

Contents of constitution

26 What constitution must contain

(1) The constitution must contain the following matters:

- (a) the name of the society (*see* [section 11](#)); and
- (b) the purposes of the society (*see* [section 12](#)); and
- (c) how a person becomes a member of the society, including a requirement that a person must consent to be a member (*see* [section 76](#)); and
- (d) how a person ceases to be a member of the society; and
- (e) arrangements for keeping the society's register of members up to date (*see* [section 79](#)); and
- (f) the composition, roles, functions, powers, and procedures of the committee of the society, including—
 - (i) the number of members that must or may be on the committee (*see* [section 45](#)); and
 - (ii) the election or appointment of officers; and
 - (iii) the terms of office of the officers; and
 - (iv) the functions and powers of the committee (*see* [section 46](#)); and
 - (v) grounds for removal from office of officers (*see* [section 50\(1\)\(b\)](#)); and
 - (vi) how the chairperson (if any) will be elected or appointed and whether that person will have a casting vote if there is an equality of votes; and
 - (vii) the quorum and procedure for committee meetings, including voting procedures; and
- (g) how the contact person or persons will be elected or appointed (*see* [section 113](#)); and
- (h) how the society will control and manage its finances; and
- (i) the method by which the constitution may be amended (*see* [sections 30 and 31](#)); and
- (j) procedures for resolving disputes, including providing for how a complaint may be made (*see* [sections 38 to 44](#)); and
- (k) arrangements and requirements for general meetings (*see* [sections 84 to 93](#)), including—
 - (i) the intervals between annual general meetings; and
 - (ii) the information that must be presented at general meetings; and
 - (iii) when minutes are required to be kept; and

- (iv) the manner of calling general meetings; and
- (v) whether and, if so, how written resolutions may be passed in lieu of a general meeting for the purposes of [section 89](#); and
- (vi) the time within which, and manner in which, notices of general meetings and notices of motion must be notified; and
- (vii) the quorum and procedure for general meetings, including voting procedures (for example, whether votes may be cast by post or by electronic means), procedures for proxies (if any), and whether the quorum takes into account members present by proxy or casting postal votes or votes by electronic means; and
- (viii) the arrangements and requirements for special general meetings under [section 64\(3\)](#) (unless that provision has been negated under [section 67](#)); and

(l) the nomination of a not-for-profit entity, or a class or description of not-for-profit entities, to which any surplus assets of the society should be distributed on a liquidation of the society or on, or to enable, the removal of the society from the register (*see* [section 5\(3\)](#) and [subpart 5](#) of Part 5).

(2) Subsection (1)(j) does not limit a power to apply for an order, or take any other enforcement action, under [Part 4](#).

(3) Subsection (1)(l) does not apply to a racing club within the meaning of [section 5\(1\)](#) of the Racing Industry Act 2020.

Compare: 1908 No 212 [s 6](#)