

# THE CONSTITUTION OF GREENHITHE RESIDENTS ASSOCIATION INCORPORATED

22 JULY 2025

## PART 1: INTRODUCTION

### 1. Name and Registered Office

The name of the society is Greenhithe Residents Association Incorporated (in this Constitution referred to as the Society).

The Registered Office of the Society shall be at such place in New Zealand as the Committee from time to time determines, and changes to the Registered Office shall immediately be notified to the Registrar of Incorporated Societies in a form and as required by the Act. As at the date of this founding document, the Registered Office shall be 7 Greenhithe Road, Greenhithe 0632 Auckland.

### 2. Definitions

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 Financial Statements' means the financial statements of the Society for each financial year, prepared and filed in accordance with this Constitution and the Act.

'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.

'Associated Person' means a person who:

- may obtain a financial benefit from any Matter being dealt with by any Member (as a Committee Member, or in any General Meeting, or otherwise for the Society) where that person is the spouse, civil union partner, de facto partner, child, parent, grandparent, grandchild, or first cousin of that Member;
- may have a financial interest in a person to whom any Matter being dealt with by any Member (as a Committee Member, or in any General Meeting, or otherwise for the Society) relates;
- is a partner, director, officer, board member, or trustee of a person who may have a financial interest in a person to whom any Matter being dealt with by any Member (as a Committee Member, or in any General Meeting, or otherwise for the Society) relates; or
- may be interested in the Matter because the Society's Constitution so provides.

BUT no Member shall be deemed to have any such interest:

- merely because that Member receives an indemnity, insurance cover, remuneration, or other benefits authorised under the Act; or
- if that Member's interest is the same or substantially the same as the benefit or interest of all or most other members of the Society due to the membership of those members; or
- if that Member's interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence that Member in carrying out that Member's responsibilities under the Act or the Society's constitution.

'Chair' means the Committee Member responsible for, among other things, overseeing the governance and operations of the Society and chairing General Meetings. The Committee may in its sole discretion elect to have two 'Co-Chairs'.

'Clear Days' means complete days, excluding the first and last named days (for instance, excluding the date a Notice of meeting is posted or sent to Members and the date of the meeting).

'Committee' means the Society's governing body.

'Committee Member' means a member of the Committee, including the Chair/Co-Chairs, Secretary and Treasurer and any Independent Committee Member.

'Consent Form & Certificate' means a signed consent to appointment and a certificate in a form confirming that the nominee is not disqualified from being appointed or holding office as a Committee Member by this Constitution or the Act).

'Constitution' means this document.

'Contact Officer' means the person appointed by the Society as the contact person, whom the Registrar of Incorporated Societies can contact when needed.

'Deputy Chair' means the Committee Member elected or appointed to deputise in the absence of the Chair or both Co-Chairs if there are Co-Chairs.

'Elected Committee Member' means a Committee Member who is elected or appointed in accordance with paragraph 17 of this Constitution.

'General Meeting' means either an Annual General Meeting or a Special General Meeting of the Society.

'Independent Committee Member' means a natural person who is not (or who is not the representative of a body corporate who is) a Full Member and who is appointed as a member of the Committee in accordance with paragraph 18 of this Constitution.

'Interested Member' means a Member who is interested in a Matter, being where that Member:

- may obtain a financial benefit from the Matter; or
- is the spouse, civil union partner, de facto partner, child, parent, grandparent, grandchild, sibling, nephew, niece, uncle, aunt, or first cousin of a person who may obtain a financial benefit from the Matter; or
- may have a financial interest in a person to whom the Matter relates; or
- is a partner, director, officer, board member, or trustee of a person who may have a financial interest in a person to whom the Matter relates; or
- is interested in the matter because this Constitution so provides,

however, a Member is not interested in a Matter:

- merely because that person receives an indemnity, insurance cover, remuneration, or other benefits authorised under the Act; or
- where that person's interest is the same or substantially the same as the benefit or interest of all or most other Members due to the membership of those Members; or
- where that person's interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence that person in carrying out their responsibilities under the Act or this Constitution.

'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 (including a Full Member or Associate Member) properly admitted to the Society who has not ceased to be a member of the Society.

'Notice' to Members includes any notice given by post, courier or email; and the failure for any reason of any Member to receive such Notice or information shall not invalidate any meeting or its proceedings or any election.

'Register of Interests' means the register of interests of Committee Members kept under this Constitution.

'Register of Members' means the register of Members kept under this Constitution.

'Secretary' means the Committee Member responsible for, among other things, keeping the Register of Members, the Register of Interests, recording the minutes of General Meetings and Committee meetings, and being the Society's Contact Officer.

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

'Treasurer' means the Committee Member responsible for, among other things, overseeing the finances of the Society.

## PART 2: PURPOSE, POWERS, CULTURE & VALUES

### 3. Purpose

The purpose of the Society is to attend to and act on the following objectives:-

- (a) To advocate for improvements in infrastructure, sports and club activities and facilities, parks and reserves, and general maintenance and improvement of the welfare and facilities of the greater Greenhithe area.
- (b) To maintain and improve the Community Hall and surrounding land.
- (c) To maintain and improve the Old School Building, and to be Responsible as lessee for the grounds on which it is located.
- (d) To be responsible for letting or hire of the Community Hall and/or its amenities and the Old School Building for community activities and such other uses as the committee may sanction.
- (e) To use the funds of the Society as the Committee may consider necessary or proper in payment of the costs and expenses in furthering or carrying out the objects of the Society including the employment of agents, officers or servants as shall from time to time be necessary or expedient.
- (f) To accept the net assets of any like or similar incorporated Society in the Greenhithe area that may be wound up in accordance with the Incorporated Societies Act leaving surplus assets.
- (g) To do all such things as are incidental or conducive to attainment of the above objects.

### 4. Powers

Subject to Part 7 of this Constitution and in addition to its powers under the Act, the Society has the widest possible powers to do all things which may be necessary to pursue the Society's purpose, subject to exercising the care and skill that a prudent person of business would exercise in managing the affairs of others, including without limitation, the power to:

- a. purchase, take on, lease, exchange, hire, or otherwise acquire any real or personal property, and to sell, mortgage, dispose of or otherwise deal with the same;
- b. to borrow or raise money;
- c. to pay the costs and expenses to advance or carry out its purposes, and to employ or contract with such people as may be appropriate, and
- d. to invest in any investment in which a trustee may lawfully invest.

### 5. Tikanga / Culture

The tikanga or culture of the Society is as below, and as set out in the Society's Purpose, and its Mission, Values and Guiding Principles as determined from time to time by the Committee. This Constitution shall always be interpreted having regard to that tikanga or culture.

The Society aims to provide a safe, healthy, respectful, and inclusive workplace. The Society is committed to living its values of celebrating community, creativity and culture - inclusively and safely - and to model the behaviour it encourages from others. The Society is committed to building a working environment free of any form of bullying and harassment, including but not limited to: sexual harassment; violence and discrimination on the basis of gender, sexuality, ethnicity or any other attribute.

## PART 3: MEMBERSHIP

### 6. Minimum number of members

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

### 7. Membership

Eligible members of the society, admission to membership and cessation of membership shall be as below:

- (a) Any person that is a ratepayer or resident of the Greenhithe district is eligible for membership and shall be entered on the roll of members on payment of the annual subscription. The subscription shall be agreed by Members from time to time at a General Meeting. Membership (on a non-voting basis) may also be extended to past members who have left the greater Greenhithe area, but have expressed a continuing interest in the area.
- (b) Any member shall cease to be a member when deemed by the Committee to be neither a Ratepayer nor Resident of the District or its environs (subject to the Committee's discretion in 4(a) above), or to have failed to comply with the rules of the Society, or to have failed within 3 months of the due date to pay the annual subscription.

(c) If it appears to the Committee that any member has obstructed or attempted to obstruct the Society in the promotion of its objectives, or by his or her actions has been likely to embarrass the Society in any way whatsoever, such member may be requested to resign his or her membership by notice in writing delivered in person or by ordinary post to the last known address in the Society's records. If such member fails to resign within 14 days of being requested to do so his or her membership shall be deemed to have ceased.

(d) Any Member may resign his or her membership on giving written notice of that resignation to the Secretary of the Society. Such resignation shall not release the resigning member from any previous liability to the Society.

## **8. Obligations and rights**

Every Member shall provide the Society with that Member's name and contact details (including postal address, telephone number(s), and any email address) and promptly advise the Society of any changes to those details.

Membership does not confer on any Member any right, title, or interest (legal or equitable) in the property of the Society.

All Members (including Committee Members) shall promote the interests and purposes of the Society, the Society's Tikanga/Culture, and shall do nothing to bring the Society into disrepute.

A Member is only entitled to exercise any of their rights of membership (including attending and voting at General Meetings, accessing or using the Society's premises, facilities, equipment and other property) 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.

Any Member that is a body corporate shall provide the Secretary 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.

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, including any conditions of and fees for such access or use.

Attendance and Voting Rights: Every Full Member is entitled to attend and speak at every General Meeting and cast one (1) vote in respect of matters determined at General Meetings.

## **9. Subscriptions and fees**

The annual subscription and any other fees for membership for the then current financial year shall be set by resolution of the Committee (which can also decide that payment be made by periodic instalments). The Committee may decide upon different subscription amounts for different categories of Member.

Any Member failing to pay the annual subscription (including any periodic payment), any levy, or any capitation fees, within 3 months of the date the same was due for payment shall be considered as unfinancial and shall (without being released from the obligation of payment) have no membership rights and shall 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. If such arrears are not paid within 6 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).

## **10. Ceasing to be a member**

A Member ceases to be a Member:

- on death (or if a body corporate on liquidation or if a partnership on dissolution of the partnership), with effect from the date of death, liquidation, deregistration or dissolution, or
- by resignation from that Member's class of membership by notice to the Secretary, with effect from the date of receipt of notice or the date stated in the notice, or
- on termination of that Member's membership by the Committee for failure to pay any amounts due to be paid by the Member in accordance with this Constitution, with effect from the date of termination;
- on termination of that Member's membership by the Committee for failure to meet the criteria for membership as set out in this Constitution; or
- on termination of a Member's membership following a dispute resolution process under part 8 of this Constitution, with effect from the date of termination.

## **11. Obligations on resignation**

A Member who resigns or whose membership is terminated under this Constitution shall cease to be entitled to any of the rights of a Society Member and:

- remains liable to pay all subscriptions and other fees to the Society's next balance date;
- shall cease to hold themselves out as a Member of the Society; and
- shall return to the Society all material provided to Members by the Society (including any membership certificate, badges, handbooks and manuals).

## **12. Liability of Members**

The liability of a Member of the Society to contribute towards the payment of the debts and liabilities of the Society or the costs, charges and expenses of the winding up of the Society is limited to the amount, if any, unpaid by the Member in respect of membership of the Society.

## PART 4: THE COMMITTEE

### 13. Committee Function

From the end of each Annual General Meeting until the end of the next, the Society shall be governed by the Committee, which shall be accountable to the Members for the advancement of the Society's purposes and the implementation of resolutions approved by any General Meeting.

The Committee shall endeavour to meet every two months but shall in any event meet no less than 4 times between Annual General Meetings. The Chair (or either of the Co-Chairs if applicable) shall advise each Committee Member of the proposed date of any Committee Meeting.

### 14. Committee Powers

Subject to this Constitution and any resolution of any General Meeting the Committee may:

- a. exercise all the Society's powers, other than those required by the Act or by this Constitution to be exercised by the Society in General Meeting,
- b. transact business and enter into contracts on behalf of the Society or delegate such power to a Committee Member, sub-committee, employee, or other person, and
- c. appoint up to two (2) Independent Committee Members.

### 15. Committee Composition

The Committee will consist of a minimum of 5 and a maximum of 14 Committee Members who are natural persons and not disqualified by this Constitution or the Act.

All Committee Members will be Full Members, unless there are 3 or more Elected Committee Members (who must be Full Members), and in that case up to 2 Independent Committee Members may be appointed as set out in paragraph 18 below. The majority of the Committee must be Full Members.

The Committee will include:

- a Chair,
- a Deputy Chair
- a Secretary and a Treasurer, who may be the same person,

### 16. Qualifications of Committee Members

Prior to election or appointment, every Committee Member must consent in writing to be a Committee Member and certify in writing that they are not disqualified from being appointed or holding office as a Committee Member by this Constitution or the Act by providing a Consent Form & Certificate. For the avoidance of doubt the persons set out in Part 7 of this Constitution are disqualified.

### 17. Election or appointment of Elected Committee Members

The election of Elected Committee Members shall be conducted as follows:

- a. Elected Committee Members shall be elected during Annual General Meetings or via a secure online vote conducted prior to the Annual General Meeting, with Elected Committee Members to be announced or voted upon at the Annual General Meeting. However, if a vacancy in the position of any Elected Committee Member occurs between Annual General Meetings, that vacancy shall be filled by simple resolution of the Committee. In any event before appointment an appointee must supply a signed Consent Form & Certificate.
- b. All Full Members may vote in respect of the election of Elected Committee Members.
- c. A candidate's (who must be a fully paid-up Full Member) written nomination, accompanied by a signed Consent Form & Certificate shall be received by the Secretary at least 30 Clear 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.
- d. Votes shall be cast in such a manner as the Committee determines.
- e. Two Members (who are not nominees) or non-Members appointed by the Chair (which can include employees or contractors or advisers of the Society) shall act as scrutineers for the counting of the votes and destruction of any voting papers.
- f. In the event of any vote being tied, the tie shall be resolved by the vote of a simple majority of the incoming Committee (excluding those in respect of whom the votes are tied).

### 18. Appointment of Independent Committee Members

If there are more than 3 Elected Committee Members, then those Elected Committee Members may, by simple resolution, appoint up to 2 Independent Committee Members who have expertise of benefit to the Society.

All such Independent Committee Members must provide a signed Consent Form & Certificate prior to appointment.

All Members must be notified within 10 Clear Days of the appointment of any Independent Committee Members.

## **19. MEETINGS NOTICE**

(a) A Committee Meeting shall be called by not less than seven days' notice and Annual General Meeting, or Special Meetings shall be called by not less than 14 days' notice.

## **20. Duties of Committee Members**

At all times each Committee Member:

- a. shall 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 or this Constitution;
- d. when exercising powers or performing duties as a Committee Member, 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, the nature of the Society, the nature of the decision, and the position of the Committee Member and the nature of the responsibilities undertaken by him or her;
- 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
- f. 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.

## **21. Removal of Committee Members**

If the Committee determines, following a fair and reasonable process, in line with the dispute resolution provisions set out below and in Part 8 of this Constitution that the conduct of any Committee Member breached or is inconsistent with the Society's Purpose, Tikanga /Culture, or its Mission, Values and Guiding Principles, or any Code of Conduct established from time to time, or that a Committee Member's conduct is such as to bring the Society into disrepute, such Committee Member removed, in accordance with the dispute resolution provisions set out in Part 8 of this Constitution.

## **22. General Committee proceedings**

The Committee and any sub-committee may act by resolution approved in the course of a telephone or video conference call 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 meeting. Minutes must be kept by the Secretary (or their nominee) of all Committee Meetings.

Other than as prescribed by the Act or this Constitution, the Committee or any sub-committee may regulate its proceedings as it thinks fit.

Subject to the Act, this Constitution and the resolutions of General Meetings, the decisions of the Committee on the interpretation of this Constitution and all matters dealt with by it in accordance with this Constitution and on matters not provided for in this Constitution shall be final and binding on all Members.

## **23. Sub-committees**

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

## **24. Policies & Code of Conduct**

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 the Act, regulations made under the Act, or this Constitution.

## **25. Conflicts of Interest**

A Committee Member and/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 a Register of Interests kept by the Committee.

Disclosure must be made as soon as practicable after the Committee Member and/or sub-committee member becomes aware that they are interested in the Matter.

A Committee Member and/or sub-committee member who is an Interested Member regarding a Matter must not vote or take part in the decision of the Committee and/or sub-committee relating to the Matter and must not sign any document relating to the entry into a transaction or the initiation of the Matter; but 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). However, a member of the Committee and/or 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.

Where 50 per cent or more of Committee Members 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, and 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.

## PART 5: SOCIETY MEETINGS

### 26. Annual General Meetings

An Annual General Meeting shall be held once a year, no later than 6 months after the Society's balance date and otherwise on a date and at a location determined by the Committee and consistent with any requirements in the Act, and this Constitution relating to the procedure to be followed at General Meetings shall apply. For the avoidance of doubt such Annual General Meeting may be hosted online if the Committee sees fit.

### 27. Annual General Meetings: business

The business of an Annual General Meeting shall be to:

- a. confirm the minutes of previous Society Meeting(s),
- b. adopt the annual report on Society business,
- c. adopt the Treasurer's report on the finances of the Society, and the Annual Financial Statements,
- d. announce the subscriptions set by the Committee for the current financial year,
- e. consider any motions,
- f. elect a Chair, Deputy Chair, Treasurer, Secretary and any other Elected Committee Members, and
- g. consider any general business.

The Committee must, at each Annual General Meeting, present the following information:

- a. an annual report on the affairs of the Society during the most recently completed accounting period,
- b. the annual financial statements for that period; and
- c. a notice of any disclosures, including disclosures of conflicts of interest made by Committee Members or sub-committee members during that period (including a brief summary of the matters, or types of matters, to which those disclosures relate).

### 28. Special General Meetings

Special General Meetings may be called at any time by the Committee by resolution. The Committee must call a Special General Meeting if the Secretary receives a written request signed by at least 25 per cent of Full Members. Any resolution or written request must state the business that the Special General Meeting is to deal with. 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 Full Members for the Meeting.

### 29. General Meeting Procedures

**Notice:** The Committee shall give all Full Members at least 10 Clear Days' Notice of any General Meeting and of the business to be conducted at that General Meeting. The General Meeting and its business will not be invalidated simply because one or more Members do not receive the Notice.

**Location:** General Meetings may be held at one or more venues using any real-time audio, audio and visual, or electronic communication that gives each member a reasonable opportunity to participate.

**Motions:** The Committee may put forward motions for the Society to vote on ('Committee Motions'), which shall be notified to Full Members with the notice of the General Meeting; and any Full Member may request that a motion be voted on ('Member's Motion') at a General Meeting, by giving notice to the Secretary at least 10 Clear Days before that meeting. The Member may also provide information in support of the motion.

**Voting:** All Full Members may attend, speak and have one vote at General Meetings. Votes may be cast: in person by voice or a show of hands, or by a signed original written proxy (an email or copy not being acceptable) in favour of some individual entitled to be present at the meeting and received by, or handed to, the Secretary before the commencement of the General Meeting, or through the authorised representative of a body corporate as notified to the Secretary or by any other means as reasonably determined by the Committee. Voting at any meeting shall be decided at the option of the Chairman of the meeting either on voices or by show of hands, unless a ballot shall be requested by not less than five members present at the meeting in respect of any motion to be considered at such meeting and in that event the voting shall be way of secret ballot. In the event of an equality of votes, the Chairman shall declare the motion lost.

**Quorum:** No General Meeting may be held unless at least 10 eligible Full Members attend, of which at least 5, inclusive of the Chairperson and Secretary or nominees, shall be Committee members. This will constitute a quorum. If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting – if convened upon request of Full Members – shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the Chair of the Society, and if at such adjourned meeting a quorum is not present those present in person or by proxy shall be deemed to constitute a sufficient quorum. Any decisions made when a quorum is not present are not valid.

**Presiding Chair:** All General Meetings shall be chaired by the Chair. If the Chair (or Co-Chairs) is/are absent, the Deputy Chair (if applicable) or such other person as nominated by the Committee shall chair that meeting. On any given motion at a General Meeting, the presiding Chair shall in good faith determine whether to vote by voices; show of hands; or secret ballot as they see fit. Any person chairing a General Meeting has a deliberative vote and, in the event of a tied vote, shall have a casting vote (other than in respect of the appointment of Committee Members, which, if there is a tied vote, shall be resolved as specifically set out in this Constitution).

Minutes: Minutes must be kept by the Secretary (or their nominee) of all General Meetings.

### **30. Alterations to this Constitution**

The Society may amend or replace this Constitution at a General Meeting by a resolution passed by a simple majority of those Full Members present and voting. Any proposed motion to amend or replace this Constitution shall be signed by at least 10 per cent of eligible Full Members and given in writing to the Secretary at least 30 Clear Days before the General Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.

At least 10 Clear Days before the General Meeting at which any amendment is to be considered the Secretary shall give to all Full Members notice of the proposed motion, the reasons for the proposal, and any recommendations the Committee has.

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. Any amendment to or replacement of this Constitution must comply with the Act. When an amendment is approved by a General Meeting it shall be provided to Charities Services within 3 months of the date of the amendment.

## PART 6 – RECORDS, CONTACT AND FINANCES:

### 31. Register of Members

The Secretary shall keep an up-to-date Register of Members, recording for each Member their name, contact details (being their physical or email address, and a telephone number), the date they became a Member, and any other information required by this Constitution or prescribed by Regulations under the Act.

The Secretary shall update the Register of Members as soon as practicable after becoming aware of changes to the information recorded on the Register of Members.

### 32. Access to Register of Members

With reasonable notice and at reasonable times, the Secretary shall make the Register of Members available for inspection by Members and Committee Members. However, no access will be given to information on the Register of Members to Members or any other person, other than as required by law. Access to the Register of Members may be withheld on several grounds including without limitation those set out in paragraph 33 below.

### 33. Access to Other Information

A Member may at any time make a written request to the Society for information held by the Society. The request must specify the information sought in sufficient detail to enable the information to be identified. 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.

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. withholding the information is necessary to maintain legal professional privilege, or
- e. the disclosure of the information would, or would be likely to, breach any law, or
- f. 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
- g. the request for the information is frivolous or vexatious.

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 the timeframe prescribed by the Act, the Member informs the Society —

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

Nothing in this Constitution limits Information Privacy Principle 6 of the Privacy Act 2020.

### 34. Register of interests

The Secretary shall at all times maintain the Register of Interests.

### 35. Contact Person

The Society's Contact Officer must be: at least 18 years of age, a Committee Member, ordinarily resident in New Zealand, and not disqualified under the Act from holding that office, and shall be the Secretary. Any change in that Contact Officer or that person's name or contact details shall be advised to the Registrar of Incorporated Societies in accordance with the Act.

### 36. Common Seal and Method of Contracting

The common seal of the Society (if there is one) must be kept in the custody of the Committee. The common seal may be affixed to any document by resolution of the Committee, and must be countersigned by two Committee Members. Or alternatively any two Committee Members or any person with the express authority of the Committee may contract on behalf of the Society.

### **37. Finances - Control and management**

The funds and property of the Society shall be: controlled, invested and disposed of by the Committee, subject to this Constitution, and devoted solely to the promotion of the purposes of the Society.

### **38. Finances - Balance date**

The Society's financial year shall commence on 1 April of each year and end on 31 March the following year (the latter date being the Society's balance date).

### **39. Accounting Records**

The Committee must ensure that there are kept (for the current accounting period and for the last 7 completed accounting periods of the Society) 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 this Constitution.

### **40. Preparation and Filing of Annual Financial Statements**

The Society will, within 4 months after the balance date:

- a. complete and prepare financial statements in accordance with the Act and any regulations made under the Act, and
- b. Provide copies of the financial statements for the period ending on that date, to the Registrar of Incorporated Societies, for registration.

### **41. Audit**

If required by the Act or any regulations made under the Act, the Society will ensure that its Annual Financial Statements are audited by a qualified auditor. Such auditor must, in carrying out an audit, comply with all applicable auditing and assurance standards and must make a report to the Members on the financial statements audited.

### **42. Annual Return**

If required by the Act, the Society will ensure that an annual return is prepared and submitted to the Registrar of Incorporated Societies, for registration, in the manner and at the time prescribed by the regulations made under the Act.

### **43. Winding up**

Process: The Society may be wound up, or liquidated, or removed from the Register of Incorporated Societies in accordance with the provisions of the Act. The Secretary shall give Notice to all Members of the proposed motion to wind up the Society, or remove it from the Register of Incorporated Societies and of the General Meeting at which any such proposal is to be considered, of the reasons for the proposal, and of any recommendations from the Committee in respect to such notice of motion. Any resolution to wind up the Society or remove it from the Register of Incorporated Societies must be passed by a majority of all Full Members present and voting.

Surplus assets: If the Society is wound up, or liquidated, or removed from the Register of Incorporated Societies, no distribution shall be made to any Member. On the winding up or liquidation or removal from the Register of Incorporated Societies of the Society, its surplus assets after payment of all debts, costs and liabilities shall be vested in the following not-for-profit entities:-

*Note : The committee will need to discuss and agree which entities should be a proper recipient*

## PART 7 – SOCIETY RESTRICTIONS AND DISQUALIFIED PERSONS

### 44. General Restrictions on Society business

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

- a. any Member of the Society deriving any personal financial gain from membership of the Society, other than as may be permitted by law, or
- b. returning all or part of the surplus generated by the Society's operations to Members, in money or in kind, or
- c. conferring any kind of ownership in the Society's assets on Members

BUT the Society will not operate for the financial gain of Members simply if the Society:

- a. engages in trade,
- b. for matters that are incidental to the purposes of the Society, pays a Member of the Society that is a body corporate that is not, or are the trustees of a trust that are not, carried on for the private pecuniary profit of any individual,
- c. reimburses a Member for reasonable expenses legitimately incurred on behalf of the Society or while pursuing the Society's purposes,
- d. provides benefits to members of the public or of a class of the public and those persons include Members or their families,
- e. pays a Member a salary or wages or other payments for services to the Society on arm's length terms (terms reasonable in the circumstances if the parties were connected or related only by the transaction in question, each acting independently, and each acting in its own best interests; or are terms less favourable to the Member than those terms),
- f. pays any Member interest at no more than current commercial rates on loans made by that Member to the Society, or
- g. provides a Member with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of the Society.

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

Any payments made to a Member or Associated Person must be for goods and services that advance the charitable purpose and must be reasonable and relative to payments that would be made between unrelated parties.

### 45. Act and Regulations

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.

### 46. Disqualified Persons

The following persons are disqualified from being appointed or holding office as a Committee Member:

- a. a person who is under 18 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;
- d. a person who is disqualified from being a member of the Committee of a charitable entity under section 31(4)(b) 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 7 years: an offence under subpart 6 of Part 4 of the Act; a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961); an offence under section 143B of the Tax Administration Act 1994; an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (i) to (iii); a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere;
- f. a person subject to: an order under section 108 of the Credit Contracts and Consumer Finance Act 2003; or a forfeiture order under the Criminal Proceeds (Recovery) Act 2009; or 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; and
- h. A person who is disqualified or does not comply with any qualifications for officers as prescribed from time to time by a resolution of the Committee.

## PART 8 - DISPUTE RESOLUTION:

This Part concerns any grievances of members relating to their rights and interests as Members, and any complaints concerning the alleged conduct or discipline of members, collectively referred to as "disputes." For the purposes of this Part 8, the term "Member" includes all Independent Committee Members, if any.

### **47.** General Provisions relating to Disputes

All Members (including the Committee) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Society's activities. The resolution of all disputes must be conducted in a manner that is consistent with natural justice.

### **48.** Raising a dispute

Any grievance by a Member, any complaint by anyone, is to be lodged by the complainant with the Secretary in writing and must provide such details as are necessary to identify the details of the grievance or complaint.

### **49.** Method of Resolving disputes

The complainant raising a grievance or complaint, and the Committee, must consider and discuss whether a grievance or complaint may best be resolved through informal discussions, mediation or arbitration. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

### **50.** Appointment of Decision Maker

Rather than investigate and deal with any grievance or complaint itself, the Committee may appoint a sub-committee to deal with the dispute, or refer the dispute to an external arbitrator, arbitral tribunal, or external visitor (or referee), so long as minimum standards of natural justice and the following requirements under this Part are satisfied. The Committee or any such sub-committee or person considering any grievance or complaint is referred to hereafter as the "decision-maker".

A Member may not make a decision on or participate as a decision-maker in regards to a grievance or complaint, if 2 or more Committee Members, or the decision-maker, consider that there are reasonable grounds to infer that the person may not approach the grievance or complaint impartially, or without a predetermined view. Such a decision must take into account the context of the Society and the particular case, and may include consideration of facts known by the other Members about the decision-maker, so long as the decision is reasonably based on evidence that proves or disproves an inference that the decision-maker might not act impartially.

### **51.** Investigating the dispute

The decision-maker shall consider whether to investigate and deal with the dispute, and may decline to do so (for instance, if the decision-maker is satisfied that the complainant has insufficient interest in the matter or otherwise lacks standing to raise it; the matter is trivial or does not appear to disclose material misconduct or material; the matter raised appears to be without foundation or there is no apparent evidence to support it; some damage to Members' interests may arise; or the conduct, incident, event or issue has already been investigated and dealt with by the Society).

Where the decision-maker decides to investigate and deal with a grievance, the following steps shall be taken:

- The complainant and the Member, or the Society which is the subject of the grievance, must be advised of all details of the grievance.
- The Member, or the Society which is the subject of the grievance, must be given an adequate time to prepare a response.
- The complainant and the Member, or the Society which is the subject of the grievance, must be given an adequate opportunity to be heard, either in writing or at an oral hearing if the decision-maker considers that an oral hearing is required.
- Any oral hearing shall be held by the decision-maker, and/or any written statement or submissions shall be considered by the decision-maker.

Where the decision-maker decides to investigate and deal with a complaint, the following steps shall be taken:

- The complainant and the Member complained against must be advised of all allegations concerning the Member, and all details of the complaint.
- The Member complained against must be given an adequate time to prepare a response.
- The Member complained against must be given an adequate opportunity to be heard, either in writing or at an oral hearing if the decision-maker considers that an oral hearing is required.
- Any oral hearing shall be held by the decision-maker, and/or any written statement or submissions shall be considered by the decision-maker.

### **52.** Resolving disputes

The decision-maker may:

- dismiss a grievance or complaint, or
- uphold a grievance and make such directions as the decision-maker thinks appropriate (with which the Society and Members shall comply),
- uphold a complaint and:
  - reprimand or admonish the Member, and/or
  - suspend the Member from membership for a specified period, or terminate the Member's membership, and/or
  - if the Member is a Committee Member, remove the Member from the Committee, and/or
  - order the complainant (if a Member) or the Member complained against, to meet any of the Society's reasonable costs in dealing with a complaint.