

CONSTITUTION OF THE NORTH EAST VALLEY
COMMUNITY DEVELOPMENT PROJECT
INCORPORATED

1. INGOA/NAME

- 1.1 The name of the society will be 'The North East Valley Community Development Project Incorporated, referred to herein as 'the Society'.

2. CHARITABLE STATUS

- 2.1 The Society is already registered as a charitable entity under the Charities act 2005.

3. KA KORERO/ DEFINITIONS

- 3.1 In this Constitution, unless the context requires otherwise, the following words and phrases have the following meanings:

- 3.1.1 **'Act'** means the Incorporated Societies Act 2022 or any other 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.
- 3.1.2 **'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.
- 3.1.3 **'Chairperson'** means the Officer responsible for chairing General Meetings and committee meetings, and who provides leadership for the Society.
- 3.1.4 **Executive 'Committee'** means the Society's governing body.
- 3.1.5 **'Constitution'** means the rules in this document.
- 3.1.6 **'Deputy Chairperson'** means the Officer elected or appointed to deputise in the absence of the Chairperson.
- 3.1.7 **'General Meeting'** means either an Annual General Meeting or Special General Meeting of the Members of the Society.
- 3.1.8 **'Interested Member'** means a Member who is interested in a matter for any of the reasons set out in section 62 of the Act.
- 3.1.9 **'Interests Register'** means the register of interests of Officers, kept under this Constitution and required by sections 73 of the Act.
- 3.1.10 **'Matter'** means –
- i. The Society's performance of its activities or exercise of its powers; or
 - ii. An arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the Society.
- 3.1.11 **'Member'** means a person who has consented to become a Member of the Society and has been properly admitted to the Society who has not ceased to be a Member of the Society.
- 3.1.12 **'Notice'** to Members includes any notice given by email, post, or courier.
- 3.1.13 **'Officer'** means a natural person who is:
- i. A member of the Executive Committee, or
 - ii. Occupying a position in the Society that allows them to exercise significant influence over the management or administration of the Society, including a Treasurer.

- 3.1.14 **'Register of Members'** means the register of Members kept under this Constitution as required by section 79 of the Act.
- 3.1.15 **'Secretary'** means the Officer responsible for the matters specifically noted in this Constitution.
- 3.1.16 **'Special General Meeting'** means a meeting of the Members, other than an Annual General Meeting, called for a specific purpose or purposes.
- 3.1.17 **'Working Days'** means as defined in Legislation Act 2019. Examples of days that are not Working Days include, but are not limited to, the following, - a Saturday, a Sunday, Waitangi Day, Good Friday, Easter Monday, ANZAC Day, the Sovereign's birthday, Te Rā Aro ki a Matariki/Matariki Observance Day, and Labour Day.

4. KAUPAPA/ PURPOSE

- 4.1 The charitable Kaupapa of the Society include:
- i. Enhancing the life of the community, particularly promoting the wellbeing of local children and their families / whanau.
 - ii. Supporting local organisations and community members to promote, coordinate and collaborate activities in education, health and care, environment, community action and promotion, as well as establish new charitable activities when deemed appropriate by the community.
 - iii. Provisions of a process to identify local needs, establish priorities, evaluate resources, facilitate activities and publicise them under the auspices of the Society.

5. MAHI ME TE TURE/ ACT AND REGULATION

- 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. WHARE TARI/ REGISTERED OFFICE

- 6.1 The activities of the Society will be limited to New Zealand.
- 6.2 The Registered Office of the Society will be at **262 North Road**, Dunedin or at such place as the Executive Committee determines. The Society will advise the Registrar of Incorporated Societies and the Charities Commission of any change of address, within 5 days of the address being changed and in form as required by the Act.

7. TANGATA WHAKAPĀ/ CONTACT PERSON

- 7.1 The Society shall have at least 1 but no more than 3 contact person(s) whom the Registrar can contact when needed.
- 7.2 The Society's contact person must be:
- a. At least 18 years old, and
 - b. Ordinarily resident in New Zealand
- 7.3 A contact person can be appointed by the Executive Committee or elected by the Members at a General Meeting.
- 7.4 Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including:
- a. A physical address or an electronic address, and
 - b. A telephone number.
- 7.5 Any change in that contact person or that person's name or contact details shall be advised to the Register of Incorporated Societies within 20 working days of that change occurring, or the Society becoming aware of the change.

8. TE MEMA/ MEMBERSHIP

- 8.1 Full membership will be open to organisations, and individuals resident in or working in North East Valley, Dunedin and the families/ whanau of pupils and staff of schools and early childhood centres situated within the North East Valley, Dunedin and whose application for membership is in writing and approved by the Executive Committee.

The Executive Committee may accept or decline the membership at its sole discretion. The Executive Committee

For the purposes of membership, 'North East Valley' comprises those suburbs that sit in the valley of the Lindsay Creek, (Gardens Corner, Dalmore, North East Valley, Normanby), and on the flanking slopes of Pine Hill, Mt Cargill and Signal Hill, (Opoho, Mt Mera, Pine Hill and Upper Junction) 3 kilometres to the northeast of the city centre.

Those outside this immediate location may join upon application in writing and approved by the Executive Committee.

- 8.2 A member is an individual or body corporate admitted to membership under this Constitution and who or has which has not ceased to be a member.
- 8.3 Membership subscriptions will be set at General Meetings and will apply until altered by a subsequent General Meeting.
- 8.4 The Executive Committee in accordance with the Incorporated Societies Act will maintain a register of members. The Executive Committee will ensure that the Society maintains the minimum number of members as required by the Act.
- 8.5 Membership will lapse after three (3) months if the annual subscription is not paid. All property of the Society held by the member must be returned forthwith.
- 8.6 A member ceases to be a members;
- 8.6.1 By resignation from their membership by written notice by that to the member of the Executive Committee, or
- 8.6.2 On termination of a members membership following a dispute resolution process under the Constitution, or
- 8.6.3 On death, or
- 8.6.4 by resolution where the Executive Committee where –
- 8.6.4.1 The member has failed to pay the membership, due to the Society within 60 working days of the due date of the payment.
- 8.6.4.2 In the opinion of the Executive Committee the member has brought the Society into disrepute with the effect from:
- a. the date of receipt of the members notices of resignation by the Executive Committee, or
- b. the date of termination of the members membership under this Constitution, or
- c. the date of death of the member, or
- d. the date specified in a resolution of the Executive Committee and when a member's membership has been terminated the Executive Committee shall promptly notify the former member in writing.
- 8.7 A member who has ceased to be a member under this Constitution.
- 8.7.1 Remains liable to pay all the subscriptions and other fees to the Society's next balance date,
- 8.7.2 shall cease to hold themselves out as a member of the Society, and
- 8.7.3 shall return to the Society all material provided to the members of the Societies (including any membership certificates, badges, handbooks, and manuals).

8.7.4 Shall cease to be entitled to any of the rights of a Society member.

8.8 Any former member may apply for re-admission in a manner prescribed for new applicants and may be re-admitted only by resolution by the Executive Committee.

8.9 But, if a former members membership was terminated following a disciplinary or dispute resolution process, the applicant may only be re-admitted only by a resolution passed by a General Meeting on the recommendation of the Executive Committee.

9. NGA TAUTOHETOHE/ DISPUTES

9.1 Any **member** may make a complaint to the Executive Committee if they consider the conduct of another person hinders the attainment of any object of the Society. Every such complaint must be in writing and addressed to the Secretary.

9.2 If the Executive Committee considers that there is sufficient substance in the complaint, the person in respect of whom the complaint has been made may be invited to attend a meeting of the Executive Committee to offer a written and/ or oral explanation.

9.3 The Executive Committee will give the persons it considers to be affected, at least fourteen (14) days written notice of the meeting. The notice will:

9.3.1 sufficiently inform the persons affected of the complaint so that an explanation may be made.

9.3.2 inform the persons of the Executive Committee's right to terminate any contract or expel any person if not satisfied with the explanation given.

9.4 If the Executive Committee decides to terminate any contract or expel any person, then their contract or membership will cease immediately, and all property of the Society held by the member must be returned forthwith.

9.5 The Executive Committee may, of its own volition, initiate a complaint.

10. HUIHUINGA NUI/ GENERAL MEETINGS

10.1 The Executive Committee shall give all members at least 30 Working Days written notice of any General Meeting and of the business to be conducted at that General Meeting.

10.2 That notice will be addressed to the member at the contact address notified to the Society and recorded in the Society's register of members. The General Meeting and its business will not be invalidated because one or more members do not receive the notice of the General Meeting.

10.3 On financial members may attend, speak and vote at General Meetings

10.3.1 in person,

10.3.2 by a signed original written proxy in favour of some individual entitled to be present at the meeting and received by, or handed to, the Executive Committee before the commencement of the General Meeting, or

10.3.3 no other proxy voting shall be permitted.

10.4 No, General Meeting may be held unless at least 5 percent of eligible financial members attended throughout the meeting, and this will constitute a quorum.

10.5 If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting, if convened upon request of the members shall be dissolved. In any other case it should stand adjourned to a day, time and place determined by the Chairperson of the Society, and if at such adjourned meeting a quorum is not present those members present in person or by proxy shall be deemed to constitute a sufficient quorum.

10.6 A member is entitled to exercise one vote on any motion at a General Meeting in person or by proxy, and voting at a General Meeting shall be by voices or by show of hands if a decision cannot be made by consensus.

- 10.7 Unless otherwise required by this Constitution, all questions shall be decided by consensus, or otherwise by a majority of those in attendance in person or by proxy and voting at a General Meeting or voting via remote ballot.
- 10.8 Any decision made when a quorum is not present are not valid.
- 10.9 The Society may pass a written resolution in lieu of a General Meeting, and a written resolution is as valid for the purposes of the Act and this Constitution as if has been passed at a General Meeting if it is approved by no less than 75 percent of the eligible financial members voting on the resolution. A written resolution may consist of 1 or more documents in similar form (including letters, electronic mail, or other similar means of communication) each proposed or on behalf of 1 or more members. A member may give their approval to a written resolution by signing the resolution or giving approval to the resolution in any other manner permitted by the Constitution (for example, by electronic means).
- 10.10 General Meetings may be held at one or more venues by members present in person and/ or using an real-time audio, audio and visual, or electronic communication that gives each member a reasonable opportunity to participate.
- 10.11 All General Meetings shall be chaired by the Chairperson. If the Chairperson is absent the Deputy Chairperson shall chair the meeting.
- 10.12 Any person chairing a General Meeting has a deliberative and, in the event of a tied vote, a casting vote.
- 10.13 Any person chairing a General Meeting may;
- 10.13.1 With the consent of a simple majority of members present at any General Meeting adjourn the General Meeting from time to time and from place to place but no business shall be transacted at any adjourned General Meeting, other than the business left unfinished at the meeting from which the adjournment took place.
- 10.13.2 Direct that any person not entitled to be present at the General Meeting, or obstructing the business of the General Meeting, or behaving in a disorderly manner, or being abusive, or failing to abide by the directions of the chairperson be removed from the General Meeting, and
- 10.13.3 In the absence of a quorum or in the case of emergency, adjourn the General Meeting or declare it closed.
- 10.14 The Executive Committee may propose motions of the Society to vote on (“Committee Motions”) which shall be notified to Member with the notice of the General Meeting.
- 10.15 Any Member may request that a motion be voted on (“Members Motion”) at a General Meeting, by giving notice to the Secretary or Committee at least 10 Working Days before that meeting. The Member may also provide information in support of the motion (“Member’s Information”). If notice of the motion is given to the Secretary or Committee before written Notice of the General Meeting is given to Members, notice of the motion shall be provided to Members with the written Notice of the General Meeting.

11. NGA MENETI/ MINUTES

- 11.1 The Society must keep minutes of all General Meetings.

12. HUI-A-TAU/ ANNUAL GENERAL MEETING

- 12.1 The business of an Annual General Meeting shall be –
- 12.1.1 confirm the minutes of the last Annual General Meeting and any Special General Meeting(s) held since the last Annual General Meeting.
- 12.1.2 Adopt the annual report on the operations and affairs of the Society.
- 12.1.3 Adopt the Executive Committees report on the finances of the Society, and the annual financial statements.

- 12.1.4 Set any subscription fee for the current financial year.
- 12.1.5 Consider any motions of which prior notice has been given to Members with notice of the Meeting, and
- 12.1.6 Consider any general business.
- 12.2 The Executive Committee must, at each Annual General Meeting, present the following information:
 - 12.2.1 An annual report on the operation and the affairs of the Society during the most recently completed accounting period.
 - 12.2.2 The annual financial statements for that period, and
 - 12.2.3 Notice of any disclosures of conflicts of interests made by Officers during that period (including a summary of the matters, or types of matters, to which the disclosures relate).

13. HUIHUNGA NUI MOTUHAKE/ SPECIAL GENERAL MEETING

- 13.1 Special General Meetings may be called at any time by the Committee by resolution.
- 13.2 The Executive Committee must call a Special General Meeting if it receives a written request signed by at least 75 percent of Members.
- 13.3 Any resolution or written request must state the business that the Special General Meeting is to deal with.
- 13.4 The rules in this Constitution 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.

14. KOMITI/ COMMITTEE

- 14.1 Executive Committee composition:
 - 14.1.1 The Executive Committee will comprise no less than seven (7) and no more than twelve (12) members from which a Chairperson, Treasurer, and Secretary will be elected at the Annual General Meeting. The Executive Committee will be comprised of:-
 - Up to eight (8) other board members elected at the Annual General Meeting.
 - Up to three (3) members appointed by the Executive Committee for the purposes of achieving a better representative mix or a better skill base for the Executive Committee.
 - While the Valley Project offices are resident on North East Valley Normal School grounds, one member can be appointed from the school community with the approval of the Board of Trustees of the North East Valley School.
 - Any position on the Executive can be filled by a collective of two people, only one of whom will have voting rights at an Executive Committee meeting.
 - The Executive Committee will have the right to fill any vacancies immediately after the Annual General Meeting or any vacancies that arise in the Executive Committee during the course of the financial year.
 - Executive Committee members may resign with one month's notice., Executive Committee members will be eligible for re-election at the same and subsequent Annual General Meetings. Newly elected Executive Committee members will take office immediately upon their election for a two year term.
 - Nominations for positions on the Executive Committee, shall be made in writing, endorsed with the consent of the nominee and given to the Returning Officer not less than seven (7) days before the date fixed for the Annual General Meeting. If there are five (5) or fewer written nominations for the Executive, up to three (3) oral nominations may be received at the Annual General Meeting, provided that no member will be elected who had not consented to be nominated.

- 14.2 Any Executive Committee member can be removed by resolution at a General Meeting called for the purpose. The Executive Committee member will have the opportunity to present a case either orally or in writing. Voting will be by secret ballot and through obtaining a majority vote.
- 14.2.2 A majority of the Officers on the Executive Committee must be either:
- Members of the Society, or
 - Representatives of bodies corporate that are Members of the Society.
- 14.3 Functions of the Executive committee
- 14.3.1 From the end of each Annual General Meeting until the end of the next, the Society shall be managed by, or under the direction or supervision of, the Executive Committee, in accordance with the Incorporated Societies Act 2022, any Regulations made under that Act, and this Constitution.
- 14.4 Powers of the Executive committee
- 14.4.1 The Executive Committee has all the powers necessary for managing, and for directing and supervising the management of, the operation and affairs of the Society, subject to such modifications, exceptions, or limitations as are contained in the Act or in this Constitution.
- 14.5 Sub-committees
- 14.5.1 The Executive 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 Executive Committee.
- the quorum of every sub-committee is half the members of the sub-committee but not less than 2,
 - no sub-committee shall have power to co-opt additional members,
 - a sub-committee must not commit the Society to any financial expenditure without express authority from the Executive Committee, and
 - a sub-committee must not further delegate any of its powers.
- 14.6 General matters: committees
- 14.6.1 The Executive Committee and any sub-committee may act by resolution approved during 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 Executive Committee or sub-committee meeting.
- 14.6.2 Other than as prescribed by the Act of this Constitution, the Committee or any sub-committee may regulate its proceedings as it thinks fit.
- 14.7 Executive Committee meetings Procedure
- 14.7.1 The quorum for Executive **Committee** meetings is at least half the number of members of the Executive **Committee**.
- 14.7.2 A meeting of the Executive **Committee** may be held either –
- a. by a number of the members of the Executive **Committee** who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or
 - b. by means of audio, or audio and visual, communication by which all members of the Executive **Committee** participating and constituting a quorum can simultaneously hear each other throughout the meeting.
- 14.7.3 A resolution of the Executive **Committee** is passed at any meeting of the Executive **Committee** of a majority of the votes cast on it are in favour of the resolution. Every **Officer** on the Executive **Committee** shall have one vote. The Executive Committee strives for consensus on all matters and where consensus can not be gained, a vote will occur.
- 14.7.4 The members of the Executive **Committee** shall elect one of their number as chairperson of the Executive **Committee**. If at a meeting of the Executive **Committee**, the chairperson is not present, the members of the Executive **Committee** present may choose one of their number to be chairperson of the meeting. The chairperson does have a casting vote in the event of a tied vote on any resolution of the Executive **Committee**.

14.7.5 Except as otherwise provided in the **Constitution**, the Executive **Committee** may regulate its own procedure.

14.8 Frequency

14.8.1 The Executive **Committee** shall meet as required at such times and places and in such manner (including by audio, audio and visual, or electronic communications) as it may determine and otherwise where and as convened by the **Chairperson** or **Secretary**.

14.8.2 The Secretary, or other Executive **Committee** member nominated by the Executive **Committee**, shall give to all Executive **Committee** members not less than 5 **Working Days**' notice of Executive **Committee** meetings, but in cases of urgency a shorter period of notice shall suffice.

14.9 Officers

14.9.1 Qualifications of officers

Every **Officer** must be a natural person who –

- has consented in writing to be an officer of the **Society**, and
- certifies that they are not disqualified from being elected or appointed or otherwise holding office as an **Officer** of the **Society**.

Officers must not be disqualified under section 47(3) of the **Act** or section 16 of the Charities Act 2005 from being appointed or holding office as an **Officer** of the **Society**, namely –

1. a person who is under 16 years of age
2. a person who as an undischarged bankrupt
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, or any other similar legislation.
4. A person who is disqualified from being a member of the governing body of a charitable entity under section 16(2) of the Charities Act 2005
5. a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years –
 - a. an offence under subpart 6 of Part 4 of the **Act**
 - b. a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961)
 - c. an offence under section 143B of the Tax Administration Act 1994
 - d. an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (i) to (iii)
 - e. a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere.
6. a person subject to:
 - a. a banning order under subpart 7 of Part 4 of the **Act**, or
 - b. an order under section 108 of the Credit Contracts and Consumer Finance Act 2003, or
 - c. a forfeiture order under the Criminal Proceeds (Recovery) Act 2009, or
 - d. 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.
 - e. 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 **Act**.

14.9.2 Prior to election or appointment as an **Officer** a person must:

- consent in writing to be an **Officer**, and
- certify in writing that they are not disqualified from being elected or appointed as an **Officer** either by this **Constitution** or the **Act**.

14.9.3 Note that only a natural person may be an **Officer** and each certificate shall be retained in the **Society's** records.

14.10 Officers' duties

14.10.1 At all times each **Officer**:

1. shall act in good faith and in what he or she believes to be the best interests of the **Society**,
2. must exercise all powers for a proper purpose,
3. must not act, or agree to the **Society** acting, in a manner that contravenes the Act or this Constitution,
4. when exercising powers or performing duties as an **Officer**, 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 **Officer** and the nature of the responsibilities undertaken by him or her
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 the **Society's** creditors, and
4. 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.

14.11 Election or appointment of officers

14.11.1 The election of **Officers** shall be conducted as follows.

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 Executive **Committee** (and any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as a **Officer** (as described in the 'Qualification of Officers' rule above). Any such appointment must be ratified at the next **Annual General Meeting**.
2. A candidate's written nomination, accompanied by the written consent of the nominee with a certificate that the nominee is not disqualified from being appointed or holding office as a **Officer** (as described in the 'Qualification of Officers' rule above) (as described in the 'Qualification of Officers' rule the **Society** at least 5 **Working days** before the date of the **Annual General Meeting**. If there are insufficient valid nominations received, further nominations may be received from the floor at the **Annual General Meeting**.
3. Votes shall be cast in such a manner as the person chairing the meeting determines. In the event of any vote being tied, the tie shall be resolved by the incoming Committee (excluding those in respect of whom the votes are tied).
4. Two **Members** (who are not nominees) or non-**Members** appointed by the **Chairperson** shall act as scrutineers for the counting of the votes and destruction of any voting papers.
5. The failure for any reason of any financial **Member** to receive such **Notice** of the general meeting shall not invalidate the election.
6. In addition to **Officers** elected under the foregoing provisions of this rule **Committee** may appoint other **Officers** for a specific purpose, or for a limited period, or generally until the next **Annual General Meeting**. Unless otherwise specified by the **Committee** any person so appointed shall have full speaking and voting rights as an **Officer** of the **Society**. Any such appointee must, not disqualified from being appointed or holding office as an **Officer** (as described in the 'Qualification of Officers' rule above).

14.12 Term

14.12.1 The term of office for all **Officers** elected to the Executive **Committee** shall be 2 year(s), expiring at the end of the **Annual General Meeting** in the year corresponding with the last year of each Officer's term of office.

14.12.2 No **Officer** shall serve for more than 10 consecutive terms.

14.12.3 No **Chairperson** shall serve for more than 10 consecutive years as **Chairperson**.

14.13 Removal of officers

- 14.13.1 An **Officer** shall be removed as an **Officer** by resolution of the Executive Committee or the **Society** where in the opinion of the Executive **Committee** or the **Society** –
- The **Officer** elected to Executive **Committee** has been absent from 4 Executive committee meetings without leave of absence from the **Committee**.
 - The **Officer** has brought the **Society** into disrepute.
 - The **Officer** has failed to disclose a conflict of interest.
 - The Executive **Committee** passes a vote of no confidence in the **Officer** with effect from (as applicable) the date specified in a resolution of the Executive **Committee** or **Society**.

15. CEASING TO HOLD OFFICE

- 15.1 An **Officer** ceases to hold office when they resign (by notice in writing to the Executive **Committee**), are removed, die, or otherwise vacate office in accordance with section 50(1) of the **Act**.
- 15.2 Each **Officer** shall within 30 **Working Days** of submitting a resignation or ceasing to hold office, deliver to the Executive **Committee** all books, papers and other property of the **Society** held by such former **Officer**.

16. CONFLICTS OF INTEREST

- 16.1 An **Officer** 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) –
1. to the Executive **Committee** and or sub-committee, and
 2. in an **Interests Register** kept by the Executive **Committee**.
- 16.2 Disclosure must be made as soon as practicable after the **Officer** or member of a sub-committee becomes aware that they are interested in the **Matter**.
- 16.3 An **Officer** or member of a sub-committee who is an **Interested Member** regarding a **Matter** –
1. must not vote or take part in the decision of the Executive **Committee** and/or sub-committee relating to the **Matter** unless all members of the **Committee** who are not interested in the **Matter** consent; and
 2. must not sign any document relating to the entry into a transaction or the initiation of the **Matter** unless all members of the Executive Committee who are not interested in the **Matter** consent; but
 3. may take part in any discussion of the Executive **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 Executive **Committee** and/or sub-committee decides otherwise).
- 16.4 However, an **Officer** or member of a 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.
- 16.5 Where 50 per cent or more of **Officers** 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 **Officers** agree otherwise.
- 16.6 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 Executive **Committee** shall consider and determine the **Matter**.

17. RECORDS

- 17.1 Register of Members
- 17.2 The **Society** shall keep an up-to-date Register of Members.

- 17.3 For each current **Member**, the information contained in the Register of Members shall include -
- Their name, and
 - The date on which they became a **Member** (if there is no record of the date they joined, this date will be recorded as 'Unknown'), and
 - Their contact details, including –
 - a. A physical address or an electronic address, and
 - b. A telephone number.

- 17.4 The register will also include each **Member's** –
- postal address
 - email address (if any)
 - occupation
 - whether the **Member** is financial or unfinancial

- 17.5 Every current **Member** shall promptly advise the Society of any change of the **Member's** contact details.

- 17.6 The **Society** shall also keep a record of the former **Members** of the **Society**. For each **Member** who ceased to be a **Member** within the previous 7 years, the **Society** will record:
- The former **Member's** name, and
 - The date the former **Member** ceased to be a **Member**.

18. INTERESTS REGISTER

- 18.1 The Executive **Committee** shall at all times maintain an up-to-date register of the interests disclosed by **Officers** and by members of any sub-committee.

19. ACCESS TO INFORMATION FOR MEMBERS

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

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

- 19.3 The **Society** must, within a reasonable time after receiving a request –
1. provide the information, or
 2. agree to provide the information within a specified period, or
 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
 4. refuse to provide the information, specifying the reasons for the refusal.

- 19.4 Without limiting the reasons for which the Society may refuse to provide the information, the Society may refuse to provide the information if –
1. withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
 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
 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
 4. the information is not relevant to the operation or affairs of the society, or
 5. withholding the information is necessary to maintain legal professional privilege, or
 6. the disclosure of the information would, or would be likely to, breach an enactment, or
 7. 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
 8. the request for the information is frivolous or vexatious, or
 9. the request seeks information about a dispute or complaint which is or has been the subject of the procedures for resolving such matters under the **Constitution** and the **Act**.

- 19.5 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**:
1. that the **Member** will pay the charge; or
 2. that the **Member** considers the charge to be unreasonable.
- 19.6 Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

20. FINANCES

20.1 Control and management

20.2 The Funds and property of the **Society** shall be –

- Controlled, invested and disposed of by the **Committee**, subject to this Constitution, and
- Devoted solely to the promotion of the purposes of the **Society**.

20.3 The **Committee** shall maintain bank accounts in the name of the **Society**.

20.4 All money received on account of the **Society** shall be banked within 20 **Working Days** of receipt.

20.5 All accounts paid or for payment shall be submitted to the **Committee** for approval of payment.

20.6 The **Committee** must ensure that there are kept at all times accounting records that –

1. correctly record the transactions of the **Society**, and
2. all the **Society** to produce financial statements that comply with the requirements of the **Act**, and
3. would enable the financial statements to be readily and properly audited (if required under any legislation or the **Society's Constitution**).

20.7 The **Committee** must establish and maintain a satisfactory system of control of the **Society's** accounting records.

20.8 The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form. And the accounting records must be kept for the current accounting period and for the last 7 completed accounting periods of the **Society**.

21. BALANCE DATE

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

22. DISPUTE RESOLUTION

22.1 Meanings of dispute and complaint:

22.1.1 A dispute is a disagreement or conflict involving the **Society** and/or its **Members** in relation to specific allegations set out below.

22.1.2 The disagreement or conflict may be between any of the following persons –

1. 2 or more **Members**
2. 1 or more **Members** and the **Society**
3. 1 or more **Members** and 1 or more **Officers**
4. 2 or more **Officers**
5. 1 or more **Officers** and the **Society**
6. 1 or more **Members** or **Officers** and the **Society**.

22.1.3 The disagreement or conflict relates to any of the following allegations –

1. a **Member** or an **Officer** has engaged in misconduct
2. a **Member** or an **Officer** has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or the **Act**
3. the **Society** has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or the **Act**

4. a **Member's** rights or interests as a **Member** have been damaged or **Member's** rights or interests generally have been damaged.
- 22.1.4 A **Member** or an **Officer** may make a complaint by giving the **Committee** (or a complaints subcommittee) a notice in writing that –
1. states that the **Member** or **Officer** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
 2. sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against; and
 3. sets out any other information or allegations reasonably required by the **Society**.
- 22.1.5 The **Society** may make a complaint involving an allegation against a **Member** or an **Officer** by giving the **Member** or **Officer** a notice in writing that –
1. states that the **Society** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
 2. sets out the allegation to which the dispute relates.
- 22.1.6 The information setting out the allegations must be sufficiently detailed to ensure that a person against whom an allegation or allegations is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.
- 22.1.7 A complaint may be made in any other reasonable manner permitted by the **Society's Constitution**.
- 22.1.8 All **Members** (including the **Committee**) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the **Society's** activities.
- 22.1.9 The complainant raising a dispute, and the **Committee**, must consider and discuss whether a dispute may best be resolved through informal discussions, mediation, arbitration, or a tikanga-based practice. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.
- 22.2 How complaint is made
- 22.2.1 A **Member** or an **Officer** may make a complaint by giving to the **Committee** (or a complaints subcommittee) a notice in writing that –
1. states that the **Member** or **Officer** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
 2. sets out the allegation or allegations to which the dispute relates and whom the allegation is against; and
 3. sets out any other information reasonably required by the **Society**.
- 22.2.2 The **Society** may make a complaint involving an allegation or allegations against a **Member** or an **Officer** by giving to the **Member** or **Officer** a notice in writing that -
1. states that the **Society** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
 2. sets out the allegation to which the dispute relates.
- 22.2.3 The information given under subclause (1.2) or (2.2) must be sufficient to ensure that a person against whom an allegation is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.
- 22.2.4 A complaint may be made in any other reasonable manner permitted by the **Society's Constitution**.
- 22.3 Person who makes complaint has right to be heard
- 22.3.1 A **Member** or an **Officer** who makes a complaint has a right to be heard before the complainant is resolved or any outcome is determined.
- 22.3.2 If the **Society** makes a complaint –
- a. the **Society** has a right to be heard before the complaint is resolved or any outcome is determined; and
 - b. an **Officer** may exercise that right on behalf of the **Society**.

- 22.3.3 Without limiting the manner in which the **Member**, **Officer**, and **Society** may be given the right to be heard, they must be taken to have been given the right if –
- a. they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - b. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - c. an oral hearing (if any) is held before the decision maker; and
 - d. the **Member's**, **Officer's**, or **Society's** written or verbal statement or submissions (if any) are considered by the decision maker.

23. PERSON WHO MAKES COMPLAINT HAS RIGHT TO BE HEARD

- 23.1 A **Member** or an **Officer** who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
- 23.2 If the **Society** makes a complaint –
- 23.2.1 the **Society** has a right to be heard before the complaint is resolved or any outcome is determined; and
- 23.2.2 an **Officer** may exercise that right on behalf of the **Society**.
- 23.3 Without limiting the manner in which the **Member**, **Officer**, or **Society** may be given the right to be heard, they must be taken to have been given the right if –
- 23.3.1 they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
- 23.3.2 an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
- 23.3.3 an oral hearing (if any) is held before the decision maker; and
- 23.3.4 the **Member's**, **Officer's**, or **Society's** written or verbal statement or submissions (if any) are considered by the decision maker.

24. INVESTIGATING AND DETERMINING DISPUTE

- 24.1 The **Society** must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its **Constitution**, ensure that the dispute is investigated and determined.
- 24.2 Disputes must be dealt with under the **Constitution** in a fair, efficient, and effective manner and in accordance with the provisions of the **Act**.

25. SOCIETY MAY DECIDE NOT TO PROCEED FURTHER WITH COMPLAINT

- 25.1 Despite the 'Investigating and determining dispute' rule above, the **Society** may decide not to proceed further with a complaint if –
- 25.1.1 the complaint is considered to be trivial; or
- 25.1.2 the complaint does not appear to disclose or involve any allegation of the following kind -
- a. that a **Member** or an **Officer** has engaged in material misconduct;
 - b. that a **Member**, an **Officer**, or the **Society** had materially breached, or is likely to materially breach, a duty under the Society's Constitution or bylaws or the **Act**;
 - c. that a **Member's** rights or interests or **Member's** rights or interests generally have been materially damaged;
- 25.1.3 the complaint appears to be without foundation or there is no apparent evidence to support it; or
- 25.1.4 the person who makes the complaint has an insignificant interest in the matter; or

25.1.5 the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the **Constitution**; or

25.1.6 there has been an undue delay in making the complaint.

26. SOCIETY MAY REFER COMPLAINT

26.1 The **Society** may refer a complaint to –

26.1.1 a subcommittee or an external person to investigate and report; or

26.1.2 a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.

26.2 The **Society** may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

27. DECISION MAKERS

27.1 A person may not act as a decision maker in relation to a complaint if 2 or more members of the **Committee** or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be –

27.1.1 impartial; or

27.1.2 able to consider the matter a predetermined view.

28. LIQUIDATION AND REMOVAL FROM THE REGISTER

28.1 Resolving to put society into liquidation

28.1.1 The **Society** may be liquidated in accordance with the provisions of Part 5 of the **Act**.

28.1.2 The Executive **Committee** shall give 30 **Working Days** written **Notice** to all **Members** of the proposed resolution to put the **Society** into liquidation.

28.1.3 The Executive **Committee** shall also give written **Notice** to all **Members** of the **General Meeting** at which any such proposed resolution is to be considered. The **Notice** shall include all information as required by section 228(4) of the **Act**.

28.1.4 Any resolution to put the **Society** into liquidation must be passed by a simple majority of all **Members** present and voting.

29. RESOLVING TO APPLY FOR REMOVAL FROM THE REGISTER

29.1 The **Society** may be removed from the Register of Incorporated Societies in accordance with the provisions of Part 5 of the **Act**.

29.2 The Executive **Committee** shall give 30 **Working Days** written **Notice** to all **Members** of the proposed resolution to remove the **Society** from the Register of Incorporated Societies.

29.3 The Executive **Committee** shall also give written **Notice** to all **Member(s)** of the **General Meeting** at which any such proposed resolution is to be considered. The **Notice** shall include all information as required by section 228(4) of the **Act**.

29.4 Any resolution to remove the **Society** from the Register of Incorporated Societies must be passed by a simple majority of all **Members** present and voting.

30. SURPLUS ASSETS

30.1 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 The Valley Project Incorporated for a charitable purpose or purposes as defined in section 5(1) of the Charities Act 2005.

31. ALTERATIONS TO THE CONSTITUTION

31.1 Amending this constitution:

- 31.1.1 All amendments must be made in accordance with this **Constitution**. Any minor or technical amendments shall be notified to **Members** as outlined in section 31 of the **Act**.
- 31.1.2 The Society may amend or replace this **Constitution** at a **General Meeting** by a resolution passed by a simple majority of those **Members** present and voting.
- 31.1.3 That amendment could be approved by a resolution passed in lieu of a meeting but only if allowed by this **Constitution**.
- 31.1.4 Any proposed resolution to amend or replace this **Constitution** shall be signed by at least 50 per cent of eligible **Members** and given in writing to the **Committee** at least 30 **Working Days** before the **General Meeting** at which the resolution is to be considered and accompanied by a written explanation of the reasons for the proposal.
- 31.1.5 At least 30 **Working Days** before the **General Meeting** at which any amendment is to be considered the **Committee** shall give to all **Members** notice of the proposed resolution, the reasons for the proposal, and any recommendations the **Committee** has.
- 31.1.6 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.
- 31.1.7 The Society is registered as a charity under the Charities Act 2005 the amendment shall also be notified to Charities Services as required by section 40 of that Act.

32. OTHER

32.1 Bylaws:

- 32.1.1 The Executive **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 this **Constitution**, the **Act**, regulations made under the **Act**, or any legislation.

33. POWERS

- 33.1 For the purposes of the charitable objectives of the Society, it has the power to use its funds as the Executive Committee deems necessary or proper in payment of its costs and expenses, including the employment and dismissal of counsel, solicitors, agents, officers and staff, according to principles of good employment and the Employment Relations Act 2000 or any subsequent enactment.
- 33.2 The Executive Committee has the power to purchase, take on lease or in exchange or hire or otherwise, acquire any real or personal property and any rights or privileges, which the Executive Committee thinks necessary or proper for the purpose of attaining the charitable objectives of the Society and to sell, exchange, let, bail or lease, with or without option of purchase or, in any other manner, dispose of such property, rights or privileges.
- 33.3 The Executive Committee may invest surplus funds in any way permitted by law for the investment of charitable funds and upon such prudent terms as the Executive Committee thinks fit.
- 33.4 The Executive Committee may borrow or raise money from time to time by the issue of debentures, bonds, mortgages or any other security founded on all or any of the property and/or rights of the Society or without any such security and upon such prudent terms as to priority or otherwise as the Executive Committee thinks fit.
- 33.5 The Executive Committee has the right to do any things, which may from time to time appear necessary or desirable to the Executive Committee to give effect to and attain the Charitable Objects of the Society.
- 33.6 The Executive Committee has the right to make, alter and rescind regulations for the internal conduct of Society, which are consistent with the Rules.

34. INCOMES, BENEFIT OR ADVANTAGE TO BE APPLIED TO CHARITABLE PURPOSES

34.1 Any income, benefit or advantage will be applied to the charitable purposes of The North East Valley Community Development Project.

34.2 No member or person associated with a member of will derive any income, benefit or advantage from where they can materially influence the payment of the income, benefit or advantage except where that income, benefit or advantage is derived from:

34.2.1 professional or other contractual services to be rendered in the course of business charged at no greater rate than current market rates; or

34.2.2 Interest on money lent at no greater than current market rates.

35. DECLARATION OF ADOPTION OF RULES

35.1 **The Committee of the Society** acknowledges that this document is the true and correct Constitution of The, as approved at the General Meeting held on:

Date: _____

36. COMMON SEAL

36.1 The Common Seal of will be kept in the custody and control of the Secretary.

36.2 When required, the Common Seal will be affixed to any document following a resolution of the Executive Committee and will be signed by the Chairperson and one other person appointed by the Executive Committee.

37. WINDING UP

37.1 The may be wound up, liquidated or dissolved in any way provided for in the Incorporated Societies Act 2022.

37.2 Any assets will be distributed among such registered with the Charities Commission and that have similar charitable objectives to the Society within Otago, and will be decided at a General Meeting convened for the purpose, and according to the provisions of the Incorporated Societies Act 1908.

38. DECLARATION OF ADOPTION OF RULES

The Executive Committee of the Society acknowledges that this document is the true and correct Constitution of The, as approved at the Special General Meeting held on:

Signed: _____

Name: _____

Position: _____

Date: _____

Before me: _____ (Justice of the Peace)

at: _____ this _____ day of _____ 2024

“This is the document marked “A” referred to in the annexed declaration of made

at: _____ this _____ day of _____ 2024

before me”

Signed: _____

Justice of the Peace/ Barrister and Solicitor of the High Court of New Zealand