TRIATHLON MANAWATU
ENCOURAGEMENT, PARTICIPATION, ACHIEVEMENT

## CONSTITUTION OF:

# MANAWATU TRIATHLON CLUB INCORPORATED

**[v1.0] 5/10/2025 - Adopted at 2025 AGM to comply with The Incorporated Societies Act 2022**

# THE SOCIETY

## 1. Name

1.1. The name of the society is Manawatu Triathlon Club Incorporated (in these Rules referred to as the 'Society').

## 2. Charitable Status

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

## 3. Definitions

3.1. In these Rules, words have the meaning set down in the Act. If a term is not defined in the Act, then that term has the meaning given to it in the Incorporated Societies Act 2022. In all other instances, unless the context requires otherwise, the following words and phrases have the following meanings:

3.2. '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.

3.3. '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.

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

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

3.6. 'Committee Member' means a member of the Committee, including the Chair/President, Secretary and Treasurer.

3.7. 'Deputy Chair/Vice President' means the Committee Member elected or appointed to deputise in the absence of the Chair/President.

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

3.9. '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.

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

3.11. 'Matter' means:

3.11.1. the Society's performance of its activities or exercise of its powers, or

3.11.2. an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the Society.

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

3.13. '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.

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

3.15. 'Rules' means the rules in this document.

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

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

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

## 4. Purpose

4.1. The purposes of the Society are to:

4.1.1. Promote and organise triathlon, duathlon and other multisport events.

4.1.2. Promote, foster and encourage participation in triathlon, duathlon and other multisport events.

4.1.3. Promote good behaviour and attitudes conducive to good conduct and fair play.

4.1.4. Develop pathways and processes that assist club members to succeed on a local, regional and national level.

4.1.5. Operate administratively and financially in a responsible and viable way to support and sustain the above objectives for its members.

4.2. If so desired by a majority vote at an Annual General Meeting, the Society will affiliate with Triathlon New Zealand Incorporated.

4.3. Pecuniary gain is not a purpose of the Society.

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

4.4.1. any Member of the Society deriving any personal financial gain from membership of the Society, other than as may be permitted by law, or

4.4.2. returning all or part of the surplus generated by the Society's operations to Members, in money or in kind, or

4.4.3. conferring any kind of ownership in the Society's assets on Members

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

4.5.1. engages in trade,

4.5.2. 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,

4.5.3. reimburses a Member for reasonable expenses legitimately incurred on behalf of the Society or while pursuing the Society's purposes,

4.5.4. provides benefits to members of the public or of a class of the public and those persons include Members or their families,

4.5.5. 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),

4.5.6. pays any Member interest at no more than current commercial rates on loans made by that Member to the Society, or

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

4.6. 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.

4.7. Any payments made to an Interested Member must be for goods and services that advance the charitable purpose and must be reasonable and comparable to payments that would be made between unrelated parties.

## 5. Act and Regulations

5.1. 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.

## 6. Registered office

6.1. 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.

**7. Power to borrow money**

7.1. The Society has the power to borrow money.

**8. Other powers**

8.1. 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:

8.1.1. use its funds to pay the costs and expenses to advance or carry out its objects,

8.1.2. employ or contract with such people as may be appropriate, and invest in any investment.

## MEMBERS

**9. Minimum number of members**

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

**10. Types of members**

10.1. The classes of membership and the method by which Members are admitted to different classes of membership are as follows:

10.1.1. 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.

10.1.2. Junior Member: A Member in accordance with 10.1.1. who is under the age of 18.

10.1.3. 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 simple majority of those Members present and voting. A Life Member shall have all the rights and privileges of a Member and shall be shall be exempt from payment of any membership subscription or entry fees for Club events.

10.1.4. 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 simple majority of those present and voting. Honorary members shall be entitled to all the privileges of the Club and shall be exempt from payment of any membership subscription for the current financial year only. Honorary memberships may be individual or family memberships.

**11. Becoming a Member: consent**

11.1. Every applicant for membership must consent to becoming a Member of the Society by completing an annual application form to join the Society. Consent can be given on paper (eg. in the form of a signed application form) or in digital format (eg. the acceptance of membership terms & conditions during an online application), depending on the process in place at the time of application. A Parent/Guardian is required to consent to membership on behalf of Junior Member applicants (see 10.1(b)).

**12. Becoming a Member: process**

12.1. An application for membership must be completed and submitted via the appropriate method in place at the time of applying. The applicant must supply all information, as may be reasonably required by the Committee regarding an application for membership.

12.2. 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).

**13. Obligations and rights**

13.1. 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.

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

**14. Other obligations and rights**

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

14.2. 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.

14.3. 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.

14.4. 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.

**15. Subscriptions and fees**

15.1. The annual subscription and any other fees for membership for the then current financial year shall be set by the Committee and ratified by a resolution of a General Meeting (at which it may also be decided whether payment can be made by periodic instalments).

15.2. Members serving on the Management Committee shall be exempt from paying membership fees or entry fees for Club events, during their time of service.

**16. Ceasing to be a Member**

16.1. A Member ceases to be a Member:

16.1.1. on the 31st October or any other date as determined by the Annual General Meeting where a member has not paid his/her annual membership subscription, or

16.1.2. on death (or if a body corporate on liquidation or deregistration, or if a partnership on dissolution of the partnership), or

16.1.3. by resignation from that Member's class of membership by notice to the Secretary, or

16.1.4. on termination of a Member's membership under these Rules.

16.2. with effect from (as applicable):

16.2.1. 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

16.2.2. the date of receipt of the notice of resignation by the Secretary (or any subsequent date stated in the notice of resignation), or

16.2.3. the date of termination of membership under these Rules, or

16.2.4. the date specified in a resolution of the Committee.

**17. Obligations on resignation**

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

17.1.1. remains liable to pay all subscriptions and other fees to the Society's next balance date,

17.1.2. shall cease to hold himself or herself out as a Member of the Society, and

17.1.3. shall return to the Society all material provided to Members by the Society (including any membership certificate, badges, handbooks and manuals), and

17.1.4. shall cease to be entitled to any of the rights of a Society Member.

**18. Becoming a Member again**

18.1. 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.

18.2. 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

**19. Annual General Meetings**

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

19.2. General Meetings may be held:

19.2.1. in person at a single location, or

19.2.2. at more than one location using any real-time audio, audio-visual or other electronic communication by which those participating may hear each other simultaneously and have a reasonable opportunity to participate, or

19.2.3. solely through any real-time audio, audio-visual or other electronic communication by which those participating may hear each other simultaneously and have a reasonable opportunity to participate.

**20. Annual General Meetings: business**

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

20.1.1. confirm the minutes of previous Society Meeting(s),

20.1.2. adopt the annual report on Society business,

20.1.3. adopt the Treasurer's report on the finances of the Society, and the annual financial statements,

20.1.4. ratify any changes to any subscriptions for the current financial year,

20.1.5. consider any motions,

20.1.6. consider any general business.

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

20.2.1. an annual report on the affairs of the Society during the most recently completed accounting period,

20.2.2. the annual financial statements for that period, and

20.2.3. 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).

**21. Special General Meetings**

21.1. 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 25 per cent of Members. Any resolution or written request must state the business that the Special General Meeting is to deal with.

21.2. 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.

**22. General Meetings: Procedure:**

22.1. The Committee 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.

22.2. 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.

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

22.3.1. in person.

22.3.2. No proxy voting shall be permitted.

22.4. No General Meeting may be held unless at least 15 members or 20 percent of eligible financial Members, whichever is the least, attend. This will constitute a quorum.

22.5. If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting – if convened upon request of Members – shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the Chair/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.

22.6. All General Meetings shall be chaired by the Chair/President. If the Chair/President is absent, the Deputy or Vice Chair/President shall chair that meeting.

22.7. Any person chairing a General Meeting has a deliberative and, in the event of a tied vote, a casting vote

22.8. Any person chairing a General Meeting may:

22.8.1. 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.

22.8.2. 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

22.8.3. In the absence of a quorum or in the case of emergency, adjourn the Meeting or declare it closed.

22.9. 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.

22.10. 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 5 Working Days before that meeting. The Member may also provide information in support of the motion ('Member's Information').

**23. Minutes**

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

## COMMITTEE

**24. Composition**

24.1. The Committee will consist of at least 6, but no more than 14 Committee Members who are:

24.1.1. Members; and

24.1.2. natural persons; and

24.1.3. not disqualified by these Rules or the Act.

24.2. The Committee will include:

24.2.1. President (who shall be Chairperson)

24.2.2. Vice President

24.2.3. Secretary

24.2.4. Treasurer

24.3. And at least two (2) and not more than ten (10) ordinary members, decided by the Annual General Meeting. One of these ordinary member positions may be reserved from time to time for an appointed member from an associated body.

**25. Qualifications**

25.1. 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.

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

25.2.1. a person who is under 16 years of age,

25.2.2. a person who is an undischarged bankrupt,

25.3. 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,

25.4. 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,

25.5. a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years:

25.5.1. an offence under subpart 6 of Part 4,

25.5.2. a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961),

25.5.3. an offence under section 143B of the Tax Administration Act 1994,

25.5.4. an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (i) to (iii),

25.5.5. a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere,

25.5.6. a person subject to:

25.5.6.1. a banning order under subpart 7 of Part 4 of the Incorporated Societies Act 2022; or

25.5.6.2. an order under section 108 of the Credit Contracts and Consumer Finance Act 2003; or

25.5.6.3. a forfeiture order under the Criminal Proceeds (Recovery) Act 2009; or

25.5.6.4. 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.

25.5.7. a person who is subject to an order that is substantially similar to an order referred to in paragraph (f) 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.

25.5.8. a person who is disqualified or does not comply with any qualifications for officers as prescribed from time to time by a resolution of the Committee.

**26. Election or appointment**

26.1. The election of Committee Members shall be conducted as follows:

26.1.1. Officers shall be elected during Annual General Meetings. However, if a vacancy in the position of any Officer 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 an Officer).

26.1.2. Only financial Members who are not disqualified from being appointed or holding office as a Committee Member by these Rules or the Act may stand for election and vote in elections.

26.1.3. Votes shall be cast in such a manner as the chairperson of the Annual General Meeting shall determine.

26.1.4. Two Members (who are not nominees) or non-Members appointed by the chairperson of the Annual General Meeting shall act as scrutineers for the counting of the votes and destruction of any voting papers.

26.2. The failure for any reason of any financial Member to receive such Notice shall not invalidate the election.

26.3. 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).

**27. Term**

27.1. The term of office for all Committee Members shall be 1 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.

**28. Removal**

28.1. 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:

28.1.1. The Committee Member who is the subject of the complaint, must be advised of all details of the complaint.

28.1.2. The Committee Member who is the subject of the complaint, must be given adequate time to prepare a response.

28.1.3. 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,

28.1.4. 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).

28.2. 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 simple majority of those present and voting.

**29. Cessation of Committee membership**

29.1. A Committee Member shall be deemed to have ceased to be a Committee Member if that person ceases to be a Member.

29.2. Each Committee Member shall, within 15 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.

**30. Functions**

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

**31. Officers' duties**

31.1. At all times each Committee Member:

31.1.1. shall act in good faith and in what he or she believes to be the best interests of the Society,

31.1.2. must exercise all powers for a proper purpose,

31.1.3. must not act, or agree to the Society acting, in a manner that contravenes the Act or these Rules,

31.1.4. 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,

31.1.5. 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

31.1.6. 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.

**32. Powers**

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

32.1.1. 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

32.1.2. enter into contracts on behalf of the Society or delegate such power to a Committee Member, sub-committee, employee, or other person.

**33. Sub-committees**

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

33.1.1. the quorum of every sub-committee is half the members of the sub-committee but not less than 2,

33.1.2. no sub-committee shall have power to co-opt additional members,

33.1.3. a sub-committee must not commit the Society to any financial expenditure without express authority, and

33.1.4. a sub-committee must not further delegate any of its powers.

**34. General issues**

34.1. 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.

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

34.3. 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.

**35. Conflicts of interest**

35.1. An Officer or 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):

35.1.1. to the Committee and or sub-committee, and

35.1.2. in an Interests Register kept by the Committee

35.2. 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.

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

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

35.3.2. must not sign any document relating to the entry into a transaction or the initiation of the matter, but

35.3.3. 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).

35.4. 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.

35.5. 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

### 36. Frequency

36.1. The Committee shall meet at least quarterly 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 or Secretary.

### 37. Procedure

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

## RECORDS

**38. Register of Members**

38.1. 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.

**39. Contents of Register of Members**

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

39.1.1. postal address

39.1.2. phone number (landline and/or mobile)

39.1.3. email address (if any)

39.1.4. the date the Member became a Member

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

**40. Access to Register of Members**

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

**41. Interests Register**

41.1. The Secretary shall maintain an up-to-date register of the interests disclosed by Officers.

**42. Access to other information**

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

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

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

42.3.1. provide the information, or

42.3.2. agree to provide the information within a specified period, or

42.3.3. 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

42.3.4. refuse to provide the information, specifying the reasons for the refusal.

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

42.4.1. withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or

42.4.2. 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

42.4.3. 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

42.4.4. withholding the information is necessary to maintain legal professional privilege, or

42.4.5. the disclosure of the information would, or would be likely to, breach an enactment, or

42.4.6. 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

42.4.7. the request for the information is frivolous or vexatious.

42.5. 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:

42.5.1. that the Member will pay the charge, or

42.5.2. that the Member considers the charge to be unreasonable.

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

## FINANCES

### 43. Control and management

43.1. The funds and property of the Society shall be:

43.1.1. controlled, invested and disposed of by the Committee, subject to these Rules, and

43.1.2. devoted solely to the promotion of the objects and purposes of the Society.

**44. Balance date**

44.1. The Society's financial year shall commence on 01/07 of each year and end on 30/06 (the latter date being the Society's balance date).

## DISPUTES

**45. Process**

45.1. Upon receipt of a written allegation of misconduct or a dispute the Management Committee may establish a Disciplinary Committee to hear the matter.

45.2. The Disciplinary Committee shall consist of not less than three people and may contain members or non-members. A persons appointed to the Disciplinary Committee should not have a conflict of interest with the alleged misconduct or dispute.

45.3. In the event of a dispute or disciplinary matter requiring a hearing before the Disciplinary Committee, the member concerned shall be given at least fourteen (14) days' notice in writing as to the nature of the alleged misconduct or dispute and the proposed time and place of the hearing; unless the member, given the option, chooses an earlier date and time suitable to all parties.

45.4. The member concerned must be given the opportunity to be heard by the Disciplinary Committee and to present his or her case before any decision is pronounced.

45.5. In considering the submissions made by any member, the Disciplinary Committee shall have regard, at all times, to the rules of natural justice.

45.6. The member concerned if they so choose, may have an advocate or support person of their choice present at any such hearing.

45.7. The decision of the Disciplinary Committee shall be binding upon the member concerned. Nevertheless the member concerned shall have thirty (30) days from the date of being advised in writing of the decision to appeal against that decision. Any such appeal must be lodged in writing with the Management Committee.

45.8. The member may appeal the decision of the Disciplinary Committee to the Management Committee. An appeal may only be made on one or more of the following grounds:

45.9. That natural justice was denied.

45.10. That substantially new evidence has become available after the decision which is being appealed, was made.

45.11. That any penalty imposed by the Disciplinary Committee was either excessive or inappropriate.

45.12. The member must be given fourteen (14) clear days' notice in writing of the time and place of hearing of any such appeal before the Management Committee.

45.13. Members of the Management Committee who may have a conflict of interest with the appeal should not be present or have voting rights on the outcome of the appeal.

## WINDING UP

### 46. Process

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

46.2. The Secretary shall give Notice to all Members of:

46.2.1. the proposed motion to wind up the Society or remove it from the Register of Incorporated Societies, and

46.2.2. the General Meeting at which any such proposal is to be considered,

46.2.3. the reasons for the proposal, and

46.2.4. any recommendations from the Committee in respect to such notice of motion.

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

### 47. Surplus assets

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

47.2. On the winding up or liquidation or removal from the Register of Incorporated Societies of the Society, its surplus assets after payment of all debts, costs and liabilities shall be vested in a Society who operated in New Zealand with a similar Purpose, so long as the Society complies with these Rules and the Act in all other respects.

## ALTERATIONS TO THE RULES

### 48. Amending these Rules

48.1. The Society may amend or replace these Rules at a General Meeting by a resolution passed by a simple majority of those Members present and voting.

48.2. Any proposed motion to amend or replace these Rules shall be signed by at least 50 per cent of eligible Members and given in writing to the Secretary at least 5 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.

48.3. At least 5 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.

48.4. 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

### 49. Common seal

49.1. The common seal of the Society must be kept in the custody of: the Chair/President

49.2. The common seal may be affixed to any document:

49.2.1. by resolution of the Committee, and must be countersigned by 2 Committee members, and

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

### 50. Contact person

50.1. The Society shall have at least 1 but no more than 3 contact person(s) whom the Registrar can contact when needed.

50.2. The Society's contact person must be:

50.2.1. At least 18 years of age, and

50.2.2. An Officer (who will typically be the Secretary, unless advised otherwise), and

50.2.3. Ordinarily resident in New Zealand, and

50.2.4. Not disqualified under the Act from holding that office.

50.3. 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.

**51. Bylaws**

51.1. 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.