

Friends of Mana Island Inc.

Constitution



1 Introductory Rules

Name

- 1.1 The name of the Society is “Friends of Mana Island Incorporated” (in this Constitution referred to as “the Society”).

Charitable status

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

Definitions

- 1.3 In this Constitution, unless the context requires otherwise, the following words and phrases have the following meanings:

‘The 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.

‘Constitution’ means the rules in this document.

‘Dispute’ means a disagreement or conflict involving the Society and/or its Members in relation to a complaint. All societies must have procedures for managing internal disputes in a way that is consistent with natural justice.

‘DOC’ refers to the Department of Conservation in the person of the Director General or their delegate.

‘Executive’ means the Society’s governing body.

‘Family Membership’ means up to 2 adults, and children and dependents living at the same address.

‘General Meeting’ means either an Annual General Meeting or a Special General Meeting of the Members of the Society.

‘Google Drive’ means the electronic online storage provided by Google freely to the Society and used for storage of all electronic records of the Society.

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

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

‘Mana Island’ also referred to in this constitution as Mana. Te Reo name *Te*

Mana o Kupe or Te Mana o Kupe ki Aotearoa

‘Matter’ means the Society’s performance of its activities or exercise of its powers; or an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the Society.

‘Member’ means a person who has consented to become a Member of the Society and has been properly admitted to the Society, and who has not subsequently ceased to be a Member of the Society.

‘Membership Officer’ means a Member outside the Executive who has been appointed to be responsible for the Register of Members, sending out renewal reminders and tracking who has paid and who has not.

‘Minutes’ refers to the record of any meeting taken by the Secretary electronically or long hand and saved as a file in the Society’s Google Drive.

‘Notice’ to Members includes any notice given, including but not limited to; a written notice, newsletter, social media channel, text or email.

‘Officer’ means a natural person who is:

- (a) a member of the Executive, or
- (b) occupying a position in the Society that allows them to exercise significant influence over the management or administration of the Society.

‘President’ means the Officer responsible for chairing General Meetings and executive meetings, and who provides leadership for the Society.

‘Privacy Officer’ to oversee that the Society is meeting its obligations under the Privacy Act 2020.

‘Proxy’ means a person appointed by a Member to attend and vote on that Member’s behalf at a General Meeting. A proxy may be the Chairperson of the meeting or any other Member who is entitled to attend the meeting in person or online. The appointment of a proxy, and any voting instructions, must be provided by the Member in writing or by email to the Executive before the commencement of the meeting.

‘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.

‘Treasurer’ means the Officer responsible for managing the financial matters of the Society

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

‘Vice President’ means the Officer elected or appointed to deputise in the absence of the President.

‘Written notice’ may be given by including but not limited to; a written

notice, newsletter, social media channel, text or email.

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

2 Purposes

- 2.1 The Society is established and maintained exclusively for educational and charitable objects and purposes within New Zealand only, namely:
- (a) promote and enhance the Scientific Reserve on Mana Island and to ensure the continuance of the project, to provide financial, material and physical support for the work at Mana Island;
 - (b) to encourage and provide opportunities for persons and corporate bodies within New Zealand to take an active interest in all aspects of conservation on Mana Island;
 - (c) to promote and heighten public awareness of the existence, role and activities of Friends of Mana Island;
 - (d) to do all such things as are conducive or incidental to the attaining of the said objects and purposes;
 - (e) any income, benefit, or advantage must be used to advance the purposes of the Society.

3 Tikanga, kawa, culture or practice

- 3.1 The Society:
- (a) Respects the tikanga and kawa of Ngāti Toa Rangatira.
 - (b) Provides opportunities for all members to learn and understand the tikanga and kawa of Ngāti Toa Rangatira.
- 3.2 This Constitution shall be interpreted having regard to the tikanga and kawa of Ngāti Toa Rangatira.

4 Registered office

- 4.1 The registered office of the Society shall be at such place as the Executive shall from time to time determine. Due notice of every change of the place of the registered office shall be given to the Registrar of Incorporated Societies in a form as required by the Act.

5 Commencement date

- 5.1 This Constitution will come into effect on the day it is registered with the Registrar of Incorporated Societies, following approval by the Members at a General Meeting.

6 Financial Year

- 6.1 The financial year of the **Society** shall be from the 1st day of January to the

31st day of December in the same year.

7 Projects

- 7.1 Any project undertaken or assistance given in respect of Mana Island must be:
- (a) Consistent with the Conservation Management Strategy provisions for Mana Island for the time being; and
 - (b) Not inconsistent with the approved Mana Island Ecological Restoration Plan for the time being (laid down or adopted by the DOC and revised from time to time); and
 - (c) Approved by DOC;
 - (d) Not inconsistent with tikanga/cultural values of the owners of Mana Island, Ngāti Toa Rangatira; and
 - (e) Supportive of initiatives by Te Rūnanga o Toa Rangatira on the island, especially relating to the implementation of the Ngāti Toa Rangatira settlement.

8 Members

Minimum number of members

- 8.1 The Society shall maintain a minimum number of 15 Members as required by our quorum and in accordance with the Act.

Types of members

- 8.2 The classes of membership and the method by which Members are admitted to different classes of membership are as follows:
- (a) **Member**
A Member is an individual, group or body corporate admitted to membership under this Constitution and who or which has not ceased to be a member.
 - (b) **Life Member**
A Life Member is a person honoured for highly valued services to the Society, nominated by the Executive and elected as a Life Member by resolution of a General Meeting passed by a majority of those Members present and voting. 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.

9 Becoming a member

Consent and process

- 9.1 Membership shall be open to all persons, groups, bodies corporate and others who wish to support the objects and Purposes of the Society and who pay the Annual subscription required for membership.
- 9.2 An applicant for membership must complete the application form on the Society website and supply any information, as may be reasonably required

by the Executive regarding an application for membership, and will become eligible for acceptance as a Member on payment of the appropriate subscription.

- 9.3 For group membership including bodies corporate and families, the details required are of the person responsible for applying and paying the subscription.
- 9.4 Consent to become a Member is deemed to have been given by completion of the application form and payment of the annual subscription.
- 9.5 The Executive may accept or decline an application for membership at its sole discretion. The Executive must advise the applicant of its decision.

10 Members' obligations and rights

- 10.1 Every Member shall provide the Society in writing with that Member's name and contact details (namely, physical and email address and preferably a telephone number) and promptly advise the Society in writing, by email, text, post or courier, of any changes to those details.
- 10.2 A Member is only entitled to exercise the rights of membership (including attending and voting at General Meetings) if all subscriptions have been paid to the Society by the respective due date, but no Member or Life Member is liable for an obligation to the Society by reason only of being a Member.
- 10.3 Each Member shall undertake to act in accordance with the Rules and Policies of the Society.
- 10.4 A Member, who fails to comply with the Society rules or policy may incur a period of suspension by a majority vote of the Executive, such suspension being subject to appeal using the dispute resolution process.

11 Subscriptions

- 11.1 The annual subscription for membership for the following financial year shall be set by resolution of a General Meeting following a recommendation from the Executive.
- 11.2 The annual subscription is to be paid annually per Member.
- 11.3 Any Member failing to pay the annual subscription within 3 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 until all the arrears are paid.
- 11.4 If such arrears are not paid within 6 calendar months of the due date for payment of the subscription, the Member's membership will be terminated (without prior notice to that Member).

12 Ceasing to be a member

- 12.1 A Member ceases to be a Member—
 - (a) by resignation from that Member's class of membership by written notice to the Executive or Membership Officer, 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) when the Member has failed to pay a subscription or other amount due to the Society within six calendar months of the due date for payment,

with effect from (as applicable)—

- (e) the date of receipt of the Member's notice of resignation by the Executive or Membership Officer (or any subsequent date stated in the notice of resignation), or
- (f) the date of termination of the Member's membership under this Constitution, or
- (g) the date of death of the Member, or
- (h) six calendar months from the due date for payment.

- 12.2 On ceasing to be a Member, any property (including intellectual property) belonging to the Society should be returned to the Society unless specific approval is received from the Executive.

13 General Meeting

Procedures for all general meetings

- 13.1 The Executive shall give at least 21 days' Notice of any General Meeting, and at least 7 days' Notice of the business to be conducted at any General Meeting.
- 13.2 That Notice will be by means as determined by the Executive, including but not limited to; a written notice, newsletter, social media channel, text or email. 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.
- 13.3 No General Meeting may be held unless at least 15 eligible financial Members attend throughout the meeting, and this will constitute a quorum.
- 13.4 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 method determined by the Executive of the Society, and if at such adjourned meeting a quorum is not present those Members present in person, online or by proxy shall be deemed to constitute a sufficient quorum.
- 13.5 Any decisions made when a quorum is not present are not valid.
- 13.6 The Society may pass written resolutions in lieu of a General Meeting, and a written resolution is as valid for the purposes of the Act and this Constitution as if it had been passed at a General Meeting if it is approved

by no less than 50 percent of the eligible financial Members voting on the resolution. A written resolution may consist of 1 or more documents in similar form (including letters, electronic mail, or other similar means of communication) each proposed by or on behalf of 1 or more Members. A Member may give their approval to a written resolution by signing the resolution or giving approval to the resolution in any other manner permitted by the Constitution (for example, by electronic means).

- 13.7 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.
- 13.8 All General Meetings shall be chaired by the President. If the President is absent, the Executive shall elect another member of the Executive to chair that meeting.
- 13.9 The Executive may propose motions for the Society to vote on ('Executive Motions'), which shall be notified to Members with the notice of the General Meeting.
- 13.10 Any Member may request that a motion be voted on ('Member's Motion') at a General Meeting, by giving notice to the Secretary or other member of the Executive at least 7 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 other member of the Executive 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.

14 Minutes

- 14.1 The Society must keep minutes of all General Meetings.

15 Annual General Meetings

When they will be held

- 15.1 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 Executive and consistent with any requirements in the Act, and the Constitution relating to the procedure to be followed at General Meetings shall apply.
- 15.2 The Annual General Meeting must be held no later than 4 months after the balance date of the Society

Business

- 15.3 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 Executive's report on the finances of the Society, and the annual financial statements,
 - (d) set any subscriptions for the following financial year,
 - (e) the election of a President, Vice-President, Secretary, Treasurer, up to four additional members of the Society who shall form the Executive to govern the Society until the next Annual General Meeting,
 - (f) no person shall be elected to office under subsections v) of this paragraph hereof unless that person is present at the Annual General Meeting at which he or she is to be elected or has previously signified in writing his or her willingness to accept nomination.
 - (g) the election of an honorary solicitor.
 - (h) the election of an honorary chartered accountant.
 - (i) consider any motions of which prior notice has been given to Members with notice of the meeting, and
 - (j) consider any general business as may be accepted by permission of the majority of Members present and with power to vote at such meeting.
- 15.4 The Executive must, at each Annual General Meeting, present the following information—
- (a) an annual report on the operation and affairs of the Society including the sources and uses of funds, 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).
 - (d) All financial statements shall be signed by the President and Treasurer and shall have been reviewed by a chartered accountant in accordance with Paragraph 8.1 f) of this Constitution.

16 Special General Meeting

- 16.1 A Special General Meeting of the Society may be held at any time which the Executive may decide, by resolution.
- 16.2 The Executive must call a Special General Meeting if it receives a written request (email or post) from one more than half the Members within fourteen (14) days.
- 16.3 Any resolution or written request must state the business that the Special General Meeting is to deal with.
- 16.4 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 Executive's resolution or the written request by Members for the Meeting.

17 Voting at General Meetings

- 17.1 Only financial Members may vote at General Meetings—
- (a) present in person, or online
 - (b) through the authorized representative of a body corporate as notified to the Executive, and
 - (c) no other proxy voting shall be permitted.
- 17.2 The method of voting at all meetings of the Society shall be by voices or by show of hands or, on demand of the Chairperson or of 5 or more Members present, by secret ballot.
- 17.3 Each Member, including any body corporates, shall be only entitled to one vote.
- 17.4 The Chairperson shall have at all meetings a deliberative vote, and he or she shall in the case the votes are equal also have casting vote.
- 17.5 Unless otherwise required by this Constitution, all questions shall be decided by a simple majority of those in attendance in person and voting at a General Meeting.
- 17.6 A declaration by the Chairperson of any meeting to the effect that any resolution submitted at such meeting has been carried by a particular majority, or lost, and an entry to that effect in the Minutes of the Society shall be conclusive evidence of the fact without proof of the number of votes recorded in favour of or against the resolution.

18 Executive

Executive Composition

- 18.1 The Executive shall comprise the President, Vice-President, Treasurer, Secretary plus up to 4 more persons elected in accordance with 15.3 (e).
- 18.2 Officers on the Executive must be either:
- (a) Members of the Society, or
 - (b) Representatives of a body corporate that are Members of the Society.
- 18.3 Ngāti Toa Rangatira may appoint a representative to the Executive with all the same rights as the elected members.

The President and Vice-President

- 18.4 The President shall be elected by the Members of the Society and shall preside at all meetings of the Society and Executive when present and shall be an ex-officio member of all Committees and shall have general and active management responsibilities and shall see that all orders and resolutions of the Executive are carried into effect.
- 18.5 The Vice-President elected by the Members of the Society, will perform

such duties and exercise such powers as may be delegated by the President and in the absence of the President, the Vice-President shall perform the duties and exercise the powers of the President.

Secretary

- 18.6 The Secretary shall perform such duties and exercise such functions as may be reasonably required by the Executive from time to time.

Treasurer

- 18.7 The Treasurer shall have charge and custody of and be responsible for all funds and shall deposit such funds in the Society name in such banks, trust companies or other securities as may be selected by the Executive and shall render a statement of the condition of the finances to the Executive at all regular meetings and in general shall perform such other duties as the Executive may from time to time establish. All outgoing payments raised by the Treasurer via on-line banking shall be approved by another member of the Executive. The Treasurer shall furnish returns as required by Section 41 of the Charities Act 2005.

Functions of the Executive

- 18.8 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 Executive, in accordance with the Incorporated Societies Act 2022, any Regulations made under that Act, and this Constitution.

Power of the Executive

- 18.9 The Executive has all the powers necessary for managing – and for directing and supervising the management of – the operations and affairs of the Society, subject to such modifications, exceptions, or limitations as are contained in the Act or in this Constitution.
- 18.10 The Executive shall have the power to appoint a Convenor and members of such committees as it shall from time to time deem advisable and each such committee shall have such powers and duties as shall be fixed by said appointment. Each committee shall consist of such number of persons as shall be appointed from time to time by the Executive. The members of each such committee shall serve at the pleasure of the Society or the Executive.

General matters

- 18.11 The Executive 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 or post and any such resolution shall be recorded in the minutes of the next Executive or committee meeting.
- 18.12 Other than as prescribed by the Act or this Constitution, the Executive or any committee may regulate its proceedings as it thinks fit.

19 Executive meetings

Procedure

- 19.1 A quorum for meetings of the Executive shall not be less than one more than half the number of members of the Executive for the time being.
- 19.2 A meeting of the Executive may be held either—
- (a) by a number of the members of the Executive 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 Executive participating and constituting a quorum can simultaneously hear each other throughout the meeting.
- 19.3 The President shall be the Chairperson of the Executive. If at a meeting of the Executive, the President is not present, the members of the Executive present may choose one of their number to be chairperson of the meeting.
- 19.4 A resolution of the Executive may also be proposed by electronic means such as email provided all Officers on the Executive are notified of the resolution and given the opportunity to discuss the resolution prior to voting.
- 19.5 A resolution of the Executive is passed at any meeting of the Executive or electronically if a majority of the votes cast on it are in favour of the resolution.
- 19.6 Each member of the Executive shall have one vote at Executive meetings with the exception of the Chairperson who shall have a second or casting vote in addition to a deliberative vote. The Regional Director, DOC, shall not be entitled to vote at Executive Meetings.

Frequency and right to attend Executive meetings

- 19.7 The Executive shall meet at least quarterly in each year and at such other times as the President shall require.
- 19.8 Meetings shall be at such times and places and in such manner (including by audio, audio visual, or electronic communication) as the Executive may determine and otherwise where and as convened by the Chairperson or Secretary.
- 19.9 Executive meetings will be open to all Members to attend and speak on issues of concern to them, but not to take part in any decisions. The Executive may agree to go into committee to discuss any particular matter, and during such discussions any attendees who are not Executive members may be asked to leave.

20 Officers

Qualifications of officers

- 20.1 Prior to election or appointment as an Officer a person must –
- (a) be 16 years of age or older, and

- (b) consent in writing to be an Officer, and
 - (c) certify in writing that they are not disqualified from being elected or appointed as an Officer either by this Constitution or the Act.
- 20.2 Note that only a natural person may be an Officer and each certificate shall be retained in the Society's records.
- 20.3 In the event of a person being elected after nomination from the floor as per 6.2.a.ii, the consent and certification must be filed before the first Executive meeting after the election.

Election or appointment of officers

- 20.4 The election of Officers shall be conducted as follows.
- (a) Officers shall be elected to the Executive during Annual General Meetings according to the rules for passing resolutions at General Meetings as stated in section 3.6(e) above. However, if a vacancy in the position of any Officer occurs between Annual General Meetings, that vacancy may be filled by resolution of the Executive (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).
 - (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 an Officer (as described in the 'Qualification of Officers' rule above) shall be received by the Society at least 7 days before the date of the Annual General Meeting. If there are insufficient valid nominations received, further nominations may be received from the floor at the Annual General Meeting in which case the written consent and certification will be accepted post-election.
 - (c) Votes shall be cast in such a manner as the Chairperson determines. In the event of any vote being tied, the tie shall be resolved by the incoming Executive (excluding those in respect of whom the votes are tied). The failure for any reason of any financial Member to receive such Notice of the General Meeting shall not invalidate the election.
- 20.5 In addition to Officers elected under the foregoing provisions of this rule, the Executive 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 Executive 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). The Executive may also co-opt Members or others to form committees for special projects or duties.
- 20.6 Membership Officer – In addition to Officers elected under the foregoing provisions of this rule, the Executive may appoint a Membership Officer

who will be responsible for maintaining the register of Members of the Society.

- 20.7 Dedicated Contact Person - In addition to Officers elected under the foregoing provisions of this rule, the Executive may appoint up to 3 Dedicated Contact Persons who will be the official point of contact for the Society.
- 20.8 Privacy Officer - In addition to Officers elected under the foregoing provisions of this rule, the Executive may appoint a Privacy Officer to oversee that the Society is meeting its obligations under the Privacy Act 2020.

Term

- 20.9 The President is elected for a two-year term and may be re-elected for a maximum of two subsequent terms.
- 20.10 The term of office for all other Officers elected to the Executive shall be 1 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. There is no limit to the number of times they may be re-elected.

Removal of officers

- 20.11 An Officer shall be removed as an Officer by resolution of the Executive or the Society where the Executive passes a vote of no confidence in the Officer with effect from (as applicable) the date specified in a resolution of the Executive or Society.
- 20.12 An Officer who is absent from three consecutive meetings without approved leave, unless a majority of the Executive decides otherwise, will no longer be a member of the Executive.
- 20.13 Officers who are unable to fulfil their responsibilities due to mental or physical incapacity, those declared bankrupt, convicted of an indictable offence, or deemed unfit to continue as per the Act, will also cease to be members of the Executive.

Ceasing to hold office

- 20.14 An Officer ceases to hold office when they resign (by notice in writing to the Executive), are removed, die, or otherwise vacate office in accordance with section 50(1) of the Act.
- 20.15 Each Officer shall within 21 days of submitting a resignation or ceasing to hold office, deliver to the Executive all books, papers, electronic files, passwords and other property of the Society held by such former Officer.
- 20.16 Access to shared Google Drive resources will be rescinded.

Conflicts of interest

- 20.17 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 Executive and/or committee, and
- (b) in an Interests Register kept by the Executive.

20.18 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.

20.19 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 Executive and/or committee relating to the Matter unless all members of the Executive 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 Executive who are not interested in the Matter consent; but
- (c) may take part in any discussion of the Executive and/or committee relating to the Matter and be present at the time of the decision of the Executive and/or committee (unless the Executive and/or committee decides otherwise).

20.20 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.

20.21 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.

20.22 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 Executive shall consider and determine the Matter.

Duties of Officers

20.23 Act in good faith and in the best interests of the Society.

20.24 Exercise powers for proper purposes only.

20.25 Comply with the Act and the Constitution.

20.26 Exercise reasonable care and diligence.

20.27 Not create a substantial risk of serious loss to creditors.

20.28 Not incur an obligation the Officer doesn't reasonably believe the Society can perform.

21 Records

Register of Members

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

21.2 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) postal address (if known)
- (d) email address (if known)
- (e) whether the Member is financial or unfinancial

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

21.4 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.

Consents and Interests Register

21.5 The Executive shall at all times maintain an up-to-date register of the consents and interests disclosed by Officers and by members of any committee.

Access to information for members

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

21.7 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) refuse to provide the information, specifying the reasons for the refusal.

21.8 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.
- 21.9 Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

22 Finances

Control and management

- 22.1 The funds and property of the Society shall be—
- (a) controlled, invested and disposed of by the Executive, subject to this Constitution, and
 - (b) devoted solely to the promotion of the objects and purposes of the Society.
- 22.2 The Executive shall maintain bank accounts in the name of the Society. At least 3 Trustees will be appointed from members of the Executive of whom the Treasurer will be one. The signature or approval via online banking, of any 2 Trustees will be required to operate the bank account(s).
- 22.3 All money received on account of the Society shall be banked within 10 Working Days of receipt.
- 22.4 All accounts for payment of \$250 or less require the approval of 2 Officers. Amounts greater than \$250 require the approval at a meeting of the Executive except as provided for in a separate Payments Policy.
- 22.5 The Executive 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 as required under the Society's Constitution Rule 22.6, and

- (d) be able to be inspected by any financial Member not less than one week before each Annual General Meeting and the person inspecting may take copies of such accounts.
- 22.6 The Society's accounting records shall be reviewed annually by a chartered accountant in accordance with the NZ Institute of Chartered Accountants RS-1 Statement of Review Engagement Standards dated 08/89 as amended 02/03 and any changes to, or replacements of, the statement authorized by the Institute.
- 22.7 The accounting records must be kept in written form or in a form or manner such as computer accounting software that is easily accessible and convertible into written form. The accounting records must be kept for the current accounting period and for the last 7 completed accounting periods of the Society.

Balance date

- 22.8 The Society's financial year shall commence on the 1st day of January of each year and end on the 31st day of December in the same year (the latter date being the Society's balance date).

23 Dispute resolution

How a complaint is made

- 23.1 A Member or an Officer may make a complaint by giving to the Executive 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.
- 23.2 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.
- 23.3 The information given under subclause 23.1 (b) or subclause 23.2 (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.
- 23.4 A complaint may be made in any other reasonable manner permitted by the Society's Constitution.

Person who makes complaint has right to be heard

- 23.5 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.

- 23.6 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.
- 23.7 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 or verbal statement or submissions (if any) are considered by the decision maker.

Person who is subject of complaint has right to be heard

- 23.8 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.
- 23.9 The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
- 23.10 If the respondent is the Society, an Officer may exercise the right on behalf of the Society.
- 23.11 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.

Investigating and determining dispute

- 23.12 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.
- 23.13 Disputes must be dealt with under the Constitution in a fair, efficient, and effective manner and in accordance with the provisions of the Act.

The Society may decide not to proceed further with complaint

- 23.14 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.

Society may refer complaint

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

Decision makers

- 23.17 A person may not act as a decision maker in relation to a complaint if 2 or more members of the Executive 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.

24 Liquidation and removal from the register

Resolving to put society into liquidation

- 24.1 The Society may be liquidated in accordance with the provisions of Part 5 of the Act.
- 24.2 The Executive shall give 20 Working Days written Notice to all Members of the proposed resolution to put the Society into liquidation.
- 24.3 The Executive 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.
- 24.4 Any resolution to put the Society into liquidation must be passed by a 2/3 majority of all Members present and voting.

Resolving to apply for removal from the register

- 24.5 The Society may be removed from the Register of Incorporated Societies in accordance with the provisions of Part 5 of the Act.
- 24.6 The Executive shall give 20 Working Days written Notice to all Members of the proposed resolution to remove the Society from the Register of Incorporated Societies.
- 24.7 The Executive 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.
- 24.8 Any resolution to remove the Society from the Register of Incorporated Societies must be passed by a 2/3 majority of all Members present and voting.

Surplus assets

- 24.9 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 other similar incorporated bodies whose objects are for all intents and purposes the same or similar to the Society.

25 Alterations to the constitution

Amending this constitution

- 25.1 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.
- 25.2 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.

- 25.3 Any proposed resolution to amend or replace this Constitution shall be agreed to by at least 20 per cent of eligible Members and given in writing or email to the Executive at least 25 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.
- 25.4 At least 15 Working Days before the General Meeting at which any amendment is to be considered the Executive shall give to all Members notice of the proposed resolution, the reasons for the proposal, and any recommendations the Executive has.
- 25.5 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.
- 25.6 As 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.

26 Reporting

- 26.1 As a registered charity the Society must comply with the requirements to:
- (a) prepare performance reports and financial statements in line with the reporting standards for registered charities.
 - (b) complete the annual returns to the Charities Services.
 - (c) Notify the Registrar of the Incorporated Societies and/or Charities Services of any significant changes, including reviewing, updating, and confirming key information about the Society to make sure it is still operating legally.

27 Bylaws

- 27.1 The Executive 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.