

CONSTITUTION AND RULES

GUARDIANS OF PĀUATAHANUI INLET INCORPORATED

(Registered twenty-seventh day of May 1991 under the Incorporated Societies Act 1908)

Amended 15th July 1998; 25th June 2009; 3 June 2010; 26 June 2014; 23 June 2016)

Re-registered under the Incorporated Societies Act 2022, 31st March 2025

1 Name

- 1) The name of the society is **GUARDIANS OF PĀUATAHANUI INLET Incorporated** (in this **Constitution** referred to as the '**Society**').

2 Charitable status

- 1) The **Society** is registered as a charitable entity under the Charities Act 2005.

3 Definitions

- 1) In this **Constitution**, unless the context requires otherwise, the following words and phrases have the following meanings:

'**Act**' means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.

'**Annual General Meeting**' means a meeting of the **Members** of the **Society** held once per year which, among other things, will receive and consider reports on the **Society's** activities and finances.

'**Appointed**' means appointed to office whether by election or otherwise and '**appointment**' has a corresponding meaning.

'**Chairperson**' means the **Officer** responsible for chairing **General Meetings** and committee meetings, and who provides leadership for the **Society**.

'**Committee**' means the **Society's** governing body.

'**Constitution**' means the rules in this document.

'**Deputy Chairperson**' means the **Officer** elected or appointed to deputise in the absence of the **Chairperson**.

'**Family Membership**' means two or more persons living at the same address provided their name(s) has(ve) been submitted for registration

'**Financial Member**' means a member who has paid their subscription for the current financial year

‘General Meeting’ means either an **Annual General Meeting** or a **Special General Meeting** of the **Members** of the **Society**.

‘Inlet’ shall have the same meaning as that hereinafter ascribed to the words **‘Pāuatahanui Inlet’**

‘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**.

‘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’ is an individual (including individuals within a ‘family’ membership subscription) or body corporate who has consented to become a **Member** of the Society and has been properly admitted to the **Society** who or which has not ceased to be a **Member**.

‘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
- 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.

‘Pāuatahanui Inlet’ means all or that part of the Porirua Harbour generally known by that name together with all lands, fresh or salt waters, streams, oceans, or drains and any other environ including the atmosphere, that in the opinion of the **Society**, affects any part of the inlet.

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

‘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.

‘Strategy’ means the Porirua Harbour Strategy and Action Plan (including any amendments made to that plan or any plan adopted in substitution for it)

4 Purposes

- 1) The **Society** is established and maintained exclusively for charitable purposes (including any purposes ancillary to those charitable purposes), namely:
- 2) Benefitting the community by:
 - a. Consistently with its ecological values, encouraging, promoting, protecting, maintaining and fostering the natural, historic and cultural values of **Pāuatahanui Inlet**.
 - b. Promoting recognition locally, regionally, nationally and internationally of the ecological values and standing of the **Inlet**.
 - c. Educating all persons, corporations, organisations, governments and their agencies in the values set out in these Purposes.
 - d. Representing all members of the **Society** and the views and interests of the citizens of the region in matters affecting the **Inlet**.
 - e. Promoting and facilitating the implementation of the **Strategy** by:
 - i. fostering community awareness and support for the **Strategy**;
 - ii. fostering community awareness and understanding of the management responsibilities that various management agencies and other bodies have within the **Inlet** and its catchment;
 - iii. liaising with various management agencies and other bodies to assist with and facilitate the implementation of the **Strategy**;
 - iv. supporting, promoting and contributing toward programmes and projects aimed at implementing or supporting the **Strategy** and its vision;
 - v. monitoring and reviewing the implementation and effectiveness of the **Strategy**; and
 - vi. assisting with any review of the **Strategy**.
 - f. Publishing such materials, causing appearances and representations to be made in any forum or circumstance and holding such conferences, forums and hui as required for the promotion of any of the **Society's** objectives.
 - g. Carrying out research, surveys, and investigations of all kinds which may be considered in any way of benefit or use to the Society or its members in furthering the Purposes of the Society herein set out.
 - h. Working with or supporting any other person or group, whether incorporated or not, with similar Purposes, for the benefit of **Pāuatahanui Inlet** (or any other part of New Zealand when matters of practice or law or statute are viewed by the Committee as a precedent affecting the Inlet).

- i. Consulting with the communities around the Inlet and providing opportunities for the public to share in celebrating and caring for the Inlet.
 - j. Generally, doing all such other things as may be incidental or conducive to the attainment of these Purposes or any of them or any part of any of them.
 - k. Engaging in any other activities and processes that are complementary to any of the foregoing Purposes in areas adjacent to the Inlet as may be deemed appropriate to the circumstances.
- 3) The **Purposes** specified in the preceding paragraphs of this Rule 4 shall not be limited or restricted by reference to or inference from the provisions of any paragraph of this Rule 4.
- 4) Any income, benefit, or advantage must be used to advance the charitable purposes of the **Society**

5 Tikanga, kawa, culture or practice

- 1) The tikanga or culture of the Society is inclusivity of all the diverse elements of the community with an interest in the health of the Inlet and this Constitution shall be interpreted having regard to that tikanga, kawa, culture or practice.

6 Act and Regulations

- 1) Nothing in this **Constitution** authorises the **Society** to do anything which contravenes or is inconsistent with the **Act**, any regulations made under the **Act**, or any other legislation.

7 Powers

- 1) Incidental or conducive to the carrying out of all or any of the Purpose (4 above) the Society shall have the following powers:
- a. To purchase, take on lease or exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Society may think necessary or convenient.
 - b. To fund its activities by subscriptions, fees, income, grants, gifts or any other lawful means including the granting of any right or privilege.
 - c. To invest, lend, advance, and deal with the moneys of the Society not immediately required in such investments as the Society may think fit.
 - d. To appoint, remove or suspend any employees of the Society and direct and control them and fix their remuneration.

- e. To make, adopt, vary and publish rules, bylaws and regulations dealing with any of the matters comprised in the above-mentioned Purposes and take all such steps as shall be deemed necessary or advisable for enforcing such rules, regulations, bylaws and conditions.
- f. To receive or take any gifts of money or property for any of the purposes of the Society whether subject to any special trusts or not, and whether as sole trustee or not. However the Management Committee of the Society may decline to accept any gift or donations or take over or hold any property which has annexed to it any condition or obligation not approved by the Management Committee.
- g. To subscribe to, become a member of, and cooperate with, any other society whether incorporated or not whose Purposes are altogether or in part similar to those of the Society and to procure from and communicate to such society such information as may be likely to forward the Purposes of The Society .
- h. To provide services for and assistance to any other persons or groups whether incorporated or not whose Purposes are altogether or in part similar to those of the Society.
- i. To enter into any contract, make any arrangements or undertake any activity for the financial or other benefit of the Society.
- j. To do all such other acts and things as are incidental or conducive to the attainment of any of the Purposes of the Society.

8 Restrictions on society powers

- 1) The **Society** must not be carried on for the financial gain of any of its members.
- 2) The **Society's** capacity, rights, powers, and privileges are subject to the following restrictions (if any):
 - a. The **Society** does not have the power to borrow money.
 - b. No action of the **Society** using the powers in Rules 7(a) - (j) will be permitted if it were to result in the Society losing its status as a charitable entity under the Charities Act 2005 or any amendment or statutory provision in substitution thereof.

9 Registered office

- 1) The registered office of the **Society** shall be at such place in New Zealand as the **Committee** from time to time determines.
- 2) Changes to the registered office shall be notified to the Registrar of Incorporated Societies:

- a. at least **1 Week** 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**.

10 Contact person

- 1) The **Society** shall have at least 1 but no more than 3 contact person(s) whom the Registrar can contact when needed.
- 2) The **Society's** contact person must be:
 - a. At least 18 years of age, and
 - b. Ordinarily resident in New Zealand.
- 3) A contact person can be appointed by the **Committee** or elected by the **Members** at a **General Meeting**.
- 4) Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including:
 - a. a physical address and/or an electronic address, and
 - b. a telephone number.
- 5) Any change in that contact person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within **4Weeks** of that change occurring, or the **Society** becoming aware of the change.

11 Members

11.1 Minimum number of members

The Society shall maintain the minimum number of Members required by the Act.
(Currently 10 in 2024)

11.2 Types of Members

- 1) **Member:** A **Member** is an individual (including individuals within a 'family' membership subscription) or body corporate admitted to membership under this **Constitution** and who or which has not ceased to be a **Member**.
- 2) The classes of membership and the method by which **Members** are admitted to different classes of membership are as follows:
 - a. **Financial Member:** A **Financial Member** is a Member who has paid the subscription for the current financial year

- 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 **Financial Member** and shall be subject to all the same duties as a **Financial Member** except those of paying subscriptions and levies.
- 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.

11.3 Becoming a member: consent

- 1) Every applicant for membership must consent in writing to becoming a **Member**.

11.4 Becoming a member: process

- 1) An applicant for membership must complete and sign any application form, supply any information, or attend an interview 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) Admittance to any category of membership shall be subject to acceptance by the **Committee** and upon payment of the appropriate subscription. The **Committee** may accept or decline an application for membership at its sole discretion. The **Committee** must advise the applicant of its decision.
- 3) The written consent of every **Member** to become a **Society Member** shall be retained in the **Society's** membership records. Such consent will be deemed received on completion of a **Society's** membership form either by post or electronic means.

11.5 Members' obligations and rights

- 1) 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) All **Members** shall promote the interests and purposes of the **Society** and shall do nothing to bring the **Society** into disrepute.
- 3) 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** or **Life Member** is liable for an obligation of the **Society** by reason only of being a **Member**.

- 4) Family Membership confers a maximum of 2 votes at a General Meeting
- 5) 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**.
- 6) 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.

11.6 Subscriptions and fees

- 1) The annual subscription and any other fees for membership for the then current financial year shall be set by resolution of a **General Meeting** (which can also decide that payment be made by periodic instalments).
- 2) **Subscriptions** shall be payable in the month following the AGM of the year in which they fall due.
- 3) Any **Member** failing to pay the annual subscription (including any periodic payment), any levy, or any capitation fees, within 3 calendar months of the date the same was due for payment shall be considered as non-financial and shall have no membership rights and shall not be entitled to participate in the **Society** business until all the arrears are paid. If such arrears are not paid within 6 calendar months of the due date for payment of the subscription, any other fees, or levy the **Committee** may terminate the **Member's** membership (without being required to give prior notice to that **Member**).

11.7 Ceasing to be a member

- 1) 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**, or
 - b. on termination of a **Member's** membership following a dispute resolution process under this **Constitution**, or
 - c. on death (or if a body corporate on liquidation or deregistration, or if a partnership on dissolution of the partnership), or
 - d. by resolution of the **Committee** where:
 - i. the **Member** has failed to pay a subscription, levy or other amount due to the **Society** within **6 Months** of the due date for payment.

- ii. as a result of a Disputes Resolution process it is of the opinion that the member has acted in a manner prejudicial to the interests of, or in breach of the rules of, the Society or has brought the Society into disrepute.

2) With effect from:

- a. 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
- b. the date of termination of the **Member's** membership under this **Constitution**, or
- c. 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
- d. the date specified in a resolution of the **Committee**. *When a Member's membership has been terminated the **Committee** shall promptly notify the former **Member** in writing.*

11.8 Obligations once membership has ceased

1) A Member who has ceased to be a Member under this Constitution:

- a. shall cease to hold himself or herself out as a **Member** of the **Society**, and
- b. shall return to the **Society** all material provided to **Members** by the **Society** (including any membership certificate, badges, handbooks and manuals).
- c. shall cease to be entitled to any of the rights of a **Society Member**.
- d. a pro-rata subscription refund may be made for any period of the **Member's** membership term.

11.9 Becoming a member again

- 1) Any former Member may apply for re-admission in the manner prescribed for new applicants and may be re-admitted only by resolution of the Committee.
- 2) But, if a former **Member's** membership was terminated following a disciplinary or dispute resolution process, the applicant may be re-admitted only by a resolution passed at a **General Meeting** on the recommendation of the **Committee**.

12 General meetings

12.1 Procedures for all general meetings

- 1) The **Committee** shall give all **Members** at least **1 Week's** written **Notice** of any **General Meeting** and of the business to be conducted at that **General Meeting**.
- 2) 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. The **General Meeting** and its business will not be invalidated simply because one or more **Members** do not receive the **Notice** of the **General Meeting**.

- 3) Only **Financial** and **Life Members** may vote at **General Meetings**:
 - a. in person, or
 - b. by a signed proxy (an email or other form being acceptable) in favour of some individual entitled to be present at the meeting and received by, or handed to, the **Committee** before the commencement of the **General Meeting**, or
 - c. through the authorised representative of a body corporate as notified to the **Committee**, and
 - d. no other proxy voting shall be permitted.
- 4) No **General Meeting** may be held unless at least 10 eligible **Financial** and/or **Life Members** or their Proxies attend throughout the meeting and this will constitute a quorum.
- 5) If, within half an 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.
- 6) A Member (with the exception of (a) below) 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, on demand of the chairperson or of 2 or more Members present, by secret ballot.
 - a. No more than two Members covered by a family membership shall be entitled to vote
 - b. A corporate member may nominate one person to exercise its vote
- 7) Unless otherwise required by this **Constitution**, all questions shall be decided by a simple majority of those in attendance in person or by proxy and voting at a **General Meeting** or voting by remote ballot.
- 8) Any decisions made when a quorum is not present are not valid.
- 9) 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 75 percent of the **Members** who are entitled to vote on the resolution. A written resolution may consist of 1 or more documents in similar form (including letters, electronic mail, or other similar means of communication) each proposed by or on behalf of 1 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**, including by electronic means.

- 10) **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.
- 11) All **General Meetings** shall be chaired by the **Chairperson**. If the **Chairperson** is absent, the meeting shall elect another member of the **Committee** to chair that meeting.
- 12) Any person chairing a **General Meeting** has a deliberative and, in the event of a tied vote, a casting vote.
- 13) 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 case of emergency, adjourn the **General Meeting** or declare it closed.
- 14) 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**.
- 15) 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 **3 Week's** before that meeting. The **Member** may also provide information in support of the motion (**'Member's Information'**). If notice of the motion is given to the **Secretary** or **Committee** before written **Notice** of the **General Meeting** is given to **Members**, notice of the motion shall be provided to **Members** with the written **Notice** of the **General Meeting**.

12.2 Minutes

- 1) The **Society** must keep an electronic signed copy of minutes of all **General Meetings**.

12.3 Annual General Meetings: when they will be held

- 1) An **Annual General Meeting** shall be held once a year on a date and at a location and/or using any electronic communication determined by the **Committee** and

consistent with any requirements in the **Act**, and the **Constitution** relating to the procedure to be followed at **General Meetings** shall apply.

- 2) The **Annual General Meeting** must be held no later than the earlier of the following:
 - a. 6 months after the balance date of the **Society**
 - b. 15 months after the previous annual meeting.

12.4 Annual General Meetings: business

- 1) The business of an **Annual General Meeting** shall be to:
 - a. confirm the minutes of the last **Annual General Meeting** and any **Special General Meeting(s)** held since the last **Annual General Meeting**,
 - b. adopt the annual report on the operations and affairs of the **Society**,
 - c. adopt the **Committee's** report on the finances of the **Society**, and the annual financial statements,
 - d. Elect the Committee,
 - e. Appoint an auditor or reviewer,
 - f. set subscriptions for the current financial year,
 - g. consider any motions of which prior notice has been given to **Members** with notice of the **Meeting**, and
 - h. consider any general business raised at the meeting, providing that no decision or recommendation from the meeting shall be binding on the **Committee** unless it is the unanimous decision of the meeting.
- 2) The **Committee** must, at each **Annual General Meeting**, present the following information:
 - a. an annual report on the operation and affairs of the **Society** during the most recently completed accounting period.
 - b. the annual financial statements for that period, and
 - c. notice of any disclosures of conflicts of interest made by **Officers** during that period (including a summary of the matters, or types of matters, to which those disclosures relate).

12.5 Special General Meetings

- 1) **Special General Meetings** may be called at any time by the **Committee** by resolution.
- 2) The **Committee** must call a **Special General Meeting** if it receives a written request signed by at least 33 percent of **Members**.

- 3) Any resolution or written request must state the business that the **Special General Meeting** is to deal with.
- 4) 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**.

13 Committee

13.1 Committee composition

- 1) The **Committee** will consist of at least 3 **Officers** and no more than 12 **Officers** and include a Chairperson, Secretary and Treasurer.
- 2) **Officers** on the **Committee** must be either:
 - a. any **Financial or Life Member** of the **Society**, or
 - b. representatives of bodies corporate that are **Members** of the **Society**.

13.2 Functions of the committee

- 1) 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 Incorporated Societies Act 2022, any Regulations made under that **Act**, and this **Constitution**.

13.3 Powers of the committee

- 1) 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** or as directed by a General Meeting of members.

13.4 Sub-committees

- 1) 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 2,
 - 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 authority from the **Committee**, and

d. a sub-committee must not further delegate any of its powers.

13.5 General matters: committees

- 1) 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, or post, and any such resolution shall be recorded in the minutes of the next **Committee** or sub-committee meeting.
- 2) Other than as prescribed by the **Act** or this **Constitution**, the **Committee** or any sub-committee may regulate its proceedings as it thinks fit.

14 Committee meetings

14.1 Procedure

- 1) The quorum for **Committee** meetings is at least half the number of members of the **Committee**. If a quorum is not present within one half hour of the time fixed for a meeting, or if the meeting shall cease to have a quorum for any period of more than one half hour, such meeting will lapse.
- 2) A meeting of the **Committee** may be held either:
 - a. by a number of the members of the **Committee** who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; and/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.
- 3) If at a Committee meeting the Chairperson of the Society is not present, the members of the Committee present may choose one of their number to be Chairperson of the meeting.
- 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 provided that in the event of an equality of votes, the Chairperson of the meeting shall be entitled to exercise a second or casting vote.
- 5) Except as otherwise provided in this **Constitution**, the **Committee** may regulate its own procedure.

14.2 Frequency

- 1) The **Committee** shall meet as required 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**.

- 2) The **Secretary**, or other **Committee** member nominated by the **Committee**, shall give to all **Committee** members not less than **1 Week's** notice of **Committee** meetings, and shall, before each meeting, forward to the **Committee** members details of business to be transacted, provided that the **Committee** may deal with such other business as it shall determine.

15 Officers

15.1 Qualifications of officers

- 1) Every **Officer** must be a natural person who:
- a. has consented in writing to be an officer of the **Society**, and
 - b. certifies that they are not disqualified from being elected or appointed or otherwise holding office as an **Officer** of the **Society**.
- 2) Officers must not be disqualified under section 47(3) of the Act or section 36B of the Charities Act 2005 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 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 7 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) of the **Act**.
- 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**.
- 4) Note that only a natural person may be an **Officer** and each certificate shall be retained in the **Society's** records.

15.2 Officers' duties

- 1) At all times each **Officer**:
- d. shall act in good faith and in what he or she believes to be the best interests of the **Society**,
 - e. must exercise all powers for a proper purpose,
 - f. must not act, or agree to the **Society** acting, in a manner that contravenes the **Act** or this **Constitution**,
 - g. 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 him or her
 - h. 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

- i. must not agree to the **Society** incurring an obligation unless he or she believes at that time on reasonable grounds that the **Society** will be able to perform the obligation when it is required to do so.

15.3 Election or appointment of officers

- 1) 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** (as described in the 'Qualification of Officers' rule above). 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 **1 Week** 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).

15.4 Term

- 1) The term of office for all **Officers** elected to the **Committee** shall be 1 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.
- 2) There is no limit to the number of consecutive terms an officer of the Society may serve.
- 3) There is no limit to the number of consecutive terms an officer may serve in any particular officer role.

15.5 Removal of officers

- 1) An Officer may 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 has brought the Society into disrepute.
 - b. The **Officer** has failed to disclose a conflict of interest.
- 2) with effect from (as applicable) the date specified in a resolution of the **Committee** or **Society**.
- 3) An **Officer** may 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 4 committee meetings without leave of absence from the **Committee**.
 - b. The **Committee** passes a vote of no confidence in the **Officer**.
- 4) with effect from (as applicable) the date specified in a resolution of the **Committee** or **Society**.

15.6 Ceasing to hold office

- 1) 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**.
- 2) Each **Officer** shall within **2 Week's** 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**.

15.7 Conflicts of interest

- 1) An Officer or member of a sub-committee 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):

- a. to the Committee and or sub-committee, and
 - b. in an **Interests Register** kept by the **Committee**.
- 2) Disclosure must be made as soon as practicable after the **Officer** or member of a sub-committee becomes aware that they are interested in the **Matter**.
- 3) An **Officer** or member of a sub-committee 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).
- 4) 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.
- 5) 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.
- 6) 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**.

16 Records

16.1 Register of Members

- 1) The **Society** shall keep an up-to-date Register of Members.
- 2) For each current **Member**, the information contained in the Register of Members shall include:
 - a. Their 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 and/or an electronic address, and
 - ii. A telephone number.
- 3) The register will also include each **Member's**:
- a. email address (if any)
 - b. whether the Member is financial or non-financial
- 4) Every current **Member** shall promptly advise the **Society** of any change of the **Member's** contact details.
- 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 7 years, the **Society** will record:
- a. The former **Member's** name, and
 - b. The date the former **Member** ceased to be a **Member**.

16.2 Interests Register

- 1) 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.

16.3 Access to information for members

- 1) A Member may at any time make a written request to the Society for information held by the **Society**.
- 2) The request must specify the information sought in sufficient detail to enable the information to be identified.
- 3) 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.
- 4) 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, or
 - 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**, or
 - 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**, or
 - d. the information is not relevant to the operation or affairs of the society, or
 - e. withholding the information is necessary to maintain legal professional privilege, or
 - f. the disclosure of the information would, or would be likely to, breach an enactment, or
 - 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, or
 - 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** and the **Act**.
- 5) 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 **2 Weeks** 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.
- 6) Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

17 Finances

17.1 Control and management

- 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. subject to **Rule 19.3**, devoted solely to the promotion of the purposes of the **Society**.

- 2) No portion shall be paid or transferred directly or indirectly to any member provided that the Society in good faith, pay to an officer or employee or Committee of sub-committee member of the Society or to any member of any other body corporation or person, any or all of the following as may be decided from time to time, by the Committee:
 - a. remuneration for services rendered or payment for goods supplied.
 - b. honoraria, and annual, daily and incidental allowances and out of pocket expenses (including travel and accommodation allowances) incurred in any manner in the reasonable and proper conduct of the affairs of the **Society**.
- 3) The **Committee** shall maintain bank accounts in the name of the **Society**.
- 4) All money received on account of the **Society** shall be banked within **1 Week** of receipt in suitable bank accounts in the name of the Society.
- 5) All payments on such accounts shall be authorised by not less than two signatories from a list of signatories approved by the Committee.
- 6) All accounts and/or reimbursements of expenditure or expenses paid or for payment shall be submitted to the **Committee** for approval of payment.
- 7) The **Committee** must ensure that there are kept at all times accounting records that
 - a. correctly record the transactions of the **Society**, and
 - 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**).
- 8) The **Committee** must establish and maintain a satisfactory system of control of the **Society's** accounting records.
- 9) The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form. And the accounting records must be kept for the current accounting period and for the last 7 completed accounting periods of the **Society**.

17.2 Auditor

- 1) Each Annual General Meeting shall appoint:
 - a. an auditor who shall be a member of the Institute of Chartered Accountants of New Zealand and shall not be a member of the Committee; or
 - b. a reviewer who shall be suitably experienced and shall not be a member of the Committee;

- 2) to audit (in the event an auditor is appointed) or review (in the event a reviewer is appointed) the financial statements of the Society in accordance with standards issued by the Institute of Chartered Accountants of New Zealand, and present an opinion to the members of the Society.
- 3) If an auditor or reviewer so appointed is unable to act for any reason, the Committee shall appoint another auditor or reviewer as a replacement until the date of the next Annual General Meeting.

17.3 Balance date

- 1) The **Society's** financial year shall commence on 01/04 of each year and end on 31/03 (the latter date being the **Society's** balance date).

18 Dispute resolution

18.1 Meanings of dispute and complaint

- 1) A dispute is a disagreement or conflict involving the **Society** and/or its **Members** in relation to specific allegations set out below.
- 2) The disagreement or conflict may be between any of the following persons:
 - a. 2 or more **Members**
 - b. 1 or more **Members** and the **Society**
 - c. 1 or more **Members** and 1 or more **Officers**
 - d. 2 or more **Officers**
 - e. 1 or more **Officers** and the **Society**
 - f. 1 or more **Members** or **Officers** and the **Society**.
- 3) The disagreement or conflict relates to any of the following allegations:
 - a. a **Member** or an **Officer** has engaged in misconduct
 - b. a **Member** or an **Officer** has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or the **Act**
 - c. the **Society** has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or the **Act**
 - d. a **Member's** rights or interests as a **Member** have been damaged or **Members'** rights or interests generally have been damaged.
- 4) All **Members** (including the **Committee**) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the **Society's** activities.

- 5) 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.

18.2 How a complaint is made

- 1) A **Member** or an **Officer** may make a complaint by giving to the **Committee** (via the Secretary) 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**; and
 - 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**.
- 2) 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.
- 3) The information given under subclause (1.b) or (2.b) 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.

18.3 Person who makes complaint has right to be heard

- 1) 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.
- 2) 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**.
- 3) 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); and

- b. an oral hearing is held if the decision maker(s) consider(s) that an oral hearing is needed to ensure an adequate hearing; and
- c. an oral hearing (if any) is held before the decision maker(s); and
- d. the **Member's**, **Officer's**, or **Society's** written or verbal statement or submissions (if any) are considered by the decision maker(s).

18.4 Person who is subject of complaint has right to be heard

- 1) This clause applies if a complaint involves an allegation that a **Member**, an **Officer**, or the **Society** (the 'respondent'):
 - a. has engaged in misconduct; or
 - b. has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or this **Act**; or
 - c. has damaged the rights or interests of a **Member** or the rights or interests of **Members** generally.
- 2) The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
- 3) If the respondent is the **Society**, an **Officer** may exercise the right on behalf of the **Society**.
- 4) 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; and
 - b. the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - c. an oral hearing is held if the decision maker(s) consider(s) that an oral hearing is needed to ensure an adequate hearing; and
 - 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.

18.5 Investigating and determining dispute

- 1) 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.

- 2) Disputes must be dealt with under the **Constitution** in a fair, efficient, and effective manner and in accordance with the provisions of the **Act**.

18.6 Society may decide not to proceed further with complaint

- 1) Despite the 'Investigating and determining dispute' rule above, the **Society** may decide not to proceed further with a complaint if:
 - a. the complaint is considered to be trivial; or
 - 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**:
 - iii. that a **Member's** rights or interests or **Members'** rights or interests generally have been materially damaged:
 - iv. the complaint appears to be without foundation or there is no apparent evidence to support it; or
 - v. the person who makes the complaint has an insignificant interest in the matter; or
 - vi. the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the **Constitution**; or there has been an undue delay in making the complaint.

18.7 Society may refer complaint

- 1) The **Society** may refer a complaint to:
 - a. a subcommittee or an external person to investigate and report; or
 - b. a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.
- 2) 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).

18.8 Decision makers

- 1) 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 subcommittee 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.

19 Liquidation and removal from the register

19.1 Resolving to put society into liquidation

- 1) The **Society** may be liquidated in accordance with the provisions of Part 5 of the **Act**.
- 2) The **Committee** shall give **4 week's** written **Notice** to all **Members** of the proposed resolution to put the **Society** into liquidation.
- 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**.
- 4) Any resolution to put the **Society** into liquidation must be passed by a simple majority of all **Members** present and voting.

19.2 Resolving to apply for removal from the register

- 1) The **Society** may be removed from the Register of Incorporated Societies in accordance with the provisions of Part 5 of the **Act**.
- 2) The **Committee** shall give **4 Week's** written **Notice** to all **Members** of the proposed resolution to remove the **Society** from the Register of Incorporated Societies.
- 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**.
- 4) Any resolution to remove the **Society** from the Register of Incorporated Societies must be passed by a simple majority of all **Members** present and voting.

19.3 Surplus assets

- 1) If the **Society** is liquidated or removed from the Register of Incorporated Societies, no distribution shall be made to any **Member**, and if any property remains after the settlement of the **Society's** debts and liabilities, that property must be used to further a charitable purpose or purposes as defined in section 5(1) of the Charities Act 2005.

20 Amending this constitution

- 1) All amendments must be made in accordance with this **Constitution**. Any minor or technical amendments shall be notified to **Members** as outlined in section 31 of the **Act**.

- 2) The **Society** may amend or replace this **Constitution** at a **General Meeting** by a resolution passed by a simple majority of those **Members** present and voting.
- 3) That amendment could be approved by a resolution passed in lieu of a meeting but only if allowed by this **Constitution**.
- 4) Any proposed resolution to amend or replace this **Constitution** shall be signed by at least **10 per cent** of eligible **Members** and given in writing to the **Committee** at least **4 Weeks** before the **General Meeting** at which the resolution is to be considered and accompanied by a written explanation of the reasons for the proposal.
- 5) At least **2 Weeks** before the **General Meeting** at which any amendment is to be considered the **Committee** shall give to all **Members** notice of the proposed resolution, the reasons for the proposal, and any recommendations the **Committee** has.
- 6) 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.
- 7) The amendment shall also be notified to Charities Services as required by section 40 of that Act.

21 Other

21.1 Bylaws

- 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**, regulations made under the **Act**, or any other legislation.

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