

# Rules of Business Rangitikei Incorporated

## Name

1. The name of the society is Business Rangitikei Incorporated (in these Rules referred to as the 'Society').

## Charitable status

2. The Society is not and does not intend to be registered as a charitable entity under the Charities Act 2005.

## Definitions

3. In these Rules, words have the meaning set down in the Act. In all other instances, 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.

'President' means the Committee Member responsible for, among other things, overseeing the governance and operations of the Society and chairing General Meetings.

'Committee' means the Society's governing body.

'Committee Member' means a member of the Committee, including the President, Secretary and Treasurer. For the purposes of the Act the Committee Members of the Society are the officers of the Society.

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

'Interested Member' means a member who is interested in a matter for any of the reasons set out in section 62 of the Incorporated Societies Act 2022.

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

‘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 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 Interest Register, 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.

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

## **Purposes**

4. The purposes of the Society are to:
  - Develop and advance the commercial interests of business people and businesses in the Rangitikei District.
  - Foster and promote the welfare of the business community of the Rangitikei District and, in particular, to provide a forum for networking and collaboration of members.
  - Facilitate the improvement of the commercial areas of the Rangitikei District to attract and retain business in order to drive employment and economic growth.
  - Advocate for the benefit of business within the Rangitikei District.

- Do things that attain or advance, or that are incidental or conducive to the attainment or advancement of, the purposes set out above.
5. 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.
6. No Interested 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 Interested Member of any income, benefit, or advantage.
7. Any payments made to an Interested Member must be for goods and services that advance the purposes of the Society and must be reasonable and comparable to payments that would be made between unrelated parties.

## **Act and Regulations**

8. Nothing in these Rules authorises the Society to do anything which contravenes or is inconsistent with the Act, any regulations made under the Act, or any other legislation.

## **Registered office**

9. 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 Act.

## **Other powers**

10. In addition to its statutory powers, the Society may (subject to exercising the care and skill that a prudent person of business would exercise in managing the affairs of others) for the purposes of carrying on any operation within the scope of its objects:
  - use its funds to pay the costs and expenses to advance or carry out its purposes,
  - employ or contract with such people as may be appropriate, and
  - invest in any investment.

## **Members**

### **Minimum number of members**

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

### **Types of members**

12. The classes of membership and the method by which Members are admitted to different classes of membership are as follows:
  - Member: A Member is an individual or body corporate admitted to membership under these Rules and who or which has not ceased to be a Member.
  - Life Member: A Life Member is a person honoured for highly valued services to the Society elected as a Life Member by resolution of a General Meeting passed by a two-thirds majority of those Members present and voting. A Life Member shall have all the rights and privileges of a Member and shall be subject to all the same duties as a Member except those of paying subscriptions.

- **Honorary Member:** An Honorary Member is a person honoured for services to the Society or in an associated field elected as an Honorary Member by resolution of a General Meeting passed by a two-thirds majority of those present and voting. An Honorary Member has no membership rights, privileges or duties.

### **Becoming a member: consent**

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

### **Becoming a member: process**

14. An applicant for membership must complete and sign any application form, supply any information, or attend an interview, as may be reasonably required by the Committee regarding an application for membership.
15. 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**

16. Every Member shall provide the Society with that Member's name and contact details (including postal address, telephone number(s), and any email address) and promptly advise the Society of any changes to those details.
17. 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**

18. All Members (including Committee Members) shall promote the interests and purposes of the Society and shall do nothing to bring the Society into disrepute.
19. 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 their respective due dates, but no Member or Life Member is liable for an obligation of the Society by reason only of being a Member.
20. Any Member that is a body corporate shall provide the Secretary with the name and contact details of the person who is the organisation's authorised representative, and that person shall be deemed to be the organisation's proxy for the purposes of voting at General Meetings.
21. 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**

22. The annual subscription and any other fees for membership for the current financial year shall be set by resolution of the Committee (at which it may also be decided whether payment can be made by periodic instalments).
23. Any Member failing to pay the annual subscription (including any periodic payment), within one (1) 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 three (3) calendar months of the due date for payment of the subscription, the Committee may terminate the Member's membership (without being required to give prior notice to that Member).

### **Ceasing to be a member**

24. A Member ceases to be a Member:
  - on death (or if a body corporate on liquidation or deregistration, or if a partnership on dissolution of the partnership), or
  - by resignation from that Member's class of membership by notice to the Secretary, or
  - on termination of a Member's membership under these Rules.with effect from (as applicable):
  - the date of death of the Member (or if a body corporate from the date of its liquidation or deregistration, or if a partnership from the date of its dissolution), or
  - the date of receipt of the notice of resignation by the Secretary (or any subsequent date stated in the notice of resignation), or
  - the date of termination of membership under these Rules, or
  - the date specified in a resolution of the Committee.

### **Obligations on resignation**

25. 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**

26. 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**

27. An Annual General Meeting shall be held once a year in September (except in the Society's first year of incorporation being 2023) 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.

### **Annual General Meetings: business**

28. The business of an Annual General Meeting shall be to:
- confirm the minutes of previous Society General 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,
  - consider any motions,
  - consider any general business.
29. 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**

30. 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 10 per cent of Members. Any resolution or written request must state the business that the Special General Meeting is to deal with.

31. 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

32. The Committee shall give all Members at least 30 Working Days' Notice of any General Meeting and of the business to be conducted at that General Meeting.
33. 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.
34. All Members and Life 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, or
  - through the authorised representative of a body corporate as notified to the Secretary, and
  - No other proxy voting shall be permitted.
35. No General Meeting may be held unless at least 15 percent of eligible financial Members attend. This will constitute a quorum.
36. If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting – if convened upon request of Members – shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the President of the 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.
37. 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.
38. All General Meetings shall be chaired by the President. If the President is absent, the meeting shall elect another Committee Member to chair that meeting, or in the absence of any Committee Member the meeting shall elect another Member to chair that meeting.
39. Any person chairing a General Meeting has a deliberative and, in the event of a tied vote, no casting vote.
40. Any person chairing a General Meeting may:



41. 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.
42. 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
43. In the absence of a quorum or in the case of emergency, adjourn the Meeting or declare it closed.
44. 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.
45. 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 20 Working Days before that meeting. The Member may also provide information in support of the motion ('Member's Information').

## **Minutes**

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

## **Committee**

### **Composition**

47. The Committee will consist of 5 - 7 Committee Members who are:
  - Members; and
  - natural persons; and
  - not disqualified by these Rules or the Act.

The Committee will include:

- a President,
- a Secretary,
- a Treasurer, and

not fewer than 2 or more than 4 other Committee Members.

### **Qualifications**

48. 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.

49. 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:
  1. an offence under subpart 6 of Part 4,
  2. a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961),
  3. an offence under section 143B of the Tax Administration Act 1994,
  4. an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (i) to (iii),
  5. a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere,
- a person subject to:
  1. a banning order under subpart 7 of Part 4 of the Incorporated Societies Act 2022; or
  2. an order under section 108 of the Credit Contracts and Consumer Finance Act 2003; or
  3. a forfeiture order under the Criminal Proceeds (Recovery) Act 2009; or
  4. a property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act.
- a person who is subject to an order that is substantially similar to an order referred to above 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 new Incorporated Societies Act.
- Any person who is disqualified or does not comply with any qualifications as prescribed from time to time by a resolution of the Committee.

## **Election or appointment**

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

- Committee Members shall be elected during Annual General Meetings. However, if a vacancy in the position of any Committee Member occurs between Annual General Meetings, that vacancy shall be filled by resolution

of the Committee (and 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 a Committee Member by these Rules or the Act).

- The role of President of the Society will be voted on separately to the other Committee Members. The roles of Secretary and Treasurer will be determined by the incoming Committee at their first meeting following each Annual General Meeting.
- A candidate's written nomination (including whether the candidate wishes to stand for the role of President), accompanied by the written consent of the nominee (who must be a fully paid up Member) with a certificate that the nominee is not disqualified from being appointed or holding office as a Committee Member by these Rules or the Act, shall be received by the Secretary at least 20 Working Days before the date of the Annual General Meeting. If there are insufficient valid nominations received, further nominations may be received from the floor at the Annual General Meeting.
- 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).
- Two Members (who are not nominees) or non-Members appointed by the President shall act as scrutineers for the counting of the votes and destruction of any voting papers.
- The failure for any reason of any financial Member to receive such Notice shall not invalidate the election.

## Term

51. The term of office for all Committee Members shall be 2 year(s), 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. At the end of the first two year term following incorporation at least half (rounding down) of the Committee Members will not stand for re-election. If the Committee Members cannot agree on which of their number will not stand then this will be determined by drawing names out of a hat.
52. No Committee Member shall serve for more than 2 consecutive terms.
53. No President shall serve for more than 2 consecutive years as President.

## 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**

54. A Committee Member shall be deemed to have ceased to be a Committee Member if that person ceases to be a Member.
55. Each Committee Member shall, within 5 Working 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**

56. From the end of each Annual General Meeting until the end of the next Annual General Meeting, 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.

### **Committee Members' duties**

57. At all times each Committee Member:
  - shall act in good faith and in what he or she believes to be the best interests of the Society,
  - must exercise all powers for a proper purpose,
  - must not act, or agree to the Society acting, in a manner that contravenes the Act or these Rules,
  - 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, the position of the Committee Member and the nature of the responsibilities undertaken by him or her,

- 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
- 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**

58. 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 contracts on behalf of the Society or delegate such power to a Committee Member, sub-committee, employee, or other person; and
- borrow money.

## **Sub-committees**

59. The Committee may appoint sub-committees consisting of such persons (whether 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 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, and
- a sub-committee must not further delegate any of its powers.

## **General issues**

60. The Committee and any sub-committee may act by resolution approved in the course of 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 meeting.

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

62. 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

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

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

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

64. A member of the Committee and/or sub-committee who is an Interested Member regarding a matter—

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

However, a 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.

65. 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**

66. The Committee shall meet at least every two calendar months at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the President.

## **Procedure**

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

## Records

### Register of Members

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

### Access to Register of Members

69. With reasonable notice and at reasonable times, the Secretary shall make the Register of Members available for inspection by 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.

### Interests Register

70. The Secretary shall maintain an up-to-date Interest Register recording the interests disclosed by Committee Members.

### Access to other information

71. 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:
- provide the information, or
  - agree to provide the information within a specified period, or
  - 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
  - refuse to provide the information, specifying the reasons for the refusal.
72. Without limiting the reasons for which the Society may refuse to provide the information, the Society may refuse to provide the information if:
- withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
  - 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



- 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
  - withholding the information is necessary to maintain legal professional privilege, or
  - the disclosure of the information would, or would be likely to, breach an enactment, or
  - 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
  - the request for the information is frivolous or vexatious.
73. 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 —
- that the Member will pay the charge; or
  - that the Member considers the charge to be unreasonable.

Nothing in this Rule limits Information Privacy Principle 6 of the Privacy Act 2020.

## **Finances**

### **Control and management**

74. 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**

75. 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**

76. 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.

77. 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.
78. The resolution of all disputes must be conducted in a manner that is consistent with natural justice.

### **Investigating disputes**

79. 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."
80. These disputes procedures are designed to enable and facilitate the fair, prompt and efficient resolution of grievances and complaints.
81. 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.
82. 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).
83. 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.
84. 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.
85. A Member may not make a decision on or participate as a decision-maker in regards to a grievance or complaint, if 2 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**

86. 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**

87. The Society may be wound up, or liquidated, or removed from the Register of Incorporated Societies in accordance with the provisions of the Act.
88. 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
  - the General Meeting at which any such proposal is to be considered,
  - the reasons for the proposal, and
  - any recommendations from the Committee in respect to such notice of motion.
89. Any resolution to wind up the Society or remove it from the Register of Incorporated Societies must be passed by a majority of all Members present and voting.

### **Surplus assets**

90. If the Society is wound up, or liquidated, or removed from the Register of Incorporated Societies, no distribution shall be made to any Member.
91. 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 jointly in the Marton Lions Club and the Marton Rotary Club.
92. However, on winding up by resolution under this rule, the Society may approve a different distribution to a different entity from that specified above, so long as the Society complies with these Rules and the Act in all other respects.

## **Alterations to the Rules**

### **Amending these Rules**

93. 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.
94. Any proposed motion to amend or replace these Rules shall be signed by the Committee or at least 5 per cent of eligible Members and given in writing to the Secretary at least 20 Working 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.

95. At least 15 Working 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.
96. 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

97. The common seal of the Society must be kept in the custody of:

the Secretary

The common seal may be affixed to any document:

- by resolution of the Committee, and must be countersigned by 2 Committee Members or by 1 Committee Member and:

the Secretary

- by such other means as the Committee may resolve from time to time.

### Contact person

98. 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
- A Committee Member, and
- Ordinarily resident in New Zealand, and
- Not disqualified under the Act from holding that office.

The President will be one of the Society's contact persons.

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.

## Bylaws

99. 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.