

Constitution

New Zealand Drillers Federation Incorporated



Contents

1.	Definitions and interpretation	1
2.	Name and registered office	3
3.	Purposes	3
4.	Contact Person.....	4
5.	Members	5
6.	Interests Register	8
7.	Obligations and rights of Members	9
8.	Finances.....	10
9.	General Meetings	10
10.	Council	12
11.	Notices	15
12.	Amendments to this constitution	16
13.	Bylaws	16
14.	Disputes and complaints.....	17
15.	Liquidation or removal from the Register	17

Constitution

1. Definitions and interpretation

1.1 Definitions

In this constitution, the following definitions apply:

Act means the Incorporated Societies Act 2022.

Annual General Meeting means a meeting of the Members:

- (a) that is held once per year;
- (b) that is identified as the “Annual General Meeting” of the Members (or words to that effect and intent); and
- (c) at which reports of the Federation’s activities and finances will be reviewed and considered.

Annual Subscription Fee means the amount payable annually in order to be:

- (a) a Full Member;
- (b) an Associate Member; and
- (c) a Retired Member,

in each case as determined by the Council in accordance with clause 7.4.

Applicant means a person or Entity that is applying, or has applied, to become a Member.

Associate Member means a Member that qualifies as an “Associate Member” for the purposes of this constitution.

Balance Date means 30 June each year.

Business Day means any day other than a Saturday, Sunday or public holiday (as that term is defined in section 5(1) of the Holidays Act 2003).

Contact Person means the person specified under clause 4 whom the Registrar can contact in respect of the Federation as and when needed.

Council means the council of the Federation, being the persons who from time to time are elected to govern the Federation pursuant to this constitution (it being acknowledged that such council serves as the equivalent of a “committee” for the purposes of the Act).

Council Meeting means a meeting of the Council, which may be held in person, via video conference, or any other format that the Council may decide from time to time to suit the immediate needs and best interests of the Federation.

Council Member means any person that is appointed as a member of the Council in accordance with this constitution.

Entity means a body corporate that is duly incorporated in New Zealand.

Executive Officer means a person appointed as the Executive Officer of the Federation pursuant to this constitution, and who:

- (a) must not be a Council Member; and
- (b) shall be responsible for:
 - (i) keeping and maintaining the Register of Members and Register of Interests;
 - (ii) recording the minutes of General Meetings and Council Meetings; and
 - (iii) any other matters as prescribed in this constitution.

Federation means the New Zealand Drillers Federation Incorporated (incorporation number 213111).

Financial Year means a financial accounting period of 12 months commencing on 1 July and ending on 30 June each year.

Full Member means a Member that qualifies as a “Full Member” for the purposes of this constitution.

General Meeting means an Annual General Meeting or a Special General Meeting.

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 Council Members, as kept and maintained under this constitution and as required by section 73 of the Act.

Life Member means a Member that qualifies as a “Life Member” for the purposes of this constitution.

Member means any person or Entity that is a member of the Federation.

President means the Council Member that:

- (a) is responsible for chairing General Meetings and Council Meetings; and
- (b) provides leadership for the Federation.

Registrar means the Registrar of Incorporated Societies appointed in accordance with section 240 of the Act.

Register has the meaning given to that term in the Act.

Register of Members means the register of members of the Federation, as kept and maintained under section 79 of the Act.

Retired Member means a Member that qualifies as a “Retired Member” for the purposes of this constitution.

Special General Meeting means a meeting of the Members that:

- (a) is not the Annual General Meeting; and
- (b) is called for a specific purpose or purposes in connection with the Federation.

Vice President means the Council Member that is elected or appointed as the Vice President of the Federation to deputise in the absence of the President.

1.2 Interpretation

The following rules of interpretation apply in this constitution:

- (a) **Headings** and **subheadings** (of all levels) have been inserted for convenience only and will not affect the interpretation of this constitution.
- (b) References to **clauses** are to those in this constitution, except where specified otherwise.
- (c) References to the words **including**, **include** or similar words do not imply any limitation and are deemed to have the words **without limitation** following them.
- (d) A **gender** includes each other gender and the **singular** includes the plural and vice versa.
- (e) **Derivations** of any defined word or term shall have a corresponding meaning.
- (f) References to **written** or **in writing** shall include all modes of presenting or reproducing words, figures and symbols in a visible form (including via email).

1.3 Effect of the Act on this constitution

The Federation, Members and Council Members will have the rights, powers, duties and obligations set out in the Act except to the extent that they are negated or modified, in accordance with the Act, by this constitution.

1.4 Conflict with the Act and this constitution

If there is any conflict or inconsistency between the provisions of this constitution and the Act, the Act will prevail.

2. Name and registered office

2.1 Name

The name of the Federation is **New Zealand Drillers Federation Incorporated**.

2.2 Registered office

The registered office of the Federation is to be an address as resolved in writing by the Council from time to time.

2.3 Notification of change of registered office

Changes to the registered office will be notified to the Registrar:

- (a) at least five Business Days before the change of address for the registered office is due to take effect; and
- (b) in a form required by the Act, if any.

3. Purposes

3.1 Purposes of the Federation

The primary purposes of the Federation is to ensure the following for the benefit of the Members:

- (a) To represent the collective interests of the New Zealand drilling industry through leadership, promoting positive industry interaction and an underlying commitment to training and enhancing industry knowledge.
- (b) To do anything necessary or helpful to achieve the purpose set out at clause 3.1(a) above.

3.2 No financial benefit

The Federation must not operate for the purpose of or with the effect of:

- (a) distributing any gain, profit, surplus, dividend, or other similar financial benefit, to any of its Members (whether in money or in kind), except as may be permitted by law;
- (b) having capital that is divided into shares or stock held by its Members;
- (c) returning all or part of the surplus generated by the Federation's operations to Members, whether in money or in kind;
- (d) conferring any kind of ownership in the Federation's assets on its Members; and
- (e) holding property in which its Members have a disposable interest (whether directly, indirectly, or in the form of shares or stock in the capital of the Federation or otherwise).

3.3 Permitted operations

Without limiting the purposes of the Federation under clause 3.1 or its powers under the Act, the Federation will not operate for the financial gain of Members simply if the Federation:

- (a) engages in trade;
- (b) reimburses a Member for reasonable costs or expenses legitimately incurred on behalf of the Federation;
- (c) provides benefits to members of the public, or of a class of the public, and those persons include Members;
- (d) enters into a contract with or pays a Member a salary or wages or other payments for goods or services provided to the Federation on arm's length commercial terms;
- (e) pays any Member interest at no more than current commercial rates on loans made by that Member to the Federation; or
- (f) provides Members with perks approved by the Council that further the purposes of the Federation, including trophies, prizes or special discounts on products or services.

4. Contact Person

4.1 Requirements

The Registrar will be able to contact the Federation through a designated Contact Person, of whom:

- (a) there must be at least one, but no more than three in total;
- (b) must be at least 18 years of age; and
- (c) must be ordinarily resident in New Zealand.

4.2 Contact details

Each Contact Person's name must be provided to the Registrar, along with their contact details, including:

- (a) a residential address;
- (b) an email address; and
- (c) a telephone number.

4.3 Changes to contact details

Any change to a Contact Person or that person's name or contact details shall be advised to the Registrar within 20 Business Days of:

- (a) that change occurring; or
- (b) the Federation becoming aware of the change.

5. Members

5.1 Minimum number of Members

The Federation shall maintain the minimum number of Members as required by the Act.

5.2 Full Member

A Full Member must:

- (a) be a Member;
- (b) be associated or affiliated with, or engaged or interested in, the business of drilling; and
- (c) pay the applicable Annual Subscription Fee.

5.3 Full Member rights

Full Members:

- (a) must be a Member;
- (b) have the right to vote at General Meetings;
- (c) may be, but do not have to be, a Council Member;
- (d) shall have access to subsidised training programmes as determined by the Council, in addition to access to driller registration and driller qualifications as determined by the Council; and
- (e) can exercise all other rights granted to Members by this constitution.

5.4 Associate Member

An Associate Member must:

- (a) be a Member;
- (b) be an Entity that:

- (i) is associated or affiliated with, or engaged or interested in, the business of drilling; or
- (ii) has an interest in the purposes of the Federation; and
- (c) pay the applicable Annual Subscription Fee.

5.5 Associate Member rights

An Associate Member:

- (a) shall have no right to vote in respect of the Federation; and
- (b) may not be a Council Member.

5.6 Retired Member

A Retired Member must:

- (a) be a Member, or have previously been an employee or independent contractor of a Member;
- (b) be retired from the drilling business;
- (c) pay the applicable Annual Subscription Fee; and
- (d) be and remain interested in the purposes of the Federation.

5.7 Retired Member rights

A Retired Member:

- (a) shall have all the rights, benefits and obligations of a Full Member under this constitution; and
- (b) may stand for Council.

5.8 Life Member

The Council may recognise exceptional service to the Federation by electing a Member, or a former employee or independent contractor of a Member, as a Life Member by at least a two-thirds vote by the Council.

5.9 Life Member rights

A Life Member:

- (a) shall have all the rights, benefits and obligations of a Full Member under this constitution; and
- (b) will not have to pay any Annual Subscription Fee.

5.10 How to become a Member

In order to become a Member, the Applicant must:

- (a) complete an application form on the Federation's website, or such application form as otherwise provided by the Federation to the Applicant;
- (b) consent to becoming a Member, which may (for the avoidance of doubt) be given

electronically or within the application form and otherwise in accordance with section 76 of the Act;

- (c) supply any other information as the Council may require (in its sole and absolute discretion); and
- (d) be formally approved and accepted as a Member by the Council.

5.11 Discretion to accept or decline Applicants as Members

The Council shall have absolute and unfettered discretion when it decides whether or not to allow any Applicant to become a Member or otherwise.

5.12 Notice of outcome of Member application

- (a) The Council must advise each Applicant of its decision as to whether or not it will become a Member, which shall be final in all respects.
- (b) The Council shall not be obliged in any respect to provide any reasons for its decision.

5.13 Ceasing to being a Member

A Member shall cease to be a Member:

- (a) upon that person or Entity providing written notice of resignation to the Federation;
- (b) upon that person or Entity's status as a Member being terminated following the completion of the dispute resolution process under this constitution;
- (c) upon the death of that person (in the case of a natural person);
- (d) upon ceasing to have corporate existence (in the case of an Entity);
- (e) if that person or Entity is expelled under clause 5.14; or
- (f) if a resolution of the Council is passed to terminate that person or Entity's status as a Member:
 - (i) if that person or Entity has failed to pay any subscription, levy or other amount due to the Federation within 60 Business Days of the due date for payment;
 - (ii) if, in the opinion of the Council, that person or Entity has brought the Federation into disrepute,

and then that person or Entity is notified in writing of the passing of such resolution.

5.14 Expelling or suspending a Member

- (a) If it becomes necessary in the opinion of the Council to suspend or expel a Member, the Council will:
 - (i) given written notice of this to the Member, explaining why the suspension or expulsion is necessary; and
 - (ii) set out what the Member must do (if anything, in the opinion of the Council) to remedy the situation in order to avoid the suspension or expulsion.
- (b) The Council shall have absolute and unfettered discretion when making a decision on suspension or expulsion under this clause 5.14, and its decision which shall be final in all respects.

- (c) The Council shall not be obliged in any respect to provide any reasons for its decision.

5.15 Register of Members

- (a) The Federation will maintain a Register of Members recording:
- (i) the name, address, telephone number and email address of each Member;
 - (ii) the date upon which each Member became a Member;
 - (iii) the category of Member under this constitution that each Member qualifies as; and
 - (iv) all other information prescribed by the regulations under the Act (if any).
- (b) The Federation must update the Register of Members as soon as practicable after becoming aware of changes to the information recorded on the Register of Members.

5.16 Updated details

All Members shall provide any further or updated contact details that the Council requires from time to time in order to keep and maintain the Register of Members.

5.17 Not assignable or transferable

The rights, privileges and obligations of a Member are not assignable or transferable in any way.

5.18 Access to information

On reasonable notice and at reasonable times the Council will make available for inspection by Members:

- (a) this constitution;
- (b) financial reports presented at the last Annual General Meeting and Special General Meeting (if applicable);
- (c) minutes of the previous Annual General Meeting and Special General Meeting (if applicable); and
- (d) the Register of Members.

6. Interests Register

6.1 Register of interests

The Council shall at all times maintain an up to date register of the interests disclosed by Council Members and by Members.

6.2 Interested Members

No Interested Member is allowed to take part in, or influence any decision made by, the Federation in respect of payments to, or on behalf of, the Interested Member of any income, benefit or advantage.

6.3 Payments made to an Interested Member

Any payments made to an Interested Member must be:

- (a) for goods and services that advance the purposes of the Federation; and
- (b) reasonable and comparable to payments that would be made between uninterested parties.

7. Obligations and rights of Members

7.1 Members contact details

Every Member shall provide the Federation in writing contact details and shall promptly advise the Federation in writing of any changes to their contact details, including their:

- (a) full name;
- (b) email address;
- (c) physical address; and
- (d) telephone number.

7.2 Member obligations

Each Member shall:

- (a) promote the interests and purposes of the Federation;
- (b) not bring the Federation into disrepute; and
- (c) only be entitled to exercise their rights as a Member if all subscriptions and any other fees have been paid to the Federation by their respective due dates.

7.3 Rights of Members

The Council may decide (in its sole and absolute discretion) what access or use Members may have in respect of any:

- (a) premises;
- (b) facilities;
- (c) equipment;
- (d) discounted products;
- (e) events and seminars;
- (f) assets; or
- (g) property,

that is owned, occupied or otherwise used by the Federation, including any terms and conditions and fees for such access or use.

7.4 Annual Subscription Fee and other fees

The Annual Subscription Fee and any other fees payable by Members for the applicable Financial Year shall be set by the Council in its sole and absolute discretion.

7.5 Failure to pay subscription and fees

Members who fail to pay their Annual Subscription Fee will:

- (a) be deemed to be in default of this constitution; and
- (b) lose all rights and privileges under this constitution until all overdue payments are settled in full.

7.6 Obligations once a membership has ceased

A Member who ceases to be a Member:

- (a) remains liable to pay all unpaid subscriptions and other fees to the Federation;
- (b) must cease to hold himself, herself or itself out as a Member;
- (c) must return to the Federation any property, assets or materials owned by the Federation in that Member's possession or control; and
- (d) will cease to be entitled to any of the rights or benefits of a Member.

8. Finances

8.1 Control and management of finances

The finances of the Federation shall be:

- (a) controlled and managed by the Council, subject to this constitution; and
- (b) devoted to the promotion of the purposes of the Federation.

8.2 Financial statements

The provisions of section 102 of the Act shall govern the annual financial statements of the Federation.

9. General Meetings

9.1 Procedure for all General Meetings

The Council shall give all Members at least 10 Business Days prior written notice of any General Meeting and of the business that is to be conducted at that General Meeting.

9.2 Notice for all General Meetings

The written notice referred to in clause 9.1 must:

- (a) be sent to the Member at their address as recorded in the Register of Members;
- (b) specify the date, time and venue of the General Meeting; and
- (c) specify all business and resolutions to be considered at the General Meeting.

The General Meeting and its business shall not be invalidated because a Member has not received such notice.

9.3 Powers of the Federation at General Meeting

The Federation at a General Meeting may, by resolution, exercise all powers, authorities and discretions of the Federation notwithstanding that any such power, authority and discretion may have been delegated to the Council by or pursuant to this constitution.

9.4 Resolution in lieu of a General Meeting

Notwithstanding any contrary provision in this constitution, a resolution in writing signed by 75% or more of the Members entitled to vote in person at General Meetings will be as valid and effectual as if it had been passed at a General Meeting of the Federation duly convened and constituted.

9.5 Annual General Meeting

The Federation must hold an Annual General Meeting each year. The Annual General Meeting will be held:

- (a) not later than 6 months after the Balance Date; and
- (b) not later than 15 months after the previous Annual General Meeting.

9.6 Information that must be presented at an Annual General Meeting

- (a) The President will be responsible for (or for delegation of these responsibilities to the Vice President, where required) presenting at an Annual General Meeting the annual report, financial statements, disclosure of interests made by Council Members and minutes from the last Annual General Meeting.
- (b) If the President and Vice President are absent from the Annual General Meeting, then the Federation shall elect another Council Member to chair the Annual General Meeting.

9.7 Special General Meetings

- (a) A Special General Meeting may be called by the Council by resolution.
- (b) The Council must call a Special General Meeting if it receives a written request signed by not less than 10% of the Members. The Executive Officer shall call a Special General Meeting within 10 Business Days of receiving any such effective request.

9.8 Quorum

- (a) No business will be transacted at any General Meeting unless a quorum is present, being not less than 12 of the Members that are eligible to vote at the General Meeting (whether in present in person, by audio visual or electronic means or by proxy).
- (b) If a quorum is not present within half an hour from the time appointed for the holding of an Annual General Meeting or a General Meeting, the meeting will be adjourned to a day, time and place as determined by the President.
- (c) No business other than that business which might have been transacted at the meeting from which the adjournment took place will be transacted at any adjourned meeting.

9.9 Minutes

The Council must keep a record of minutes of all General Meetings.

9.10 Resolutions at General Meetings

- (a) Any Member may request a resolution be voted on at a General Meeting by giving written

notice to the Executive Officer at least 28 days in advance on the General Meeting, and may include supporting information.

- (b) The Council has the sole and absolute discretion to decide whether the resolution will be put to a vote at the General Meeting. However, if the proposed resolution is already signed by at least 20% of the Members with voting rights:
 - (i) it must be voted on at the relevant General Meeting;
 - (ii) the Executive Officer must circulate the supporting information to all Members at least 14 days before that meeting; and
 - (iii) if the Executive Officer fails to do so, the Member that proposed the resolution may raise and table the resolution at the General Meeting.
- (c) The Council may also propose resolutions for a vote in any notice given by it for a General Meeting.

9.11 Proxies

- (a) The Council may determine the procedures for the use of proxies at General Meetings.
- (b) The Council may also provide or designate the proxy forms to be used at General Meetings.

10. Council

10.1 Council composition

- (a) The Council will consist of at least 8 and no more than 12 Council Members.
- (b) The Council must include the following persons:
 - (i) A President.
 - (ii) A Vice President.
- (c) A Council Member must be:
 - (i) a Full Member;
 - (ii) an employee, independent contractor, director, officer or staff member of a Full Member;
 - (iii) a Retired Member; or
 - (iv) a Life Member.

10.2 Term of office

No Council Member shall have any fixed term of office.

10.3 Function and powers

- (a) The operation and affairs of the Federation must be managed by, or under the direction or supervision of, the Council.
- (b) The Council shall have all the powers necessary for managing, and for directing and supervising the management of, the operation and affairs of the Federation.

- (c) The Council is empowered to act on behalf of the Federation, making decisions and taking actions as it deems necessary or beneficial, in line with and subject to this constitution.

10.4 Documents

Any document that is signed on behalf of the Federation must be signed by the:

- (a) President;
- (b) Vice President; or
- (c) any two Council Members.

10.5 Council Members

- (a) The Council Members (including, for the avoidance of doubt, the President) may be appointed or removed at any General Meeting.
- (b) A Council Member will hold office until the earliest of:
 - (i) the date that their written resignation from office is received by the Federation;
 - (ii) the date of their disqualification from office under the Act; or
 - (iii) the date of their removal from such office by the Members at a General Meeting; or
- (c) In the event of a casual vacancy in any position on the Council (whether caused by death, cessation as a Member or some other means) the remaining Council Members may appoint by resolution another Member to fill the vacancy until the position is filled by the Members at a General Meeting.

10.6 Appointment of Council

Any:

- (a) Full Member;
- (b) employee, independent contractor, director, officer or staff member of a Full Member;
- (c) Retired Member; or
- (d) Life Member,

shall be entitled to stand to be a Council Member.

10.7 Conduct of Council Meetings

- (a) The Council can hold, postpone, or otherwise manage its Council Meeting procedures as it sees fit so long as it complies with this constitution.
- (b) A majority of the Council Members will form a quorum at Council Meetings, and no Council business can be conducted without a quorum present.
- (c) If a quorum is not present within half an hour after the time appointed for a Council Meeting, the Council Meeting shall stand adjourned to a day, time, and place determined by the President.
- (d) The Council can meet at any time, and the Executive Officer must call a meeting of the Council if requested by the President or at least half of the Council Members.

10.8 **Voting**

- (a) Resolutions of the Council at a Council Meeting will be passed if a simple majority vote in favour of the resolution.
- (b) Each Council Member will be entitled to exercise one vote.
- (c) The President shall have a casting (or second) vote in the event of an equality of votes.

10.9 **Written resolutions**

- (a) A resolution of the Council in writing, signed or assented to by all the Council Members, is as valid and effective as if passed at a Council Meeting.
- (b) Any such written resolution may consist of several documents (including email or other similar means of communication) in similar form, each signed or assented to by one or more Council Members.
- (c) Without limitation, a Council Member may assent to a written resolution by email or any other electronic means of written communication.

10.10 **Minutes**

The Council is responsible for keeping accurate minutes of all General Meetings and Council Meetings. Once signed by the President, these minutes are considered the official and correct record of the business transacted at any such meeting, requiring no further proof.

10.11 **Qualifications of Council Members**

Every Council Member must be a natural person who:

- (a) has consented in writing to be a Council Member; and
- (b) certifies that they are not disqualified from being elected or appointed or otherwise holding office as a Council Member.

10.12 **Role of the Council**

The Council shall:

- (a) keep front of mind the purposes of the Federation;
- (b) represent the Members with the utmost integrity in all industry matters; and
- (c) represent the Federation in all matters relating to the industry to maintain or enhance the purposes of the Federation.

10.13 **Removal of Council Members**

A Council Member shall be removed as a Council Member by resolution of the Council where, in the opinion of the Council, the Council Member has:

- (a) brought the Federation into disrepute;
- (b) failed to disclose a conflict of interest; and/or
- (c) the Council passes a vote of no confidence in the Council Member with effect from (as applicable) the date specified in a resolution of the Council.

10.14 Conflict of interest

If a Council Member is an Interested Member in any matter before the Federation, they must disclose the nature and extent of that interest. This includes any monetary value if it can be quantified. This disclosure must be made:

- (a) to the Council; and
- (b) noted in the Interests Register maintained by the Council.

This disclosure should happen as soon as the Council Member becomes aware of their interest.

10.15 Managing conflicts of interest

If a Council Member is an Interested Member in a matter, it must adhere to the following rules:

- (a) No Interested Member is allowed to take part in, or influence any decision made by the Federation in respect of payments to, or on behalf of, the Interested Member of any income, benefit, or advantage.
- (b) Any payments made to an Interested Member must be:
 - (i) for goods and services that advance the purposes of the Federation; and
 - (ii) reasonable and comparable to payments that would be made between unrelated parties.

11. Notices

11.1 Notices to Members

A notice required or to be served, delivered, given or sent to any Member will be deemed to have been sufficiently served, delivered or sent if:

- (a) delivered personally to the Member;
- (b) sent by ordinary post addressed to the Member at the address of the Member appearing in the Register of Members; or
- (c) it is sent to the email address of the Member appearing in the Register of Members.

11.2 Notice to the Federation

A notice required or to be served, delivered, given or sent to the Federation will be deemed to have been served, delivered, given or sent if:

- (a) delivered to the registered office of the Federation;
- (b) sent by ordinary post to the registered office of the Federation; or
- (c) sent to the email address of the President.

12. Amendments to this constitution

12.1 Minor amendments

The Council may make any minor or technical amendments to this constitution in accordance with section 31 of the Act.

12.2 Other amendments

The Federation may amend or replace this constitution at a General Meeting by a resolution passed by at least a two-thirds majority of those Members present, entitled to vote and voting.

12.3 Notice of proposed amendments

- (a) If any Members wish to propose amendments to this constitution, then:
 - (i) at least 20% of the Members with voting rights must give written notice to the Executive Officer of their proposed amendments at least 30 Business Days before the General Meeting;
 - (ii) such notice must include an updated form of the constitution that includes all of the proposed amendments; and
 - (iii) such notice must include an explanation of the reasons for the proposed amendments.
- (b) At least 15 Business Days before the General Meeting at which any amendment to the constitution is to be considered, the Executive Officer will deliver to all Members:
 - (i) written notice of the proposed amendments;
 - (ii) the form of the constitution that includes all of the proposed amendments;
 - (iii) the reasons for the proposed amendments; and
 - (iv) any recommendations that the Council has on the proposed amendments.

12.4 Notice to the Registrar

When an amendment is approved at a General Meeting under clause 12.2, the amended constitution will be notified to the Registrar in the form and manner specified in the Act for registration and will take effect on and from the date of registration.

13. Bylaws

13.1 Bylaws for the Federation

- (a) The Council may make, amend, or revoke bylaws for the Federation's management, provided that they do not conflict with this constitution or the Act.
- (b) All such bylaws will be binding on the Members.
- (c) A copy of any bylaws in force for the Federation will be available for inspection by any Member upon written request to the Executive Officer.

14. Disputes and complaints

14.1 Resolution of Disputes and how complaints are made

The provisions of schedule 2 of the Act shall govern the resolution of disputes and how complaints may be made (as the terms dispute and complaint are defined in section 38 of the Act).

15. Liquidation or removal from the Register

15.1 Liquidation of the Federation or removal from the Register

The Federation may be liquidated or removed from the Register in accordance with Part 5 of the Act.

15.2 Surplus assets

On the liquidation of the Federation or its removal from the Register its surplus assets, after payment of all its debts, costs and liabilities, will be transferred to another organisation (or organisations) as resolved by the Council.