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**CONSTITUTION OF THE SPIRITUALIST CHURCH OF NEW ZEALAND  
"SPIRITUALISM NEW ZEALAND"**

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## **INTRODUCTION**

- A. The Spiritualist Church of New Zealand was incorporated by an act of parliament entitled the Spiritualist Church of New Zealand Act 1924 (the “Act”).
- B. Section 9 of Schedule of B of the Act allows the constitution to be amended by the National Council provided the conditions in that section are met.
- C. The National Council of the Spiritualist Church of New Zealand wishes to update the constitution by replacing clauses 1-8 in Schedule B of the Act with the terms of this constitution and by adding the terms of this constitution to the remaining terms of the Act. The National Council have fulfilled the conditions in Section 9 of Schedule of B of the Act.
- D. This document is supplementary to the Act, but some of the Act’s provisions have been paraphrased in this document where necessary to make for easier interpretation.

### **1. NAME**

- 1.1 The Spiritualist Church of New Zealand shall be known as “Spiritualism New Zealand” for dealings with its Members, the general public and throughout this document.

### **2. BELIEFS OF SPIRITUALISM**

- 2.1 The Universal Fatherhood of God.
- 2.2 The Universal Brotherhood of Man.
- 2.3 The Communion of Spirits and the Ministry of Angels.
- 2.4 The Survival of Bodily Death.
- 2.5 Personal Responsibility.
- 2.6 Compensation and Retribution, here or hereafter, for all the Good and Evil Deeds done on Earth.
- 2.7 Eternal Progress open to every Human Soul.
- 2.8 These beliefs:
  - 2.8.1 supply a common basis of belief on which all Spiritualists can agree and unite;
  - 2.8.2 are a foundation for a way of life;
  - 2.8.3 allow Spiritualism to be free from creed or dogmas as a religious philosophy; and
  - 2.8.4 do not necessarily express the full creed of all Spiritualists.

### 3. DEFINITIONS

In this document:

The “**Act**” means the Spiritualist Church of New Zealand Act 1924.

“**Board**” is the group described as the Executive Committee in the Act plus the registrar and such other members of the Board as the Board shall from time to time decide and is further described in clause 8 of this constitution.

“**Conflict of Interest**” exists for a member of the Board or a Member if the member of the Board or Member’s interests or duty in a particular matter conflicts, or might conflict, with his, her or its duty to Spiritualism New Zealand;

“**Individual Member**” is any individual who becomes an Individual Member in terms of clause 14 of this constitution.

“**Member**” means each Individual Member and Organisation in terms of clause 14 of this constitution.

“**National Council**” is the body described as the National Council in the Act as amended in this constitution and is described in clause 7 of this constitution.

“**Organisation**” means “**Church**” as defined in the Act as “the persons for the time being united together [in] fellowship forming a Church of the Spiritualist denomination”. It is also described as a “member” in the Act. It can also include any other type of organisation and is described in clause 14 of this constitution.

“**Spiritualism New Zealand**” means the Spiritualist Church of New Zealand as incorporated by the Act.

“**Representative**” means a “president” as described in the Act and also the individuals described in clause 14.4 of this constitution.

### 4. PURPOSES

4.1 Spiritualism New Zealand’s purposes are:

4.1.1 to advance, promote and foster Spiritualism by supporting individuals, groups, centres and churches that are practising Spiritualism in New Zealand in their practice of Spiritualism; and

4.1.2 to do all things that are conducive or incidental to the attaining of the above.

4.2 Notwithstanding the above purposes, Spiritualism New Zealand shall be limited in furthering or attaining its purposes to the advancement of charitable purposes in New Zealand.

## **5. DEALINGS WITH PROPERTY**

- 5.1 Spiritualism New Zealand does not currently hold any real property.
- 5.2 Should Spiritualism New Zealand ever come to own any real property, it will be dealt with under the terms of Schedule C of the Act.
- 5.3 Spiritualism New Zealand does hold other types of property and it shall continue to hold that property as it did immediately before this constitution, subject only to the amendments in this constitution.
- 5.4 Spiritualism New Zealand's income and all Spiritualism New Zealand's property is to be applied solely towards Spiritualism New Zealand's purposes and the payment directly or indirectly by any means by way of profit to any person or organisation is absolutely prohibited except for the payment of remuneration in good faith in return for services actually performed for Spiritualism New Zealand, reimbursement as per this constitution or the payment of interest on any money borrowed by Spiritualism New Zealand.
- 5.5 The exact requirements for receipt of assets, operation of bank accounts and management of assets in general shall be decided by the Board from time to time.

## **6. CONFLICT OF PROVISIONS**

- 6.1 If there is any conflict between the provisions of the Act and this constitution (except for clauses 1-8 in Schedule B of the Act which are replaced by this constitution), the provisions of the Act shall prevail.
- 6.2 If there is conflict between the provisions of this constitution and any policies made under this constitution, the provisions of this constitution shall prevail.

## **7. NATIONAL COUNCIL**

- 7.1 The National Council shall be made up of the Representatives from each of the Organisations, all Individual Members and the entire Board.
- 7.2 The National Council meets in Annual General Meetings and Extraordinary General Meetings as described below and it ratifies decisions of the Board and decides the matters for decision by the National Council set out in this constitution and the Act.

## **8. BOARD**

- 8.1 Spiritualism New Zealand's governance and management shall be conducted by the Board.
- 8.2 The Board shall be made up of a president, a vice-president, a treasurer, a secretary, a registrar and such other members of the Board as the Board shall from time to time decide.
- 8.3 Each of the five offices (president, vice-president, treasurer, secretary and registrar) shall be filled by an Individual Member or the Representative of an Organisation who shall be voted into that office by a majority vote of the National Council.
- 8.4 The president, vice-president, treasurer, secretary and registrar shall remain in office until:
  - 8.4.1 they resign by notice in writing to the Board;

8.4.2 a replacement for their position is voted in by the National Council; or

8.4.3 they are removed in accordance with this constitution.

8.5 How long the president, vice-president, treasurer, secretary and registrar shall remain in office until a replacement for their position is voted in by the National Council shall be determined by the National Council from time to time.

8.6 Should a vacancy occur in the offices of president, vice-president, treasurer, secretary or registrar during a time when a meeting of the National Council cannot conveniently be convened to vote in their replacement, the remaining members of the Board must appoint a replacement until a meeting of the National Council can conveniently be convened where a new office holder must be voted in as above.

## **9. PRESIDENT**

9.1 The president's role is to:

9.1.1 chair meetings of the Board and the National Council;

9.1.2 sign receipts on behalf of Spiritualism New Zealand;

9.1.3 sign notices of meetings as required by the Act;

9.1.4 exercise a general supervision over all business of Spiritualism New Zealand; and

9.1.5 other functions such as the Board may from time to time decide.

## **10. VICE-PRESIDENT**

10.1 The vice-president's role is to:

10.1.1 fill the role of president when the president is not available to fulfil their functions;

10.1.2 assist the president with the president's functions where requested by the president;

10.1.3 sign receipts on behalf of Spiritualism New Zealand where required; and

10.1.4 other functions such as the Board may from time to time decide.

## **11. TREASURER**

11.1 The treasurer's role is to:

11.1.1 prepare and keep such books, accounts and statements as may be necessary to provide a true record of Spiritualism New Zealand's financial position;

11.1.2 sign receipts on behalf of Spiritualism New Zealand where required;

11.1.3 invest and withdraw funds of Spiritualism New Zealand at the direction of the Board; and

11.1.4 other functions such as the Board may from time to time decide.

## **12. SECRETARY**

12.1 The secretary's role is to:

- 12.1.1 prepare and keep records of all meetings, business and correspondence of Spiritualism New Zealand;
- 12.1.2 receive notices delivered to the Board and give notices as required by the Act, this constitution and any policies made under this constitution;
- 12.1.3 sign receipts on behalf of Spiritualism New Zealand where required;
- 12.1.4 receive notices under this constitution at the secretary's residential address; and
- 12.1.5 other functions such as the Board may from time to time decide.

## **13. REGISTRAR**

13.1 The registrar's role is to:

- 13.1.1 maintain membership records of the Organisations and Individual Members;
- 13.1.2 complete the requirements for the New Zealand Police Vetting Service where required; and
- 13.1.3 other functions such as the Board may from time to time decide.

## **14. ORGANISATIONS AND INDIVIDUAL MEMBERS**

- 14.1 Any type of organisation or individual can apply to the Board in writing to become an Organisation or Individual Member in terms of this constitution.
- 14.2 Each application will be considered at a meeting of the Board to decide whether or not to accept the applicant as an Organisation or Individual Member (as the case may be) under this constitution and the Board is not obliged to give reasons for its decision. The precise process for considering applications will be determined by the Board from time to time.
- 14.3 When an organisation or individual becomes a Member, it cannot vote at National Council meetings for three calendar months from the date of its acceptance by the Board as a Member.
- 14.4 Each Organisation must appoint a Representative of that Organisation using the methods required for that Organisation to make decisions. For an Individual Member, that person shall be the Representative automatically.
- 14.5 Each Member must uphold the purposes of Spiritualism New Zealand.
- 14.6 Each Member shall make an annual contribution to Spiritualism New Zealand. The amount of the annual contribution and its manner of payment shall be decided by the Board from time to time. The Board may also decide not to charge an annual contribution for all or any of the Organisations, Individual Members or any individuals within an Organisation as and when it sees fit.

- 14.7 No Organisation, Individual Member or individual member of any Organisations may make public statements on behalf of Spiritualism New Zealand without the prior consent of the Board.
- 14.8 A Member will cease to be a Member in terms of this constitution when:
- 14.8.1 it gives written notice to the Board to that effect; or
  - 14.8.2 is removed in accordance with this constitution; or
  - 14.8.3 is removed in accordance with any policies created in accordance with this constitution.

## **15. MEETINGS OF THE BOARD**

- 15.1 The Board shall hold at least three (3) meetings annually as follows:
- 15.1.1 the President will preside at all meetings as the chair. If the president is absent from the meeting or is precluded from acting as chair under this constitution, the chair shall be voted in for that meeting by a majority vote of the attendees of that meeting;
  - 15.1.2 a quorum for Board meetings shall be two thirds (2/3) of all the members of the Board;
  - 15.1.3 each member of the Board shall have one vote and the President shall have the casting vote, where required;
  - 15.1.4 all decisions shall be made by majority vote. The precise method of voting shall be determined by the Board from time to time;
  - 15.1.5 a written resolution agreed to in writing (whether by electronic communication or otherwise) by at least three quarters (3/4) of the Board shall have the same effect as if passed at a meeting;
  - 15.1.6 meetings may, at the direction of the chair of that meeting, be held by teleconference, skype or facetime (or similar application) in which case attendance at the meeting for the purposes of a quorum shall be deemed to take place upon the mode of communication having made connection with a quorum;
  - 15.1.7 the notice period and method of notice for meetings shall be determined by the Board from time to time, but the notice period must be at least ten working days;
  - 15.1.8 meetings of the Board will occur when summoned by the President; and
  - 15.1.9 further procedures for these meetings may be prescribed by the Board from time to time.

## **16. MEETINGS OF THE NATIONAL COUNCIL**

- 16.1 The National Council shall hold at least one (1) meeting a year ("Annual General Meeting") and this meeting will be held each year within 3 months of the end of each financial year (which is currently 30 June). The Annual General Meeting will occur when summoned by the Board.
- 16.2 Any meetings in a year other than the Annual General Meeting shall be called Extraordinary General Meetings. These will occur when either:
- 16.2.1 summoned by the Board; or
  - 16.2.2 by any Member with the consent in writing of not less than half of the other Members delivered as a notice to the Board. Each consent from the other Members must be signed by the Representative of that Member.
- 16.3 Annual General Meetings and Extraordinary General Meetings shall be held as follows:
- 16.3.1 the President will preside at all meetings as the chair. If the president is absent from the meeting or is precluded from acting as chair under this constitution, the chair shall be voted in for that meeting by a majority vote of the attendees of that meeting;
  - 16.3.2 the quorum will be determined by the Board from time to time and it will include only Representatives who are entitled to vote (i.e. the Member they represent has been a Member in terms of this constitution for more than three calendar months);
  - 16.3.3 all decisions shall be made by majority vote. The precise method of voting shall be determined by the Board from time to time;
  - 16.3.4 the number of votes that each Member shall have, shall be determined by the Board from time to time. Every member of the Board shall have one vote;
  - 16.3.5 meetings may, at the direction of the chair of that meeting, be held by teleconference, skype or facetime (or similar application) in which case attendance at the meeting for the purposes of a quorum shall be deemed to take place upon the mode of communication having made connection with a quorum;
  - 16.3.6 the notice period and method of notice for meetings shall be determined by the Board from time to time, but the notice period must be at least ten working days;
  - 16.3.7 a written resolution agreed to in writing (whether by electronic communication or otherwise) by Representatives and members of the Board shall have the same effect as if passed at a meeting of the National Council provided it is signed by enough Representatives and members of the Board. The number of Representatives and members of the Board required to allow a written resolution to have the same effect as if passed at a meeting of the National Council shall be determined by the Board from time to time;
  - 16.3.8 all employees and individual members of all Organisations may attend Annual General Meetings and Extraordinary General Meetings, but the chair of each meeting shall determine speaking rights for persons who are not Representatives or members of the Board; and

16.3.9 further procedures for these meetings may be prescribed by the Board from time to time.

16.4 The business of an Annual General Meeting shall be to:

16.4.1 receive and consider the audited financial statements for the year;

16.4.2 receive and consider a report of the Board for the preceding year;

16.4.3 appoint Board members when required;

16.4.4 appoint an Auditor; and

16.4.5 consider such other business as may be raised by the Representatives, employees and the Board.

## **17. CONFLICT OF INTEREST**

17.1 When a conflict of interest exists for a Member or member of the Board, that Member or member of the Board must declare the nature of the conflict or the potential conflict. The Member or member of the Board must not take part in deliberations or proceedings including decision-making in relation to the conflict of interest. The Member or member of the Board must not be counted in the quorum required for decision-making on the matter for which he or she has the conflict of interest.

## **18. POLICIES**

18.1 The Board may draft policies for the order and good government of Spiritualism New Zealand from time to time to cover matters not dealt with under this constitution and as allowed by this constitution.

18.2 All draft policies under this clause must be approved by a meeting of the National Council before they come into force.

## **19. BOARD POWERS**

19.1 Without prejudice to the general powers conferred by this constitution and in the Act, the Board shall also have the power to:

19.1.1 take any proceedings in any court;

19.1.2 purchase, take or otherwise receive and hold any real or personal property;

19.1.3 sell, grant or otherwise dispose of any real or personal property including mortgaging or otherwise charging that property;

19.1.4 exercise, subject to the provisions of this constitution and of the Act, all powers of a body corporate and all powers of a natural person;

19.1.5 borrow or raise money and secure the repayment of monies borrowed in such a manner as the Board thinks fit. (However, actions under this clause must first be approved by National Council);

19.1.6 to invest money in such a manner as the Board thinks fit;

- 19.1.7 raise money by all lawful means, to conduct fundraising campaigns and to solicit financial assistance from individuals, the general public, organisations of all kinds, business and commercial enterprises, local authorities, Government and Government agencies;
- 19.1.8 to engage such professional services as the Board shall deem desirable;
- 19.1.9 print, publish, write, distribute in any form whatsoever articles, opinions, papers, books, pamphlets, courses, photographs, websites and pictures and all other activities associated with publication of material relevant to Spiritualism New Zealand's purposes;
- 19.1.10 indemnify any person, entity or company against debts, liabilities, claims or proceedings, incurred on behalf of or in the course of providing any products or research or services (except in connection with any gross negligence or illegal acts) if the Board wishes to do so and for this purpose to charge any of Spiritualism New Zealand's assets;
- 19.1.11 make and carry out any arrangements for joint working or co-operation with any other society or body, whether incorporated or not, carrying on work similar to that of Spiritualism New Zealand;
- 19.1.12 receive gifts, loans or donations from any person, company or body, including Representatives, employees and members of the Board, which shall be treated as other funds and property of Spiritualism New Zealand are treated under this deed;
- 19.1.13 effect insurances in respect of any of Spiritualism New Zealand's assets, undertaking or activities as appropriate to safeguard such assets, undertaking or activities;
- 19.1.14 construct, maintain, restore, repair, alter and replace any buildings or other structures;
- 19.1.15 delegate their powers, including by appointing sub-committees or hiring employees or contractors to complete certain tasks;
- 19.1.16 provide the administration for the New Zealand Police Vetting Service for Organisations or Individual Members;
- 19.1.17 develop codes of practice for certain roles within and relating to Spiritualism generally and publish lists of individuals and organisations who fulfil certain requirements and have undertaken to follow the codes of practice and register and deregister individuals and organisations from these lists as they see fit; and
- 19.1.18 to generally conduct Spiritualism New Zealand in terms of this constitution and the Act.

## **20. RESIGNATIONS**

- 20.1 Any member of the Board, Organisation or Individual Member may resign at any time by giving notice in writing to the secretary to that effect and such notice, unless otherwise expressed, shall take effect immediately.

- 20.2 If the members of the Board are concerned that one of the members of the Board is mentally incapable in terms of section 93B(1) of the Protection of Personal Property Rights Act 1988, they may request that member of the Board, or that member of the Board's attorneys, to provide a certificate in terms of section 99D(1) of the Protection of Personal Property Rights Act 1988.
- 20.3 Any member of the Board shall cease to be a member of the Board immediately upon receipt by the other members of the Board of a certificate in terms of section 99D(1) of the Protection of Personal Property Rights Act 1988 stating that the member of the Board in question is mentally incapable for a term of three months or more.

## **21. COMPLAINTS**

- 21.1 Any person, including a member of the Board, may make a complaint to the Board about the conduct of a member of the Board, an Organisation or an Individual Member by giving notice in writing to the secretary (the "Complaint"). The member of the Board, Organisation or Individual Member subject to the complaint shall be called the "Respondent" in this clause.
- 21.2 The Complaint can be in relation to any matter including, but not limited to, conduct that brings Spiritualism New Zealand into disrepute, conduct contrary to Spiritualism New Zealand's purposes and non-payment of an annual contribution.
- 21.3 If the Complaint is regarding the conduct of an individual person within an Organisation, Spiritualism New Zealand does not have the jurisdiction to deal with that complaint and it must be referred to the Organisation itself. However, if the Organisation does not take steps that Spiritualism New Zealand considers adequate to deal with the Complaint against the individual person within that Organisation, a Complaint against the Organisation for failing to take adequate steps may be made under this clause by the Board.
- 21.4 Other than the alterations in this clause, the meetings in this clause shall be run in the same manner as all other meetings of the Board.
- 21.5 When a Complaint is received by the secretary, the president must promptly call a meeting of the Board (which is attended by the members of the Board not subject to the complaint) to decide whether there is sufficient substance in the complaint to consider removing the Respondent from Spiritualism New Zealand.
- 21.6 If the Board decides that there is not sufficient substance as above, they do not have to follow the procedure below and may make whatever orders or conditions they see fit. If the Board decides that there is sufficient substance as above, they must follow the procedure below.
- 21.7 The Respondent must be excluded from the deliberations, investigations and voting of the Board until the issue has been resolved. The issue will be resolved either by removal of the Respondent from Spiritualism New Zealand or by the decision of the Board to reinstate the Respondent and dismiss the complaint or on any other terms or conditions that the Board sees fit.
- 21.8 The members of the Board not subject to the Complaint must promptly call a meeting of the Board to allow the Respondent the opportunity to provide a written or oral explanation of their conduct.

- 21.9 The Board shall give notice of this meeting to all members of the Board and the Respondent. The notice shall:
- 21.9.1 sufficiently inform the Respondent of the details of the complaint so that the Respondent can offer an explanation of their conduct;
  - 21.9.2 inform the Respondent that, if the Board is not satisfied with their explanation, the Board may remove the Respondent from Spiritualism New Zealand; and
  - 21.9.3 the Respondent shall be entitled to legal representation and a support person to assist them throughout the process if they choose, but Spiritualism New Zealand shall not be responsible for the costs of such legal representation or support person.
- 21.10 If the Board elects to remove the Respondent from Spiritualism New Zealand, the Respondent shall cease to be a Member and cease to occupy any office(s) they occupy in Spiritualism New Zealand immediately.

## **22. EMPLOYEES**

- 22.1 Spiritualism New Zealand may employ employees, including employing third parties or members of the Board, Organisations, individual members within Organisations or Individual Members.
- 22.2 Any decision to employ an employee must be made by the Board at a meeting of the Board.
- 22.3 Any employees shall be paid for their services in a manner and to an amount that is reasonable and no more than would be paid for such services if Spiritualism New Zealand was dealing with a third party who was not in any way associated with Spiritualism New Zealand.
- 22.4 Employees may, at their election, work as volunteers for as long as they wish.

## **23. AUDIT**

- 23.1 An Auditor shall be appointed at each Annual General Meeting (the "Auditor").
- 23.2 If a casual vacancy in the office of Auditor occurs, this may be filled by an appointment by the Board.
- 23.3 Audited fair and accurate financial statements for Spiritualism New Zealand will be submitted to each Annual General Meeting.

## **24. DISSOLUTION**

- 24.1 The Act does not provide for dissolution of Spiritualism New Zealand.
- 24.2 However, should Spiritualism New Zealand become dissolved involuntarily (such as by the Registrar, the High Court or Act of Parliament) or relinquish all its assets for any reason, all money and property remaining after the settlement of the Spiritualism New Zealand's affairs shall be distributed to one or more organisations within New Zealand having similar charitable purposes to those of Spiritualism New Zealand to hold the same in trust for the purpose of carrying on the work of Spiritualism New Zealand.

**25. ALTERATION OF CONSTITUTION**

25.1 This constitution may only be altered by a Meeting of the National Council (either an Annual General Meeting or an Extraordinary General Meeting) which is attended by all Representatives of the Organisations and Individual Members. The Organisations and Individual Members must also be given two (2) full calendar months' notice of this meeting by the secretary.

**26. NOTICES**

26.1 All notices in this constitution must be in writing and will be properly served if delivered personally to a meeting of the Board, an Annual General Meeting, an Extraordinary General Meeting or posted to the office of Spiritualism New Zealand.

26.2 If a notice is served on an individual, it will be properly served if given to the individual in person, if posted to their last known residential address or emailed to their last known email address.

26.3 The Board may elect to receive notices by email and specify the email address to which they must be sent from time to time.

**27. OFFICE**

27.1 The office of Spiritualism New Zealand shall be the current residential address of the secretary.

**28. REIMBURSEMENT**

28.1 All members of the Board and employees of Spiritualism New Zealand shall be entitled to reimbursement of expenses properly incurred in the carrying out of their duties under the Act and this constitution.

**29. COMMON SEAL**

29.1 The common seal of Spiritualism New Zealand shall be held by the Board. The Board may use and direct the use of the common seal for all purposes for which the common seal is required.

**30. LIMITATION OF LIABILITY**

30.1 Spiritualism New Zealand will not be liable for the costs of Representatives, Organisations, Individual Members or individual members of Organisations in any aspect of their involvement with Spiritualism New Zealand unless the Board chooses to pay these costs.

30.2 To the fullest extent possible under the law, no president, vice-president, treasurer, secretary, registrar, Organisation, Individual Member, individual member of an Organisation or person or organisation associated with Spiritualism New Zealand shall be liable for any act done by Spiritualism New Zealand.