



Te Kauwhata Health Awareness Society Incorporated

Draft Constitution

Version 250906

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Introductory Rules

Name

The name of the society is Te Kauwhata Health Awareness Society Incorporated (in this **Constitution** referred to as the '**Society**').

Charitable Status

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

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 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.

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

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

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

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

'**Interested Member**' means a **Member** who is interested in a matter for any of the reasons set out in section 62 of the **Act**.

'**Interests Register**' means the register of interests of **Officers**, kept under this **Constitution**, and as required by section 73 of the **Act**.

'**Matter**' means—

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

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

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

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

- a member of the **Committee**, or

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

‘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.

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

Purposes

The **Society** is established and maintained exclusively for charitable purposes benefitting the community (including any purposes ancillary to those charitable purposes), namely:

- To stimulate and encourage awareness of the benefits of physical activity to health and well-being and promote community involvement in a healthy non- affiliated environment.
- To provide and manage health and fitness facilities for the public at large, and to attract and retain community involvement.
- To develop associations and co-operation with local sporting and community clubs, groups, and organisations for the purpose of promoting the objectives of the Society in the broadest manner possible.
- To identify problems, needs, resources, infrastructures, and opportunities in developing improved health services in the community.
- To encourage and support community initiatives and involvement in improving health services.
- To encourage and assist in the exchange of ideas between the community’s professional health practitioners and its lay people.
- To optimise central and local government funding and support in attaining these objectives.
- To raise money by all lawful means and to conduct fundraising campaigns.
- To use the funds of the Society under the direction of its Committee Members to achieve these objectives.
- To encourage the involvement of the Ministry of Education, and the Committee of Trustees of Te Kauwhata College, in making use of the College grounds, and to satisfy the needs of the College.
- To publish, distribute or advertise in papers and journals, or any other media, to make known, or further these objectives.
- To promote water safety by supporting and delivering learn-to-swim programs for children, and to provide a supervised and safe swimming environment for the benefit of the wider community.

Subject to these provisions:

- Any income, benefit, or advantage must be used to advance the charitable purposes of the Society
- No part of the income and property of the Society shall be paid or transferred, directly or indirectly, to the members of the Society.

- c) No Committee Member of the Society shall be appointed to any office of the Society for which a salary or fee other than an honorarium is payable.
- d) The Committee may purchase assets from, or sell assets to, any member of the Society providing such purchase or sale is at market value, and provided that the Member declares their interest and does not vote on the matter.
- e) The application of the Society's funds will be limited to purposes within New Zealand.

In furtherance of these objects, the Society shall have the following secondary powers:

- f) To raise money by donations, loans, or other lawful means upon such terms as the Society considers appropriate for the furtherance of these objects.
- g) To engage in any business or transaction capable of being conducted so as directly or indirectly to benefit this Society and for that purpose to take or otherwise acquire and hold and dispose of shares in any company or society having objects similar to those of this Society.
- h) The promotion of knowledge of and interest in the objects of the Society by means of meetings, demonstrations and models, lectures, publications, educational courses and all other forms of instructions and publicity.
- i) The maintenance of communication with and co-operation with persons or corporate bodies in New Zealand (including members of other bodies' corporate) for the purposes of promoting directly or indirectly the objects of the Society.
- j) To purchase, erect, build, take on lease, or otherwise obtain the use or occupation of and to manage, extend, improve, develop, alter, maintain, and repair and to sell, let, lease, donate, or otherwise dispose of real estate and personal property of every description.
- k) To accept the custody, control, and management of any real or personal property which may be purchased, bequeathed, or donated or lent to the Society or for the benefit of the Society.
- l) To accept and carry out any trust attached to gifts or bequests to or for the benefit of the Society.
- m) To invest all or any of the moneys held by the Society which are not required for the immediate operations of the Society in such securities and upon such terms as the Committee shall think fit and as are not contrary to the objects of the Society.
- n) To borrow or raise moneys for the furtherance of the objectives aforesaid.
- o) To secure in such manner as the Committee shall think fit, the repayment of any moneys borrowed or raised by the Society and in particular by issue of debentures or debenture stock perpetual or otherwise charged upon all or any of the property of the Society both present and future AND to give and execute in the prescribed manner mortgages, debentures and other instruments as security for such repayment AND to pay off, redeem or purchase any such securities.
- p) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, warrants and other negotiable securities or transferable instruments.
- q) To employ staff to assist in the work of the Society on such wages and on such terms as may be deemed expedient and to obtain and pay for professional and other advice and services.
- r) To institute, initiate, or take and to defend, compromise, or abandon legal proceedings involving the property of affairs of the Society.
- s) To enter into any agreement with any government or authorities supreme, municipal, local or otherwise, that may seem conducive to the Society's objects or any of them and to obtain from any such government or authority any rights, privileges and concessions which the Society may think it desirable to obtain and carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- t) To acquire, hire, operate and maintain any means of transportation whether of persons or of goods or both that the Society may deem necessary or desirable for the carrying out of the objects of the

Society or any of them, and to make such charges for the use thereof as the Society shall deem reasonable.

- u) To do all or any of the above things as principals, agents, contractors, Trustees, or otherwise and by or through agents, Trustees, or otherwise and either alone or in conjunction with others.
- v) To do all such other acts and things as are incidental to or which will further or be conducive to the attainment of the foregoing objects or any of them.
- w) To pay all or any of the expenses incurred in and in connection with the incorporation and establishment of this Society.
- x) To apply the assets and income of the Society howsoever derived towards all or any of the aforesaid objects and purposes of the Society as the Society may in its absolute discretion think fit.

Any income, benefit, or advantage must be used to advance the charitable purposes of the **Society**.

Operating Area

The operating area of the Society shall generally be: Matira, Naike, Glen Murray, Waikaretu, Onewhero, Pukekawa, Churchill, Whangamarino, Meremere, Mercer, Maramarua, Kopuku, Island Block, Okarea, Waerenga, Taniwha, Mangapiko, Matahuru, Waiterimu, Te Hoe, Ohinewai, Rangiriri and Te Kauwhata.

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.

Restrictions on Society Powers

The **Society** must not be carried on for the financial gain of any of its members.

The **Society's** capacity, rights, powers, and privileges are subject to the following restrictions:

1. The income and property of the Society shall be applied solely to the promotion of the Society's charitable objects.
2. No part of the income and property of the Society shall be paid or transferred, directly or indirectly, to the members of the Society.
3. No Committee Member of the Society shall be appointed to any office of the Society for which a salary or fee other than an honorarium is payable.
4. The Committee may purchase assets from, or sell assets to, any member of the Society providing such purchase or sale is at market value, and provided that the Member declares their interest and does not vote on the matter.
5. The application of the Society's funds will be limited to purposes within New Zealand.

Registered Office

The registered office of the **Society** shall be at such place in New Zealand as the **Committee** from time to time determines, and is, as at September 22nd, 2025; 50, Waerenga Road, Te Kauwhata, 3710

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

The **Society'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 **Committee** 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 occurring, or the **Society** becoming aware of the change.

Members

The Manager is the authorised representative of the committee and shall be deemed to be the Committee's proxy for the purposes of this clause.

In this clause the words "in writing" and "written" include on paper or by electronic means.

Minimum Number of Members

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

A **Member** is an individual who:

- Has completed a membership application and consent form in writing to becoming a Member.
- Pays an annual subscription fee as determined by the Committee.
- Membership shall not be transferable and shall cease on retirement, expulsion, death or dissolution.

Qualifications For Membership

- Membership shall be open to any person:
 - Who is a resident of the Operating Area or
 - Whose place of employment or place of business is within the Operating Area or
 - Who is nominated by an association or other body, incorporated or un-incorporated, operating within the Operating Area; or
 - Who (although not fulfilling any of the other qualifications in this clause) is nominated by two members, provided that no more than two Committee Members shall be appointed under these provisions at any one time.

- The Board shall be entitled at its discretion to refuse to admit any person to membership notwithstanding that such person fulfils one or more of the other qualifications in this clause.

Members:

- Are entitled to attend, speak, and vote at General Meetings;
- May be elected or appointed to hold office or serve on the Committee;
- Have full use of the Society's facilities and services, subject to any conditions or policies set by the Committee;
- Must keep their annual subscription current to remain a Financial Member.

The Committee may also set additional criteria, rights, or privileges associated with membership, provided they are consistent with this Constitution and the Incorporated Societies Act.

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 **Committee** regarding an application for membership and will become a **Member** on acceptance of that application by the **Committee** or its authorised representative.

The **Committee** or its authorised representative may accept or decline an application for membership at its sole discretion.

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

Members' Obligations and Rights

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

- All **Members** shall promote the interests and purposes of the **Society** and shall do nothing to bring the **Society** into disrepute.
- A **Member** is only entitled to exercise the rights of membership (including attending and voting at **General Meetings**, accessing or using the **Society's** premises, facilities, equipment and other property, and participating in **Society** activities) if all subscriptions and any other fees have been paid to the **Society** by their respective due dates, but no **Member** is liable for an obligation of the **Society** by reason only of being a **Member**.
- Any **Member** that is a body corporate shall provide the Committee, in writing, with the name and contact details of the person who is the organisation's authorised representative, and that person shall be deemed to be the organisation's proxy for the purposes of voting at **General Meetings**.
- The **Committee** may decide what access or use **Members** may have of or to any premises, facilities, equipment, or other property owned, occupied or otherwise used by the **Society**, and to participate in **Society** activities, including any conditions of and fees for such access, use or involvement.

Subscriptions and Fees

The annual subscription and any other fees for membership for the then current financial year shall be set by resolution of a **General Meeting** (which can also decide that payment be made by periodic instalments).

Any **Member** failing to pay the annual subscription (including any periodic payment), any levy, or any capitation fees, within **10 Working Days** 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 **15 Working Days** 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**).

Ceasing to be a Member

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

- by resignation by written notice signed by that **Member** to the **Committee**, 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
- where the **Member** has failed to pay a subscription, levy or other amount due to the **Society** within **15 Working Days** of the due date for payment.

with effect from (as applicable)—

- the date of receipt of the **Member's** notice of resignation by the **Committee** (or any subsequent date stated in the notice of resignation), or
- the date of termination of the **Member's** membership under this **Constitution**, 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 **Committee** and when a **Member's** membership has been terminated the **Committee** shall promptly notify the former **Member** in writing.

Obligations once Membership has Ceased

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

- remains liable to pay all subscriptions and other fees to the **Society's** next balance date,
- shall cease to hold himself or herself 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, access tags/keys and manuals).
- shall cease to be entitled to any of the rights of a **Society Member**.

Becoming a Member again

Any former **Member** may apply for re-admission in the manner prescribed for new applicants.

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 Committee Meeting.

General Meetings

Procedures for all General Meetings

Notice of General Meetings

The Society shall give not less than 10 working days' notice of any General Meeting to all Members entitled to attend.

Notice shall be given by:

- a) Publication of a notice in a local newspaper circulating in the Te Kauwhata district, if available; and
- b) Publication on the Society's official social media platforms; and
- c) Any additional method required by law or agreed by the Committee to ensure reasonable notice is given to Members.

The notice shall state the date, time, and place of the meeting, and the nature of the business to be transacted.

No business other than that specified in the notice shall be transacted at the meeting, unless permitted under the Act.

The **Committee** 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 **Society** and recorded in the **Society's** register of members. The **General Meeting** and its business will not be invalidated simply because one or more **Members** do not receive the **Notice** of the **General Meeting**.

No **General Meeting** may be held unless at least 5 **Members** attend throughout the meeting, and 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 **Members** – shall be dissolved. In any other case it shall stand adjourned to a day, time and place determined by the **Chairperson** of the **Society**, and if at such adjourned meeting a quorum is not present those **Members** present in person or by proxy shall be deemed to constitute a sufficient quorum.

A **Member** is entitled to exercise one vote on any motion at a **General Meeting** in person or by proxy, and voting at a **General Meeting** shall be by voices or by show of hands or, on demand of the chairperson or of 2 or more **Members** present, by secret ballot.

Unless otherwise required by this **Constitution**, all questions shall be decided by a simple majority of those in attendance in person or by proxy and voting at a **General Meeting** or voting by remote ballot. Voting and participation may be conducted electronically, provided that each Member has a reasonable opportunity to participate and vote, and the process complies with the Incorporated Societies Act 2022.

Any decisions made when a quorum is not present are not valid.

Written resolutions may be passed in lieu of a **General Meeting** if permitted under the Act and in accordance with Committee procedures.

- **General Meetings** may be held at one or more venues by **Members** present in person and/or using any real-time audio, audio and visual, or electronic communication that gives each **Member** a reasonable opportunity to participate.
- All **General Meetings** shall be chaired by the **Chairperson**. If the **Chairperson** is absent, the meeting shall elect another member of the Committee to chair that meeting.
- Any person chairing a **General Meeting** has a deliberative and, in the event of a tied vote, a casting vote.
- Any person chairing a **General Meeting** may —
 - With the consent of a simple majority of **Members** present at any **General Meeting** adjourn the **General Meeting** from time to time and from place to place but no business shall be transacted at any adjourned **General Meeting** other than the business left unfinished at the meeting from which the adjournment took place.
 - Direct that any person not entitled to be present at the **General Meeting**, or obstructing the business of the **General Meeting**, or behaving in a disorderly manner, or being abusive, or failing to abide by the directions of the chairperson be removed from the **General Meeting**, and
 - In the absence of a quorum or in the case of emergency, adjourn the **General Meeting** or declare it closed.
- The **Committee** may propose motions for the **Society** to vote on ('**Committee Motions**'), which shall be notified to **Members** with the notice of the **General Meeting**.

Minutes

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

Annual General Meetings: When they will be held

An **Annual General Meeting** shall be held once a year on a date and at a location and/or using any electronic communication determined by the **Committee** and consistent with any requirements in the **Act**, and the **Constitution** relating to the procedure to be followed at **General Meetings** shall apply.

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

- 6 months after the balance date of the **Society**
- 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 **Society**,
- adopt the **Committee's** report on the finances of the **Society**, and the annual financial statements,
- set any subscriptions for the current financial year,
- consider any motions of which prior notice has been given to **Members** with notice of the **Meeting**, and

- consider any general business.

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

- an annual report on the operation and affairs of the **Society** during the most recently completed accounting period,
- the annual financial statements for that period, and
- notice of any disclosures of conflicts of interest made by **Officers** during that period (including a summary of the matters, or types of matters, to which those disclosures relate).

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

Committee

Committee Composition

The **Committee** will consist of at least 3 **Officers** and no more than 10 **Officers**.

A majority of the **Officers** on the **Committee** must be either:

- **Members** of the **Society**, or
- representatives of bodies corporate that are **Members** of the **Society**.

Functions of the Committee

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

Powers of the Committee

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

Sub-Committees

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**—

- 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 **Society** to any financial expenditure without express authority from the **Committee**, and
- a sub-committee must not further delegate any of its powers.

General Matters: Committees

The **Committee** and any sub-committee may act by resolution approved during a conference call using audio and/or audio-visual technology or through a written ballot conducted by email, electronic voting system, or post, and any such resolution shall be recorded in the minutes of the next **Committee** or sub-committee meeting.

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

Committee Meetings

Procedure

The quorum for **Committee** meetings is at least half the number of members of the **Committee**.

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

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

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

The members of the **Committee** shall elect one of their number as chairperson of the **Committee**. If at a meeting of the **Committee**, the chairperson is not present, the members of the **Committee** present may choose one of their number to be chairperson of the meeting. The chairperson has a casting vote in the event of a tied vote on any resolution of the **Committee**.

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

Frequency

The **Committee** shall meet at least monthly (but need only meet once in the December-January period) 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 **Committee** member nominated by the **Committee**, shall give to all **Committee** members not less than 5 **Working Days**' notice of **Committee** 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 **Society**, and
- certifies that they are not disqualified from being elected or appointed or otherwise holding office as an **Officer** of the **Society**.
- the Society shall maintain a signed Officer Consent and Certification Form for each Officer as part of its records.

Officers must not be disqualified under section 47(3) of the **Act** or section 36B of the Charities Act 2005 from being appointed or holding office as an **Officer** of the **Society**, namely —

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 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 (i) to (iii)
 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 (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**.

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 **Constitution** or the **Act**.

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

Officers' Duties

Officers are entitled to attend, speak, and vote at General Meetings.

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 **Society**,
2. must exercise all powers for a proper purpose,
3. must not act, or agree to the **Society** 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 **Society**,
 - 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 **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
6. must not agree to the **Society** incurring an obligation unless he or she believes at that time on reasonable grounds that the **Society** will be able to perform the obligation when it is required to do so.

Election or Appointment of Officers

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

1. **Officers** shall be elected during **Annual General Meetings**. However, if a vacancy in the position of any **Officer** occurs between **Annual General Meetings**, that vacancy shall be filled by resolution of the **Committee** (and any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as a **Officer** (as described in the 'Qualification of Officers' rule above). Any such appointment must be ratified at the next **Annual General Meeting**.
2. A candidate's written nomination, accompanied by the written consent of the nominee with a certificate that the nominee is not disqualified from being appointed or holding office as an **Officer** (as described in the 'Qualification of Officers' rule above) shall be received by the **Society** at least **10 Working Days** before the date of the **Annual General Meeting**. If there are insufficient valid nominations received, further nominations may be received from the floor at the **Annual General Meeting**.

3. Votes shall be cast in such a manner as the person chairing the meeting determines. In the event of any vote being tied, the tie shall be resolved by the incoming **Committee** (excluding those in respect of whom the votes are tied).
4. Two **Members** (who are not nominees) or non-**Members** appointed by the **Chairperson** shall act as scrutineers for the counting of the votes and destruction of any voting papers.
5. The failure for any reason of any financial **Member** to receive such **Notice** of the general meeting shall not invalidate the election.
6. In addition to **Officers** elected under the foregoing provisions of this rule, the **Committee** may appoint other **Officers** for a specific purpose, or for a limited period, or generally until the next **Annual General Meeting**. Unless otherwise specified by the **Committee** any person so appointed shall have full speaking and voting rights as an **Officer** of the **Society**. Any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as an **Officer** (as described in the 'Qualification of Officers' rule above).

Term

The term of office for all **Officers** elected to the **Committee** shall be 1 year(s), expiring at the end of the **Annual General Meeting** in the year corresponding with the last year of each **Officer's** term of office.

- No **Officer** shall serve for more than 10 consecutive terms.

Removal of Officers

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

- The **Officer** elected to the **Committee** has been absent from 3 committee meetings without leave of absence from the **Committee**.
- The **Officer** has brought the **Society** into disrepute.
- The **Officer** has failed to disclose a conflict of interest.
- The **Committee** passes a vote of no confidence in the **Officer**.

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

Ceasing to hold Office

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

Each **Officer** shall within **5 Working Days** of submitting a resignation or ceasing to hold office, deliver to the **Committee** all books, papers and other property of the **Society** held by such former **Officer**.

Conflicts of Interest

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

1. to the **Committee** and or sub-committee, and

2. in an Interests Register kept by the Committee.

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

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

1. must not vote or take part in the decision of the **Committee** and/or sub-committee relating to the **Matter** unless all members of the **Committee** who are not interested in the **Matter** consent; and
2. must not sign any document relating to the entry into a transaction or the initiation of the **Matter** unless all members of the **Committee** who are not interested in the **Matter** consent; but
3. 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, an **Officer** or member of a sub-committee who is prevented from voting on a **Matter** may still be counted for the purpose of determining whether there is a quorum at any meeting at which the **Matter** is considered.

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-committee are prevented from voting on a **Matter** because they are interested in that **Matter**, the **Committee** shall consider and determine the **Matter**.

Records

Register of Members

The **Society** 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)

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

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

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

Interests Register

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

Access to Information for Members

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 —

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 **Society** (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 **Society** may refuse to provide the information, the **Society** 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 **Society** 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 **Society**, or
4. the information is not relevant to the operation or affairs of the society, 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 **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
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 **Society** requires the **Member** to pay a charge for the information, the **Member** may withdraw the request, and must be treated as having done so unless, within 10 **Working Days** after receiving notification of the charge, the **Member** informs the **Society** —

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 **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**.

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

All money received on account of the **Society** shall be banked within 15 **Working Days** of receipt.

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

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

1. correctly record the transactions of the **Society**, and
2. allow the **Society** 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 **Society's Constitution**).

The **Committee** must establish and maintain a satisfactory system of control of the **Society'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 **Society**.

Balance Date

The **Society's** financial year shall commence on the first of April of each year, and end on the thirty-first of March of the following year (the latter date being the **Society's** balance date).

Dispute Resolution

Meanings of Dispute and Complaint

A dispute is a disagreement or conflict involving the **Society** 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 **Society**
3. 1 or more **Members** and 1 or more **Officers**
4. 2 or more **Officers**

5. 1 or more **Officers** and the **Society**
6. 1 or more **Members** or **Officers** and the **Society**.

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 **Society's Constitution** or bylaws or the **Act**
3. the **Society** has breached, or is likely to breach, a duty under the **Society'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 **Committee** (or a complaints subcommittee) a notice in writing that—

1. states that the **Member** or **Officer** is starting a procedure for resolving a dispute in accordance with the **Society'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 **Society**.

The **Society** 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 **Society** is starting a procedure for resolving a dispute in accordance with the **Society'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 **Society's Constitution**.

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

The complainant raising a dispute, and the **Committee**, must consider and discuss whether a dispute may best be resolved through informal discussions, mediation, arbitration, or a tikanga-based practice. Any tikanga-based practice must only be used with the consent of all parties involved, as required under the Act. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

How a Complaint is Made

1. A **Member** or an **Officer** may make a complaint by giving to the **Committee** (or a complaints subcommittee) a notice in writing that—
 1. states that the **Member** or **Officer** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and

2. sets out the allegation or allegations to which the dispute relates and whom the allegation is against; and
3. sets out any other information reasonably required by the **Society**.
2. The **Society** may make a complaint involving an allegation or allegations against a **Member** or an **Officer** by giving to the **Member** or **Officer** a notice in writing that—
 1. states that the **Society** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
 2. sets out the allegation to which the dispute relates.
3. The information given under subclause (1b.) or (2b.) 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 **Society's Constitution**.

Person who makes a complaint has right to be heard

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

Person who is the subject of a complaint has right to be heard

1. This clause applies if a complaint involves an allegation that a **Member**, an **Officer**, or the **Society** (the 'respondent')—
 1. has engaged in misconduct; or
 2. has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or this **Act**; or
 3. has damaged the rights or interests of a **Member** or the rights or interests of **Members** generally.
2. The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
3. If the respondent is the **Society**, an **Officer** may exercise the right on behalf of the **Society**.
4. Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if—
 1. the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and

2. the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
3. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
4. an oral hearing (if any) is held before the decision maker; and
5. the respondent's written statement or submissions (if any) are considered by the decision maker.

Investigating and Determining Disputes

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

Society may decide not to proceed further with a complaint

Despite the 'Investigating and determining dispute' rule above, the **Society** may decide not to proceed further with a complaint if—

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

Society may Refer a Complaint

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

Decision Makers

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

1. impartial; or
2. able to consider the matter without a predetermined view.

Liquidation and Removal from the Register

Resolving to put Society into Liquidation

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

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

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

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

Resolving to apply for Removal from the Register

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

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

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

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

Surplus Assets

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

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 outlined in section 31 of the **Act**.

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

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

Any proposed resolution to amend or replace this **Constitution** shall be signed by at least 5 per cent of eligible **Members** and given in writing to the **Committee** at least 10 **Working 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 5 **Working Days** before the **General Meeting** at which any amendment is to be considered the **Committee** shall give to all **Members** notice of the proposed resolution, the reasons for the proposal, and any recommendations the **Committee** has.

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.

If the society is registered as a charity under the Charities Act 2005 the amendment shall also be notified to Charities Services as required by section 40 of that Act.