

# CONSTITUTION and RULES of the TASMAN AREA COMMUNITY ASSOCIATION

## 1) INTRODUCTORY RULES

**NAME:** Tasman Area Community Association Society Incorporated,  
hereinafter referred to as “The Society”: constituted by Resolution dated 27th October 1990.

**Charitable Status:** The Society is registered as a charitable entity under the Charities Act 2005. Charities Registration Number: CC33036 NZBN No. 9429042832065

### Definitions

In this **Constitution**, unless context requires otherwise, the following words and phrases have defined meanings:

“**Act**” means the Incorporated Societies Act 2022 or any Act which replaces it, including future amendments, and any regulations made under the Act or under any Act which replaces it.

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

“**Chairperson**” means the **Officer** responsible for chairing **General / Committee Meetings** and who provides leadership for the **Society**.

“**Committee**” means the **Society’s** governing body.

“**Constitution**” means the Rules in this document.

“**Deputy Chairperson**” means the **Officer** elected or appointed to deputise in the absence of the **Chairperson**.

“**General / Committee Meeting**” means the monthly meeting scheduled for the last Thursday of each month, except December. This meeting is open for all Residents to attend, whether a Member of the Society or not.

“**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—

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 by the **Society**.

**“Member”** means an individual person 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**. A **Member** can also be an active business operating within the Society’s defined area.

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

**“Officer”** means a natural person who is:

- a member of the **Committee**, or
- occupying a position in the **Society** that allows them to exercise significant influence over the management or administration of the **Society**, including any Chairperson or Treasurer.

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

**“Resident”** means any person or ratepayer who is permanently resident within the Society’s defined catchment area.

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

**“Special General Meeting”** means a meeting of the **Members**, called for a specific purpose or purposes, other than an **Annual General Meeting** or monthly **General / Committee Meeting**.

**“Working Days”** mean as defined in the Legislation Act 2019. Examples of days that are not **Working Days** include, but are not limited to: Saturdays, Sundays, and all public holidays.

## 2) Purposes

The primary purposes of the Society are to Initiate, Organise and Administer actions that:-

- a) Foster and promote the interest of residents in the social, environmental, cultural, and economic life of the Moutere Bluff to Mariri area, including Kina Peninsula.
- b) Publicise and disseminate information relating to matters of community relevance, firstly to Members of the Society and secondly to other Residents if wider community issues occur.
- c) Encourage and facilitate constructive public discussion and debate on matters of community importance and concern.
- d) Demonstrate Committee neutrality when contentious issues in the community arise, while ascertaining Society majority views. At its sole discretion the Committee reserves the right however to publicly express majority Society views on behalf of the community.
- e) Maintain close communication with Tasman District Council (TDC) and any other organisations that may impact on Residents of the area covered.
- f) Collect information incidental or conducive to the attainment of these Objectives.

### 3) Role

To facilitate the above by:-

- a) Purchasing, leasing, hiring or otherwise acquiring property that the Society may think necessary or convenient to attain the Objectives.
- b) Disposing of any property as the Society deems fit.
- c) Constructing, maintaining, or altering any public building or land within the Society's care as required to achieve its Aims and Objectives.
- d) Borrowing funds, applying for grants or sponsorship, seeking donations, and investing such funds to secure sufficient financial capital to undertake projects in keeping with the Objectives.
- e) Raising money by applying the right to require Society membership by annual subscription fee and to pursue any other means of raising funds for projects that will benefit the community.
- f) Maintaining a Register of Members containing contact information that Members have agreed be held by the Society. The Society retains the right to amend by Resolution the required contact information.
- g) Notifying Members about items of community relevance and used where necessary to request Members to cast a vote.

#### 3.1 Operations

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

- distributing any gain, profit, surplus, dividend, or other similar financial benefit to Members (whether in money or in kind); or
- having capital that is divided into shares or stock held by Members; or
- holding property in which Members have a disposable interest (whether directly, or in the form of shares or stock in the capital of the Society or otherwise).

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

- 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.
- 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 has its surplus assets distributed under subpart 5 of Part 5 of the Act to a Member that is a not-for-profit entity.

### **3.2 Act and Regulations**

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

### **3.3 Registered Office**

The registered office of the Society shall be at such place in New Zealand as the Committee from time to time determines. Currently this is located at Tasman Church in Williams Road, Tasman.

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.

### **3.4 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.

The Society will provide its Secretary as a primary contact person.

## 4) Society Membership

- a) Membership is open to any permanent Resident or ratepayer who consents (in writing or by payment of subscription) to the Society holding their contact details.
- b) A Resident is anyone who lives in the areas commonly known as Mariri, Tasman (including Tasman Stream catchment) and Kina. This area specifically extends from Robinson Road to the Moutere Bluffs above Ruby Bay (where Aporo Road meets Stafford Drive). It extends inland to Tasman View Road, including Harley Road and south to include Awa Awa and Pomona Roads and their side roads within the Tasman Stream catchment.
- c) A ratepayer may be a business that actively operates in the defined area.
- d) Any Member who declares as Resident/ratepayer of the area covered by the Society but is found to not qualify shall have membership and their contact details removed forthwith.
- e) The Society shall only operate with a minimum of 10 (ten) Members, as required by the 2022 Act. There is no limit to the number of Members except that not all Residents are Members. Their rights and responsibilities are defined within these Rules.
- f) The Committee may accept or decline an application for membership at its sole discretion. The Committee will advise the applicant of its decision and its reason(s) if the application is denied.
- g) The consent of every Member to become a Society Member shall be retained in the Society's membership records.
- h) A register of current Members including name, email address and any other contact information agreed to by the Member will be kept in accordance with the rules of the Incorporated Societies Act of 2022. Provision of such information shall be deemed as confirmation that the Member is Resident in the Society's catchment area: as defined above.
- i) Members must promptly provide new contact information to the Treasurer if their details change, they still qualify, and wish to remain a Member of the Society.
- j) Members shall inform the Treasurer as soon as possible if they are no longer resident so that their contact details can be deleted from the Society Register.
- k) The Society retains the right by Resolution at its AGM to change its Society Membership Fee. Such fee shall apply for the period until the subsequent AGM.
- l) All Members are entitled to vote at Society General (Committee) Meetings and will receive information provided by the Society at the Committee's discretion. Members are encouraged to attend the Society's monthly General Meetings. Residents who attend a General Meeting but are not Members do not qualify to vote, or raise or second a Motion.
- m) New Members may join at any time. Any fee shall be paid regardless of the joining date. Membership is active immediately on payment of the fee or fulfilment of any other defined criteria in the Constitution.
- n) Upon request, all Members will receive an emailed copy of the Society's Constitution.

## 4.1 Types of Members

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

- **Individual Member**  
An Individual Member is a natural person who has paid any required membership fee, has provided contact details as required by the Society, and has confirmed that they are permanently resident.
- **Business Member**  
A Business Member is a business ratepayer operating an active business located within the Society's defined area. Such business shall be entitled to a single vote upon payment of any membership fee and has provided the Society's requested contact details. A Business Owner is entitled to hold Individual Membership and a Business Membership i.e. one vote in each category provided that the terms of each membership are met.
- **Life Member**  
Life Members are honoured by Resolution of a General Meeting for highly valued services to the Society. No Membership fee shall apply.

## 5) Code of Conduct: Member Obligations and Rights.

- a) All Members shall promote the purposes of the Society and shall do nothing to bring the Society into disrepute.
- b) All Members shall conduct Society business and discussions in a respectful manner. Personal viewpoints regarding contentious issues should be declared as such and all Members shall strive in a collaborative manner to arrive at solution-based outcomes.
- c) Officers of the Society shall sign the Society's Declaration of Consent Certificate that certifies they are not disqualified under the terms of the 2022 Act from being an Officer.
- d) Officers must register any conflict of interest in the Society's Interests Register.
- e) Members shall adhere to meeting Agenda and normal meeting procedures to comply with the above outcomes.
- f) Disruptive behaviour at Society meetings will not be tolerated and dealt with appropriately by Society Officers (the Committee).
- g) The Chairperson shall retain the right to conclude an issue subject to disruptive or abusive behaviour. The issue can be deferred, at Chairperson's discretion, to a subsequent meeting.
- h) All meetings shall therefore be conducted in an inclusive, productive, and positive manner.
- i) The Society shall strive to arrive at consensus decisions that reflect majority membership opinion. If approved by Committee vote at a General Meeting the Society may use its Member Register to determine a majority membership viewpoint on matters of contention within the community.
- j) The Society's Dispute Resolution Procedures shall be followed whenever appropriate and necessary.
- k) A Member is only entitled to exercise the rights of membership (including attending and voting at General Meetings, accessing or using the Society's premises, facilities, equipment and other property, and participating in Society activities) if all subscriptions and any other fees have been paid to the Society, but no Member is liable for an obligation of the Society by reason only of being a Member.
- l) The Committee may decide what access or use Members may have of or to any premises, facilities, equipment, or other property owned, occupied, or otherwise used by the Society, and to participate in Society activities, including any conditions of and fees for such access, use or involvement.

## 6) Cessation of Membership

- 6.1 A Member may resign from the Society at any time by giving notice in writing to the Committee, preferably the Secretary. The Society, upon the Member's resignation, will delete the former Member's personal details from its Membership Register.
- 6.2 On termination of a Member's membership following a dispute resolution process under this Constitution.
- 6.3 On death.
- 6.4 In the opinion of the Committee the Member has brought the Society into disrepute.
- 6.5 Membership can be terminated by the Committee in the following way:
- a) If, for any reason whatsoever, the Committee is of the view that a Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society, the Committee may give written notice of this to the Member ("the Committee's Notice"). This must:
    - i. Explain how the Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society.
    - ii. State what the Member must do to remedy the situation; or state that the Member must write to the Committee giving reasons why it should not terminate the Member's membership.
    - iii. State that if, within fourteen (14) days of the Member receiving the Committee's Notice, the Committee is not satisfied, it may in its absolute discretion immediately terminate the Member's membership.
    - iv. State that if the Committee terminates the Member's membership, the Member may appeal to the Society.
  - b) Fourteen (14) days after the Member receives the Committee's Notice, the Committee may in its absolute discretion by majority vote terminate the Member's membership by giving the Member written notice ("Termination Notice"), which takes immediate effect. The Termination Notice must state that the Member may appeal to the Society at the next Meeting by giving written notice to the Secretary ("Member's Notice") within fourteen (14) days of the Member's receipt of the Termination Notice.
  - c) If the Member gives the Member's Notice to the Secretary, they will have the right to be fairly heard at a Society Meeting held within the following twenty-eight (28) days. If the Member chooses, they may provide the Secretary with a written explanation of events as the Member sees them ("the Member's Explanation"), and the Member may require the Secretary to give the Member's Explanation to every other Member within seven (7) days of the Secretary receiving the Member's Explanation. If the Member is not satisfied that other Society Members have had sufficient time to consider the Member's Explanation, the Member may defer the right to be heard until the following Society Meeting.
  - d) When the Member is heard at a Meeting, the Society may question the Member and the Committee.
  - e) The Society shall then by majority Committee vote decide whether the termination stands or reinstate the Member. The Committee's majority decision will be final.

## 7) General/Committee and Special Meetings

- 7.1 General Meetings will be held monthly from January to November and are open to public participation.
- 7.2 General Meetings, including Agenda with business to be conducted and previous month's Minutes, shall be called upon by minimum five (5) working days' notice. That Notice will be addressed to the Member. 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.
- 7.3 Only Members may 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, or
  - no other proxy voting shall be permitted.
  - No General Meeting may be held unless at least 5 eligible Members attend throughout the meeting, however a quorum must be present for any binding voting. Five (5) Committee Members shall form a 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 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.
- 7.4 Two (2) Specific Role Officers plus three (3) Committee members may form a quorum at a General Meeting.
- 7.5 Resolutions proposed verbally or in writing shall be approved (or otherwise) by majority vote no later than the subsequent General Meeting and recorded in the Minutes.
- 7.6 All Resolutions shall first have the opportunity for debate at a General or Special Meeting before voting at the next General Meeting.
- 7.7 The Committee reserves the right to go into closed Committee meeting over matters it deems may:-
- i. concern confidentiality and the security of privileged information.
  - ii. concern incurring financial liability.
  - iii. result in the Society being liable to legal proceedings.
  - iv. be contrary to the Objectives of the Society.
- 7.8 The Society will not be bound to take any action which may be required by the passing of a Resolution in a General Meeting that may:-
- i. involve it in financial liability; or
  - ii. cause it to be liable to legal proceedings; or
  - iii. be deemed to be contrary to the Objectives of the Society.
- 7.9 "Members' Meetings" by Mark von Dadelszen shall be adopted as the definitive authority for meetings and meeting procedure for guidance where problems arise.
- 7.10 Adjourned Meetings: if after 15 minutes of the time appointed for a Meeting a quorum is not present, the Meeting, if convened by requisition of Members, shall be dissolved without need for adjournment. In any other case it shall stand adjourned to a day, time and place determined by the Chair. 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.



Repeated adjournments shall not take place and repeated failures to obtain a quorum shall trigger the application of these Rules to resolve whatever issue is causing failure to establish a quorum.

- 7.11 Committee meetings will not be recorded or filmed in person or remotely unless approved by Committee majority vote.
- 7.12 Written Resolutions may not be passed in lieu of a General Meeting.
- 7.13 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.
- 7.14 General Meetings shall be chaired by the Chairperson. If the Chairperson is absent the meeting shall elect a member of the Committee to chair the meeting. Any person chairing a General Meeting has a deliberative and, in the event of a tied vote, a casting vote.
- 7.15 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.
- 7.16 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.
- 7.17 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 five (5) 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.

## **8) Special General Meetings**

- 8.1 The Committee may call a Special Meeting upon not less than twenty-four (24) hours' notice having been given by the Secretary. In addition, any two (2) Committee Members may request a meeting by notifying the Secretary in writing (or in the Secretary's absence any other Specific Role Officer) of their requirement and the reason(s) for it.
- 8.2 Any Resolution or written request must state the business that the Special General Meeting is to deal with.
- 8.3 Similarly, Society Members may by written request to the Secretary and signed by not less than a quarter (25%) of Members place a request for a Special Meeting, clearly stating the issue of concern and reason(s) for requiring a Special Meeting.
- 8.4 If a Special Meeting is required an Officer shall call one at the earliest feasible opportunity to facilitate sufficient Committee and potentially community participation.
- 8.5 In the event of a local emergency only, where an urgent decision(s) may be required, a Special Meeting may be conducted by phone, video, or alternative format if a quorum cannot be convened in person.

- 8.6 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.

## **9) Annual General Meeting: Governance**

- 9.1 The Annual General Meeting (AGM) of the Society shall be held no later than three (3) months after the end of each financial year. The Committee shall determine by Resolution the date of each AGM.
- 9.2 Notice of Motion must be in writing and in the hands of the Secretary at least fourteen (14) days prior to the date of the AGM.
- 9.3 At least seven (7) working days before the AGM the Secretary shall send to all Members written (or email) Notice: including the Chairperson's Annual Report, Treasurer's Statement of Accounts and Resolutions to be considered, including:
- i. Nominations for Officers and Committee Members.
  - ii. Proposed amount of Annual Membership Fee, if any.
  - iii. Appointment, if necessary, of a qualified person to review the Society's financial statements.
  - iv. Resolutions on Notice and Committee recommendations in respect of Society governance.

## **Annual General Meetings: Business**

- 9.4 Five (5) Members of the Committee plus five (5) Members of the Society (whether Committee members or not) shall form a quorum at the AGM.
- 9.5 No resident shall be entitled to an AGM vote unless a current Member.
- 9.6 The business of an Annual General Meeting shall:-
- 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.
  - set any subscription(s) for the current financial year and until the subsequent AGM.
  - consider any Motions of which prior notice has been given to Members with notice of the Meeting; and
  - consider any general business.
- 9.7 The Committee must, at each Annual General Meeting, present the following:-
- the Chairperson's annual report on the operation and affairs of the Society during the most recently completed accounting period.
  - the Treasurer's annual financial statements for that period.
  - any other reports by Committee Members to inform Society Members about project activities and progress; and
  - 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).

## **10) Management of the Society: The Committee**

### **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.

### **Powers of the Committee**

The Committee has all the powers necessary for managing, 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.

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.

A meeting of the Committee may be held either:-

1. by members of the Committee who constitute a quorum being assembled 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 votes cast are in favour of the Resolution. Every Officer on the Committee shall have one vote.

The Committee shall maintain a database of Residents who have agreed to provide email contact details so that they can be informed about matters of wider community interest. This is separate from the database of Society Members. The Residents database can be maintained by any person approved by the Committee.

## **11) Officers**

The Society shall have a Managing Committee comprising the following:-

- a) The Chairperson
- b) The Secretary
- c) The Treasurer; plus
- d) A minimum of 3 (three) Committee members.
- e) Any AGM may resolve that the office of Secretary and Treasurer may be combined, but the Society prefers whenever feasible to separate such roles. The Committee must vote on any conditions that may be attached to such combined office.
- f) All Committee members shall be registered Members and classed as Officers of the Society.
- g) Officers shall be elected at an Annual General Meeting and shall serve on the Society's Committee for the subsequent year. No Officer shall serve for more than 15 consecutive terms.

- h) Prior to election or appointment as an Officer a person must consent in writing to be an Officer and certify in writing that they are not disqualified from being elected or appointed as an Officer either by this Constitution or the Act. Only a natural person may be an Officer and each Officer's Certificate shall be retained in the Society's records.
- i) Officers shall be a minimum 16 years of age.
- j) Officers must, when exercising powers or performing duties as an Officer:-
  - i. Act in good faith and in the best interests of the Society.
  - ii. Only exercise powers for proper purposes.
  - iii. Comply with the 2022 Act and the Society's Constitution.
  - iv. Exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances, considering, but without limitation:
    - a. the nature of the Society,
    - b. the nature of the decision, and
    - c. the position of the Officer and the nature of the responsibilities undertaken.
  - v. Must not agree to the activities of the Society being carried on in a manner likely to create a substantial risk of serious loss to the Society or to the Society's creditors, or cause or allow the activities of the Society to be carried on in a manner likely to create a substantial risk of serious loss to the Society or to the Society's creditors, and
  - vi. Must not agree to the Society incurring an obligation unless he or she believes at that time on reasonable grounds that the Society will be able to perform the obligation when it is required to do so.

### **11.1 Election of Officers**

- a) Officers shall be elected during an Annual General Meeting (AGM). However, if a vacancy in the position of any Officer occurs between AGMs, that vacancy shall be filled by Resolution of the Committee. An 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. Such appointment must be ratified at the next AGM.
- 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 (as described in the rule above) shall be received by the Society at least 5 working days before the date of the AGM. If there are insufficient valid nominations received, further nominations may be received from the floor at the AGM.
- 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 Member to receive such Notice of the AGM 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 AGM. Unless otherwise specified by the Committee any person so appointed shall have full speaking and voting rights as an Officer 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 Officer (as described in the rules above).

## **11.2 Disqualification Criteria of Officers**

The following persons are disqualified under section 47(3) of the Act from being appointed or holding office as an Officer 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 seven (7) years:-
  - a. an offence under subpart 6 of Part 4 of the Act.
  - b. a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961).
  - c. an offence under section 143B of the Tax Administration Act 1994.
  - d. an offence in a country other than New Zealand that is substantially like an offence specified in subparagraphs 11.2 (1) to (3) above.
  - e. a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere.
6. a person subject to:-
  - a. a banning order under subpart 7 of Part 4 of the Act, or
  - b. an order under section 108 of the Credit Contracts and Consumer Finance Act 2003, or
  - c. a forfeiture order under the Criminal Proceeds (Recovery) Act 2009, or
  - d. 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 like an order referred to in the above paragraph 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.
8. a person who is unable to comply with any qualifications for Officers contained in the Society's Constitution.

## **11.3 Removal of Officers**

An Officer shall be removed as an Officer by Resolution of the Committee where in the opinion of the Committee or the Society:-

- The Officer elected to the Committee has been absent from four (4) Committee meetings without leave of absence from the Committee.
- The Officer has brought the Society into disrepute.
- The Officer has failed to disclose a conflict of interest.

- The Committee passes a vote of no confidence in the Officer.
- Other: e.g., for behaviour that is not in accordance with the Objectives of the Society or breaches the Society's "Code of Conduct".

Removal will take effect from the date specified in a Resolution passed by Committee.

#### **11.4 Ceasing to hold office**

An Officer ceases to hold office when they resign (by notice in writing to the Secretary), are removed, die, or otherwise vacate office in accordance with section 50(1) of the Act.

#### **11.5 Conflicts of interest**

An Officer or member of a sub-committee who is an Interested Member in respect of any issue 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):-

1. to the Committee and or sub-committee, and
2. in an interests Register kept by the Committee.

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 issue.

An Officer or member of a sub-committee who is an Interested Member regarding an issue:-

1. must not vote or take part in the decision of the Committee and/or sub-committee relating to the issue unless all members of the Committee who are not interested in the issue provide their consent; and
2. must not sign any document relating to the entry into a transaction or the initiation of the issue unless given consent by all members of the Committee who are not interested in the issue; but
3. may take part in any discussion of the Committee and/or sub-committee relating to the issue 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, an Officer or member of a sub-committee who is prevented from voting on an issue may still be counted for the purpose of determining whether there is a quorum at any meeting at which the issue is considered.

Where 50% (fifty percent) or more of Officers are prevented from voting on an issue because they are interested in that issue, a Special General Meeting must be called to consider and determine the issue, unless all non-interested Officers agree otherwise.

Where 50% (fifty percent) or more of the members of a sub-committee are prevented from voting on an issue because they are interested in that issue, the Committee shall consider and determine the outcome.

## **12) Specific Officer Roles**

Three (3) Committee Officers shall have specific and voluntary roles, as defined below.

### **12.1 Chairperson**

- a) The Chairperson shall ensure adherence by all Members to the Society's Rules.
- b) The Chairperson shall act impartially in overseeing and facilitating the affairs and business of the Society.
- c) If an urgent matter arises that requires consideration prior to the next General Meeting the Chairperson can instigate, through the Secretary, the process for convening a Special General Meeting.
- d) In the event of a tied vote the Chairperson shall have the deciding vote, or if agreed by the Committee the Chair may defer voting to resolve an issue of concern to a later date.
- e) In the Chairperson's absence a temporary Chair will be nominated in advance by the Chair. In the absence of such a nominated temporary Chair the Committee shall provide consent to a present Committee member to preside over the meeting.
- f) Any person eligible to take the Chair may decline to do so without having to give reason.
- g) No Chairperson shall serve for more than five (5) consecutive yearly terms.

### **12.2 Secretary**

- a) The Secretary shall normally be appointed by the Committee as the Companies Office contact person for the Society. The Committee may however appoint an alternate Officer (with their consent) as the contact person.
- b) Whenever there is a change of contact person the new details shall be promptly provided to Companies Office so its records can be updated. There can be up to 3 contact persons.
- c) The Secretary, or other Committee member nominated by the Committee, shall give to all Committee members not less than five (5) working days' notice of Committee meetings, but in cases of urgency a shorter period of notice shall suffice.
- d) The Secretary shall record the Minutes of all meetings. These, when confirmed by the next meeting, shall be the official record of what occurred at that meeting.
- e) The Secretary shall record in the Minutes all Resolutions put to a vote, noting whether carried unanimously or otherwise.
- f) The Secretary shall file, generate, and answer correspondence, distribute General Meeting Minutes and Agenda, and perform other duties required by the Committee.
- g) Minutes of Committee or Sub-committee meetings that involve matters involving financial liability, legal proceedings, or deemed to be contrary to the Objectives of the Society shall generally not be made available to the public.
- h) The Secretary shall maintain the Committee Interests Register.
- i) The Secretary shall provide Society information to Members.
- j) No Secretary shall serve for more than five (5) consecutive yearly terms.

### **12.3 Treasurer**

- a. At each General Meeting the Treasurer will confirm verbally, and preferably in writing using a monthly statement of account, all transactions made during the previous month.
- b. The Treasurer will submit monthly financial statements to the Secretary not less than seven (7) working days prior to a General Meeting so they can be distributed with the Minutes.
- c. The Treasurer will maintain and manage the Society Register/Membership list.
- d. The Treasurer shall present a Performance Report at the Annual General Meeting. This report is to adhere to the External Reporting Board's accounting and reporting standards. Refer Appendix A.

- e. The Treasurer will complete the Society's annual return each year and submit this to Charities Services within 6 months of the financial year-end.
- f. All monies received shall be paid into the Society's bank account(s).
- g. All bills approved by the Committee shall be paid in a timely manner.
- h. Three (3) Officers shall be bank account signatories.
- i. Signatories shall conform to the Conflicts of Interest requirements above.
- j. Two Officer authorisations are required for pre-approved transactions.
- k. All payments on behalf of the Society will be made upon invoice receipt provided they are within the budget presented at the previous Committee meeting.
- l. Urgent unbudgeted purchases can be made by the Treasurer, subject to a \$100 limit. Any change to this limit shall be determined by Resolution at an AGM.
- m. No Treasurer shall serve for more than five (5) consecutive yearly terms.

## **13) Committee Roles**

### **13.1 The Committee will :-**

- a. manage the ongoing affairs of the Society and control its finances in the best interests of the Membership in accordance with the Society's Objectives and these Rules.
- b. set Membership conditions, including any Annual Subscription.
- c. approve monthly and annual Financial Statements.
- d. appoint a person (or persons), at its discretion, to conduct a communication role(s) to primarily assist the Secretary and the Society generally. The role(s) can involve any communication with the wider community e.g. updating the Society's website and Facebook links; producing the Society's newsletter; negotiating any advertisements to be displayed on Society communications; and undertaking any other wider communication role(s) as agreed with the Committee. The communication person(s) will ideally be a Member of the Society, and preferably a committee member, but can be independent provided there is a clear understanding by both the person and Committee of what the role entails. It can be undertaken either on a voluntary basis or by negotiated payment accompanied by defined role and signed agreement. Any Committee Member undertaking the role shall however conduct it on a voluntary basis, in line with the Specific Officer roles.
- e. engage, control, and dismiss contractors to the Society.
- f. regulate and control the conduct of the Officers and Members in matters concerning Society Activities and Objectives.
- g. decide on procedures for dealing with any complaints if not already covered within these Constitutional Rules.
- h. enter into any legal agreement in the name of and on behalf of the Society.
- i. operate bank accounts for any purposes set out in these Rules.
- ii. appoint signatories to the Society's bank account for approvals.

### **13.2 A Committee Member may resign either by writing to the Secretary or by making a resignation statement at a General Meeting.**

### **13.3 Any member of the Committee may be removed for behaviour contrary to the Objectives of the Society. Removal shall be by Resolution at a General Meeting of which prior written notice was given in the Notice of Meeting and which is passed by a minimum two thirds majority of those voting. Should a motion for removal pass, it will then be subject to the right of appeal within sixty-two (62) days of the General Meeting.**

### **13.4 If a person ceases to be a Committee Member that person must within one month give to the Committee all Society documents and property previously held by the departing Committee Member.**



- 13.5** The Committee shall have the responsibility to fill any vacancy occurring on the Committee or any Sub-committee(s). The Committee may however continue to act notwithstanding any vacancy, provided quorum Rules are met.
- 13.6** In the event of resignation or incapacitation of the Chairperson, a nominated Member of the Committee shall serve until the next Annual General Meeting.
- 13.7** Regular meetings of the Committee shall be held at least monthly except December.
- 13.8** Committee Members shall remain in office until the appointment or election of their successors, or earlier at the discretion of a General Meeting Resolution.
- 13.9** The Committee may review the standing of any Committee Member who fails to attend four (4) consecutive General Meetings without notification.
- 13.10** The Committee has all powers of the Society unless its power is limited by these Rules or by a majority decision of the Society.
- 13.11** All decisions of the Committee shall be by majority vote. In the event of an equal vote the Chair shall have a casting vote: that is, a second vote.
- 13.12** Committee decisions bind the Society unless the Committee's power is limited by these Rules or by majority decision of the Society.
- 13.13** If a Committee Member is unable to be physically or remotely (e.g. by Zoom or other remote means) present at a meeting that includes voting on a Resolution, that person may remotely cast a vote in writing or by email delivered in advance to the Secretary, who will present the vote to the meeting.

## **14) Sub-committees**

- 14.1** The Society may form Sub-committees to address specific community issues.
- 14.2** Sub-committees shall be formed from interested Members of the Society and from non-Member individuals who, in the opinion of the Committee, have the skills, attributes or knowledge to assist the work of the Sub-committee.
- 14.3** Sub-committees shall consist of no less than three (3) or more than five (5) members, one of whom shall be the Sub-committee leader.
- 14.4** The Chairperson shall be an ex-officio member of all Sub-committees.
- 14.5** Each Sub-committee shall actively pursue resolution of the community issue with which it is charged and make recommendations to the Committee.
- 14.6** The Sub-committee leader shall furnish regular reports to the Committee.
- 14.7** Each Sub-committee is subject in all things to the control of the Committee that formed it and must carry out general and specific directions of the Society given in relation to the Sub-committee or its affairs.
- 14.8** All Sub-committees are listed and reported on at the AGM.
- 14.9** Sub-committee members are voted into position either at the AGM or by Resolution at a General Meeting and will be disbanded by the Committee when they are deemed to have fulfilled their remit.
- 14.10** Unless otherwise resolved by the Committee:-
- the quorum of every Sub-committee is half the members of the Sub-committee but not less than 2.
  - 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.

## **15) Dispute Resolution - Meanings of dispute and complaint**

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 may be between any of the following persons:-

- 1 or more Members and the Society
- 1 or more Members and 1 or more Officers
- 2 or more Officers
- 1 or more Officers and the Society
- 1 or more Members or Officers and the Society.

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

- a) a Member or an Officer has engaged in misconduct.
- b) a Member or an Officer has breached, or is likely to breach, a duty under the Society's Constitution or bylaws or the Act.
- c) the Society has breached, or is likely to breach, a duty under the Society's Constitution or bylaws or the Act.
- d) a Member's rights or interests as a Member have been damaged or Member's rights or interests generally have been damaged.

A Member or an Officer may make a complaint by giving to the Committee (or a complaints sub-committee) a notice in writing that:-

- i. states that the Member or Officer is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
- ii. sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against; and
- iii. sets out any other information or allegations reasonably required by the Society.

The Society 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:-

1. states that the Society is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
2. sets out the allegation to which the dispute relates.

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

A complaint may be made in any other reasonable manner permitted by the Society's Constitution.

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

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

## **16) Disputes Resolution Procedures**

### **16.1 How the complaint is made.**

- a. A Member or an Officer may make a complaint by giving to the Committee (or a complaints sub-committee) a notice in writing that:-
  - i. states that the Member or Officer is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
  - ii. sets out the allegation to which the dispute relates and whom the allegation is against; and
  - iii. sets out any other information reasonably required by the Society.
- b. The Society 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:-
  - i. states that the Society is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
  - ii. sets out the allegation to which the dispute relates.
- c. The information given under subclause 16.1a. i. or 16.1b. ii. must be enough to ensure that a Member 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.
- d. A complaint may be made in any other reasonable manner permitted by the Society's Constitution.

### **16.2 A Person who makes a complaint has the right to be heard.**

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

### **16.3 A Person who is the subject of complaint has the right to be heard.**

- a) This clause applies if a complaint involves an allegation that a Member, an Officer, or the Society (the respondent):-
  - i. has engaged in misconduct; or

- ii. has breached, or is likely to breach, a duty under the Society's Constitution or bylaws or the Incorporated Societies Act 2022; or
  - iii. has damaged the rights or interests of a Member or the rights or interests of Members generally.
- b) The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
- c) If the respondent is the Society, an Officer may exercise the right on behalf of the Society.
- d) 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:-
  - i. 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
  - ii. the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
  - iii. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
  - iv. an oral hearing (if any) is held before the decision maker; and
  - v. the respondent's written statement or submissions (if any) are considered by the decision maker.

#### **16.4 Investigating and determining dispute.**

- a) The Society 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.
- b) Disputes must be dealt with under the Constitution in a fair, efficient, and effective manner.

#### **16.5 Society may decide not to proceed further with complaint.**

Despite the clause "Investigating and determining dispute" above, the Society 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:-
  - i. that a Member or an Officer has engaged in material misconduct.
  - ii. that a Member, an Officer, or the Society has materially breached, or is likely to materially breach, a duty under the Society'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 without foundation or has 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.

## **16.6 The Society may refer a complaint.**

- a) The Society may refer a complaint to:-
  - i. a Sub-committee or an external person to investigate and report; or
  - ii. a Sub-committee, an arbitral tribunal, or an external person to investigate and arrive at a decision.
- c) The Society may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution body e.g. mediation, facilitation, or a tikanga-based practice.

## **16.7 Decision makers.**

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 Sub-committee 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.

# **17) Records**

## **17.1 Register of Members**

The Society shall maintain 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:-
  - An electronic address, and
  - A statement confirming that they are resident in the Society catchment area.

Every Member shall promptly advise the Society of changed 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 seven (7) years, the Society will record:

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

## **17.2 Interests Register**

The Committee shall at all times maintain an up-to-date Register of Interests disclosed by Officers and by members of any sub-committee.

### 17.3 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:-

- a) provide the information, or
- b) agree to provide the information within a specified period, or
- c) agree to provide the information within a specified period if the Member pays a reasonable charge to the Society (which must be specified and explained) to meet the cost of providing the information, or
- d) refuse to provide the information, specifying the reasons for the refusal.

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

- i. withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
- ii. 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
- iii. 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
- iv. the information is not relevant to the operation or affairs of the Society, or
- v. withholding the information is necessary to maintain legal professional privilege, or
- vi. the disclosure of the information would, or would be likely to, breach an enactment, or
- vii. 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
- viii. the request for the information is frivolous or vexatious, or
- ix. 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 ten (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.

## **18) Finances**

### **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.

All money received on account of the Society shall be banked as soon as possible and within five (5) working days of receipt.

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

At all times the Committee must ensure accounting records are kept that:-

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

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

Accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form. Accounting records must also be kept for the current accounting period and for the previous seven (7) completed accounting periods of the Society.

### **Balance date**

The Society's financial year shall commence on 1st July of each year and end on 30th June, the latter being the Society's balance date.

## **19) Indemnity of Officers**

The Officers, Committee and Sub-committee Members shall be indemnified from and against all losses and expenses incurred by them in or about the discharge of their respective duties, except where such loss or expense arises by reason of those Special Officer's, Committee or Sub-committee Member's own willful neglect or negligence.

## **20) Personal Profit**

No Member or Officer (or person associated with a Member or Officer) of the Society shall derive any income, benefit or advantage from the Society, or materially influence the payment of any such income benefit or advantage:-

- a. Except where that income, benefit or advantage is derived from:-
  - i. Professional services rendered to the Society and charged at no greater than current market rate;
  - ii. Interest on money loaned to the Society at no greater than current market rate.

## **21) Auditor - refer Appendix A**

An auditor may be appointed if the Committee or the Membership at a General Meeting wish to have the accounts audited. The Auditor may be a Member or non-member but not a Member of the Society's Committee.

## **22) Liquidation and removal from the register**

### **a) Resolving to put the Society into liquidation**

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

The Committee shall give twenty (20) working days written Notice to all Members of the proposed Resolution to liquidate the Society.

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 two thirds (2/3rds) majority of all Members present and voting.

### **b) 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 twenty (20) 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 two thirds (2/3rds) majority of all Members present and voting.

### **c) Surplus assets**

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

On the liquidation or removal from the Register of Incorporated Societies of the Society, its surplus assets (after payment of all debts, costs and liabilities) shall be vested in a body with exclusively charitable purposes reasonably similar to those of the Society. The gift to that body may be tagged with such conditions of gifting as the Society may consider appropriate. Such conditions may involve a reservation of part or all the property such that it can be recovered from that other body later if the Society or one similar is incorporated for the same or similar exclusively charitable purposes. However:-

In any Resolution under this rule, the Society may approve a different distribution to a different not-for-profit entity from that specified above, so long as the Society complies with this Constitution and the Act in all other respects.



## **23) Alterations to the 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 two thirds (2/3rds) majority of those Members present and voting.

That amendment may be approved by a Resolution passed in lieu of a meeting but only if authorised by this Constitution.

Any proposed Resolution to amend or replace this Constitution shall be signed by at least twenty (20) per cent of eligible Members and given in writing to the Committee at least five (5) 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 five (5) 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 Committee recommendations.

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.

## **24) Interpretation**

In these Rules, unless inconsistent with the context, words using the singular shall also include the plural. Any words in the masculine gender shall also include the feminine gender.

# APPENDIX A

## ***Financial Reporting Requirements***

As at 26 September 2024:

### **1) Implications of Registered Charity Status**

- a) Tasman Area Community Association Society Incorporated is a registered charity.
- b) If an Incorporated Society is a registered charity, it does not qualify as a 'small society' for accounting and reporting purposes.
- c) If an Incorporated Society is a registered charity, it must comply with the External Reporting Board (XRB) accounting and reporting standards instead.

### **2) External Reporting Board (XRB): Accounting and Reporting Standards**

- a) Where total operating expenditure is less than \$140,000 in each of the *previous* two financial periods, Tier 4 accounting and reporting standards apply. Tier 4 is otherwise referred to as simple format reporting – cash basis.
- b) Where total operating expenditure is less than \$2 million in each of the *previous* two financial periods, Tier 3 accounting and reporting standards apply. Tier 3 is otherwise referred to as simple format report – accrual basis.
- c) A society can voluntarily choose to prepare its financial reports in accordance with a higher tier even if it does not meet the criteria for that tier.
- d) TACA's operating expenditure was \$116,381 in 2024, \$54,736 in 2023 and \$4,868 in 2022.
- e) Based on the above, Tasman Area Community Association Society Incorporated will adopt Tier 4 accounting and reporting standards.

### **3) Charities Services: Audit/Review Requirements**

- a) A qualified auditor must be engaged for an audit or a review of the financial reports.
- b) Financial reports are required to be audited when total operating expenditure is over \$1.1 million for each of the *previous* two consecutive accounting periods.
- c) Financial reports are required to be reviewed when total operating expenditure is over \$550,000 for each of the *previous* two consecutive accounting periods.
- d) TACA's operating expenditure was \$116,381 in 2024, \$54,736 in 2023 and \$4,868 in 2022.
- e) Based on the above, neither an audit nor a review will be required in the foreseeable future.