

Lake Tarawera Ratepayers Association Inc

Constitution


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1 Introductory rules

Name

1.1 The name of the society is Lake Tarawera Ratepayers Association Inc (the **Society**).

Charitable status

1.2 The Society is not and does not intend to be registered as a charitable entity under the Charities Act 2005.

Definitions

1.3 In this Constitution, unless the context requires otherwise, the following words and phrases have the following meanings:

Act means the Incorporated Societies Act 2022, including any amendments to it from time to time, or under any statute which amends or replaces the Incorporated Societies Act 2022.

Adult means any person over the age of 18 years.

Annual General Meeting means the annual general meeting of the Members of the Society held in accordance with clause 3.1.

Chairperson means the Officer appointed by the Committee in accordance with clause 5.6.

Committee means the Society's governing body.

Constitution means this document including any schedules to it.

Deputy Chairperson or Deputy Chairs means the Officer or Officers elected or appointed by the Society in accordance with clause 3.12.

General Meeting means either an Annual General Meeting or other General Meeting of the Society, including any 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 Officers, kept under this Constitution and as required by section 73 of the Act.

Lake Tarawera area means and includes all properties bordering the road from the Green Lake (Lake Rotokakahi) to the end of Spencer Road, including all properties on side roads.

Matter means:

- (a) the Society's performance of its activities or exercise of its powers; or
- (b) an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the Society.

Member means a person who has consented to become a Member of the Society and has been properly admitted to the Society and who has not ceased to be a Member of the Society and includes all Members of the Society as at the date of re-registration of the Society under the Act.

Membership Dues means the dues for membership of the Society, including joining fees and subscription fees, set by the Committee pursuant to clause 2.14 and payable by Members.

Notice to Members includes any notice given by email, post, or courier.

Officer means a natural person who is:

- (a) a member of the Committee or any Sub-Committee, or
- (b) occupying a position in the Society that allows them to exercise significant influence over the management or administration of the Society, including any chief executive or treasurer, and
- (c) not declared by regulation to be under a class or classes or natural persons not to be Officers for the purposes of the Act.

Ratepayer means any person appearing in the Rotorua Lakes Council rate records or valuation roll for the Lake Tarawera area as being liable for payment of an assessment of rates. Where a company or incorporated Society is liable for such an assessment 'ratepayer' shall mean any person representing such company or incorporated society.

Register of Members means the register of Members kept under this Constitution as required by section 79 of the Act.

Registered Office means the registered office of the Society.

Regulations means the Incorporated Societies Regulations 2023, including any amendments to them from time to time, or under any statute or regulations which amends or replaces the Incorporated Societies Regulations 2023.

Resident means any person who resides permanently or from time to time in the Lake Tarawera area.

Secretary means the Officer responsible for the matters specifically noted in this Constitution.

Special General Meeting means a meeting of the Members, other than an Annual General Meeting, called for a specific purpose or purposes.

Sub-Committee or Sub-Committees means any sub-committee established pursuant to clause 4.6.

Working Days mean as defined in the Legislation Act 2019. Examples of days that are not Working Days include, but are not limited to, the following: a Saturday, a Sunday, Waitangi Day, Good Friday, Easter Monday, ANZAC Day, the Sovereign's birthday, Te Rā Aro ki a Matariki/Matariki Observance Day, and Labour Day.

Working Group means the working groups established pursuant to clause 6.

Interpretation

1.4 In the interpretation of this Constitution, the following provisions apply unless the context otherwise requires:

- (a) Words importing the singular include the plural, and vice versa.
- (b) Headings are inserted for convenience only and do not affect the interpretation of this Constitution.

- (c) An expression importing a natural person includes any company, trust, partnership, joint venture, association, body corporate or governmental agency.
- (d) A reference to a clause, part, schedule or attachment is a reference to a clause, part, schedule or attachment of or to this Constitution.
- (e) A reference to the word 'include' or 'including' is to be interpreted without limitation.
- (f) References to 'written' and 'in writing' includes any means of reproducing words, figures or symbols:
 - (i) in a tangible and visible form in any medium, or
 - (ii) in a visible form in any medium by electronic means that enables them to be stored in permanent form and be retrieved and read.

Purpose

1.5 The primary purposes of the Society are to provide a platform for the Ratepayers and Residents to discuss and address shared concerns, represent their collective interests to relevant authorities, and establish effective connections with other organisations, to advocate for and support initiatives that benefit the Lake Tarawera area and promote the conservation and protection of the natural environment in the area.

Tikanga, kawa, culture or practice

1.6 The Committee will have due and proper regard to any matters of Tikanga, including when advised from time to time by any Committee Member who has connections to or who represents tangata whenua in the Lake Tarawera area.

Act and Regulations

1.7 Nothing in this Constitution authorises the Society to do anything which contravenes or is inconsistent with the Act or the Regulations, or any other legislation.

Restrictions on Society powers

1.8 The Society must not be carried on for the financial gain of any of its Members.

Registered Office

1.9 The Registered Office of the Society shall be at the residence of the current serving Chairperson of the Society, or any other address which the Society may determine from time to time.

1.10 Changes to the registered office will be notified to the Registrar of Incorporated Societies:

- (a) at least 5 Working Days before the change of address for the registered office is due to take effect, and
- (b) in a form and as required by the Act.

Contact person

1.11 In accordance with the Act, the Society shall have at least one but no more than three contact person(s) whom the Registrar can contact when needed.

- 1.12 The Society's contact person must be:
 - (a) an Adult, and
 - (b) ordinarily resident in New Zealand.
- 1.13 A contact person can be appointed by the Committee. Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including:
 - (a) a physical address or an electronic address, and
 - (b) a telephone number.
- 1.14 Any change in that contact person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 20 Working Days of that change occurring, or the Society becoming aware of the change.
- 1.15 The office of Contact Person may be held separately or in conjunction with any other office in the Society, or by any Member of the Committee.
- 1.16 The contact person at the date of re-registration of the Society under the Act is the Chairperson, Libby Fletcher.

2 Members

Minimum number of Members

- 2.1 The Society shall at all times maintain a minimum of 10 Members, as required by the Act.

Types of Members

- 2.2 The classes of membership and the method by which Members are admitted to different classes of membership are as follows:

- (a) Member

A Member is an individual or body corporate admitted to membership under this Constitution and who or which has not ceased to be a Member, and includes all Members of the Society as at the date of re-registration of the Society under the Act.

- (b) Life Member

A Life Member is a person honoured for highly valued services to the Society elected as a Life Member by resolution of a General Meeting passed by a simple majority of those Members present and voting. A Life Member shall have all the rights and privileges of a Member and shall be subject to all the same duties as a Member except those of paying subscriptions and levies. A Life Member includes all Life Members of the Society as at the date of re-registration of the Society under the Act.

- (c) Honorary Member

An Honorary Member is a person honoured for services to the Society or in an associated field elected as an Honorary Member by resolution of a General Meeting passed by a simple majority of those present and voting. An Honorary Member has no membership rights, privileges or duties. An Honorary Member includes all Honorary Members of the Society as at the date of re-registration of the Society under the Act.

Consent for membership

2.3 Every applicant for membership must consent in writing to becoming a Member.

Eligibility

2.4 To be eligible to be a Member, a person must be supportive of the Society's purpose.

Application for membership

2.5 An applicant for membership must complete and sign any application form in writing to the Secretary of the Society and supply any information as may be reasonably required by the Committee regarding an application for membership and will become a Member on acceptance of that application by the Committee.

2.6 The Committee may accept or decline an application for membership at its sole discretion. The Committee must advise the applicant of its decision.

2.7 The signed written consent of every Member to become a Society Member shall be retained in the Society's membership records.

Admission by the Society

2.8 Every Member agrees to be bound by this Constitution and by any rules, regulations or by-laws of the Society that are in force from time to time.

Members' obligations and rights

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

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

2.11 A Member is only entitled to exercise the rights of membership (including attending and voting at General Meetings, accessing or using the Society's premises, facilities, equipment and other property, and participating in Society activities) if all subscriptions and any other fees have been paid to the Society by their respective due dates, but no Member is liable for an obligation of the Society by reason only of being a Member.

2.12 Any Member that is a body corporate shall provide the Committee, in writing, with the name and contact details of the person who is the organisation's authorised representative, and that person shall be deemed to be the organisation's proxy for the purposes of voting at General Meetings.

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

Membership Dues

2.14 Membership Dues, including annual subscription fees, joining fees, and any other fees for any new Members and existing Members will be determined by the Committee in its sole discretion.

- 2.15 Without limiting its sole discretion, the Committee may determine that different Membership Dues are payable by different Members or by different classes of Members.
- 2.16 Increases to classes of Membership Dues may be determined from time to time by the Committee.
- 2.17 Any Member that has failed to pay any Membership Dues (including any periodic payment), any levy, or any capitation fees, by 1 November in each year will cease to have all rights as a Member of the Society (without being released from the obligation of payment).
- 2.18 Any Member that has failed to pay any Membership Dues (including any periodic payment), any levy, or any capitation fees will not be entitled to participate in any Society activity or to access or use the Society's premises, facilities, equipment and other property until all the arrears are paid.

Ceasing to be a Member

- 2.19 A Member ceases to be a Member:
 - (a) by resignation from that Member's class of membership by written notice signed by that Member to the Committee;
 - (b) on termination of a Member's membership following a dispute resolution process under this Constitution;
 - (c) on death (or if a body corporate on liquidation or deregistration, or if a partnership on dissolution of the partnership);
 - (d) by resolution of the Committee where:
 - (i) the Member has failed to pay an annual subscription, levy or other amount due to the Society by 1 November in each year; or
 - (ii) in the opinion of the Committee the Member has brought the Society into disrepute;

with effect from (as applicable):

- (e) the date of receipt of the Member's notice of resignation by the Committee (or any subsequent date stated in the notice of resignation), or
- (f) the date of termination of the Member's membership under this Constitution, or
- (g) the date of death of the Member (or if a body corporate from the date of its liquidation or deregistration, or if a partnership from the date of its dissolution), or
- (h) the date specified in a resolution of the Committee and when a Member's membership has been terminated the Committee shall promptly notify the former Member in writing.

Obligations once membership has ceased

- 2.20 A Member who has ceased to be a Member under this Constitution:
 - (a) remains liable to pay all subscriptions and other fees to the Society's next balance date;

- (b) shall cease to hold himself or herself out as a Member of the Society;
- (c) shall return to the Society all material provided to Members by the Society (including any membership certificate, badges, handbooks and manuals); and
- (d) shall cease to be entitled to any of the rights of a Society Member.

3 General meetings

Date of Annual General Meeting

- 3.1 The Annual General Meeting of Members must be held:
 - (a) on the Sunday of Auckland Anniversary Weekend in each year; or
 - (b) on such other appropriate date as may be fixed by the Committee, at a time and location and/or using any electronic communication determined by the Committee (in its sole discretion) and consistent with any requirements in the Act.
- 3.2 The business of an Annual General Meeting shall include the following:
 - (a) confirm the minutes of the last Annual General Meeting and any Special General Meeting(s) held since the last Annual General Meeting,
 - (b) an address from the Chairperson,
 - (c) an annual report on the operation and affairs of the Society during the most recently completed accounting period including the annual financial statements for that period,
 - (d) election and or re-election of Officers,
 - (e) appointment of auditor,
 - (f) consider any motions of which prior notice has been given to Members with notice of the Meeting,
 - (g) such other business as is permitted by this Constitution to be transacted without previous notice, and
 - (h) any other general business.

Notice of General Meetings

- 3.3 The Committee must give all Members no less than 21 days written notice (by post or email) of any General Meeting, stating the date, time and place of the General Meeting, the business to be conducted and any notices of motion to be dealt with at the General Meeting.
- 3.4 Accidental failure to give notice, or non-receipt of notice by one or more Members does not invalidate proceedings at the General Meeting.
- 3.5 That Notice will be addressed to the Member at the contact address notified to the Society and recorded in the Society's register of Members.

Quorum

- 3.6 No General Meeting may be held unless at least 10 eligible financial Members attend throughout the meeting, and this will constitute a quorum.
- 3.7 If, within one hour after the time appointed for a meeting a quorum is not present, the meeting, if convened upon request of Members, shall be dissolved. In any other case it shall stand adjourned to a day, time and place determined by the Chairperson of the Society, and if at such adjourned meeting a quorum is not present those Members present in person or by proxy shall be deemed to constitute a sufficient quorum.
- 3.8 Any decisions made when a quorum is not present are not valid.

Location of meeting and motions

- 3.9 General Meetings may be held at one or more venues by Members present in person and/or using any real-time audio, audio and visual, or electronic communication that gives each Member a reasonable opportunity to participate.
- 3.10 The Committee may propose motions for the Society to vote on (**Committee Motions**), which shall be notified to Members with the notice of the General Meeting.
- 3.11 Any Member may request that a motion be voted on (**Member's Motion**) at a General Meeting, by giving notice to the Secretary or Committee at least seven days before that meeting. The Member may also provide information in support of the motion. If notice of a Member's Motion is given to the Secretary or Committee before written Notice of the General Meeting is given to Members, notice of the Member's Motion shall be provided to Members with the written Notice of the General Meeting.

Chairperson

- 3.12 Each General Meeting will be chaired by the Chairperson.
- 3.13 If the Chairperson is not present within 30 minutes, the Members present may elect one of their number to chair the General Meeting.
- 3.14 Any person chairing a General Meeting has a deliberative vote and, in the event of a tied vote, a casting vote.
- 3.15 Any person chairing a General Meeting may:
 - (a) with the consent of a simple majority of Members present at any General Meeting adjourn the General Meeting from time to time and from place to place but no business shall be transacted at any adjourned General Meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - (b) direct that any person not entitled to be present at the General Meeting, or obstructing the business of the General Meeting, or behaving in a disorderly manner, or being abusive, or failing to abide by the directions of the Chairperson be removed from the General Meeting, and
 - (c) in the absence of a quorum or in the case of emergency, adjourn the General Meeting or declare it closed.

Adjournment of General Meetings by Chairperson

3.16 Notwithstanding clause 3.7, the Chairperson of a General Meeting may if they think fit (in their sole discretion) adjourn any General Meeting to such place and time (not being later than 21 days after the General Meeting being adjourned) as they in their discretion shall determine. Only business left unfinished at the original General Meeting may be transacted at the adjourned General Meeting.

Voting at General Meetings

3.17 A Member is entitled to exercise one vote on any motion at a General Meeting in person or by proxy, and voting at a General Meeting shall be by voices or by show of hands (or other method approved by the Committee in the case of a meeting by audio, audio-visual or electronic communication), or on demand of the Chairperson or of two or more Members present, by secret ballot.

3.18 On a show of hands (or other method approved by the Committee in the case of a meeting by audio, audio-visual or electronic communication), every Member who is entitled to vote, and who is present in person, or by representative or by proxy, has one vote.

3.19 Notwithstanding any other provision of this Constitution, a Member whose Membership Dues are unpaid is not entitled to vote at General Meetings.

3.20 A declaration by the Chairperson that a resolution has been carried unanimously or by a certain majority, or lost, and an entry in the minute book to that effect, is conclusive evidence of that fact.

3.21 In the case of the voting being equal, the Chairperson shall have a second, casting, vote.

3.22 Unless this Constitution provides otherwise, a resolution will be passed by a majority of the votes entitled to vote and voting on the resolution voting in favour of it.

3.23 Postal votes are not permitted.

Written resolutions

3.24 The Society may pass a written resolution in lieu of a General Meeting, and a written resolution is as valid for the purposes of the Act and this Constitution as if it had been passed at a General Meeting if it is approved by no less than 85 per cent of the eligible financial Members voting on the resolution.

3.25 A written resolution may consist of one or more documents in similar form (including letters, electronic mail, or other similar means of communication) each proposed by or on behalf of one or more Members. A Member may give their approval to a written resolution by signing the resolution or giving approval to the resolution in any other manner permitted by the Constitution (for example, by electronic means).

Proxies / Representatives

3.26 A Member may appoint an individual as that Member's representative or proxy, to attend and vote on the Member's behalf at any General Meeting.

3.27 Any appointment of a representative or proxy must be in writing, signed by the Member, and contain details of the meeting(s) at which the representative or proxy is to vote and the manner in which they may vote (including leaving it to the discretion of the representative or proxy).

3.28 The form of the instrument to appoint a representative or proxy shall be determined by the Committee from time to time.

Minutes

3.29 The Committee must ensure that minutes are taken at all General Meetings. The Society must keep minutes of all General Meetings.

Special General Meetings

3.30 Special General Meetings may be called at any time by the Committee.

3.31 The Committee must call a Special General Meeting if it receives a written request signed by at least 10 Members of the Society.

3.32 Any resolution or written request must state the business that the Special General Meeting is to deal with.

3.33 The rules in this Constitution relating to the procedure to be followed at General Meetings shall apply to a Special General Meeting, and a Special General Meeting shall only consider and deal with the business specified in the Committee's resolution or the written request by Members for the Meeting.

4 Committee

Committee composition

4.1 The Committee will consist of nine Officers, namely a Chairperson, Secretary and Treasurer together with a committee of six Members.

4.2 In the event of the office of Secretary and Treasurer being held by one Member, the number of ordinary Members of the Committee shall correspondingly be increased so that the total number of the Committee shall at all times be nine.

Functions of the Committee

4.3 From the end of each Annual General Meeting until the end of the next, the Society shall be managed by, or under the direction or supervision of, the Committee, in accordance with the Act, the Regulations, and this Constitution.

4.4 The Committee, and each Member, shall hold office until the Annual General Meeting following their election or until their successors are appointed when they shall retire but they shall be eligible for re-election.

Powers of the Committee

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

Sub-Committees

4.6 The Committee may appoint Sub-Committees consisting of such persons (whether or not Members of the Society) and for such purposes as it thinks fit. Unless otherwise resolved by the Committee:

- (a) the quorum of every Sub-Committee is half the members of the Sub-Committee but not less than two;
- (b) no Sub-Committee shall have power to co-opt additional members;
- (c) a Sub-Committee must not commit the Society to any financial expenditure without express written authority from the Committee; and
- (d) a Sub-Committee must not further delegate any of its powers without express written authority from the Committee.

General matters: Committee and Sub-Committee

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

5 Committee meetings

Procedure and voting

- 5.1 The quorum for Committee meetings is five Committee members.
- 5.2 The Secretary on the request of any two members of the Committee may at any time summon a meeting of the Committee.
- 5.3 A meeting of the Committee may be held either:
 - (a) by a number of the members of the Committee who constitute a quorum, being physically assembled together at the place, date and time appointed for the meeting; or
 - (b) by means of audio, or audio and visual, communication by which all members of the Committee participating and constituting a quorum can simultaneously hear each other throughout the meeting.
- 5.4 A resolution of the Committee is passed at any meeting of the Committee if a majority of the votes cast on it are in favour of the resolution. Every Officer on the Committee shall have one vote.
- 5.5 Where written notice of a proposed resolution is given to all Members of the Committee, then that resolution in writing signed or assented to by a majority of the Committee Members is as valid and effective as if passed at a meeting of the Committee. Any such 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 Committee Members.
- 5.6 The members of the Committee shall elect one of their number as Chairperson of the Committee and of the Society. If at a meeting of the Committee, the Chairperson is not present, the Members of the Committee present may choose one of their number to be chairperson of the meeting.

5.7 The Chairperson shall have a casting vote in the event of a tied vote on any resolution of the Committee.

5.8 Except as otherwise provided in this Constitution, the Committee may regulate its own procedure.

Frequency

5.9 The Committee shall meet every two months at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the Chairperson or Secretary.

5.10 The Chairperson, or other Committee Member nominated by the Committee, shall give to all Committee Members not less than five Working Days' notice of Committee meetings, but in cases of urgency a shorter period of notice shall suffice.

6 Working Groups

6.1 The Committee may establish Working Groups from time to time to progress specific projects and/or other activities identified in the Society's strategic plan and may regulate the functions, membership and proceedings of each Working Group.

6.2 The chair of each Working Group will be appointed by the Committee and that person will report to the Society and the Committee on the work of the Working Group.

6.3 The Working Group will be comprised of selected Members (or their authorised representatives), with the ability for the Working Group to co-opt additional members from outside the Society to work on specific issues within a defined area of expertise.

6.4 Any research or project plans will require documented approval by the Committee including the funding structure that will support that research or project, and the personnel involved.

7 Officers

Qualifications of Officers

7.1 Every Officer must be a natural person who:

- (a) has consented in writing to be an Officer of the Society;
- (b) certifies that they are not disqualified from being elected or appointed or otherwise holding office as an Officer of the Society; and
- (c) is a natural person who is a Ratepayer and / or Resident.

7.2 Officers must not be disqualified under section 47(3) of the Act from being appointed or holding office as an Officer of the Society, namely:

- (a) a person who is under 16 years of age;
- (b) a person who is an undischarged bankrupt;
- (c) a person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the

Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993, or any other similar legislation;

- (d) A person who is disqualified from being a member of the governing body of a charitable entity under section 16(2) of the Charities Act 2005;
- (e) a person who has been convicted of any of the following, and has been sentenced for the offence, within the last seven years:
 - (i) an offence under subpart 6 of Part 4 of the Act;
 - (ii) a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961);
 - (iii) an offence under section 143B of the Tax Administration Act 1994;
 - (iv) an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (i) to (iii);
 - (v) a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere;
- (f) a person subject to:
 - (i) a banning order under subpart 7 of Part 4 of the Act, or
 - (ii) an order under section 108 of the Credit Contracts and Consumer Finance Act 2003, or
 - (iii) a forfeiture order under the Criminal Proceeds (Recovery) Act 2009, or
 - (iv) a property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act.
- (g) a person who is subject to an order that is substantially similar to an order referred to in paragraph (f) under a law of a country, State, or territory outside New Zealand that is a country, State, or territory prescribed by the Regulations (if any).

7.3 Prior to election or appointment as an Officer a person must:

- (a) consent in writing to be an Officer; and
- (b) certify in writing that they are not disqualified from being elected or appointed as an Officer either by this Constitution or the Act.

7.4 Each certificate as required under clause 7.3(b) shall be retained in the Society's records.

7.5 It shall be permissible for one person to hold the offices of both the Secretary and the Treasurer.

Officers' duties

7.6 At all times each Officer:

- (a) must act in good faith and in what they believe to be the best interests of the Society;

- (b) must exercise all powers for a proper purpose;
- (c) must not act, or agree to the Society acting, in a manner that contravenes the Act, the Regulations or this Constitution;
- (d) when exercising powers or performing duties as an Officer, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation:
 - (i) the nature of the Society;
 - (ii) the nature of the decision; and
 - (iii) the position of the Officer and the nature of the responsibilities undertaken by them; and
- (e) must not agree to the activities of the Society being carried on in a manner likely to create a substantial risk of serious loss to the Society or to the Society's creditors, or cause or allow the activities of the Society to be carried on in a manner likely to create a substantial risk of serious loss to the Society or to the Society's creditors, and must not agree to the Society incurring an obligation unless they believe at that time on reasonable grounds that the Society will be able to perform the obligation when it is required to do so.

Election or appointment of Officers

7.7 The election of Officers shall be conducted as follows:

- (a) Officers shall be elected during Annual General Meetings. However, if a vacancy in the position of any Officer occurs between Annual General Meetings, that vacancy shall be filled by resolution of the Committee and any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as an Officer. Any such appointment must be ratified at the next Annual General Meeting.
- (b) a candidate's written nomination, accompanied by the written consent of the nominee with a certificate that the nominee is not disqualified from being appointed or holding office as an Officer (as described in the 'Qualification of Officers' rule above) shall be received by the Society at least four Working Days before the date of the Annual General Meeting. If there are insufficient valid nominations received, further nominations may be received from the floor at the Annual General Meeting.
- (c) votes shall be cast in such a manner as the person chairing the meeting determines. In the event of any vote being tied, the tie shall be resolved by the incoming Committee (excluding those in respect of whom the votes are tied).
- (d) two Members (who are not nominees) or non-Members appointed by the Chairperson shall act as scrutineers for the counting of the votes and destruction of any voting papers.
- (e) the failure for any reason of any financial Member to receive such Notice of the general meeting shall not invalidate the election.
- (f) in addition to Officers elected under the foregoing provisions of this rule, the Committee may appoint other Officers for a specific purpose, or for a limited period, or generally until the next Annual General Meeting. Unless otherwise specified by the Committee any person so appointed shall have full speaking and voting rights as an



Officer of the Society. Any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as an Officer (as described in the 'Qualification of Officers' rule above).

Term

7.8 The term of office for all Officers elected to the Committee shall be one year, expiring at the end of the Annual General Meeting in the year corresponding with the last year of each Officer's term of office.

Removal of Officers

7.9 An Officer shall be removed as an Officer by resolution of the Committee or the Society where in the opinion of the Committee or the Society:

- (a) the Officer elected to the Committee has been absent from two committee meetings without leave of absence from the Committee;
- (b) the Officer has brought the Society into disrepute;
- (c) the Officer has failed to disclose a conflict of interest;
- (d) the Committee passes a vote of no confidence in the Officer; or
- (e) the Officer ceases to be qualified,

with effect from (as applicable) the date specified in a resolution of the Committee or Society.

Ceasing to hold office

7.10 An Officer ceases to hold office when they resign (by notice in writing to the Committee), are removed, die, or otherwise vacate office in accordance with section 50(1) of the Act.

7.11 Each Officer shall within 10 Working Days of submitting a resignation or ceasing to hold office, deliver to the Committee all books, papers and other property of the Society held by such former Officer.

Conflicts of interest

7.12 An Officer who is an Interested Member in respect of any Matter being considered by the Society, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified) to the Committee and any Sub-Committee the Officer is a part of. Full detail and content of the Disclosure as made by the Officer must be recorded in the Interests Register kept by the Committee.

7.13 Disclosure must be made as soon as practicable after the Officer becomes aware that they are interested in the Matter.

7.14 An Officer who is an Interested Member regarding a Matter:

- (a) must not vote or take part in the decision of the Committee and/or Sub-Committee relating to the Matter unless all Members of the Committee who are not interested in the Matter consent; and

- (b) must not sign any document relating to the entry into a transaction or the initiation of the Matter unless all Members of the Committee who are not interested in the Matter consent; but
- (c) may take part in any discussion of the Committee and/or Sub-Committee relating to the Matter and be present at the time of the decision of the Committee and/or Sub-Committee (unless the Committee and/or sub-committee decides otherwise).

7.15 However, an Officer or Member of a Sub-Committee who is prevented from voting on a Matter may still be counted for the purpose of determining whether there is a quorum at any meeting at which the Matter is considered.

7.16 Where 50 per cent or more of Officers are prevented from voting on a Matter because they are interested in that Matter, a Special General Meeting must be called to consider and determine the Matter, unless all non-interested Officers agree otherwise.

7.17 Where 50 per cent or more of the Members of a Sub-Committee are prevented from voting on a Matter because they are interested in that Matter, the Committee shall consider and determine the Matter.

8 Records

Register of Members

8.1 The Society must keep an up-to-date Register of Members in accordance with requirements under the Act.

8.2 For each current Member, the information contained in the Register of Members shall include:

- (a) the Member full name; and
- (b) the date on which they became a Member (if there is no record of the date they joined, this date will be recorded as 'unknown'), and
- (c) their contact details, including:
 - (i) a physical address or an electronic address; and
 - (ii) a telephone number.

8.3 The register will also include each Member's:

- (a) postal address;
- (b) email address (if any);
- (c) occupation;
- (d) whether the Member is financial or unfinancial by not having paid the applicable Membership Dues in accordance with clauses 2.14 to 2.18.

8.4 Every current Member shall promptly advise the Society of any change of the Member's contact details.

8.5 The Society shall also keep a record of the former Members of the Society. For each Member who ceased to be a Member within the previous seven years, the Society will record:

- (a) the former Member's name; and
- (b) the date the former Member ceased to be a Member.

Interests Register

8.6 The Committee shall at all times maintain an up-to-date register of the interests disclosed by Officers and by members of any Sub-Committee.

Access to information for Members

8.7 A Member may at any time make a written request to the Society for information held by the Society.

8.8 The request must specify the information sought in sufficient detail to enable the information to be identified.

8.9 The Society must, within a reasonable time after receiving a request:

- (a) provide the information; or
- (b) agree to provide the information within a specified period; or
- (c) agree to provide the information within a specified period if the Member pays a reasonable charge to the Society (which must be specified and explained) to meet the cost of providing the information; or
- (d) refuse to provide the information, specifying the reasons for the refusal.

8.10 Without limiting the reasons for which the Society may refuse to provide the information, the Society may refuse to provide the information if:

- (a) withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons;
- (b) the disclosure of the information would, or would be likely to, prejudice the commercial position of the Society or of any of its Members;
- (c) the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the Society;
- (d) the information is not relevant to the operation or affairs of the society;
- (e) withholding the information is necessary to maintain legal professional privilege;
- (f) the disclosure of the information would, or would be likely to, breach an enactment;
- (g) the burden to the Society in responding to the request is substantially disproportionate to any benefit that the Member (or any other person) will or may receive from the disclosure of the information;
- (h) the request for the information is frivolous or vexatious; or
- (i) the request seeks information about a dispute or complaint which is or has been the subject of the procedures for resolving such matters under this Constitution, the Act or the Regulations.

8.11 If the Society requires the Member to pay a charge for the information, the Member may withdraw the request, and must be treated as having done so unless, within 10 Working Days after receiving notification of the charge, the Member informs the Society:

- (a) that the Member will pay the charge; or
- (b) that the Member considers the charge to be unreasonable.

8.12 Nothing in clauses 8.7 to 8.11 limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

9 Control and management of finances

Control and management

9.1 The funds and property of the Society shall be:

- (a) controlled, invested and disposed of by the Committee, subject to this Constitution; and
- (b) devoted solely to the promotion of the purposes of the Society.

9.2 The Committee shall maintain bank accounts in the name of the Society.

9.3 All money received on account of the Society shall be banked within 10 Working Days of receipt.

9.4 All accounts paid or for payment shall be submitted to the Committee for approval of payment.

9.5 The Committee must ensure that there are kept at all times accounting records that:

- (a) correctly record the transactions of the Society;
- (b) allow the Society to produce financial statements that comply with the requirements of the Act; and
- (c) would enable the financial statements to be readily and properly audited (if required under any legislation or the Society's Constitution).

9.6 The Committee must establish and maintain a satisfactory system of control of the Society's accounting records.

9.7 The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form. The Committee must ensure that at all times accounting records are kept in accordance with and as required by the Act.

Balance date

9.8 The Society's financial year shall commence on 1 October of each year and end on 30 September (the latter date being the Society's balance date).

Financial reporting

9.9 The Committee shall ensure that annual financial statements are prepared and registered in accordance with the Act and all other regulatory requirements.

Auditor

9.10 An auditor who is not a Member, and who is nominated by the Committee (in its sole discretion), shall hold office subject to appointment or re-appointment at the Annual General Meeting. It shall be the duty of the auditor to audit the accounts of the Society and to report thereon at the next Annual General Meeting. If an auditor resigns part way through their appointment, then the Committee may appoint (in its sole discretion) an auditor to fill the vacancy.

9.11 The remuneration of the auditor will be determined by the Committee (in its sole discretion).

Annual return

9.12 The Committee shall ensure that an annual return is given to the Registrar of Incorporated Societies for registration in accordance with the Act.

10 Dispute resolution

Meanings of dispute and complaint

10.1 A Member or an Officer may make a complaint by giving to the Committee (or a complaints sub-committee) a notice in writing that:

- (a) states that the Member or Officer is starting a procedure for resolving a dispute in accordance with the Society's Constitution;
- (b) sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against; and
- (c) sets out any other information or allegations reasonably required by the Society.

How complaint is made

10.2 A Member or an Officer may make a complaint by giving to the Committee (or a complaints sub-committee) a notice in writing that:

- (a) states that the Member or Officer is starting a procedure for resolving a dispute in accordance with the Society's Constitution;
- (b) sets out the allegation or allegations to which the dispute relates and whom the allegation is against; and
- (c) sets out any other information reasonably required by the Society.

10.3 The Society may make a complaint involving an allegation or allegations against a Member or an Officer by giving to the Member or Officer a notice in writing that:

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

10.4 The information given under subclause 10.2 to 10.3 must be sufficient to ensure that a person against whom an allegation is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.

- 10.5 A complaint may be made in any other reasonable manner permitted by the Society's Constitution.
- 10.6 All Members (including the Committee) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Society's activities.
- 10.7 The complainant raising a dispute, and the Committee, must consider and discuss whether a dispute may best be resolved through informal discussions, mediation, arbitration, or a tikanga-based practice. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

Person who makes complaint has right to be heard

- 10.8 A Member or an Officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
- 10.9 If the Society makes a complaint:
 - (a) the Society has a right to be heard before the complaint is resolved or any outcome is determined; and
 - (b) an Officer may exercise that right on behalf of the Society.
- 10.10 Without limiting the manner in which the Member, Officer, or Society may be given the right to be heard, they must be taken to have been given the right if:
 - (a) they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held);
 - (b) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing;
 - (c) an oral hearing (if any) is held before the decision maker; and
 - (d) the Member's, Officer's, or Society's written or verbal statement or submissions (if any) are considered by the decision maker.

Person who is subject of complaint has right to be heard

- 10.11 This clause applies if a complaint involves an allegation that a Member, an Officer, or the Society (the respondent):
 - (a) has engaged in misconduct;
 - (b) has breached, or is likely to breach, a duty under the Society's Constitution or bylaws, the Act or the Regulations; or
 - (c) has damaged the rights or interests of a Member or the rights or interests of Members generally.
- 10.12 The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
- 10.13 If the respondent is the Society, an Officer may exercise the right on behalf of the Society.
- 10.14 Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if:

- (a) the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response;
- (b) the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held);
- (c) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing;
- (d) an oral hearing (if any) is held before the decision maker; and
- (e) the respondent's written statement or submissions (if any) are considered by the decision maker.

Investigating and determining dispute

- 10.15 The Society must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its Constitution, ensure that the dispute is investigated and determined.
- 10.16 Disputes must be dealt with under the Constitution in a fair, efficient, and effective manner and in accordance with the provisions of the Act.

Society may decide not to proceed further with complaint

- 10.17 Despite clauses 10.15 and 10.16 above, the Society may decide not to proceed further with a complaint if:
 - (a) the complaint is considered to be trivial;
 - (b) the complaint does not appear to disclose or involve any allegation of the following kind:
 - (i) that a Member or an Officer has engaged in material misconduct;
 - (ii) that a Member, an Officer, or the Society has materially breached, or is likely to materially breach, a duty under the Society's Constitution or bylaws or the Act; or
 - (iii) that a Member's rights or interests or Members' rights or interests generally have been materially damaged;
 - (c) the complaint appears to be without foundation or there is no apparent evidence to support it;
 - (d) the person who makes the complaint has an insignificant interest in the matter;
 - (e) the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the Constitution; or
 - (f) there has been an undue delay in making the complaint.

Society may refer complaint

- 10.18 The Society may refer a complaint to:
 - (a) a sub-committee or an external person to investigate and report; or

- (b) a sub-committee, an arbitral tribunal, or an external person to investigate and make a decision.

10.19 The Society may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

Decision makers

10.20 A person may not act as a decision maker in relation to a complaint if 2 or more members of the Committee or a complaints sub-committee consider that there are reasonable grounds to believe that the person may not be:

- (a) impartial; or
- (b) able to consider the matter without a predetermined view.

11 Liquidation and removal from the register

Resolving to put society into liquidation

11.1 The Society may be liquidated in accordance with the provisions of Part 5 of the Act.

11.2 The Committee shall give 30 Working Days written Notice to all Members of the proposed resolution to put the Society into liquidation.

11.3 The Committee shall also give written Notice to all Members of the General Meeting at which any such proposed resolution is to be considered. The Notice shall include all information as required by section 228(4) of the Act.

11.4 Any resolution to put the Society into liquidation must be passed by a two-thirds majority of all Members present and voting.

Resolving to apply for removal from the register

11.5 The Society may be removed from the Register of Incorporated Societies in accordance with the provisions of Part 5 of the Act.

11.6 The Committee shall give 30 Working Days written Notice to all Members of the proposed resolution to remove the Society from the Register of Incorporated Societies.

11.7 The Committee shall also give written Notice to all Members of the General Meeting at which any such proposed resolution is to be considered. The Notice shall include all information as required by section 228(4) of the Act.

11.8 Any resolution to remove the Society from the Register of Incorporated Societies must be passed by a two-thirds majority of all Members present and voting.

Distribution of surplus assets

11.9 In the event of the liquidation of the Society or its removal from the Incorporated Societies Register, any surplus funds and/or property after settlement of all liabilities shall be distributed to a not for profit body or bodies as approved by majority vote at a General Meeting of which, for the purposes of section 228 of the Act, notice is given in accordance with clause 3.3.

11.10 However, in any resolution under this rule, the Society may approve a different distribution to a different not-for-profit entity from that specified above, so long as the Society complies with this Constitution and the Act in all other respects.

12 Amendments to constitution

12.1 This Constitution may be altered or amended by resolution of the Members in General Meeting. All amendments must be made in accordance with this Constitution. Any minor or technical amendments shall be notified to Members as required by section 31 of the Act.

12.2 Notice of any intended alteration or amendment of this Constitution (including rescission) must:

- (a) be made in writing to the Committee not later than 21 days prior to the General Meeting; and
- (b) accompany or be contained in the notice to the Members of the General Meeting.

12.3 The Society may amend or replace this Constitution at a General Meeting by a resolution passed by a two-thirds majority of those Members present and voting.

12.4 When an amendment is approved by a General Meeting it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in the Act for registration and shall take effect from the date of registration.

13 Indemnity and insurance

Indemnity for costs

13.1 The Society shall indemnify each Member and Officer for any costs incurred by any of them in defending or settling any proceeding:

- (a) that relates to the liability for any act or omission in their capacity as a Member or Officer; and
- (b) in which judgment is given in their favour, or in which they are acquitted, or which is discontinued.

Indemnity for liability

13.2 The Society shall indemnify each Member and Officer in respect of:

- (a) liability to any person other than the Society for any act or omission in their capacity as a Member or Officer, not being criminal liability or a liability that arises out of a failure to act in good faith and in what they believe is in the best interests of the Society when acting in the capacity as a Member or Officer. For Officers, this is limited to where the Officer has acted in accordance with the duties required of officers under the Act; and
- (b) costs incurred by that Member or Office in defending or settling any claim or proceeding relating to any such liability.

Insurance

13.3 The Society may, with the prior approval of the Committee, effect insurance for each Member or Officer in respect of:

- (a) liability, not being criminal liability, for any act or omission in their capacity as a Member or Officer;
- (b) costs incurred by that Member or Officer in defending or settling any claim or proceeding relating to any such liability; and
- (c) costs incurred by that Member or Officer in defending any criminal proceedings:
 - (i) that have been brought against that Member or Officer in relation to any act or omission in their capacity as Member or Officer; and
 - (ii) in which they are acquitted.

13.4 The Officers who vote in favour of authorising such insurance must sign a certificate stating that, in their opinion, the cost of effecting the insurance is fair to the Society.

14 Other

Bylaws

14.1 The Committee from time to time may make and amend bylaws, and policies for the conduct and control of Society activities and codes of conduct applicable to Members, but no such bylaws, policies or codes of conduct applicable to Members shall be inconsistent with this Constitution, the Act, the Regulations, or any other legislation.