

# CONSTITUTION

## INTRODUCTORY RULES

### Name

The name of the Association is Clutha Veterinary Association Incorporated (in this **Constitution** referred to as the 'Association'). The Association is registered under the Incorporated Societies Act 2022.

### Charitable status

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

### Definitions

In the **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 **Association** held once per year which, among other things, will receive and consider reports on the **Association's** activities and finances.

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

'**Board**' means the **Association's** governing body.

The **Executive Board** (herein called "the **Executive**") shall consist of persons appointed and elected as per this constitution.

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

'**Vice Chairperson**' means the **Officers** elected or appointed to deputise in the absence of the **Chairperson**.

'**General Meeting**' means either an **Annual General Meeting** or a **Special General Meeting** of the **Members** of the **Association**.

'**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**.

**'Member'** means a person who has consented to become a **Member** of the **Association** and has been properly admitted to the **Association** who has not ceased to be a **Member** of the **Association**.

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

**'Officer'** means a natural person who is:

- a member of the **Board**, or
- occupying a position in the **Association** that allows them to exercise significant influence over the management or administration of the **Association**, including any Chief Executive or Treasurer.

**'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.

## Purposes

The primary purposes of the **Association** are to—

- To provide top quality and up-to-date animal health services, advice and products to members and the community 24 hours a day 7 days a week.

The **Association** must not operate for the purpose of, or with the effect of—

- distributing, any gain, profit, surplus, dividend, or other similar financial benefit to any of its **Members** (whether in money or in kind); or
- having capital that is divided into shares or stock held by its **Members**; or
- holding, property in which its members have a disposable interest (whether directly, or in the form of shares or stock in the capital of the Association or otherwise).

But the **Association** will not operate for the financial gain of **Members** simply if the **Association**—

- engages in trade,
- pays a **Member** for matters that are incidental to the purposes of the **Association**, and the **Member** is a not-for-profit entity,
- distributes funds to a **Member** to further the purposes of the **Association**, and the **Member**—
  - is a not-for-profit entity, and
  - is affiliated or closely related to the **Association**, and



- has the same, or substantially the same, purposes as those of the **Association**.
- reimburses a **Member** for reasonable expenses legitimately incurred on behalf of the **Association** or while pursuing the **Association's** purposes,
- provides benefits to members of the public or of a class of the public and those persons include **Members** or their families,
- provides benefits to **Members** or their families to alleviate hardship,
- provides educational scholarships or grants to **Members** or their families,
- pays a **Member** a salary or wages or other payments for services to the **Association** 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 and the payment for services, or other transaction, does not include any share of a gain, profit, or surplus, percentage of revenue, or other reward in connection with any gain, profit, surplus, or revenue of the **Association**),
- provides a **Member** with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of the **Association**.
- on removal of the **Association** from the Register of Incorporated Societies having its surplus assets distributed under subpart 5 of Part 5 of the **Act** to a **Member** that is a not-for-profit entity.

## Act and Regulations

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

With these objects in view the Association has the following powers:

- To use the funds of the Association as the Association may consider necessary or proper in payment of the costs and expenses incurred in furthering or carrying out the objects of the Association.
- To purchase, take on lease or exchange or hire or otherwise acquire any real or personal property and to sell exchange, let, bail, or lease (with or without options to purchase) or in any manner dispose of such property.
- To borrow or raise or secure the payment of money from time to time in such manner and upon such terms and conditions as the Association thinks fit.
- To invest in, subscribe to, or make donations to any organisation, company or business of any nature that the Association thinks will directly or indirectly help achieve the objects of the Association but such action may not lead to loss of identity of the Association or material alteration to its objects.
- To invest and deal with funds and assets not immediately required as the Association thinks fit and with or without security.

- f) To do all things that are incidental to or will directly or indirectly help achieve the objects of the Association.

### Registered office

The registered office of the **Association** shall be at Clutha Veterinary Association Incorporated situated at 2 Wilson Road, Balclutha.

Changes to the registered office shall be notified to the Registrar of Incorporated Societies—

- at least 5 working days before the change of address for the registered office is due to take effect, and
- in a form and as required by the **Act**.

### Contact person

The **Association** shall have at least 1 but no more than 3 contact person(s) whom the Registrar can contact when needed.

The **Association's** contact person must be:

- At least 18 years of age, and
- Ordinarily resident in New Zealand.

A contact person can be appointed by the **Board** or elected by the **Members** at a **General Meeting**.

Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including:

- a physical address or an electronic address, and
- a telephone number.

Any change in that contact person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 20 **Working Days** of that change

## MEMBER

### Minimum number of members

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

- a) Any person, organisation or business undertaking animal farming or care shall be eligible to be a member of the Association. Such persons, organisations or businesses shall on written application be admitted subject to approval by the Board whose decision shall be final.
- b) The cost of any product or services may vary from member to member depending on the location where the member requires such products or services, the particular products or services required by the member, the size and nature of operation of the member, or such other factors as decided



by the Board from time to time. Members receiving services or purchasing product from the Association agree, by joining, to pay fees and subscriptions set by the Board from time to time.

- c) A member shall be deemed to be non-financial if that member's subscription is in arrears for six months of the current year.
- d) Non-financial members are not entitled to vote at any meeting nor enjoy the privileges of the Association nor become a member of the Board of the Association nor be entitled to the services of the Association. A non-financial member shall pay non-member rates for all services that the Association does agree to provide to that member.
- e) A member may resign his or her membership in the Association. A member resigning or ceasing to be a member shall cease to have any right of interest in the Association's property or concerns but is not released from any prior liability to the Association.
- f) No member shall derive any pecuniary gain from the property or operation of the Association by virtue of their membership. This rule does not preclude a person organisation who happens to be a member and provides goods or services to the Association from being remunerated from the property or operation of the Association for those goods and services.
- g) Any member may for sufficient reason be expelled from the Association by the Board and what shall constitute a "sufficient reason" shall be at the sole discretion of the Board.
- h) In the event of any current member not complying with these membership requirements or ceasing to undertake animal farming or care then that member remains a member at the grace and favour of the Board and may be removed from membership on resolution of the Board.

### **Becoming a member: consent**

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

### **Becoming a member: process**

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 **Board** regarding an application for membership and will become a **Member** on acceptance that application by the **Board at the next Board Meeting**.

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

The signed written consent of every **Member** to become an **Association Member** shall be retained in the **Association's** membership records.

Membership of the group shall be open to persons who shall be engaged in farming or animal care. New members to the area to be offered membership and a membership

application form will be forwarded for completion. The maximum membership of the group shall be at the sole discretion of the Board.

### Members' obligations and rights

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

- All **Members** shall promote the interests and purposes of the **Association** and shall do nothing to bring the **Association** into disrepute.
- A **Member** is only entitled to exercise the rights of membership (including attending and voting at **General Meetings**, accessing or using the **Association's** premises, facilities, equipment and other property, and participating in **Association** activities) if all subscriptions and any other fees have been paid to the **Association** by their respective due dates, but no **Member** or **Life Member** is liable for an obligation of the **Association** by reason only of being a **Member**.
- The **Board** 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 **Association**, and to participate in **Association** activities, including any conditions of and fees for such access, use or involvement.

### 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 **Board** (which can also decide that payment be made by periodic instalments).

Any **Member** failing to pay the annual subscription (including any periodic payment), any levy, or any capitation fees, within two calendar month(s) 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 **Association** activity or to access or use the **Association's** premises, facilities, equipment and other property until all the arrears are paid. If such arrears are not paid within five calendar months of the due date for payment of the subscription, any other fees, or levy the **Board** may terminate the **Member's** membership (without being required to give prior notice to that **Member**).

### Ceasing to be a member

A **Member** ceases to be a **Member**—

- by resignation from that **Member's** class membership by written notice signed by that **Member** to the **Board**, or
- on termination of a **Member's** membership following a dispute resolution process under this **Constitution**, or
- on death (or if a body corporate on liquidation or deregistration, or if a partnership on dissolution of the partnership), or



- by resolution of the **Board** where—
- The **Member** has failed to pay a subscription, levy or other amount due to the **Association** within **sixty Working Days** of the due date for payment.
- In the opinion of the **Board** the **Member** has brought the **Association** into disrepute.
- the date of receipt of the **Member's** notice of resignation by the **Board** (or any subsequent date stated in the notice of resignation), or
- the date of termination of the **Member's** membership under this **Rules**, or
- 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
- the date specified in a resolution of the **Board** and when a **Member's** membership has been terminated the **Board** shall promptly notify the former **Member** in writing.
- Any **Member** for sufficient reason be expelled from the **Association** by a vote of a majority of the members of the Executive Board and what factors constitute a sufficient reason shall be at the entire discretion of the Executive Board.

### Obligations once membership has ceased

A **Member** who has ceased to be a **Member** under this **Rules**—

- remains liable to pay all subscriptions and other fees to the **Association's** next balance date,
- shall cease to hold himself or herself out as a **Member** of the **Association**, and
- shall return to the **Association** all material provided to **Members** by the **Association** (including any membership)
- shall cease to be entitled to any of the rights of an **Association Member**.
- No **Member** retiring from the Association shall have any claim upon any portion of the funds or the assets of the **Association**.
- No **member** whose subscription remains unpaid by 30 October in any year shall be entitled to vote at any General Meeting of the Association until such subscription is paid.
- The Board shall have the right to refuse veterinary service to any **Member** whose subscription remains unpaid after 30 October in each year EXCEPT in the case of emergency service where ethical considerations should be taken into account.
- Veterinary services may also be refused to any Member whose account for services rendered shall be in arrears. Refusal of service shall not release any of the above members from payment of the said account

### Becoming a member again

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 **Board**.

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 **Board**.

## GENERAL MEETINGS

### Procedures for all general meetings

The **Board** shall give all **Members** at least **10 Working Days'** written **Notice** of any **General Meeting** and of the business to be conducted at that **General Meeting**. That **Notice** will be addressed to the **Member** at the contact address notified to the **Association** and recorded in the **Association'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**.

Only financial **Members** may attend, speak and vote at **General Meetings**—

- in person, 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 **Board** before the commencement of the **General Meeting**,
- through the authorised representative of a body corporate as notified to the **Board**, and
- no other proxy voting shall be permitted.

No **General Meeting** may be held unless at least twenty eligible financial **Memberships** attend throughout the meeting and this will constitute a quorum.

### Minutes

The **Association** must keep minutes of all **General Meetings**.

### Annual General Meetings: when they will be held

An **Annual General Meeting** shall be held no later than 31<sup>st</sup> of December and at a location and/or using any electronic communication determined by the **Board** and consistent with any requirements in the **Act**, and the **Constitution** relating to the procedure to be followed at **General Meetings** shall apply.

The **Annual General Meeting** must be held no later than the earlier of the following—

- 6 months after the balance date of the **Association**
- 15 months after the previous annual meeting.

### Annual General Meetings: business

The business of an **Annual General Meeting** shall be to—

- confirm the minutes of the last **Annual General Meeting** and any **Special General Meeting(s)** held since the last **Annual General Meeting**,
- adopt the annual report on the operations and affairs of the **Association**,
- adopt the **Board's** report on the finances of the **Association**, and the annual financial statements,



- Appointment of Auditor or a suitably qualified Chartered Accountant to undertake the financial audit.
- Elect and confirm appointment of **Board Members**.
- consider any general business.

The **Board** must, at each **Annual General Meeting**, present the following information—

- an annual report on the operation and affairs of the **Association** during the most recently completed accounting period,
- the annual financial statements for that period.

### Special General Meetings

**Special General Meetings** may be called at any time by the **Board** by resolution.

The **Board** must call a **Special General Meeting** if it receives a written request signed by at least 10 percent of **Members**.

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

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 **Board's** resolution or the written request by **Members** for the **Meeting**.

**Special General Meetings** of the **Association** shall be convened by the Secretary when directed by the Executive or upon the requisition of not less than 10% of the members who must in such requisition state the object of such meeting. Such meetings shall be held by the Board within twenty-eight days at such requisition being received.

All General meetings of the Association shall be held 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 Meeting shall apply.

## BOARD

### Board composition

The business of the association shall be directed by the **Board**.

The **Board** will consist of between 5 and 12 members plus representative of Management and a Secretary/Treasurer.

## Functions of the Board

From the end of each **Annual General Meeting** until the end of the next, the **Association** shall be managed by, or under the direction or supervision of, the **Board**, in accordance with the Incorporated Societies Act 2022, any Regulations made under that **Act**, and this **Rules**.

## Powers of the Board

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

## Sub-Committees

The **Board** may appoint sub-Committees consisting of such persons (whether or not **Members** of the **Association**) and for such purposes as it thinks fit. Unless otherwise resolved by the **Board**—

- the quorum of every sub-Committee is half the members of the sub-Committee but not less than 2,
- no sub-Committee shall have power to co-opt additional members,
- a sub-Committee must not commit the **Association** to any financial expenditure without express authority from the **Board**, and
- a sub-Committee must not further delegate any of its powers.

## General Matters: Boards

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

# BOARD MEETINGS

## Procedure

The quorum for **Board** meetings will be:

- 5 elected or co-opted members of the Board has 9, 10, 11 or 12 actual elected or co-opted members then on the Board.
- 4 elected or co-opted members if the Board has 6, 7 or 8 actual elected or co-opted members then on the Board.
- 3 elected or co-opted members if the Board has 5 actual elected or co-opted members on the Board.



## Board

A meeting of the **Board** may be held either—

1. by a number of the members of the **Board** who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or
2. by means of audio, or audio and visual, communication by which all members of the **Board** participating and constituting a quorum can simultaneously hear each other throughout the meeting.

A resolution of the **Board** is passed at any meeting of the **Board** if a majority of the votes cast on it are in favour of the resolution. Every **Officer** on the **Board** shall have one vote.

The members of the **Board** shall elect a chairperson of the **Board** and a senior and junior vice **chairperson** of the **Board**. If at a meeting of the **Board**, the chairperson is not present, the members of the **Board** present may choose one of their number to be chairperson of the meeting. The chairperson does have a casting vote in the event of a tied vote on any resolution of the **Board**.

Except as otherwise provided in this **Constitution**, the **Board** may regulate its own procedure.

## Frequency

The **Board** 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**.

The **Secretary**, or other **Board** member nominated by the **Board**, shall give to all **Board** members not less than 5 **Working Days**' notice of **Board** meetings, but in cases of urgency a shorter period of notice shall suffice.

## OFFICERS

### Qualifications of officers

Every **Officer** must be a natural person who—

- has consented in writing to be an officer of the **Association**, and
- certifies that they are not disqualified from being elected or appointed or otherwise holding office as an **Officer** of the **Association**.

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

1. a person who is under 16 years of age
2. a person who is an undischarged bankrupt
3. 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

4. A person who is disqualified from being a member of the governing body of a charitable entity under section 16(2) of the Charities Act 2005
5. a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years—
  1. an offence under subpart 6 of Part 4 of the **Act**
  2. a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961)
  3. an offence under section 143B of the Tax Administration Act 1994
  4. an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (1) to (3)
  5. a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere
6. a person subject to:
  1. a banning order under subpart 7 of Part 4 of the **Act**, or
  2. an order under section 108 of the Credit Contracts and Consumer Finance Act 2003, or
  3. a forfeiture order under the Criminal Proceeds (Recovery) Act 2009, or
  4. 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.
7. a person who is subject to an order that is substantially similar to an order referred to in paragraph (6) 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**.

Prior to election or appointment as an **Officer** a person must—

- consent in writing to be an **Officer**, and
- certify in writing that they are not disqualified from being elected or appointed as an **Officer** either by this **Rules** or the **Act**.

Note that only a natural person may be an **Officer** and each certificate shall be retained in the **Association's** records.

## **Officers' duties**

At all times each **Officer**:

1. shall act in good faith and in what he or she believes to be the best interests of the **Association**,
2. must exercise all powers for a proper purpose,
3. must not act, or agree to the **Association** acting, in a manner that contravenes the **Act** or this **Constitution**,
4. 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:



- the nature of the **Association**,
  - the nature of the decision, and
  - the position of the **Officer** and the nature of the responsibilities undertaken by him or her
5. must not agree to the activities of the **Association** being carried on in a manner likely to create a substantial risk of serious loss to the **Association** or to the **Association's** creditors, or cause or allow the activities of the **Association** to be carried on in a manner likely to create a substantial risk of serious loss to the **Association** or to the **Association's** creditors, and
  6. must not agree to the **Association** incurring an obligation unless he or she believes at that time on reasonable grounds that the **Association** will be able to perform the obligation when it is required to do so.

### **Election or appointment of officers**

The election of **Officers** shall be conducted as follows.

1. **Officers** appointed must be a member of the association.
2. **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 **Board** (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**.
3. Nominations shall be called by the Secretary of the **Association** not less than twenty-eight days prior to the **Annual General Meeting**.
4. 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 a **Officer** (as described in the 'Qualification of Officers' rule above) shall be received by the **Association** at least; **28 Days** before the date of the **Annual General Meeting**. Such members shall be made by being moved and seconded by two memberships other than any represented by the nominee. If there are insufficient valid nominations received, further nominations may be received from the floor at the **Annual General Meeting**.
5. 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 **Board** (excluding those in respect of whom the votes are tied).
6. At each AGM the members shall elect to the Board at least 3 members from Nominations received in a manner determined by the Board. Such nominations shall be made by being moved and seconded by two memberships other than any represented by the nominee and shall be received by the Secretary/Treasurer 28 days prior to the date of the AGM.
7. Subject to the need to retire to ensure at least three positions are elected (see the next sub-clause) Board members shall hold office for three years. If eligible a retiring Board member may offer themselves for re-election.

8. In the event of there being less than 3 Board positions available for election then sufficient Board members will retire to ensure that three positions are so available. The order of retirement shall be those elected longest ago and if a choice is required it will be made by agreement or lot.
9. Non financial members are not eligible for election or appointment for the member positions on the Board. If a Board member ceases to be a member or becomes a non financial member then that Board member shall be deemed to have resigned from the Board. This sub-clause does not apply to the Secretary/Treasurer.
10. Employees other than the representative of management are not eligible for election to the Board and if a Board member becomes an employee, then that Board member shall be deemed to have resigned from the Board.
11. The Board shall have the power but not the obligation to co-opt up to 5 additional people to bring the Board up to a maximum of 12 elected or co-opted members (including filling casual vacancies) plus the representative of management and the secretary/treasurer. Co-opted members shall hold office until the AGM following their appointment.

### Voting Rights

All **Members** shall have full voting rights on all aspects of the **Association** activities, with the exception of the appointment and election of the **Board** as detailed in Rule 11.

### Removal of Officers

An **Officer** shall be removed as an **Officer** by resolution of the **Board** where in the opinion of the **Board**—

1. The **Officer** elected to the **Board** has been absent from three committee meetings without leave of absence from the **Board**.
2. The **Officer** has brought the **Association** into disrepute.
3. The **Officer** has failed to disclose a conflict of interest.
4. The **Board** passes a vote of no confidence in the **Officer**.

With effect from (as applicable) the date specified in a resolution of the **Association**.

### Conflicts of interest

An **Officer** or member of a sub-Board who is an **Interested Member** in respect of any **Matter** being considered by the **Association**, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified)—

1. to the **Board** and or sub-Board, and
2. in a **Conflicts of Interests Register** kept by the **Board**.

Disclosure must be made as soon as practicable after the **Officer** or member of a sub-Board becomes aware that they are interested in the **Matter**.

An **Officer** or member of a sub-Board who is an **Interested Member** regarding a **Matter**—



1. must not vote or take part in the decision of the **Board** and/or sub-Board relating to the **Matter** unless all members of the **Board** who are not interested in the **Matter** consent; and
2. must not sign any document relating to the entry into a transaction or the initiation of the **Matter** unless all members of the **Board** who are not interested in the **Matter** consent; but
3. may take part in any discussion of the **Board** and/or sub-Board relating to the **Matter** and be present at the time of the decision of the **Board** and/or sub-Board (unless the **Board** and/or sub-Board decides otherwise).

However, an **Officer** or member of a sub-Board 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 **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.

Where 50 per cent or more of the members of a sub-Board are prevented from voting on a **Matter** because they are interested in that **Matter**, the **Board** shall consider and determine the **Matter**.

## RECORDS

### Register of Members

The **Association** shall keep an up-to-date Register of Members.

For each current **Member**, the information contained in the Register of Members shall include —

- Their name, and
- 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
- Their contact details, including —
  - A physical address or an electronic address, and
  - A telephone number.

The register will also include each **Member's** —

- postal address
- email address (if any)
- whether the **Member** is financial or unfinancial

Every current **Member** shall promptly advise the **Association** of any change of the **Member's** contact details.

The **Association** shall also keep a record of the former **Members** of the **Association**. For each **Member** who ceased to be a **Member** within the previous 7 years, the **Association** will record:

- The former **Member's** name, and
- The date the former **Member** ceased to be a **Member**.

### Interests Register

The **Board** shall at all times maintain a register of the interests disclosed by **Officers** and by members of any sub-Board.

### Access to information for members

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

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

The **Association** must, within a reasonable time after receiving a request —

1. provide the information, or
2. agree to provide the information within a specified period, or
3. agree to provide the information within a specified period if the **Member** pays a reasonable charge to the **Association** (which must be specified and explained) to meet the cost of providing the information, or
4. refuse to provide the information, specifying the reasons for the refusal.

Without limiting the reasons for which the **Association** may refuse to provide the information, the **Association** may refuse to provide the information if —

1. withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
2. the disclosure of the information would, or would be likely to, prejudice the commercial position of the **Association** or of any of its **Members**, or
3. 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 **Association**, or
4. the information is not relevant to the operation or affairs of the Association, or
5. withholding the information is necessary to maintain legal professional privilege, or
6. the disclosure of the information would, or would be likely to, breach an enactment, or
7. the burden to the **Association** 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
8. the request for the information is frivolous or vexatious, or



9. 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**.

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

1. that the **Member** will pay the charge; or
2. that the **Member** considers the charge to be unreasonable.

Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

## FINANCES

### Control and management.

The funds and property of the **Association** shall be—

- controlled, invested, and disposed of by the **Board**, subject to this **Constitution**, and
- devoted solely to the promotion of the purposes of the **Association**.

The **Board** shall maintain bank accounts in the name of the **Association**.

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

All accounts paid or for payment shall be submitted to the **Board** for approval of payment.

The **Board** must ensure that there are kept at all times accounting records that—

1. correctly record the transactions of the **Association**, and
2. allow the **Association** to produce financial statements that comply with the requirements of the **Act**, and
3. would enable the financial statements to be readily and properly audited (if required under any legislation or the **Association's Constitution**).

The **Board** must establish and maintain a satisfactory system of control of the **Association's** accounting records.

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 **Association**.

## Borrowing

The Board may from time to time upon a resolution passed by a majority of its number, borrow in such a manner and upon such security as they may think fit, such sum of money as may be required for the purpose of the Association.

## Balance Date

The **Association's** financial year shall commence on the 1<sup>st</sup> of July of each year and end on the 30<sup>th</sup> of June (the latter date being the **Association's** balance date).

# DISPUTE RESOLUTION

## Meanings of dispute and complaint

A dispute is a disagreement or conflict involving the **Association** and/or its **Members** in relation to specific allegations set out below.

The disagreement or conflict may be between any of the following persons—

1. 2 or more **Members**
2. 1 or more **Members** and the **Association**
3. 1 or more **Members** and 1 or more **Officers**
4. 2 or more **Officers**
5. 1 or more **Officers** and the **Association**
6. 1 or more **Members** or **Officers** and the **Association**.

The disagreement or conflict relates to any of the following allegations—

1. a **Member** or an **Officer** has engaged in misconduct.
2. a **Member** or an **Officer** has breached, or is likely to breach, a duty under the **Association's Constitution** or bylaws or the **Act**.
3. the **Association** has breached, or is likely to breach, a duty under the **Association's Constitution** or bylaws or the **Act**.
4. a **Member's** rights or interests as a **Member** have been damaged or **Member's** rights or interests generally have been damaged.

A **Member** or an **Officer** may make a complaint by giving to the **Board** (or a complaints Sub-Committee) a notice in writing that—

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

The **Association** may make a complaint involving an allegation against a **Member** or an **Officer** by giving to the **Member** or **Officer** a notice in writing that—



1. states that the **Association** is starting a procedure for resolving a dispute in accordance with the **Association's Constitution**; and
2. sets out the allegation to which the dispute relates.

The information setting out the allegations must be sufficiently detailed to ensure that a person against whom an allegation or allegations is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.

A complaint may be made in any other reasonable manner permitted by the **Association's Constitution**.

All **Members** (including the **Board**) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the **Association's** activities.

The complainant raising a dispute, and the **Board**, 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.

### How complaint is made

1. A **Member** or an **Officer** may make a complaint by giving to the **Board** (or a complaints sub-Committee) a notice in writing that—
  - 1.1. states that the **Member** or **Officer** is starting a procedure for resolving a dispute in accordance with the **Association's Constitution**; and
  - 1.2. sets out the allegation or allegations to which the dispute relates and whom the allegation is against; and
  - 1.3. sets out any other information reasonably required by the **Association**.
2. The **Association** 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—
  - 2.1. states that the **Association** is starting a procedure for resolving a dispute in accordance with the **Association's Constitution**; and
  - 2.2. sets out the allegation to which the dispute relates.
3. The information given under subclause (1.2) or (2.2) 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.
4. A complaint may be made in any other reasonable manner permitted by the **Association's Constitution**.

### 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 **Association** makes a complaint—

- 2.1. the **Association** has a right to be heard before the complaint is resolved or any outcome is determined; and
- 2.2. an **Officer** may exercise that right on behalf of the **Association**.
3. Without limiting the manner in which the **Member**, **Officer**, or **Association** may be given the right to be heard, they must be taken to have been given the right if—
  - 3.1. they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
  - 3.2. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
  - 3.3. an oral hearing (if any) is held before the decision maker; and
  - 3.4. the **Member's**, **Officer's**, or **Association's** written or verbal statement or submissions (if any) are considered by the decision maker.

### Investigating and determining dispute

1. The **Association** 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**.

### Association may decide not to proceed further with complaint

1. Despite the 'Investigating and determining dispute' rule above, the **Association** may decide not to proceed further with a complaint if—
2. the complaint is considered to be trivial; or
3. the complaint does not appear to disclose or involve any allegation of the following kind:
  - 3.1. that a **Member** or an **Officer** has engaged in material misconduct;
  - 3.2. that a **Member**, an **Officer**, or the **Association** has materially breached, or is likely to materially breach, a duty under the **Association's Constitution** or bylaws or the **Act**;
  - 3.3. that a **Member's** rights or interests or **Members'** rights or interests generally have been materially damaged;
4. the complaint appears to be without foundation or there is no apparent evidence to support it; or
5. the person who makes the complaint has an insignificant interest in the matter; or
6. the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the **Constitution**; or
7. there has been an undue delay in making the complaint.

### Association may refer complaint

1. The **Association** may refer a complaint to—
  - 1.1. a sub-Committee or an external person to investigate and report; or



- 1.2. a sub-Committee, an arbitral tribunal, or an external person to investigate and make a decision.
2. The **Association** may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

### Decision makers

A person may not act as a decision maker in relation to a complaint if 2 or more members of the **Board** or a complaints Sub-Committee consider that there are reasonable grounds to believe that the person may not be—

1. impartial; or
2. able to consider the matter without a predetermined view.
3. on the 30<sup>th</sup> of June (the latter date being the **Association's** balance date).

## LIQUIDATION AND REMOVAL FROM THE REGISTER

### Surplus assets

If the **Association** is liquidated or removed from the Register of Incorporated Societies, no distribution shall be made to any **Member**.

On the liquidation or removal from the Register of Incorporated Societies of the **Association**, its surplus assets — after payment of all debts, costs, and liabilities — shall be vested in a not for profit body in such a manner as shall be determined by the votes of the majority of members present in General Meeting.

However, in any resolution under this rule, the **Association** may approve a different distribution, so long as the **Association** complies with this **Constitution** and the **Act** in all other respects.

## ALTERATIONS TO THE CONSTITUTION

### Amending this constitution

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

The **Association** may amend or replace this **Constitution** at a **General Meeting** by a resolution passed by a simple majority of those **Members** present and voting.

That amendment may be approved by a resolution passed in lieu of a meeting but only if authorised by this **Constitution**.

## Amending constitution by members

Any proposed resolution to amend or replace this **Constitution** shall be signed by at least **15** per cent of eligible **Members** and given in writing to the **Board** at least **28 Days** before the **General Meeting** at which the resolution is to be considered and accompanied by a written explanation of the reasons for the proposal.

At least **28 Working Days** before the **General Meeting** at which any amendment is to be considered the **Board** shall give to all **Members** notice of the proposed resolution, the reasons for the proposal, and any recommendations the **Board** 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.

## OTHER

### Bylaws

The **Board** from time to time may make and amend bylaws, and policies for the conduct and control of **Association** 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.

### General

In the event of any question arising as to the construction of any of the foregoing Rules, or as to any matter not provided for by the Rules, the Executive shall have power to decide the same and its decision shall be final.

These Rules shall not be altered, added to, or rescinded except at an Ordinary Annual Meeting or at any Special General Meeting of the Association convened in accordance with the provisions of Rule 15 herein, and a majority vote of 75% of those present at such meeting shall be required before any alterations to the Rules are made.

The Chairman and Executive shall cause true account to be kept of the sums of money received and expended by the Association, and the matters in respect of which such receipts and expenditure take place, and of the assets, credits, and liabilities of the Association.

Any notice requiring to be served on any member may be served either personally or by posting in a prepaid envelope addressed to such member at his last known place of address.

Any notice served by post shall be deemed to have been served on the day on which, according to the ordinary course of events, it would have been delivered by New Zealand Post.



### Registered Office

The registered office of the Association shall be the Association's clinic, Wilson Road, Balclutha, or such other place as shall be from time to time determined by the Executive.

Upon application, every member of the Association shall be entitled to a copy of these Rules upon payment of a fee of \$10.00, and any subsequent amendments will be issued free of charge to those members. This fee may be changed from time to time at the discretion of the Executive.

Dated this: 19<sup>th</sup> day of November 2024

  
Chairperson

  
Executive Member

  
Executive Member