Constitution of Supporters of Tiritiri Matangi Incorporated

1. Name

1.1 The name of the society is Supporters of Tiritiri Matangi Incorporated (in this Constitution referred to as the 'Society').

2. Charitable status

2.1 The Society is already a charitable entity under the Charities Act 2005.

3. 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.

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

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

'Committee' means a grouping, approved by the **Board** on an annual basis, to undertake specific outcomes as determined by the **Board.**

'Constitution' means the rules in this document.

'Deputy Chair' means the **Officer** appointed by the Board to deputise in the absence of the **Chair**.

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

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'Heritage' means any natural, indigenous, maritime, farming or defence heritage associated with Tiritiri Matangi Island and surrounding waters.

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

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

'Matter' means:

(a) the **Society's** performance of its activities or exercise of its powers; or

(b) an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the **Society**.

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

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

'Officer' means a natural person who is:

(a) a member of the **Board**, or

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

'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**.

'**Sign**' or '**signing**' includes any online acceptance, by way of tick box or return email, of any terms and conditions.

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

'Working Days' means 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.

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4. Purposes

4.1 The Society is established and maintained exclusively for charitable purposes (including any purposes ancillary to those charitable purposes), namely advancing education and benefiting the community by:

(a) Conserving and enhancing the heritage of the open sanctuary at Tiritiri Matangi and surrounding waters

(b) Conducting and supporting research at, or for the potential benefit of, Tiritiri Matangi open sanctuary and surrounding waters

(c) Providing financial, material and physical support for the work at Tiritiri Matangi open sanctuary and surrounding waters

(d) Educating and inspiring visitors and others to become advocates for natural and cultural heritage

(e) Providing and supporting opportunities for people of diverse interests to participate in the Tiritiri Matangi project

(f) To do all such other things as are incidental or conducive to the foregoing objects or any of them

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

5. Act and Regulations

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

6. Powers

6.1 The Society shall have the following powers:

(a) To purchase take on lease or to exchange hire and otherwise acquire any real or personal property rights and privileges in connection therewith, and to hold improve manage and develop let or lease sell exchange or otherwise dispose of any such property rights and privileges.

(b) To construct build alter improve enlarge pull down remove or replace any buildings or other improvements which may be upon or about any of the real or leasehold property of the Society or over which it may have any licence or right of occupancy.

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(c) To borrow or raise money in such manner as the Society may think fit subject always to the provisions set out under “Restrictions on Powers” and to secure the repayment thereof by the issue of debentures or by mortgage or charge upon the whole or any part of the property or assets of the Society (whether present or future) and to purchase redeem or pay off any such securities.

(d) To invest and deal with moneys of the Society not immediately required in such manner as may from time to time be determined and in particular to invest the same on mortgage or by depositing the same with any bank or financial institution at interest and to vary such investments from time to time.

(e) To operate such businesses as the Board considers will enable the Society to advance its objects or will provide funds for the advancement of such objects.

(f) To employ contractors, managers, cleaners, caretakers, and/or other employees, for any of the purposes aforesaid and from time to time to terminate such employment and to appoint another or others in their stead. The remuneration of such employees shall be subject to the provisions of the rules set out under “Restrictions of Powers”.

7. Restrictions on powers

7.1 The Board, in determining all reimbursements, remuneration and charges payable in the terms of this Constitution, shall ensure that the restrictions imposed by (a) and (b) below are strictly observed.

(a) Recipients not to influence benefits:
Notwithstanding anything contained or implied in this Constitution, any person who is:

(i) a Board member of the Society; or

(ii) a shareholder or director of any company carrying on any business of the Society; or

(iii) a settlor or trustee of any trust which is a shareholder of any company carrying on any business of the Society; or

(iv) an associated person (as defined by the Income Tax Act 1994) of any such Board member, shareholder, director, settlor or trustee, referred to in paragraphs (i) to (iii),

shall not by virtue of that capacity in any way (whether directly or indirectly) determine or materially influence in any way the determination of the nature or the amount of any benefit or advantage or income or the

circumstances in which it is or is to be received, gained, achieved, afforded or derived by that person.

A person who in the course of and as part of the carrying on of his or her business of a professional public practice shall not, by reason only of his or her rendering professional services to the Society or to any company by which any business of the Society is carried on, be in breach of the terms of this Constitution.

(b) The Board shall not lend money nor lease property or assets at less than current commercial rates; and shall ensure that receipts by way of interest or rent are not at less than current commercial rates (having regard always to the nature and terms of the loan or lease) to any person who is:

(i) a Member or Board member of the Society; or

(ii) a shareholder or director of any company carrying on any business of the Society; or

(iii) a settlor or trustee of any trust which is a shareholder of any company carrying on any business of the Society; or

(iv) an associated person (as defined by the Income Tax Act 1994) of any such Member, Board member, shareholder, director, settlor or trustee, referred to in paragraphs (i) to (iii).

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

8. Registered office

8.1 The registered office of the Society shall be at such place in New Zealand as the Board from time to time determines.

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

(a) at least 5 working days before the change of address for the registered office is due to take effect, and

(b) in a form and as required by the Act.

9. Contact person

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

9.2 The Society's contact person must be:

(a) At least 18 years of age, and

(b) Ordinarily resident in New Zealand.

9.3 A contact person will be appointed by the Board and would ordinarily be the Secretary of the Society.

9.4 Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including:
(a) a physical address or an electronic address, and
(b) a telephone number.

9.5 Any change in that contact person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 20 Working Days of that change occurring, or the Society becoming aware of the change.

10. Members

10.1 Minimum number of members

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

10.2 Types of member

10.2.1 Membership shall be open to all persons, families, bodies corporate, and others who wish to support the objects of the Society. There will be two classes of members ('Members'):

(a) Ordinary membership

Any person or entity referred to above may apply to the Society for membership and, on such application being approved by the Board, the applicant will become a Member of the Society, with membership benefits commencing immediately, on a provisional basis once payment has been made, apart from voting rights at a General Meeting which will not commence until eight weeks after the date on which membership is approved. Membership will extend for 12 months from the date of payment.

(b) Honorary Life Membership

Any person may be elected as an Honorary Life Member ("Honorary Life Member") in accordance with the following provisions:

(i) Honorary Life Membership shall be conferred only for outstanding service to the Society.

(ii) Every proposal for Honorary Life Membership must be nominated by a Member and seconded by another Member and notified to the

Board not less than 60 days before an Annual General Meeting or Extraordinary General Meeting (either a “General Meeting”).

(iii) If the nomination is approved by the Board, a two-thirds majority of those Members present and voting at the General Meeting is required to effect such election.

Honorary Life Members shall be entitled to all benefits and privileges of Ordinary Membership. They shall be bound by all the rules of the Society but will not be required to pay the annual subscription.

10.3 Becoming a member: consent

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

10.4 Becoming a member: process

10.4.1 An applicant for membership must complete and sign any application form, supply any information, or attend an interview as may be reasonably required by the Board regarding an application for membership and will become a Member on acceptance of that application by the Board.

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

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

10.5 Members' obligations and rights

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

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

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

(c) Any Member that is a body corporate shall provide the Board, in writing, with the name and contact details of the person who is the organisation’s

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authorised representative, and that person shall be deemed to be the organisation's proxy for the purposes of voting at General Meetings.

(d) 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 Society, and to participate in Society activities, including any conditions of and fees for such access, use or involvement.

10.6 Subscriptions and fees

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

Subscriptions and Donations

10.6.2 The annual subscription to the Society shall be set at each Annual General Meeting for the year concerned. Members may in addition make donations to the Society at any time.

10.6.3 The Board shall be entitled –

(a) To determine that in respect of particular Members of the Society who comprise one family a single subscription only shall be payable in respect of all members of the family,

(b) To determine the degrees of relationship which constitute a family for the purposes of the immediately preceding subparagraph of this Constitution; and

(c) If thought fit, to accept payment of subscriptions in advance on such terms or subject to such discounts as the Board from time to time determine.

10.6.4 Any Member failing to pay the annual subscription (including any periodic payment) within one calendar month of the date the same was due for payment shall be considered as unfinancial and shall 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 three calendar months of the due date for payment of the subscription, the Board may terminate the Member's membership (without being required to give prior notice to that Member).

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10.7 Ceasing to be a member

10.7.1 A Member ceases to be a Member:

(a) by resignation from that Member's class of membership by written notice signed by that Member to the Board, or

(b) on termination of a Member's membership following a dispute resolution process under this Constitution, or

(c) on death (or if a body corporate on liquidation or deregistration, or if a partnership on dissolution of the partnership), or

(d) by resolution of the Board where:

(i) The Member has failed to pay a subscription due to the Society within three calendar months of the due date for payment.

(ii) In the opinion of the Board the Member has brought the Society into disrepute.

(e) with effect from (as applicable):

(i) 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

(ii) the date of termination of the Member's membership under this Constitution, or

(iii) 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

(iv) 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.

10.8 Obligations once membership has ceased

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

(a) shall cease to hold himself or herself out as a Member of the Society, and

(b) shall return to the Society all material and physical and electronic assets provided to Members by the Society (including but not limited to any membership certificate, badges, handbooks and manuals, and the Society's intellectual property).

(c) shall cease to be entitled to any of the rights of a Society Member.

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10.9 Becoming a member again

10.9.1 Any former Member may apply for re-admission in the manner prescribed for new applicants and may be re-admitted only by resolution of the Board.

10.9.2 But, if a former Member's membership was terminated following a disciplinary or dispute resolution process, the applicant may be re-admitted only by a resolution passed at a General Meeting on the recommendation of the Board.

11. General meetings

11.1 Procedures for all general meetings

11.1.1 The Board shall give all Members at least 15 Working Days' written Notice of any General Meeting and of the business to be conducted at that General Meeting.

11.1.2 That Notice will be addressed to the Member at the physical or electronic address notified to the Society and recorded in the Society's register of members.

11.1.3 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.

11.1.4 Only financial Members may attend, speak and vote at General Meetings:

(a) in person, or
(b) 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 at least 24 hours before the commencement of the General Meeting, or
(c) through the authorised representative of a body corporate as notified to the Board, and
(d) no other proxy voting shall be permitted.

11.1.5 No General Meeting may be held unless at least 30 eligible financial Members attend throughout the meeting and this will constitute a quorum.

11.1.6 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 Chair 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.

11.1.7 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

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show of hands or, on demand of the Chair or of 2 or more Members present, by secret ballot.

11.1.8 For purposes of clarification, on any vote in the case of a family membership the members of that family shall be entitled to one vote only and in the case of a body corporate the body corporate shall be entitled to one vote only.

11.1.9 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.

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

11.1.11 Written resolutions may not be passed in lieu of a General Meeting.

11.1.12 General Meetings may be held at one or more venues by Members present in person and/or using any real-time audio, audio and visual, or electronic communication that gives each Member a reasonable opportunity to participate.

11.1.13 All General Meetings shall be chaired by the Chair. If the Chair is absent, the Deputy Chair shall chair that meeting.

11.1.14 Any person chairing a General Meeting has a deliberative and, in the event of a tied vote, a casting vote.

11.1.15 Any person chairing a General Meeting may:

(a) With the consent of a simple majority of Members present at any General Meeting adjourn the General Meeting from time to time and from place to place but no business shall be transacted at any adjourned General Meeting other than the business left unfinished at the meeting from which the adjournment took place.

(b) Direct that any person not entitled to be present at the General Meeting, or obstructing the business of the General Meeting, or behaving in a disorderly manner, or being abusive, or failing to abide by the directions of the chairperson be removed from the General Meeting, and

(c) In the absence of a quorum or in the case of emergency, adjourn the General Meeting or declare it closed.

(d) The Board may propose motions for the Society to vote on ('Board Motions'), which shall be notified to Members with the notice of the General Meeting.

(e) Any Member may request that a motion be voted on ('Member's Motion') at a General Meeting, by giving notice to the Secretary or Board at least 20 Working Days before that meeting. The Member may also provide information in support of the motion ('Member's Information'). If notice of

the motion is given to the Secretary or Board before written Notice of the General Meeting is given to Members, notice of the motion shall be provided to Members with the written Notice of the General Meeting.

11.2 Minutes

11.2.1 The Society must keep minutes of all General Meetings.

11.3 Annual General Meetings: when they will be held

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

11.3.2 The Annual General Meeting must be held no later than the earlier of the following:

(a) 6 months after the balance date of the Society
(b) 15 months after the previous annual meeting.

11.4 Annual General Meetings: business

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

(a) confirm the minutes of the last Annual General Meeting and any Special General Meeting(s) held since the last Annual General Meeting,
(b) adopt the annual report on the operations and affairs of the Society,
(c) adopt the Board's report on the finances of the Society, and the annual financial statements, which shall have been made available to Members at least three days prior,
(d) set any subscriptions for the current financial year,
(e) consider any motions of which prior notice has been given to Members with notice of the Meeting,
(f) elect Officers, and
(g) consider any general business.

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

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

which those disclosures relate).

11.5 Special General Meetings

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

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

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

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

12. Board

12.1 Board composition

12.1.1 The Board shall consist of the Chair, Secretary, Treasurer and at least 3 and no more than 9 other Board members.

12.1.2 A majority of the Officers on the Board must be either:

(a) Members of the Society, or
(b) representatives of bodies corporate that are Members of the Society.

12.2 Functions of the Board

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

12.3 Powers of the Board

12.3.1 The Board 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.

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12.4 Committees

12.4.1 The Board may appoint 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 Board —

(a) the quorum of every Committee is half the members of the Committee but not less than 2,
(b) all Committee members must be approved by the Board,
(c) a Committee must not commit the Society to any financial expenditure without express authority from the Board, and
(d) a Committee must not further delegate any of its powers.

12.4.2 Committees shall keep minutes of their meetings and proceedings, including decisions taken by telephone or electronic communications which shall be recorded in subsequent Committee minutes. These minutes shall be provided to the Board**.**

12.5 General matters: Committees

12.5.1 The Board and any 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 Committee meeting.

12.5.2 Other than as prescribed by the Act or this Constitution, the Board or Committee may regulate its proceedings as it thinks fit.

12.6 Board meetings

12.6.1 **Procedure**

12.6.1.1 The quorum for Board meetings is at least two-thirds of the number of members of the Board.

12.6.1.2 A meeting of the Board may be held either:

(a) 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
(b) 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.

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12.6.1.3 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.

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

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

12.6.1.6 The Board shall keep minutes of its meetings and proceedings, including decisions taken by telephone or electronic communications which shall be recorded in subsequent Board minutes.

12.6.2 Frequency

12.6.2.1 The Board shall meet 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 Chair or Secretary.

12.6.2.2 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.

13. Officers

13.1. Qualifications of officers

13.1.1 Every Officer must be a natural person who:

(a) has consented in writing to be an officer of the Society, and

(b) certifies that they are not disqualified from being elected or appointed or otherwise holding office as an Officer of the Society.

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

(a) a person who is under 16 years of age

(b) a person who is an undischarged bankrupt

(c) a person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial

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

(d) A person who is disqualified from being a member of the governing body of a charitable entity under the Charities Act 2005

(e) a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years —

(i) an offence under subpart 6 of Part 4 of the Act

(ii) a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961)

(iii) an offence under section 143B of the Tax Administration Act 1994

(iv) an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (i) to (iii)

(v) a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere

(f) a person subject to:

(i) banning order under subpart 7 of Part 4 of the Act, or

(ii) an order under section 108 of the Credit Contracts and Consumer Finance Act 2003, or

(iii) a forfeiture order under the Criminal Proceeds (Recovery) Act 2009, or

(iv) a property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act.

(v) 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.

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

(a) consent in writing to be an Officer, and

(b) certify in writing that they are not disqualified from being elected or appointed as an Officer either by this Constitution or the Act.

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

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13.2 Officers' duties

13.2.1 At all times each Officer:

(a) shall act in good faith and in what he or she believes to be the best interests of the Society,

(b) must exercise all powers for a proper purpose,

(c) must not act, or agree to the Society acting, in a manner that contravenes the Act or this Constitution,

(d) when exercising powers or performing duties as an Officer, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation:

(i) the nature of the Society,

(ii) the nature of the decision, and

(iii) the position of the Officer and the nature of the responsibilities undertaken by him or her

(e) must not agree to the activities of the Society being carried on in a manner likely to create a substantial risk of serious loss to the Society or to the Society's creditors, or cause or allow the activities of the Society to be carried on in a manner likely to create a substantial risk of serious loss to the Society or to the Society's creditors, and

(f) must not agree to the Society incurring an obligation unless 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.

13.3 Election or appointment of officers

13.3.1 The election of Officers shall be conducted as follows:

(a) Officers shall be elected during Annual General Meetings. However, if a vacancy in the position of any Officer occurs between Annual General Meetings, that vacancy shall be filled by resolution of the 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.

(b) A candidate's written nomination, accompanied by the written consent of the nominee with a certificate that the nominee is not disqualified from being appointed or holding office as a Officer (as described in the 'Qualification of Officers' rule above) shall be received by the Society at least 30 Working Days before the date of the Annual General Meeting.

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(c) Votes shall be cast in such a manner as the person chairing the meeting determines. In the event of any vote being tied, the tie shall be resolved by the incoming Board (excluding those in respect of whom the votes are tied).

(d) Two Members (who are not nominees) or non-Members appointed by the Chair shall act as scrutineers for the counting of the votes and destruction of any voting papers.

(e) The failure for any reason of any financial Member to receive such Notice of the general meeting shall not invalidate the election.

(f) In addition to Officers elected under the foregoing provisions of this rule, the Board 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 Board 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).

13.4 Term

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

13.4.2 No Chair should serve for more than four consecutive years as Chair.

13.5 Removal of officers

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

(a) The Officer elected to the Board has been absent from 3 Board meetings without leave of absence from the Board.

(b) The Officer has brought the Society into disrepute.

(c) The Officer has failed to disclose a conflict of interest.

(d) The Board passes a vote of no confidence in the Officer,

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

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13.6 Ceasing to hold office

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

13.6.2 Each Officer shall within 20 Working Days of submitting a resignation or ceasing to hold office, deliver to the Board all books, papers and other property of the Society held by such former Officer.

13.7 Conflicts of interest

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

(a) to the Board and or Committee, and
(b) in an Interests Register kept by the Board.

13.7.2 Disclosure must be made as soon as practicable after the Officer or member of a Committee becomes aware that they are interested in the Matter.

13.7.3 An Officer or member of a Committee who is an Interested Member regarding a Matter:

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

13.7.4 However, an Officer or member of a 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.

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

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

14. Records

14.1 Register of Members

14.1.1 The Society shall keep an up-to-date Register of Members.

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

(a) Their name, and
(b) The date on which they became a Member (if there is no record of the date they joined, this date will be recorded as 'Unknown'), and
(c) Their contact details, including —
  (i) A postal address and/or an electronic address, and
  (ii) A telephone number, and
  (iii) whether the Member is financial or unfinancial, and
  (iv) any other information required by the Act or a future Board.

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

14.1.4 The Society shall also keep a record of the former Members of the Society. For each Member who ceased to be a Member within the previous 7 years, the Society will record:
(a) The former Member's name, and
(b) The date the former Member ceased to be a Member.

14.2 Interests Register

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

14.3 Access to information for members

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

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

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

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

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

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

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

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

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

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15. Finances

15.1 Control and management

15.1.1 The funds and property of the Society shall be—

(a) controlled, invested and disposed of by the Board, subject to this Constitution, and

(b) devoted solely to the promotion of the purposes of the Society.

15.1.2 The Board shall maintain bank accounts in the name of the Society.

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

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

15.1.5 All payments, including electronic bank transfers, must be signed or authorised by any two of the Chair, Deputy Chair, Secretary, Treasurer or other Board members.

15.1.6 The Board shall approve all expenditure in advance, even if a budget has been approved prior. It may delegate such approval to a Committee provided the total spend on a project does not exceed $1000. No liability for expenditure, such as by way of contract, can be incurred unless approved in advance by the Board.

15.1.7 All contracts, including those incurring liability for expenditure, must be signed by an Officer, or their duly appointed delegate. For purposes of clarification, this requirement includes any contract which falls under the auspices of a committee, even if a budget has been approved.

15.1.8 The Board must ensure that there are kept at all times accounting records that:

(a) correctly record the transactions of the Society, and

(b) allow the Society to produce financial statements that comply with the requirements of the Act, and

(c) would enable the financial statements to be readily and properly audited (if required under any legislation or the Society's Constitution).

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

15.1.10 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.

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15.1.11 The accounts of the Society shall be audited by a Chartered Accountant, who shall not be a member of the Board.

15.2 Private benefit

15.2.1 No private pecuniary profit shall be made by any person involved in this Society, except that:

(a) Any Board Member or Member may receive full reimbursement for all expenses properly incurred by them in connection with the affairs of the Society;

(b) The Society may pay reasonable and proper remuneration to any Board member or servant of the Society (whether a Board member or not) in return for services actually rendered to the Society;

(c) Any Board member or Member may be paid all usual professional, business or trade charges for services rendered, time expended and all acts done by that Board Member or Member or by any firm or entity of which that person is a member, employee or associate, in connection with the affairs of the Society;

(d) Any Board member or Member may retain any remuneration properly payable to that Board Member or Member by any company or undertaking with which the Society may be in any way concerned or involved for which that Board member or Member has acted in any capacity whatever, notwithstanding that that Board member or Member's connection with that company or undertaking is in any way attributable to that Board member or Member's connection with the Society.

15.3 Balance date

15.3.1 The Society's financial year shall commence on 1 July of each year and end on 30 June of the following year (the latter date being the Society's balance date).

16. Dispute resolution

16.1 Meanings of dispute and complaint

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

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

(a) 2 or more Members
(b) 1 or more Members and the Society
(c) 1 or more Members and 1 or more Officers

(d) 2 or more Officers
(e) 1 or more Officers and the Society
(f) 1 or more Members or Officers and the Society.

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

(a) a Member or an Officer has engaged in misconduct
(b) a Member or an Officer has breached, or is likely to breach, a duty under the Society's Constitution or bylaws or the Act
(c) the Society has breached, or is likely to breach, a duty under the Society's Constitution or bylaws or the Act
(d) a Member's rights or interests as a Member have been damaged or Member's rights or interests generally have been damaged.

16.1.4 A Member or an Officer may make a complaint by giving to the Board (or a complaints committee) a notice in writing that:

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

16.1.5 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:

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

16.1.6 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.

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

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

16.1.9 The complainant raising a dispute, and the Board, must consider and discuss whether a dispute may best be resolved through informal discussions, mediation,

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arbitration, or a tikanga-based practice. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

16.2 How complaint is made

16.2.1 A Member or an Officer may make a complaint by giving to the Board (or a complaints committee) a notice in writing that:

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

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

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

16.2.3 The information given under subclause (16.2.1.(b)) or (16.2.2.(b)) must be sufficient to ensure that a person against whom an allegation is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.

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

16.3 Person who makes complaint has right to be heard

16.3.1 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.

16.3.2 If the Society makes a complaint:
(a) the Society has a right to be heard before the complaint is resolved or any outcome is determined; and
(b) an Officer may exercise that right on behalf of the Society.

16.3.3 Without limiting the manner in which the Member, Officer, or Society may be given the right to be heard, they must be taken to have been given the right if -
(a) they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and

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

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

16.4.1 This clause applies if a complaint involves an allegation that a Member, an Officer, or the Society (the 'respondent'):

(a) has engaged in misconduct; or
(b) has breached, or is likely to breach, a duty under the Society's Constitution or bylaws or this Act; or
(c) has damaged the rights or interests of a Member or the rights or interests of Members generally.

16.4.2 The respondent has a right to be heard before the complaint is resolved or any outcome is determined.

16.4.3 If the respondent is the Society, an Officer may exercise the right on behalf of the Society.

16.4.4 Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if —
(a) the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
(b) the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
(c) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
(d) an oral hearing (if any) is held before the decision maker; and
(e) the respondent's written statement or submissions (if any) are considered by the decision maker.

16.5 Investigating and determining dispute

16.5.1 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.

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

16.6 Society may decide not to proceed further with complaint

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

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

16.6 Society may refer complaint

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

16.7.2 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).

16.8 Decision makers

16.8.1 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 committee consider that there are reasonable grounds to believe that the person may not be —

(a) impartial; or

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(b) able to consider the matter without a predetermined view.

17. Liquidation and removal from the register

17.1 Resolving to put Society into liquidation

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

17.1.2 The Board shall give 20 Working Days written Notice to all Members of the proposed resolution to put the Society into liquidation.

17.1.3 The Board 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.

17.1.4 Any resolution to put the Society into liquidation must be passed by a simple majority of all Members present and voting.

17.2 Resolving to apply for removal from the register

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

17.2.2 The Board shall give 20 Working Days written Notice to all Members of the proposed resolution to remove the Society from the Register of Incorporated Societies.

17.2.3 The Board 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.

17.2.4 Any resolution to remove the Society from the Register of Incorporated Societies must be passed by a simple majority of all Members present and voting.

17.3 Surplus assets

17.3.1 If the Society is liquidated, or removed from the Register of Incorporated Societies, no distribution shall be made to any Member, and if any property remains after the settlement of the Society's debts and liabilities, that property must be given or transferred to another organisation for a similar charitable purpose or purposes as defined in section 5(1) of the Charities Act 2005, as determined by simple majority of Members present at a General Meeting.

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18. Alterations to the Constitution

18.1 Amending this Constitution

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

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

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

18.1.4 Any proposed resolution to amend or replace this Constitution shall be signed by at least 2% per cent of eligible Members and given in writing to the Board at least 15 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.

18.1.5 At least 10 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.

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

18.1.7 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.

18.2 Other

18.2.1 Common seal

18.2.1.1 The Society will have a common seal that must be kept in the custody of the Secretary.

18.2.1.2 The common seal may be affixed to any document:

(a) by resolution of the Board, and must be countersigned by 2 Officers or
(b) by such other means as the Board may resolve from time to time.

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18.2.2 Bylaws

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

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