



# **U3A TAURANGA INCORPORATED**

## **CONSTITUTION**

**Adopted at the Annual General Meeting 21 February 2025**

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# CONSTITUTION OF U3A TAURANGA INCORPORATED

Adopted at the Annual General Meeting 21 February 2025

## 1 NAME

- 1.1 The name of the Society shall be **U3A Tauranga Incorporated**, hereinafter called **U3A Tauranga Inc.**
- 1.2 **Charitable Status:** The Society is registered as a Charitable entity under the Charities Act 2005.
- 1.3 **Contact Persons:** The persons elected, or co-opted, to the roles of President, Secretary, and Treasurer. Any change must be notified to the Registrar of Incorporated Societies and the Charities Services within 20 working days of the change occurring.
- 1.4 **Registered Office:** of the Society shall be the home of the incumbent Secretary, or other place in New Zealand as the Executive from time to time determines. Any change must be notified to the Registrar of Incorporated Societies and the Charities Services at least five working days prior to the change taking effect.

## 2 DEFINITIONS

- 2.1 **'Act'** means the Incorporated Societies Act 2022 or any enactment passed by way of amendment to, or in substitution for such Act.
- 2.2 **'Constitution'** means the Rules of the Society contained in this document which sets out the requirements and administrative systems necessary to comply with the Act.
- 2.3 **'Society'** means U3A Tauranga Inc, comprising all members.
- 2.4 **'General Meetings'** mean meetings of the Society namely Annual General Meetings, or Special General Meetings, as provided for in Rule 7. (The Election General Meeting is a Special General Meeting.)
- 2.5 **'Monthly Meetings of the Society'** mean the meetings open to members and the public each month from March to October inclusive.
- 2.6 **'Notice in Writing'** means a written notice sent to the residential or email address supplied by the member for the purpose of communicating with the Society. A notice in writing as required by Rule 7 may be included in a regular newsletter. If such a notice has been sent to all members in good faith, the meeting and its business shall not be invalidated simply because one or more members do not receive the notice.

- 2.7 A **'Member'** of the Society may be either an Ordinary Member, a Life Member, or an Honorary Member, as provided for in Rule 5.
- 2.8 **'Executive'** means the Society's governing body as defined in Rule 10.
- 2.9 The **'Officers'** of the Society are all the members of the Executive as defined in Rule 10.
- 2.10 **'President'** means the person elected as President of the Society with responsibility for, amongst other things, overseeing the governance and operations of the Society and chairing Meetings.
- 2.11 **'Resolution'** means a written resolution required to be passed at an Annual General Meeting or Special General Meeting of the Society **by a simple majority** of the members present and voting.
- 2.12 **'Special Resolution'** means a written resolution required to be passed at an Annual General Meeting or Special General Meeting of the Society **by at least two-thirds** of the members present and voting.
- 2.13 The **Rules** of the Society mean the requirements and administrative systems set out in Rules 3 to 17 of this Constitution.
- 2.14 **'Working Days'** mean as defined in the Legislation Act 2019. Days that are **not Working Days** include, but are not limited to, weekends and Public Holidays.
- 2.15 **'Interests Register'** means the Register of Interests declared by Officers and Subcommittee members as required by Section 73 of the Act.
- 2.16 **'Declaration of an Interest'** means the obligation of Officers and subcommittee members to declare an interest in any matter under consideration by the Executive, the subcommittee or the Society from which they will, or may, derive a financial or personal benefit. See Rule 11.5.

### **3 OBJECTS OF THE SOCIETY**

The Objects of the Society shall be:

- 3.1 To foster and maintain its charitable purposes by:
- a) providing opportunities for members to engage in further education, both as students and as tutors, free from the pressures of more formal education systems and without any requirement for, or award of, qualifications;
  - b) enabling members to enhance their wellbeing by staying mentally and physically active, and socially engaged;

- c) promoting to older people in the community the benefits of joining the Society and undertaking activities that enhance their personal wellbeing; or
- d) assisting or co-operating with any similar organisation in such manner as it may see fit.

## **4 POWERS OF THE SOCIETY**

In furtherance of the above objects, the Society may:

- 4.1 Purchase, take on lease, exchange, hire and otherwise acquire or dispose of real or personal property as the Society thinks necessary or desirable.
- 4.2 Apply the income and assets of the Society towards the promotion of such objects, and not for the pecuniary benefit, whether direct or indirect, of any member, non-member or entity. Nothing in this Rule shall prevent the payment in good faith of reasonable and proper remuneration or reimbursement to any member, non-member or entity for expenditure previously authorised by the Executive for:
  - a) services rendered or goods supplied to the Society; or
  - b) expenses incurred on behalf of the Society.
- 4.3 Borrow or raise money with or without security, and upon such terms and conditions as the Executive shall recommend, subject in each case to a prior Special Resolution being passed at an Annual General Meeting or Special General Meeting.
- 4.4 Receive and hold in trust donations, endowments, legacies, sponsorships, subscriptions, and fees from persons desiring to promote all or any of the objects of the Society, provided that any associated conditions are consistent with the objects of the Society.
- 4.5 Establish special interest groups, run lectures, seminars, conferences, courses, and publish material in written or electronic form, such as on websites, in books, pamphlets, reports, leaflets, journals, newsletters, films, videos or instructional matter.
- 4.6 Make such by-laws or regulations, not being inconsistent with these Rules, as will assist the efficient functioning of the Society, subject in each case to a prior Special Resolution being passed at an Annual General Meeting or Special General Meeting.
- 4.7 Encourage and assist in the formation and operation of area and regional groupings of other U3A Societies.
- 4.8 Amalgamate with other Incorporated U3A Societies within the Bay of Plenty region, by following the procedures set out in Part 5 of the Act.

- 4.9 Generally, do all such things as may advance the objects of the Society, while at all times complying with its obligations under NZ law, including, but not limited to, the Incorporated Societies Act 2022, the Charities Act 2005 and the Privacy Act 2020 (or any enactment passed by way of amendment to, or in substitution for such Act/s).

## 5 MEMBERSHIP

- 5.1 Ordinary Membership is generally open to any older person in the community who supports the objects of the Society, and who undertakes to conform to the Constitution and by-laws (if any) of the Society, and otherwise complies with its requirements.
- 5.2 An applicant for membership shall be enrolled as a member of the Society by providing the Society with a completed electronic or paper Application Form which includes a statement of consent, and by payment of the current subscription. Membership shall be retained by the payment of an annual subscription as specified in Rule 13.
- 5.3 The Society shall keep an up-to-date register of members on the Society's database which shall record the names and contact details of all members and any other information relevant to the administration of the Society, including but not limited to, the date of joining, the date on which they ceased to be a member, and the category of their membership (Ordinary, Life or Honorary). The Society shall at all times comply with its obligations under the Privacy Act 2020.
- 5.4 Members shall advise changes of their contact details to the Membership Administrator, who will update the database.
- 5.5 On cessation of membership a person shall have their name and contact details archived in the database for a period of seven years, after which time the information shall be deleted.
- 5.6 The Executive shall have complete discretion as to who may be admitted as a member, but may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Society to refuse the application. In the event of an application being rejected, the Executive shall inform the applicant in writing of its decision, which shall be final.
- 5.7 The Society shall maintain the minimum number of 10 members required by the Act.
- 5.8 The total number of members may be restricted from time to time, subject to a prior Special Resolution being passed at an Annual General Meeting or Special General Meeting.
- 5.9 Any member or former member of the Society may, on the recommendation of the Executive Meeting, be elected by simple majority as a **Life Member** at the Annual

General Meeting in recognition of services rendered to the Society. Life Members shall have the same rights of voting and holding office as Ordinary Members but shall pay no subscription.

- 5.10 Any person who renders special service to the Society may, on the recommendation of the Executive, be elected by simple majority as an **Honorary Member** at the Annual General Meeting. An Honorary Member has no membership rights and pays no subscription.

## **6 CESSATION OF MEMBERSHIP**

6.1 Membership may cease in any of the following ways:

- a) upon the death of a member;
- b) when a written resignation is sent or emailed and has been received by the Membership Administrator, or the Secretary;
- c) the membership of any member whose subscription has not been paid by the 31st of March of the current year may be cancelled, provided that the Treasurer has given the member due notice in advance that such action will be taken;
- d) by termination of a member's membership following a dispute resolution process. Rule 14; or
- e) by resolution of the Executive where:
  - e.i) in the opinion of the Executive, the member has brought the Society into disrepute
  - e.ii) in the opinion of the Executive, a member presents a significant risk to the health, safety or wellbeing of any other member or members

The Executive shall advise any such member in writing of the date on which loss of membership shall take effect.

- 6.2 If a decision made under 6.1. ei) or 6.1. eii) is challenged, it shall be deemed a dispute or complaint and shall be dealt with under the provisions of Rule 14.

## **7 MEETINGS**

### **General Meetings**

7.1 General Meetings of the Society can be Annual General Meetings, or Special General Meetings. The Election General Meeting is a Special General Meeting.

7.2 Only financial members may speak and vote at General Meetings.

- 7.3 Notice in writing of such General Meetings shall be given by the Secretary to all members, at least 20 working days prior to the Meeting. Rule 2.6.
- 7.4 All General Meetings shall be chaired by the President. If the President is absent, the Vice President shall chair the meeting. If neither of these Officers is able to preside, the Executive shall appoint a member to act as Chairperson. While so acting, the Chairperson shall have all the Powers of the President.
- 7.5 The Chair of a General Meeting holds a casting vote in the event of a tied result.
- 7.6 The Society shall hold an **Annual General Meeting** in February of each calendar year. If exceptional circumstances make a February Meeting impossible, the Annual General Meeting shall be held at the earliest practicable date within 6 months of the beginning of the Financial Year. **The business of the Annual General Meeting shall be to:**
- a) confirm the minutes of the previous Annual General Meeting;
  - b) confirm the minutes of any other Special General Meeting held the previous year, except for the minutes of the Election General Meeting. Rule 7.7;
  - c) report a summary of any 'Conflicts of Interests' declared during the preceding year;
  - d) adopt the President's Annual Report;
  - e) adopt the Treasurer's Annual Report and the Annual Financial Statements;
  - f) consider Resolutions and/or Special Resolutions for which the required notice has been given. Rules 7.8 & 15.2;
  - g) consider any General Business.
- 7.7 The Society shall hold a Special General Meeting (**Election General Meeting**) in November of each calendar year. See Rule 7.3. If exceptional circumstances make a November meeting impossible, the Election General Meeting shall be held at the earliest practicable date.
- The business of this meeting shall be to:
- a) confirm the minutes of the previous Election General Meeting;
  - b) elect the Executive which will take office at the conclusion of the next Annual General Meeting; or
  - c) pass a Resolution to set the subscription for the following year.
- 7.8 A Special General Meeting may be called at any time, following either a majority decision of the Executive, or receipt of a written request sent to the Secretary signed

by at least 30 members of the Society, stating the purpose for which such a Special General Meeting is sought. In either case, the Secretary shall convene the Meeting within 40 Working Days and shall give 20 Working Days' written Notice of the Meeting to all members, detailing the business to be conducted. This Meeting shall deal only with the business specified in the Executive's decision or the members' written request.

- 7.9 The Executive shall ensure that Minutes are kept of all Annual General, Election General and other Special General Meetings.

## 8 VOTING AT GENERAL MEETINGS

- 8.1 At any Annual or Special General Meeting a resolution put to the vote of the meeting shall be decided on show of hands of members, unless a ballot is demanded (either before, or on the declaration of the results of the show of hands). A ballot may be demanded by either:

- a) the President; or
- b) at least three members present.

Unless a ballot is so demanded, the President shall declare that a resolution has on a show of hands of members, been carried unanimously, carried by a majority, or lost, and an entry to that effect shall be recorded in the minutes of the meeting. Such record shall be accepted as conclusive evidence of the declared outcome.

- 8.2 If a ballot is duly demanded, it shall be taken in such manner as the President directs, which may be by any one of the following:
- a) the use of coloured cards on which is stated either, 'For' or 'Against.' (cards will be collected and counted by the scrutineers);
  - b) calling for a division of members voting 'For' and those voting 'Against'; or
  - c) calling for a secret ballot. Rules 8.5 to 8.10.

The result of the ballot as declared by the President, shall be included in the minutes of the meeting and deemed to be the Resolution of the Meeting at which the ballot was demanded.

- 8.3 The demand for a ballot may be withdrawn.
- 8.4 If there are an equal number of votes for and against a Resolution, whether on show of hands, on a ballot, or on a division, the President shall be entitled to a casting vote.
- 8.5 A ballot shall be held for all **Special Resolutions** at any Annual General Meeting or Special General Meeting. Rule 8.2

- 8.6 Prior to the Special Resolution being put, the Meeting will appoint three scrutineers to ensure the integrity of the ballot process.
- 8.7 The scrutineers will distribute and collect the ballot papers. They will count the votes and provide the President with a written report showing the total number of votes cast, the number of votes for and against the Special Resolution, and the number of invalid votes, if any.
- 8.8 On receiving the written results of the ballot from the scrutineers, the President shall declare that the Special Resolution has been carried unanimously, carried by the required two thirds majority or lost.
- 8.9 An entry in the minutes of the meeting shall record the details given by scrutineers to the President. This shall be accepted as conclusive evidence of the declared outcome.
- 8.10 On completion of a secret ballot process, the President shall move a motion that voting papers be destroyed at the conclusion of the meeting.

## **9 QUORUM**

- 9.1 The quorum at any Annual or Special General Meeting shall be 50 members. No meeting shall be held if a Quorum is not present within half an hour of the time fixed for the Meeting.
- a) if within half an hour of the appointed time for an Annual General Meeting or a Special General Meeting a quorum is not present, the meeting shall stand adjourned to a day, time and place determined by the Chairperson. If at such an adjourned meeting a quorum is not present those members present in person shall be deemed to constitute a quorum; or
  - b) if within half an hour of the appointed time for a Special General Meeting convened upon the request of members, a quorum is not present, the meeting shall be dissolved.
- 9.2 The quorum at Executive Meetings shall be half its Officers.
- 9.3 The quorum for Subcommittee meetings shall be half its members.

## **10 OFFICERS AND EXECUTIVE**

- 10.1 All Officers of the Executive shall be members of the Society.
- 10.2 The Executive shall consist of at least six and no more than 16 members.

- 10.3 Only persons who qualify to be an Officer of a charitable entity under Section 47 of the Incorporated Societies Act 2022 and section 36B of the Charities Act 2005 shall be eligible for election or co-option to the Executive. The Secretary shall provide the qualification criteria to all nominees or prospective co-optees and shall require their signatures certifying eligibility under the requirements of the Acts.
- 10.4 The Executive of the Society shall be elected by the members present at the Election General Meeting each November. The incoming Executive shall take office at the conclusion of the Annual General Meeting the following February. Their term of Office will expire one year later at the conclusion of that Annual General Meeting.
- 10.5 The Executive shall consist of:
- a) **The Officers:** President, Vice-President, Secretary, Treasurer, Group Coordinators, Data Manager, Membership Administrator, Newsletter Editor, Speaker Organiser, Immediate Past President.  
  
No Officer shall serve in the office of President for a period longer than two consecutive years at any one time.  
  
Other Executive Officers may stand for re-election each year.
  - b) **The Immediate Past President**  
This position is automatically filled on the election of a new President. An Immediate Past President may remain on the Executive as an Officer with full voting rights for as long as their succeeding President remains in office.  
A retiring Immediate Past President may not be elected to any position on the Executive for a period of one year after their retirement.
- 10.6 Nominations for all positions on the Executive shall be received as written nominations, duly proposed, and seconded by members, and with the nominees' signed acceptance. Such written nominations shall be received by the Secretary no later than 10 working days before the date set for the Election General Meeting.
- 10.7 The Secretary shall file and keep all nomination and eligibility forms. These must be uploaded to the Incorporated Societies Registrar if requested.
- 10.8 Election of all eligible Officers of the Executive shall be as follows:
- a) where only one nomination for a position has been received, that person shall be declared duly elected to that position.
  - b) where more than one nomination for a position has been received, the names of the nominees shall be put to the vote by a **secret ballot** of members present and voting. Rule 8.6 to 8.10.

The President will declare the outcome of the secret ballot.

- 10.9 If a position on the Executive is not filled at the Election General Meeting, or subsequently becomes vacant, the Executive shall have the power to appoint a replacement from within the Executive or co-opt a member to fill that position.
- 10.10 The Executive, in addition to its other Powers, shall have the power to co-opt further members onto the Executive, but shall keep within the maximum number of Executive Members allowed. Rule 10.2
- 10.11 All Executive Members co-opted under Rules 10.8 and 10.9 shall have the powers of elected members.
- 10.12 The Executive shall meet regularly at such times and places as it considers suitable. Meetings may be held in person or by means of audio or audio-visual communication, by which all participating Executive Members can simultaneously hear each other, communicate and vote throughout the meeting.
- 10.13 Executive Members attending an Executive meeting remotely shall be recognized as part of the quorum.

## **11 DUTIES AND POWERS OF THE EXECUTIVE**

- 11.1 The Executive has a duty to comply with the Incorporated Societies Act 2022, the Charities Act 2005 or any enactment passed by way of amendment to or in substitution for such Acts, and to comply with this constitution.
- 11.2 The Executive shall be responsible for the affairs of the Society, including the management of property and all financial matters, subject to the control of the Society at an Annual General Meeting or Special General Meeting.
- 11.3 The Executive may exercise all the powers of the Society, except those where the Rules require the Society to exercise its Powers at an Annual General Meeting or a Special General Meeting.
- 11.4 Minutes shall be kept of all Executive and subcommittee meetings.
- 11.5 The Executive must keep and regularly maintain an “Interests Register” for all Officers and subcommittee members. See Rules 2.15 & 2.16.

Conflicts of Interest arise if:

- a) the Officer is party to, or will, or may derive financial or personal benefit from the transaction;
- b) he/she has a financial interest in another party to the transaction; or

- c) he/she is a director, officer or trustee of another party to, or a person who will or may derive a financial benefit from the transaction.
- 11.6 The President, or Chair of the meeting, shall decide what action to take in the event of a conflict of Interest being declared and shall either:
- a) ask the Interested person to leave the room prior to discussion of the matter beginning; or
  - b) allow the Interested member to stay in the room but not take part in discussion or decision making.
- 11.7 No expenditure in excess of \$5,000 for any single purchase or purpose shall be undertaken by the Executive without prior authorisation by a Resolution of the Society at an Annual General Meeting or Special General Meeting.
- 11.8 The Executive may delegate in writing, specified duties to subcommittees. All subcommittees shall report to the Executive, and the Executive shall retain the power to revoke any authority so delegated. Every such subcommittee shall be chaired by the President or by the President's nominee.
- 11.9 The President shall present an Annual Report to the Annual General Meeting, detailing the Society's activities during their year in office, including any matters of interest or importance to the Society. He/She may also make such recommendations as he/she thinks fit.
- 11.10 The Executive shall ensure all reporting requirements set out by the Registrar of Incorporated Societies, and the requirements of the Charities Services and are met within the prescribed time frame.
- 11.11 The Executive shall have power to appoint and to instruct delegates or representatives to bodies with which the Society is affiliated, or which have provision for representation at their meetings.
- 11.12 The Executive, subject to a prior resolution or special resolution being passed at an AGM or Special General Meeting, may employ, or contract staff as may from time to time be required, on such terms and conditions as the Executive determines.
- 11.13 If there is an emergency and the Executive is unable to meet, or meet safely, the President, Vice-President, Secretary and Treasurer shall be entitled to make all essential decisions relating to the operation of the Society for the duration of such emergency. All decisions made under this Rule shall be reported to the full Executive as soon as practicable.

"Emergency" for this Rule shall mean any event, natural or otherwise, which poses a serious threat to public health or safety, or threatens the destruction of, or damage to, property.

11.14 The Executive, or the Society may, having had due regard for the Rules of Natural Justice, pass a resolution to remove an Officer from the Executive, if in the opinion of the Executive or Society:

- a) the Officer has been absent without leave of absence for three consecutive meetings;
- b) the Officer has failed to disclose a conflict of Interest;
- c) the Officer has brought the Society into disrepute; or
- d) the Executive passes a vote of no confidence in the Officer.

Any such removal would come into effect from a date specified in the resolution passed by the Executive or the Society. The Officer concerned shall be notified in writing of the decision made.

## **12 FINANCE**

12.1 The financial year shall commence on the 1st day of January and end on the 31st day of December each year.

12.2 All monies of the Society shall be banked in such bank or banks as the Executive shall from time to time determine, and all transactions shall be made through properly authorized accounts in accordance with the directions of the Executive.

12.3 All money received on account of the Society shall be banked within five Working Days.

12.4 Any withdrawal from any of the Society's bank accounts must be authorized by Executive decision and be actioned by two of the authorized bank signatories.

12.5 The Treasurer, after consultation with the President and one additional authorised bank signatory, shall have the authority to pay any urgent accounts before an Executive Meeting, in advance of approval by the Executive.

12.6 Honoraria or contributions towards the expenses associated with guest speakers, external tutors, and venue hire for group activities may be made at the Executive's discretion.

12.7 The Treasurer shall keep accounts of all monies received and expended on behalf of the Society.

- 12.8 The Treasurer shall present to the Annual General Meeting Financial Statements for the previous financial year, prepared in accordance with good accounting practice. Reviewed annually prior to the Annual General Meeting by a person independent of the Society who has relevant financial expertise.
- 12.9 A Formal Review of the Financial Statements shall be required should a majority of members present at the Annual General Meeting or a Special General Meeting, pass a resolution requesting such a Formal Review. Any reviewer appointed by the Executive must hold appropriate current qualifications and be independent of the Society.
- 12.10 The Treasurer shall ensure the Annual Financial Statements are lodged with the Charities Services before the due date of 30 June each year.
- 12.11 No member of the Society shall receive or obtain any pecuniary gain from the property or operations of the Society, provided that this Rule shall not prevent the reimbursement of such reasonable expenses or remuneration to members and employees of the Society as the Executive shall decide, including to any members employed by or contracted to the Society.

### **13 SUBSCRIPTIONS**

- 13.1 The annual subscription payable by members for the forthcoming year shall be the sum set at the previous Election General Meeting. Subscriptions are due on 1 January and must be paid by 31<sup>st</sup> March. After that date Overdue Subscriptions immediately become payable in full. See Rule 6.1 c.
- 13.2 New members shall pay the full subscription when they submit their application form and give consent to becoming members.

### **14 DISPUTES RESOLUTION**

#### **Criteria for Disputes**

- 14.1 A dispute is a disagreement or conflict which may involve a member, or members, and/or an Officer or Officers, and/or the Society, or any combination of those named.

A dispute may be instigated in relation to the following specific allegations:

- a) a member, an Officer, or the Society has engaged in misconduct;
- b) a member, or an Officer, has breached, or is likely to breach a duty under the Society's Constitution, or bylaws, or the Act;
- c) the Society has breached, or is likely to breach, a duty under the Society's Constitution, or bylaws, or the Act; or

- d) a member's, or members' rights or interests as a member or members, generally have been, or may be, damaged.
- 14.2 The resolution of Disputes within the Society must be conducted in a manner consistent with natural justice.
- a) Disputes must be dealt with in a timely, fair, efficient and effective manner.
  - b) Parties involved in a dispute have the right to be heard in writing, and/or at an oral hearing, prior to a recommendation for resolving the dispute being made by the investigators.
- 14.3 In the case of complaints brought by, and relating to, members and /or Officers, the Executive may decide **not to proceed** further with the complaint if:
- a) the complaint is considered to be trivial;
  - b) the complaint does not disclose or involve any allegations outlined in Rule 1 a, b, c, d;
  - c) no evidence is given to support the complaint; or
  - d) There has been an undue delay in making the complaint.

## Criteria for Disputes

### How a complaint is made

- 14.4 **A Member(s), an Officer(s) or the Society** may make a complaint against any other party or parties, by notifying the Secretary in writing stating they request a procedure to start for resolving a dispute in accordance with the Society's Constitution.
- The letter must set out the allegation, who the allegation is against, and any information that supports the allegation. Sufficient information must be given to enable the person(s) named to prepare a response.
- 14.5 **The Executive**, when starting the requested dispute procedure shall notify in writing the person/s named as party to the dispute (the respondent/s), giving all details, allegations and information as notified by the complainant. This document shall be delivered in person or delivered by Courier.
- 14.6 **The Executive** shall then offer the complainant and respondent the opportunity to resolve the dispute by informal discussion, mediation or other practice acceptable to the parties.
- 14.7 If no agreement or resolution is reached through Rule 14.6, and the complaint is not against the Society, the Executive shall form a subcommittee consisting of up to three

impartial members to investigate the dispute and report their findings and any suggestions for resolving the dispute to the Executive. See Rules 14.11 & 14.12.

- 14.8 The subcommittee shall be given access to all information pertaining to the dispute including, but not limited to, the complainant's initial letter and any record pertaining to the process undertaken in Rule 14.6.
- 14.9 The subcommittee shall, in writing, advise the parties concerned that it is beginning its investigation into the dispute. Each party concerned will be asked to appear before the subcommittee at mutually agreed times, which shall be within 15 working days of the notification being sent.
- 14.10 Member/s involved in each meeting with the Subcommittee may submit written statements, may be accompanied by witnesses in support of their position, and may bring a person or whanau member for personal support. Witnesses may be interviewed at the discretion of the subcommittee.
- 14.11 After hearing the comments of the member/s concerned and those of any witnesses interviewed, the subcommittee shall forward to the Secretary a written report of its findings and recommendations, together with any notes, exhibits lodged, or written statement submitted by the member(s). If the members of the Subcommittee are not in agreement, each shall forward to the Secretary an independent written report. Should the member(s) concerned fail to appear at the agreed time, the subcommittee shall nonetheless send a report to the Secretary as described above.
- 14.12 The Executive shall consider the Subcommittee's report, the exhibits lodged, the statements or explanations of the member(s) concerned, and all notes regarding evidence heard and presented. If satisfied that the investigation has shown the allegations which initiated the dispute can be upheld, and the respondent/s have been guilty of a breach of the criteria set out in Rule 14.1, the Executive may expel such member/s, censure such member/s, or in its sole discretion, take other action it deems appropriate.
- If the investigation has shown the allegations cannot be upheld, the Executive shall dismiss the dispute.
- 14.13 The Executive's decision shall be final. The Secretary must notify in writing all parties involved in the dispute of the decision made.
- 14.14 On receiving notice that a dispute procedure against the Society, or the Society and an Officer or Officers, must be started, the Executive shall refer the complaint to an **external independent person** with appropriate experience to **investigate and decide** whether the dispute can be upheld.
- 14.15 The Executive may nominate up to three Officers to represent the Society in any discussions with the investigator.

- 14.16 The investigator shall carry out his/her enquiries in a manner consistent with natural justice (14.3) and the Rules of this Constitution.
- 14.17 At the conclusion of investigation, the Executive shall be notified in writing of the decisions made by the investigator, and if breaches have occurred, what consequences there are, and what actions, if any, must be taken by the Society, or the Society and an Officer or Officers.

If the investigation has shown the allegations cannot be upheld, the Investigator shall dismiss the dispute.

In addition to providing a written report to the Society through the Executive, the Investigator may report to the Society and/or the Executive, in person.

## **15 ALTERATION TO THE RULES**

- 15.1 These Rules may be altered only by a Special Resolution passed at an Annual General Meeting or Special General Meeting, provided that:
- a) no such alteration shall enable any member to receive any pecuniary benefit as a result of the alteration, other than in respect of services rendered; or
  - b) no alteration shall be made which would alter the nature of the objects of the Society or alter its community/non-profit making nature.
- 15.2 A proposal to change the Rules may be initiated by a decision of the Executive, or on receipt of a written request sent to the Secretary, signed by at least 30 members of the Society, and accompanied by a written explanation of the reasons for the proposal.
- In either case the Secretary shall convene a meeting within 40 working days and shall give 20 working days written notice of the meeting to all members, together with a general outline of the reasons for the proposals, any recommendations the Executive may have, and a copy of, or an electronic link to, the proposed alterations.
- 15.3 The Secretary shall register any alterations to these Rules with the Registrar of Incorporated Societies within 25 Working days of the date of alteration, and with Charities Services within three months of the date of alteration.
- 15.4 Any alteration to the rules shall take effect from the date of Registration advised by the Registrar of Incorporated Societies.

## **16 LIQUIDATION AND REMOVAL FROM THE REGISTER**

- 16.1 The Society may resolve to go into liquidation or be put into liquidation by the Registrar of Incorporated Societies, in accordance with the provisions of Part 5 of the Act.
- 16.2 In either case the Executive shall give 20 Working days written notice to all members of the proposed Special Resolution required to put the Society into liquidation.
- 16.3 The Executive shall give written notice to all members of the Special General Meeting at which the proposed Special Resolution is to be considered. The notice shall include all information as required by Section 228 (4) of the Act.

### **Removal from the Register**

- 16.4 The Society may be removed from the Register of Incorporated Societies in accordance with the provisions of Part 5 of the Act.
- 16.5 The Society may in the manner prescribed in Part 5 of the Act, apply to the Registrar of incorporated Societies to be removed from the Register.
- 16.6 The Executive shall give 20 Working days written notice to all members of the proposed Resolution to remove the Society from the Register of Incorporated Societies.
- 16.7 The Executive shall also give written notice to all members of the Special General Meeting at which the proposed Resolution is to be considered. The notice shall include all information as required by Section 228 (4) of the Act.
- 16.8 If the society is liquidated or removed from the Register of Incorporated Societies no distribution shall be made to any member, and if any property remains after the settlement of the Society's debts and liabilities, that property must be given or transferred to another organization for a similar charitable purpose or purposes as defined in Section 5(1) of the Charities Act 2005.

## **17 WINDING UP**

- 17.1 If at any Annual General Meeting or Special General Meeting, those members present and voting shall resolve by Special Resolution that the Society shall be wound up, the Secretary shall convene a further Special General Meeting within 40 working days and shall give 20 working days' notice of this meeting to all Members. At this subsequent meeting, the Special Resolution brought forward will be confirmed or rejected by a second Special Resolution.

If the second Special Resolution confirms the previous decision, the Executive shall arrange for the Society's affairs to be wound up. All surplus assets of the

Society, after payment of all costs, debts and liabilities, shall be distributed to a charitable entity or entities within New Zealand (as defined in Section 5(1) of the Charities Act 2005) which has or have objects similar to those of the Society.

- 17.2 The Secretary shall advise the Registrar of Incorporated Societies that Special Resolutions have been passed in accordance with the Constitution, to wind up the Society, and request it be removed from the Register.

Signed ..... (Officer) Date .....

Signed ..... (Officer) Date .....

Signed ..... (Officer) Date .....