

CONSTITUTION

OF

SYDENHAM PARK COMPLEX INCORPORATED

**Sydenham Park Complex Incorporated
Incorporated Society No. 2316815**




ADOPTION OF A NEW CONSTITUTION

The following special resolution was unanimously passed at the Annual General Meeting of Sydenham Park Complex Incorporated

"That the current constitution of Sydenham Park Complex Incorporated be replaced by a New Constitution as circulated to member organisations and presented here at the Special General Meeting held on the 26 day of June 2022."

**ALTERATION TO RULES SYDENHAM PARK
COMPLEX INCORPORATED - SOCIETY No. 2316815**

We certify that the attached Constitution/Rules were approved by members of Sydenham Park Complex Incorporated at the Special General Meeting held on the 26 day of June 2022

Signature	Name	Designation or Member Club
	Stephen Smith	S.P.C.
	GRAHAM HARRIS	Sydenham Cricket
	CRAIG LEE	Sydenham United H.C.

1. Introductory rules

2. Name

The name of the society is Sydenham Park Complex Incorporated (in these **Rules** referred to as the '**Society**').

3. 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.

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

- merely because that **Member** receives an indemnity, insurance cover, remuneration, or other benefits authorised 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/President' means the **Committee Member** appointed by the **Committee**, following the **Annual General Meeting** and 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-named days (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/President**, **Secretary** and **Treasurer**.

'Deputy Chair/Vice President' means the **Committee Member** elected or appointed to deputise in the absence of the **Chair/President**.

'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; 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**.

4. Purposes

The **Society** is established and maintained exclusively for charitable purposes (including any purposes ancillary to those charitable purposes), namely

1. To grow community participation in sport and recreation activities for our community¹
2. To support member organisations, collaborate toward increased relevance, quality, connectivity and sustainability of sport and recreation spaces²
3. By holding, developing, maintaining, and operating for the recreation and other leisure-time activity of the community, pavilion improvements and other facilities at Sydenham Park, Christchurch.
4. To add value to the community by hosting programmes, days and advice for the improved participation in physical activity by young people, adults and vulnerable communities in the Christchurch area
5. To seek funding and carry out business and social enterprise activity in keeping with Purposes 1-4.
6. To carry out business activity, establish subsidiaries, incorporate or become a shareholder in companies and become a member of any society so long as it supports the purposes 1-6.

Through the provision of purposes 1-6:

- assisting in and fostering the development and growth of that recreation and other leisure-time activity; and
- improving the conditions of life for the people in the community; and
- benefit the community by operating a sports and physical activity hub for the improved health of those in the Christchurch area

¹ ‘Our community’ refers to members of members organisations of this Constitution, residents of Christchurch or visitors to Sydenham Park Complex facilities (including from outside Christchurch)

² ‘organisations’ are any Trusts, Incorporated Societies and Clubs which are members of Sydenham Park Complex

- doing all such acts and things and undertaking all such activities as are necessary, incidental, or conducive to the advancement or attainment of any of the objects set out above.

Any income, benefit, or advantage must be used to advance the charitable 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.

5. 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.

6. 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.

7. Power to borrow money

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

8. 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.

9. Members

10. Minimum number of members

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

11. Types of members

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

- **Member:** A **Member** is an individual admitted to membership under these Rules and who or which has not ceased to be a **Member**.
- **Foundation Member:** A **Foundation Member** is Sydenham Cricket Club (including its successors) and Southern United Hockey Club (including its successors) admitted to membership under these **Rules** and which has not ceased to be a **Member**.
- **Affiliate Member** shall be any incorporated society or other Organisation which has sought and been accepted for membership after the founding of Sydenham Park Sports Complex but was not a signatory to these Rules.

12. Becoming a member: consent

Every applicant for membership must consent in writing to becoming a Member or an **Affiliate Member**. The Committee shall have the sole discretion to whether an applicant shall be entitled to membership.

13. Becoming a member: process

An applicant for membership must complete and sign any application form, supply any information, or attend an interview, 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).

14. **Obligations and rights**

Every **Member** shall provide the **Society** with that **Member's** name and contact details (including postal address, telephone number(s), and any email address) and promptly advise the **Society** of any changes to those details.

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

15. **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 all subscriptions and any other fees have been paid to the **Society** by due date, but no **Member** is liable for an obligation of the **Society** by reason only of being a **Member**.

Any **Member** (that is not a **Foundation or Affiliate Member**) that is a body corporate shall provide the **Secretary** with the name and contact details of the person who is the organisation's authorised representative, and that person shall be deemed to be the organisation's proxy for the purposes of voting at **General Meetings**.

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.

16. **Subscriptions and fees**

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

Any **Member** failing to pay the annual subscription (including any periodic payment), any levy, or any capitation fees, within 2 calendar month(s) of the date the same was due for payment shall be considered as unfinancial and shall (without being released from the obligation of payment) have no membership rights and shall not be entitled to participate in any **Society** activity or to access or use the **Society's** premises, facilities, equipment and other property until all

the arrears are paid. If such arrears are not paid within 6 months of the due date for payment of the subscription, any other fees, or levy the **Committee** may terminate the **Member's** membership (without being required to give prior notice to that **Member**).

17. Ceasing to be a member

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

- on death (or if a body corporate on liquidation or if a partnership on dissolution of the partnership), or
- by resignation from that **Member's** class of membership by notice to the **Secretary**, or
- on termination of a **Member's** membership following a dispute resolution process under these **Rules**.

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

Anyone ceasing to be a member may not stand for election to the Committee

18. Obligations on resignation

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

- remains liable to pay all subscriptions and other fees to the **Society's** next balance date,
- shall cease to hold himself or herself out as a **Member** of the **Society**, and
- 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**.

19. 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 full **Committee**.

20. General meetings

21. 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.

22. 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,
- set any subscriptions for the current financial year,
- consider any motions,
- review the list of current members
-
- 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 summary of the matters, or types of matters, to which those disclosures relate).

23. 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 per cent of **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.

24. Procedure

The **Committee** shall give all **Members** at least 14 **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**.

All financial **Members** may attend, speak, and vote at **General Meetings**:

- in person, or
- by a signed original written proxy (an email or copy not being acceptable) in favour of some individual entitled to be present at the meeting and received by, or handed to, the **Secretary** before the commencement of the **General Meeting**, or
- through the authorised representative of a body corporate as notified to the **Secretary**, and
- No other proxy voting shall be permitted.

No **General Meeting** may be held unless at least 2 representatives from each of the **Foundation Members** attend (4 in total). 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/President** of the **Society**, and if at such adjourned meeting a quorum is not present those present in

person or by proxy shall be deemed to constitute a sufficient quorum. Any decisions made when a quorum is not present are not valid.

- **General Meetings** may be held at one or more venues using any real-time audio, audio and visual, or electronic communication that gives each member a reasonable opportunity to participate.
- All **General Meetings** shall be chaired by the **Chair/President**. If the **Chair/President** is absent, the meeting shall elect another Committee Member to chair that meeting
- Any person chairing a **General Meeting** has a deliberative vote only. For clarity, the Chair shall have no casting vote.
- Any person chairing a **General Meeting** may:
 - With the consent of any that **General Meeting** adjourn the **General Meeting** from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - 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.
- 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 6 **Clear Days** before that meeting. The **Member** may also provide information in support of the motion ('**Member's Information**').

25. Minutes

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

26. **Committee**

27. **Composition**

The **Committee** will consist of a minimum of 8 and a maximum of 11 **Committee Members** who are:

- 4 people representing each of the **Founding Members** (such representatives to have been approved for nomination according to the procedures of the **Founding Member** organisation)(a total of 8); and
- natural persons; and
- not disqualified by these **Rules** or the **Act**.

The **Committee** will include:

- a **Chair/President**, elected by the Committee having received 80% of the votes of the Committee immediately following the Annual General Meeting
- a **Deputy Chair/Vice President**,
- a **Secretary** and a **Treasurer**, who may be the same person, and

Up to 3 additional **Committee Members** may be added to the **Committee** at the discretion of the Committee, provided each person received a minimum of 75% of the **Committee** vote upon receipt of their nomination. For clarity, these **members** do not have to be a **Foundation Member** but must be at least an **Affiliate Member** or **Member** approved under these Rules.

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,

- d. 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,
- e. a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years:
 - i. an offence under subpart 6 of Part 4,
 - ii. a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961),
 - iii. an offence under section 143B of the Tax Administration Act 1994,
 - iv. an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (i) to (iii),
 - v. a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere,
- f. a person subject to:
 - i. an order under section 108 of the Credit Contracts and Consumer Finance Act 2003; or
 - ii. a forfeiture order under the Criminal Proceeds (Recovery) Act 2009; or
 - iii. 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.
- g. a person who is disqualified from being a member of the **Committee** of a charitable entity under section 16 of the Charities Act 2005.

28. Election or appointment (needs to be read in conjunction with Rules above regarding cessation of membership etc)

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

- a. At least fourteen **Clear Days** before the date of the **Annual General Meeting**, the **Secretary** shall give **Notice** to all **Members** by

posting or emailing to them such information (not exceeding one side of an A4 sheet of paper) as may be supplied to the **Secretary** by or on behalf of each nominee, in support of the nomination.

b. Only financial **Members** who are not disqualified from being appointed or holding office as a **Committee Member** by these **Rules** or the **Act** may stand for election and vote in elections.

c. If there are insufficient valid nominations received under this Rule, but not otherwise, further nominations may be received from a **Foundation Member** at the **Annual General Meeting**.

d. Votes shall be cast in such a manner as the chairperson of the **Annual General Meeting** shall determine.

e. Two **Members** (who are not nominees) or non-members appointed by the chairperson of the **Annual General Meeting** shall act as scrutineers for the counting of the votes and destruction of any voting papers.

f. The failure for any reason of any financial **Member** to receive such **Notice** shall not invalidate the election.

g. 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).

30. Term

The term of office for all **Committee Members** shall expire at the end of the **Annual General Meeting** in the year corresponding with the last year of each **Committee Member's** term of office.

31. 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 two-thirds majority of those present and voting.

32. 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 30 **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**.

33. 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**.

34. Officers' duties

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,

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

f. must not agree to the **Society** incurring an obligation unless he or she believes at that time on reasonable grounds that the **Society** will be able to perform the obligation when it is required to do so.

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

36. 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, and
- a sub-committee must not further delegate any of its powers.

37. 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**.

38. **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:

- a. may obtain a financial benefit from the matter; or
- b. is the spouse, civil union partner, de facto partner, child, parent, grandparent, grandchild, or first cousin of a person who may obtain a financial benefit from the matter; or
- c. may have a financial interest in a person to whom the matter relates; or
- d. is a partner, director, member of the **Committee** and/or sub-committee, board member, or trustee of a person who may have a financial interest in a person to whom the matter relates.

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

- a. merely because the member of the **Committee** and/or sub-committee receives an indemnity, insurance cover, remuneration, or other benefits authorised under the **Act**; or
- b. if the member of the **Committee**'s and/or sub-committee's interest is the same or substantially the same as the benefit or interest of all or most other **Members** due to the membership of those **Members**; or
- c. if the member of the **Committee**'s and/or sub-committee's interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence the member of the **Committee** in carrying out the member of the **Committee**'s and/or sub-committee's responsibilities under the **Act** or the **Rules**; or
- d. if the member of the **Committee** and/or sub-committee is a member of the committee of a union and the member of the **Committee**'s and/or sub-committee's interest is merely as an employee that will benefit from the union acting in the ordinary course of promoting its members' collective employment interests.

A member of the **Committee** and/or sub-committee who is interested in a matter relating to the **Society** must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified)—

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

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—

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

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.

39. **Committee meetings**

40. **Frequency**

The **Committee** shall meet at least twice a year 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/President** or **Secretary**.

41. Procedure

The quorum for Committee meetings is at least 2 people from each of the Founding Members (total of 4).

Motions at Committee meetings shall be passed with two-thirds in the affirmative.

The Chair shall have a deliberative vote only. For clarity, the Chair has no casting vote.

42. Records

43. 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**.

44. 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.

45. Register of interests

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

46. 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:

- a. provide the information, or
- b. agree to provide the information within a specified period, or

c. agree to provide the information within a specified period if the **Member** pays a reasonable charge to the **Society** (which must be specified and explained) to meet the cost of providing the information, or

d. refuse to provide the information, specifying the reasons for the refusal.

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. withholding the information is necessary to maintain legal professional privilege, or

e. the disclosure of the information would, or would be likely to, breach an enactment, or

f. 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

g. 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**—

a. that the **Member** will pay the charge; or

b. that the **Member** considers the charge to be unreasonable.

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

47. Finances

48. 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**.

49. **Balance date**

The **Society's** financial year shall commence on 01 July of each year and end on 30 June (the latter date being the **Society's** balance date).

50. **Dispute resolution**

51. **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.

52. **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.

53. 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.

54. Winding up

55. 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.

56. Surplus assets

If the **Society** is wound up, or liquidated, or removed from the Register of Incorporated Societies, no distribution shall be made to any **Member**, and if any property remains after the settlement of the **Society's** debts and liabilities, that property must be given or transferred to another organisation

for a similar charitable purpose or purposes as defined in section 5(1) of the Charities Act 2005.

57. Alterations to the Rules

58. Amending these Rules

The **Society** may amend or replace these **Rules** at a **General Meeting** by a resolution passed by 75% of those **Members** present and voting.

Any proposed motion to amend or replace these **Rules** shall be signed by at least 10 per cent of eligible **Members** and given in writing to the **Secretary** at least 28 **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 14 **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.

When an amendment is approved by a **General Meeting** it shall be provided to Charities Services within three months of the date of the amendment.

59. Other

60. 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.

61. 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

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.

62. 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**.