove that person from the Governing Board.

Any removal of the person as a Board Member must be undertaken separately in accordance with Rule 16.



21.12 Removal of the Vice-Chair from that Office

The Governing Board may remove the Vice-Chair from the office of Vice-Chair by a resolution supported by at least two-thirds (2/3) of the other non-conflicted Board Members, provided that:

- (a) the Vice-Chair is given written notice of the proposed removal and the reasons for it;
- (b) the Vice-Chair is given a reasonable opportunity to respond before the decision is made; and
- (c) the principles of natural justice are observed.

Removal from the office of Vice-Chair does not by itself remove that person from the Governing Board.

Any removal of the person as a Board Member must be undertaken separately in accordance with Rule 16.

21.13 Delegation

The Chair may delegate appropriate administrative or representative responsibilities to the Vice-Chair or another Officer where authorised by the Governing Board or reasonably incidental to the Chair's role.

Any delegation shall:

- (a) be consistent with this Constitution;
- (b) not transfer a statutory responsibility that cannot lawfully be delegated;
- (c) not override the specific responsibilities allocated to another Officer under Rule 14;
- (d) remain subject to Governing Board oversight; and
- (e) not relieve the Chair or Governing Board of any responsibility that remains with them under this Constitution or applicable law.

21.14 Relationship With Other Officer Roles

The Chair and Vice-Chair shall respect the separate responsibilities of the Secretary, Treasurer, and Community Engagement and Regional Liaison Officer established under Rule 14.

Nothing in this Rule authorises the Chair or Vice-Chair to assume or override another Officer's portfolio without a lawful decision of the Governing Board, except where temporary action is reasonably necessary and consistent with this Constitution.

21.15 Collective Governance

The Chair and Vice-Chair provide leadership and continuity but do not govern IranCNZ independently of the Governing Board.

All five (5) Board Members remain collectively responsible for the governance of IranCNZ and are subject to the duties and responsibilities contained in Rules 14, 17, and 18 and the Incorporated Societies Act 2022.



22. FINANCES

22.1 Financial Year

Unless otherwise determined by a General Meeting, the financial year of IranCNZ shall commence on 1 April and end on 31 March of the following year.

22.2 Accounting Records

The Governing Board shall ensure that proper, accurate, and complete accounting records are maintained in accordance with the Incorporated Societies Act 2022, applicable financial reporting standards, and other applicable New Zealand law.

The accounting records shall:

- (a) correctly record and explain the financial transactions of IranCNZ;
- (b) enable the financial position of IranCNZ to be determined with reasonable accuracy;
- (c) enable annual financial statements to be prepared in accordance with applicable requirements; and
- (d) enable the financial statements to be readily and properly audited, reviewed, or examined where required.

22.3 Responsibilities of the Treasurer

The Treasurer shall be responsible for the financial administration and oversight of IranCNZ, including:

- (a) maintaining or overseeing accurate and up-to-date financial records;
- (b) overseeing the Society's bank accounts, income, expenditure, assets, liabilities, and financial transactions;
- (c) ensuring that payments and expenditure are properly authorised and appropriately documented;
- (d) preparing and presenting regular financial reports to the Governing Board;
- (e) preparing or coordinating the annual budget and annual financial statements;
- (f) monitoring the financial position, cash flow, commitments, and financial sustainability of IranCNZ;
- (g) supporting compliance with applicable financial, taxation, funding, grant, and statutory reporting requirements;
- (h) maintaining appropriate records relating to grants, donations, sponsorships, reimbursements, and other financial arrangements;
- (i) promptly reporting any significant financial irregularity, suspected misuse of funds, control weakness, or material financial risk to the Governing Board; and
- (j) performing any other financial responsibilities assigned by the Governing Board in accordance with this Constitution.

The Treasurer shall remain accountable to the Governing Board and shall not commit IranCNZ to expenditure, borrowing, guarantees, contracts, or other financial obligations except as authorised by this Constitution, the Governing Board, or an approved Financial Delegation Policy.

22.4 Application of Funds and Assets

The funds, income, and assets of IranCNZ shall be applied solely towards the promotion and advancement of the Objects of the Society and shall not be distributed directly or indirectly for the private financial benefit of any Member except as expressly permitted by this Constitution and applicable law.

22.5 Society Bank Accounts

All bank accounts operated by IranCNZ shall be held in the legal name of **Iranian Community of New Zealand Incorporated (IranCNZ)**.

No Society funds shall ordinarily be deposited into, retained in, or administered through the personal bank account of a Member, Board Member, Officer, employee, volunteer, or other individual.



22.6 Money Received

All money received on behalf of IranCNZ shall be promptly and accurately recorded in the Society's financial records and deposited as soon as reasonably practicable into a bank account held in the name of IranCNZ.

Reasonable petty-cash arrangements may be maintained where approved by the Governing Board and governed by appropriate limits, receipts, reconciliation procedures, and financial controls.

22.7 Financial Delegation Policy

The Governing Board shall adopt and maintain a Financial Delegation Policy setting out:

- (a) levels of financial authority;
- (b) expenditure and payment approval requirements;
- (c) banking authorities and online banking access;
- (d) transaction and expenditure limits;
- (e) requirements for supporting documentation;
- (f) reimbursement procedures;
- (g) controls concerning related-party transactions and conflicts of interest;
- (h) procedures for grants, donations, sponsorships, and other restricted funds; and
- (i) any other financial controls reasonably necessary to protect the funds and assets of IranCNZ.

22.8 Two-Person Authorisation

Payments, withdrawals, transfers, contracts, or other financial commitments exceeding the threshold specified in the Financial Delegation Policy shall require approval by at least two (2) appropriately authorised persons.

The Financial Delegation Policy shall specify:

- (a) the monetary threshold at which two-person authorisation becomes mandatory;
- (b) the persons or offices authorised to approve transactions;
- (c) any lower thresholds applying to particular categories of expenditure or higher-risk transactions; and
- (d) procedures for urgent or exceptional expenditure.

22.9 No Self-Authorisation

No person shall solely authorise or approve:

- (a) a payment to themselves;
- (b) reimbursement of their own expenses;
- (c) a payment to an Associated Person where the approving person has a material interest;
- (d) a contract or transaction in which they have a statutory financial or material interest; or
- (e) another financial benefit to themselves where independent approval is reasonably available.

Such transactions shall be considered and authorised by appropriately authorised non-conflicted persons in accordance with the Act, this Constitution, and the Financial Delegation Policy.

22.10 Banking Access and Security

The Governing Board shall determine which Officers or other authorised persons may access or administer the Society's bank accounts.

Banking access shall:

- (a) be limited to persons who reasonably require access for their authorised responsibilities;
- (b) use appropriate security and authentication measures;
- (c) be reviewed when an authorised person changes office, resigns, is removed, or no longer requires access;
- (d) be removed promptly when a person ceases to be authorised; and



(e) be reviewed periodically by the Governing Board.

22.11 Annual Budget

The Governing Board shall approve an annual budget for IranCNZ and shall monitor income and expenditure against that budget at reasonable intervals during the financial year.

Material departures from the approved budget shall be brought to the Governing Board for consideration and approval in accordance with the Financial Delegation Policy.

22.12 Financial Reporting to the Governing Board

The Treasurer shall provide financial reports to the Governing Board at reasonable intervals and, where practicable, at each ordinary Governing Board meeting.

Financial reports shall contain sufficient information to enable the Governing Board to understand the Society's financial position, significant income and expenditure, commitments, available funds, and material financial risks.

22.13 Annual Financial Statements

The Governing Board shall ensure that annual financial statements are prepared for each financial year in accordance with the Incorporated Societies Act 2022 and any applicable financial reporting standards.

The annual financial statements shall be presented to Members at the AGM.

The Society shall complete and file its financial statements and annual return within all applicable statutory timeframes.

22.14 Audit, Review or Financial Examination

Members at an AGM may appoint an independent auditor, reviewer, or financial examiner to examine the financial records and annual financial statements of IranCNZ.

Where an audit, review, or financial examination is required by law or approved by Members, the resulting report shall be presented to Members at the AGM.

22.15 Grants, Donations and Restricted Funds

Any grant, donation, sponsorship, bequest, or other funding received subject to lawful conditions shall be:

- (a) accurately recorded;
- (b) used consistently with the applicable lawful conditions and the Objects of IranCNZ;
- (c) separately identifiable in the financial records where appropriate; and
- (d) reported or accounted for as required by the funding arrangement and applicable law.

IranCNZ shall not accept a funding condition that would unlawfully compromise the Society's independence, governance, Objects, or obligations under this Constitution.

22.16 Financial Conflicts of Interest

Any Board Member or Officer having a financial or material interest in a proposed payment, contract, transaction, or other financial decision shall disclose and manage that interest in accordance with Rule 17, the Incorporated Societies Act 2022, and the Interests Register.

No conflicted person shall participate in or vote on a financial decision where participation or voting is prohibited by law.

22.17 Personal Financial Benefit

No Member, Founding Member, Founding Life Custodian, Board Member, Officer, volunteer, or Associated Person shall derive improper personal financial gain from the funds, assets, property, or activities of IranCNZ.

Nothing in this Rule prevents:

- (a) reimbursement of reasonable and properly incurred expenses;



-
- (b) reasonable remuneration for services actually provided where lawfully authorised;
 - (c) arm's-length contracts or transactions permitted under this Constitution; or
 - (d) another payment or benefit expressly permitted by law and this Constitution.

22.18 Financial Records Retention

IranCNCZ shall retain its accounting and financial records for the period required by the Incorporated Societies Act 2022 and other applicable law.

Accounting records shall be retained for the current accounting period and the previous seven (7) completed accounting periods, or for any longer period required by applicable law.

22.19 Financial Irregularities

Any Officer who becomes aware of suspected fraud, misappropriation, unauthorised expenditure, significant accounting irregularity, misuse of Society funds, or another material financial concern shall promptly report the matter to the Treasurer and Chair, or to another non-conflicted Officer where either of those persons may be involved.

The Governing Board shall take reasonable steps to investigate and address the matter and, where appropriate or legally required, obtain independent professional advice or report the matter to the appropriate authority.

22.20 Financial Accountability

The Treasurer has primary responsibility for coordinating the financial administration of IranCNCZ, but **all five (5) Board Members remain collectively responsible for appropriate financial governance, oversight, and stewardship of the Society's funds and assets.**

The Governing Board shall not delegate financial responsibilities in a manner that removes or improperly limits its collective governance accountability.



23. ALTERATIONS OF RULES

23.1 Form of Constitutional Amendments

Any amendment to this Constitution, including any addition, alteration, replacement, or revocation of a provision, **shall be in writing** and shall be made only in accordance with this Rule, the Incorporated Societies Act 2022, and any other applicable law.

A proposed amendment shall clearly identify:

- (a) the provision proposed to be amended;
- (b) the exact wording of the proposed amendment;
- (c) the reason or purpose for the proposed amendment; and
- (d) the date on which the amendment is proposed to take effect, if different from the date determined by law.

23.2 Proposal of Amendments

A constitutional amendment may be proposed by:

- (a) the Governing Board; or
- (b) Voting Members in accordance with the procedures for Member motions and General Meetings contained in Rule 15.

Any proposed amendment shall be submitted to the Secretary in sufficient time to comply with the applicable notice requirements.

23.3 Notice to Members

The complete written text of any proposed constitutional amendment shall be provided to all Voting Members with the notice of the General Meeting at which the amendment is to be considered.

The notice shall include sufficient information to enable Voting Members to understand the nature, purpose, and reasonably foreseeable effect of the proposed amendment.

No material constitutional amendment shall be introduced for the first time and finally determined under general business at a General Meeting without the required prior notice.

23.4 Approval by Voting Members

Subject to any higher threshold expressly required by this Constitution, a constitutional amendment shall require approval by a Special Resolution of Voting Members at a properly convened General Meeting.

A Special Resolution for the purposes of this Rule shall require approval by not less than two-thirds (2/3) of valid votes cast by Voting Members entitled to vote on the amendment.

23.5 Constitutional Amendments During the Initial Management Period

During the Initial Management Period, constitutional amendments shall remain subject to the Member approval requirements of Rule 23.4 and the Incorporated Societies Act 2022.

Founding Members shall not have exclusive authority to amend this Constitution or replace any approval required from Voting Members by the Act.

Where this Constitution expressly requires an additional consultation, stewardship, or approval process involving Founding Members or Founding Life Custodians during the Establishment Period, that process shall operate only as an additional constitutional safeguard and shall not replace any approval required from Voting Members under this Constitution or the Act.

23.6 Fundamental Constitutional Matters

A proposed amendment that materially affects a Fundamental Constitutional Matter shall additionally comply with the enhanced participation requirements in Rule 15 and any applicable stewardship and consultation requirements in Rule 11.

Fundamental Constitutional Matters include material amendments affecting:



- (a) the Objects of IranCNZ;
- (b) the four principles contained in Rule 6.7;
- (c) the democratic, independent, or not-for-profit character of IranCNZ;
- (d) the constitutional protections against improper organisational capture or control;
- (e) the application of income and prohibition on improper private benefit;
- (f) winding up, liquidation, dissolution, removal from the register, or distribution of surplus assets;
- (g) the fundamental rights of Voting Members to participate in the democratic governance of IranCNZ;
or
- (h) the constitutional role and protections of the Founding Life Custodians.

23.7 Founding Life Custodian Consultation

Before Voting Members vote on a proposed amendment concerning a Fundamental Constitutional Matter identified in Rule 23.6, the Founding Life Custodians shall be provided with the complete proposed amendment and a reasonable opportunity to provide a written stewardship opinion in accordance with Rule 11.

Any stewardship opinion received within the applicable timeframe shall be made available to Voting Members before the vote.

The stewardship opinion is advisory and does not constitute an additional personal vote or unilateral veto.

The inability, vacancy, death, resignation, or failure of one or more Founding Life Custodians to provide an opinion shall not prevent IranCNZ from completing a lawful constitutional amendment process.

23.8 No Permanent Personal Founder Veto

Following expiry of the Establishment Period, no constitutional amendment shall require the personal approval of any Founding Member solely because of that person's Founding Member status.

Any continuing constitutional stewardship role of a Founding Life Custodian shall operate only in accordance with Rule 11 and shall not replace the democratic approval rights of Voting Members or the requirements of the Act.

For the avoidance of doubt, Rules 24 and 25 shall not be interpreted as creating an indefinite personal veto in favour of the original Founding Members.

23.9 Enhanced Protection Without Permanent Founder Control

Where this Constitution requires enhanced protection for a Fundamental Constitutional Matter, that protection shall be achieved through:

- (a) an enhanced Member participation requirement;
 - (b) a higher voting threshold where expressly specified;
 - (c) appropriate advance notice;
 - (d) transparent disclosure of the proposed change and its effect;
 - (e) Founding Life Custodian consultation where applicable; and
 - (f) independent supervision of voting where required,
- rather than through permanent ownership or personal control by any Founder, Officer, Member, or other individual.

23.10 Amendments Must Remain Lawful

No amendment may authorise IranCNZ to:

- (a) act unlawfully;
- (b) operate for the private financial benefit of Members contrary to law;
- (c) distribute surplus assets to Members where prohibited;



- (d) remove or avoid a mandatory requirement of the Incorporated Societies Act 2022; or
- (e) exercise a power inconsistent with the legal status of IranCNZ as an incorporated society.

23.11 Minor or Technical Amendments Required by Law or the Registrar

Where the Registrar, legislation, regulations, or another competent authority requires a minor technical or administrative amendment to this Constitution as a condition of registration or continued compliance, the Governing Board may approve the amendment without a General Meeting **only to the extent expressly permitted by the Incorporated Societies Act 2022.**

Any such amendment shall:

- (a) be limited to what is reasonably necessary to achieve legal or administrative compliance;
- (b) not materially alter the Objects, membership rights, voting rights, governance structure, Founding Life Custodian provisions, financial protections, or surplus-assets provisions;
- (c) be recorded in the minutes of the Governing Board; and
- (d) be notified to Members as soon as reasonably practicable.

23.12 Registration of Amendments

Following approval of a constitutional amendment, the Secretary or another person authorised by the Governing Board shall ensure that the amendment and any required supporting information are filed with the Registrar within the timeframe required by the Incorporated Societies Act 2022.

No constitutional amendment shall take effect merely because Members have approved it where the Act requires registration before the amendment takes effect.

An amendment does not take effect until it is registered and shall be filed within twenty-five (25) working days after approval, or within any other period required by the Act.

23.13 Record of Amendments

The Secretary shall maintain:

- (a) the current registered Constitution;
- (b) a record of constitutional amendments approved by Members;
- (c) the date on which each amendment was approved;
- (d) the date on which each amendment was registered;
- (e) the General Meeting minutes recording approval; and
- (f) any other records required by the Act.

23.14 Internal Consistency

Where an amendment affects another provision of this Constitution, all consequential cross-references, definitions, numbering, and related provisions shall be reviewed and amended as necessary so that the Constitution remains internally consistent.

23.15 Protection Against Circumvention

No person or body shall use a bylaw, regulation, policy, procedure, delegation, Board resolution, interpretation, or other mechanism to achieve indirectly a constitutional change that would require approval under this Rule if made directly.

Any bylaw, regulation, policy, procedure, or resolution inconsistent with this Constitution shall be ineffective to the extent of the inconsistency.



24. APPLICATION OF INCOME AND PERSONAL INCOME

24.1 Application of Income and Assets

All income, funds, property, and other assets of IranCNZ shall be applied solely towards advancing the Objects of the Society and carrying out its lawful activities.

No part of the income, funds, property, or assets of IranCNZ shall be distributed, transferred, or applied directly or indirectly for the private financial benefit of any Member, Founding Member, Founding Life Custodian, Board Member, Officer, or Associated Person except as expressly permitted by this Constitution and applicable law.

24.2 No Private Pecuniary Profit

No Member, Founding Member, Founding Life Custodian, Board Member, Officer, or Associated Person shall receive any private pecuniary profit from their membership, office, or involvement with IranCNZ.

Nothing in this Rule prevents a person from receiving a lawful payment or benefit expressly permitted under Rules 24.3 to 24.6.

24.3 Reimbursement of Expenses

IranCNZ may reimburse a Member, Board Member, Officer, volunteer, or other person for reasonable and properly incurred expenses arising from authorised activities undertaken on behalf of the Society, provided that:

- (a) the expense was genuinely incurred for a lawful Society purpose;
- (b) appropriate supporting documentation is provided;
- (c) the reimbursement is reasonable;
- (d) the payment is authorised in accordance with Rule 22 and the Financial Delegation Policy;
- (e) the recipient does not solely authorise their own reimbursement where another authorised person is reasonably available; and
- (f) the reimbursement is accurately recorded in the financial records of IranCNZ.

24.4 Payment for Services

IranCNZ may pay reasonable remuneration to a Member, Officer, contractor, employee, professional adviser, or other person for goods or services genuinely supplied to the Society, provided that:

- (a) the goods or services are reasonably required for the purposes of IranCNZ;
- (b) the terms are fair, reasonable, and no more favourable to the person than would reasonably be expected in an arm's-length transaction;
- (c) the payment is properly authorised;
- (d) any actual, statutory, financial, material, potential, or perceived conflict of interest is disclosed and managed in accordance with Rule 17, Rule 22, the Interests Register, and applicable law;
- (e) the interested person does not participate in or vote on the decision where prohibited by the Act or this Constitution; and
- (f) the transaction is appropriately documented in the Society's financial and governance records.

24.5 Transactions With Associated Persons

Any transaction between IranCNZ and an Associated Person shall be subject to appropriate scrutiny and shall be entered into only where the Governing Board is satisfied that:

- (a) the transaction is genuinely in the interests of IranCNZ and advances or supports its Objects;
- (b) the terms are fair and reasonable to IranCNZ;
- (c) the relevant relationship or interest has been fully disclosed;
- (d) the decision is made by non-conflicted persons in accordance with the Act and this Constitution; and



- (e) the transaction is properly recorded in the Interests Register, financial records, and Governing Board minutes where required.

24.6 Employment of Members or Officers

Nothing in this Constitution prevents IranCNZ from employing or contracting with a Member where the arrangement is lawful, reasonable, necessary or beneficial to the Society, and properly authorised.

However, **a person serving as a Board Member shall not simultaneously hold a paid employment position with IranCNZ**, in accordance with Rule 20.

A former Board Member may subsequently be employed or contracted by IranCNZ provided that any relevant conflict of interest is appropriately disclosed and managed and the appointment is made through a fair and properly authorised process.

24.7 No Distribution Through Indirect Arrangements

The prohibition on private benefit shall not be avoided through:

- (a) excessive or unreasonable remuneration;
- (b) inflated reimbursements;
- (c) preferential contracts;
- (d) loans or guarantees provided on unreasonable terms;
- (e) transfer of Society property for less than reasonable value;
- (f) payments to an Associated Person designed to indirectly benefit a Member or Officer; or
- (g) any other arrangement having substantially the same effect as an improper distribution of the income or assets of IranCNZ.

24.8 Protected Status of this Rule

The provisions of this Rule are fundamental protections of the not-for-profit character, financial integrity, independence, and assets of IranCNZ.

Following incorporation, no amendment, replacement, suspension, or revocation of this Rule that would materially weaken the prohibition on private benefit or materially alter the not-for-profit character of IranCNZ shall be effective unless approved by not less than eighty percent (80%) of valid votes cast by Voting Members entitled to vote on the proposal.

24.9 Minimum Participation Requirement

In addition to the eighty percent (80%) approval threshold in Rule 24.8, the vote must satisfy the enhanced participation requirement applicable to Fundamental Constitutional Matters under Rule 15.

Accordingly, not less than twenty-five percent (25%) of all Voting Members must participate in the vote.

Where the participation requirement is not satisfied, the proposed amendment shall not be approved regardless of the percentage of votes cast in favour.

24.10 Founding Life Custodian Stewardship

Before any proposal to materially amend, replace, suspend, or revoke this Rule is put to Voting Members, the Founding Life Custodians shall:

- (a) receive the complete proposed amendment;
- (b) receive a reasonable explanation of its purpose and reasonably foreseeable effect;
- (c) be given the opportunity to provide a written stewardship opinion in accordance with Rule 11; and
- (d) have any stewardship opinion received within the applicable timeframe circulated to Voting Members before the vote.

The Founding Life Custodians' role under this Rule is a stewardship and consultation safeguard and does not constitute a personal veto or additional membership vote.



24.11 No Permanent Founding Member Veto

Approval under this Rule shall not require the separate or continuing personal approval of the original Founding Members solely because of their Founding Member status.

During the Establishment Period, Founding Members shall retain only those temporary governance responsibilities expressly provided elsewhere in this Constitution and permitted by law.

Following expiry of the Establishment Period, the protections in this Rule shall be maintained through the enhanced democratic voting threshold, minimum participation requirement, and Founding Life Custodian stewardship process rather than through permanent personal Founder control.

24.12 No Circumvention

No bylaw, regulation, policy, delegation, contract, resolution, financial arrangement, or other mechanism may be used to circumvent or materially weaken the protections contained in this Rule.

Any such measure that is inconsistent with this Rule shall be ineffective to the extent of the inconsistency.

24.13 Relationship With Winding-Up Provisions

Nothing in this Rule permits any income, property, funds, or surplus assets of IranCNZ to be distributed to Members upon winding up, liquidation, dissolution, or removal from the Incorporated Societies Register.

Any surplus assets remaining in those circumstances shall be dealt with exclusively in accordance with Rule 25 and applicable law.

24.14 Interpretation

This Rule shall be interpreted in a manner that preserves the not-for-profit character of IranCNZ and protects its income, property, funds, and assets from improper private benefit.

Nothing in this Rule prevents legitimate reimbursement, reasonable remuneration, arm's-length transactions, or other lawful payments that genuinely support the Objects and activities of IranCNZ and are properly authorised under this Constitution.



25. LIQUIDATION, WINDING UP AND REMOVAL FROM THE REGISTER

25.1 Application of this Rule

This Rule applies if IranCNZ is:

- (a) wound up;
- (b) liquidated;
- (c) dissolved;
- (d) removed from the Incorporated Societies Register; or
- (e) otherwise required by law to cease operating and distribute its surplus assets.

25.2 Decision to Wind Up or Liquidate

Subject to the Incorporated Societies Act 2022 and other applicable law, a proposal for the voluntary winding up or liquidation of IranCNZ shall be considered at a properly convened General Meeting for which Voting Members have received clear written notice of:

- (a) the proposal to wind up or liquidate IranCNZ;
- (b) the reasons for the proposal;
- (c) the reasonably foreseeable consequences for the Society, its Members, activities, liabilities, and assets;
- (d) the proposed arrangements for satisfying the Society's liabilities; and
- (e) where reasonably practicable, the proposed recipient or category of recipient for any surplus assets.

25.3 No resolution to wind up, dissolve, or liquidate IranCNZ shall be effective unless:

- (a) It is approved by a Special Resolution supported by at least two-thirds (2/3) of votes cast by Members entitled to vote at a General Meeting; and
- (b) It is approved by at least two-thirds (2/3) of all Founding Members in accordance with Rules 15.29 to 15.32 and Rule 23.

25.4 Founding Life Custodian Stewardship

Before a voluntary proposal to wind up, liquidate, or dissolve IranCNZ is put to Voting Members, the Founding Life Custodians shall:

- (a) receive the complete proposal and relevant supporting information;
- (b) be given a reasonable opportunity to consider the proposal;
- (c) be invited to provide a written stewardship opinion concerning the proposal and its implications for the Objects, constitutional principles, institutional history, and interests of IranCNZ; and
- (d) have any stewardship opinion received within the applicable timeframe circulated to Voting Members before the vote.

The Founding Life Custodians' role under this Rule is a stewardship and consultation safeguard and does not constitute an additional personal vote or unilateral veto.

The death, resignation, incapacity, vacancy, or unavailability of one or more Founding Life Custodians shall not prevent IranCNZ from completing a lawful winding-up, liquidation, dissolution, or removal process.

25.5 Payment of Liabilities

Upon winding up, liquidation, dissolution, or removal from the Incorporated Societies Register, all debts, liabilities, costs, and lawful obligations of IranCNZ shall, so far as legally required and reasonably practicable, be satisfied or appropriately provided for before any surplus assets are distributed.



25.6 No Distribution to Members

No surplus assets of IranCENZ shall be distributed, transferred, or otherwise made available to any:

- (a) Member;
- (b) Founding Member;
- (c) Life Member;
- (d) Founding Life Custodian;
- (e) Board Member or Officer; or
- (f) Associated Person,

merely because of that person's membership, office, Founding Member status, Life Membership, Founding Life Custodian status, or association with IranCENZ.

25.7 Distribution of Surplus Assets

After all debts, liabilities, costs, and lawful obligations of IranCENZ have been satisfied or appropriately provided for, any surplus assets shall be transferred to one or more **not-for-profit entities** whose purposes are consistent with, or substantially similar to, one or more of the Objects of IranCENZ and which do not distribute their income, profits, or assets for the private benefit of their members.

The recipient organisation or organisations should, where reasonably practicable, have purposes relating to one or more of the following:

- (a) supporting Iranian communities in New Zealand;
- (b) promoting community wellbeing, participation, inclusion, and belonging in New Zealand;
- (c) preserving or promoting Iranian culture, language, history, arts, or heritage;
- (d) advancing human rights, freedom, democracy, equality, or the rule of law;
- (e) supporting educational, cultural, social, or community-development purposes; or
- (f) another not-for-profit purpose substantially consistent with the Objects and values of IranCENZ.

25.8 Selection of Recipient Organisation

Subject to applicable law, the recipient organisation or organisations shall be selected by Voting Members at the General Meeting considering the winding up or at another properly convened General Meeting.

The selection shall require approval by a Special Resolution of Voting Members.

Before approving a recipient, reasonable steps shall be taken to confirm that:

- (a) the recipient is a legitimate not-for-profit entity;
- (b) its purposes are consistent with Rule 25.7;
- (c) its governing rules prohibit inappropriate private distribution of its income or assets;
- (d) no material conflict of interest has improperly influenced the selection; and
- (e) the proposed transfer is lawful.

25.9 Alternative Recipient Where the Preferred Recipient Cannot Receive the Assets

If the recipient selected by Voting Members:

- (a) no longer exists;
- (b) is legally unable to receive the assets;
- (c) no longer satisfies the requirements of Rule 25.7; or
- (d) cannot reasonably be identified or located,

the surplus assets shall be transferred to another eligible not-for-profit entity that most closely reflects the Objects and constitutional values of IranCENZ, as determined in accordance with applicable law.



25.10 Removal From the Incorporated Societies Register

Where IranCNZ is proposed to be removed from the Incorporated Societies Register, or where removal is initiated or required under the Incorporated Societies Act 2022, the Governing Board shall take reasonable steps to ensure that:

- (a) the Society's debts, liabilities, and obligations are properly addressed;
- (b) any surplus assets are identified and protected;
- (c) surplus assets are not distributed to Members or other prohibited persons;
- (d) any surplus assets are transferred or otherwise dealt with in accordance with this Rule and the Act; and
- (e) all required information, notices, resolutions, and documents are provided to the Registrar or other relevant authority.

25.11 Protected Status of this Rule

This Rule is a Fundamental Constitutional Matter and is intended to permanently protect the not-for-profit character and assets of IranCNZ.

No amendment, replacement, suspension, or revocation of this Rule that would materially weaken the prohibition on distribution of surplus assets to Members or materially alter the not-for-profit destination of surplus assets shall be effective unless:

- (a) the proposed amendment is in writing;
- (b) the requirements of Rule 23 are satisfied;
- (c) not less than eighty percent (80%) of valid votes cast by Voting Members entitled to vote approve the proposal; and
- (d) not less than twenty-five percent (25%) of all Voting Members participate in the vote in accordance with the enhanced participation requirement in Rule 15.

25.12 Founding Life Custodian Consultation on Amendments

Before Voting Members consider an amendment to this Rule, the Founding Life Custodians shall be given the opportunity to provide a written stewardship opinion in accordance with Rules 11 and 23.

Any stewardship opinion received within the applicable timeframe shall be circulated to Voting Members before the vote.

For an amendment considered under Rules 25.11 and 25.12, no separate approval of the original Founding Members shall be required solely because of their Founding Member status.

25.13 No Permanent Personal Veto

The protections contained in this Rule shall operate through the enhanced democratic voting threshold, minimum Member participation requirement, not-for-profit asset protections, and Founding Life Custodian stewardship process.

They shall not create permanent personal ownership, control, or veto rights in favour of any Founding Member, Founding Life Custodian, Board Member, Officer, Member, or other individual.

25.14 No Circumvention

No contract, policy, bylaw, resolution, transfer, restructuring, related-party transaction, distribution, or other arrangement may be used to circumvent the protections contained in this Rule.

Any arrangement inconsistent with this Rule shall be ineffective to the extent of the inconsistency.

25.15 Compliance With Applicable Law

Any winding up, liquidation, dissolution, removal from the Incorporated Societies Register, payment of liabilities, or distribution of surplus assets shall be carried out in accordance with the Incorporated Societies Act 2022 and other applicable New Zealand law.

Where a mandatory statutory requirement differs from this Constitution, the mandatory statutory requirement shall prevail to the extent of the inconsistency.





26. INDEMNITY AND INSURANCE

26.1 Indemnity Subject to Law

IranCNZ may indemnify an Officer, Member, employee, committee member, contractor, volunteer, or other person acting on behalf of the Society **only to the extent permitted by sections 94 to 98 of the Incorporated Societies Act 2022 and any other applicable New Zealand law.**

Nothing in this Constitution shall require IranCNZ to provide an indemnity where that indemnity would be prohibited or unenforceable by law.

26.2 Scope of Permitted Indemnity

Subject to Rule 26.1 and applicable law, IranCNZ may provide an indemnity in respect of costs, expenses, liabilities, or proceedings arising from a person's authorised performance of duties or responsibilities for IranCNZ, but only where the Governing Board is satisfied that:

- (a) the person acted honestly and in good faith;
- (b) the person acted for a proper purpose;
- (c) the person acted within the scope of their lawful authority or reasonably believed that they were acting within that authority;
- (d) the person complied with their duties under this Constitution and applicable law; and
- (e) providing the indemnity is lawful and in the interests of IranCNZ.

For the avoidance of doubt, any indemnity under this Rule is subject to Rule 26.1 and is not an unconditional entitlement.

26.3 Matters Not Indemnified

IranCNZ shall not provide an indemnity to the extent prohibited by law, including where the liability or cost arises from conduct for which indemnification is not legally permitted.

Without limiting the Act, no person shall be entitled under this Constitution to an indemnity for:

- (a) fraud or dishonesty;
- (b) wilful misconduct;
- (c) knowing or deliberate breach of this Constitution or applicable law;
- (d) an act or omission undertaken in bad faith;
- (e) improper personal financial benefit;
- (f) a fine, penalty, or other liability that cannot lawfully be indemnified; or
- (g) any other liability, cost, or proceeding for which indemnification is prohibited by the Incorporated Societies Act 2022 or other applicable law.

26.4 No Automatic Indemnity Based on Status

No person shall be entitled to indemnification merely because that person is or was a:

- (a) Founding Member;
- (b) Founding Life Custodian;
- (c) Life Member;
- (d) Board Member or Officer;
- (e) committee or working-group member;
- (f) employee;
- (g) contractor;
- (h) volunteer; or
- (i) other person associated with IranCNZ.

Any indemnity must satisfy this Rule and applicable law.



26.5 Decision to Provide an Indemnity

Any decision by IranCNZ to provide an indemnity shall be made by the Governing Board in accordance with the Incorporated Societies Act 2022 and this Constitution.

The decision shall:

- (a) identify the person to whom the indemnity relates;
- (b) identify the nature and scope of the proposed indemnity;
- (c) confirm the Governing Board's basis for considering the indemnity lawful;
- (d) be appropriately recorded in the minutes and financial records of IranCNZ; and
- (e) comply with the conflict-of-interest requirements of the Act and this Constitution.

26.6 Conflicted Persons

A Board Member who is seeking or may materially benefit from an indemnity shall disclose that interest and shall not participate in or vote on the decision except to the extent expressly permitted by law.

Where the number of conflicted Board Members prevents the Governing Board from lawfully determining the matter, IranCNZ shall obtain appropriate independent legal advice and follow any alternative procedure permitted or required by law.

26.7 Insurance

IranCNZ may arrange and maintain insurance for Officers, employees, Members, volunteers, or other persons acting on behalf of the Society **only to the extent permitted by sections 94 to 98 of the Incorporated Societies Act 2022 and other applicable law.**

Any insurance arrangement shall be approved by the Governing Board and appropriately recorded.

26.8 Directors' and Officers' Liability Insurance

Where the Governing Board considers it appropriate and financially reasonable, IranCNZ may obtain directors' and officers' liability insurance or another suitable form of organisational liability insurance, provided that:

- (a) the insurance is permitted by law;
- (b) the nature and extent of the cover are appropriate to the activities and risks of IranCNZ;
- (c) the premium and terms are reasonable;
- (d) the arrangement is approved by non-conflicted Board Members; and
- (e) appropriate records of the insurance and approval are maintained.

26.9 Legal Costs and Proceedings

Where permitted by law, IranCNZ may meet or reimburse reasonable legal costs incurred by an eligible person in connection with civil, criminal, regulatory, or other proceedings arising from the proper performance of authorised duties for IranCNZ.

Any payment, reimbursement, advancement, or indemnification of legal costs shall remain subject to the limitations and conditions imposed by the Incorporated Societies Act 2022 and other applicable law.

26.10 Recovery of Payments

Where IranCNZ has advanced or paid legal costs, expenses, or other amounts on behalf of a person and it is subsequently determined that the person was not legally entitled to indemnification, **the person shall repay those amounts to IranCNZ to the extent required by law or the terms upon which the payment was made.**

26.11 Founding Members and Founding Life Custodians

Founding Member or Founding Life Custodian status shall not provide any greater entitlement to indemnification or insurance than applies to another person acting on behalf of IranCNZ.



Where a Founding Life Custodian is acting only in an advisory or stewardship capacity, any indemnity or insurance shall apply only to the extent expressly approved by the Governing Board and permitted by law.

26.12 Relationship With Officer Duties

Nothing in this Rule limits, excludes, reduces, or transfers any duty or liability imposed upon an Officer by the Incorporated Societies Act 2022 or other applicable law.

An indemnity, insurance policy, reimbursement, or advancement of costs shall not be interpreted as authorising conduct that would otherwise breach an Officer's statutory or constitutional duties.

26.13 Financial Accountability

Any indemnity payment, insurance premium, reimbursement, or advancement of costs made by IranCNZ shall:

- (a) be properly authorised;
- (b) be accurately recorded in the Society's financial records;
- (c) comply with Rule 22 and the Financial Delegation Policy;
- (d) comply with the conflict-of-interest requirements in Rule 17; and
- (e) be disclosed or reported where required by applicable law or financial reporting requirements.

26.14 Independent Legal Advice

Where there is material uncertainty as to whether a proposed indemnity, insurance arrangement, advancement of legal costs, or reimbursement is permitted by law, **the Governing Board shall obtain appropriate independent legal advice before committing IranCNZ to the arrangement.**

26.15 Statutory Priority

If any provision of this Rule is inconsistent with sections 94 to 98 of the Incorporated Societies Act 2022 or another mandatory provision of New Zealand law, **the statutory requirement shall prevail to the extent of the inconsistency, and the remainder of this Rule shall continue to apply to the fullest extent permitted by law.**

26.16 No Circumvention

No contract, policy, employment agreement, volunteer agreement, Board resolution, insurance arrangement, indemnity deed, or other mechanism may be used to provide an indemnity or insurance that would be prohibited under this Rule or applicable law.