



**CONSTITUTION
OF THE
CHURTON PARK COMMUNITY ASSOCIATION
(INCORPORATED)**

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| New Zealand Business Number: | 9429042616771 |
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Version history

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| Version | Author | Changes | | Approved | Date |
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| | | 15 | Amendments & Alterations to Rules - process | | |
| | | 16 | Winding Up - process | | |
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1. Name

- 1.1 The name of the Association shall be the **CHURTON PARK COMMUNITY ASSOCIATION INCORPORATED**, hereinafter referred to as the “Association”.

2. Definitions

- 2.1 In this **Constitution**, 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 **Association** held once per year which, among other things, will receive and consider reports on the **Association’s** activities and finances.

‘**Association**’ in this **Constitution** means the Churton Park Community Association registered under the **Act** as an incorporated society.

‘**Committee**’ means the **Association’s** governing body.

‘**Constitution**’ means the rules in this document.

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

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

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

‘**Matter**’ means—

- a. the **Association’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 **Association**.

‘**Member**’ means either—

- a. an individual natural person; or
- b. a body corporate

who has consented to become a **Member** of the Association and has been properly admitted to the **Association** who has not ceased to be a **Member** of the **Association**.

‘**Notice**’ to **Members** includes any notice given by email, post, or courier.

‘**Officer**’ means a natural person who is:

- a. a member of the Committee, or
- b. occupying a position in the Association that allows them to exercise significant influence over the management or administration of the Association, including any Chief Executive or Treasurer.

'President' means the **Officer** responsible for chairing **General Meetings** and committee meetings, and who provides leadership for the **Association**.

'Register of Members' means the register of **Members** kept under this **Constitution** as required by section 79 of the **Act**.

'Secretary' means the **Officer** responsible for the matters specifically noted in this **Constitution**.

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

'Vice President' means the **Officer** elected or appointed to deputise in the absence of the **President**.

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

3. Purposes

- 3.1 The **Association** is a non-profit organisation that aims to support the Churton Park community in a non-partisan and non-sectarian manner, in particular:
- a. to facilitate residents working together to further the recreational, social, cultural and service needs to better the community.
 - b. to create greater public awareness of the **Association** and its goals.
 - c. to advocate on behalf of the Churton Park Community on matters that may impact the wider community.

4. Acts and Regulations

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

5. Restrictions on Association powers

- 5.1 The **Association** must not be carried on for the financial gain of any **Member**.
- 5.2 The **Association's** capacity, rights, powers, and privileges are subject to the following restrictions—
- a. the **Association** does not have the power to borrow money.

6. Registered office

- 6.1 The registered office of the **Association** shall be at such place in New Zealand as the **Committee** from time to time determines.
- 6.2 Changes to the registered office shall be notified to the Registrar of Incorporated Societies—
- a. at least 5 working days before the change of address for the registered office is due to take effect, and
 - b. in a form and as required by the **Act**.

7. Contact person

- 7.1 The **Association** shall have at least 1 but no more than 3 contact person(s) whom the **Registrar** can contact when needed.
- 7.2 A contact person can be appointed by the **Committee** or elected by the **Members** at a **General Meeting**.
- 7.3 The **Association's** contact person(s) must be:
- a. at least 18 years old; and
 - b. be ordinarily resident in Churton Park.
- 7.4 Contact person address details must be different from the Association addresses.
- 7.5 Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including:
- a. a physical address or an electronic address, and
 - b. a telephone number.
- 7.6 Any change in a contact person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 20 **Working Days** of that change, or the **Association** becoming aware of the change.

8. Membership

Minimum number of members

- 8.1 The Association shall maintain a minimum of 10 **Members**.

Types of members

- 8.2 The classes of membership and the method by which Members are admitted to different classes of membership are as follows:
- a. **Member** – an individual person or body corporate admitted as a **Member** under this **Constitution** and who has not ceased to be a **Member**.

- b. **Life Member** - a person honoured for highly valued services to the **Association** elected as a **Life Member** by resolution of a **General Meeting** passed by a simple 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 and levies.

Becoming a member: who may do so

- 8.3 Any individual natural person who is a resident or property owner in the Churton Park suburb of Wellington, (Churton Park), or a body corporate in Churton Park, may become a subscribed member of the **Association** for each financial year ending 31 December.
- 8.4 Multiple individuals of a single residence may become a **Member** of the **Association** but:
 - a. must do so individually; and
 - b. must each meet all procedural requirements to become a **Member** of the **Association**.

Each person becomes an individual **Member** of the **Association**.

- 8.5 Where an applicant is an elected officer of a body corporate seeking membership of the **Association** on behalf of the body corporate, the **Association** can rely on that person's declaration that the members of the body corporate consent to joining the **Association**.

A body corporate becomes three (3) individual **Members** of the **Association**.

Becoming a member: consent

- 8.6 Every applicant for membership must consent in writing to becoming a **Member**, such consent being granted by the act of completing a membership application form and by paying the annual membership subscription set at the immediate past **Annual General Meeting**.

Becoming a member: process

- 8.7 An applicant for membership must complete and sign any application form, supply any information, or attend an interview as may be reasonably required by the **Committee** regarding an application for membership and will become a **Member** on acceptance of that application by the **Committee**.
- 8.8 The **Committee** may accept or decline an application for membership at its sole discretion. The **Committee** must advise the applicant of its decision.
- 8.9 The consent of every **Member** to become an **Association Member** shall be retained in the **Association's** membership records.
- 8.10 On the recommendation of the **Committee**, any member who is considered to have given outstanding service to the **Association**, may be elected a **Life Member** at any **Annual General Meeting** of the **Association**, and shall thereafter be entitled to all the privileges of membership without payment of annual subscription.

Members' obligations and rights

- 8.11 Every **Member** shall provide the **Association** in writing with that **Member's** name and contact details (namely, physical and email address and a telephone number) and promptly advise the **Association** in writing of any changes to those details.
- 8.12 All **Members** should seek to promote the interests and purposes of the **Association** and shall do nothing to bring the **Association** into disrepute.
- 8.13 A **Member** is only **entitled** to exercise the rights of membership (including attending and voting at **General Meetings**, accessing or using the **Association's** premises, facilities, equipment and other property, and participating in **Association** activities) if all subscriptions and any other fees have been paid to the **Association** by their respective due dates, but no **Member** or **Life Member** is liable for an obligation of the **Association** by reason only of being a **Member**.
- 8.14 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 **Association**, and to participate in **Association** activities, including any conditions of and fees for such access, use or involvement.

Subscriptions and fees

- 8.15 The annual subscription and any other fees for membership for the then current financial year shall be confirmed by resolution of a **General Meeting**.
- 8.16 Any **Member** failing to pay the annual subscription for the then current financial year (including any periodic payment), any levy, or any capitation fees, within 4 calendar month(s) of the date the same was due for payment shall:
- a. be considered as unfinancial; and
 - b. shall (without being released from the obligation of payment) have no membership rights; and
 - c. shall not be entitled to participate in any **Association** activity or to access or use the **Association's** premises, facilities, equipment and other property until all the arrears are paid.
- 8.17 If such arrears for the then current financial year are not paid within 6 calendar 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**).

Ceasing to be a member

- 8.18 A **Member** ceases to be a **Member**—
- a. by resignation from that **Member's** class of membership by written notice signed by that **Member** to the **Committee**, or

- b. on termination of a **Member's** membership following a dispute resolution process under this **Constitution**, or
- c. on death (or if a body corporate on liquidation or deregistration, or if a partnership on dissolution of the partnership), or
- d. by resolution of the **Committee** where—
 - i. The Member has failed to pay a subscription, levy or other amount due to the Association within 4 months of the due date for payment.
 - ii. In the opinion of the Committee the Member has brought the Association into disrepute.

with effect from (as applicable)—

- a. the date of receipt of the **Member's** notice of resignation by the **Committee** (or any subsequent date stated in the notice of resignation), or
- b. the date of termination of the **Member's** membership under this **Constitution**, or
- c. the date of death of the **Member** (or if a body corporate from the date of its liquidation or deregistration, or if a partnership from the date of its dissolution), or
- d. the date specified in a resolution of the **Committee**.

8.19 Membership for each financial year shall automatically lapse on the day after the Annual General Meeting to be held in the following year, or by resignation forwarded by email or in writing to the Committee, or upon cessation of residence or ownership of property Churton Park.

8.20 When a **Member's** membership has been terminated the **Committee** shall promptly notify the former **Member** in writing.

Obligations once membership has ceased

- 8.21 A **Member** who has ceased to be a **Member** under this **Constitution**—
- a. remains liable to pay all subscriptions and other fees to the **Association's** next balance date,
 - b. shall cease to hold himself or herself out as a **Member** of the **Association**, and
 - c. shall return to the **Association** all material provided to **Members** by the **Association** (including any membership certificate, badges, handbooks and manuals).
 - d. shall cease to be entitled to any of the rights of an **Association Member**.

9. General Meetings

Procedures for all general meetings

- 9.1 The **Committee** shall give all **Members** at least 14 **Working Days**' written **Notice** of any **General Meeting** and of the business to be conducted at that **General Meeting**.
- 9.2 That **Notice** will be addressed to the **Member** at the contact address notified to the **Association** and recorded in the **Association's** register of members. The **General Meeting** and its business will not be invalidated simply because one or more **Members** do not receive the **Notice** of the **General Meeting**.
- 9.3 The notice will also be publicised to residents of Churton Park generally.
- 9.4 Only financial **Members** may speak and vote at **General Meetings**—
- a. in person, or
 - b. 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 **Committee** before the commencement of the **General Meeting**, or
 - c. through the authorised representative of a body corporate as notified to the **Committee**, and
 - d. no other proxy voting shall be permitted.
- 9.5 No **General Meeting** may be held unless at least 10 eligible financial **Members** attend throughout the meeting, and this will constitute a quorum.
- a. A body corporate shall count as 3 individual members.
- 9.6 If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting – if convened upon request of **Members** – shall be dissolved. In any other case it shall stand adjourned to a day, time and place determined by the **President** of the **Association**, and if at such adjourned meeting a quorum is not present those **Members** present in person or by proxy shall be deemed to constitute a sufficient quorum.
- 9.7 A **Member** is entitled to exercise one vote, except a body corporate Member who has three votes, on any motion at a **General Meeting** in person or by proxy and voting at a **General Meeting** shall be by voices or by show of hands or, on demand of the chairperson or of 2 or more **Members** present, by secret ballot.
- 9.8 Unless otherwise required by this **Constitution**, all questions shall be decided by a simple majority of those in attendance in person or by proxy and voting at a **General Meeting** or voting by remote ballot.
- 9.9 Any decisions made when a quorum is not present are not valid.
- 9.10 The Constitution of the **Association** can only be amended with the approval of a majority of members at a **General Meeting** (See clause 17).

- 9.11 The policies of the **Association** may be amended at **Annual General Meetings** of the **Association** and shall be administered by the **Committee** that is elected each year at the **Annual General Meeting**.
- 9.12 **Officers** of the **Association** shall be elected at the **Annual General Meeting** and shall comprise:
- a. The **President**, Immediate Past President (ex officio), **Vice President**, **Honorary Secretary** and **Honorary Treasurer**.
 - b. Up to a further 10 **Members** of the **Association**.
- 9.13 Nominations for **President**, **Vice President**, **Secretary** and **Treasurer** may either be forwarded to the **Secretary** not less than 7 days prior to the **Annual General Meeting** or be proposed when called for during the meeting but only in the event of no prior nominations being received. All nominations must have a Secunder.
- 9.14 Nominations for up to 10 additional members of the **Committee** may be forwarded to the **Secretary** prior to the **Annual General Meeting** or when called for during the meeting.
- 9.15 The **Secretary** will provide, as appropriate, a list of nominees for the positions specified in 9.12 and 9.13, including brief information about those nominees if such has been provided.
- 9.16 Any position left vacant after the **Annual General Meeting** may be filled by any **Member** by invitation from the elected **Committee**.
- 9.17 The **Association** may pass a written resolution in lieu of a **General Meeting**, and a written resolution is as valid for the purposes of the **Act** and this **Constitution** as if it had been passed at a **General Meeting** if it is approved by no less than 75 percent of the eligible financial **Members** voting on the resolution.
- a. A written resolution may consist of 1 or more documents in similar form (including letters, electronic mail, or other similar means of communication) each proposed by or on behalf of 1 or more **Members**.
 - b. A **Member** may give their approval to a written resolution by signing the resolution or giving approval to the resolution in any other manner permitted by the **Constitution** (for example, by electronic means).
- 9.18 **General Meetings** may be held at one or more venues by **Members** present in person and/or using any real-time audio, audio and visual, or electronic communication that gives each **Member** a reasonable opportunity to participate.
- 9.19 All **General Meetings** shall be chaired by the **President**. If the **President** is absent, the meeting shall elect another member of the **Committee** to chair that meeting.

- 9.20 Any person chairing a **General Meeting**:
- a. has a deliberative and, in the event of a tied vote, a casting vote; and
 - b. may —
 - i. With the consent of a simple majority of **Members** present at any **General Meeting** adjourn the **General Meeting** from time to time and from place to place but no business shall be transacted at any adjourned **General Meeting** other than the business left unfinished at the meeting from which the adjournment took place.
 - ii. Direct that any person not entitled to be present at the **General Meeting**, or obstructing the business of the **General Meeting**, or behaving in a disorderly manner, or being abusive, or failing to abide by the directions of the chairperson be removed from the **General Meeting**, and
 - iii. In the absence of a quorum or in the case of emergency, adjourn the **General Meeting** or declare it closed.
- 9.21 The **Committee** may propose motions for the **Association** to vote on ('**Committee Motions**'), which shall be notified to **Members** with the notice of the **General Meeting**.
- 9.22 Any **Member** may request that a motion be voted on ('**Member's Motion**') at a **General Meeting**, by giving notice to the **Secretary** or **Committee** at least 15 **Working Days** before that meeting.
- a. The **Member** may also provide information in support of the motion ('**Member's Information**').
 - b. If notice of the motion is given to the **Secretary** or **Committee** before written **Notice** of the **General Meeting** is given to **Members**, notice of the motion shall be provided to **Members** with the written **Notice** of the **General Meeting**.
- 9.23 In the case of a tied vote, the President shall have a casting vote only.
- 9.24 Voting for the election of the Officers and Committee shall be by ballot if called for, otherwise the vote shall be by voices or a show of hands. The President's decision on the count shall be final.

Minutes

- 9.25 The **Association** must keep minutes of all **General Meetings**.

Annual General Meetings: when they will be held

- 9.26 Subject to Clause 9.27, an **Annual General Meeting** shall be held once a year on a date during or about the month of March and at a location and/or using any electronic communication determined by the **Committee** and consistent with any requirements in the **Act**, and the **Constitution** relating to the procedure to be followed at **General Meetings** shall apply.

- 9.27 The **Annual General Meeting** must be held no later *than the earlier of* the following—
- a. 6 months after the balance date of the **Association**
 - b. 15 months after the previous annual meeting.

Annual General Meetings: business

- 9.28 The business of an **Annual General Meeting** shall be to—
- a. confirm the minutes of the last **Annual General Meeting** and any **Special General Meeting(s)** held since the last **Annual General Meeting**,
 - b. receive and adopt the annual report on the operations and affairs of the **Association**,
 - c. adopt the **Committee's** report on the finances of the **Association**, and the annual financial statements,
 - d. elect a new **Committee** and **Officers**
 - e. confirm any subscriptions for the current financial year,
 - f. consider any motions of which prior notice has been given to **Members** with notice of the **Meeting**, and
 - g. consider any general business.
- 9.29 The **Committee** must, at each **Annual General Meeting**, present the following information—
- a. an annual report on the operation and affairs of the **Association** during the most recently completed accounting period,
 - b. the annual financial statements for that period, and
 - c. notice of any disclosures of conflicts of interest made by **Officers** during that period (including a summary of the matters, or types of matters, to which those disclosures relate).

Special General Meetings

- 9.30 **Special General Meetings** may be called at any time by the **Committee** by resolution.
- 9.31 The **Committee** must call a **Special General Meeting** if it receives a written request signed by at least 10 **Members**. Such request shall clearly specify the objects of the meeting which shall be convened for the purpose specified.
- 9.32 Any resolution or written request must state the business that the **Special General Meeting** is to deal with.
- 9.33 The rules in this Constitution relating to the procedure to be followed at **General Meetings** shall apply to a **Special General Meeting**.
- 9.34 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**.

10. Committee

Committee composition

- 10.1 The **Committee** will consist of at least 3 and no more than 14 **Officers**.
- 10.2 A majority of the **Officers** on the **Committee** must be either:
- a. **Members** of the **Association**, or
 - b. representatives of bodies corporate that are **Members** of the **Association**.

Functions of the committee

- 10.3 From the end of each **Annual General Meeting** until the end of the next, the **Association** shall be managed by, or under the direction or supervision of, the **Committee**, in accordance with the Incorporated Societies Act 2022, any Regulations made under that **Act**, and this **Constitution**.
- 10.4 The functions of the **Committee** include, in particular, to:
- a. administer the affairs of the **Association** between **Annual General Meetings** of Members
 - b. adopt such policies and procedures as may be consistent with the purpose of the **Association**
 - c. publicise the work of the **Association**
 - d. keep proper books of accounts and other records of the business of the **Association** and to notify **Members** of intended meetings and any business to be transacted (see Clause 14 – Finances)
 - e. authorise expenditure of monetary assets of the **Association** in support of non-profit Community projects (see Clause 14 – Finances).
- 10.5 The **Committee** will aim to arrive at decisions through consensus, however a vote may be called for in the event of an impasse. If a vote is tied the **President** will make the casting vote.

Powers of the committee

- 10.6 The **Committee** has all the powers necessary for managing — and for directing and supervising the management of — the operation and affairs of the **Association**, subject to such modifications, exceptions, or limitations as are contained in the **Act** or in this **Constitution**.

Sub-committees

- 10.7 The **Committee** may appoint sub-committees consisting of such persons (whether or not **Members** of the **Association**) and for such purposes as it thinks fit. Unless otherwise resolved by the **Committee**—
- a. the quorum of every sub-committee is half the members of the sub-committee but not less than 2,
 - b. no sub-committee shall have power to co-opt additional members,

- c. a sub-committee must not commit the **Association** to any financial expenditure without express authority from the **Committee**, and
- d. a sub-committee must not further delegate any of its powers.

General matters: committees

- 10.8 The **Committee** and any sub-committee may act by resolution approved during a conference call using audio and/or audio-visual technology or through a written ballot conducted by email, electronic voting system, or post, and any such resolution shall be recorded in the minutes of the next **Committee** or sub-committee meeting.
- 10.9 Other than as prescribed by the **Act** or this **Constitution**, the **Committee** or any sub-committee may regulate its proceedings as it thinks fit.

11. Committee meetings

Procedure

- 11.1 The quorum for **Committee** meetings shall be at least half the number of members of the **Committee**, one of whom shall be either the **President** or the **Vice President**.
- 11.2 A meeting of the **Committee** may be held either—
 - a. by a number of the members of the **Committee** who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or
 - b. by means of audio, or audio and visual, communication by which all members of the **Committee** participating and constituting a quorum can simultaneously hear each other throughout the meeting.
- 11.3 A resolution of the **Committee** is passed at any meeting of the **Committee** if a majority of the votes cast on it are in favour of the resolution. Every **Officer** on the **Committee** shall have one vote.
- 11.4 The chairperson of **Committee** meetings shall be the **President**.
 - a. If at a meeting of the **Committee**, the **President** is not present, the **Vice President** will act as chairperson.
 - b. Where neither are in attendance and there is a quorum, members of the **Committee** present may choose one of their number to be chairperson of that meeting.
 - c. The chairperson of a **Committee** meeting has a casting vote in the event of a tied vote on any resolution of the **Committee**.
- 11.5 Except as otherwise provided in this **Constitution**, the **Committee** may regulate its own procedure.

Frequency of Committee meetings

- 11.6 The **Committee** will meet at least once a month between February and December of the same year inclusive, or otherwise at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the **President** or **Secretary**.
- 11.7 The **Secretary**, or other member nominated by the **Committee**, shall give to all **Committee** members not less than 5 **Working Days**' notice of **Committee** meetings, but in cases of urgency a shorter period of notice shall suffice.
- 11.8 Minutes of all **Committee** meetings will be documented and be made available on the **Association's** website.

Minutes

- 11.9 The **Association** must keep minutes of all **Committee** meetings.

12. Officers of the Association

Who may be an Officer

- 12.1 Every Officer of the **Association** must be a natural person who —
- a. has consented in writing to be an officer of the **Association**, and
 - b. certifies that they are not disqualified from being elected or appointed or otherwise holding office as an **Officer** of the **Association**.
- 12.2 The following persons are disqualified from being elected or appointed or otherwise holding office as an **Officer** of the **Association** —
- a. a person who is under 16 years of age
 - b. a person who is an undischarged bankrupt
 - c. 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, or any other similar legislation
 - d. a person who is disqualified from being a member of the governing body of a charitable entity under 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 of the **Act**
 - 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 (1) to (3)
 - 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. a banning order under subpart 7 of Part 4 of the Act, or
 - ii an order under section 108 of the Credit Contracts and Consumer Finance Act 2003, or
 - iii. a forfeiture order under the Criminal Proceeds (Recovery) Act 2009, or
 - iv. 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 subject to an order that is substantially similar to an order referred to in paragraph (6) under a law of a country, State, or territory outside New Zealand that is a country, State, or territory prescribed by the regulations (if any) of the **Act**.
- 12.3 Prior to election or appointment as an **Officer** a person must —
- a consent in writing to be an **Officer**, and
 - b. certify in writing that they are not disqualified from being elected or appointed as an **Officer** either by this **Constitution** or the **Act**.

12.4 Each certificate shall be retained in the **Association's** records.

Officers' duties

- 12.5 At all times each **Officer**:
- a. shall act in good faith and in what he or she believes to be the best interests of the **Association**,
 - b. must exercise all powers for a proper purpose,
 - c. must not act, or agree to the **Association** acting, in a manner that contravenes the **Act** or this **Constitution**,
 - d when exercising powers or performing duties as an **Officer**, 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:
 - i. the nature of the **Association**,
 - ii. the nature of the decision, and
 - iii. the position of the **Officer** and the nature of the responsibilities undertaken by him or her

- e. must not agree to the activities of the **Association** being carried on in a manner likely to create a substantial risk of serious loss to the **Association** or to the **Association's** creditors, or cause or allow the activities of the **Association** to be carried on in a manner likely to create a substantial risk of serious loss to the **Association** or to the **Association's** creditors, and
- f. must not agree to the **Association** incurring an obligation unless he or she believes at that time on reasonable grounds that the **Association** will be able to perform the obligation when it is required to do so in accordance with this Constitution.

Duties of particular Officers of the Committee

12.6 The Committee shall include the following position holders:

- a. **President**
To provide leadership of the **Association**; to preside at all **General Meetings of Members** and meetings of the **Committee**; to call special meetings of members whenever it is deemed necessary; to carry out such other duties as usually pertain to this office; to prepare an Annual Report for the **Annual General Meeting**.
- b. **Vice President**
To perform the duties of the **President** in the event of the **President's** absence, resignation, or inability to perform duties.
- c. **Honorary Secretary**
To be responsible for the administration of the **Association** in accordance with the policies laid down by the **Committee**.
- d. **Honorary Treasurer**
To be responsible for the funds of the **Association**; to present financial reports to the **Committee**; to provide an Annual Statement of Accounts for approval of the **Annual General Meeting** and for delivery to the Registrar of Incorporated Societies if required.

12.7 Chairs of sub-committees shall be appointed from the **Committee**.

Election or appointment of officers

12.8 The election of **Officers** shall be conducted as follows.

- a. **Officers** shall be elected during **Annual General Meetings**.
 - i. If a vacancy in the position of any **Officer** occurs between **Annual General Meetings**, that vacancy shall be filled by resolution of the **Committee**.
 - ii. Any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as an **Officer** (see the 'Qualification of Officers' rule above).
 - iii. Any such appointment must be ratified at the next **Annual General Meeting**.

- b. A candidate's written nomination, accompanied by the written consent of the nominee with a certificate that the nominee is not disqualified from being appointed or holding office as an **Officer** (see the 'Qualification of Officers' rule above) shall be received by the **Association** at least 5 **Working Days** before the date of the **Annual General Meeting**.
 - i. If there are insufficient valid nominations received, further nominations may be received from the floor at the **Annual General Meeting**.
- c. 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).
- d. Two **Members** (who are not nominees) or non-**Members** appointed by the **Chairperson** shall act as scrutineers for the counting of the votes and destruction of any voting papers.
- e. The failure for any reason of any financial **Member** to receive such **Notice** of the general meeting shall not invalidate the election.
- f. In addition to **Officers** elected under the foregoing provisions of this rule, the **Committee** may appoint other **Officers** for a specific purpose, or for a limited period, or generally until the next **Annual General Meeting**.
 - i. Unless otherwise specified by the **Committee** any person so appointed shall have full speaking and voting rights as an **Officer** of the **Association**.
 - ii. Any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as an **Officer** (see the 'Qualification of Officers' rule above).

Term

- 12.9 The term of office for all **Officers** elected to the **Committee** shall be 1 year, expiring at the end of the **Annual General Meeting** in the year corresponding with the last year of each **Officer's** term of office.
- 12.10 No **Officer** shall serve for more than 5 consecutive terms, unless elected by unanimous vote at the relevant **Annual General Meeting**.
- 12.11 No **President** shall serve for more than 5 consecutive years as **President** unless elected by unanimous vote at the relevant **Annual General Meeting**.

Removal of Officers

- 12.12 An **Officer** shall be removed as an **Officer** by resolution of the **Committee** or the **Association** where in the opinion of the **Committee** or the **Association**:
 - a. The **Officer** elected to the **Committee** has been absent from 3 committee meetings without leave of absence from the **Committee**.

- b. The **Officer** has brought the **Association** into disrepute.
- c. The **Officer** has failed to disclose a conflict of interest.
- d. The **Committee** passes a vote of no confidence in the **Officer**.

with effect from (as applicable) the date specified in a resolution of the **Committee** or **Association**.

Ceasing to hold office

- 12.13 An **Officer** ceases to hold office when they resign (by notice in writing to the **Committee**), are removed, die, or otherwise vacate office in accordance with section 50(1) of the **Act**.
- 12.14 Each **Officer** shall within 10 **Working Days** of submitting a resignation or ceasing to hold office, deliver to the **Committee** all books, papers and other property of the **Association** held by such former **Officer**.

Managing conflicts of interest

- 12.15 An **Officer** or member of a sub-committee who is an Interested **Member** in respect of any **Matter** being considered by the **Association** 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**.
- 12.16 Disclosure must be made as soon as practicable after the **Officer** or member of a sub-committee becomes aware that they are interested in the **Matter**.
- 12.17 An **Officer** or member of a sub-committee who is an **Interested Member** regarding a **Matter**—
 - a. must not vote or take part in the decision of the **Committee** and/or sub-committee relating to the **Matter** unless all members of the **Committee** who are not interested in the **Matter** consent; and
 - b. must not sign any document relating to the entry into a transaction or the initiation of the **Matter** unless all members of the **Committee** who are not interested in the **Matter** consent; 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).
- 12.18 However, an **Officer** or 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.
- 12.19 Where 50 per cent or more of **Officers** are prevented from voting on a **Matter** because they are interested in that **Matter**, a **Special General Meeting** must be called to consider and determine the **Matter**, unless all non-interested **Officers** agree otherwise.

- 12.20 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**.

13. Records

Register of Members

- 13.1 The **Association** shall keep an up-to-date Register of Members.
- 13.2 For each current **Member**, the information contained in the Register of Members shall include (subject to the provisions of the Privacy Act or any Court Restraint Orders):
- a. their name, and
 - b. the date on which they became a **Member** (if this known), and
 - c. their contact details, including:
 - i. a physical address or an electronic address, and
 - ii. a telephone number.
- 13.3 The register will also include each **Member's**:
- a. postal address
 - b. email address (if any)
 - c. whether the **Member** is financial or unfinancial.
- 13.4 Every current **Member** shall promptly advise the **Association** of any change of the **Member's** contact details.
- 13.5 The **Association** shall also keep a record of the former **Members** of the **Association**. For each **Member** who ceased to be a **Member** within the previous 7 years, the **Association** will record:
- a. the former **Member's** name, and
 - b. the date the former **Member** ceased to be a **Member**.

Interests Register

- 13.6 The **Committee** shall at all times maintain an up-to-date register of the interests disclosed by **Officers** and by members of any sub-committee.

Publication of Minutes of General and Committee meetings

- 13.7 The **Association** must keep minutes of all **General** meetings and **Committee** meetings.
- 13.8 Subject to the Act and the Privacy Principles in the Privacy Act 2020, such minutes will be made available on the Association's public website.

Access to information for members

- 13.9 A **Member** may at any time make a written request to the **Association** for information held by the **Association**.
- 13.10 The request must specify the information sought in sufficient detail to enable the information to be identified.
- 13.11 The **Association** 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 **Association** (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 refusal.
- 13.12 Without limiting the reasons for which the **Association** may refuse to provide the information, the **Association** 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 **Association** 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 **Association**, or
 - d. the information is not relevant to the operation or affairs of the **Association**, or
 - e. withholding the information is necessary to maintain legal professional privilege, or
 - f. the disclosure of the information would, or would be likely to, breach an enactment, or
 - g. the burden to the **Association** in responding to the request is substantially disproportionate to any benefit that the **Member** (or any other person) will or may receive from the disclosure of the information, or
 - h. the request for the information is frivolous or vexatious, or
 - i. the request seeks information about a dispute or complaint which is or has been the subject of the procedures for resolving such matters under this Constitution and the **Act**.

- 13.13 If the **Association** 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 **Association** —
- a. that the **Member** will pay the charge; or
 - b. that the **Member** considers the charge to be unreasonable.
- 13.14 Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

14. Finances

Control and management

- 14.1 The funds and property of the **Association** shall be—
- a. controlled, invested and disposed of by the **Committee**, subject to this **Constitution**, and
 - b. devoted solely to the promotion of the purposes of the **Association**.
- 14.2 The **Committee** shall maintain bank accounts in the name of the **Association**. Such account shall be operated by the Treasurer with either the President or Secretary and at least one other Committee Member.
- 14.3 All money received on account of the **Association** shall be banked as soon as reasonably practical following receipt.
- 14.4 All accounts paid or for payment shall be submitted to the **Committee** for approval of payment.
- 14.5 The Committee must ensure that there are, kept at all times, accounting records that—
- a. correctly record the transactions of the **Association**, and
 - b. allow the **Association** to produce financial statements that comply with the requirements of the **Act**, and
 - c. would enable the financial statements to be readily and properly audited (if required under any legislation or the **Association 's Constitution**).
- 14.6 The **Committee** must establish and maintain a satisfactory system of control of the **Association's** accounting records.
- 14.7 The accounting records must be kept:
- a. in written form or in a form or manner that is easily accessible and convertible into written form; and
 - b. for the current accounting period and for the last 7 completed accounting periods of the **Association**.

- 14.8 The **Treasurer** shall prepare an Annual Statement of Accounts for approval at the **Annual General Meeting**.
- 14.9 The Committee may, at its discretion, require such accounts to be reviewed or audited at any time, including prior to an **Annual General Meeting**, by a qualified auditor who is independent of the **Committee**.

Balance date

- 14.10 The **Association's** financial year shall commence on 01 January of each year and end on 31 December the same year (the latter date being the **Association's** balance date).

15. Dispute resolution

How complaint is made

- 15.1 A **Member** or an **Officer** may make a complaint by giving to the **Committee** (or a complaints subcommittee) a notice in writing that —
- a. states that the member or is starting a procedure for resolving a dispute in accordance with the Association's constitution; and
 - b. sets out the allegation to which the dispute relates and whom the allegation is against; and
 - c. sets out any other information reasonably required by the **Association**.
- 15.2 The **Association** may make a complaint involving an allegation against a **Member** or an **Officer** by giving to the **Member** or **Officer** a notice in writing that —
- a. states that the Association is starting a procedure for resolving a dispute in accordance with the **Association's** Constitution; and
 - b. sets out the allegation to which the dispute relates and whom the allegation is against; and
 - c. sets out any other information reasonably required by the **Association**.
- 15.3 The information given under clause 15.1(b) or 15.2(b) must be enough to ensure that a person against whom an allegation is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.
- 15.4 A complaint may be made in any other reasonable manner permitted by the **Association's Constitution**.

Person who makes complaint has right to be heard

- 15.5 A **Member** or an **Officer** who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.

- 15.6 If the **Association** makes a complaint —
- a. the **Association** has a right to be heard before the complaint is resolved or any outcome is determined; and
 - b. an **Officer** may exercise that right on behalf of the **Association**.
- 15.7 Without limiting the manner in which the **Member**, **Officer**, or **Association** may be given the right to be heard, they must be taken to have been given the right if —
- a. they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - b. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - c. an oral hearing (if any) is held before the decision maker; and
 - d. the **Member's**, **Officer's**, or **Association's** written statement or submissions (if any) are considered by the decision maker.

Person who is subject of complaint has right to be heard

- 15.8 This clause applies if a complaint involves an allegation that a **Member**, an **Officer**, or the **Association** (the respondent) —
- a. has engaged in misconduct; or
 - b. has breached, or is likely to breach, a duty under the **Association's Constitution** or bylaws or the Incorporated Societies Act 2022; or
 - c. has damaged the rights or interests of a **Member** or the rights or interests of members generally.
- 15.9 The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
- 15.10 If the respondent is the **Association**, an **Officer** may exercise the right on behalf of the **Association**.
- 15.11 Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if —
- a. the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
 - b. the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - c. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - d. an oral hearing (if any) is held before the decision maker; and
 - e. the respondent's written statement or submissions (if any) are considered by the decision maker.

Investigating and determining dispute

- 15.12 The **Association** must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its **Constitution**, ensure that the dispute is investigated and determined.
- 15.13 Disputes must be dealt with under the **Constitution** in a fair, efficient, and effective manner.

Association may decide not to proceed further with complaint

- 15.14 Despite the clause 'Investigating and determining dispute' above, the Association may decide not to proceed further with a complaint if —
- a. the complaint is trivial; or
 - b. the complaint does not appear to disclose or involve any allegation of the following kind:
 - i. that a member or an Officer has engaged in material misconduct;
 - ii. that a member, an Officer, or the Association has materially breached, or is likely to materially breach, a duty under the Association's constitution or bylaws or the Incorporated Societies Act 2022;
 - iii. that a member's rights or interests or members' rights or interests generally have been materially damaged;
 - c. the complaint appears to be without foundation or there is no apparent evidence to support it; or
 - d. the person who makes the complaint has an insignificant interest in the matter; or
 - e. the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the constitution; or
 - f. there has been an undue delay in making the complaint.

Association may refer complaint

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

Decision makers

- 15.17 A person may not act as a decision maker in relation to a complaint if 2 or more members of the **Committee** or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be —
- a. impartial; or
 - b. able to consider the matter without a predetermined view.

16. Liquidation and removal from the register

Resolving to put the Association into liquidation

- 16.1 The **Association** may be liquidated in accordance with the provisions of Part 5 of the **Act**.
- 16.2 The **Committee** shall give 30 **Working Days** written **Notice** to all **Members** of the proposed resolution to put the **Association** into liquidation.
- 16.3 The **Committee** shall also give written Notice to all **Members** of the **General Meeting** at which any such proposed resolution is to be considered. The **Notice** shall include all information as required by section 228(4) of the **Act**.
- 16.4 Any resolution to put the **Association** into liquidation must be passed by a simple majority of all **Members** present and voting.

Resolving to apply for removal from the register

- 16.5 The **Association** may be removed from the Register of Incorporated Societies in accordance with the provisions of Part 5 of the **Act**.
- 16.6 The **Committee** shall give 30 **Working Days** written **Notice** to all **Members** of the proposed resolution to remove the **Association** from the Register of Incorporated Societies.
- 16.7 The **Committee** shall also give written **Notice** to all **Members** of the **General Meeting** at which any such proposed resolution is to be considered. The **Notice** shall include all information as required by section 228(4) of the **Act**.
- 16.8 Any resolution to remove the **Association** from the Register of Incorporated Societies must be passed by a two-thirds majority of all **Members** present and voting.

Surplus assets

- 16.9 If the **Association** is liquidated, or removed from the Register of Incorporated Societies, no distribution shall be made to any **Member**, and if any property remains after the settlement of the **Association'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.
- 16.10 Such organisations must be identified following the decision to liquidate the **Association** and a vote held to confirm the organisations to receive the **Association's** assets.

17. Alterations to the Constitution

Amending this Constitution

- 17.1 All amendments must be made in accordance with this **Constitution**. Any minor or technical amendments shall be notified to **Members** as required by section 31 of the **Act**.
- 17.2 The **Association** may amend or replace this **Constitution** at a **General Meeting** by a resolution passed by a simple majority of those **Members** present and voting.
- 17.3 That amendment could be approved by a resolution passed in lieu of a meeting but only if allowed by this **Constitution**.
- 17.4 Any proposed resolution to amend or replace this **Constitution** shall be signed by at least 10 per cent of eligible **Members** and given in writing to the **Committee** at least 30 **Working Days** before the **General Meeting** at which the resolution is to be considered and accompanied by a written explanation of the reasons for the proposal.
- 17.5 At least 15 **Working Days** before the **General Meeting** at which any amendment is to be considered the **Committee** shall give to all **Members** notice of the proposed resolution, the reasons for the proposal, and any recommendations the **Committee** has.
- 17.6 When an amendment to the **Constitution** 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.
- 17.7 If the **Association** is registered as a charity under the Charities Act 2005 the amendment to the **Constitution** shall also be notified to Charities Services as required by section 40 of that Act.