

WAI KŌKOPU INCORPORATED SOCIETY

CONSTITUTION

INDEX

WAI KŌKOPU INCORPORATED SOCIETY	1
CONSTITUTION	1
<i>RULES</i>	4
<i>NAME - INGOA</i>	4
<i>ACT AND REGULATIONS</i>	4
<i>REGISTERED OFFICE - WĀHI NOHO</i>	4
<i>PURPOSES - WHĀINGA</i>	4
<i>MEMBERS - MEMATANGA</i>	5
Minimum number of members	5
Becoming a member: consent	5
Criteria for Membership	5
Obligations and rights	6
Other obligations and rights	6
Ceasing to be a member	7
<i>GENERAL MEETINGS - HUI</i>	7
Annual General Meetings	7
Annual General Meetings: Business	7
Special General Meetings	7
Procedure	8
Motions At Society Meetings	8
Minutes	8
BOARD – TURE	8
Board and composition of the Board	9
Qualification	10
Election	10
Option to co-opt Board Members	10
Removal	11
Term	11
Cessation of Board Membership	11
<i>FUNCTIONS</i>	11
Officers' duties - Mandatory	12
Meetings of the Board	12
Frequency	13
Quorum	13
Delegation	13

Board Interests	14
<i>RECORDS</i>	15
Register of members	15
Contents of Register of members	15
Access to Register of members	15
Register of interests	15
<i>FINANCES</i>	15
Control and management	15
Other powers	15
Balance date	16
<i>DISPUTE RESOLUTION</i>	16
Process	16
Surplus assets	16
<i>ALTERATION TO THE CONSITUTION - MENEMANA</i>	17
Bylaws to Govern the Society	17
<i>OTHER</i>	17
Common seal and contracting – <i>HĪRI AND HAINATANGA</i>	17
Contact person	18
Indemnity and Insurance	18
Definitions - <i>ARONGA</i>	18

RULES

NAME - *INGOA*

1. The name of the society is Wai Kōkopu Incorporated (in this Constitution referred to as the '**Society**').

CHARITABLE STATUS

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

ACT AND REGULATIONS

3. Nothing in this Constitution 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 - *WĀHI NOHO*

4. The Registered Office of the Society shall be such place in New Zealand as the Board from time to time determines.
5. Changes to the Registered Office must be notified to the Registrar of Incorporated Societies as soon as reasonably practicable, in a form and as required by the Act.

PURPOSES - *WHĀINGA*

6. The **Society** is established and maintained exclusively for charitable purposes (including any purposes ancillary to those charitable purposes), namely:

- advancing education and
- benefitting the community

Pecuniary or financial gain is not a purpose of the Society.
Nothing shall be paid or transferred by way of profit to Members of the Society except as allowed by the Act.
Any income, benefit, or advantage must be used to advance the charitable purposes of the **Society**.

7. **The Purposes include:**
 - (a) Initiate and support conservation and restoration activities for the natural environment within the Pongakawa catchment and Waihi estuary.
 - (b) Support local recreational opportunities, indigenous biodiversity, environmental health including identifying and addressing land and water management issues that affect the rivers and estuary in the catchment.
 - (c) Have due regard for mana whenua and matters of historic importance.

- (d) Support the health and well-being of the communities connected to the Pongakawa catchment and Waihi estuary.
- (e) Identify and obtain funding and resources to assist the Society's activities.
- (f) Support the education of residents in connection with environmental conservation issues within the catchment and surrounding communities.
- (g) Advocate for the rivers and estuary and associated tributaries on an ongoing basis, recognising their changing nature.
- (h) Support initiatives that address issues of climate change mitigation and adaptation.
- (i) Working with other like-minded organisations to advance environmental outcomes.

8. The Strategic Plan for the Society is:

(a) Vision: To restore the life-giving properties of Te Waihi through connected and collective action.

(b) Mission: Working together to restore and replenish the Waihi estuary; Pongakawa, Kaikōkopu and Wharere rivers and surrounding lands, contributing waters and associated biodiversity.

(c) Strategic Goals:

(i) Whenua Ora: Thriving soils, waterways, biodiversity and micro-climates.

(ii) Tangata Ora: Healthy and resilient whenua; accountable communities.

(iii) Hau Kāinga: Connected, accountable and informed tangata whenua stewardship.

MEMBERS - MEMATANGA

9. Members have the rights and responsibilities set out in this Constitution and, to the extent not inconsistent with this Constitution, at law.

Minimum number of members

10. The Society shall maintain the minimum number of 10 Members required by the Act.

Becoming a member: consent

11. Every applicant for membership must consent in writing to becoming a Member and agree to pay any membership fees and comply with this Constitution and any bylaws of the Society.

Criteria for Membership

12. Membership will be open to any person who meets and maintains the membership criteria, as set by the Board from time to time.
13. To become a Society Member an Applicant must:

- (a) Complete an application form, as prescribed by the Board from time to time in accordance with the **Membership Policy**;
 - (b) Supply any additional information that the Board may require; and
 - (c) Pay the membership subscription as set by the Society from time to time.
14. The Board may amend the Membership Policy from time to time. Such policy may set out criteria for membership of the Society including, but not limited to, requirements that members be able to demonstrate an association with the community served by the objects of the Society and a commitment to the kaupapa of the Society.
 15. The Board shall act in accordance with the Membership Policy when it decides whether or not to allow the Applicant to become a Society Member. The Board shall advise the Applicant of its decision, and that decision shall be final.

Renewal of Membership

16. Members shall renew their membership by payment of the membership fee (if any) as determined by the Board and confirming or updating the Society Member's details in accordance with the Membership Policy.

Obligations and rights

17. 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.
18. 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

19. All Members must comply with this Constitution, promote the interests and purposes of the Society and do nothing to bring the Society into disrepute.
20. 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. No Member is liable for an obligation of the Society by reason only of being a Member.

REGISTER OF MEMBERS - *RĒHITA*

22. Each Board Member shall promptly give the Secretary their name, postal address, email address and telephone numbers.
23. If the contact details of a Society Member or Board Member change, that Society Member or Board Member shall promptly give the new contact details to the Secretary.
24. The Secretary shall keep a register of Society Members and Board Members, which shall contain the information supplied by the Society Members.
25. Society Members shall provide such other details as the Board reasonably requires.

Subscriptions and fees - *MONI WHAKAURU*

26. The annual subscription and any other fees for membership for the then current

financial year shall be set by resolution of the Board.

Ceasing to be a member

27. A Member ceases to be a Member:

- (a) By resignation from that Member's class of membership by notice to the secretary.
- (b) On termination of a Member's membership following a dispute resolution process under this Constitution.
- (c) Or fails to pay the annual subscription within 4 months of due date.

GENERAL MEETINGS - *HUI*

Annual General Meetings

28. An Annual General Meeting shall be held once a year within 6 months of the end of the Society's financial year (being 31 March) and at a location determined by the Board 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

29. The business of an Annual General Meeting shall be to:

- (a) confirm the minutes of previous Society Meeting(s),
- (b) adopt the annual report on the Society business,
- (c) adopt the Treasurer's report on the finances of the Society, and the annual financial statements,
- (d) election of members to the Board (if applicable),
- (e) consider any motions notified in the Agenda,
- (f) consider any general business.

30. The Board must, at each Annual General Meeting, present the following information:

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

Special General Meetings

- 31. Special General Meetings may be called at any time by the Board. The Board must call a Special General Meeting if the Secretary receives a written request signed by at least one quarter of the Members. Any resolution or written request must state the business that the Special General Meeting is to deal with.
- 32. 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 Board's resolution or the written request by Members for the Meeting.

Procedure

33. The Board shall give all Members at least 10 Working Days' Notice of any General Meeting and of the business to be conducted at that General Meeting.
34. The General Meeting and its business will not be invalidated simply because one or more Members do not receive the Notice.
35. All Members may attend and vote at General Meetings:
36. All General Meetings shall be chaired by the Chair. If the Chair is absent, the Board shall elect another member of the Board to Chair that meeting. Any person chairing a General Meeting shall not have a casting vote.
37. On any given motion at a General Meeting, the Chair shall in good faith determine whether to vote by:
 - (a) Voice or;
 - (b) Show of hands.
38. Unless otherwise required by this Constitution, all business at a General Meeting shall be determined by a simple majority of the Members voting in person or by proxy.
39. A resolution in writing signed or approved by all the Members entitled to receive notice of a General Meeting shall be as valid and effectual as if it had been passed at such a meeting duly convened and held and may consist of several documents in the like form each signed or approved by one or more Members.
40. 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.
41. The Chair or their nominee shall adjourn the meeting if necessary.

Motions At Society Meetings

42. Any Member may request that a motion be voted on ("**Member's Motion**") at a particular General Meeting, by giving written 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**"). The Board may in its absolute discretion decide whether or not the Society will vote on the motion.
43. The Board may also decide to put forward motions for the Society to vote on ("**Board Motions**") which shall be suitably notified.

Minutes

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

BOARD – TURE

Board and composition of the Board

45. The Board will consist of a minimum of 4 and up to 10 Board Members including up to 3 co-opted members. Every Board Member is an Officer of the Society.

Appointment of Board Officer Holders – WHAKARITENGA

46. Each year at the first Board Meeting after the Annual General Meeting the Board shall decide who shall be the:
- (a) Chairperson;
 - (b) Deputy Chairperson
 - (c) Secretary; and
 - (d) Treasurer.
- 46.1 The roles of the Secretary and Treasurer may be combined, and do not need to be Board Members should the Board so decide. They will, however, be Officers of the Society.
- 46.2 If the position of any Officer becomes vacant, the Board may appoint another person to fill that vacancy until the Board Meeting after the next Annual General Meeting.

Roles of Board Officer Holders

47. The Officer Holders of the Board are responsible for the matters allocated to them in accordance with the clauses herein and, subject to the approval of the Board, may delegate the tasks and/or mahi associated with those matters to members or non-members of the Society.

47.1 The Chairperson is responsible for:

- (a) Convening Board Meetings in consultation with the Secretary and establishing whether or not a quorum is present;
- (b) Chairing Board Meetings and Society Meetings, deciding who may speak and when;
- (c) Overseeing the operation of the Society; and
- (d) Providing a report on the operations of the Society at each Annual General Meeting (the **Chairperson's Report**)

47.2 The Deputy Chairperson is responsible for:

- (a) Assisting the Chairperson in carrying out the responsibilities of the Chairperson; and
- (b) Carrying out the Chairperson's responsibilities in the absence of the Chairperson.

47.3 The Secretary is responsible for:

Convening Board Meetings and Society Meetings in consultation with the Chairperson;

- (a) Recording the minutes of Meetings;

- (b) Keeping the Register of Members;
- (c) Keeping the Register of Conflicts of Interest;
- (d) Holding the Society's records, documents, and books except those required for the Treasurer's function;
- (e) Receiving and replying to correspondence as required by the Board;
- (f) Advising the Registrar of Incorporated Societies of any changes to the Constitution; and
- (g) Acting as the contact person for the Registrar of Incorporated Societies.

47.4 The Treasurer is responsible for:

- (a) Overseeing the keeping of proper accounting records of the Society's financial transactions to allow the Society's financial position to be readily ascertained;
- (b) Preparing annual financial statements for presentation at each Annual General Meeting. These statements should be prepared in accordance with the Society's accounting policies;
- (c) 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; and
- (d) Providing a financial report at each Annual General Meeting (the Treasurer's Report); and
- (e) Providing financial information to the Board as the Board determines

Qualification

- 47. Prior to election or appointment, every Board Member must consent in writing to be a Board Member and certify in writing that they are not disqualified from being appointed or holding office as a Board Member by this Constitution or the Act or the Charities Act.

Election

- 48. The election of Board Members shall be conducted in accordance with the "Board Elections and Appointment Policy" as developed and amended by the Board from time to time.
- 49. At the first Board meeting following the election of the Board at the General Meeting, the Board shall appoint from its membership a Chair, Deputy Chair Secretary and Treasurer.

Option to co-opt Board Members

- 50. Where the Board is not at its maximum number of Board Members (being 10) the Board may co-opt an independent person(s) with relevant skills and experience to assist it in furthering the objectives of the Society.
- 51. A person may be co-opted on to the Board by way of resolution of the Board.
- 52. The co-opted Board members' term shall end at the next annual general

meeting, unless co-opted again in accordance with this Constitution.

Removal

53. Where a complaint is made about the actions or inaction of a Board Member the following steps shall be taken:
- i. The Board Member who is the subject of the complaint, must be advised of all details of the complaint.
 - ii. The Board Member who is the subject of the complaint, must be given adequate time to prepare a response.
 - iii. The complainant and the Board 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 Board (excluding the Board Member who is the subject of the complaint) if it considers that an oral hearing is required.
 - iv. Any oral hearing shall be held by the Board (excluding the Board Member who is the subject of the complaint), and/or any oral or written statement or submissions shall be considered by the Board (excluding the Board Member who is the subject of the complaint).
 - v. If the complaint is upheld the Board Member may be removed from the Board by a resolution of the Board or of a General Meeting, in either case passed by a simple majority of those present and voting (excluding any vote of the Board Member to be removed).

Term

54. Unless a shorter term of office is agreed with a candidate, each Board Member (other than a co-opted Board Member) will have a maximum term of office for 3 years, expiring at the end of the annual general meeting in the Board Member's last year of their term of office.
55. No Board Member will serve for more than 4 consecutive terms.

Cessation of Board Membership

56. Each Board Member shall within 10 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 Board Member.
57. A Board Member may be removed in accordance with the procedures of the Act, including by resolution of Members at a Society Meeting or by operation of the disqualification rules.

FUNCTIONS

58. From the end of each Annual General Meeting until the end of the next, the Society shall be governed by the Board, 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 in

accordance with the Society's Tikanga / Culture.

59. The Board has all of the powers of the Society, unless the Board's power is limited by the provisions of this Constitution or the Act.
60. Decisions of the Board bind the Society unless the Board's power is limited by the provisions of this Constitution or the Act.

Officers' duties - Mandatory

61. At all times each Board Member:
 - (a) shall act in good faith and in what that Board Member 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 Act or this Constitution,
 - (d) when exercising powers or performing duties as a Board 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 Board Member and the nature of the responsibilities undertaken by that Board Member,
 - (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.

Meetings of the Board

62. Meetings of the Board may be held via video or telephone conference, or in any other manner and through any medium as the Board may decide from time to time. A resolution in writing sent to all Board Members and signed by

three quarters of the Board Members shall be as valid and effective as if it had been passed at a properly called and constituted meeting of the Board. A resolution pursuant to this Rule may consist of several documents (including electronic communication or other similar means of communication) in like form each signed or assented to by one or more Board Members.
63. No meeting of the Board may be held unless 50% or more Board

Members are in attendance.

64. The Chair shall chair meetings of the Board, or if the Chair is absent, the Board shall elect a Board Member to chair that meeting.
65. Decisions of the Board shall be by majority vote.
66. The Chair or person acting as Chair shall not have a casting vote, that is, a second vote.
67. Only Board Members attending a meeting of the Board (including virtually) may vote at that meeting of the Board and each Board Member shall have one vote.
68. Subject to this Constitution and the Act, the Board may regulate its own practices as it sees fit.
69. The Chair or nominee shall adjourn a meeting if necessary.
70. Adjourned Meetings: If within half an hour after the time appointed for a meeting a quorum is not present the meeting, if convened upon requisition of Members, shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the Chair, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

Frequency

71. The Board shall meet at such frequency and 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 or the Secretary.

Quorum

72. The quorum for Board meetings is 50% of the Members of the Board.

Delegation

73. The Board may delegate any of its powers under written terms of reference to sub-Boards, officers or to employees. Those powers shall be exercised in accordance with any written instructions given by the Board.
74. The membership of any sub-Board shall be determined by the Board. Every sub-Board shall include at least one member of the Board. The Board will appoint the chair of any sub-Board and shall specify the quorum.
75. All acts and proceedings of any sub-Board shall be reported to the Board.
76. No sub-Board can incur expenditure on behalf of the Society unless the Board has decided by majority vote in favour of the resolution or the Board has previously approved a budget for the relevant expenditure and the expenditure is within that budget.

Board Interests

77. No member of the Board have any financial interest:
- (a) personally; or
 - (b) as a member of a firm; or
 - (c) as a director or other officer of a business trading for profit; or
 - (d) in any other way whatsoever in any contract or other transaction with the Society, unless it is expressly permitted by this Constitution or approved by the Board by majority vote.
78. The Society shall not pay or grant any benefit to anyone who is a member of the Board, unless it is expressly permitted by this Constitution or approved by the Board by majority vote.
79. In carrying out its purposes under clauses 6,7 and 8 of this Constitution, the Board may (amongst other things) make distributions of external funding to eligible Society Members for works that further the objects of the Society. Any distributions to Society Members will be recorded in the Register of Conflicts of Interest of the Society.
80. Any member of the Board having an interest in any arrangement between the Society and someone else shall disclose their interest before the matter is discussed by the Board or any sub-Board. Unless it is expressly permitted by this Constitution, they shall not remain present or participate in discussion on the matter, and they shall not have any vote on the matter in question. Any decision of the Board or the applicable sub-Board of the Board shall not be invalid because of the subsequent discovery of an interest which should have been declared.
81. Every Board Member shall ensure that the Secretary at all times has a list of all other bodies in which they have an interest as:
- (a) a director or officer; or
 - (b) as a member of a firm or organisation; or
 - (c) as an official or elected member of any statutory body; or
 - (d) any other significant or material interest which in each case would or could affect any arrangement with the Society.
82. The Society may pay properly authorised expenses to members of the Board when actually incurred on the Society's business.
83. Any transactions between the Society and any Member, employee, director or officer or any third party associated with a Member, employee, director or officer shall be at arms' length and at prices not more than fair value and not more than prevailing commercial terms and conditions on which the Society would, in the ordinary course of business, deal with third parties not associated with the Society.

RECORDS

Register of members

84. 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 this Constitution or prescribed by Regulations under the Act.

Contents of Register of members

85. The information contained in the Register of Members shall include each Member's:
- (a) postal address,
 - (b) phone number (landline and/or mobile),
 - (c) email address (if any)
 - (d) the date the Member became a Member,
 - (e) The number of body corporate members that the Member has as at 1 April each year.
86. Every Member shall promptly advise the Secretary of any change of their contact details.

Access to Register of members

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

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

FINANCES

Control and management

89. In addition to its statutory powers, the Society shall have in the administration and management of the Society, all the rights, powers and privileges of a natural person, and without limiting the foregoing, the funds and property of the Society shall be:
- (a) controlled, invested and disposed of by the Board, subject to this Constitution and for that purpose may employ such people as may seem expedient, and
 - (b) devoted to further the purposes of the Society.
90. The Society does not have the power to borrow money.

Other powers

91. In addition to its statutory powers, the Society:

- (a) 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, and
- (b) may invest in any investment in which a trustee may lawfully invest.

Balance date

92. The Society's financial year shall commence on 01 April of each year and end on 31 March (the latter date being the Society's balance date).

DISPUTE RESOLUTION

93. The Society must resolve any disputes and complaints (as those terms are defined in the New Act) in accordance with this Constitution, any bylaws and the dispute resolution procedures set out in Schedule 2 of the Act

REGULAR REVIEW OF GOVERNANCE PROCEDURES

- 93b. As a charitable entity, the Society shall review its governance procedures at least every 3 years as required by section **42G** of the **Charities Act 2005**.

The review will consider whether the governance procedures are:

- (a) fit for purpose, and;
- (b) assist the achievement its charitable purpose, and: assist compliance with the requirements of the **Charities Act**.

WINDING UP - WHAKAMUTU

Process

94. The Society may be wound up, or liquidated, or removed from the Register of Incorporated Societies in accordance with the provisions of the Act.
95. 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 Board in respect to such notice of motion.
96. Any resolution to wind up the Society or remove it from the Register of Incorporated Societies must be passed by not less than two thirds of all Members present and voting.

Surplus assets

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

Subject to the Act, 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 must be transferred to another charitable entity with similar charitable purpose or purposes.

ALTERATION TO THE CONSITUTION - *MENEMANA*

98. The Society may amend or replace this Constitution by a resolution passed by a two-thirds of majority of those Members entitled to vote and voting on the resolution.
99. Any proposed motion to amend or replace this Constitution shall be made by the Board signed by at least 25 per cent of eligible Members and given in writing to the Secretary at least 20 Working Days before the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.
100. At least 10 Working Days before 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 Board has.
101. When an amendment is approved by Members 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.
102. Unless the Inland Revenue Department approves otherwise, no amendment to this Constitution may affect clauses 6 (no pecuniary gain), 95 (distributions), 92 (winding up), or 96 (amendments). The provisions and effect of this clause 100 will be included and implied into any document replacing this Constitution, except to the extent allowed by the Act.

Bylaws to Govern the Society

103. The Board may from time to time make, alter or rescind bylaws for the general management of the Society, so long as these are not repugnant to this Constitution or to the provisions of law. All such bylaws shall be binding on Members of the Society. A copy of the bylaws for the time being shall be available for inspection by any Member on request to the Secretary.

OTHER

Common seal and contracting – *HĪRI AND HAINATANGA*

104. The Society shall not have a Common Seal.
105. A contract, document or other enforceable obligation that, if entered into by a natural person:
 - a. would, by law, be required to be by deed, may be entered into on behalf of the Society pursuant to a resolution of the Board:
 - i. by signing by any two Board Members in accordance with a resolution of the Board or otherwise in accordance with the authority of the Board from time to time; or
 - ii. by any other manner from time to time permitted by law;

- b. is, by law, required to be in writing but not required to be made by deed, may be entered into on behalf of the Society in writing by the Board Members acting under the express or implied authority of the Society;
- c. is, not by law, required to be in writing, may be entered into on behalf of the Society in writing or orally by a person acting under the express or implied authority of the Society.

Contact person

106. The Society's Contact Officer must be:

- (a) an Officer of the Society , and
- (b) and shall be appointed by the Board.

107. 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 Working Days of that change occurring (or within such other time as is required under the Act), or the Society becoming aware of the change.

Indemnity and Insurance

108. The Society is authorised to indemnify out of the assets of the Society and effect insurance for any Board Member or other officer for the matters specified in s 98 of the New Act, to the maximum extent permitted by law.

109. Except for the consequences of their own dishonesty or gross negligence no member of the Board, member of a sub-Board of the Board, officer or employee shall be liable for any losses suffered by the Society.

Definitions - ARONGA

110. In this Constitution words and phrases defined within the Rules shall having the meaning given to them by such Rules and, unless the context requires otherwise, the following words and phrases have the following meanings:

'Act' means the **Incorporated Societies Act 2022** or any act that replaces it (including amendments to it from time to time), and any regulations made under the Act or under any act that 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.

'Board' means the **Society's** governing body and may also be referred to as the **'Committee'** as defined in the **Act**. **'Board'** and **'Committee'** may be used interchangeably. And **'Board Member'** and **'Committee Member'** have corresponding meaning. The Board must be comprised of at least 4 and up to 10 people a majority of who must be members.

'Board Elections and Appointments Policy' means the policy developed by the Board under clause 46 as amended from time to time.

'Bylaws' means bylaws made by the Board under this Constitution.

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

'Charities Act' means the **Charities Act 2005** as amended.

'Co-opted Board Member' means, subject to the Board Elections and Appointments Policy, a member appointed to the Board by a majority vote of the Board who has the same rights and obligations as Elected Board Members.

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

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

'Membership Policy' means the policy approved by the Society in accordance with clause 14 as may be amended in accordance with clause 14 from time to time.

'Notice' to Members includes any notice given by post, courier or email and 'Written Notice' shall be construed accordingly.

'Officer' means, in relation to a society (i) a natural person who is a member of the committee; or (ii) a natural person occupying a position in the society that allows the person to exercise significant influence over the management or administration of the society (for example, a treasurer, secretary or a chief executive);

'Register of Interests' means the register of interests of Officers kept under this Constitution.

'Register of Members' means the register of Members kept under this Constitution.

'Rules' means the rules in this document.

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

"Working Day" means a day of the week other than a Saturday, Sunday or public holiday.