

THE CONSTITUTION OF

**ALUMNI ASSOCIATION OF UNIVERSITY
OF PERADENIYA-
NEW ZEALAND CHAPTER INCORPORAED**

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[INCORPORATED 2009 AS NEW ZEALAND ALUMNI ASSOCIATION OF UNIVERSITY OF
PERADENIYA]

1. NAME

The name of the is ALUMNI ASSOCIATION OF UNIVERSITY OF PERADENIYA- NEW ZEALAND CHAPTER INCORPORATED, hereinafter referred to as "the Association".

2. CHARITABLE STATUS

The Association is registered as an Incorporated Society under Incorporated Societies Act 1908 and re-registered under Incorporated Societies Act 2022,
The Association is also registered as a charity with the Charities Services under Registration Number CC53604 on 10 June 2016.

Note: The Association is not an IRD approved Donee Organization, i.e any donations made to the organization do not qualify for rebate claims on such donations.

3. DEFINITIONS

The term "University" shall mean "University of Peradeniya".

The expression of "the University of Peradeniya" shall include the University of Ceylon (1942 – 1967), the University of Ceylon, Peradeniya (1967 -1978) and the University of Peradeniya, Sri Lanka (1979 onwards) and shall hereinafter referred to as "the University".

In this Constitution, unless the context requires otherwise, the following words and phrases have the following meanings:

'Act' means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.

'Annual General Meeting' means a meeting of the Members of the Association held once per year which, among other things, will receive and consider reports on the Association's activities and finances.

'Chairperson' means the Officer responsible for chairing General Meetings and committee meetings, and who provides leadership for the Association.

'Committee' means the Association's governing body.

'Constitution' means the rules in this document.

'Deputy Chairperson' means the Officer elected or appointed to deputise in the absence of the Chairperson.

'General Meeting' means either an Annual General Meeting or a Special General Meeting of the Members of the Association.

'Interested Member' means a Member who is interested in a matter for any of the reasons set out in section 62 of the Act.

'Interests Register' means the register of interests of Officers, kept under this Constitution and as required by section 73 of the Act.

'Matter' means—

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

'Member' means a person who has consented to become a Member of the Association and has been properly admitted to the Association who has not ceased to be a Member of the Association.

'Notice' to Members includes any notice given by email, post, or courier.

'Officer' means a natural person who is:

- a member of the Committee, or
- occupying a position in the Association that allows them to exercise significant influence over the management or administration of the Association, including any Chief Executive or Treasurer.

'Register of Members' means the register of Members kept under this Constitution as required by section 79 of the Act.

'Secretary' means the Officer responsible for the matters specifically noted in this Constitution.

'Special General Meeting' means a meeting of the Members, other than an Annual General Meeting, called for a specific purpose or purposes.

'Working Days' mean as defined in the Legislation Act 2019. Examples of days that are not Working Days include, but are not limited to, the following — a Saturday, a Sunday, Waitangi Day, Good Friday, Easter Monday, ANZAC Day, the Sovereign's birthday, Te Rā Aroki a Matariki/Matariki Observance Day, and Labour Day.

4. THE PURPOSE

The Association is established and maintained exclusively for charitable purposes (including any purposes ancillary to those charitable purposes), namely:

- I. To encourage, foster and promote close relations between the University of Peradeniya and its alumni and among the alumni themselves
- II. To promote in the alumni body an interest in the affairs and well-being of the University
- III. To provide and disseminate information regarding the University, its graduates, Faculties and students, to the alumni and foster inter-relationships
- IV. To assist alumni resident in New Zealand and those visiting New Zealand
- V. To ensure that programs are initiated and developed for the benefit of the alumni
- VI. To assist and support the efforts of the University in obtaining resources for development
- VII. To serve as a medium through which alumni may support and advance the pursuit of academic excellence at the University
- VIII. To guide and assist alumni who migrate to New Zealand in their initial settlement and in obtaining employment and engaging in productive pursuits useful to New Zealand society

- IX. To sponsor and organize events with the aim of raising funds to finance the objectives of the Association
- X. All income, benefit, or advantage is used to advance the charitable purposes of the Association.

5. MEMBERSHIP

A. Membership of the association shall consist of three categories:

Full Members
Associate Members and
Honorary Members

B. Eligibility Criteria

1. Full Membership

- i. Any person who is a graduate of the University or has obtained a postgraduate qualification of the university shall be eligible to apply for full membership of the Association and
- ii. An associate member who has been a member for a continuous period of three years shall be eligible, on completion of such period, to apply for full membership of the Association
- iii. The Association shall be deemed to be dissolved if the number of members fall below the minimum of ten as required by the Act. See section 18 below.

2. Associate Membership

Any past student of the University who was enrolled at any time in a course of study of any faculty, Post-graduate Institute or school; or who has been a member of the academic or non-academic staff of the University and is also a graduate of a recognised University, may be eligible to apply for Associate Membership of the Association.

3. Honorary Members

A full member may propose the name of,

- (i) Any person who has been conferred a degree honoris causa by the University,
- (ii) The spouse, a child or grandchild, who is resident in New Zealand, of any person who is a Full Member or would have qualified for full membership of the Association, to the Executive Committee for consideration for conferment of honorary membership of the association.

C. Full Membership and Life Membership

A person who is qualified to be a Full Member and pays the prescribed fee for life membership will be a Life Member; a person who is qualified for membership and pays the prescribed annual fee will be a Full Member

Admission to Membership.

- i. Full Membership and Associate Membership: An application should be made to the Association on the prescribed form making the payment of the prescribed membership fee in the manner explained in the form. The

Executive Committee shall approve the application in terms of the eligibility criteria. Such application forms signed by the member shall be retained by the Association as evidence of consent to becoming a member.

- ii. Honorary Members: A full member may propose the name of a person who is eligible for honorary membership and, Membership will be conferred by the Executive Committee exercising their discretion.
- iii. The Association shall keep an up-to-date Register of Members. This register shall include the name, the date on which they became a member, physical or electronic address, their telephone number and in the case of individuals who have ceased to be members the date they ceased to be a member.
 - a. for each current Member, and
 - b. for each past member for a minimum period of seven years from the date they ceased to be a member.
- iv. Termination of Membership may occur due to death, resignation, non-payment of subscription for a continuous period of two years, termination of membership following a dispute resolution process under this constitution, or is found to be a mentally disordered Person within the meaning of the Mental Health Act 1992.

D. Rights of Members

- a. All members who have been enrolled as Full Members of the Association and have paid the prescribed membership fees for the year and Life Members shall have the right to receive all communications from the Secretary of the Association, vote, propose and second the candidature of another member or resolutions to be taken up for consideration at meetings of the Association and hold office in the Association.
 - b. All members who have been enrolled as Associate Members of the Association and have paid the prescribed membership fees for the year as well as all Honorary Members shall receive all communications from the Secretary.
- E. Members have an obligation to notify the society if they change their name or their contact details so the society can update its register of members.

6. OFFICE BEARERS AND THE EXECUTIVE COMMITTEE.

I.A. The Office bearers of the Association shall consist of the following:

- a) The President- Only a member who has served the committee for a full term shall be elected as the President.
- b) Two Co-Vice Presidents one of whom shall be a female member.
- c) Ex-Officio Vice Presidents – The Chairman of each Regional Alumni Club in New Zealand formed under Clause 7 of this constitution shall be a Vice President ex-officio.
- d) The Secretary
- e) The Assistant Secretary
- f) The Treasurer
- g) The Assistant Treasurer

I.B. Contact Person/s as required under the Incorporated Societies Act 2022

- i. The President, Secretary, and the Treasurer shall be nominated as Contact persons of the Association. To meet the requirements of the Act, each contact person must be at least 18 years of age and ordinarily resident in New Zealand.
- ii. The names of the contact persons along with their physical or electronic address and their telephone number must be provided to the Registrar of Incorporated Societies. Any change to the contact persons' name or contact details shall be advised to the Registrar of Incorporated Societies within 20 working days of that change occurring, or the Association becoming aware of the change.

I.C. The Executive Committee: The Executive Committee shall comprise of all the Office bearers and a maximum of eight committee members, all of whom shall be elected from among members. The immediate Past President shall be a member of the Executive Committee ex officio. The committee members shall be elected taking special care to ensure that university faculties and areas of study, that are not already represented by office bearers, are included.

I.D. The members of the executive committee are deemed to have given verbal consent to their election if present at the time of election or in writing if elected in their absence. Such members who are elected to hold office acknowledge that they are not disqualified from holding office under section 47 (3) of the Act or section 16 of the Charities Act 2005.

I.E. As each committee member is also an officer of the Association under the Act, the committee must act in good faith and in the best interest of the Association when performing the committee's functions.

- II. The responsibility of the management of the affairs of the Association and the powers necessary to discharge such responsibility including the power to pass by-laws shall be vested in the Executive Committee.
- III. The Office-bearers of the Association shall be elected by simple majority of the members present at an annual General Meeting and shall hold office for a period of one year and will be eligible for re-election.
- IV. The Executive Committee shall meet at least once a quarter. The quorum at a meeting of the Executive Committee shall be not less than five (5).
- V. The President shall chair the General meetings and Executive Committee meetings and cause the decisions taken by the Association and the Executive Committee to be implemented.
- VI. One of the Vice Presidents nominated by the Executive Committee shall carry out the President's duties in the absence of the President.
- VII. The Secretary shall call General meetings and Executive Committee meetings and keep minutes of all such meetings, hold and protect the records of the Association, keep such records confidential as required, implement decisions taken by the Association and the Executive Committee, give notices as required and assist the Treasurer. In the absence of the Secretary, the Assistant Secretary shall carry out the duties of the Secretary.
- VIII. The Treasurer shall carry out and implement the decisions taken by the Association and by the executive committee and keep all proper accounts and hold the financial resources of the Association in safe keeping, maintain confidentiality of financial records as required, prepare and forward annual financial accounts to the

Association. In the absence of the Treasurer, the Assistant Treasurer shall carry out the duties of the Treasurer.

- IX. The Executive Committee may fill any vacancy of an office-bearer occurring during their term of office to serve the remainder of the term.

7. COMMITTEES AND SUB COMMITTEES

- i. The Executive Committee may establish one or more committees or sub-committees to achieve the objectives of the Association.
- ii. The Executive Committee shall have full discretionary power in determining the composition, appointments and dissolution of such committees and sub-committees.

8. CONFLICTS OF INTEREST

An Officer or member of a sub-committee who is an Interested Member in respect of any Matter being considered by the Association, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified)—

- a. to the Committee and or sub-committee, and
- b. in an Interests Register kept by the Committee.

Disclosure must be made as soon as practicable after the Officer or member of a sub-committee becomes aware that they are interested in the Matter.

An Officer or member of a sub-committee who is an Interested Member regarding a Matter—

- a. must not vote or take part in the decision of the Committee and/or sub-committee relating to the Matter unless all members of the Committee who are not interested in the Matter consent; and
- b. must not sign any document relating to the entry into a transaction or the initiation of the Matter unless all members of the Committee who are not interested in the Matter consent; but
- c. may take part in any discussion of the Committee and/or sub-committee relating to the Matter and be present at the time of the decision of the Committee and/or sub-committee (unless the Committee and/or sub-committee decides otherwise).

However, an Officer or member of a sub-committee who is prevented from voting on a Matter may still be counted for the purpose of determining whether there is a quorum at any meeting at which the Matter is considered.

Where 50 per cent or more of Officers are prevented from voting on a Matter because they are interested in that Matter, a Special General Meeting must be called to consider and determine the Matter, unless all non-interested Officers agree otherwise.

Where 50 per cent or more of the members of a sub-committee are prevented from voting on a Matter because they are interested in that Matter, the Committee shall consider and determine the Matter.

The Committee shall at all times maintain an up-to-date register of the interests disclosed by Officers and by members of any sub-committee.

9. MEETINGS

- I. The annual general meeting shall be held every year, before the end of MARCH each year, at a time and place determined by the Executive Committee with the exception that the annual general meeting after the inauguration of the association shall be held before March 2010. Annual General Meeting can be postponed for a maximum period of six months if a critical situation prevailing in the country at the time makes it unsafe for the attendees.
- II. A Special General meeting of the Association shall be convened by the Secretary of the Association at the written request of not less than twenty full members or at the request of the Executive Committee.
- III. A Special general meeting shall be convened by the Secretary of the Association at the request of the Executive Committee. He shall ensure that a minimum period of three (3) weeks' notice is given to the membership of the date of a General Meeting or Special General Meeting; any member wishing to move a motion, make a nomination for an office or position in the Association or take up any matter, shall indicate his intention in writing to the Secretary at least two weeks (2) before the appointed date for the meeting.
- IV. The quorum at a special general or annual general meeting shall be ten (10) or 1/3 of the full membership eligible to vote, whichever is less. The quorum of the meetings of the Executive committee shall be five (5).
- V. No decision of the Association, the Executive Committee or any other committee of the Association shall be invalidated by reason only of the existence of a vacancy among its members.
- VI. A Member is entitled to exercise one vote on any motion at a General Meeting in person or by proxy, and voting at a General Meeting shall be by voices or by show of hands or, on demand of the chairperson or of 2 or more Members present. Unless otherwise required by this Constitution, all questions shall be decided by a simple majority of those in attendance in person or by proxy and voting at a General Meeting or voting by remote ballot. Any decisions made when a quorum is not present are not valid.
- VII. The business of an Annual General Meeting shall be to —
 - confirm the minutes of the last Annual General Meeting and any Special General Meeting(s) held since the last Annual General Meeting,
 - adopt the annual report on the operations and affairs of the Association,
 - adopt the Committee's report on the finances of the Association, and the annual financial statements,
 - set any subscriptions for the current financial year,
 - consider any motions of which prior notice has been given to Members with notice of the Meeting, and
 - consider any general business.

The Executive Committee must, at each Annual General Meeting, present the following information—

- an annual report on the operation and affairs of the Association during the most recently completed accounting period,
- the annual financial statements for that period, and
- notice of any disclosures of conflicts of interest made by Officers during that period (including a summary of the matters, or types of matters, to which those disclosures relate).

10. REGIONAL ALUMNI CLUBS

- i. The members living in geographical locations outside the Auckland Regional Council area may form Regional Alumni Clubs with the concurrence of the Executive committee, as may be provided in by-laws framed under this constitution.
- ii. All activities of the Regional Alumni Clubs may be coordinated by the Association.
- iii. The Chairmen and Secretaries of Regional Alumni Clubs shall submit annual reports to the association for consideration.

11. LEGAL & FINANCIAL MATTERS

- i. The financial year of the Association shall commence from 1st January of each year.
- ii. The Association shall keep true and fair accounts of all money received and expended.
- iii. Any income benefit or advantage shall be applied to achieve the objects of the Association.
- iv. The Executive Committee shall appoint an Auditor with suitable qualifications at appropriate times.
- v. The Executive Committee shall as soon as practicable after the end of every financial year cause the accounts to be audited by the Auditor and the audited accounts shall be made available to the members and to the Registrar of Societies and or Charities Services
- vi. The Association shall have the power to open and maintain one or many accounts as required, in any commercial bank in New Zealand. The signatories to the accounts shall be the Treasurer and either the President or Secretary of the Association.
- vii. No private pecuniary profit shall be made by any person from The Association, except under the following circumstances:
 - (a) Any Member may receive full reimbursement for all expenses properly incurred by that Member in connection with the affairs of The Association.
 - (b) The Association may pay reasonable and proper remuneration to any officer or employee of The Association (whether a Member or not) in return for services actually rendered to The Association.
 - (c) Any Member may be paid all usual professional, business or trade charges for services rendered, time expended and all acts done by that Member or by any firm or entity of which that Member is a member, employee or associate in connection with the affairs of The Association.
 - (d) Any Member may retain any remuneration properly payable to that Member by any company or undertaking with which The Association may be in any way concerned or involved for which that Member has acted in any capacity whatever, notwithstanding that that Member's connection with that company or undertaking is in any way attributable to that Member's connection with The Association.
- viii. No Member or person associated with a Member shall derive any income, benefit or advantage from The Association where such Member or associated person can materially influence the payment of the income, benefit or advantage, except where that income, benefit or advantage is derived from any of the following:

- (a) Professional services to The Association rendered in the course of business, charged at no higher rate than current market rates
 - (b) Interest on money lent at no higher rate than current market rates.
- ix. No addition, alteration or rescission of these clauses shall be permitted if it affects clause 9.viii (Pecuniary Profit), or clause 15.

12. ACCESS TO INFORMATION

A Member may at any time make a written request to the Association for information held by the Association. The request must specify the information sought in sufficient detail to enable the information to be identified.

The request must be tabled at the earliest meeting of the Executive Committee and a decision taken to

- a. provide the information, or
- b. agree to provide the information within a specified period, or
- c. refuse to provide the information, specifying the reasons for the refusal.

Without limiting the reasons for which the Association may refuse to provide the information, the Association may refuse to provide the information if —

- a. withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
- b. the disclosure of the information would, or would be likely to, prejudice the commercial position of the Association or of any of its Members, or
- c. the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the Association, or
- d. the information is not relevant to the operation or affairs of the Association, or
- e. withholding the information is necessary to maintain legal professional privilege, or
- f. the disclosure of the information would, or would be likely to, breach an enactment, or
- g. the burden to the Association in responding to the request is substantially disproportionate to any benefit that the Member (or any other person) will or may receive from the disclosure of the information, or
- h. the request for the information is frivolous or vexatious, or
- i. the request seeks information about a dispute or complaint which is or has been the subject of the procedures for resolving such matters under this Constitution and the Act.

Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

13. LOGO

The Association may have an appropriate logo.

14. GENERAL AND SPECIFIC POWERS

In addition to the powers implied by the general law of New Zealand, the powers, which the Association may exercise in order to achieve its objects are as follows:

- i. To use the funds of the Association as the Executive Committee thinks necessary or proper in payment of the costs and expenses of the Association, including the employment of Professional advisers, agents, officers and staff as appears necessary or expedient; and

- ii. To purchase, take on lease or in exchange or hire or otherwise acquire any land or personal property and any rights or privileges which the Executive Committee thinks necessary or expedient for the purpose of attaining the objects of the Association and to sell, exchange, bail or lease, with or without option of purchase, or in any manner dispose of any such property, rights or privileges as aforesaid; after obtaining approval at the Annual General meeting or a General Meeting or a Special Meeting.
- iii. To invest surplus funds in any way permitted by law upon such terms as the Executive Committee thinks fit; after obtaining approval at the Annual General meeting or a General Meeting or a Special Meeting.
- iv. To borrow or raise money from time to time with or without security and upon such terms as to priority and otherwise as the Executive Committee thinks fit; after obtaining approval at the Annual General meeting or a General Meeting or a Special Meeting.
- v. To do all things from time to time as may be necessary or desirable to enable the Association to give effect to and to attain the objectives of the Association.

15. BY LAWS

The Executive Committee may, with the approval of two thirds of the full members present approve, amend, modify, repeal any by law.

16. AMENDMENTS.

Any amendments to the constitution shall require the approval of at least two-thirds of the full membership present at the Annual General meeting or a General Meeting or a Special General Meeting, provided however that the notice of such amendments shall be given to each full member of the Association at least two weeks in advance

17. DISPUTE RESOLUTION

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

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

- a. a Member or an Officer has engaged in misconduct
- b. a Member or an Officer has breached, or is likely to breach, a duty under the Association’s Constitution or the Act
- c. the Association has breached, or is likely to breach, a duty under the Association’s Constitution or the Act
- d. a Member's rights or interests have been damaged.

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

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

The Association may make a complaint involving an allegation against a Member or an Officer by giving to the Member or Officer a notice in writing that —

- a. states that the Association is starting a procedure for resolving a dispute in accordance with the Association’s Constitution; and
- b. sets out the allegation to which the dispute relates.

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

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

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

1. Without limiting the manner in which the Member, Officer, or Association may be given the right to be heard, they must be taken to have been given the right if—
 - a. they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - b. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - c. an oral hearing (if any) is held before the decision maker; and
 - d. the Member's, Officer's, or Association's written or verbal statement or submissions (if any) are considered by the decision maker.
2. The Association must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its Constitution, ensure that the dispute is investigated and determined.
3. Disputes must be dealt with under the Constitution in a fair, efficient, and effective manner and in accordance with the provisions of the Act.

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

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

The Association may refer a complaint to—

- i. a subcommittee or an external person to investigate and report; or
- ii. a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.

The Association may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

A person may not act as a decision maker in relation to a complaint if 2 or more members of the Committee or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be—

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

18. DISSOLUTION.

The Association may be dissolved and wound up by the approval of at least two –thirds of the full membership present at the Annual General Meeting or a General Meeting or a Special Meeting, provided however that the notice of such dissolution shall be given to each full member of the Association at least four weeks in advance. The notice of such dissolution shall include ways and means of disposing all surplus assets after payment of costs, debts and liabilities. In the event of the winding up of The Association, either by voluntary dissolution or by liquidation by The Registrar of Incorporated Societies, any assets remaining after the settling of debts and liabilities shall be dealt with in accordance with the decisions made at the AGM or the SGM convened for such winding up.

If upon the winding up or dissolution of The Association there remains, after the satisfaction of all its debts and liabilities, any surplus assets whatsoever, shall not be paid to or be distributed among Members. Such surplus assets shall be transferred to a not-for-profit organization having objects similar to those of The Association, or some other charitable purpose within New Zealand. In the event of default (Trustees being unable to decide), the remaining assets shall be distributed at the direction of a Judge of the High court.