

WAIHEKE CONNECT INCORPORATED CONSTITUTION RULES

INTRODUCTORY RULES

Name

The name of the society is Waiheke Connect Incorporated (in these **Rules** referred to as the '**Society**').

Definitions

In these **Rules**, unless the context requires otherwise, the following words and phrases have the following meanings:

'**Act**' means the Incorporated Societies Act 1908 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.

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

'**Associated Person**' means a person who:

- may obtain a financial benefit from any matter being dealt with by any **Member** (as a **Committee Member**, or in any **General Meeting**, or otherwise for the **Society**) where that person is the spouse, civil union partner, de facto partner, child, parent, grandparent, grandchild, or first cousin of that **Member**
 - may have a financial interest in a person to whom any matter being dealt with by any **Member** (as a **Committee Member**, or in any **General Meeting**, or otherwise for the **Society**) relates
 - is a partner, director, officer, board member, or trustee of a person who may have a financial interest in a person to whom any matter being dealt with by any **Member** (as a **Committee Member**, or in any **General Meeting**, or otherwise for the **Society**) relates
 - may be interested in the matter because the **Society**'s constitution so provides. but no such **Member** shall be deemed to have any such interest:
 - merely because that **Member** receives an indemnity, insurance cover, remuneration, or other benefits authorised under this Act; or
 - if that **Member**'s interest is the same or substantially the same as the benefit or interest of all or most other members of the **Society** due to the membership of those members; or
 - if that **Member**'s interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence that **Member** in carrying out that **Member**'s responsibilities under this Act or the **Society**'s constitution; or
- if that **Member** is an officer of a union and that **Member**'s interest is merely as an employee that will benefit from the union acting in the ordinary course of promoting its members' collective employment interests.

'**Chair/Co-chair**' means the **Committee Member** responsible for, among other things, overseeing the governance and operations of the **Society** and chairing **General Meetings**.

'Clear Days' means complete days, excluding the first and last named days (for instance, excluding the date a Notice of meeting is posted or sent to Members and the date of the meeting).

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

'Committee Member' means a member of the **Committee**, including the **Chair/Co-chair, Secretary and Treasurer.**

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

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

'Matter' means (a) the **Society's** performance of its activities or exercise of its powers; or (b) an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the **Society.**

'Member' means a person properly admitted to the **Society** who has not ceased to be a member of the **Society.**

'Notice' to Members includes any notice given by post, courier or email; and the failure for any reason of any Member to receive such Notice or information shall not invalidate any meeting or its proceedings or any election.

'Register of Interests' means the register of interests of **Committee Members** kept under these **Rules.**

'Register of Members' means the register of **Members** kept under these **Rules.**

'Rules' means the rules in this document.

'Secretary' means the **Committee Member** responsible for, among other things, keeping the **Register of Members, the Register of Interests,** and recording the minutes of **General Meetings and Committee** meetings.

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

'Treasurer' means the **Committee Member** responsible for, among other things, overseeing the finances of the **Society.**

but the **Society** will not operate for the financial gain of **Members** simply if the **Society:**

- engages in trade,
- 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),
- provides a **Member** with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of the **Society.**

No **Member, or Associated Person,** is allowed to take part in, or influence any decision made by the **Society** in respect of payments to, or on behalf of, the **Member or Associated Person** of any income, benefit, or advantage.

Any payments made to a **Member** or **Associated Person** must be for goods and services that advance the charitable purpose and must be reasonable and relative to payments that would be made between unrelated parties.

OUR TIKANGA / CULTURE

The guiding principles of our **Society** are:

- Kotahitanga: united as a group and inclusive in our culture;
- Kaitiakitanga: guardians and protectors of our environment; and
- Manaakitanga: welcoming and warm hosts, who look after each other.

We are:

- Creative thinkers / doers from diverse industries
- Low-environmental impact, high-value professionals, self-employed, with many working from home on the island
- Island proud and united: we consider the Island a gift and are committed to contribute to a positive and prosperous future for the Island and the community
- Both business and community are important to us

and these **Rules** shall be interpreted having regard to that tikanga/culture.

PURPOSES

The primary purposes of the **Society** are to:

- support **Members**, who are professionals based on Waiheke Island
- create opportunities for **Members** to connect with each other
- be an active contributor to the Waiheke Island community
- enhance the resilience of our community on Waiheke Island

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

- any **Member** of the **Society** deriving any personal financial gain from membership of the **Society**, other than as may be permitted by law, or
- returning all or part of the surplus generated by the **Society's** operations to **Members**, in money or in kind, or
- conferring any kind of ownership in the **Society's** assets on **Members**

but the **Society** will not operate for the financial gain of **Members** simply if the **Society**:

- engages in trade,
- for matters that are incidental to the purposes of the **Society**, pays a **Member** of the **Society** that is a body corporate that is not, or are the trustees of a trust that are not, carried on for the private pecuniary profit of any individual,
- 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),
- pays any **Member** interest at no more than current commercial rates on loans made by that **Member** to the **Society**, or
- provides a **Member** with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of the **Society**.

No **Member**, or **Associated Person**, is allowed to take part in, or influence any decision made by the **Society** in respect of payments to, or on behalf of, the **Member** or **Associated Person** of any income, benefit, or advantage.

Any payments made to a **Member** or **Associated Person** must be for goods and services that advance the charitable purpose and must be reasonable and relative to payments that would be made between unrelated parties.

Act and regulations

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

Registered office

The Registered Office of the **Society** shall be at such place in New Zealand as the **Committee** from time to time determines, and changes to the Registered Office shall immediately be notified to the Registrar of Incorporated Societies in a form and as required by the Statute.

Power to borrow money

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

Other powers

In addition to its statutory powers, the **Society**:

- may use its funds to pay the costs and expenses to advance or carry out its purposes, and to employ or contract with such people as may be appropriate.

MEMBERS

Minimum number of members

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

Types of members

Member is an individual admitted to membership under these **Rules** and who or which has not ceased to be a **Member**.

Becoming a member

Who can join

To become a **Member** of the **Society** you must be:

- Currently living on Waiheke Island; and
- Self-employed or a professional working remotely from Waiheke Island

A **Member** cannot be a Trust or Body Corporate or Company.

Consent

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

Process

An applicant for membership must complete and sign any application form, supply any information, or attend an interview, as required by the **Committee**.

The **Committee** may accept or decline an application for membership. The **Committee** must advise the applicant of its decision (but is not required to provide reasons for that decision).

Obligations and rights

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

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

Other obligations and rights

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

A **Member** is only entitled to exercise the rights of membership (including attending and voting at **General Meetings**, accessing or using the **Society's** premises, facilities, equipment and other property) if all subscriptions and any other fees have been paid to the **Society** by due date, but no **Member** is liable for an obligation of the **Society** by reason only of being a **Member**.

The **Committee** may decide what access or use **Members** may have of or to any premises, facilities, equipment or other property owned, occupied or otherwise used by the **Society**, including any conditions of and fees for such access or use.

Subscriptions and fees

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

Any **Member** failing to pay the annual subscription (including any periodic payment), any levy, or any capitation fees, within 3 calendar month(s) of the date the same was due for payment shall be considered as unfinancial and shall (without being released from the obligation of payment) have no membership rights and shall not be entitled to participate in any **Society** activity or to access or use the **Society**'s premises, facilities, equipment and other property until all the arrears are paid. If such arrears are not paid within 2 months of the due date for payment of the subscription, any other fees, or levy the **Committee** may terminate the **Member**'s membership (without being required to give prior notice to that **Member**).

Ceasing to be a member

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

- on death, or
- by resignation from that **Member**'s class of membership by notice to the **Secretary**, or
- on termination of a **Member**'s membership following a dispute resolution process under these **Rules**.

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

Obligations on resignation

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

- remains liable to pay all subscriptions and other fees to the **Society**'s next balance date,
- shall cease to hold himself or herself out as a **Member** of the **Society**, and
- shall return to the **Society** all material provided to **Members** by the **Society** (including any membership certificate, badges, handbooks and manuals).
- shall cease to be entitled to any of the rights of a **Society Member**.

Becoming a member again

Any former **Member** may apply for re-admission in the manner prescribed for new applicants, and may be re-admitted only by resolution of the **Committee**.

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

GENERAL MEETINGS

Annual General Meetings

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

Business

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

- confirm the minutes of previous **Society** Meeting(s),
- adopt the annual report on **Society** business,
- adopt the **Treasurer's** report on the finances of the **Society**, and the annual financial statements,
- set any subscriptions for the current financial year,
- consider any motions,
- consider any general business.

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

- an annual report on the affairs of the **Society** during the most recently completed accounting period,
- the annual financial statements for that period, and
- notice of any disclosures of conflicts of interest made by **Committee Members** during that period (including a brief summary of the matters, or types of matters, to which those disclosures relate).

Special General Meetings

Special General Meetings may be called at any time by the **Committee** by resolution. The **Committee** must call a **Special General Meeting** if the **Secretary** receives a written request signed by at least 20 percent of **Members**. Any resolution or written request must state the business that the **Special General Meeting** is to deal with.

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

Procedure

The **Committee** shall give all **Members** at least 20 **Clear Days'** Notice of any **General Meeting** and of the business to be conducted at that **General Meeting**.

The **General Meeting** and its business will not be invalidated simply because one or more **Members** do not receive the **Notice**.

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

- in person, or
- by a signed original written proxy (an email or copy not being acceptable) in favour of some individual entitled to be present at the meeting and received by, or

handed to, the **Secretary** before the commencement of the **General Meeting**, and

- No other proxy voting shall be permitted.

No **General Meeting** may be held unless at least 20 percent of eligible **Members** attend. This will constitute a quorum.

If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting – if convened upon request of **Members** – shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the **Chair/Co-Chair** of the **Society**, and if at such adjourned meeting a quorum is not present those present in person or by proxy shall be deemed to constitute a sufficient quorum. Any decisions made when a quorum is not present are not valid.

- **General Meetings** may be held at one or more venues using any real-time audio, audio and visual, or electronic communication that gives each member a reasonable opportunity to participate.
- All **General Meetings** shall be chaired by the **Chair/Co-Chair**. If the **Chair/Co-Chair** is absent, the meeting shall elect another Committee Member to chair that meeting
- Any person chairing a **General Meeting** has a deliberative and, in the event of a tied vote, a casting vote
- Any person chairing a **General Meeting** may:
 - i. With the consent of any that **General Meeting** adjourn the **General Meeting** from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - ii. Direct that any person not entitled to be present at the Meeting, obstructing the business of the Meeting, behaving in a disorderly manner, being abusive, or failing to abide by the directions of the chairperson be removed from the Meeting, and
 - iii. In the absence of a quorum or in the case of emergency, adjourn the Meeting or declare it closed.
- The **Committee** may put forward motions for the **Society** to vote on (**'Committee Motions'**), which shall be notified to Members with the notice of the **General Meeting**.
- Any **Member** may request that a motion be voted on (**'Member's Motion'**) at a **General Meeting**, by giving notice to the **Secretary** at least 30 **Clear Days** before that meeting. The **Member** may also provide information in support of the motion (**'Member's Information'**).

Minutes

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

COMMITTEE

Composition

The **Committee** will consist of a minimum of 3 **Committee Members** who are:

- Members; and
- natural persons; and
- not disqualified by these Rules or the Act.

The Committee will include:

- a Chair (or co-Chair);
- a Deputy Chair (or co-Chair);
- a Secretary and a Treasurer, who may be the same person.

Members may elect two co-Chairs or a Chair and a Deputy Chair.

There shall be a maximum of 7 Committee Members.

Qualifications

Prior to election or appointment, every **Committee Member** must consent in writing to be a **Committee Member** and certify in writing that they are not disqualified from being appointed or holding office as a **Committee Member** by these **Rules** or the **Act**.

The following persons are disqualified from being appointed or holding office as a **Committee Member**:

- a person who is under 16 years of age,
- a person who is an undischarged bankrupt,
- a person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993,
- a person who is disqualified from being a member of the **Committee** of a charitable entity under section 31(4)(b) of the Charities Act 2005,
- a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years:
 - an offence under subpart 6 of Part 4,
 - a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961),
 - an offence under section 143B of the Tax Administration Act 1994,
 - an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs(i) to (iii),
 - a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere,
- a person subject to:
 - an order under section 108 of the Credit Contracts and Consumer Finance Act 2003; or
 - a forfeiture order under the Criminal Proceeds (Recovery) Act 2009; or
 - 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.

Election or appointment

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

- a. Nominations for members of the **Committee** shall be called for at least 28 days before an **Annual General Meeting**. Each candidate shall be proposed and seconded by email by Members and the completed nomination delivered to the Secretary. Nominations shall close at 5pm 10 **Clear Days** before the **Annual General Meeting**. All retiring members of the **Committee** shall be eligible for re-election.
- b. At least five **Clear Days** before the date of the **Annual General Meeting**, the **Secretary** shall give **Notice** to all **Members** by emailing to them such information as may be supplied to the **Secretary** by or on behalf of each nominee, in support of the nomination.
- c. Only **Members** who are not disqualified from being appointed or holding office as a **Committee Member** by these **Rules** or the **Act** may stand for election and vote in elections.
- d. If there are insufficient valid nominations received under this Rule, but not otherwise, further nominations may be received from the floor at the **Annual General Meeting**.
- e. Votes shall be cast in such a manner as the chairperson of the **Annual General Meeting** shall determine.
- f. Two **Members** (who are not nominees) or non-**Members** appointed by the **Chair/Co-Chair** of the **Annual General Meeting** shall act as scrutineers for the counting of the votes and destruction of any voting papers.
- g. The failure for any reason of any **Member** to receive such **Notice** shall not invalidate the election.
- h. 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).
- i. If the position of any **Committee Member** becomes vacant between **Annual General Meetings**, the **Committee** may appoint another **Committee Member** or **Society Member** to fill that vacancy until the next **Annual General Meeting**.
- j. If any **Committee Member** is absent from three consecutive meetings without leave of absence, the **Chair/Co-Chair** may declare that person's position to be vacant.

Term

- a. The term of office for all **Committee Members** shall be 1 year, expiring at the end of the **Annual General Meeting** in the year corresponding with the last year of each **Committee Member's** term of office.
- b. No **Committee Member** shall serve for more than 3 consecutive terms.
- c. No **Chair/Co-chair** shall serve for more than 3 consecutive years as **Chair/Co-chair**.

Role of the Committee

Subject to the **Rules** of the **Society**, the role of the **Committee** is to:

1. Administer, manage, and control the **Society**;
2. Carry out the purposes of the **Society**, and use money or other assets to do that;

3. Manage the **Society's** financial affairs, including approving the annual financial statements for presentation to the **Members** at the **Annual General Meetings**;
 4. Set accounting policies in line with generally accepted accounting practice
 5. Delegate responsibility and co-opt **Members** where necessary
 6. Ensure that all **Members** follow the **Rules**;
 7. Decide how a person becomes a **Member**, and how a person stops being a **Member**;
 8. Decide the times and dates for **Meetings**, and set the agenda for **Meetings**;
 9. Decide the procedures for dealing with complaints;
 10. Set Membership fees, including subscriptions and levies;
 11. Make regulations.
- a. The **Committee** has all of the powers of the **Society**, unless the Committee's power is limited by these **Rules**, or by a majority decision of the **Society**.
 - b. All decisions of the **Committee** shall be by a majority vote. In the event of an equal vote, the **Chair** shall have a casting vote, that is, a second vote.
 - c. Where there are two **Co-Chairs**, in the event of an equal vote, the **Co-Chairs** must determine a casting vote between them.
 - d. Decisions of the **Committee** bind the **Society**, unless the **Committee's** power is limited by these **Rules** or by a majority decision of the **Society**.

Roles of Committee Members

The **Chair/Co-Chair** is responsible for:

1. Ensuring that the **Rules** are followed;
2. Convening **Meetings** and establishing whether or not a quorum (half of the **Committee**) is present;
3. Chairing **Meetings**, deciding who may speak and when;
4. Overseeing the operation of the **Society**;
5. Providing a report on the operations of the **Society** at each **Annual General Meeting**.

The **Secretary** is responsible for:

1. Recording the minutes of **Meetings**;
2. Keeping the **Register of Members**;
3. Holding the **Society's** records, documents, and books except those required for the **Treasurer's** function;
4. Receiving and replying to correspondence as required by the **Committee**;
5. Forwarding the annual financial statements for the **Society** to the Registrar of Incorporated Societies upon their approval by the **Members** at an **Annual General Meeting**.
6. Advising the Registrar of Incorporated Societies of any rule changes;

The **Treasurer** is responsible for:

1. Keeping proper accounting records of the **Society's** financial transactions to allow the **Society's** financial position to be readily ascertained;
2. Preparing annual financial statements for presentation at each **Annual General Meeting**. These statements should be prepared in accordance with the Societies' accounting policies (see 8.1.d).
3. Providing a financial report at each **Annual General Meeting**;
4. Providing financial information to the **Committee** as the **Committee** determines.

Removal

Where a complaint is made about the actions or inaction of a **Committee Member** (and not in the **Committee Member's** capacity as a Member of the **Society**) the following steps shall be taken:

- The **Committee Member** who is the subject of the complaint, must be advised of all details of the complaint.
- The **Committee Member** who is the subject of the complaint, must be given adequate time to prepare a response.
- The complainant and the **Committee Member** who is the subject of the complaint, must be given an adequate opportunity to be heard, either in writing or at an oral hearing by the **Committee** (excluding the **Committee Member** who is the subject of the complaint) if it considers that an oral hearing is required.
- Any oral hearing shall be held by the **Committee** (excluding the **Committee Member** who is the subject of the complaint), and/or any oral or written statement or submissions shall be considered by the **Committee** (excluding the **Committee Member** who is the subject of the complaint).

If the complaint is upheld the **Committee Member** may be removed from the **Committee** by a resolution of the **Committee** or of a **General Meeting**, in either case passed by a two-thirds majority of those present and voting.

Cessation of Committee membership

A **Committee Member** shall be deemed to have ceased to be a **Committee Member** if that person ceases to be a **Member**. Each **Committee Member** shall within 10 **Clear Days** of submitting a resignation or ceasing to hold office, deliver to the **Secretary** all books, papers and other property of the **Society** held by such former **Committee Member**.

Functions

From the end of each **Annual General Meeting** until the end of the next, the **Society** shall be governed by the **Committee**, which shall be accountable to the **Members** for the advancement of the **Society's** purposes and the implementation of resolutions approved by any **General Meeting**.

Officers' duties Mandatory

At all times each **Committee Member**:

- a. shall act in good faith and in what he or she believes to be the best interests of the **Society**,
- b. must exercise all powers for a proper purpose,
- c. must not act, or agree to the **Society** acting, in a manner that contravenes the Statute or this Constitution,
- d. when exercising powers or performing duties as a **Committee Member**, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation, the nature of the **Society**, the nature of the decision, and the position of the **Committee Member** and the nature of the responsibilities undertaken by him or her,
- e. must not agree to the activities of the **Society** being carried on in a manner likely to create a substantial risk of serious loss to the **Society** or to the **Society's** creditors, or cause or allow the activities of the **Society** to be carried on in a manner likely to create a substantial risk of serious loss to the **Society** or to the **Society's** creditors, and
- f. must not agree to the **Society** incurring an obligation unless he or she believes at that time on reasonable grounds that the **Society** will be able to perform the obligation when it is required to do so.

Powers

Subject to these **Rules** and any resolution of any **General Meeting** the Committee may:

- exercise all the **Society's** powers, other than those required by the **Act** or by these **Rules** to be exercised by the **Society** in **General Meeting**, and
- enter into contracts on behalf of the **Society** or delegate such power to a **Committee Member**, sub-committee, employee, or other person.

Sub-committees

The **Committee** may appoint sub-committees consisting of such persons (whether or not **Members** of the **Society**) and for such purposes as it thinks fit. Unless otherwise resolved by the **Committee**:

- the quorum of every sub-committee is half the members of the sub-committee,
- no sub-committee shall have power to co-opt additional members,
- a sub-committee must not commit the **Society** to any financial expenditure without express authority, and
- a sub-committee must not further delegate any of its powers.

General issues

The **Committee** and any sub-committee may act by resolution approved in the course of a telephone conference call or through a written ballot conducted by email, electronic voting system, or post, and any such resolution shall be recorded in the minutes of the next **Committee** meeting.

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

Subject to the **Act**, these **Rules** and the resolutions of **General Meetings**, the decisions of the **Committee** on the interpretation of these **Rules** and all matters dealt with by it in accordance with these **Rules** and on matters not provided for in these Rules shall be final and binding on all **Members**.

Conflicts of interest

A member of the **Committee** and/or of a sub-committee is interested in a matter if the member of the **Committee** and/or sub-committee:

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

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

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

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

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

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

A member of the **Committee** and/or sub-committee who is interested in a matter—

- a. must not vote or take part in the decision of the **Committee** and/or sub-committee relating to the matter; and

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

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

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

COMMITTEE MEETINGS

Frequency

The **Committee** shall meet as required at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the **Chair/Co-chair** or **Secretary**.

Procedure

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

RECORDS

Register of members

The **Secretary** shall keep an up-to-date **Register of Members**, recording for each **Member** their name, contact details, the date they became a **Member**, and any other information required by these **Rules** or prescribed by Regulations under the **Act**.

Contents of Register of members

The information contained in the **Register of Members** shall include each **Member's**:

- Waiheke Island postal address
- phone number (landline and/or mobile)
- email address (if any)
- the date the **Member** became a **Member**,
- occupation, noting whether self-employed.

Every **Member** shall promptly advise the **Secretary** of any change of their contact details.

Access to Register of members

With reasonable notice and at reasonable times, the **Secretary** shall make the **Register of Members** available for inspection by **Members** and **Committee Members**. However, no access will be given to information on the **Register of Members** to **Members** or any other person, other than as required by law.

Register of interests

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

Access to other information

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

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

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

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

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

- a. withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
- b. the disclosure of the information would, or would be likely to, prejudice the commercial position of the **Society** or of any of its **Members**, or
- c. the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the **Society**, or
- d. withholding the information is necessary to maintain legal professional privilege, or
- e. the disclosure of the information would, or would be likely to, breach an enactment, or
- f. the burden to the society in responding to the request is substantially disproportionate to any benefit that the member (or any other person) will or may receive from the disclosure of the information, or
- g. the request for the information is frivolous or vexatious.

If the **Society** requires the **Member** to pay a charge for the information, the **Member** may withdraw the request, and must be treated as having done so unless, within 10 working days after receiving notification of the charge, the **Member** informs the **Society**—

- a. that the **Member** will pay the charge; or
- b. that the **Member** considers the charge to be unreasonable.

Nothing in this Rule limits Information Privacy Principle 6 of the Privacy Act 1993.

FINANCES

Control and management

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

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

Balance date

The **Society's** financial year shall commence on 01/04 of each year and end on 31/03 (the latter date being the **Society's** balance date).

DISPUTE RESOLUTION

Raising disputes

Any grievance by a **Member**, and any complaint by anyone, is to be lodged by the complainant with the **Secretary** in writing and must provide such details as are necessary to identify the details of the grievance or complaint.

All **Members** (including the **Committee**) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the **Society's** activities. The complainant raising a grievance or complaint, and the **Committee**, must consider and discuss whether a grievance or complaint may best be resolved through informal discussions, mediation or arbitration. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

Investigating disputes

This rule concerns any grievances of members relating to their rights and interests as **Members**, and any complaints concerning the alleged conduct or discipline of members, collectively referred to as “disputes.”

These disputes procedures are designed to enable and facilitate the fair, prompt and efficient resolution of grievances and complaints.

Rather than investigate and deal with any grievance or complaint, the **Committee** may:

- appoint a sub-committee to deal with the same, or
- refer the same to an external arbitrator, arbitral tribunal, or external visitor (or referee), so long as minimum standards of natural justice and the following requirements under this rule are satisfied,

The **Committee** or any such sub-committee or person considering any grievance or complaint is referred to hereafter as the "decision-maker".

The decision-maker:

- shall consider whether to investigate and deal with the grievance or complaint, and
- may decline to do so (for instance, if the decision-maker is satisfied that the complainant has insufficient interest in the matter or otherwise lacks standing to raise it; the matter is trivial or does not appear to disclose material misconduct or material; the matter raised appears to be without foundation or there is no apparent evidence to support it; some damage to **Members'** interests may arise; or the conduct, incident, event or issue has already been investigated and dealt with by the **Society**).

Where the decision-maker decides to investigate and deal with a grievance, the following steps shall be taken:

- The complainant and the **Member**, or the **Society** which is the subject of the grievance, must be advised of all details of the grievance.
- The **Member**, or the **Society** which is the subject of the grievance, must be given an adequate time to prepare a response.
- The complainant and the **Member**, or the **Society** which is the subject of the grievance, must be given an adequate opportunity to be heard, either in writing or at an oral hearing if the decision-maker considers that an oral hearing is required.
- Any oral hearing shall be held by the decision-maker, and/or any written statement or submissions shall be considered by the decision-maker.

Where the decision-maker decides to investigate and deal with a complaint, the following steps shall be taken:

- The complainant and the **Member** complained against must be advised of all allegations concerning the **Member**, and all details of the complaint.
- The **Member** complained against must be given an adequate time to prepare a response.
- The **Member** complained against must be given an adequate opportunity to be heard, either in writing or at an oral hearing if the decision-maker considers that an oral hearing is required.
- Any oral hearing shall be held by the decision-maker, and/or any written statement or submissions shall be considered by the decision-maker.

A **Member** may not make a decision on, or participate as a decision-maker in regards to a grievance or complaint, if two or more **Committee Members**, or the decision-maker, consider that there are reasonable grounds to infer that the person may not approach the grievance or complaint impartially, or without a predetermined view. Such a decision must take into account the context of the **Society** and the particular case, and may include consideration of facts known by the other **Members** about the decision-maker, so long as the decision is reasonably based on evidence that proves or disproves an inference that the decision-maker might not act impartially.

Resolving disputes

The decision-maker may:

- dismiss a grievance or complaint, or
- uphold a grievance and make such directions as the decision-maker thinks appropriate (with which the **Society** and **Members** shall comply),
- uphold a complaint and:
 - reprimand or admonish the **Member**, and/or
 - suspend the **Member** from membership for a specified period, or terminate the **Member's** membership, and/or
 - order the complainant (if a **Member**) or the **Member** complained against, to meet any of the **Society's** reasonable costs in dealing with a complaint.

WINDING UP

Process

The **Society** may be wound up, or liquidated, or removed from the Register of Incorporated Societies in accordance with the provisions of the **Act**.

The **Secretary** shall give **Notice** to all **Members** of the proposed motion to wind up the **Society**, or remove it from the Register of Incorporated Societies and of the **General Meeting** at which any such proposal is to be considered, of the reasons for the proposal, and of any recommendations from the **Committee** in respect to such notice of motion.

Any resolution to wind up the **Society** or remove it from the Register of Incorporated Societies must be passed by a two-thirds majority of all **Members** present and voting.

Surplus assets

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

On the winding up or 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 an appropriate Waiheke-based not-for-profit organisation as determined by the Committee at the time.

ALTERATIONS TO THE RULES

Amending these Rules

The **Society** may amend or replace these **Rules** at a **General Meeting** by a resolution passed by a two-thirds of majority of those **Members** present and voting.

Any proposed motion to amend or replace these **Rules** shall be signed by at least 20 per cent of eligible **Members** and given in writing to the **Secretary** at least 30 **Clear Days** before the **General Meeting** at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.

At least 20 **Clear Days** before the **General Meeting** at which any amendment is to be considered the **Secretary** shall give to all **Members** notice of the proposed motion, the reasons for the proposal, and any recommendations the **Committee** has.

When an amendment is approved by a **General Meeting** it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in **the Act** for registration, and shall take effect from the date of registration.

OTHER

Common seal

The common seal of the **Society** must be kept in the custody of the **Secretary**.

The common seal may be affixed to any document:

- a. by resolution of the **Committee**, and must be countersigned by two **Committee Members** or by one **Committee Member** and: the **Secretary**
- b. by such other means as the **Committee** may resolve from time to time.

Contact person

The **Society's** Contact Officer must be:

- At least 18 years of age, and
- A **Committee Member**, and
- At all times be resident in New Zealand, and
- Not disqualified under the Statute from holding that office

and shall be the **Secretary**

Any change in that Contact Officer or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 25 **Clear Days** of that change occurring, or the **Society** becoming aware of the change.

Bylaws

The **Committee** from time to time may make and amend bylaws, and policies for the conduct and control of **Society** activities and codes of conduct applicable to **Members**, but no such bylaws, policies or codes of conduct applicable to **Members** shall be inconsistent with the **Act**, regulations made under the **Act**, or these **Rules**.