

SPECIAL MEETING

AGENDA

Date: Wednesday, 24th May 2023

Time: 7.00pm

Place: Community Hall, Rear Section, Logan Road, Buckland

PRESENT:

APOLOGIES: Angela Morey, Wallace Bremner

1. Presentation of Constitution for Adoption
2. Discussion
3. Adoption

Constitution Rules

Introductory rules

Name

The name of the Society is **Buckland Community Centre Incorporated** (in these Rules referred to as the Society).

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:

- may obtain a financial benefit from any matter being dealt with by any Member (as a Committee Member, or in any general meeting, or otherwise for the Society) where that person is the spouse, civil union partner, de facto partner, child, parent, grandparent, grandchild, or first cousin of that Member
- 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
- 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
- may be interested in the matter because the Society’s constitution so provides.

No such Member shall be deemed to have any such interest:

- merely because that Member receives an indemnity, insurance cover, remuneration, or other benefits authorized under this Act; or
- 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
- 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 this Act or the Society’s constitution; or
- 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.

‘Chair’ means the Committee Member responsible for, among other things, overseeing the governance and operations of the Society and chairing general meetings.

‘Clear Days’ means complete days, excluding the first and last days named (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.

‘Committee Member’ means a member of the Committee, including the chair, secretary and treasurer.

‘General Meeting’ means either an Annual General Meeting or a special general meeting of the Society.

‘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 on posted on the Buckland Hall website or Facebook page; 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.

‘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 responsible for, among other things, keeping 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 responsible for, among other things, overseeing the finances of the Society.

Purposes

The primary purposes of the Society are to:

- To operate, manage and maintain the Buckland Hall on behalf of the community members in the membership area.
- To promote the use of the hall by the community members and wider community.
- To establish, promote and encourage social activities amongst its community members within the membership Area.
- To encourage the growth and spread of all healthy athletic sports pastimes and recreations within the membership area.
- To Invest, control and dispose of the funds of the Society for the benefit of the Society.

The Society must not operate for the purpose of, or with the effect of:

- any Member of the Society deriving any personal financial gain from membership of the Society, other than as may be permitted by law, or
- returning all or part of the surplus generated by the Society's operations to Members, in money or in kind, or
- conferring any kind of ownership in the Society's assets on Members

The Society will not operate for the financial gain of Members simply if the Society

- engages in trade,
- for matters that are incidental to the purposes of the Society, pays a Member of the Society that is a body corporate that is not, or are the trustees of a trust that are not, carried on for the private pecuniary profit of any individual,
- reimburses a Member for reasonable expenses legitimately incurred on behalf of the Society or while pursuing the Society's purposes,
- provides benefits to Members of the public or of a class of the public and those persons include Members or their families,
- pays a Member a salary or wages or other payments for services to the Society on arm's length terms (terms reasonable in the circumstances if the parties were connected or related only by the transaction in question, each acting independently, and each acting in its own best interests; or are terms less favourable to the Member than those terms),
- pays any Member interest at no more than current commercial rates on loans made by that Member to the Society, or
- provides a Member with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of the Society.

Buckland Community Centre Incorporated – Constitution Rules

- No Member, or Associated Person, is allowed to take part in, or influence 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.
- Any payments made to a Member or Associated Person must be for goods and services that advance the charitable purpose and must be reasonable and relative to payments that would be made between unrelated parties.

Tikanga / Culture

The tikanga or culture of the **Society** is as follows:

- To manage and administer the Buckland Hall in a manner which respects and engages with the community to reflect their diversity, wants and needs.
- Provide an accessible and welcoming environment as a focal point for the community to come together.
- Encourage and support the community to reflect their hobbies, interests, life and community events in the use of the hall.
- Guardianship / Kaitiakitanga; To care for the fabric of the hall as a resource on behalf of the community and future generations.

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

Act and Regulations

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

Registered office

The registered office of the Society shall be at such place in New Zealand as the Committee from time to time determines, and changes to the registered office shall immediately be notified to the registrar of Incorporated Societies in a form and as required by the statute.

Power to borrow money

The Society has the power to borrow money.

Other powers

In addition to its statutory powers, the Society:

- may 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
- may invest in any investment in which a trustee may lawfully invest.

Members

Minimum number of Members

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

Types of Members

Any resident over the age of 16 years living within the designated Buckland Hall Community Area Boundary (as shown on the map attached to these Rules) is eligible to be a Member of the Society.

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

Member:

A Member lives within the designated Buckland Hall Community Area Boundary (as shown on the map attached to these Rules) and admitted to membership under these Rules and who or which has not ceased to be a Member.

Other Members

Certain individuals may wish to become Members but live outside the designated membership area as shown on the map attached to these Rules who can be admitted to membership under these Rules due to their historical, cultural or personal interest in the Buckland Hall, the work of the community and the Committee.

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.

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.

A life Member is not required to live within the designated membership area to be a life Member.

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.

Becoming a Member: consent

Every applicant for membership must consent in writing to becoming a Member if required by the Committee.

Becoming a Member: process

An applicant for membership must live within the Buckland Hall Community Area Boundary (as shown on the map attached to these Rules) and complete a Membership Application Form (either in person or digitally) or attend an interview and seek approval as required by the Committee. *

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).

Membership Area

The membership area means the district bound as follows:

on the North

by the Kitchener Road east to Buckland Road and follow the northern boundary of Pukekohe Park and the Franklin Trotting Club to Royal Doulton Drive then Goldings Road north to Pukekohe East Road and Mill Road to State Highway 1.

on the East

by the State highway 1 from Mill Road to Nikau Road.

on the South

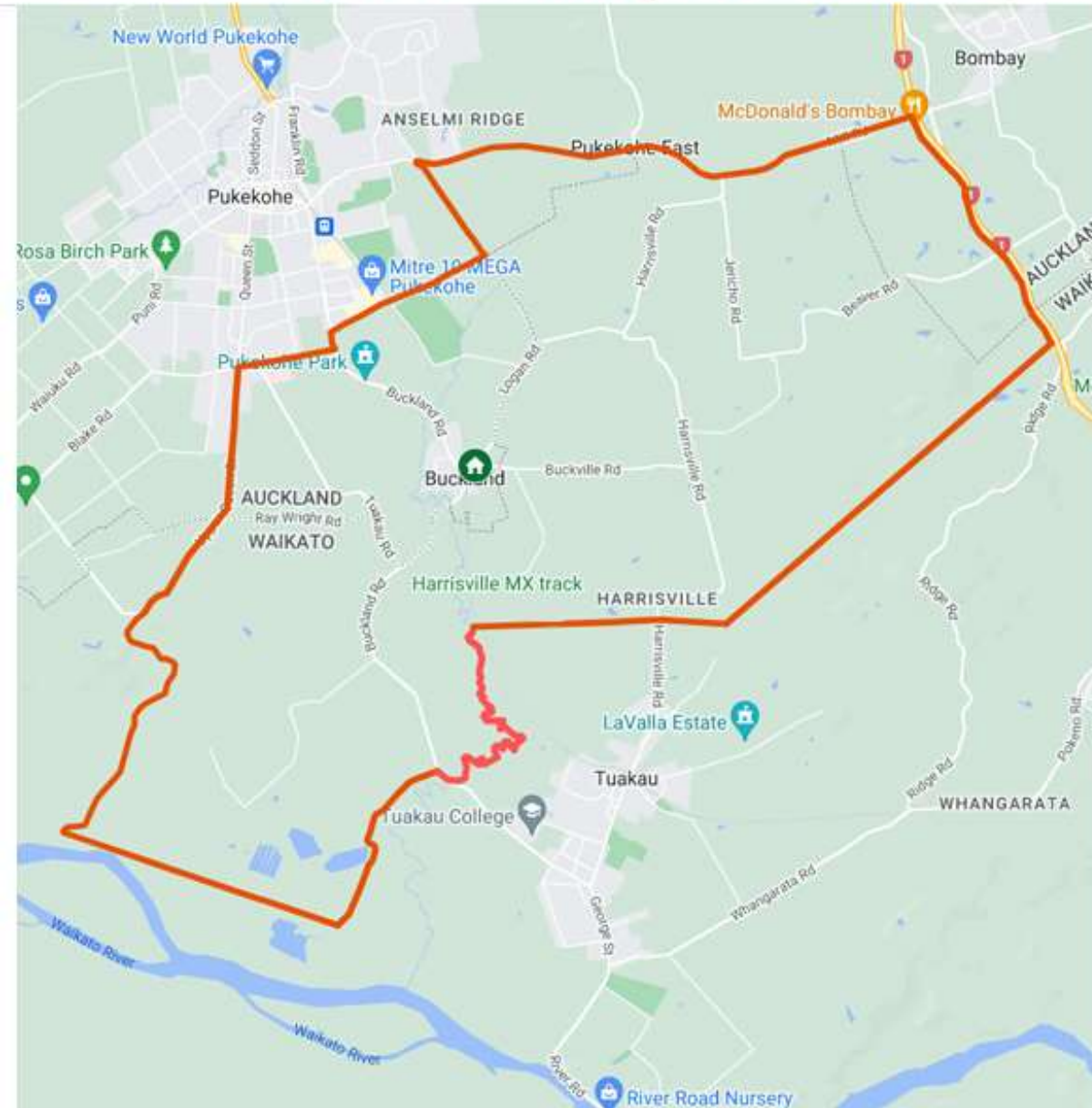
from State Highway 1 and Nikau Road to Harrisville Road then across to the Tutaenui Stream boundary. Follow the stream until Buckland Road then follow Friedlander Road to its end.

on the West

by a straight line from the end of Friedlander Road to Cameron Town Road at the junction of Clifford Road then follow Cameron Town Road and Upper Queen Street north to Kitchener Road and the northern boundary.

The designated membership area is shown on the map attached to these Rules.

Buckland Hall Community Area Boundary



Obligations and rights

If requested by the Committee any community 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.

Membership does not confer on any Member any right, title, or interest (legal or equitable) in the property of the Society.

Other obligations and rights

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

A Member is only entitled to exercise the rights of membership (including attending and voting at general meetings, accessing or using the Society's premises, facilities, equipment and other property) if they live within the designated membership area as shown on the map attached to these Rules, but no Member or life Member is liable for an obligation of the Society by reason only of being a Member.

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.

Subscriptions and fees

Subscriptions and fees are set at the Annual General Meeting or at a Special Meeting.

Ceasing to be a Member

A Member ceases to be a Member:

- If they move out of the designated membership area as shown on the map attached to these Rules
- on death
- by resignation from that Member's class of membership by notice to the secretary
- on termination of a Member's membership following a dispute resolution process under these Rules.

Obligations on resignation

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

- shall cease to hold himself or herself out as a Member of the Society
- shall return to the Society all material provided to Members by the Society including any membership certificate, badges, handbooks and manuals.
- shall cease to be entitled to any of the rights of a Society Member.

Becoming a Member again

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

However, if a former Member's membership was terminated following a dispute resolution process, the applicant may be re-admitted only by a general meeting on the recommendation of the Committee.

General meetings

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.

Annual General Meetings: business

The business of an Annual General Meeting shall be to:

- confirm the minutes of previous Society meeting(s),
- adopt the annual report on Society business,
- adopt the treasurer's report on the finances of the Society, and the annual financial statements,
- election of Committee Members & officers,
- set any subscriptions for the current financial year,
- consider any motions,
- consider any general business.

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

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

Special General Meetings

Special general meetings may be called at any time by the Committee by resolution. The Committee must call a special general meeting if the secretary receives a written request signed by at least 10 Members. Any resolution or written request must state the business that the special general meeting is to deal with.

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.

Procedure

The Committee shall give all Members **at least 7 clear days' notice** of any general meeting and of the business to be conducted at that general meeting.

The general meeting and its business will not be invalidated simply because one or more Members do not receive the notice.

Members may attend, speak and vote at general meetings in person only, since no other proxy voting shall be permitted.

No general meeting may be held unless **at least 15 eligible community Members attend**. This will constitute a quorum.

If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting – if convened upon request of Members – shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the chair of the Society, and if at such adjourned meeting a quorum is not present those present in person shall be deemed to constitute a sufficient quorum. Any decisions made when a quorum is not present are not valid.

Any person chairing a general meeting has a deliberative and, in the event of a tied vote, a casting vote.

All general meetings shall be chaired by the chair. If the chair is absent, the meeting shall elect another Committee Member to chair that meeting.

Any person chairing a General Meeting may:

- With the consent of Members present at the 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.
- 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.

- In the absence of a quorum or in the case of emergency, adjourn the meeting or declare it closed.
- The Committee may put forward motions for the Society to vote on ('Committee motions'), which shall be notified to Members with the notice of the general meeting.
- 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 7 clear days before that meeting. The Member may also provide information in support of the motion ('Member's information').

Minutes

Minutes must be kept by the secretary of all general meetings.

Committee

Composition

The Committee will consist of 7 Committee Members who are:

- Members;
- natural persons;
- not disqualified by these Rules or the Act.

The Committee will include:

- a Chair
- a secretary and a treasurer, who may be the same person,
- not fewer than 5 or more than 15 other Committee Members.

Qualifications

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.

The following persons are disqualified from being appointed or holding office as a Committee Member:

- a person who is under 16 years of age,
- a person who is an undischarged bankrupt,
- 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,

- 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,

A person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years:

- an offence under subpart 6 of Part 4,
- a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961),
- an offence under section 143B of the Tax Administration Act 1994,
- an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs above
- a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere,

a person subject to:

- an order under section 108 of the Credit Contracts and Consumer Finance Act 2003;
- a forfeiture order under the Criminal Proceeds (Recovery) Act 2009;
- 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.

Election or appointment of Committee Members

The election of Committee Members shall be conducted as follows:

Committee Members shall be elected during Annual General Meetings. However, if a vacancy in the position of any Committee Member occurs between Annual General Meetings, that vacancy shall be filled by resolution of the Committee (and any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as a Committee Member by these Rules or the Act).

A candidate's written nomination, accompanied by the written consent of the nominee (who must be a community Member) with a certificate that the nominee is not disqualified from being appointed or holding office as a Committee Member by these Rules or the Act, shall be received by the secretary **at least 7 Clear 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.

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

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

The failure for any reason of any community Member to receive such notice shall not invalidate the election.

In the event of any vote being tied, the tie shall be resolved by the incoming Committee (excluding those in respect of whom the votes are tied).

Term

The term of office for all Committee Members shall be 1 year, expiring at the end of the Annual General Meeting In the year corresponding with the last year of each Committee Member's term of office.

No Committee Member shall serve for more than 10 consecutive terms.

No chair shall not serve for more than 10 consecutive years as Chair.

Removal

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) the following steps shall be taken:

The Committee Member who is the subject of the complaint, must be advised of all details of the complaint.

The Committee Member who is the subject of the complaint, must be given adequate time to prepare a response.

The complainant and the Committee Member who is the subject of the complaint, must be given an adequate opportunity to be heard, either in writing or at an oral hearing by the Committee (excluding the Committee Member who is the subject of the complaint) if it considers that an oral hearing is required.

Any oral hearing shall be held by the Committee (excluding the Committee Member who is the subject of the complaint), and/or any oral or written statement or submissions shall be considered by the Committee (excluding the Committee Member who is the subject of the complaint).

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.

Cessation of Committee Membership

A Committee Member shall be deemed to have ceased to be a Committee Member if that person ceases to be a Member.

Each Committee Member shall **within 7 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.

Functions

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.

Officers' duties Mandatory

At all times each Committee Member:

- shall act in good faith and in what he or she believes to be the best interests of the Society,
- must exercise all powers for a proper purpose,
- must not act, or agree to the Society acting, in a manner that contravenes the statute or this constitution,
- 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,
- 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,
- 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.

Secretary

The duties of the secretary are to

- attend at all meetings of the Society and Committee, manage all correspondence, make all entries, keep a general register of all Members of the Society, keep all minutes of the Society's proceedings, and provide same at all meetings.
- The secretary must keep a record of the Members present and voting at all meetings for the election of Committee Members.
- The register of community Members must contain full names and addresses, class of Member and the dates at which they became Member.
- The secretary is entrusted with the possession of all necessary books, papers and other properties belonging to the Society, subject to the control of the Committee for the time being.
- The Secretary must supply each Member with a copy of the financial statement upon the affairs and activities of the Society **7 days** before the Annual General Meeting.
- The secretary's obligations may be waived or varied, in whole or in part, by a resolution of the Society at an Annual General Meeting.

Treasurer

The duties of the treasurer are as follows:

- Overall financial responsibility is that of the Committee however the treasurer will be responsible for the day to day activities.
- Be responsible for receiving and banking all monies due to the Society and to pay all debts and expenses properly contracted by the Society.
- Submit a financial report to the AGM.
- Submitting accounts to the Committee for payment approval.
- The treasurer must keep correct and proper accounts and books showing the financial affairs of the Society and other particulars
- Must pay direct to the credit of the Society at the bank determined by the Committee from time to time all moneys the treasurer receives on behalf of the Society.
- **Not less than 7 days** prior to the Annual General Meeting the treasurer must prepare and deliver a statement of the financial affairs of the Society to the secretary, examined and certified as correct by the auditor (if any). The statement must then be submitted to the Committee at the Annual General Meeting.
- All payments out of the funds of the Society must be made by the treasurer and be countersigned by the chair, the Secretary, another Member of the Committee, or by order of the Committee, by cheques or withdrawal forms, direct debit or electronic banking system, signed or authorised under the Committee's direction.
- The Treasurer's obligations may be waived or varied, in whole or in part, by a resolution of the Society at an Annual General Meeting.

Powers

Subject to these Rules and any resolution of any general meeting the Committee may:

- 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,
- enter into contracts on behalf of the Society or delegate such power to a Committee Member, sub-committee, employee, or other person.

Sub-committees

The Committee may appoint sub-committees consisting of such persons (whether or not Members of the Society) and for such purposes as it thinks fit. Unless otherwise resolved by the Committee:

- the quorum of every sub-committee is half the Members of the sub-committee,

- no sub-committee shall have power to co-opt additional Members,
- a sub-committee must not commit the Society to any financial expenditure without express authority,
- a sub-committee must not further delegate any of its powers.

General issues

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.

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

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.

Conflicts of interest

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:

- may obtain a financial benefit from the matter;
- 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;
- may have a financial interest in a person to whom the matter relates;
- 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.

However, a Member of the Committee and/or sub-committee is not interested in a matter—

- merely because the Member of the Committee and/or sub-committee receives an indemnity, insurance cover, remuneration, or other benefits authorised under the Act;
- 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;
- 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;
- 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.

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)—

- to the Committee and/or sub-committee.
- in an interests register kept by the Committee.
- 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.

A Member of the Committee and/or sub-committee who is interested in a matter—

- must not vote or take part in the decision of the Committee and/or sub-committee relating to the matter;
- must not sign any document relating to the entry into a transaction or the initiation of the matter;
- may take part in any discussion of the Committee and/or sub-committee relating to the matter and be present at the time of the decision of the Committee and/or sub-committee (unless the Committee and/or sub-committee decides otherwise).

However; 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.

Where 50 per cent 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.

INDEMNITY (Legal exemption from penalties)

The Committee, the Members of any sub-committee, and all other officers of the Society are fully and personally indemnified against the following situations arising directly or indirectly from any act or omission in the execution and performance of their respective offices, services, or trusts:

- All manner of losses, costs, charges, damages and expenses;
- Any act, default or omission of any act;
- Any involuntary loss, misfortune, or damage whatsoever;
- All taxes, duties, levies or imposts and any penalties and interest incurred in their name on behalf of the

Society.

Committee meetings

Frequency

The Committee shall meet **at least quarterly** and at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the chair or secretary.

Procedure

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

Records

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.

Contents of Register of Members

The information contained in the register of Members shall include each Member's:

- residential address
- phone number (landline and/or mobile)
- email address (if any)
- the date the Member became a Member,
- occupation, (optional)

Every Member shall promptly advise the secretary of any change of their contact details.

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.

Register of interests

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

Access to other information

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

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

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

- provide the information,
- agree to provide the information within a specified period,
- 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,
- refuse to provide the information, specifying the reasons for the refusal.

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

- withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons,
- the disclosure of the information would, or would be likely to, prejudice the commercial position of the Society or of any of its Members,
-
- 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,
- withholding the information is necessary to maintain legal professional privilege,
- the disclosure of the information would, or would be likely to, breach an enactment,
- 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,

- the request for the information is frivolous or vexatious.

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—

- that the Member will pay the charge;
- that the Member considers the charge to be unreasonable.

Nothing in this Rule limits Information Privacy Principle 6 of the Privacy Act 2020.

Finances

Control and management

The funds and property of the Society shall be:

controlled, invested and disposed of by the Committee, subject to these Rules, and devoted solely to the promotion of the purposes of the Society.

Overall financial responsibility is that of the Committee however the treasurer will be responsible for the day to day activities.

Balance date

The Society's financial year shall commence **on 1st May of each year and end on 30th April** (the latter date being the Society's balance date).

Auditors

An auditor may be appointed at the Annual General Meeting to comply with any act or regulation as required by law.

Dispute resolution

Raising disputes

Any grievance by a Member, and any complaint by anyone, is to be lodged by the complainant with the secretary in writing and must provide such details as are necessary to identify the details of the grievance or complaint. All Members (including the Committee) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Society's activities.

The complainant raising a grievance or complaint, and the Committee, must consider and discuss whether a grievance or complaint may best be resolved through informal discussions, mediation or arbitration. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

Investigating disputes

This rule concerns any grievances of Members relating to their rights and interests as Members, and any complaints concerning the alleged conduct or discipline of Members, collectively referred to as “disputes.”

These disputes procedures are designed to enable and facilitate the fair, prompt and efficient resolution of grievances and complaints.

Rather than investigate and deal with any grievance or complaint, the Committee may:

- appoint a sub-committee to deal with the same, or
- refer the same to an external arbitrator, arbitral tribunal, or external visitor (or referee), so long as minimum standards of natural justice and the following requirements under this rule are satisfied,

The Committee or any such sub-committee or person considering any grievance or complaint is referred to hereafter as the "decision-maker".

The decision-maker:

- shall consider whether to investigate and deal with the grievance or complaint, and
- may decline to do so
(for instance, if the decision-maker is satisfied that the complainant has insufficient interest in the matter or otherwise lacks standing to raise it; the matter is trivial or does not appear to disclose material misconduct or material; the matter raised appears to be without foundation or there is no apparent evidence to support it; some damage to Members’ interests may arise; or the conduct, incident, event or issue has already been investigated and dealt with by the Society).

Where the decision-maker decides to investigate and deal with a grievance, the following steps shall be taken:

- The complainant and the Member, or the Society which is the subject of the grievance, must be advised of all details of the grievance.
- The Member, or the Society which is the subject of the grievance, must be given an adequate time to prepare a response.
- The complainant and the Member, or the Society which is the subject of the grievance, must be given an adequate opportunity to be heard, either in writing or at an oral hearing if the decision-maker considers that an oral hearing is required.
- Any oral hearing shall be held by the decision-maker, and/or any written statement or submissions shall be considered by the decision-maker.

Where the decision-maker decides to investigate and deal with a complaint, the following steps shall be taken:

- The complainant and the Member complained against must be advised of all allegations concerning the Member, and all details of the complaint.
- The Member complained against must be given an adequate time to prepare a response.
- The Member complained against must be given an adequate opportunity to be heard, either in writing or at an oral hearing if the decision-maker considers that an oral hearing is required.
- Any oral hearing shall be held by the decision-maker, and/or any written statement or submissions shall be considered by the decision-maker.

A Member may not make a decision on, or participate as a decision-maker in regards to a grievance or complaint, if two or more Committee Members, or the decision-maker, consider that there are reasonable grounds to infer that the person may not approach the grievance or complaint impartially, or without a predetermined view. Such a decision must take into account the context of the Society and the particular case, and may include consideration of facts known by the other Members about the decision-maker, so long as the decision is reasonably based on evidence that proves or disproves an inference that the decision-maker might not act impartially.

Resolving disputes

The decision-maker may:

- dismiss a grievance or complaint, or
- uphold a grievance and make such directions as the decision-maker thinks appropriate (with which the Society and Members shall comply),
- uphold a complaint and:
- reprimand or admonish the Member, and/or
- suspend the Member from membership for a specified period, or terminate the Member's membership, and/or
- order the complainant (if a Member) or the Member complained against, to meet any of the Society's reasonable costs in dealing with a complaint.

Winding up

Process

The Society may be wound up, or liquidated, or removed from the Register of Incorporated Societies in accordance with the provisions of the Act.

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.

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

Surplus assets

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

On the winding up or liquidation or removal from the Register of Incorporated Societies of the Society, its surplus assets after payment of all debts, costs and liabilities shall be vested in Franklin Hospice.

However, on winding up by resolution under this rule, the Society may approve a different distribution to a different entity from that specified above, so long as the Society complies with these Rules in all other respects.

Alterations to the Rules

Amending these Rules

The Society may amend or replace these Rules at a general meeting by a resolution passed by a simple majority of those Members present and voting.

Any proposed motion to amend or replace these Rules shall be signed by **at least 15** of eligible Members and given in writing to the Secretary **at least 7 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.

At least 7 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.

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

Other

Common seal

The common seal of the Society must be kept in the custody of:

the secretary

The common seal may be affixed to any document:

- a. by resolution of the Committee, and must be countersigned by two Committee Members or by one Committee Member and the secretary
- b. by such other means as the Committee may resolve from time to time.

Contact person

The Society's contact officer must be:

- At least 18 years of age, and
- A Committee Member, and
- At all times be resident in New Zealand, and
- Not disqualified under the Statute from holding that office

and shall be the Chair

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.

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.