



CONSTITUTION OF
AUCKLAND MALAYALI SAMAJAM
INCORPORATED

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Name

The name of the Society is **Auckland Malayalee Samajam Incorporated.**

Charitable status

The **Samajam** is already, or intends after incorporation, to be registered as a charitable entity under the Charities Act 2005.

Definitions

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 Samajam held once per year which, among other things, will receive and consider reports on the Samajam's activities and finances.
- 'Chairperson' means the Officer responsible for chairing General Meetings and committee meetings, and who provides leadership for the Samajam.
- 'Committee' means the Samajam's governing body.
- 'Constitution' means the rules in this document.
- 'Deputy Chairperson' means the Officer elected or appointed to deputize in the absence of the Chairperson.
- 'General Meeting' means either an Annual General Meeting or a Special General Meeting of the Members of the Samajam.
- '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.
- Keralam means state of India
- Internal Compliance Authority (ICA) means the person or body appointed

by the Executive Committee to oversee and monitor the Samajam's compliance with this Constitution and applicable laws and regulations.

- the Samajam's performance of its activities or exercise of its powers; or an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the Samajam.
- "Malayalee" or "Malayali" is a person from the state of Kerala, India. "Malayalam" is the language that is spoken in Kerala.
- "Member" means a person who has consented to become a member of the Samajam, has been admitted in accordance with this Constitution, and has not ceased to be a member.
- "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 Samajam that allows the person to exercise significant influence over the management or administration of the Samajam, 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.

1. Objectives of the Society

- 1.1. The overarching purpose of the Samajam is to foster personal relationship and promote cultural identity among people of Kerala ancestry (also known as Malayalees or Malayalis) living in New Zealand. The following are considered inevitable in achieving the purpose.
- 1.2. To foster contacts, friendship, and understanding to the extent possible particularly among Malayalees in Auckland and also in the wider context of New Zealand.
- 1.3. The Society aims to promote good race relations, eliminate discrimination on grounds of race, gender and to encourage equality of opportunity between people of different racial groups in the New Zealand Society.
- 1.4. To help the integration of our community members in to the New Zealand society and conduct activities that may be part of this constitution.
- 1.5. To promote family values among the members of the Samajam and New Zealand Society at large.
- 1.6. To preserve and nurture the Malayali culture and to bring up the younger generation of members within the cultural heritage, and help them to grow as responsible citizens.
- 1.7. To promote the Kerala native language “Malayalam” and literary traditions among the members, especially among younger generation.
- 1.8. To imbibe the Malayali spirit in the members of the Samajam in all possible ways.
- 1.9. To organize and promote activities that are of educational, cultural, sports & related activities.
- 1.10. To represent the Auckland Malayali Community in order to safeguard and promote their interests while dealing with members of the public, business organizations, and government agencies.
- 1.11. To educate the members about the evils of family violence, drug and alcohol dependence.

- 1.12. To conduct development programs that will be focused on relief of charitable needs such as poverty, conditions of old age, illness and for social rehabilitation.
- 1.13. To promote, practice and support health education among our communities.
- 1.14. To help with the settlement of the new immigrants to New Zealand.
- 1.15. To collect necessary funds from members and the community for fulfilling the objectives of the society.
- 1.16. To acquire by purchase, taken on lease or otherwise land and building and any other property or assets, which the General Body of the Society may think proper from time to time, or dispose the property/assets or any part thereof, and erect on any such land, building and to add or alter and maintain any building erected up on such land for the attainment of the stated objectives of the society.
- 1.17. To sell improve, maintain, manage, lease, mortgage, dispose or turn to account or otherwise deal with all or part of the property, assets and rights of the society for fulfilling the objectives of the society.

2. Act and Regulations

Nothing in this **Constitution** authorizes the **Samajam** to do anything which contravenes or is inconsistent with the **Act**, any regulations made under the **Act**, or any other legislation.

3. Powers

The Samajam will have the following powers:

- 3.1. To use its funds as the Executive Committee thinks necessary or proper in payment of its costs and expenses.
- 3.2. To purchase, take on, lease or in exchange or hire or otherwise, acquire any real or personal property and any rights or privileges which the Executive committee thinks necessary or proper for the purpose of attaining the objects of the Samajam and to sell, exchange, let, bail or lease, with or without option of purchase or in any other manner, dispose of such property, rights or privileges.
- 3.3. To raise or borrow money from time to time, with or without security, and on such terms (including as to priority) as the Committee considers appropriate.
- 3.4. To carry on any business and to do all things as may from time to time be necessary or desirable to give effect to and attain the objects of the Samajam.
- 3.5. The Samajam must not be carried out for the personal financial gain of any of its members.

4. Registered office

The registered office of the Samajam shall be situated in Auckland, at such place as the Committee may determine from time to time.

Changes to the registered office shall be notified to the Registrar of Incorporated Societies—

- at least 5 days before the change of address for the registered office is due to take effect, and
- in a form and as required by the **Act**.

5. Contact person

The **Samajam** shall have at least 1 but no more than 3 contact person(s) whom the Charity/ Society Registrar can contact when needed. This needs to be reviewed and updated as part of new office bearers taking charge following election.

The **Samajam**'s contact person must be:

- At least 18 years of age, and
- Ordinarily resident in New Zealand.

Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including:

- a physical address or an electronic address, and
- a telephone number.

Any change in that contact person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 20 **days** of that change occurring, or the **Samajam** becoming aware of the change.

6. Members

- 6.1. Minimum number of members: The Samajam shall maintain the minimum number of Members required by the Act.
- 6.2. Becoming a member
 - 6.2.1 Any person who is 18years (eighteen) and above and who can claim a heritage in Malayali culture and/or ancestor with Malayalam as mother tongue and who is willing to accept the objectives of society can seek the membership, is eligible to become a member by application and payment of prescribed fees.
 - 6.2.2 Any person who is below 18years (eighteen) and who can claim a heritage in Malayali culture and/or an ancestor with Malayalam as mother tongue and who is willing to accept the objectives of society can seek the membership, shall be a member without a formal application to the Samajam.
 - 6.2.3 Such member has no voting power.
 - 6.2.4 Such member when attains 18 years (eighteen) shall have to follow the application procedure that is in practice at the time to become a member of the Samajam, otherwise his/her membership is invalid.
 - 6.2.5 A person or persons having legal relationship with a person of an ancestor with Malayalam as mother tongue and who is willing to accept the objectives of society can seek the membership, is \also eligible for membership, provided the latter is already a member of the Samajam.
 - 6.2.6 The membership fee or the annual fee is set by majority decisions at the General Meeting at which the Executive Committee is elected.
 - 6.2.7 Any person may resign membership of the Samajam and no refund will be made when a member withdraws or is expelled from membership.
 - 6.2.8 The committee shall accept it or reject the application with a valid reason and communicate the decision to the applicant.
 - 6.2.9 Membership Fee: Each individual member or Family (Husband,

wife and children under the age of 25 shall be deemed as a single family) shall pay the annual membership fee. The membership fee shall be decided by the duly convened Annual General meeting (AGM).

6.2.10 Samajam's operational financial year will be from 1st November to 31st of October each year.

6.2.11 The membership and fee are valid from annual general meeting day to the next immediate annual general meeting day.

6.2.12 Annual general meeting for every year must be held on or before 30th of November each year. If the AGM cannot be held due to special or unforeseen situations, then the committee can continue until further notice.

6.2.13 New membership will be closed from 1st November to the date of the annual general meeting each year. The members who join on or after members: 1st November will be considered as the members of the following financial year. Therefore, they will not be able to attend the current year AGM

6.2.14 Member/s shall automatically forfeit their claim on any assets/property of the society when the member/s resign or are duly expelled by the General Meeting (GM).

6.2.15 The society shall keep and maintain a membership register.

6.2.16 Only paid-up members of the current year shall have the right to attend the Annual General Meeting.

6.3. Members' obligations and rights

6.3.1. Every Member shall provide the Samajam in writing with that Member's name and contact details (namely, physical or email address and telephone number) and promptly advise the Samajam in writing of any changes to those details.

6.3.2. All Members shall promote the interests and purposes of the Samajam and shall do nothing to bring the Samajam into disrepute.

6.3.3. All members must adhere to the society's constitution.

6.3.4. A Member is only entitled to exercise the rights of membership

(including attending and voting at General Meetings, accessing or using the Samajam's premises, facilities, equipment and other property.) if all subscriptions and any other fees have been paid to the Samajam by their respective due dates,

6.3.5. No Member or Life Member is liable for an obligation of the Samajam by reason only of being a Member.

6.3.6. The Committee may decide what access or use Members/guests may have of or to any premises, facilities, equipment or other property owned, occupied or otherwise used by the Samajam, and to participate in Samajam activities, including any conditions of and fees for such access, use or involvement.

6.4. Disciplinary Action:

6.4.1. Any member who acts contrary to the society's objectives, brings the organization into disrepute, or misappropriates its property and assets shall be subject to disciplinary action.

6.4.2. The Executive Committee shall have the authority to suspend the accused member pending a formal review. Such cases must be referred to the Internal Compliance Authority (ICA) for a comprehensive investigation.

6.4.3. The ICA is empowered to conduct a fair and impartial inquiry, subsequently submitting its findings and recommendations to the Executive Committee.

6.4.4. The Executive Committee shall render a final decision based on the ICA's report. This decision will be communicated to the member in writing and remains subject to ratification at the next General Meeting.

6.5. Ceasing to be a member: A Member ceases to be a member:

6.5.1. by resignation from that Member's class of membership by written Notice by that Member to the Committee through the secretary of the Samajam, or

6.5.2. on termination of a member's membership following a disciplinary action or a dispute resolution process under this Constitution, or

6.5.3. on death, or

6.5.4. The Member has failed to renew the membership with effect from

(as applicable):

- 6.5.4.1. the date of receipt of the Member's notice of resignation by the Committee (or any subsequent date stated in the notice of resignation), or
- 6.5.4.2. the date of termination of the Member's membership under this Constitution, or
- 6.5.4.3. the date of death of the Member.

6.6. Obligations once membership has ceased

6.6.1. A Member who has ceased to be a Member under this Constitution:

- 6.6.1.1. shall return to the Samajam all material provided to Members by the Samajam (including any membership certificate, badges, handbooks and manuals).
- 6.6.1.2. shall cease to be entitled to any of the rights of a Samajam Member.

6.7. Becoming a member again:

- 6.7.1. Any former Member may apply for re-admission in the manner prescribed for new applicants, and may be re-admitted only by resolution of the Committee.
- 6.7.2. But, if a former Member's membership was terminated following a disciplinary or dispute resolution process, the applicant may be re-admitted only by a resolution passed at a General Meeting on the recommendation of the Committee.

7. General meetings

7.1. Procedures for all general meetings

- 7.1.1 Unless otherwise mentioned specifically, all of the below procedures apply to all general meetings including Special General meetings and Annual General meetings (i.e. SGM and AGM).
- 7.1.2 The **Annual General Meeting** shall be held once a year on a date and at a location and/or using any electronic communication determined by the **Committee** and consistent with any requirements in the **Act**, and the **Constitution** relating to the procedure to be followed at **General Meetings** shall apply.
- 7.1.3 The Committee shall give all Members at least 14 days' written Notice of any General Meeting and of the business to be conducted at that General Meeting.
- 7.1.4 That Notice will be addressed to the Member at the communication address (via electronic mail) notified to the Samajam and recorded in the Samajam's register of members. The General Meeting and its business will not be invalidated simply because one or more Members do not receive the Notice of the General Meeting.
- 7.1.5 Only paid-up Members may attend, speak and vote at General Meetings -
 - 7.1.5.1 in person, or
 - 7.1.5.2 by an electronically signed prescribed proxy form in favour of existing member who is entitled to be present at the meeting and received by, or handed to, the Committee before the commencement of the General Meeting.
- 7.1.6 No General Meeting may be held unless at least 1/3rd of eligible paid-up Members attends throughout the meeting and this will constitute a quorum.
- 7.1.7 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, by secret ballot.

7.1.8 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 (online zoom etc..).

7.1.9 Any decisions made when a quorum is not present are not valid.

7.1.10 All General Meetings shall be chaired by the President of the Samajam. If the President is absent, the vice president shall chair that meeting.

7.1.11 Any person chairing a General Meeting may —

7.1.11.1 With the consent of a simple majority of **Members** present at any **General Meeting** adjourn the **General Meeting** from time to time and from place to place but no business shall be transacted at any adjourned **General Meeting** other than the business left unfinished at the meeting from which the adjournment took place.

7.1.11.2 Direct that any person not entitled to be present at the **General Meeting**, or obstructing the business of the **General Meeting**, or behaving in a disorderly manner, or being abusive, or failing to abide by the directions of the chairperson be removed from the **General Meeting**

7.1.11.3 In the absence of a quorum or in the case of emergency, adjourn the **General Meeting** or declare it closed.

- 7.1.12 The Committee may propose motions for the Samajam to vote on ('Committee Motions'), which shall be notified to Members with the notice of the General Meeting.
- 7.1.13 If voting is tied, the Chairperson will have a casting vote.
- 7.1.14 There shall be an Annual General Meeting of the society held prior to on or before 30th of November every year to transact the Annual Accounts and Report of the Executive Committee and Elect the Office bearers of the Samajam for the following year. The financial report shall be prepared and circulated to all members at least 5 days prior to the Annual General Meeting to allow sufficient time for review and consideration.
- 7.1.15 Any other meeting shall be termed as Special General Meeting. Members should be notified at least two weeks in advance for such a meeting and agenda should be circulated in advance. Such meetings shall have the quorum mentioned hereunder.
- 7.1.16 Notice of such AGM and SGM shall be given by the Executive committee and notified to the members by the Secretary of the Samajam as per 7.1.3
- 7.1.17 Any such Special General Meeting can be requested by not less than five members of the Ex. Committee or 15% of the paid-up members of the society in writing. The Ex. Committee shall discuss the notice and convene a General Meeting within four weeks of the notice and shall only transact the business for which notice is given.
- 7.1.18 QUORUM: The quorum of all General Meeting shall be not less than one third of the paid-up members of the society. All transactions except constitutional amendments shall be by majority vote. If a quorum is not present at the meeting, it shall be adjourned for a time decided by the majority of the members present. Such an adjourned meeting can be considered as a quorum and can transact business so long as one fifth of the paid-up members are present and simple majority shall prevail.

8. Annual General Meetings: business

The business of an **Annual General Meeting** shall be to

- 8.1. To approve the Annual Report of the Secretary.
- 8.2. To approve the duly audited Annual Statements of the income and expenditure and assets and liabilities of the Society
- 8.3. To transact any other business of which notice in writing has been given to the Secretary at least fourteen days prior to the last day upon which notice of meetings may be given.
- 8.4. To elect the Officers and Executive Committee members of the Samajam for the following year.
- 8.5. Conduct any other business which may properly be brought before the meeting.

9. Special General Meetings

- 9.1. Special General Meetings may be called by the Executive Committee or by a written request made by not less than one-third (1/3) of the total eligible members, and delivered to the Secretary. Where the meeting has been called on the written request by the members, it shall be held within thirty (30) days of receiving the written request.
- 9.2. Special General Meetings may also be called at any time by the President on emergency purpose or by any member of the Executive Committee on a matter arising out of constitutional crisis due to the vacancy in the Executive Committee.
- 9.3. A Special General Meeting will only consider business related to the reason for which it is called, as notified to the members.

10. Minutes

The executive committee must keep minutes of all General Meetings.

11. Committee

11.1. Committee composition: The Executive Committee will consist of 15 Officers.

11.1.1 Any existing member of the Samajam who is of good character and does not have any dishonesty charges can become a member of the executive committee.

11.1.2 The Executive Committee shall be comprised of 10 elected officers and 5 nominated officers.

11.1.3 At least 3 of the elected officers shall be women.

11.1.4 Elected officers are President, Vice President, Secretary, Joint Secretary, Treasurer, and 5 committee members.

11.1.5 The elected executive committee can nominate 5 officers in their first committee meeting.

11.1.6 If an election fails to produce a minimum of three female officers, the Executive Committee shall prioritize its five nomination slots to appoint the number of women required to meet this threshold. These appointments must be the first order of business during the Committee's inaugural meeting.

11.1.7 A member is not eligible for re-election immediately after three consecutive terms of being an executive committee member of Samajam

11.2. Election procedure

The election process shall be administered by the Presiding Officer duly appointed by the Ex. Committee. The Ex. Committee shall provide all assistance for the election to the presiding officer.

11.2.1 The executive committee shall nominate a presiding officer to conduct the election and publish the nominal roll before the election process.

11.2.2 The presiding officer shall call for nominations for the positions. Each nomination needs to be from the list of the paid-up members of the previous year. Each nomination should be supported by at least one paid up member other than a member from the same family.

11.2.3 The presiding officer shall scrutinize the nominations and accept the

nomination, if he /she a paid-up member and nominated by at least one paid up member. The presiding officer shall be a member of Samajam.

11.2.4 In the event that nominations exceed one for any executive office specifically President, Vice President, Secretary, Joint Secretary, or Treasurer or more than five for the Committee members, an election shall be held. Voting shall be conducted via secret ballot by members present, no proxy voting shall be permitted. The results will be declared during the Annual General Meeting (AGM) upon the conclusion of all other agenda items.

11.2.5 If insufficient nominations are received to fill vacancies on the Executive Committee, additional nominations may be made from the floor at the Annual General Meeting (AGM), provided that no Member shall be elected without their prior consent to nomination.

11.2.6 The presiding Officer shall conduct the election process independently and impartially.

11.2.7 The elected members of the ex. committee shall hold office for at least one year or until their successor/s takes charge. During the year, if any member of the ex. committee is incapacitated or vacate the post due to resignation or suspension, the committee can co-opt a member from among the current members of the society. This nomination shall have to be ratified in the next General Meeting.

11.2.8 If the post of President, Vice-president, Secretary, Joint Secretary, and Treasurer become vacant, it can be filled from among of the existing members of the committee. The above process needs to be ratified by the next General Meeting.

11.2.9 The Ex. committee is the custodian of all assets and liabilities of the society. The Secretary shall maintain proper minutes of their meetings and proceedings. The annual report and financial statements of accounts shall be prepared and presented to the AGM by the Secretary and Treasurer respectively, for their consideration and approval or amendments.

11.3. Functions of the committee

From the end of each Annual General Meeting until the end of the next, the Samajam shall be managed by, or under the direction or supervision

of, the Committee, in accordance with the Incorporated Societies Act 2022, any Regulations made under that Act, and this Constitution.

11.4. Powers of the committee

The Committee has all the powers necessary for managing and for directing and supervising the management of the operation and affairs of the Samajam, subject to such modifications, exceptions, or limitations as are contained in the Act or in this Constitution.

11.5. Financial Control and Investments of the Society

11.5.1 All funds of the society shall be deposited in to the bank account of the society. The ex. committee shall be responsible for the day-to-day management and transactions of the society's funds.

11.5.2 The Treasurer is responsible for the banking and record keeping of all the financial transaction on behalf of the Ex. committee.

11.5.3 The President, Secretary and Treasurer are the joint signatories of the Bank accounts of the Samajam. Any two of the President, Secretary and Treasurer are authorized to jointly sign the cheques on behalf of the society. However, such transaction should be notified to the Treasurer within the next three days and all receipts and vouchers handed over to him/ her for record keeping.

11.5.4 The Secretary/Treasurer are authorized to hold and spend an amount not exceeding \$1,000.00 without the prior approval of the Ex. committee. The Ex-committee is authorized to spend an amount not exceeding \$7500.00 in a single purchase. All collection and dissemination of funds shall be for achieving the objectives of the society only.

11.5.5 Auckland Malayali Samajam being a charitable society, no individual may obtain private pecuniary gain. The members may however be reimbursed for expenditure incurred on behalf of the society. All such transactions/expenses Auckland Malayali Samajam should be approved by the Ex. committee and records be maintained by the Treasurer.

11.5.6 The income and expenditure statements and financial statement of accounts shall be subjected to an annual audit by an auditor appointed by the AGM. The Treasurer should provide an audited financial statement to the members during AGM. The members can inspect the books with ten days prior notice. All such books and vouchers need to be maintained and transferred to the next Ex

committee for safe keeping as per the regulation. The approved income and expenditure statement shall be posted to the charities commission website by the incumbent Secretary within fourteen days after the adoption of the statement by the AGM.

11.5.7 All donations received for a specific purpose should be used for that purpose only. All transaction for the needy shall be administered separately through the “Sahayahastham” (Helping Hand) fund and account. Separate statement of accounts for this account need to be made available to the AGM.

11.5.8 The previous Committee shall hand over all records and assets of the Samajam to the incoming committee within fourteen days after the AGM

11.6. Sub-committees

The Committee may appoint sub-committees consisting of such persons (whether or not Members of the Samajam) and for such purposes as it thinks fit. Unless otherwise resolved by the Committee

- the quorum of every sub-committee is half the members of the sub-committee but not less than 2,
- Minimum 1 Executive committee member needs to be part of the sub-committee,
- no sub-committee shall have power to co-opt additional members,
- a sub-committee must not commit the Samajam to any financial expenditure without express authority from the Committee, and
- a sub-committee must not further delegate any of its powers.

11.7. General matters: committees

The Committee and any sub-committee may act by resolution approved during a conference call using audio and/or audio-visual technology or through a written ballot conducted by email, electronic voting system, or post, and any such resolution shall be recorded in the minutes of the next Committee or sub-committee meeting. Other than as prescribed by the Act or this Constitution, the Committee or any sub-committee may regulate its proceedings as it thinks fit.

11.8. Committee meetings

11.8.1 Elected and nominated members of the Executive Committee will retire at each Annual General Meeting.

11.8.2 Newly elected Executive Committee members will take office

immediately upon their election.

11.8.3 The procedure for Executive Committee meetings will be as follows:

11.8.3.1 A quorum will be at least half of its members.

11.8.3.2 If a member of the Executive Committee, including an office-bearer, does not attend three (3) consecutive meetings without leave of absence that member may, at the discretion and on decision of the Executive Committee, be removed from the Executive Committee.

11.8.3.3 All questions will if possible be decided by consensus. In the event that a consensus cannot be reached then a decision will be made by a majority vote by show of hands.

11.8.3.4 If the voting is tied, the Chairperson will exercise a casting vote.

11.8.3.5 All meetings will be chaired by the President of the Samajam, and in his/her absence, Vice president of the Samajam will chair the meeting.

11.8.4 The Executive Committee will meet at least every 5 weeks of their term year. Meetings may be held in person or by any other means of communicating as decided on by the Executive Committee from time to time.

11.8.5 The Ex. committee is the custodian of all assets and liabilities of the society. The Secretary shall maintain proper minutes of their meetings and proceedings. The annual report and financial statements of accounts shall be prepared and presented to the AGM by the Secretary and Treasurer respectively, for their consideration and approval or amendments.

11.8.6 In their very first formal meeting of the newly formed executive committee, committee to decide and appoint an auditor for the ensuing year. The Auditor need not be a member of the Samajam

11.8.7 The Secretary will ensure that a minute book is maintained which is available to any member of the Samajam and which, for each meeting of the Executive Committee, records:

11.8.7.1 The names of those present

11.8.7.2 all decisions which are required by constitution or by law to be made by the Samajam

11.8.7.3 any other matters discussed at the meeting

11.8.8 The Executive Committee will at all times be bound by the decisions of the members at General Meetings.

11.8.9 A minute of the meeting will be invalid unless it is verified and endorsed by the President.

12. Duties of Executive Committee as Follows:

The overarching purpose of the Samajam is to foster personal relationship and promote cultural identity among people of Kerala ancestry (also known as Malayalees) living in New Zealand. The following are considered inevitable in achieving the purpose.

12.1. PRESIDENT OF THE SAMAJAM

The President of the society shall be the leader and chairperson of the Executive committee who will steer and preserve the objectives of the society for the common welfare of the members of the society.

- 12.1.1. The President shall unify and maintain the integrity of the society among the members of the society and shall be the spokesperson of the society on all official matters.
- 12.1.2. The President shall preside all meetings of the Executive committee and general meeting.
- 12.1.3. He / she shall sign and affirm all minutes of the proceedings
- 12.1.4. He / she shall be one of the three signatories of the society's bank account

12.2. SECRETARY OF THE SAMAJAM

The Secretary shall be the administrative head and the chief executive of the society. He/ She shall:

- 12.2.1. Notify each person when elected of his or her election to membership of the Society or the Committee or an office.
- 12.2.2. Notify members of the Society of each Meeting of the Society, and Members of the Executive Committee of meetings of the Committee and give all such notices as may be required by these rules.
- 12.2.3. Keep a Register of Members as herein before mentioned
- 12.2.4. Keep a record of proceedings of all meetings and of the attendance of officers and members of the Society at such meetings.
- 12.2.5. Keep a record of the number of members voting at the election of candidates for membership and of the result of such election/s.
- 12.2.6. He / she shall be one of the three signatories of the society's bank
- 12.2.7. Common Seal - The Common Seal of the Samajam shall be in the custody and control of the Secretary.

- 12.2.8. When required, the Common Seal will be affixed to any document following a resolution of the Executive Committee/General Meeting and will be signed by the President/Treasurer and one other member of the Executive Committee.

12.3. TREASURER OF THE SAMAJAM

- 12.3.1. Manage the funds and books of the society and report the state of finance and accounts, and as directed by the Ex. Committee
- 12.3.2. Bank or cause to bank and account all finances of the Samajam and maintain records thereof.
- 12.3.3. The treasurer shall be the financial officer of the society

12.4. VICE-PRESIDENT & JOINT SECRETARY

- 12.4.1. The Vice President shall assume the office of the President in the event of President vacating office or incapacitated, unable to perform his / her duties or suspended by the two third majority of the ex. Committee (subject ratification by General Body). the funds and books of the society and report the state of finance and accounts, and as directed by the Ex. Committee
- 12.4.2. The Joint Secretary shall assume the office of the Secretary in the event of Secretary vacating office or incapacitated, unable to perform his / her duties or suspended by the two third majority of the ex. Committee (subject ratification by General Body). or cause to bank and account all finances of the Samajam and maintain records thereof.

12.5. FUNDING MANAGERS (FM's)

- 12.5.1. The Executive Committee may appoint up to two Funding Managers whose tenure will be for two years from the date of their appointment, subject to the approval of the Executive Committee elected every year
- 12.5.2. When a new Executive Committee assumes charge, it can extend the tenure of a Funding Manager beyond two years or can change a FM, if necessary
- 12.5.3. Funding Managers are not members of the Executive Committee.
- 12.5.4. However, being a Funding Manager does not disqualify a member from becoming an Executive Committee member, if he/she meets all other criteria for the position

12.6. RESPONSIBILITIES OF FM

- 12.6.1. To find available funding resources and apply for funding on time, as

directed by the Executive Committee

- 12.6.2. Collect/prepare all documents required for funding applications
- 12.6.3. Inform the Executive Committee about the funding availabilities and the details of funding application requirements
- 12.6.4. Inform the Executive Committee about decisions on all funding applications

13. Governance and Ethics

It mitigates risks such as reputational damage, legal liabilities, and internal disputes, fostering a trustworthy environment for all members

13.1. Purpose

This policy aims to ensure transparency, integrity, and impartiality in the governance of Auckland Malayali Samajam (AMS) by managing conflicts of interest among office bearers. It addresses potential impacts on the organization's operations, decision-making, and reputation, preventing any undue influence from personal or financial gains. This policy shall take effect immediately upon approval of the constitution review by a Special General Meeting (SGM) and apply to the election of new office bearers as well as existing ones.

13.2. Definition of Conflict of Interest

A conflict of interest is established whenever an officer holds a financial stake that could reasonably be deemed to impair their impartiality or influence their professional conduct within AMS. This definition and all subsequent actions are subject to the disclosure requirements set forth in the "Conflict of Interest" sections of the Incorporated Societies Act 2022 (New Zealand Legislation).

13.3. Rules of Office Bearers

Executive committee must setup and maintain a register of disclosures.

- 13.3.1. All AMS office bearers are strictly prohibited from engaging in any activity where a conflict of interest exists, except as permitted under the Incorporated Societies Act 2022.
- 13.3.2. Every officer must conduct themselves in full accordance with the disclosure and participation requirements mandated by the Incorporated Societies Act 2022's "Conflict of Interest" provisions.
- 13.3.3. Disclosure Requirements: All office bearers must annually disclose any potential conflicts in writing to the Executive Committee. Failure to disclose may result in suspension or removal from office (Executive committee).
- 13.3.4. Abstention in Decision-Making: If a conflict is identified or a complaint is raised against an office bearer (including executive or extended committee members), the affected individual(s) must abstain from participating in related discussions, voting, or decision processes. This ensures fair and unbiased outcomes.
- 13.3.5. Application to Elections & office bearers:

13.3.5.1 New Office Bearers: During elections post-SGM approval, elected office bearers and nominated members of the executive committee must declare conflicts within first 30 days. Any identified conflicts must be resolved (e.g., by divestment or recusal) or lead to resignation.

13.3.5.2 Existing Office Bearers: Upon policy implementation, current office bearers must review and declare conflicts within 30 days. Any identified conflicts must be resolved (e.g., by divestment or recusal) or lead to resignation.

13.4. Establishment and Role of Internal Compliance Authority (ICA)

13.4.1. Initial Setup: Following the adoption of these constitutional amendments at a Special General Meeting (SGM), the Executive Committee must establish the ICA within 30 days

13.4.2. Succession: Each subsequent Executive Committee shall, within 30 days of taking office, formally resolve to either reappoint the existing ICA or nominate new members.

13.4.3. Composition: The ICA shall comprise a minimum of three (3) members. To ensure a diversity of perspective and balanced governance, the appointment of at least one (1) woman is mandatory.

13.4.4. Nomination Process: Members shall be nominated from the general membership, excluding current office bearers, and approved by a majority vote of the Executive Committee. Terms shall be 2 years, renewable once.

13.4.5. Functions:

13.4.5.1. Hear and investigate internal compliance issues, including conflicts of interest, ethical breaches, or complaints including causing disrepute to the Samajam.

13.4.5.2. Propose recommendations to the Executive Committee for resolution, such as mediation, sanctions, or policy amendments.

13.4.5.3. Maintain confidentiality and impartiality in all proceedings.

13.4.6. Handling Complaints Against Committee Members: If a complaint involves executive or extended committee members, those individuals must be excluded from the ICA's deliberations and the Executive committee's decision-making on the matter. The ICA may escalate unresolved issues to the General Meeting or an external mediator if needed.

13.5. Enforcement and Consequences

- 13.5.1. Statutory Alignment: The ICA's enforcement and monitoring functions are subject to the conflict-of-interest regulations of the Incorporated Societies Act 2022. This ensures that all AMS internal oversight remains consistent with New Zealand's legal framework for incorporated societies.
- 13.5.2. Monitoring: The ICA shall oversee compliance, with annual audits of disclosures.
- 13.5.3. Penalties: Violations may result in warnings, suspension, removal from office, or expulsion from AMS, decided by the Executive Committee (with abstention rules applied) and ratified by the General Meeting.
- 13.5.4. Training: All office bearers shall receive mandatory training on this policy by ICA within 30 days of adoption of these constitutional amendments or election/appointment of the office bearers.

13.6. Confidentiality Compliance

The Auckland Malayali Samajam, its officials, and members shall at all times comply with the Privacy Act 2020 (New Zealand Legislation) and the general guidelines issued by the Office of the Privacy Commissioner when collecting, storing, using, disclosing, or otherwise handling any personal information of members, participants, families, or other individuals.

13.6.1. This obligation includes:

- 13.6.1.1. members of the internal compliance authority (ICA) referenced above will oversee and ensure the AMS's compliance with the Privacy Act 2020.
- 13.6.1.2. Ensuring personal information is collected only for lawful purposes connected with AMS activities, kept secure, accurate, and used or disclosed only as permitted by law.
- 13.6.1.3. Promptly reporting any notifiable privacy breaches that may cause serious harm.
- 13.6.1.4. All officials and members must treat confidentiality as a core ethical duty, with breaches subject to disciplinary action under the Constitution.

13.7. Engaging with Children and Young People

- 13.7.1. The AMS officials and members, when engaging with children and young people (defined as any person under the age of 18 years) in their capacity as Samajam representatives, shall prioritise the safety,

protection, and wellbeing of the child at all times, in accordance with the Children's Act 2014(New Zealand Legislation).

- 13.7.2. The Samajam executive committee shall adopt, implement, and review at least every three years a formal Child Protection Policy
- 13.7.3. To maintain a safe environment, the ICA will monitor and enforce policy compliance for any individual including officers and volunteers who interacts with minors during AMS-sanctioned events
- 13.7.4. Training and awareness requirements for officials and members on child protection responsibilities.
- 13.7.5. The welfare and interests of the child shall be the paramount consideration in every decision or activity involving children. Failure to comply with this subsection or the associated Child Protection Policy shall constitute a serious breach of the Code of Ethics and may result in disciplinary measures, including suspension or expulsion.

14. Records

14.1. Register of Members: The Samajam shall keep an up-to-date Register of Members.

14.1.1. For each current Member, the information contained in the Register of Members shall include —

14.1.1.1. Their name

14.1.1.2. The date on which they became a member (if there is no record of the date they joined, this date will be recorded as 'Unknown'), and

14.1.1.3. Their contact details, including:

- A residential address or a mailing address, and
- A telephone number(s).

14.1.1.4. The register will also include each Member's:

- postal address
- email address (if any)

14.2. Every current Member shall promptly advise the Samajam of any change of the Member's contact details.

15. Dispute Resolution

15.1. Meanings of dispute and complaint

A dispute is a disagreement or conflict involving the Samajam and/or its members in relation to specific allegations set out below.

- 15.1.1. The disagreement or conflict may be between any of the following persons:
 - 2 or more Members
 - 1 or more Members and the Samajam
 - 1 or more Members and 1 or more Executive Committee members
 - 2 or more Executive Committee members
 - 1 or more Executive Committee members and the Samajam
 - 1 or more Members or Executive Committee members and the Samajam.
- 15.1.2. The disagreement or conflict relates to any of the following allegations:
 - a member or an Executive Committee member has engaged in Misconduct
 - a member or an Executive Committee member has breached, or is likely to breach, a duty under the Samajam's Constitution
 - the Samajam has breached, or is likely to breach, a duty under the Samajam's Constitution
 - a member's rights or interests as a member have been damaged or Member's rights or interests generally have been damaged.
- 15.1.3. A Member or an Executive Committee member may make a complaint by giving to the Committee (or a complaints subcommittee) a notice in writing that:
 - states that the Member or Executive Committee member is starting a procedure for resolving a dispute in accordance with the Samajam's Constitution; and
 - sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against; and
 - sets out any other information or allegations reasonably required by the Samajam.
- 15.1.4. The Samajam may make a complaint involving an allegation against a member or an Executive Committee member by giving to the Member or Executive Committee member a notice in

writing that:

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

15.1.5. 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.

15.1.6. A complaint may be made in any other reasonable manner permitted by the Samajam's Constitution.

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

15.1.8. The complainant raising a dispute, and the 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 will sign a suitable mediation or arbitration agreement.

15.2. How complaint is made

15.2.1. A Member or an Executive Committee member may make a complaint by giving to the Committee (Addressing to the secretary) or to ICA, the Internal compliance Authority a notice in writing that:

- states that the Member or Executive Committee member is starting a procedure for resolving a dispute in accordance with the Samajam's Constitution; and
- sets out the allegation or allegations to which the dispute relates and whom the allegation is against; and
- sets out any other information reasonably required by the Samajam.

15.2.2. The Executive committee may make a complaint involving an allegation or allegations against a member or an Executive Committee member by giving to the Member or Executive Committee member a notice in writing that:

- states that the Executive committee is starting a procedure for resolving a dispute in accordance with the Samajam's Constitution; and

- sets out the allegation to which the dispute relates.
- 15.2.3. The information given under subclause (1b.) or (2b.) must be sufficient to ensure that a person against whom an allegation is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.
- 15.2.4. A complaint may be made in any other reasonable manner permitted by the Samajam's Constitution.
- 15.3. Person who makes complaint has right to be heard
- 15.3.1. A Member or an Executive Committee member who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
- 15.3.2. If the Samajam executive committee makes a complaint
- the Samajam executive committee has a right to be heard before the complaint is resolved or any outcome is determined; and
 - an Executive Committee member may exercise that right on behalf of the Samajam.
- 15.3.3. Without limiting the manner in which the Member, Executive Committee member, or Samajam may be given the right to be heard, they must be taken to have been given the right if
- they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - an oral hearing (if any) is held before the decision maker; and
 - the Member's, Executive Committee member's, or Samajam's written or verbal statement or submissions (if any) are considered by the decision maker.
- 15.4. Person who is subject of complaint has right to be heard
- 15.4.1. This clause applies if a complaint involves an allegation that a Member, an Executive Committee member, or the Samajam (the 'respondent'):
- has engaged in misconduct; or
 - has breached, or is likely to breach, a duty under the Samajam's Constitution; or
 - has damaged the rights or interests of a member or the rights or interests of Members generally.

- 15.4.2. The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
- 15.4.3. If the respondent is the Samajam, an Executive Committee member may exercise the right on behalf of the Samajam.
- 15.4.4. Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if:
- the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
 - the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - an oral hearing (if any) is held before the decision maker; and
 - the respondent's written statement or submissions (if any) are considered by the decision maker.

15.5. Investigating and determining dispute

- 15.5.1. The Samajam 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.
- 15.5.2. Disputes must be dealt with under the Constitution in a fair, efficient, and effective manner and in accordance with the provisions of the Act.

15.6. Samajam may decide not to proceed further with complaint

- 15.6.1. Despite the 'Investigating and determining dispute' rule above, the Samajam may decide not to proceed further with a complaint if:
- 15.6.1.1. the complaint is considered to be trivial; or
- 15.6.1.2. the complaint does not appear to disclose or involve any allegation of the following kind:
- 15.6.1.2.1. that a member or an Executive Committee member has engaged in material misconduct.
- 15.6.1.2.2. that a Member, an Executive Committee member, or the Samajam has materially breached, or is likely

to materially breach, a duty under the Samajam's Constitution.

- 15.6.1.2.3. that a Member's rights or interests or Members' rights or interests generally have been materially damaged.
- 15.6.1.2.4. the complaint appears to be without foundation or there is no apparent evidence to support it; or
- 15.6.1.2.5. the person who makes the complaint has an insignificant interest in the matter; or
- 15.6.1.2.6. the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the Constitution; or
- 15.6.1.2.7. there has been an undue delay in making the complaint.

15.7. Samajam may refer complaint

15.7.1. The Samajam may refer a complaint to the Internal Compliance Authority (ICA)

15.7.1.1. ICA to undertake investigation and report with recommendations.

15.7.1.2. The Samajam may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation).

16. Books and Financial Statements

- 16.1. The Samajam shall keep proper books and complete accounts of the Society, Assets, Liabilities and Transactions of the Society.
- 16.2. At the close of each financial year, an income and expenditure account and a statement of assets and liabilities of the Society shall be prepared and shall be audited by the appointed auditor and reported to the AGM
- 16.3. The Society shall deliver annually to the Registrar of Incorporated Societies in such form and at such times as he or she requires a statement containing the following particulars:
 - (i) The income and expenditure of the Society during the Society's last financial year.
 - (ii) The assets and liabilities of the Society at the close of the said year.
 - (iii) All mortgages, charges and securities of any description affecting any of the property of the Society at the close of the said year.
- 16.4. The said statement shall be accompanied by a Certificate signed by the Treasurer or in his or her absence another Officer of the Society authorized by the Committee in a General Meeting.

17. Information Technology & Digital Communications

17.1. Purpose: To protect the image and reputation of the Auckland Malayali Samajam across all electronic, digital, and print media. All communication from the Samajam will be officially documented and approved by the Digital Communication Panel, the Executive Committee, or the General Body. To maintain integrity and dignity, all formal communications shall be issued through the respective office bearers only.

17.2. Scope: This policy covers the appropriate use of the official website, email systems (including the Samajam email database), mobile communication (SMS/Text), and all social media platforms (including but not limited to Facebook, Instagram, and WhatsApp). This policy applies to all members of the Auckland Malayali Samajam.

17.3. The Digital Communication Panel

17.3.1 Composition: The digital presence of the Samajam shall be managed by a Digital Communication Panel. This panel shall consist of the Secretary, the President, and other members as appointed by the Executive Committee.

17.3.2 Authorization: All messages, posts, and electronic circulars must be authorized by the Secretary or the President prior to publication or distribution.

17.3.3 Monitoring: The Panel shall monitor and report to the Executive Committee on the language, content, and appropriateness of all matter published through electronic and social media.

17.3.4 Enforcement: The Panel shall withhold or remove any message deemed inappropriate and report the matter to the Executive Committee.

17.3.5 Integrity: All members of the Panel shall be impartial and show good judgment and integrity in their duties.

17.3.6 Handover: The outgoing committee will transfer all administrative rights, login credentials, and relevant passwords for the website, email systems, and social media accounts to the incoming Secretary and President immediately after the Annual General Meeting.

17.4. Official Communication

17.4.1 Issuance: All formal communications shall be issued through the Secretary and/or President only.

17.4.2 Prohibited Content: No Samajam IT system, social media account, or messaging group shall be used for the creation or distribution of

any disruptive or offensive messages. This includes, but is not limited to, offensive comments about race, gender, disability, age, sexual orientation, pornography, religious beliefs, political beliefs, or national origin.

- 17.4.3 Reporting: Members who receive any communication with such prohibited content from any official Samajam IT or social media system should report the matter to the Secretary immediately.
- 17.5. Personal Use: Sending chain letters, joke emails, or unauthorized mass communications from an Auckland Malayali Samajam account or official group is prohibited. Any virus or malware warnings and mass digital mailings/texts must be approved by the Secretary before sending. These restrictions also apply to the forwarding of mail received by a Samajam member.
- 17.6. Automatic Forwarding: Unless approved by the Secretary, official Samajam email and digital correspondence will not be automatically forwarded to an external or personal destination.
- 17.7. Monitoring and Privacy: Auckland Malayali Samajam members shall have no expectation of privacy in anything they store, send, or receive from the Samajam's email systems, website, or official social media platforms. The Samajam may monitor messages without prior notice but is not obliged to monitor every individual message sent by members.
- 17.8. Enforcement: Any member found to have violated this policy may be suspended immediately and the matter will be referred to Internal Compliance Authority.

18. Winding Up

- 18.1. **Initiating Closure Process:** A resolution in favour of winding up the society must be passed by three fourth of the existing membership of the society at a General Body Meeting. This resolution should be ratified at a subsequent meeting held not earlier than one month from the date of the resolution.
- 18.2. **Disposal:** All assets of the society maybe disposed off, after the resolution for winding up the society is ratified by the General body. Payment of all costs, debts and liabilities are to be met from the sale proceeds of the assets. Any remaining property will be donated to another organization that is charitable under New Zealand law or for some other charitable purposes recognized under New Zealand law, as decided by the General Body.
- 18.3. **Pecuniary Gain:** No member shall derive any pecuniary gain from the property or operations of the Society. Provided however that in the event of the winding up or intended winding up of the Society or its dissolution by any means whatever, the funds, property and assets of the Society shall be dealt with and disposed of in such manner as the three fourth majority of the members of the Society shall from time-to-time resolve or decide. No member of the Society shall receive or participate in any direct personal benefit from the Society.
- 18.4. **Indemnity:** No member shall be held personally liable for the commissions or omission of the Samajam's action or inactions.