

Constitution of Marlborough Repertory Society Incorporated

Constitution of Marlborough Repertory Society Incorporated

1.	Definitions and interpretation	2
2.	Details of Society	4
3.	Purpose and powers	4
4.	Members	5
5.	Membership fees	6
6.	Cessation of membership	6
7.	Member Register	6
8.	Committee composition	7
9.	Election of Committee Members	8
10.	Committee	8
11.	President	9
12.	Secretary	10
13.	Treasurer	10
14.	General Meetings	10
15.	Committee meetings	13
16.	Contact Person	14
17.	Duties owed to Society by Officers	14
18.	Conflicts of interest	14
19.	Indemnity and insurance	15
20.	Finances	15
21.	Amendments	15
22.	Dispute resolution process	16
23.	Ending the Society	17
24.	Transition	17

1. Definitions and interpretation

Definitions

1.1 Unless the context requires otherwise:

- 1 **Act** means the Incorporated Societies Act 2022 and any regulations made under that Act.
- 2 **AGM or Annual General Meeting** means a meeting of the Members of the Society held once a year convened under this Constitution.
- 3 **Bylaws** means any bylaws, policies, codes of conduct, or regulations of the Society made under clause 21.10.
- 4 **Committee** means the Society's governing body.
- 5 **Committee Member** means a member of the Committee.
- 6 **Constitution** means this Constitution as amended including any schedules to this Constitution.
- 7 **Contact Details** means an electronic address and a telephone number.
- 8 **Contact Person** means a person holding the position of contact person for the Society being the person whom the Registrar can contact when needed.
- 9 **Elected Committee Member** means a member of the Committee who has been elected in accordance with clause 9.
- 10 **General Meeting** means an AGM or SGM of the Society.
- 11 **Interested** has the meaning set out in section 62 of the Act.
- 12 **Interests Register** means the register of disclosures made by Officers kept by the Committee.
- 13 **Matter** has the meaning set out in section 62(4) of the Act.
- 14 **Member** means each person who is a member of the Society.
- 15 **Member Register** means the register of Members kept under this Constitution.
- 16 **Notice** has the meaning given to it in clause 1.4.
- 17 **Officer** means a Committee Member and any natural person occupying a position in the Society that allows the person to exercise significant influence over the management or administration of the Society.
- 18 **Ordinary Resolution** means a resolution passed by a majority of votes cast.
- 19 **President** means the president of the Society, elected under this Constitution.
- 20 **Register** means the register of incorporated societies established under the Act.
- 21 **Registrar** means the Registrar of Incorporated Societies.
- 22 **Secretary** means the secretary of the Society, elected under this Constitution.
- 23 **SGM or Special General Meeting** means a meeting of the Members, other than an AGM, called for a specific purpose or purposes.
- 24 **Society** has the meaning given to it in clause 2.1.

- 25 **Special Resolution** means a resolution passed by a two-thirds majority of votes cast.
- 26 **Treasurer** means the treasurer of the Society, elected under this Constitution.
- 27 **Working Day** means any day of the week other than:
- (a) Saturday, 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; and
 - (b) if Waitangi Day or Anzac Day falls on a Saturday or Sunday, the following Monday; and
 - (c) a day in the period commencing on 24 December in any year and ending on 5 January in the following year, both days inclusive; and
 - (d) the day observed as the anniversary in Marlborough.

Interpretation

- 1.2 Unless the context otherwise requires:
- (a) reference to a person includes any other entity or association recognised by law and vice versa.
 - (b) words referring to the singular include the plural and vice versa.
 - (c) a reference to:
 - (i) a person includes their executors and administrators.
 - (ii) **writing** includes words printed, typewritten, or otherwise visibly represented, copied, or reproduced including by email. **Written** has a corresponding meaning.
 - (iii) statutory provisions is to them as amended or re-enacted.
 - (d) all periods of time or notice exclude the days on which they are given.
 - (e) time is of the essence.
- 1.3 Advice notes are for information only and do not form part of this Constitution.

Notices

- 1.4 Unless specified otherwise in this Constitution any notice or other communication (**Notice**) given under this Constitution must be in writing.
- 1.5 A Notice may be served by email to:
- (a) Members at the email address in their Contact Details;
 - (b) the Society at boathouse@boathousetheatre.co.nz.
- 1.6 The Society may change its email address for the purposes of clause 1.5 by giving notice to all Members.
- 1.7 A Notice is deemed served at the time evidenced by the sender's sent email history, unless another party can prove it was not received.

2. Details of Society

Name

- 2.1 The name of the society is Marlborough Repertory Society Incorporated (**Society**).

Advice note: in conducting its business, the Society may use a trading name (e.g. The Boathouse Theatre). However, the Act requires that any document issued on behalf of the Society evidencing or creating a legal obligation must clearly state the Society's name (see section 121 of the Act). In this case, examples of appropriate wording include "Marlborough Repertory Society Incorporated trading as The Boathouse Theatre" or "Marlborough Repertory Society Inc t/a The Boathouse Theatre".

Charitable status

- 2.2 The Society is already, or intends after incorporation to be, registered as a charitable entity under the Charities Act 2005.

3. Purpose and powers

Purpose

- 3.1 The Society is established and maintained exclusively for the charitable purposes (including any purposes ancillary to them) of advancing education and benefiting the community by:
- (a) producing theatrical performances to the public;
 - (b) assisting, promoting and encouraging the study of plays and other dramatic work; and
 - (c) promoting, fostering and encouraging the study and application of all theatre and stagecraft pertaining to the theatre and to the production of plays.

Tikanga

- 3.2 The tikanga, kawa, culture, or practice of the Society is as follows:
- (a) The Society reflects and upholds the multicultural status of Aotearoa/New Zealand in 2025 and beyond. The Society acknowledges our Tangata Whenua as Treaty Partners and where possible the Society will mirror the value of Te Tiriti o Waitangi and its articles within the performing arts.
 - (b) Ko te Rōpū Whakaari o Wairau e whakaata ana, e whakanuia ana i te āhua ahurea-maha o Aotearoa i te tau 2025, me tua atu hoki. E whakamana ana te rōpū i te Tangata Whenua hei Hoa Tiriti, ā, i ngā wā e taea ana, ka whakaata te Rōpū Whakaari o Wairau i ngā uara o Te Tiriti o Waitangi me ōna tuhinga i roto i ngā mahi toi Whakaari.
- 3.3 The inclusion of the passage in clause 3.2(b) in te reo Māori reflects the Society's commitment to Tangata Whenua. It is intended to correspond to the English language passage in clause 3.2(a). In reflection of the fact that most members of the Society are not yet conversant in te reo Māori, in the event of any inconsistency between the two passages, the English text will prevail.

No personal benefits

- 3.4 All income, benefit, or advantage must be used to advance the purposes of the Society.

- 3.5 No Member, person associated with a Member, or Committee Member is allowed to take part in or influence any decision made by the Society in respect of payments to, or on behalf of, the Member, any person associated with a Member, or Committee Member of any income, benefit, or advantage.
- 3.6 Any payments made to a Member, person associated with a Member, or Committee Member must:
- (a) be for goods or services that advance the purposes of the Society and must be reasonable and relative to payments that would be made between unrelated parties; or
 - (b) be in accordance with clause 10.5.
- 3.7 The provisions and effect of clauses 3.4 to 3.6 must not be removed from this Constitution and must be included and implied in any document replacing this Constitution.

4. **Members**

Membership application

- 4.1 An application for membership (**Application**) must be in the form required by the Committee. All Applications will be decided by the Committee, which may accept or decline an Application. A person becomes a Member when their Application has been accepted and they have paid the required membership fees and satisfied any other preconditions.

Membership consent

- 4.2 A person or entity consents to become a Member by signing the prescribed application form and paying the membership fee.

Advice note: it is a requirement of the Act that a person must consent to become a member of the Society. It is important for the Society to have evidence of consent (in the form of a signed application form) before a person is added to the Members Register.

Membership categories

- 4.3 The Members of the Society are:
- (a) Ordinary Members. An Ordinary Member has voting rights at a General Meeting and is eligible to be a Committee Member. Only natural persons may be Ordinary Members;
 - (b) Life Members. Life Membership may be granted in recognition and appreciation of outstanding service by a Member to the Society. Any Member may nominate a Member for Life Membership by giving Notice to the Committee setting out the grounds for the nomination. A nomination must not be included as an item of business for a General Meeting unless approved by the Committee. A person may only be elected as a Life Member by a Special Resolution at a General Meeting. A Life Member has the membership rights and obligations set by the Committee and in the absence of that has the rights and obligations of an Ordinary Member, except for payment of membership fees. Only natural persons may be Life Members;
 - (c) Honorary members. Honorary membership may be granted to persons who are not Ordinary Members or Life Members to recognise their relationship with the society. An Honorary Member has the membership rights and obligations set by the Committee and in the absence of that has the rights and obligations of an Ordinary Member,

except that an Honorary Member does not have voting rights. Honorary membership is open to both natural and non-natural persons.

Access to information by Members

Advice Note: see sections 80 to 83 of the Act for provisions relating to access to information by Members. A copy of the Act can be found for free on the New Zealand Legislation website at <https://www.legislation.govt.nz/>

5. Membership fees

5.1 The Committee will decide:

- (a) any membership and other fees payable by Members; and
- (b) the due date for those fees.

5.2 Before coming into effect, any change in membership fees must be ratified by resolution at a General Meeting.

5.3 Without being released from the obligation to pay, a Member who does not pay their membership or other fees by the due date has no membership rights, but is still bound by this Constitution. If payment is not made within 1 month of the due date the Committee may terminate the Member's membership by Notice to the Member.

6. Cessation of membership

6.1 A person ceases to be a Member:

- (a) on death or if a body corporate, on liquidation or if a partnership, on dissolution of the partnership;
- (b) by resignation by giving Notice to the Committee;
- (c) on termination of membership under clause 5.3 or from a dispute resolution process in this Constitution.

6.2 A person who ceases to be a Member:

- (a) remains liable to pay all membership and other fees owed to the Society;
- (b) must return all property of the Society to the Society; and
- (c) must cease to hold themselves out as a Member of the Society.

6.3 Any former Member may re-apply to be a Member in accordance with clause 4.1. However, any person whose membership has been terminated pursuant to a disciplinary or dispute resolution process is ineligible to become a member until their membership has been approved by a resolution at a General Meeting on the recommendation of the Committee.

7. Member Register

7.1 The Committee will ensure an up-to-date Member Register is kept and the register must include:

- (a) each Member's name;

- (b) each Member's Contact Details;
- (c) the date each person became a Member; and
- (d) the name of each person who has ceased to be a Member within the previous 7 years and the date on which each person ceased to be a Member.

7.2 Members must provide Notice to the Committee of any change to the details in clause 7.1.

7.3 The Member Register must be updated as soon as practicable after the Committee becomes aware of changes of the information recorded in the Member Register.

Advice note: failure to maintain a proper membership register is one of the more common sources of problems faced by incorporated society. The requirements of this section are mandatory requirements of the Act. It is important that systems are maintained to ensure that the Member Register is kept up to date and complies with the requirements of this section.

8. Committee composition

Role of the Committee

8.1 The Committee must govern, manage, direct, or supervise the operation and affairs of the Society and the Committee has full powers to govern, manage, direct and supervise the management of, the operation and affairs of the Society.

8.2 The name of the Society may only be changed by an Ordinary Resolution at a General Meeting. The *Committee* may not apply to the Registrar to change the name unless that Ordinary Resolution has been passed.

Composition of the Committee

8.3 The Committee will consist of:

- (a) the President.
- (b) the Secretary.
- (c) the Treasurer.
- (d) up to 9 Elected Committee Members.

8.4 The Committee must include a majority of Officers who are Members and/or representatives of body corporates that are Members.

Eligibility

8.5 Every Committee Member must, in writing:

- (a) consent to be a Committee Member; and
- (b) certify that they are not disqualified from being elected, appointed, or holding office as a Committee Member by this Constitution or under section 47 of Act or under section 16 of the Charities Act 2005.

Advice note: a template "Consent and certificate of officer" form (IS22-CCO) can be found on the Companies Register website.

9. Election of Committee Members

9.1 The Elected Committee Members will be elected as follows:

- (a) before the AGM the Committee must call for applications for any vacant Committee Member positions;
- (b) applications must be received at least 10 working days before the AGM and must be accompanied by written confirmation from the proposed Committee member that they consent to be a Committee Member and are not disqualified as provided in clause 8.5;
- (c) the Committee must give Notice of the applications to all Members at least 5 working days' before the AGM;
- (d) at the AGM, if there is more than one applicant for any position, the election will be by secret ballot;
- (e) the successful applicant for each contested position is the applicant gaining the highest number of votes. If more than one position is voted on together the successful applicants will be the highest percentage and next highest in descending order to fill the positions available. If there is an equality of votes for any position, a further ballot will be conducted between the tied applicants to determine the outcome;
- (f) if there is only one applicant for any position, that person will be declared to be elected without the need for a vote.

9.2 If there are not enough applicants for the number of vacant Committee Member positions then the Committee may or may not co-opt persons to fill the vacant Committee Member positions at any time during the period before the next AGM.

9.3 An applicant may at any time commence or continue a position as an employee of the Society if they are elected as a Committee Member.

10. Committee

Term of office

10.1 The term of office for Committee Members will be 1 year, commencing from the end of the AGM at which they are elected or appointed and expiring at the end of the relevant AGM. A Committee Member may be re-elected for further subsequent and consecutive terms of office.

Removal of Committee Member

10.2 The Committee may, by Special Resolution of the Committee, remove any Committee Member from the Committee before the expiry of their term of office if that Committee Member has missed five consecutive committee meetings without leave of absence or if the Committee considers that Committee Member has seriously breached duties under this Constitution or the Act or is no longer suitable to be a Committee Member. The Committee Member who is the subject of the motion will be counted for the purpose of reaching a quorum and will not participate in the vote on the motion.

10.3 Before considering a motion for removal, the Committee Member affected by the motion must be given:

- (a) Notice that a Committee meeting is to be held to discuss the motion to remove them and the basis for the motion; and
- (b) adequate time to prepare a response; and
- (c) the opportunity prior to the Committee meeting to make written submissions; and
- (d) the opportunity to be heard at the Committee meeting.

10.4 A person ceases to be a Committee Member if:

- (a) the person resigns by delivering a Notice of resignation to the Committee;
- (b) the person is removed from office under this Constitution;
- (c) the person becomes disqualified from being an officer under section 47(3) of the Act;
- (d) the person becomes disqualified from being an officer under the Charities Act 2005;
- (e) the person dies; or

Remuneration and expenses

10.5 Committee Members:

- (a) may not be paid any remuneration for their service as a Committee Member.
- (b) may receive full reimbursement for all reasonable expenses incurred by that Committee Member on behalf of the Society when authorised by resolution of the Committee.

11. President

11.1 The President is elected annually at the AGM. Applications for the position of President must be made in the same manner and at the same time as applications for Elected Committee Members under clause 9.

11.2 The President holds office for 1 year until the conclusion of the AGM. The President may be re-elected for further subsequent and consecutive terms of office.

11.3 The role of the President is to engage in activities agreed with the Committee which may include activities to promote the Society, to promote good relations and communications between members, to promote the reputation and best interests of the Society, and to preside at Society events. The President will chair meetings of the Committee and General Meetings.

11.4 If the President resigns as president before the expiry of their term, they may elect to remain as an ordinary Committee Member until the conclusion of the next AGM.

11.5 If the role of President is vacant for any reason before a replacement is elected, the Committee must promptly appoint a person as President from among their number or co-opt an additional Committee Member to serve as President until the conclusion of the next AGM.

12. Secretary

12.1 The role of the Secretary is set by the Committee and unless otherwise stated the Secretary:

- (a) attends to all communications to and from the Society;

- (b) ensures minutes are kept of General Meetings, Committee Meetings and any sub-committee meetings.

13. **Treasurer**

13.1 The role of the Treasurer is set by the Committee and unless otherwise stated the Treasurer ensures:

- (a) receipt of money paid to the Society and payment of accounts either in accordance with any financial delegations or approved by the Committee;
- (b) the accounting records of the Society are kept as required by the Act;
- (c) the Society complies with any requirement to have its financial statements audited or reviewed;
- (d) financial statements are presented at the AGM; and
- (e) any returns are completed.

14. **General Meetings**

Annual General Meeting intervals

14.1 The Society must hold an Annual General Meeting once a year at the time, date, and place the Committee decides, but not more than 6 months after the balance date of the Society and not more than 15 months after the previous AGM.

14.2 The Committee must give Members at least 15 working days' Notice of the AGM.

Business of the Annual General Meeting

14.3 The following business will be discussed at the AGM:

- (a) confirmation of the minutes of the previous AGM;
- (b) the Committee's presentation of the following information during the most recently completed accounting period:
 - (i) the annual report;
 - (ii) the annual financial statements;
 - (iii) the auditor's report to members on the audited financial statements; and
 - (iv) notice of any disclosures of conflicts of interest made by Committee Members, including a brief summary of the Matters, or types of Matters, to which those disclosures relate;
- (c) the election of any Committee Members;
- (d) the election of the President;
- (e) consideration of any motions to amend this Constitution that have been properly submitted for consideration at the AGM;
- (f) consideration of any other items of business that have been properly submitted for consideration at the AGM.

- 14.4 The Committee must receive any proposed motions and other items of business in writing from Members at least 10 working days before the date of the AGM.
- 14.5 An agenda containing the business to be discussed at the AGM will be sent by the Committee to the Members at least 5 working days before the date of the AGM.

Special General Meeting

- 14.6 A Special General Meeting must be called by the Committee if it receives a request in writing stating the purpose of the SGM:
- (a) from the Committee; or
 - (b) signed by one third of Members entitled to vote.
- 14.7 The Committee must give Members at least 10 working days' Notice of the SGM, unless the Committee acting reasonably decides that the nature of the SGM business is of such urgency that a shorter period of notice is to be given to Members.
- 14.8 A SGM will only consider and deal with the business specified in the request for the SGM.

Method of holding General Meetings

- 14.9 General Meetings must be held by the required quorum of Members:
- (a) being assembled together at the time and place appointed for the meeting; or
 - (b) participating in the meeting by means of audio link, audiovisual link, or other electronic communication; or
 - (c) by a combination of both of the methods described in sub-clauses (a) and (b).

Quorum

- 14.10 No business is to be transacted at any General Meeting unless a quorum is present at the time when the meeting is due to start. The quorum for a General Meeting is 12 Members who are entitled to vote. The quorum must be present at all times during the General Meeting.
- 14.11 If a quorum is not reached within 30 minutes of the scheduled start time of an AGM, the AGM will be adjourned to a day, time, and place determined by the President. If no quorum is achieved at the further AGM, the Members present 15 minutes after the scheduled start time of that further AGM are deemed to constitute a valid quorum.
- 14.12 If a quorum is not reached within 30 minutes of the scheduled start time of a SGM, the SGM is cancelled.

Control of General Meetings

- 14.13 The President will preside at the General Meeting. If that person is unavailable a Committee Member appointed by the Committee will preside. In the absence of both of those persons, the Members present will elect a chair of the General Meeting.

Attendance and voting

- 14.14 All Members of any category are eligible to attend and speak at General meetings
- 14.15 All Members of a class entitled to vote may cast one vote which ranks equally with all other voting Members. *See clause 4.3 for voting entitlements of membership categories.*

- 14.16 Voting will generally be conducted by voices or by a show of hands as determined by the chair of the General Meeting unless a secret ballot is called for and approved by Ordinary Resolution.
- 14.17 Casting votes by electronic means is permitted and the voting process set out in clause 14.16 must allow for that.

Proxy procedures

- 14.18 Voting by proxy is permitted and the voting process set out in clause 14.16 must allow for that. Where a Member is attending a General Meeting by proxy, written notice of the proxy signed by the Member must be received by the President prior to the start of the General Meeting. The form of the proxy is:

I [insert name] of [insert address] being a member of Marlborough Repertory Society Incorporated appoint [insert name of proxy] as my proxy to speak [and vote] for me at the General Meeting to be held on [insert date] and at any adjournment of that General Meeting. [insert if vote is directed] I direct my proxy to vote in the following manner [insert resolutions and whether the proxy is to vote for or against].

- 14.19 An Ordinary Resolution at a General Meeting will be sufficient to pass a resolution, except as specified in this Constitution.

Minutes

- 14.20 Minutes must be kept of all General Meetings.

Irregularities

- 14.21 An irregularity in the manner of calling a General Meeting is waived if all the Members entitled to attend and voting at the meeting attend the meeting without protest as to the irregularity, or if all such members agree to the waiver.
- 14.22 An accidental omission to give notice of a General Meeting to, or a failure to receive notice of a General Meeting by, a Member does not invalidate the proceedings at that General Meeting.
- 14.23 Any irregularity, error or omission in notices, agendas and relevant papers of General Meetings or the omission to give notice within the required time frame or the omission to give notice to all Members and any other error in the organisation of the General Meeting will not invalidate the General Meeting nor prevent the General Meeting from considering the business of the meeting if:
- (a) the chair in their discretion determines that it is still appropriate for the General Meeting to proceed despite the irregularity, error, or omission; and
 - (b) a motion to proceed is put to the General Meeting and such motion is passed by a Special Resolution.

Resolution passed in lieu of meeting

- 14.24 A resolution in writing signed or consented to in writing by a two-thirds majority of Members will be valid as if it had been passed at a General Meeting if the requirements in clauses 14.25 and 14.26 are complied with. Any resolution may consist of several documents in the same form each signed by one or more Members.
- 14.25 The Committee must ensure that a proposed resolution is sent to Members entitled to vote which contains:

- (a) the date it was circulated to all Members entitled to vote;
 - (b) a statement that the proposed resolution will lapse if it is not passed within 3 months, or any lesser period stated, of the date specified in clause 14.25(a).
- 14.26 The Committee must ensure that within 5 Working Days after a resolution is passed under clause 14.24, a copy of the resolution is sent to the address, including an electronic address, of all Members who did not approve the resolution.

15. Committee meetings

- 15.1 Committee meetings may be called at any time by the President, the Secretary or by three Committee Members, but generally the Committee will meet at least once a month.
- 15.2 The person calling the meeting must give 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
- 15.3 Committee meetings must be held by a quorum of Committee Members:
- (a) being assembled together at the time and place appointed for the meeting; or
 - (b) participating in the meeting by means of audio link, audiovisual link, or other electronic communication; or
 - (c) by a combination of both of the methods described in sub-clauses (a) and (b).
- 15.4 Except to the extent specified in this Constitution, the Committee will regulate its own procedure.

Quorum

- 15.5 The quorum for a Committee meeting is more than half Committee Members.

Chair

- 15.6 The role of the President is to chair meetings of the Committee. If the President is unavailable, another Committee Member must be appointed by the Committee to undertake the President's role during the period of unavailability.

Voting

- 15.7 Each Committee Member has one vote. Voting is by voices, or on request of any Committee Member by a show of hands or by a ballot. Proxy and postal votes are not permitted. Voting by electronic means is permitted.

Resolution in writing

- 15.8 A resolution in writing signed or consented to by email or other electronic means by the required majority of Committee Members will be valid as if it had been passed at a meeting of the Committee. Any resolution may consist of several documents in the same form each signed by one or more Committee Members.

16. Contact Person

- 16.1 The President and Secretary are the Society's Contact Persons, subject to meeting the eligibility criteria set out in the Act. The Secretary must advise the Registrar of any change in the Contact Person or that person's Contact Details.

Advice note: every society is required by the Act to have a designated contact person at all times. The purpose of this is to ensure that, at all times, every society has a person whom the Registrar can contact when needed.

17. Duties owed to Society by Officers

- 17.1 The Officers owe duties to the Society as set out in sections 54 to 59 of the Act.

Advice note: every Officer is encouraged to read and familiarise themselves with the duties set out in the Act. A copy of the Act can be found for free on the New Zealand Legislation website at <https://www.legislation.govt.nz/>

18. Conflicts of interest

- 18.1 The Committee must keep an Interests Register.

- 18.2 An Officer who is Interested in a Matter relating to the Society must disclose details of the nature and extent of the interest, including any monetary value of the interest if it can be quantified:

- (a) to the Committee as soon as practicable after the Officer becomes aware that they are Interested in the Matter; and
- (b) in the Interests Register.

- 18.3 A Committee Member who is Interested in a Matter:

- (a) must not vote or take part in a decision of the Committee relating to that Matter;
- (b) must not sign any document in relation to that Matter;
- (c) may take part in any Committee discussion and be present at the time of the Committee decision, unless the Committee decides otherwise;
- (d) may be counted for the purpose of determining whether there is a quorum at any meeting at which the Matter is considered.

- 18.4 Clauses 18.3(a) or 18.3(b) do not apply to a Committee Member in relation to a particular Matter if all members of the Committee who are not Interested in the Matter consent to the Interested Committee Member acting as referred to in clauses 18.3(a) or 18.3(b).

- 18.5 Despite clause 18.4, if 50% or more of the Committee Members are Interested in a Matter, a SGM must be called to consider and determine the Matter.

19. Indemnity and insurance

- 19.1 The Society may indemnify and/or effect insurance for its own current and former Officers, members, and employees as permitted by sections 94 to 98 of the Act.

20. Finances

- 20.1 The funds and property of the Society will be controlled and managed by the Committee, subject to this Constitution.
- 20.2 The Society's balance date will be 31 December or the date that the Committee decides.
- 20.3 The Society must prepare and register financial statements as required by the Act and the Charities Act 2005.
- 20.4 The Society's financial statements must be reviewed or audited each year as required by law and the reviewed or audited financial statements must be submitted to the AGM. The auditors will be appointed by the Committee.

21. Amendments

Amendment

- 21.1 This Constitution may only be amended or replaced by Special Resolution at a General Meeting.
- 21.2 An amendment or replacement may be proposed:
 - (a) by the Committee; or
 - (b) by notice in writing to the Committee signed by at least 50 per cent of all Members.
- 21.3 An amendment or replacement proposal must be accompanied by a written explanation of the reasons for the proposal.
- 21.4 If the Committee receives a notice under clause 21.2(b), the Committee must convene a Special General Meeting to consider the proposal.
- 21.5 At least 15 working days before the General Meeting at which a proposal is to be considered, the Committee must give written notice to all members of:
 - (a) the proposal;
 - (b) the written explanation of reasons for the proposal; and
 - (c) in the case of a proposal under clause 21.5(b), any recommendation the Committee has regarding the proposal.

Minor or Technical Amendment

- 21.6 If an amendment to this Constitution would have no more than a minor effect or is to correct errors or makes similar technical alterations, then the Committee may give Notice of the amendment to every Member stating the text of the amendment and the right of Members to object to the amendment.
- 21.7 If the Committee does not receive any objections from Members within 20 Working Days after the date on which the Notice is sent, or any longer period of time that the Committee decides, then the Committee may make that amendment. If it does receive an objection, then the Committee may not make the amendment.
- 21.8 If any situation arises that, in the opinion of the Committee, is not provided for in this Constitution or any Bylaws, the matter will be determined by the Committee.

Registration of Amendment

- 21.9 If an amendment or replacement to the Constitution is approved in accordance with this Constitution, the Secretary must promptly register the amendment with the Registrar and with the Charities Commission.

Advice note: an amendment to the Constitution does not take effect until it is registered with the Registrar of Incorporated Societies. The Registrar and Charities maintain independent registers. Any amendment must be registered with both registers.

Bylaws

- 21.10 The Committee may make and amend Bylaws for the conduct and control of the Society's activities and codes of conduct applicable to Members. No Bylaw will contravene or be inconsistent with the Act, any other laws, or this Constitution. Bylaws are binding on Members.

22. Dispute resolution process

Disputes

- 22.1 The Society may consider, resolve, and/or decide disputes between any one or more Members acting in their capacity as Members and any one or more Officers acting in their capacity as Officers and the Society, that relate to an allegation that:
- (a) a Member or an Officer has engaged in misconduct; or
 - (b) a Member or an Officer has breached, or is likely to breach, a duty under this Constitution or the Act; or
 - (c) the Society has breached, or is likely to breach, a duty under this Constitution or the Act; or
 - (d) a Member's rights or interests as a member have been damaged or Members' rights or interests generally have been damaged.
- 22.2 The disputes resolution procedures set out in clauses 2 to 8 of the Schedule 2 of the Act (as at the date this Constitution commences) have effect in accordance with their terms.

23. Ending the Society

- 23.1 The Committee must give Notice to all Members of at least 20 Working Days of a proposed motion:
- (a) to remove the Society from the Register;
 - (b) for the distribution of the Society's surplus assets; or
 - (c) to appoint a liquidator.
- 23.2 The Notice must comply with section 228 of the Act and include details of the General Meeting at which the proposed motion is to be considered.
- 23.3 Any resolution for a motion set out in clauses 23.1(a) to 23.1(c) must be passed by a Special Resolution.

- 23.4 The surplus assets of the Society, after the payment of all costs, debts, and liabilities, must be distributed to an entity or entities in New Zealand which are exclusively charitable and which have similar purposes to the Society as determined in accordance with the Act.

24. Transition

- 24.1 This clause 24 applies to facilitate transition of the Society from the previous rules to this Constitution. If this clause is inconsistent with any other clause in this Constitution, this clause will apply to the extent of the inconsistency and the other clause will not.

Transition of Members

- 24.2 Subject to this Constitution, every Member who or which was a member of the Society and recorded on the Member Register immediately prior to the commencement of this Constitution, will continue as a Member of the equivalent category.

Transition of Committee Members

- 24.3 All members of the governing committee of the Society as constituted immediately prior to the commencement of this Constitution will continue as Committee Members and with the same offices with terms expiring at the conclusion of the first AGM following the commencement of this Constitution.
- 24.4 In the 2 years following the adoption of this Constitution, the Committee may:
- (a) amend any requirement for, and/or the date by which this Constitution requires, anything to be done to facilitate transition of the Society to this Constitution;
 - (b) decide any matter arising, including where such matter would normally be or is required to be guided or determined by a Bylaw or policy or process and that Bylaw or policy or process is not yet in place or does not yet exist.

Approved by a majority of voting members at a general meeting dated:

First attesting Member's signature

Second attesting Member's signature

First attesting Member's full name

Second attesting Member's full name