

CONSTITUTION RULES

Name and Legal Status

The name of the Society is **The Buckland Community Centre Incorporated** (the Society).

The Society is an Incorporated Society under the Incorporated Societies Act 2022 (the Act). The Society is a not-for-profit organization and operates for charitable purposes.

Definitions

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

'Act' means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.

'Annual General Meeting' means a meeting of the Members of the Society held once per year which, among other things, will receive and consider reports on the Society's activities and finances.

'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.

The Buckland Community Centre Incorporated

‘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 or 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 / OBJECTS

The purposes of the Society are charitable purposes for the benefit of the public, including the Buckland community by:

- Acting as a community-led resource organisation that supports, strengthens, and connects people, groups, and initiatives within the Buckland Hall Community Area and the wider district.
- Providing stewardship, governance, and management of community assets entrusted to the Society, including (but not limited to) Buckland Hall, for the community benefit of present and future generations.
- Supporting social, cultural, educational, recreational, and community wellbeing initiatives that enhance resilience, inclusion, participation, and connection.
- Facilitating collaboration, learning, and capacity-building through training, hui, events, and partnerships with community groups, iwi, local authorities, and other organisations.
- Encouraging volunteerism, leadership development, and intergenerational participation within the community.
- Promoting tikanga, values, and practices that reflect respect, manaakitanga, kaitiakitanga, and collective responsibility for the purpose of strengthening community wellbeing, inclusion, and stewardship of the shared resources.

The Society may pursue these purposes by any lawful means consistent with this Constitution. The specific activities undertaken by the Society may change over time and are not limited to any venue, program, or asset.

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 that is a body corporate, or the trustees of a trust, provided that the entity is 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 favorable 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.
- 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

In carrying out its purposes / objects, the Society seeks to:

- Act with manaakitanga – care, respect, and hospitality towards all people.
- Uphold kaitiakitanga – stewardship of community resources, relationships, and taonga.
- Foster whanaungatanga – connection, belonging, and mutual support.
- Encourage kotahitanga – collaboration and shared purpose.
- Honour the diverse cultures, histories, and experiences that make up the Buckland and wider community.

These principles guide how the Society carries out its charitable purposes and do not limit or replace those purposes.

Act and Regulations

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

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 Act.

Powers

- The Society has all powers necessary or desirable to advance its purposes, including all powers of an incorporated society under the Act.
- Without limitation, the Society may:
 - i. borrow money and grant security over its assets.
 - ii. receive grants, donations, bequests, and sponsorships.
 - iii. acquire, lease, manage, maintain, and dispose of property.
 - iv. employ or contract with staff, contractors, or volunteers.
 - v. invest funds in any investment in which a trustee may lawfully invest.
 - vi. establish policies, procedures, and guidelines to support its purposes.
- The Society must not distribute any surplus or financial benefit to Members, except as permitted by the Act.

MEMBERS

Minimum number of Members

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

Classes of Members

The Society shall have the following classes of membership:

- Community Members (Voting Members)
- Associate Members (Non-voting Members)
- Life Members
- Honorary Members

Committee Composition (Membership-related Rule)

A majority of the Committee members must at all times be Community Members.

Community Members (Voting Members)

A Community Member is a person who:

- is aged 16 years or older; and
- ordinarily resides within the Buckland Hall Community Area Boundary (as shown on the map attached to these Rules); and
- has been admitted to membership in accordance with these Rules; and

- has not ceased to be a Member.

Community Members have full membership rights, including the right to:

- attend, speak, and vote at general meetings of the Society; and
- stand for election to the Committee and hold office within the Society.

Associate Members (Non-voting Members)

An Associate Member is a person who does not reside within the Buckland Hall Community Area Boundary, but who has been admitted to membership due to their historical, cultural, or personal interest in Buckland Hall or in the work of the Society.

An Associate Member may:

- attend and speak at general meetings of the Society; and
- stand for election to the Committee and hold office within the Society, subject to these Rules.

An Associate Member has no voting rights at general meetings of the Society.

Life Member

A Life Member is a person honored 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 Community Members present and voting.

A Life Member:

- is not required to live within the Buckland Hall Community Area Boundary; and
- is not required to pay subscriptions; and
- has the same rights and privileges as an Associate Member unless they also qualify as a Community Member, in which case they shall have the rights of a Community Member, including voting rights.

Honorary Member

An Honorary Member is a person honoured for services to the Society or in an associated field and elected as an Honorary Member by resolution of a general meeting passed by a two-thirds majority of the Community Members present and voting.

An Honorary Member:

- has no membership rights, privileges, or duties.
- is not counted for quorum or membership numbers, and
- is not a Member for the purposes of the Incorporated Societies Act 2022

Voting rights for Committee Members who are otherwise non-voting:

A Member of the Society who is not ordinarily entitled to vote at general meetings shall, while serving as a Committee Member, have full voting rights at all general meetings. This right applies only for the period they are a Committee Member and does not otherwise change their membership class or rights.

Becoming a Member: Consent

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

Becoming a Member: Application Process

An applicant for Community Membership must:

- reside within the Buckland Hall Community Area Boundary; and
- complete a Membership Application Form (either in person or digitally) or attend an interview if required by the Committee.

An applicant for Associate Membership:

- is not required to reside within the Buckland Hall Community Area Boundary, and
- must complete a Membership Application Form (either in person or digitally) or attend an interview if required by the Committee.

The Committee may accept or decline any application for membership. The Committee must advise the applicant of its decision but is not required to provide reasons for that decision.

Voting Rights

Only Community Members are entitled to vote at general meetings except as provided for in Rule granting temporary voting rights to Committee Members who are otherwise non-voting Members.

Associate Members, Life Members (unless also Community Members), and Honorary Members have no voting rights.

Membership Area

The membership area means the district bounded 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.

The Buckland Community Centre Incorporated

on the South

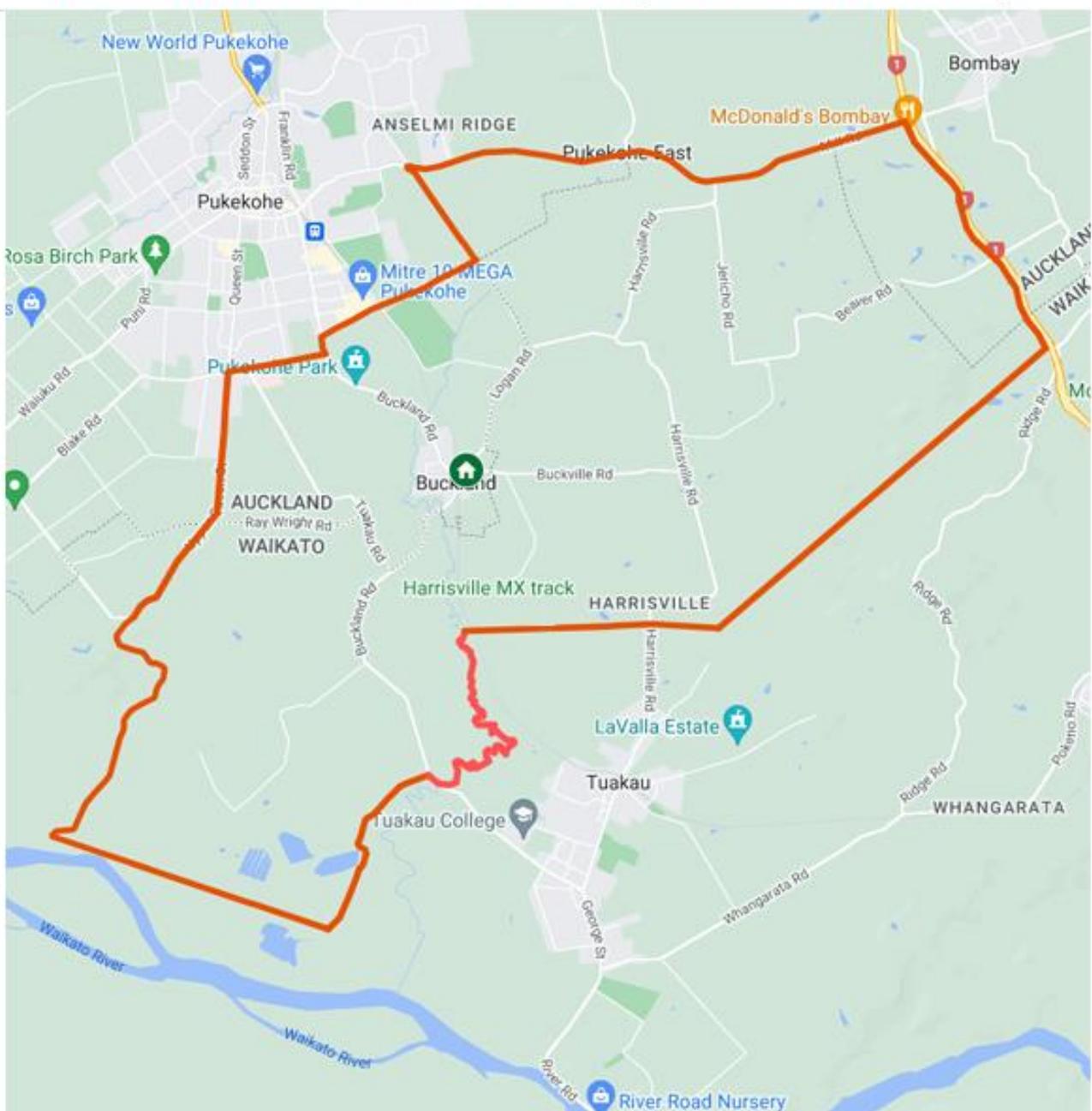
from State Highway 1 and Nikau Road to Harrisville Road then across to the Tutaenui Stream boundary. Follow the stream until Buckland Road then follow Friedlander Road to its end.

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 below.

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 Community Member is entitled to exercise voting rights at general meetings.

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 of the Society if the Member:

- in the case of a Community Member, no longer ordinarily resides within the designated membership area, as determined by the Committee
- dies
- resigns from their class of membership by notice to the Secretary
- has their membership terminated following a dispute resolution process carried out in accordance with these Rules; or
- ceases to meet any mandatory eligibility requirement applicable to their class of membership.

Obligations on resignation

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

- must immediately cease to hold themselves out as a Member of the Society.
- must return to the Society all property, documents, and materials belonging to the Society.
and
- ceases to be entitled to any rights, privileges, or benefits of membership.

Becoming a Member again

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

Re-admission may occur only by resolution of the Committee, provided that the former Member meets all eligibility requirements for the relevant class of membership.

However, if a former Member's membership was terminated following a dispute resolution process, that person may be re-admitted only by resolution of a general meeting, following a 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 of the Incorporated Societies Act 2022. The Rules relating to the procedure to be followed at general meetings shall apply to Annual General Meetings.

Annual General Meetings: business

The business of the 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 and officers,
- set any subscriptions for the current financial year,
- consider any motions properly submitted, and
- consider any general business.

At each Annual General Meeting, the Committee must present:

- 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 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 resolution of the Committee, including for the purpose of considering and approving constitutional amendments or any other matter requiring a decision of Members.

The Committee must call a Special General Meeting if the Secretary receives a written request signed by at least 10 Community 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.

Notice of General Meetings

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. Notice may be given by email or other agreed electronic means.

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

Attendance, Speaking, and Voting

All Members may attend and speak at general meetings. Only Community Members are entitled to vote at general meetings.

Voting may be exercised:

- in person; or
- by proxy, provided that the proxy is appointed in writing in a form approved by the Committee and received by the Secretary before the commencement of the meeting.

A proxy must be another Community Member and may exercise only the voting rights of the appointing Member.

Quorum

No general meeting may be held unless at least 15 eligible Community Members are present in person or represented by proxy. This constitutes a quorum.

If, within 30 minutes after the time appointed for a meeting, a quorum is not present:

- the meeting, if convened upon the written request of Members, shall be dissolved; or
- in any other case, the meeting shall be adjourned to a date, time, and place determined by the chair.

If at the adjourned meeting a quorum is not present, the meeting may proceed for discussion only, but no binding decisions may be made.

Chairing of General Meetings

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

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

Powers of the Chair

- 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, and
- In the absence of a quorum or in the case of emergency, adjourn the meeting or declare it closed.

Motions

- 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 Community Member may request that a motion be voted on at a general meeting (Member's motion) by giving written notice to the Secretary at least 7 clear days before the meeting. The Member may also provide written information in support of the motion.

Minutes

The Secretary of all general meetings must keep minutes.

COMMITTEE

Role and Authority

The Society shall be governed by a Committee, which is accountable to the Members for advancing the Society's purposes and implementing resolutions of general meetings.

Subject to these Rules and any resolution of a general meeting, the Committee may exercise all powers of the Society except those required by law or these Rules to be exercised by the Society in general meeting.

Composition

The Committee shall consist of between 5 and 15 Committee Members, including:

- a Chair.
- a Secretary.
- a Treasurer (who may also be the Secretary); and
- other Committee Members as determined by the Society.

All Committee Members must:

- be Members of the Society.
- be natural persons; and
- not be disqualified under these Rules or the Incorporated Societies Act 2022.

Eligibility and Composition Rule

At all times, a majority of the Committee must be Community Members, in accordance with these Rules.

Committee Members who are non-voting Members of the Society may exercise voting rights at general meetings while serving on the Committee (see Membership section).

Eligibility and Qualifications

Prior to election or appointment, every Committee Member must consent in writing to being a Committee Member and certify in writing that they are not disqualified from holding office under these Rules or the Act.

A person is disqualified from being a Committee Member if they:

- are under 16 years of age.
- are an undischarged bankrupt.
- are prohibited from managing an entity under any enactment.
- are disqualified as an officer of a charitable entity under the Charities Act 2005; or
- have, within the previous 7 years, been convicted and sentenced for an offence involving dishonesty, serious financial misconduct, money laundering, or terrorism financing (in New Zealand or an equivalent overseas offence).

Election, Appointment, and Term

Committee Members shall be elected at each Annual General Meeting.

If a vacancy occurs between Annual General Meetings, the Committee may appoint a replacement by resolution. Any appointment must comply with the requirement that a majority of Committee Members are Community Members, unless this Rule is temporarily waived by a majority of the Committee solely for the purposes of filling a vacancy, and provided the majority requirement is restored within 90 days or at the next general meeting (whichever occurs first).

Committee Members hold office for a term of one year, expiring at the conclusion of the next Annual General Meeting.

No Committee Member may serve more than 10 consecutive terms.

No person may serve as Chair for more than 10 consecutive years.

Removal and Cessation

Removal for Cause

Where a complaint is made concerning the actions or inaction of a Committee Member in their capacity as a Committee Member, the following process must be followed:

- the Committee Member concerned must be advised in writing of the details of the complaint.
- the Committee Member must be given a reasonable opportunity and adequate time to respond.
- the complainant and the Committee Member must be given a reasonable opportunity to be heard, either in writing or, if the Committee considers it appropriate, at an oral hearing.
- any oral hearing or consideration of written submissions must be conducted by the Committee excluding the Committee Member who is the subject of the complaint.

Following consideration of the complaint and any response, the Committee may determine whether the complaint is upheld. The Committee must act impartially and in good faith.

If the complaint is upheld, the Committee Member may be removed from office by:

- a resolution of the Committee; or
- a resolution of a general meeting,

in either case passed by a simple majority of those present and voting.

Cessation of Office

A Committee Member ceases to hold office if the Committee Member:

- resigns by written notice to the Secretary.
- ceases to be a Member of the Society.
- is removed from office in accordance with these Rules; or
- becomes disqualified from holding office under these Rules or the Incorporated Societies Act 2022.

Upon ceasing to hold office, a former Committee Member must promptly return all Society property in their possession.

Duties of Committee Members

Each Committee Member must:

- act in good faith and in the best interests of the Society.
- exercise powers for a proper purpose.
- comply with these Rules and all applicable legislation.
- exercise reasonable care and diligence; and
- not allow the Society to operate in a manner likely to cause serious loss to the Society or its creditors.

Officers

The Chair shall lead the Committee and preside at Committee and general meetings.

The Secretary is responsible for records, minutes, membership registers, and required notices.

The Treasurer is responsible for day-to-day financial administration and reporting, under the oversight of the Committee.

Meetings and Procedure

The Committee may regulate its own procedure. Committee Meetings may be held in person or by electronic means, and the Committee may also act by written resolution, provided all decisions are recorded in the minutes.

The Committee may establish sub-committees and delegate functions, but sub-committees may not commit the Society financially or further delegate authority unless expressly authorised.

Subject to the Act, these Rules, and resolutions of general meetings, decisions of the Committee on the interpretation of these Rules and on matters not otherwise provided for shall be final and binding on Members.

Conflicts of interest

A Committee Member or a member of a sub-committee is interested in a matter if the Committee Member or a member of a 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, Committee Member or a member of a 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 Committee Member or a member of a sub-committee is not interested in a matter—

- merely because the Committee Member or a member of a sub-committee receives an indemnity, insurance cover, remuneration, or other benefits authorised under the Act.
- if the Committee Member'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 Committee Member's and/or sub-committee's interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence the Committee Member in carrying out the Committee Member's and/or sub-committee's responsibilities under the Act or the Rules.
- whether the Committee Member or a member of a sub-committee is a Committee Member of a union and the Committee Member'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 Committee Member or a member of a 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 Committee Member or a member of a sub-committee becomes aware that they are interested in the matter.

A Committee Member or a member of a 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 Committee Member or a member of a sub-committee who is prevented from voting on a matter may still be counted for the purpose of determining whether there is a quorum at any meeting at which the matter is considered.

Where 50 per cent or more of 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 indemnified by the Society, to the extent permitted by the Incorporated Societies Act 2022, against any liability incurred in the proper performance of their duties for the Society, **except where the liability arises from dishonesty, gross negligence, or willful misconduct.**

The indemnity includes, subject to the above:

- 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.

Quorum

The quorum for Committee Meetings is at least half the number of Committee Members, rounded up to the nearest whole number.

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 the register, or to copies of it, except as provided in these Rules or as required by law.

Register of interests

The Secretary shall always 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 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 responsibility for the Society's finances rests with the Committee. The Treasurer is responsible for the day-to-day financial administration under the oversight of the Committee.

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 shall be appointed where required by the Act and may be appointed at the Annual General Meeting.

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.

A dispute must be raised within a reasonable time after the events giving rise to it.

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 decide on or participate as a decision-maker about 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 consider 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.

For the avoidance of doubt, any termination of Committee office must be carried out in accordance with the "Removal and Cessation" provisions for Committee Members, and not solely under this dispute resolution process.

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, or another charitable entity registered under the Charities Act 2005, having charitable purposes like those of the Society.

The recipient charitable entity or entities shall be determined by resolution of the Society at or before the time of winding up.

ALTERATIONS TO THE RULES

Amending these Rules

The Society may amend or replace these Rules at a general meeting with 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 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 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

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 Act 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 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.

Signature:

Name:
