

# Anthroposophical Society New Zealand Constitution

Anthroposophical Society in New Zealand

Adopted on: \_\_\_\_\_ | Version: 2026-03 | Jurisdiction: New Zealand

## Contents

1. Name & Legal Status.....	2
2. Purposes .....	2
3. NotforProfit Rules.....	3
4. Powers .....	3
5. Membership .....	3
6. Governance (Council) .....	4
7. Officers .....	6
8. General Secretary (Appointment and Ex-officio Role) .....	6
9. Meetings.....	7
10. Finance & Reporting.....	8
11. Conflicts of Interest .....	9
12. Execution of Documents.....	9
13. Branches and Groups.....	9
14. Disputes and Complaints .....	9
15. Amendments .....	10
16. Winding Up.....	10
17. Definitions.....	10
18. Transitional Provisions.....	10

## **1. Name & Legal Status**

### *1.1. Name*

The name of the Society is The Anthroposophical Society in New Zealand.

### *1.2. Legal status and registration*

The Society operates as a charitable entity in New Zealand and maintains registration with Charities Services. If incorporated as a charitable trust board, it operates under the Charitable Trusts Act 1957.

### *1.3. Relationship to General Anthroposophical Society (GAS)*

The Society is a regional society within the General Anthroposophical Society (GAS), headquartered at the Goetheanum, Ruettliweg 45, Dornach, Switzerland.

### *1.4. The Registered Office of the Society is where the General Secretary resides*

The Council may determine a different Registered Office by resolution and may change the Registered Office from time to time.

## **2. Purposes**

### *2.1. Charitable purpose*

The Society is established and operates exclusively for charitable purposes recognised under New Zealand law, including the advancement of education and other purposes beneficial to the community.

### *2.2. Anthroposophical basis*

The purposes of the Society are grounded in the Principles articulated by Rudolf Steiner at the founding of the General Anthroposophical Society at the Christmas Conference of 1923.

The Society understands Anthroposophy as a path of spiritual knowledge that seeks to enrich individual inner development and contribute to the development of human society.

### *2.3. Public benefit activities*

In pursuit of its charitable purposes, the Society promotes activities inspired by Anthroposophy for the public benefit. These include, in the broadest sense, educational, cultural, artistic, scientific, and social initiatives, and the provision of lectures, courses, study opportunities, publications, libraries, and other resources that support engagement with contemporary human and cultural questions.

### *2.4. Application of income and benefit*

In carrying out its purposes, the Society:

2.4.1. must operate for the public benefit; and

2.4.2. must not be carried on for the private financial benefit or profit of any individual.

### **3. Not for Profit Rules**

#### *3.1. Application of income*

The Society is not carried on for the private pecuniary profit of any individual. Any income, benefit, or advantage must be applied to further the charitable purposes.

#### *3.2. Related-party transactions*

Any transaction with an officer, member or related person must be at arm's length on prevailing commercial terms and limited to fair payment for services, reimbursement of properly incurred expenses, usual trade charges, and interest at market rates.

#### *3.3. Donee status*

The Society will apply its funds wholly or mainly in New Zealand. As an administrative guide, at least 75% of funds should be applied within New Zealand in any period, except as permitted by law and guidance.

### **4. Powers**

Subject to this Constitution and New Zealand law, the Society may use funds to pursue its purposes; employ people; acquire, hold, lease, and dispose of property; invest as a prudent trustee; and borrow or give security when approved by resolution at a General Meeting after proper notice.

### **5. Membership**

#### *5.1. Eligibility*

Membership of the Society is open to persons who support its purposes and who are members of the General Anthroposophical Society (GAS).

#### *5.2. Admission*

Membership begins when the Executive of the General Anthroposophical Society (GAS) in Dornach grants GAS membership, and the Society records the local admission. A member of the GAS transferring from another country may join the Society by applying to the General Secretary.

#### *5.3. Membership fee*

Each member contributes an annual membership fee set by the Council and ratified at the AGM. Members wishing to pay less than the set fee must contact the Council. Any concession granted applies only for that financial year.

#### *5.4. Rights and obligations*

Members must uphold the Society's reputation, comply with this Constitution and policies, and keep their contact details current.

#### *5.5. Register of Members*

A secure register of members (names, contact details, dates of joining) will be maintained and used only for legitimate Society purposes with appropriate privacy safeguards.

#### *5.6. Resignation*

A member may resign by written notice. Any membership card remains General Anthroposophical Society property and should be returned if requested.

#### *5.7. Suspension or termination*

The Council may suspend or terminate membership for a serious breach, nonpayment after notice, or nonengagement for two consecutive years, following fair process and the opportunity to be heard. For the purposes of this clause, a serious breach means conduct that materially violates this Constitution, undermines the Society's purposes, or creates significant risk of harm to the Society or its members. A serious breach includes:

- misconduct that damages or is likely to damage the reputation or standing of the Society.
- deliberate, repeated, or significant noncompliance with this Constitution or with any policies or lawful decisions of the Council.
- misuse, unauthorised disclosure, or improper handling of Society property, funds, confidential information, or the members' register.
- harassment, discrimination, intimidation, or behaviour that creates an unsafe, hostile, or disruptive environment.
- dishonesty, fraud, or actions taken in bad faith; and
- failure to declare or manage a conflict of interest where such failure poses a real or perceived governance risk.

## **6. Governance (Council)**

### *6.1. Composition*

The Society is governed by a Council of not fewer than three elected members. The General Secretary's ex-officio seat is additional to these elected positions.

*6.2. Powers*

Subject to law, this Constitution, and General Meeting resolutions, the Council manages the Society's affairs and may exercise all powers not reserved to a General Meeting.

*6.3. Term of Office*

Council members are elected for a four-year term and may serve up to two consecutive terms. Terms may be staggered to support continuity of governance. Appointment and removal must follow this Constitution and comply with the Charities Act.

*6.4. Meetings and quorum*

The quorum is three Council members, or four if membership is six or more. Meetings may be held in person or by audio/visual link. Proper minutes are kept.

*6.5. Chairing*

The Chairperson presides (or another Council member elected for this purpose). The chair has a deliberative vote only.

*6.6. Co-option and vacancies*

The Council may fill a casual vacancy until the next General Meeting. If the number of elected Council members falls below three, the Council must co-opt one or more members to restore the minimum number required under clause 6.1.

*6.7. Delegation*

The Council may delegate functions, retaining oversight.

*6.8. Records and handover*

Council members deliver all Society property and records to their successors within one month of ceasing office.

*6.9. Indemnity of Council members*

6.9.1. A Council member is not liable for any act, omission, or default of another Council member, or for any loss suffered by the Society, unless the loss arises from that member's own willful default or willful acquiescence.

6.9.2. Subject to clause 6.9(a), the Society indemnifies each Council member against all liabilities and reasonable costs incurred in the proper performance of their functions and duties as a Council member.

6.9.3. No indemnity is provided in respect of any liability or cost arising from a Council member's willful default.

## **7. Officers**

### *7.1. Officer roles*

The officers of the Council are the Chairperson and the Treasurer, elected at the AGM. The same person may not hold both roles.

### *7.2. Qualifications and obligations*

Officers must meet Charities Act requirements and act in the best interests of the Society.

### *7.3. 'Officers' for Charities Act purposes*

'Officers' include all Council members and any person occupying a position in the Society who can exercise significant influence over substantial decisions (e.g., a CEO). Officer details are kept current with Charities Services.

## **8. General Secretary (Appointment and Ex-officio Role)**

### *8.1. Appointment*

The General Secretary is appointed ex officio at the AGM after a nomination process led by the Council in consultation with members, and the appointment must be ratified by the Executive (Vorstand) of the GAS in Dornach before taking effect.

### *8.2. Status*

The General Secretary is not an officer of the Society by title. However, if the General Secretary exercises significant influence over substantial decisions, they will be recorded as an officer for Charities Act purposes.

### *8.3. Role*

The General Secretary represents the Society in its relationship with the General Anthroposophical Society (GAS), fosters communication between the Goetheanum and members in New Zealand, and supports the life of the Society through guidance and liaison as appropriate. The General Secretary acts in a manner consistent with New Zealand law.

### *8.4. Term and vacancy*

The General Secretary serves indefinitely, subject to periodic reaffirmation by the Council at least every three years, and ceases on resignation, loss of capacity, a vote of no confidence at a General Meeting, or written notice from the Executive (Vorstand) of the General Anthroposophical Society (GAS).

### *8.5. Renaming of position title*

The Council may, by resolution and with notice given to all members, adopt an alternative title for the role currently referred to as the 'General Secretary', provided that such renaming does not alter the functions, authority, responsibilities, or requirements of the role as set out in this Constitution.

#### *8.6. Administrative delegation*

Administrative tasks historically undertaken by the General Secretary—including maintaining the membership register, receiving membership applications and resignations, holding the common seal, or supporting communications—may be delegated by the Council to another person or role without affecting the General Secretary's ex-officio position on the Council. Delegations must be documented and communicated.

### **9. Meetings**

#### *9.1. Annual General Meeting (AGM)*

An AGM is held each year. Business ordinarily includes previous minutes; annual performance report/financial statements; budget; appointment of financial reviewer; elections; motions; and general business.

#### *9.2. Special General Meeting (SGM)*

An SGM may be called by the Council or upon written requisition of at least five percent of members.

#### *9.3. Notice*

- AGM: at least 21 days' written notice including date, time, place (or online platform), agenda, motions, and the annual performance report/financial statements.
- SGM: at least 14 days' written notice (unless exceptional urgency requires a shorter period) specifying the business and including any motions or supporting papers. Notice may be given by email or post to the last known address. The accidental failure of a member to receive notice does not invalidate the meeting or its proceedings.

#### *9.4. Quorum and voting*

Quorum is five percent of the members. Each member present has one vote. Voting is by voices, show of hands, or secret ballot if directed by the chair or majority. Unless otherwise required, a simple majority decides and binds all members. Proxy voting is not permitted unless the Council recommends, and a General Meeting resolves otherwise in advance.

#### *9.5. Spiritual matters*

No vote shall be taken on matters concerning the Society's spiritual goals and tasks; these are addressed in free discussion.

*9.6. Chairing and procedure*

The Chairperson presides (or a person designated by the Council). The chair has a deliberative vote only. Meetings may be held by audio/visual link, provided all participants can hear and be heard.

*9.7. Record of meetings*

The Society must keep a proper record of all General Meetings and Council meetings by way of formally approved minutes, which are the authoritative record of each meeting. To support the accuracy of those records and governance continuity, a meeting held in person, online, or in a hybrid format may also be audio or video recorded, provided that participants are informed in advance. Any such recording is an administrative aid only and does not replace the approved minutes. Access to recordings is limited to the Council (or its delegate) unless the meeting resolves otherwise. Recordings must be stored securely, handled in accordance with applicable privacy law, and may be deleted once the minutes are confirmed.

## **10. Finance & Reporting**

*10.1. Treasurer duties*

The Treasurer keeps true and fair accounts, reports to the Council, and presents the annual performance report/financial statements and a budget to the AGM.

*10.2. Financial review*

The AGM appoints a suitable person to examine or review the annual accounts (or to audit them if required).

*10.3. Contributions*

The Council may invite members annually to contribute additional gifts or donations to support the Society's work.

*10.4. Compliance*

The Society meets Charities Services annual reporting obligations and keeps officer details current.

## **11. Conflicts of Interest**

### *11.1. Definition*

A conflict of interest exists where personal interests could affect decision-making in the best interests of the Society, and may be actual, potential, or perceived, financial, or non-financial.

### *11.2. Register and declarations*

The Society maintains an Interests Register and includes a standing agenda item for declarations. Declared conflicts must be recorded and appropriately managed (e.g., abstention from voting or absence during discussion).

## **12. Execution of Documents**

### *12.1. Common seal*

If the Society keeps a common seal, it is kept as the Council directs. Documents may be executed by affixing the common seal witnessed by two Council members.

### *12.2. Without a seal*

Where a seal is not required, documents may be executed by the signatures of two Council members on behalf of the Society.

## **13. Branches and Groups**

### *13.1. Local Bylaws*

Recognised branches or groups may adopt local bylaws that do not conflict with this Constitution or New Zealand law.

## **14. Disputes and Complaints**

The Council must ensure there is a fair and timely process for handling complaints and disputes. Any complaint should be made in writing to the Council (or its delegate). The Council will acknowledge receipt, give the parties a reasonable opportunity to be heard, act in good faith and without bias, and record the outcome. Where appropriate, the Council may refer a matter to independent facilitation or mediation. This clause does not limit any right to seek remedies available at law

## **15. Amendments**

### *15.1. Procedure*

This Constitution may be amended or replaced by a two-thirds majority at a General Meeting, provided proper notice and explanatory material are given.

### *15.2. Safeguards*

No amendment may jeopardise charitable status, permit private benefit, divert purposes primarily outside New Zealand, or conflict with the Charitable Trusts Act 1957 or the Charities Act 2005. Winding-up provisions shall not be altered except as required by law.

## **16. Winding Up**

### *16.1. Process*

The Society may be wound up in accordance with applicable law.

### *16.2. Distribution*

Upon winding up, surplus assets after payment of all debts, costs and liabilities must be distributed for charitable purposes within New Zealand to organisations with similar objectives. No distribution may be made to any member.

## **17. Definitions**

‘Council’ means the Society’s governing body.

‘Member’ means a person admitted to membership under clause 5.

‘Officer’ has the meaning in the Charities Act 2005 and includes every Council member and any person who can exercise significant influence over substantial decisions.

## **18. Transitional Provisions**

### *18.1. General Secretary role change*

On adoption of this Constitution, the General Secretary is appointed ex officio at the AGM and is subject to ratification by GAS Dornach. The role does not confer officer status by title alone, but the Charities Act officer definition applies if significant influence is exercised.

### *18.2. Continuity*

All valid acts, appointments, and decisions under the previous bylaws remain effective to the extent consistent with this Constitution.

