

CONSTITUTION AND RULES FOR TAURANGA REPERTORY SOCIETY INCORPORATED

1. INTRODUCTORY RULES

1.1 Name

The name of the **Society** is **Tauranga Repertory Society Incorporated** (in these **Rules** referred to as the '**Society**').

1.2 Definitions

In these **Rules**, unless the context requires otherwise, the following words and phrases have the following meanings:

'**Act**' means the Incorporated Societies Act 1908 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.

'**Associated Person**' means a person who:

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

but no such **Member** shall be deemed to have any such interest:

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

- (h) if that **Member** is an officer of a union and that **Member's** interest is merely as an employee that will benefit from the union acting in the ordinary course of promoting its **Members'** collective employment interests.

'**President**' means the **Committee Member** responsible for, among other things, overseeing the governance and operations of the **Society** and chairing **General Meetings**.

'**Clear Days**' means the days between the date on which the **Notice** is given and the date of the event referred to in the **Notice** (for instance, excluding the date a Notice of meeting is posted or sent to **Members** and the date of the meeting).

'**Committee**' means the **Society's** governing body, also commonly referred to as the **Management Committee**.

'**Committee Member**' means a **Member** of the **Committee**, including the **President, Secretary** and **Treasurer**.

'**Vice-President**' means the **Committee Member(s)** elected or appointed to deputise in the absence of the **President**.

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

'**Management Committee**' means the **Society's** governing body, also referred to as the **Committee**.

'**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 properly admitted to the **Society** who has not ceased to be a **Member** of the **Society**.

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

Officer means a natural person who is a **Committee Member**.

'**Register of Interests**' means the **Register of Interests** of **Committee Members** kept under these **Rules**.

'**Register of Members**' means the **Register of Members** kept under these **Rules**.

'**Rules**' means the **Rules** in this document.

'**Secretary**' means the **Committee Member** whose duties shall include, among other things, maintaining the **Register of Members**, the **Register of Interests**, and recording the minutes of **General Meetings** and **Committee** meetings.

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

'**Treasurer**' means the **Committee Member** whose duties shall include, among other things, overseeing the finances of the **Society**.

2. PURPOSES

- 2.1 The **Society** is established and maintained exclusively for charitable purposes (including any purposes ancillary to those charitable purposes), namely to benefit the community by:
- (a) The study, reading, singing, playing, teaching, and/or production of musical, dramatic or cultural works.
 - (b) Creating an inclusive and safe environment that fosters, supports and encourages the Society's Members to explore their form of creative expression.
 - (c) Providing quality, hands-on opportunities across all facets of the show production experience.
 - (d) Delivering training opportunities that enrich the skills within the Society's theatre community, and champion the experience and expertise of the Society's membership.
 - (e) Developing key relationships within the Society's diverse community to actively encourage more people from all walks of life into the performing arts.
 - (f) Supporting other local societies to fulfil their objectives through means such as (but not limited to) equipment hire, shared resources, event advocacy, knowledge sharing and engagement as and when appropriate.
- 2.2 Any income, benefit, or advantage received by the Society must be used to advance the charitable purposes of the **Society**.
- 2.3 No **Member** or **Associated Person** is allowed to take part in, influence or vote on any decision made by the **Society** in respect of payments to, or on behalf of, the **Member** or **Associated Person** of any income, benefit, or advantage.
- 2.4 Any payments made to a **Member** or **Associated Person** must only be for goods and services that advance the **Society's** purpose and must be reasonable and relative to payments that would be made between unrelated parties.

3. TIKANGA / CULTURE

- 3.1 The tikanga or culture of the **Society** is:
- to present a diverse selection of theatrical productions - both classic and contemporary
 - to foster a strong sense of community and collaboration in-house between actors, directors, designers, set-builders and other creative team members
 - to foster strong connections with our members, the wider community, and other performance groups to enhance engagement with our Society
 - to encourage and foster opportunities for training in theatre related skills for our members, the wider community, and other performance groups

and these **Rules** shall be interpreted having regard to that tikanga or culture.

4. ACT AND REGULATIONS

- 4.1 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.

5. REGISTERED OFFICE

- 5.1 The Registered Office of the **Society** shall be at such place in New Zealand as the **Committee** from time to time determines.
- 5.2 Any changes to the Registered Office shall immediately be notified to the Registrar of Incorporated Societies in a form and as required by the **Act**.

6. POWER TO BORROW MONEY

The **Society** has the power to borrow money.

7. OTHER POWERS

- 7.1 In addition to its statutory powers, the **Society** may:
- (a) use its funds to pay the costs and expenses to advance or carry out its purposes, and to employ or contract with such people as may be appropriate, and
 - (b) invest in any investment in which a trustee as defined in the Trustee Act 1956 (or any Act replacing that Act) may lawfully invest.

8. MEMBERS

8.1 Minimum number of Members

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

8.2 Types of Members

The classes of Membership and the method by which **Members** are admitted to different classes of Membership are as follows:

- (a) **Member:** A **Member will be 18 years or older and** is an individual admitted to Membership under these **Rules** and who or which has not ceased to be a **Member**.
- (b) **Junior Member:** A **Member** who is under the age of 18 years. A Junior Member shall have all the rights and privileges of a **Member** and shall be subject to all the same duties as a **Member** except those of voting at **General Meetings**.
- (c) **Life Member:** A Life **Member** is a person honoured for highly valued services to the **Society** elected as a Life **Member** by resolution of a **General Meeting** passed by a two-thirds majority of those **Members** present and voting, after a recommendation for election by the **Committee**. A Life **Member** shall have all the rights and privileges of a **Member** and shall be subject to all the same duties as a **Member** except those of paying subscriptions.
- (d) **Honorary Member:** An Honorary **Member** is a person honoured for services to the **Society** or in an associated field elected as an Honorary **Member** by resolution of a **General Meeting** passed by a two-thirds majority of those present and voting. An Honorary **Member** has no membership rights, privileges or duties, and shall not pay any subscription.

9. BECOMING A MEMBER

9.1 Consent

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

9.2 Process

- (a) An applicant for Membership must complete and sign any application form, supply any information, or attend an interview, as required by the **Committee**.
- (b) The **Committee** may accept or decline an application for Membership. The **Committee** must advise the applicant of its decision (but is not required to provide reasons for that decision).

10. OBLIGATIONS AND RIGHTS

- 10.1 Every **Member** shall provide the **Society** with that **Member's** name and contact details (including postal address, telephone number(s), and any email address) and promptly advise the **Society** of any changes to those details.
- 10.2 Membership does not confer on any **Member** any right, title, or interest (legal or equitable) in the property of the **Society**.

11. OTHER OBLIGATIONS AND RIGHTS

- 11.1 All **Members** (including **Committee Members**) shall promote the interests and purposes of the **Society** and shall do nothing to bring the **Society** into disrepute.
- 11.2 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) if all subscriptions and any other fees have been paid to the **Society** by due date, but no **Member** or Life **Member** is liable for any obligation of the **Society** by reason only of being a **Member**. In order to vote at **General Meetings**, a **Member** must have paid all annual subscriptions (and any other fees payable by that **Member**) and have been a financial **Member** for at least three months prior to any **General Meeting**.
- 11.3 The **Committee** may decide what access or use **Members** may have of or to any premises, facilities, equipment or other property owned, occupied or otherwise used by the **Society**, including any conditions of and fees for such access or use. This is subject to the clause in 11.2.

12. SUBSCRIPTIONS AND FEES

- 12.1 The annual subscription and any other fees for Membership for the following financial year shall be set by resolution of a **General Meeting** (which can also decide that payment be made by periodic instalments).
- 12.2 Any **Member** failing to pay the annual subscription (including any periodic payment) within 2 calendar month(s) of the date the same was due for payment shall be considered as unfinancial and shall (without being released from the obligation of payment) have no membership rights and shall not be entitled to participate in any **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 2 months of the due date for payment of the subscription, any other fees, or levy the **Committee** may terminate the **Member's** membership (without being required to give prior notice to that **Member**).

13. CEASING TO BE A MEMBER

13.1 A **Member** ceases to be a **Member**:

- (a) on death, or
- (b) by resignation from that **Member's** class of membership by notice to the **Secretary**, or
- (c) on termination of a **Member's** membership following a dispute resolution process under these **Rules**;

with effect from the death of the **Member** or the date of receipt by the **Secretary**, or any subsequent date stated in the notice of resignation, or termination of membership following a dispute resolution process under these **Rules**.

14. OBLIGATIONS ON RESIGNATION

14.1 A **Member** who resigns or whose membership is terminated under these **Rules**:

- (a) remains liable to pay all subscriptions and other fees or payments due to the **Society's** next balance date,
- (b) shall cease to hold himself or herself out as a **Member** of the **Society**,
- (c) shall return to the **Society** all material provided to **Members** by the **Society** and
- (d) shall cease to be entitled to any of the rights of a **Society Member**.

15. BECOMING A MEMBER AGAIN

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

15.2 If a former **Member's** membership was terminated following a dispute resolution process, the applicant may be re-admitted only by a resolution made at a **General Meeting** on the recommendation of the **Committee**.

16. GENERAL MEETINGS

16.1 Annual General Meetings

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

17. BUSINESS OF ANNUAL GENERAL MEETING

17.1 The business of an Annual **General Meeting** shall be to:

- (a) confirm the minutes of the previous Annual **General Meeting** of the **Society**,
- (b) receive and adopt the **President's** annual report on **Society** business,
- (c) receive and adopt the **Treasurer's** report on the finances of the **Society**, and the annual financial statements,

- (d) set any subscriptions for the current financial year,
 - (e) elect the **Committee**,
 - (f) consider any motions,
 - (g) consider any general business.
- 17.2 The **Committee** must, at each Annual **General Meeting**, present the following information:
- (a) an annual report on the affairs of the **Society** during the most recently completed accounting period,
 - (b) the annual financial statements for that period, and
 - (c) notice of any disclosures of conflicts of interest made by **Committee Members** during that period (including a brief summary of the matters, or types of matters, to which those disclosures relate).

18. SPECIAL GENERAL MEETINGS

- 18.1 Special **General Meetings** may be called at any time by the **Committee** by resolution. The **Committee** must call a Special **General Meeting** if the **Secretary** receives a written request signed by at least 20 per cent of **Members**. Any resolution or written request must state the business that the Special **General Meeting** is to deal with.
- 18.2 The **Rules** 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.

19. PROCEDURE

- 19.1 The **Committee** shall give all **Members** at least 15 **Clear Days'** Notice of any **General Meeting**. The **Committee** shall give all **Members** at least 5 **Clear Days'** Notice of any business to be conducted at that **General Meeting**.
- 19.2 The **General Meeting** and its business will not be invalidated simply because not all **Members** have received the Notice.
- 19.3 All financial **Members** may attend, speak and vote at **General Meetings**:
- (a) in person, or
 - (b) by a signed original written proxy, or an emailed copy of the original written proxy from the email address in the members register for that member, in favour of some individual entitled to be present at the meeting and received by, or handed to, the **Secretary** before the commencement of the **General Meeting**, and
 - (c) no other proxy voting shall be permitted.
- 19.4 No **General Meeting** may be held unless at least 15 eligible financial **Members** are present. This will constitute a quorum.

- 19.5 If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting – if convened upon request of **Members** – shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the **President** of the **Society**, and if at such adjourned meeting a quorum is not present those present in person or by proxy shall be deemed to constitute a sufficient quorum. Any decisions made when a quorum is not present are not valid.
- 19.6 **General Meetings** may be held at one or more venues using any real-time audio, audio and visual, or electronic communication that gives each **Member** a reasonable opportunity to participate.
- 19.7 All **General Meetings** shall be chaired by the **President**. If the **President** is absent, a **Vice-President** shall chair that meeting.
- 19.8 Any person chairing a **General Meeting** has a deliberative and, in the event of a tied vote, a casting vote.
- 19.9 Any person chairing a **General Meeting** may:
- (a) with the majority consent of **Members** at that **General Meeting** adjourn the **General Meeting** from time to time and from place to place but no business shall be transacted at any adjourned 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 Meeting, obstructing the business of the Meeting, behaving in a disorderly manner, being abusive, or failing to abide by the directions of the chairperson be removed from the Meeting, and
 - (c) in the absence of a quorum or in the case of emergency, adjourn the Meeting or declare it closed.
- 19.10 The **Committee** may put forward motions for **Members** to vote on ('**Committee Motions**'), which shall be notified to **Members** with the notice of the **General Meeting**.
- 19.11 Any **Member** may request that a motion be voted on ('**Member's Motion**') at a **General Meeting**, by giving notice to the **Secretary** at least 10 **Clear Days** before that meeting. The **Member** may also provide information in support of the motion ('**Member's Information**').

20. MINUTES

- 20.1 Minutes of all **General Meetings** must be kept by the **Secretary**.

21. COMPOSITION OF COMMITTEE

21.1 Composition

- (a) The **Committee** will consist of **Committee Members** who are:
 - (i) **Members**; and
 - (ii) natural persons; and
 - (iii) not disqualified by these **Rules** or the **Act**.
- (b) The **Committee** will include:
 - (i) a **President**,
 - (ii) One or two **Vice-Presidents**,
 - (iii) a **Secretary** and a **Treasurer**, who may be the same person, and not fewer than 3 or more than 7 other **Committee Members**.

21.2 Qualifications

- (a) Prior to election or appointment, every **Committee Member** must consent in writing to be a **Committee Member** and certify in writing that they are not disqualified from being appointed or holding office as a **Committee Member** by these **Rules** or the **Act**.
- (b) The following persons are disqualified from being appointed or holding office as a **Committee Member**:
 - (i) a person who is under 18 years of age,
 - (ii) a person who is an undischarged bankrupt,
 - (iii) 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,
 - (iv) a person who is disqualified from being a **Member** of the **Committee** of a charitable entity under section 31(4)(b) of the Charities Act 2005,
 - (v) a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years:
 - A an offence under Subpart 6 of Part 4 of the **Act**,
 - B a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961),
 - C an offence under section 143B of the Tax Administration Act 1994,
 - D an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs A to C,
 - E a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere,
 - (vi) a person subject to:
 - A an order under section 108 of the Credit Contracts and Consumer Finance Act 2003; or
 - B a forfeiture order under the Criminal Proceeds (Recovery) Act 2009; or
 - C 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.
 - (vii) a person who is disqualified from being a **Member** of the **Committee** of a charitable entity under section 16 of the Charities Act 2005.

22. ELECTION OR APPOINTMENT

22.1 The election of **Committee Members** shall be conducted as follows:

- (a) At least 10 **Clear Days** before the date of the Annual **General Meeting**, the **Secretary** shall give Notice to all **Members** by posting or emailing to them such information (not exceeding one side of an A4 sheet of paper) as may be supplied to the **Secretary** by or on behalf of each nominee, in support of the nomination;
- (b) Nomination forms are required to be signed by the **Member** being nominated, and by two **Members** supporting the nomination and to be provided to the **Secretary** at least 5 **Clear Days** before the date of the Annual **General Meeting**;

- (c) The failure for any reason of any financial **Member** to receive such Notice shall not invalidate the election;
- (d) Only financial **Members** who are not disqualified from being appointed or holding office as a **Committee Member** by these **Rules** or the **Act** may stand for election and vote in elections. In order to be elected to **Committee**, a **Member** must have paid all annual subscriptions and been a financial **Member** for at least three months prior to any **General Meeting**.
- (e) If there are insufficient valid nominations received under this Rule, but not otherwise, further nominations may be received from the floor at the Annual **General Meeting**. If there are insufficient valid nominations received from the floor at the Annual **General Meeting**, the **Annual General Meeting** shall be adjourned at that point and rescheduled up to one month later to allow for further nominations to be made.
- (f) Two **Members** (who are not nominees) or non-**Members** appointed by the chairperson of the Annual **General Meeting** shall act as scrutineers for the counting and reading of the votes and destruction of any voting papers.
- (g) Votes for the election of **Committee Members** shall be cast in the following manner:
 - (i) Each **Member** who has the right to vote at a **General Meeting** shall receive a voting paper. A **Member** may receive additional voting papers if exercising a proxy vote on behalf of another **Member** in accordance with clause 19.3 above;
 - (ii) Votes shall be cast by secret ballot. If nominees are standing for multiple positions on **Committee**, separate votes may need to be undertaken in such a manner as the chairperson of the Annual **General Meeting** shall determine;
 - (iii) Voting papers are collected and counted by the scrutineers. The successful nominees are announced by the scrutineers;
 - (iv) The scrutineers shall destroy the voting papers after the resolution.
- (h) In the event of any vote being tied the tie shall be resolved by the outgoing **Committee** (excluding, if applicable, those in respect of whom the votes are tied).

23. TERM

- 23.1 The term of office for **President, Vice-President, Secretary, Treasurer**, and all other **Committee Members** shall be 1 year.

24. COMPLAINT AGAINST COMMITTEE MEMBER AND REMOVAL

- 24.1 Where a complaint is made about the actions or inaction of a **Committee Member** (and not in the **Committee Member's** capacity as a **Member** of the **Society**) **Schedule 1 of the Dispute Resolution Procedure** will be applied.
- 24.2 If the complaint is upheld the **Committee Member** may be removed from the **Committee** by a resolution of the **Committee** or of a **General Meeting**, in either case passed by a simple majority of those present and voting.

25. CESSATION OF COMMITTEE MEMBERSHIP

- 25.1 A **Committee Member** shall be deemed to have ceased to be a **Committee Member** if that person ceases to be a **Member**.
- 25.2 Each **Committee Member** shall within 10 **Clear Days** of submitting a resignation or ceasing to hold office, deliver to the **Secretary** all books, papers and other property of the **Society** held by such former **Committee Member**.

26. FUNCTIONS

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

27. OFFICERS' DUTIES MANDATORY

- 27.1 At all times each **Committee Member**:
- (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 a **Committee Member**, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation, the nature of the **Society**, the nature of the decision, and the position of the **Committee Member** and the nature of the responsibilities undertaken by him or her,
 - (e) must not agree to the activities of the **Society** being carried on in a manner likely to create a substantial risk of serious loss to the **Society** or to the **Society's** creditors, or cause or allow the activities of the **Society** to be carried on in a manner likely to create a substantial risk of serious loss to the **Society** or to the **Society's** creditors, and
 - (f) must not agree to the **Society** incurring an obligation unless 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.

28. POWERS

- 28.1 Subject to these **Rules** and any resolution of any **General Meeting** the **Committee** may:
- (a) exercise all the **Society's** powers, other than those required by the **Act** or by these **Rules** to be exercised by the **Society** in **General Meeting**, and
 - (b) enter into contracts on behalf of the **Society** or delegate such power to a **Committee Member**, sub-**Committee**, employee, or other person.

29. SUB-COMMITTEES

- 29.1 The **Committee** may appoint sub-**Committees** consisting of such persons (whether or not **Members** of the **Society**) and for such purposes as it thinks fit. Unless otherwise resolved by the **Committee**:
- (a) the quorum of every sub-**Committee** is half the **Members** of the sub-**Committee**,
 - (b) no sub-**Committee** shall have power to co-opt additional **Members**,
 - (c) a sub-**Committee** must not commit the **Society** to any financial expenditure without express authority, and
 - (d) a sub-**Committee** must not further delegate any of its powers.

30. GENERAL ISSUES

- 30.1 The **Committee** and any sub-committee may act by resolution approved in the course of a telephone conference call or through a written ballot conducted by email, electronic voting system, or post, and any such resolution shall be recorded in the minutes of the next **Committee** meeting.
- 30.2 Other than as prescribed by the **Act** or these **Rules**, the **Committee** or any sub-committee may regulate its proceedings as it thinks fit.
- 30.3 Subject to the **Act**, these **Rules** and the resolutions of **General Meetings**, the decisions of the **Committee** on the interpretation of these **Rules** and all matters dealt with by it in accordance with these **Rules** and on matters not provided for in these **Rules** shall be final and binding on all **Members**.

31. CONFLICTS OF INTEREST

- 31.1 A **Member** of the **Committee** and/or of a sub-committee is interested in a matter if the **Member** of the **Committee** and/or sub-**Committee**:
- (a) may obtain a financial benefit from the matter; or
 - (b) is the spouse, civil union partner, de facto partner, child, parent, grandparent, grandchild, or first cousin of a person who may obtain a financial benefit from the matter; or
 - (c) may have a financial interest in a person to whom the matter relates; or
 - (d) is a partner, director, **Member** of the **Committee** and/or sub-committee, board **Member** or trustee of a person who may have a financial interest in a person to whom the matter relates.
- 31.2 However, a **Member** of the **Committee** and/or sub-committee is not interested in a matter:
- (a) merely because the **Member** of the **Committee** and/or sub-committee receives an indemnity, insurance cover, remuneration, or other benefits authorised under the **Act**; or
 - (b) if the **Member** of the **Committee**'s and/or sub-committee's interest is the same or substantially the same as the benefit or interest of all or most other **Members** due to the Membership of those **Members**; or

- (c) if the **Member** of the **Committee's** and/or sub-committee's interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence the **Member** of the **Committee** in carrying out the **Member** of the **Committee's** and/or sub-committee's responsibilities under the **Act** or the **Rules**; or
 - (d) if the **Member** of the **Committee** and/or sub-committee is a **Member** of the **Committee** of a union and the **Member** of the **Committee's** and/or sub-committee's interest is merely as an employee that will benefit from the union acting in the ordinary course of promoting its **Members'** collective employment interests.
- 31.3 A **Member** of the **Committee** and/or sub-committee who is interested in a matter relating to the **Society** must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified):
- (a) to the **Committee** and/or sub-committee; and
 - (b) in an interests register kept by the **Committee**.
- 31.4 Disclosure must be made as soon as practicable after the **Member** of the **Committee** and/or sub-committee becomes aware that they are interested in the matter.
- 31.5 A **Member** of the **Committee** and/or sub-committee who is interested in a matter:
- (a) must not vote or take part in the decision of the **Committee** and/or sub-committee relating to the matter; and
 - (b) must not sign any document relating to the entry into a transaction or the initiation of the matter; but
 - (c) may take part in any discussion of the **Committee** and/or sub-committee relating to the matter and be present at the time of the decision of the **Committee** and/or sub-committee (unless the **Committee** and/or sub-committee decides otherwise).
- 31.6 However a **Member** of the **Committee** and/or sub-committee who is prevented from voting on a matter may still be counted for the purpose of determining whether there is a quorum at any meeting at which the matter is considered.
- 31.7 Where 50% or more of **Committee Members** are prevented from voting on a matter because they are interested in that matter, a Special **General Meeting** must be called to consider and determine the matter, unless all non-interested **Members** agree otherwise, and where 50 per cent or more of the **Members** of a sub-committee are prevented from voting on a matter because they are interested in that matter, the **Committee** shall consider and determine the matter.

32. COMMITTEE MEETINGS

32.1 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 **President** or **Secretary**.

32.2 Quorum

The quorum for **Committee** meetings is at least two-thirds of the number of **Committee Members**.

33. RECORDS

33.1 Register of Members

The **Secretary** shall keep an up-to-date **Register of Members**, recording for each **Member** their name, contact details, the date they became a **Member**, and any other information required by these **Rules** or prescribed by Regulations under the **Act**.

33.2 Contents of Register of Members

- (a) The information contained in the **Register of Members** shall include each **Member's**:
- (i) postal address;
 - (ii) phone number (landline and/or mobile);
 - (iii) email address (if any);
 - (iv) the date the **Member** became a **Member**;
 - (v) whether the **Member** is financial or unfinancial.
- (b) Every **Member** shall promptly advise the **Secretary** of any change of their contact details.

33.3 Access to Register of Members

With reasonable notice and at reasonable times, the **Secretary** shall make the **Register of Members** available for inspection by **Members** and **Committee Members**. However, no access will be given to information on the **Register of Members** to **Members** or any other person, other than as required by law.

33.4 Register of Interests

The **Secretary** shall at all times maintain an up-to-date register of the interests disclosed by **Committee Members**.

33.5 Access to other information

- (a) Subject to **33.3**, a **Member** may at any time make a written request to a **Society** for information held by the **Society**.
- (b) The request must specify the information sought in sufficient detail to enable the information to be identified.
- (c) The **Society** must, within a reasonable time after receiving a request:
- (i) provide the information, or
 - (ii) agree to provide the information within a specified period, or
 - (iii) 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
 - (iv) refuse to provide the information, specifying the reasons for the refusal.
- (d) Without limiting the reasons for which the **Society** may refuse to provide the information, the **Society** may refuse to provide the information if:
- (i) withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
 - (ii) 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

- (iii) 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
 - (iv) withholding the information is necessary to maintain legal professional privilege, or
 - (v) the disclosure of the information would, or would be likely to, breach an enactment, or
 - (vi) 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
 - (vii) the request for the information is frivolous or vexatious.
- (e) 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**:
- (i) that the **Member** will pay the charge; or
 - (ii) that the **Member** considers the charge to be unreasonable.
- (f) Nothing in this Rule limits Information Privacy Principle 6 of the Privacy Act 1993.

34. FINANCES

34.1 Control and Management

The funds and property of the **Society** shall be:

- (a) controlled, invested and disposed of by the **Committee**, subject to these **Rules**, and
- (b) devoted solely to the promotion of the purposes of the **Society**.

34.2 Balance Date

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

35. DISPUTE RESOLUTION

35.1 Disputes Resolution Procedure

Any grievance or complaint raised by a **Member** or **Officer** will follow the process set out in Schedule 2 of the Incorporated Societies Act 2022 as annexed and marked to this **Constitution** as **Schedule 1**.

36. WINDING UP

36.1 Process

- (a) The **Society** may be wound up, or liquidated, or removed from the Register of Incorporated Societies in accordance with the provisions of the **Act**.
- (b) The **Secretary** shall give Notice to all **Members** of the proposed motion to wind up the **Society**, or remove it from the Register of Incorporated Societies and of the **General Meeting** at which any such proposal is to be considered, of the reasons for the proposal, and of any recommendations from the **Committee** in respect to such notice of motion.

- (c) Any resolution to wind up the **Society** or remove it from the Register of Incorporated Societies must be passed by a simple majority of all **Members** either present and voting, or voting by proxy.

36.2 Surplus Assets

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

37. ALTERATIONS TO THE RULES

37.1 Amending these Rules

- (a) The **Society** may amend or replace these **Rules** at a **General Meeting** by a resolution passed by a simple majority of those **Members** either present and voting, or voting by proxy.
- (b) Any proposed motion to amend or replace these **Rules** shall be signed by at least 10 per cent of eligible **Members** and given in writing to the **Secretary** at least 10 **Clear Days** before the **General Meeting** at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.
- (c) At least 10 **Clear Days** before the **General Meeting** at which any amendment is to be considered the **Secretary** shall give to all **Members** notice of the proposed motion, the reasons for the proposal, and any recommendations the **Committee** has.
- (d) 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.
- (e) When an amendment is approved by a **General Meeting** it shall be provided to Charities Services within three months of the date of the amendment.

38. OTHER

38.1 Common Seal

- (a) The common seal of the **Society** must be kept in the custody of the **Secretary**.
- (b) The common seal may be affixed to any document:
- (i) by resolution of the **Committee**, and must be countersigned by two of the **President, Vice-President(s), Treasurer, or Secretary**
 - (ii) by such other means as the **Committee** may resolve from time to time.

38.2 Contact Person

- (a) The **Society's** Contact Officer must be:
- (i) At least 18 years of age, and
 - (ii) A Committee Member, and
 - (iii) At all times be resident in New Zealand, and
 - (iv) Not disqualified under the **Act** from holding that office

- (b) Any change in that Contact Officer or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 25 **Clear Days** of that change occurring, or the **Society** becoming aware of the change.

38.3 **Bylaws**

The **Committee** from time to time may make and amend bylaws, and policies for the conduct and control of **Society** activities and codes of conduct applicable to **Members**, but no such bylaws, policies or codes of conduct applicable to **Members** shall be inconsistent with the **Act**, regulations made under the **Act** or these **Rules**.

SCHEDULE 1

DISPUTE RESOLUTION PROCEDURE

1. DISPUTE RESOLUTION PROCEDURE

1.1 How 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—
 - (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 to which the dispute relates and whom the allegation is against; and
 - (c) sets out any other information reasonably required by the **Society**.
- (2) The **Society** may make a complaint involving an allegation against a **Member** or an **Officer** by giving to the **Member** or **Officer** a notice in writing that—
 - (a) states that the **Society** is starting a procedure for resolving a dispute in accordance with the **Society's** constitution; and
 - (b) sets out the allegation to which the dispute relates.
- (3) The information given under subclause (1)(b) or (2)(b) must be enough to ensure that a person against whom an allegation is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.

1.2 Person who makes complaint has right to be heard

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

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

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

1.4 Investigating and determining dispute

- (1) A **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.

1.5 Society may decide not to proceed further with complaint

Despite clause 1.4, a **Society** may decide not to proceed further with a complaint if—

- (a) the complaint is 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 this 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.

1.6 **Society may decide not to proceed further with complaint**

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

1.7 **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—

- (a) impartial; or
- (b) able to consider the matter without a predetermined view.