

Constitution of the Arrowtown Creative Arts Society Incorporated

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1.0 Introductory rules

1.1 Name

The name of the society is **Arrowtown Creative Arts Society Incorporated** (in this **Constitution** referred to as the '**Society**').

1.2 Charitable status

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

1.3 Definitions

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 **Society** held once per year which, among other things, will receive and consider reports on the **Society's** activities and finances.

'**Chairperson**' means the **Committee Member** responsible for chairing **General Meetings** and committee meetings, and who provides leadership for the **Society**.

'**Committee**' means the **Society's** governing body.

'**Committee Member**' means a member of the **Committee**.

'**Constitution**' means the rules in this document.

'**Deputy Chairperson**' means the **Committee Member** elected or appointed to deputise in the absence of the **Chairperson**.

'**General Meeting**' means either an **Annual General Meeting** or a **Special General Meeting** of the **Members** of the **Society**.

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

'**Interests Register**' means the register of interests of **Committee Members**, kept under this **Constitution** and as required by section 73 of the **Act**.

'**Matter**' means—

1. the **Society's** performance of its activities or exercise of its powers; or

2. an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the **Society**.

'Member' includes any individual, group, company, artist who has consented to become a **Member** of the **Society** and has been properly admitted to the Society who has not ceased to be a **Member** of the Society.

'Not-For-Profit' is a status Inland Revenue Department may approve for a **Society** to have an income tax exemption. To obtain this status the **Society** has to meet and maintain Inland Revenue Department requirements.

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

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

'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.

1.4 Purposes

The primary purposes of the **Society** are—

- To promote and develop all arts forms/mediums in the Arrowtown area and environs including performing, visual, creative and educational.
- To provide a platform for the community and visitors to be involved in a wide range of arts based workshops, talks, tours exhibitions and shows.
- To provide skills development opportunities for members, by supporting development sessions provided by both visiting and local arts people'
- To enrich the community life of Arrowtown and environs by staging events such as exhibitions, festivals, concerts, readings and other activities that showcase the work of members.
- To provide a platform for community based events that showcase a range of talents activities, and opportunities to engage with the community.

The **Society** promotes a culture that is respectful and inclusive of diversity.

As a not-for-profit Society, the Committee and Members may not receive any distributions of profits or income from it. This does not prevent the Committee or Member receiving reimbursement of actual and reasonable expenses incurred, or entering into any transactions with the Society for goods or services supplied to or from them, which are at arms' length, relative to what would occur between unrelated parties, provided that no Committee Member or Member is allowed to influence any such decision made by the

Society in respect of payments or transactions between it and them, their direct family or any associated entity.

1.5 Act and Regulations

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

1.6 Restrictions on Society powers

The **Society** must not be carried on for the financial gain of any of its members.

The **Society** does not have the power to borrow money.

1.7 Registered office

The registered office of the **Society** shall be;

9 Malaghan Ridge

Arrowtown.

or at such place in New Zealand as the **Committee** from time to time determines.

Changes to the registered office shall be notified to the Registrar of Incorporated Societies—

- at least 5 working days before the change of address for the registered office is due to take effect, and
- in a form and as required by the **Act**.

1.8 Contact person

The **Society** shall have at least 1 but no more than 3 contact person(s) whom the Registrar can contact when needed.

The **Society's** contact person must be:

- At least 18 years of age, and
- Ordinarily resident in New Zealand.

A contact person can be appointed by the **Committee** or elected by the **Members** at a **General Meeting**.

Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including:

- a physical address or an electronic address, and
- a telephone number.

Any change in that 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 occurring, or the Society becoming aware of the change.

2.0 Membership

2.1 A member may include any individual, group, company, artist that wishes to be part of the **Society**.

2.1 Minimum number of members

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

2.2 Becoming a member: consent

Every applicant for membership must consent in writing to becoming a **Member**.

2.3 Becoming a member: process

Membership is open for any person who wishes to join and understands the **Society's** purpose.

An applicant for membership must complete and sign any application form, and supply any information, as may be reasonably required by the **Committee** and will become a **Member** on acceptance of that application by the **Committee**.

The signed written consent of every **Member** to become a **Society Member** shall be retained in the **Society's** membership records.

2.4 Members' obligations and rights

Every **Member** shall provide the **Society** in writing with that **Member's** name and contact details (namely, physical or email address and a telephone number) and promptly advise the **Society** in writing of any changes to those details.

All **Members** shall promote the interests and purposes of the **Society** and shall do nothing to bring the **Society** into disrepute.

2.5 Ceasing to be a member

A **Member** ceases to be a **Member**—

- by resignation by written notice signed by that **Member** to the **Committee**, or
- on termination of a **Member's** membership following a dispute resolution process under this **Constitution**, or
- on death

2.6 Becoming a member again

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

But, if a former **Member's** membership was terminated following a disciplinary or dispute resolution process, the applicant may be re-admitted only by a resolution passed at a **General Meeting** on the recommendation of the **Committee**.

3.0 General meetings

3.1 Procedures for all general meetings

The **Committee** shall place an advertisement in a local newspaper circulating in the Arrowtown district and shall give all **Members** at least 7 **Working Days**' written **Notice** of any **General Meeting** and of the business to be conducted at that **General Meeting**.

That **Notice** will be addressed to the **Member** at the contact address (email, text, or physical) notified to the **Society** and recorded in the **Society'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**.

Only **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 **Committee** before the commencement of the **General Meeting**, and
- no other proxy voting shall be permitted.

No **General Meeting** may be held unless at least 8 eligible **Members** attend throughout the meeting and 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 **Chairperson** of the **Society**, 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.

A **Member** is entitled to exercise one vote 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.

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.

Any decisions made when a quorum is not present are not valid.

Written resolutions may not be passed in lieu of a **General Meeting**.

- All **General Meetings** shall be chaired by the **Chairperson**. If the **Chairperson** is absent, the meeting shall elect another member of the **Committee** to chair that meeting.
- Any person chairing a **General Meeting** may —
 - 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.
 - 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

- In the absence of a quorum or in the case of emergency, adjourn the **General Meeting** or declare it closed.
- The **Committee** may propose motions for the **Society** to vote on (**'Committee Motions'**), which shall be notified to **Members** with the notice of the **General Meeting**.
- Any **Member** may request that a motion be voted on (**'Member's Motion'**) at a **General Meeting**, by giving notice to the **Secretary** or **Committee** at least 7 **Working Days** before that meeting. The **Member** may also provide information in support of the motion (**'Member's Information'**). If notice of the motion is given to the **Secretary** or **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**.

3.2 Minutes

The **Society** must keep minutes of all **General Meetings**.

3.3 Annual General Meetings: when they will be held

An **Annual General Meeting** shall be held once a year on a date and at a location and/or using any electronic communication determined by the **Committee** and consistent with any requirements in the **Act**, and the **Constitution** relating to the procedure to be followed at **General Meetings** shall apply.

The **Annual General Meeting** must be held no later than the earlier of the following—

- 6 months after the balance date of the **Society**
- 15 months after the previous annual meeting.

3.4 Annual General Meetings: business

The business of an **Annual General Meeting** shall be to—

- confirm the minutes of the last **Annual General Meeting** and any **Special General Meeting(s)** held since the last **Annual General Meeting**,
- adopt the annual report on the operations and affairs of the **Society**,
- adopt the **Committee's** report on the finances of the **Society**, and the annual financial statements,
- consider any motions of which prior notice has been given to **Members** with notice of the **Meeting**, and
- consider any general business.

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

- an annual report on the operation and 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).

3.5 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 it receives a written request signed by at least 10 percent of **Members**.

Any resolution or written request must state the business that the **Special General Meeting** is to deal with.

The rules in this **Constitution** relating to the procedure to be followed at **General Meetings** shall apply to a **Special General Meeting**, and a **Special General Meeting** shall only consider and deal with the business specified in the **Committee's** resolution or the written request by **Members** for the **Meeting**.

4.0 Committee

4.1 Committee composition

The **Committee** will consist of at least 3, and no more than 9 members.

The members on the **Committee** must be **Members** of the Society.

4.2 Functions of the committee

From the end of each **Annual General Meeting** until the end of the next, the **Society** shall be managed by, or under the direction or supervision of, the **Committee**, in accordance with the Incorporated Societies Act 2022, any Regulations made under that **Act**, and this **Constitution**.

4.3 Powers of the committee

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

4.4 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**—

- 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 from the **Committee**, and
- a sub-committee must not further delegate any of its powers.

4.5 General matters: committees

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.

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

5.0 Committee meetings

5.1 Procedure

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

A meeting of the **Committee** may be held either—

1. 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
2. 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.

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 member on the **Committee** shall have one vote.

The members of the **Committee** shall elect one of their number as chairperson of the **Committee**. If at a meeting of the **Committee**, the chairperson is not present, the members of the **Committee** present may choose one of their number to be chairperson of the meeting. The chairperson does have a casting vote in the event of a tied vote on any resolution of the **Committee**.

Except as otherwise provided in this **Constitution**, the **Committee** may regulate its own procedure.

5.2 Frequency

The **Committee** shall meet as required 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 **Chairperson** or **Secretary**.

The **Secretary**, or other **Committee 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.

6.0 Committee Members

6.1 Qualifications of Committee Members

Every **Committee Member** must be a natural person who—

- has consented in writing to be a member of the **Committee** of the **Society**, and
- meets the eligibility criteria set out within the Incorporated Societies Act 2022, and

- certifies that they are not disqualified under section 47(3) of the **Act** from being elected or appointed or otherwise holding membership of the **Committee** of the **Society** (see Appendix Two)

Prior to election or appointment as a **Committee Member** a person must—

- consent in writing to be a **Committee Member**, and
- certify in writing that they are not disqualified from being elected or appointed as a **Committee Member** either by this **Constitution** or the **Act**.

Note that only a natural person may be a **Committee Member** and each certificate shall be retained in the **Society's** records.

6.2 Committee Members' 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 not act, or agree to the **Society** acting, in a manner that contravenes the **Act** or this **Constitution**.

Chairperson:

The Chairperson, or in his/her absence a person appointed by the **Committee** (who must be a **Committee Member**):

- Will preside at all **Committee** and General Meetings of the **Society** at which he/she is present.
- Ensure the Rules are followed.
- Convene Meetings.
- Oversee the operation of the **Society**.
- Act as the liaison focal point for Village Management.
- Provide a report of the operation of the **Society** at the AGM.

Secretary:

The Secretary must:

- Ensure that minutes are taken of all formal meetings.
- Keep a register of members.
- Hold the **Society's** records and documents except for those required for the Treasurer to carry out his/her function.
- Receive and reply to correspondence as required by the **Committee**.
- Forward the annual financial statement for the **Society** to the Registrar of Incorporated Societies upon their approval by the **Members** at an AGM.
- Advise the Register of Incorporated Societies of any rule changes.

Treasurer:

The Treasurer will:

- Be responsible to the **Committee** for all monies received on behalf of the **Society**.
- Keep accurate accounting records of the **Society's** financial transactions to allow the **Society's** financial position to be readily ascertained.
- Provide financial information to the **Committee** as the **Committee** determines.

- Present full details of all accounts due for payment for approval at a Committee Meeting. Irregular accounts that must be paid between Committee Meetings will be paid and then approved retrospectively at the next meeting.
- Prepare annual financial statement and reports for presentation at each AGM.

6.3 Election or appointment of Committee Member

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

- 1.At least 14 **Working Days** before the date of the **Annual General Meeting**, the **Society** 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 **Society** by or on behalf of each nominee, in support of the nomination.
- 2.Only nominees who are not disqualified from being appointed or holding office as a **Committee Member** (as described in the 'Qualification of Officers' rule above) may stand for election and vote in elections.
- 3.If there are insufficient valid nominations received under this rule, but not otherwise, further nominations may be received from the floor at the **Annual General Meeting**.
- 4.Votes shall be cast in such a manner as the **Chairperson** of the **Annual General Meeting** shall determine.
- 5.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.
- 6.The failure for any reason of any **Member** to receive such **Notice** shall not invalidate the election.
- 7.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).
- 8.In addition to **Committee Member** elected under the foregoing provisions of this rule, the **Committee** may appoint other **Committee Member** for a specific purpose, or for a limited period, or generally until the next **Annual General Meeting**. Unless otherwise specified by the **Committee** any person so appointed shall have full speaking and voting rights as a **Committee Member** of the **Society**. Any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as an **Committee Member** (as described in the 'Qualification of Officers' rule above)

6.4 Term

The term of office for all **Committee Members** 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 **Committee Member's** term of office when they shall retire but be eligible for re-election. ??????

No **Chairperson** shall serve for more than 4 consecutive years as **Chairperson**.

Non-completion of Term:

- In the event that a **Committee Member** is unable or unwilling to complete his or her elected term on the **Committee**, the **Committee** will have the power either to coopt another **Member** onto the **Committee** or to operate as a **Committee** with a reduced number of **Committee Members** provided that at no time will the number of **Committee** members fall below the quorum.

- In the event that the **Committee** as a whole wishes to resign, nominations for replacements must be called immediately and appointments made for a replacement **Committee** at a Special General Meeting of the **Society** (SGM) called for that purpose. The resignation of the **Committee** as a whole will not be recognised until there has been a properly convened SGM at which a quorum is present.
- The term of each **Committee Member** appointed at an SGM will commence at the conclusion of the SGM and will end at the conclusion of the next AGM, unless a **Committee Member** resigns sooner.

6.5 Removal of Committee Member

A **Committee Member** shall be removed as a **Committee Member** by resolution of the **Committee** or the **Society** where in the opinion of the **Committee** or the **Society** —

- The **Committee Member** elected to the **Committee** has been absent from 3 consecutive committee meetings without leave of absence from the **Committee**.
- The **Committee Member** has brought the **Society** into disrepute.
- The **Committee Member** has failed to disclose a conflict of interest.
- The **Committee** passes a vote of no confidence in the **Committee Member**.

6.6 Ceasing to hold office

A **Committee Member** 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**.

Each **Committee Member** shall within 5 **Working Days** of submitting a resignation or ceasing to hold office, deliver to the **Committee** all books, papers and other property of the **Society** held by such former **Committee Member**.

6.7 Conflicts of interest

A **Committee Member** or member of a sub-committee who is an **Interested Member** in respect of any **Matter** being considered by the **Society**, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified)—

- to the **Committee** and or sub-committee, and
- in an **Interests Register** kept by the **Committee**.

Disclosure must be made as soon as practicable after the **Committee Member** or member of a sub-committee becomes aware that they are interested in the **Matter**.

A **Committee Member** or member of a sub-committee who is an **Interested Member** regarding a **Matter**—

- 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
- 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

- may take part in any discussion of the **Committee** and/or sub-committee relating to the **Matter** and be present at the time of the decision of the **Committee** and/or sub-committee (unless the **Committee** and/or sub-committee decides otherwise).

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

Where 50 per cent or more of **Committee Members** are prevented from voting on a **Matter** because they are interested in that **Matter**, a **Special General Meeting** must be called to consider and determine the **Matter**, unless all non-interested **Committee Members** agree otherwise.

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**.

7.0 Records

7.1 Register of Members

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

For each current **Member**, the information contained in the Register of Members shall include —

- Their name, and
- The date on which they became a **Member** (if there is no record of the date they joined, this date will be recorded as 'Unknown'), and
- Their contact details, including —
 - A physical address or an electronic address, and
 - A telephone number.

The register will also include each **Member's** —

- postal address
- email address (if any)

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

The **Society** shall also keep a record of the former **Members** of the **Society**. For each **Member** who ceased to be a **Member** within the previous 7 years, the **Society** will record:

- The former **Member's** name, and
- The date the former **Member** ceased to be a **Member**.

7.2 Interests Register

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

7.3 Access to information for members

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

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

The **Society** must, within a reasonable time after receiving a request —

1. provide the information, or
2. agree to provide the information within a specified period, or
3. 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
4. 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 —

1. withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
2. 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
3. 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
4. the information is not relevant to the operation or affairs of the **Society**, or
5. withholding the information is necessary to maintain legal professional privilege, or
6. the disclosure of the information would, or would be likely to, breach an enactment, or
7. 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
8. the request for the information is frivolous or vexatious, or
9. 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**.

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** —

1. that the **Member** will pay the charge; or
2. that the **Member** considers the charge to be unreasonable.

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

8.0 Finances

8.1 Control and management

The funds and property of the **Society** shall be—

- controlled, invested and disposed of by the **Committee**, subject to this **Constitution**, and
- devoted solely to the promotion of the purposes of the **Society**.

The **Committee** shall maintain bank accounts in the name of the **Society**.

All money received on account of the **Society** shall be banked within 10 **Working Days** of receipt except for a sum for the bar float. Such sum shall be approved by the **Committee** from time to time.

All accounts paid or for payment shall be submitted to the **Committee** for approval of payment.

The **Committee** must ensure that there are kept at all times accounting records that—

1. correctly record the transactions of the **Society**, and
2. allow the **Society** to produce financial statements that comply with the requirements of the **Act**, and
3. would enable the financial statements to be readily and properly audited (if required under any legislation or the **Society's Constitution**).

The **Committee** must establish and maintain a satisfactory system of control of the **Society's** accounting records.

The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form. And the accounting records must be kept for the current accounting period and for the last 7 completed accounting periods of the **Society**.

8.2 Balance date

The **Society's** financial year shall commence on 1st April of each year and end on 31st March (the latter date being the **Society's** balance date).

9.0 Dispute resolution

9.1 Meanings of dispute and complaints

A dispute is a disagreement or conflict involving the **Society** and/or its **Members** in relation to specific allegations set out below.

The disagreement or conflict relates to any of the following allegations-

1. Misconduct;
2. A breach of a duty under the **Society's Constitution**, bylaws, or the **Act** by either a **Member** or the **Society**;
3. The **Society** has breached or is likely to breach a duty under the **Society's Constitution**, bylaws, or the **Act**;

4.A **Member's** rights or interests generally have been damaged.

A **Member** may make a complaint by giving the **Committee** (or a complaints subcommittee) a notice in writing that-

- 1.States that the **Member** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
- 2.Sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against;
- 3.Sets out any other information or allegations reasonably required by the **Committee**.

A **Member** may make a complaint involving an allegation by giving to the **Committee** a notice in writing advising that the **Member** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution** and setting out the allegation to which the dispute relates.

The information setting out the allegations must be sufficiently detailed to ensure the person against whom an allegation(s) is made is fairly advised of the allegation(s) concerning them with sufficient details given to enable that person to prepare a response.

All **Members** (including the **Committee**) are obliged to cooperate to resolve disputes efficiently, fairly and with minimum disruption to the **Society's** activities.

The person raising a dispute, and the **Committee**, must consider and discuss whether a dispute may best be resolved through informal discussions, mediation or a tikanga-based practice. Where mediation is agreed on, the parties will sign a suitable mediation agreement.

9.2 Right to be heard

A **Member** who makes a complaint and those subject to a complaint each have a right to be heard, whether in writing or at an oral hearing, before the complaint is resolved or any outcome is determined.

Without limiting the manner in which those involved may be given the right to be heard, they must be taken to have been given the right if—

- 1.they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
- 2.any written or verbal statement or submissions (if any) are considered by the decision maker(s).

Parties involved in a complaint have the right to have a support person present at any oral hearings.

9.3 Investigating and determining dispute

The **Committee** must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with the **Constitution**, ensure the dispute is investigated and determined.

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

9.4 The Committee may decide not to proceed further with complaint

The **Committee** may decide not to proceed further with a complaint if-

1. The complaint is considered trivial;
2. The complaint appears to be without foundation or there is no apparent evidence to support it;
3. There has been an undue delay in making the complaint.

Nevertheless the **Committee** will deal appropriately with all complaints, whether trivial or without foundation, sensitively.

9.5 Committee may refer complaint

The **Committee** may refer a complaint to a subcommittee convened for the purpose, or an external person to investigate and report.

The **Committee** may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example mediation or a tikanga-based practice).

Where the dispute is referred to a subcommittee, external decision makers or disputes resolution processes the decision makers should be acceptable to all parties in the dispute.

9.6 Decision Makers

The **Committee** shall ensure that the Decision Maker(s) are impartial, have no predetermined view and do not have a conflict of interest.

10.0 Liquidation and removal from the register

10.1 Resolving to put society into liquidation

The **Society** may be liquidated in accordance with the provisions of Part 5 of the **Act**.

The **Committee** shall give 30 **Working Days** written **Notice** to all **Members** of the proposed resolution to put the **Society** into liquidation.

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**.

Any resolution to put the **Society** into liquidation must be passed by a simple majority of all **Members** present and voting.

10.2 Resolving to apply for removal from the register

The **Society** may be removed from the Register of Incorporated Societies in accordance with the provisions of Part 5 of the **Act**.

The **Committee** shall give 10 **Working Days** written **Notice** to all **Members** of the proposed resolution to remove the **Society** from the Register of Incorporated Societies.

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**.

Any resolution to remove the **Society** from the Register of Incorporated Societies must be passed by a simple majority of all **Members** present and voting.

10.3 Surplus funds or assets

If the **Society** is liquidated or removed from the Register of Incorporated Societies, any surplus funds or assets shall not be paid or distributed to any members or individuals but shall be:

- applied to a purpose in line with the Society's objects, or
- given or transferred to another not-for-profit registered charity.

11.0 Alterations to the constitution

11.1 Amending this constitution

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**.

The **Society** may amend or replace this **Constitution** at a **General Meeting** by a resolution passed by a simple majority of those **Members** present and voting.

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 10 **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.

At least 20 **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.

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.

11.2 Not-For-Profit Status

No addition to, deletion from or alteration of the Society's rules shall be made which would allow personal pecuniary profits to any individuals.

The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

Appendix One: Not-for-profit status

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

- engages in trade,
- pays a **Member** for matters that are incidental to the purposes of the **Society**, and the **Member** is a not-for-profit entity,
- distributes funds to a **Member** to further the purposes of the **Society**, and the **Member**—
 - is a not-for-profit entity, and
 - is affiliated or closely related to the **Society**, and
 - has the same, or substantially the same, purposes as those of the **Society**.
- reimburses a **Member** for reasonable expenses legitimately incurred on behalf of the **Society** or while pursuing the **Society's** purposes,
- provides benefits to members of the public or of a class of the public and those persons include **Members** or their families,
- provides benefits to **Members** or their families to alleviate hardship,
- provides educational scholarships or grants to **Members** or their families,
- pays a **Member** a salary or wages or other payments for services to the **Society** on arm's length terms (terms reasonable in the circumstances if the parties were connected or related only by the transaction in question, each acting independently, and each acting in its own best interests; or are terms less favourable to the **Member** than those terms and the payment for services, or other transaction, does not include any share of a gain, profit, or surplus, percentage of revenue, or other reward in connection with any gain, profit, surplus, or revenue of the **Society**),
- provides a **Member** with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of the **Society**.
- on removal of the **Society** from the Register of Incorporated Societies having its surplus assets distributed under subpart 5 of Part 5 of the **Act** to a **Member** that is a not-for-profit entity.

Appendix Two: Disqualification for Committee Membership

Committee Members must not be persons disqualified under section 47(3) of the **Act** from being appointed or holding office as a **Committee Member** of the **Society**, namely—

- 1.a person who is under 16 years of age
- 2.a person who is an undischarged bankrupt
- 3.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
- 4.A person who is disqualified from being a member of the governing body of a charitable entity under section 16(2) of the Charities Act 2005
- 5.a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years—
 - 1.an offence under subpart 6 of Part 4 of the **Act**
 - 2.a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961)
 - 3.an offence under section 143B of the Tax Administration Act 1994
 - 4.an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (1) to (3)
 - 5.a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere
- 6.a person subject to:
 - 1.a banning order under subpart 7 of Part 4 of the **Act**, or
 - 2.an order under section 108 of the Credit Contracts and Consumer Finance Act 2003, or
 - 3.a forfeiture order under the Criminal Proceeds (Recovery) Act 2009, or
 - 4.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.
- 7.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**.