

**JUSTICE FOR PALESTINE INCORPORATED  
CONSTITUTION**

**CONTENTS**

**DEFINITIONS**

1. Definitions and Miscellaneous matters

**THE SOCIETY**

2. Name
3. Registered Office
4. Principles
5. Purposes

**SOCIETY MEMBERSHIP**

6. Membership
7. Register of Members
8. Cessation of Membership

**CO-ORDINATION OF THE SOCIETY**

9. The Coordinating Group
10. Appointment of Co-ordinating Group Members
11. Cessation of Co-ordinating Group Membership
12. Nomination and replacement of COG Members
13. Powers of the Coordinating Group

**MEETINGS OF COORDINATING GROUP AND MEMBERSHIP**

14. Frequency, attendance, quorum and purpose of meetings
15. Motions at Society Meetings
16. Facilitation
17. Decisions

**MONEY AND OTHER ASSETS OF THE SOCIETY**

18. Use of money and other assets
19. Financial Year
20. Bank Accounts
21. Assurance on the Financial Statements
22. Common seal
23. Amendments to the Constitution

**WINDING UP**

24. Winding up

THIS CONSTITUTION is made on this day of Tuesday 16th April 2019 and amended at an AGM on 1st August 2021, and further amended on 4 December 2022 for the purposes of becoming an incorporated society.

## DEFINITIONS

### 1. Definitions and Miscellaneous matters

- 1.1. In this Constitution:
  - (a) “**COG**” means the Co-ordinating Group as defined in clauses 9 to 13 of this Constitution.
  - (b) “**Majority vote**” means a vote made by more than half of the Members who are present at a Society Meeting (either in person or online) and who are entitled to vote and voting at that Society Meeting upon a resolution put to that Society Meeting.
  - (c) “**Money or Other Assets**” means any real or personal property or any interest therein, owned or controlled to any extent by the Society.
  - (d) “**Society Meeting**” means any General Meeting or Annual General Meeting (“AGM”), but not a COG Meeting.
  - (e) “**Society**” means Justice for Palestine Incorporated.
  - (f) “**Use Money or Other Assets**” means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, Money or Other Assets.
  - (g) “**Written Notice**” means communication by post, electronic means (including email, and website posting), or advertisement in periodicals, or a combination of these methods.
- 1.2. It is assumed that:
  - (a) Where the singular is used, plural forms of the noun are also inferred
  - (b) Headings are a matter of reference and not a part of the Constitution
- 1.3. Matters not covered in this Constitution shall be decided upon by the COG.

## THE SOCIETY

### 2. Name

- 2.1. The name of the is Justice for Palestine Incorporated (“the Society”).
- 2.2. The Society is constituted by resolution dated 4 December 2022.

### 3. Registered Office

The Registered Office of the Society is 32 Bank Road, Warrington, 9471

#### **4. Principles**

The principles of the Society are as follows:

- 4.1. Palestinians have the right to freedom, justice and equality;
- 4.2. Israel is occupying and colonising Palestinian land, discriminating against Palestinian citizens of Israel and denying Palestinian refugees the right to return to their homes. It is maintaining a regime of occupation, settler-colonialism and apartheid over the Palestinian people;
- 4.3. World governments fail to hold Israel to account. Companies and institutions help Israel to oppress Palestinians;
- 4.4. We support Palestinians calling for international grassroots campaigning in solidarity with their aim for equal rights; and
- 4.5. All forms of racism and discrimination are the antithesis of justice, peace and freedom. The Society's events and social media will not tolerate any act or discourse which adopts or promotes, among others: racism, anti-Arab racism, Islamophobia, anti-Semitism, sexism, xenophobia, or homophobia.

#### **5. Purposes**

- 5.1. The purposes of the Society are as follows:
  - (a) To advocate in Aotearoa New Zealand in support of its principles;
  - (b) To educate and inform members of the public about issues relating to Palestine, including through public speaking, media work, forums, web-based outreach and networking in support of its principles;
  - (c) To engage in campaigns and activities in support of its principles;
  - (d) To promote political involvement and activism in support of its principles;
  - (e) To raise funds and accept monies consistent with furthering the other purposes of the Society;
  - (f) Do anything necessary or helpful to the above purposes.
- 5.2. Pecuniary gain is not a purpose of the Society.

### **SOCIETY MEMBERSHIP**

#### **6. Membership**

- 6.1. The membership of Justice for Palestine shall be constituted as follows:
  - (a) All those persons who were members of the group known as Justice for Palestine at the date the Society was constituted as an incorporated society will become Members of the Society; and
  - (b) Any person who is admitted as a member in accordance with the process set out at clause 5.2.
- 6.2. To become a Member, a person ("the Applicant") must:

- (a) Complete an application form;
  - (b) Agree with the principles and purposes of the Society; and
  - (c) Pays the membership fee or subscription.
- 6.3. The completion of the application form and payment of the membership fee by the Applicant constitutes consent to become a Member;
- 6.4. The COG shall have complete discretion when it decides whether or not to allow the Applicant to become a Member. The COG shall advise the Applicant of its decision and its reasons, and that decision shall be final.
- 6.5. Members have the rights and responsibilities set out in this Constitution.
- 6.6. All Members shall promote the principles and purposes of the Society and shall do nothing to bring the Society into disrepute.

## **7. Register of Members**

- 7.1. All Members will be entered into the Register of Members, which contains:
- (a) the name of the Member; and
  - (b) the last known contact details of the Member; and
  - (c) the date on which the person became a Member; and
  - (d) any other information required by the COG.
- 7.2. If a Member's contact details change, the Member shall give their new contact details to the Secretary as soon as practicable.

## **8. Cessation of Membership**

- 8.1. Any Member may resign by giving written notice to the Secretary.
- 8.2. Membership may be terminated in accordance with the following procedure:
- (a) If, for any reason whatsoever, the COG is of the view that a Member is breaching the Constitution or acting in a manner inconsistent with the purposes of the Society, the COG may give written notice of this to the Member ("the COG's Notice"). The COG's Notice must:
    - (i) Explain how the Member is breaching the Constitution or acting in a manner inconsistent with the purposes of the Society;
    - (ii) State what the Member must do in order to remedy the situation; or state that the Member must write to the COG giving reasons why the COG should not terminate the Member's Membership.
    - (iii) State that if, within 14 days of the Member receiving the COG's Notice, the COG is not satisfied, the COG may in its absolute discretion immediately terminate the Member's Membership.
    - (iv) State that if the COG terminates the Member's Membership, the Member may appeal to the Society.
- 8.3. 14 days after the Member received the COG's Notice, the COG may in its absolute discretion by majority vote terminate the Member's Membership by giving the

Member written notice (“Termination Notice”), which takes immediate effect. The Termination Notice must state that the Member may appeal to the Society at the next Meeting by giving written notice to the Secretary (“Member’s Notice”) within 14 days of the Member’s receipt of the Termination Notice.

- 8.4. If the Member gives the Member’s Notice to the Secretary, the Member will have the right to be fairly heard at a Society Meeting held within the following 28 days. If the Member chooses, the Member may provide the Secretary with a written explanation of the events as the Member sees them (“the Member’s Explanation”), and the Member may require the Secretary to give the Member’s Explanation to every other Member within 7 days of the Secretary receiving the Member’s Explanation. If the Member is not satisfied that the other Society Members have had sufficient time to consider the Member’s Explanation, the Member may defer his or her right to be heard until the following Society Meeting.
- 8.5. When the Member is heard at a Society Meeting, the Society may question the Member and the COG Members.
- 8.6. The Society shall then by majority vote decide whether to let the termination stand, or whether to reinstate the Member. The Society’s decision will be final.

## **CO-ORDINATION OF THE SOCIETY**

### **9. The Coordinating Group**

- 9.1. The Society shall have a COG comprising the following Officers:
  - (a) Two Co-convenors;
  - (b) The Secretary;
  - (c) The Treasurer; and
  - (d) Such other officers as the Society shall decide.
- 9.2. There shall be a minimum of two and up to four COG Members in addition to the Officers.
- 9.3. Only Members of the Society may be COG Members.
- 9.4. The COG is responsible for operational decisions and day-to-day implementation of the Society’s purposes. The COG is accountable to the General Meetings at which decisions regarding the Society’s overarching direction are set.

### **10. Appointment of Co-ordinating Group Members**

- 10.1. The COG Officers and Members may be selected from Membership at General Meetings and reviewed at AGMs by majority vote.
- 10.2. A COG Member’s Term expires at the next AGM after their selection, unless they cease to be a COG Member before that time.

## **11. Cessation of Co-ordinating Group Membership**

- 11.1. Persons cease to be COG Members if:
- (a) they resign by giving written notice to the COG;
  - (b) they are removed by 75% majority vote in a General Meeting; or
  - (c) their Term expires.
- 11.2. If a person ceases to be a Member of the COG, that person must within one month give to the COG all Society documents and property held by them (if any).

## **12. Nomination and replacement of COG Members**

- 12.1. Nominations for members of the COG shall be called for at least 28 working days before an AGM. Each candidate shall be proposed and seconded in writing by Members and the completed nomination delivered to the Secretary. Nominations shall close at 5.00 p.m. on the seventh day before the Annual General Meeting. All retiring members of the COG shall be eligible for re-election.
- 12.2. If the position of any Officer becomes vacant between AGMs, the COG may appoint another COG Member to fill that vacancy until the next AGM.
- 12.3. If the position of any COG Member becomes vacant between AGMs, the COG may appoint another Society Member to fill that vacancy until the next AGM.

## **13. Powers of the Coordinating Group**

- 13.1. Subject to the rules set out in this Constitution of the Society ("the Constitution") the COG shall have the power to:
- (a) Administer and manage the Society;
  - (b) Carry out the purposes of the Society, and use money or other assets to do that;
  - (c) Manage the Society's financial affairs, including approving the annual financial statements for presentation to the Members at the AGM;
  - (d) Set accounting policies in line with generally accepted accounting practice;
  - (e) Delegate responsibility and co-opt members where necessary;
  - (f) Ensure that all Members follow the Constitution;
  - (g) Decide the times and dates for Meetings, and set the agenda for Meetings;
  - (h) Decide the procedures for dealing with complaints;
  - (i) Make regulations;
  - (j) Employ people to advance the purposes group;
  - (k) To contract with and remunerate any person or company for services to the Society; and
  - (l) To advertise the principles, purposes and activities of the Society in such a manner as it may think fit.
- 13.2. The COG has all of the powers of the Society, unless the COG's power is limited by this Constitution, or by a majority decision of the Society.

- 13.3. Decisions of the COG bind the Society unless the COG's power is limited by this Constitution or by a majority decision of the Society.

## **MEETINGS OF COORDINATING GROUP AND MEMBERSHIP**

### **14. Frequency, attendance, quorum and purpose of meetings**

- 14.1. Subject to this Constitution, the COG may regulate the practices of all meetings, including how, when and where to summon meetings.
- 14.2. COG Meetings:
- (a) Are only open to COG Officers and Members, although the COG may decide to invite other persons to attend its meetings;
  - (b) will normally be convened at least once per month;
  - (c) may be held in person or via video conference or other formats as the COG may decide;
  - (d) have a quorum of 3 members; and
  - (e) are for the purpose of planning and coordinating the work plan agreed at General Meetings.
- 14.3. General Meetings:
- (a) are open to all Members;
  - (b) will normally be convened monthly (but at least four times each year);
  - (c) may be held in person or via video conference or other formats as the COG may decide;
  - (d) have a quorum of six members; and
  - (e) are for the purpose of discussing and agreeing campaigns and activities.
- 14.4. Annual General Meetings:
- (a) are open to all Members;
  - (b) will be held annually, and no later than five months after the Society's balance date;
  - (c) may be held in person or via video conference or other formats as the COG may decide;
  - (d) have a quorum of ten members; and
  - (e) are for the purposes of:
    - (i) receiving the previous AGM minutes,
    - (ii) reviewing activities during the previous year by way of the Co-convenors' report on the business of the Society;
    - (iii) receiving the Treasurer's report on the finances of the society and the Annual Financial Statements;
    - (iv) electing COG Officers and Members;
    - (v) considering any motions (including for amendments to this Constitution); and

- (vi) general business.

## **15. Motions at Society Meetings**

- 15.1. Any Member may request that a motion be voted on (“Member’s Motion”) at a particular Society Meeting, by giving written notice to the Secretary at least 28 days before that meeting. The Member may also provide information in support of the motion (“Member’s Information”). The COG may in its absolute discretion decide whether or not the Society will vote on the motion. However, if the Member’s Motion is signed by at least 10 % of eligible Members:
  - (a) It must be voted on at the Society Meeting chosen by the Member; and
  - (b) The Secretary must give the Member’s Information to all Members at least 14 days before the Society Meeting chosen by the Member; or
  - (c) If the Secretary fails to do this, the Member has the right to raise the motion at the following Society Meeting.
- 15.2. The COG may also decide to put forward motions for the Society to vote on (“COG Motions”) which shall be suitably notified.

## **16. Facilitation**

All meetings shall be facilitated by one of the two Co-convenors, to be agreed between the Co-convenors in advance of the meeting. The Co-convenors can delegate facilitation of the meetings to another COG Member.

## **17. Decisions**

- 17.1. Decisions at all meetings of the Society will, if possible, be reached by consensus.
- 17.2. Where a consensus decision cannot be reached and the decision cannot be deferred, the decision will, unless otherwise specified in this Constitution, be made by a majority vote of Members attending the meeting.

## **MONEY AND OTHER ASSETS OF THE SOCIETY**

### **18. Use of money and other assets**

The Society may only use money and other assets if:

- 18.1. It is for a purpose of the Society;
- 18.2. It is not for the sole personal or individual benefit of any Member; and
- 18.3. That use has been approved by either the COG or by majority vote of the Society. The COG may delegate its power to approve expenditure.
- 18.4. No Member shall commit the Society to the use of money and other assets without the approval of the COG.

## **19. Financial Year**

The financial year of the Society begins on 1 July of every year and ends on 30 June of the next year.

## **20. Bank Accounts**

- 20.1. The Society shall operate such bank accounts as it thinks fit, including accounts for specific purposes.
- 20.2. All donations, legacies, income, and all other money paid to the Society shall be paid into such bank accounts.
- 20.3. No Member shall be liable for any loss other than loss attributable to his or her personal dishonesty or his or her wilful commission of an act.

## **21. Assurance on the Financial Statements**

- 21.1. The Society may appoint an accountant to review the annual financial statements of the Society ("the Reviewer"). The Reviewer shall conduct an examination with the objective of providing a report that nothing has come to the Reviewer's attention to cause the Reviewer to believe that the financial information is not presented in accordance with the Society's accounting policies. The Reviewer must be a suitably qualified person, preferably a member of the New Zealand Institute of Chartered Accountants, and must not be a member of the COG, or an employee of the Society. If the Society appoints a Reviewer who is unable to act for some reason, the COG may appoint another Reviewer as a replacement.
- 21.2. The COG is responsible to provide the Reviewer with:
  - (a) Access to all information of which the COG is aware that is relevant to the preparation of the financial statements such as records, documentation and other matters
  - (b) Additional information that the reviewer may request from the COG for the purpose of the review; and
  - (c) Reasonable access to persons within the Society from whom the reviewer determines it necessary to obtain evidence.

## **22. Common seal**

- 22.1. The COG shall provide a common seal for the Society and may from time to time replace it with a new one.
- 22.2. The Secretary shall have custody of the common seal, which shall only be used by the authority of the COG. Every document to which the common seal is affixed shall be signed by a Co-convenor and countersigned by the Secretary or a member of the COG.

## **23. Amendments to the Constitution**

- 23.1. The Society may alter or replace this Constitution at a General Meeting by a resolution passed by a two-thirds majority of those Members present and voting.
- 23.2. Any proposed motion to amend or replace this Constitution shall be signed by at least 10 percent of eligible Members and given in writing to the Secretary at least 28 days before the Society Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.
- 23.3. At least 14 days before the General Meeting at which any Rule change is to be considered the Secretary shall give to all Members written notice of the proposed motion, the reasons for the proposal, and any recommendations the COG has.
- 23.4. When a Rule change is approved by a General Meeting no Rule change shall take effect until the Secretary has filed the changes with the Registrar of Incorporated Societies.

## **WINDING UP**

### **24. Winding up**

- 24.1. If the Society is wound up:
  - (a) The Society's debts, costs and liabilities shall be paid;
  - (b) Surplus Money and Other Assets shall be distributed either:
    - (i) by resolution; or
    - (ii) according to the provisions in the Incorporated Societies Act 1908;but
- 24.2. No distribution may be made to any Member;
- 24.3. The surplus Money and Other Assets shall be distributed to an organisation or organisations approved by the Society in General Meeting as having purposes similar to those of the group.