

Constitution

Irrigation New Zealand Incorporated

Constitution of Irrigation New Zealand Incorporated

Name

The name of the society is Irrigation New Zealand Incorporated (in this **Constitution** referred to as the **Society**).

1. Definitions

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

Act means the Incorporated Societies Act 1908 or any act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any act which replaces it.

Affiliate Member is a shareholder in a scheme or a member of a water user group where the parent body i.e., scheme or water user group is the Member of the Society.

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.

Associated Person means a person who:

- (a) may obtain a financial benefit from any Matter being dealt with by any Member (as a Board Member, or in any General Meeting, or otherwise for the Society) where that person is the spouse, civil union partner, de facto partner, child, parent, grandparent, grandchild, or first cousin of that Member;
- (b) may have a financial interest in a person to whom any Matter being dealt with by any Member (as a Board Member, or in any General Meeting, or otherwise for the Society) relates;
- (c) is a partner, director, officer, Board Member, or trustee of a person who may have a financial interest in a person to whom any Matter being dealt with by any Member (as a Board Member, or in any General Meeting, or otherwise for the Society) relates;
- (d) may be interested in the Matter because the Society's constitution so provides;

but no such Member shall be deemed to have any such interest:

- (e) merely because that Member receives an indemnity, insurance cover, remuneration, or other benefits authorised under this Act; or
- (f) if that Member's interest is the same or substantially the same as the benefit or interest of all or most other members of the Society due to the membership of those members; or
- (g) if that Member's interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence that Member in conducting that Member's responsibilities under this Act or the Society's constitution; or
- (h) if that Member is an officer of a union and that Member's interest is merely as an employee that will benefit from the union acting in the ordinary course of promoting its members' collective employment interests.

Board means the Society's governing body/committee.

Board Member means a member of the Board, including the Chair/President, Secretary and Treasurer

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

Clear Days means complete days, excluding the first and last-named days (for instance, excluding the date a Notice of meeting is posted or sent to Members and the date of the meeting).

Constitution means this Constitution setting out rules and procedures governing the Society.

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

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

Matter means:

- (a) the Society's performance of its activities or exercise of its powers; or
- (b) an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the Society.

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

Notice to Members includes any notice given by post, courier, or email; and the failure for any reason of any Member to receive such Notice or information shall not invalidate any meeting or its proceedings or any election.

Register of Interests means the register of interests of Board Members kept under this Constitution.

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

Schemes and Water User Groups means entities and/or organisations representing the interests of irrigators as a group.

Secretary means the Board Member responsible for, or designated person among other things, keeping the Register of Members, the Register of Interests, and recording the minutes of General Meetings and Board meetings.

Society means Irrigation New Zealand Incorporated.

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

Treasurer means the Board Member responsible for, among other things, overseeing the finances of the Society.

2. Purposes

2.1 The primary purposes of the Society are:

- (a) advocate for policies that preserve and enhance irrigators businesses;

- (b) seek and support technologies that improve water use efficiency, optimise production, enable better management, reduce, or eliminate environmental impacts; and
- (c) creating good industry management practices, which guide our sector, enabling good decision making.

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

- (a) any Member of the Society deriving any personal financial gain from membership of the Society, other than as may be permitted by law; or
- (b) returning all or part of the surplus generated by the Society's operations to Members, in money or in kind; or
- (c) conferring any kind of ownership in the Society's assets on Members,

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

- (d) engages in trade;
- (e) 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;
- (f) reimburses a Member for reasonable expenses legitimately incurred on behalf of the Society or while pursuing the Society's purposes;
- (g) provides benefits to members of the public or of a class of the public and those persons include Members or their families;
- (h) 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);
- (i) pays any Member interest at no more than current commercial rates on loans made by that Member to the Society;
- (j) provides a Member with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of the Society;
- (k) no Member, or Associated Person, is allowed to take part in, or influence any decision made by the Society in respect of payments to, or on behalf of, the Member or Associated Person of any income, benefit, or advantage;
- (l) any payments made to a Member or Associated Person must be for goods and services that advance the charitable purpose and must be reasonable and relative to payments that would be made between unrelated parties.

3. Act and Regulations

- 3.1 **Act/Regulations:** 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.

4. Registered office

- 4.1 **Registered office:** The registered office of the Society shall be at such place in New Zealand as the Board 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.

5. Power to borrow money

- 5.1 **Money:** The Society has the power to borrow money.

6. Other powers

- 6.1 **Other powers:** In addition to its statutory powers, the Society:
- (a) may use its funds to pay the costs and expenses to advance or carry out its purposes, and to employ or contract with such people as may be appropriate, and
 - (b) may invest in any investment in which a trustee may lawfully invest.

7. Members

- 7.1 **Minimum number of members:** The Society shall maintain the minimum number of Members required by the Act.
- 7.2 **Member categories:** The categories of membership and the method by which Members are admitted to different categories of membership are as follows:
- (a) **Member:** A Member is an individual or body corporate admitted to membership under this Constitution and who or which has not ceased to be a Member.
 - (b) **Life Member:** A Life Member is a person honoured for highly valued services to the Society elected as a life member by resolution of a General Meeting passed by a two-thirds majority of those Members present and voting. A Life Member shall have all the rights and privileges of a Member and shall be subject to all the same duties as a Member except those of paying subscriptions (**Life Member**).
 - (c) **Honorary Member:** An Honorary Member is a person honoured for services to the Society or in an associated field elected as an honorary member by resolution of a General Meeting passed by a two-thirds majority of those present and voting. An honorary member has no membership rights, privileges, or duties (**Honorary Member**).
 - (d) **Affiliate Member:** An Affiliate Member is an individual or corporate body that is a shareholder or member of a Scheme or Water User Group which has paid on behalf of that member the full membership subscription of the Society.
- 7.3 **Classes of Membership:** The following membership classifications will be used to classify Members or applicants for subscriptions and services:
- (a) Operating irrigation Schemes and Water User Groups;
 - (b) Affiliated Members;
 - (c) Irrigation industry organisations;
 - (d) Developing irrigation Schemes and Water User Groups;
 - (e) Individual irrigators;

- (f) Irrigation service industry;
- (g) Grower levy groups and representative organisations;
- (h) Government departments and entities;
- (i) Students;
- (j) Retirees; and
- (k) Research bodies and organisations.

The Board shall determine and amend from time to time, the classification of all new and existing Members in respect of their membership classifications.

7.4 **Becoming a member (consent):** Every applicant for membership must consent in writing to becoming a Member.

7.5 **Admission of Members:** Applicants for membership shall be subject to admission by the Board as follows:

- (a) An application, in the form required by the Board at the time and stating the applicant's name and contact details, shall be completed by the applicant. The applicant must supply any other information the Board requires.
- (b) The annual subscription (or part thereof) shall accompany all applications. If the Board decides not to admit the applicant as a Member the annual subscription (or part thereof) shall be refunded.
- (c) Any application for membership received by the Society shall be considered at the next full meeting of the Board after the application for membership is received by the Society.
- (d) An applicant shall be deemed to be admitted as a Member by a simple majority of the Board members present at the meeting and voting.
- (e) The Board may accept or decline an application for membership. The Board must advise the applicant of its decision (but is not required to provide reasons for that decision).
- (f) The Board shall determine membership classifications to be used to classify Members or applicants for membership and shall determine, and may amend from time to time as the Board determines, the classification of all new and existing Members in respect of the membership classifications.
- (g) If any Member is itself a membership or shareholder organisation;
 - (i) The Member shall provide to the Society once each year at the time of membership application or membership renewal, a list of all members or shareholders.
 - (ii) If a Member that is itself a membership or shareholder organisation that has supplied a membership or shareholder list and required details to the Society, then its members (being Affiliated Members) included on that list are entitled to access "members only" areas on the Society's website including any conditions of and fees for that access to resources or publications that any Member of the Society is entitled to.
 - (iii) Affiliate Members shall have no voting powers but may direct the governance body of their organisation to vote on their behalf.

7.6 **Obligations and rights:**

- (a) Every Member shall provide the Society with that Member's name, main activity, legal entity, irrigated land area in hectares or volume of water used in cubic meters (m³) or number of employees whichever is applicable and contact details (including postal address, telephone number(s), and any email address) and advise the Society of any changes to those details annually on their membership renewal.
- (b) Membership does not confer on any Member any right, title, or interest (legal or equitable) in the property of the Society.
- (c) Every Member will be bound by the Society's code of conduct set out by the Board which forms the basis of the Members/Society's relationship. The code of conduct will be available on the Society's website and the Board may update the code of conduct from time to time at its sole discretion.

7.7 **Other obligations and rights:**

- (a) All Members (including Board Members) shall promote the interests and purposes of the Society and shall do nothing to bring the Society into disrepute.
- (b) 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 the due date, but no Member or Life Member is liable for an obligation of the Society by reason only of being a Member.
- (c) 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.
- (d) The Board 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.
- (e) Any Member that is a body corporate who has paid subscriptions on behalf of its shareholders or members may request a copy of any publication of the Society be distributed free of charge by the Society to the Members and any notices of meetings or other notices given by the Society.
- (f) If any Member that is classified by the Board as an irrigation scheme or irrigation user group exercises its right under this clause then:
 - (i) the Member shall provide to the Society once each year, a list of all irrigation shareholders;
 - (ii) the Society shall send the publications and notices of meeting to the irrigation shareholders; and
 - (iii) the irrigation shareholders may attend and speak at any meeting of Members of the Society but do not have a right to vote.

7.8 **Subscriptions and fees:**

- (a) The Board may in its absolute discretion determine the annual subscription fee and other fees required to be paid by Members. The board may differentiate between Members on the fees payable relative to the classification that the member falls into.

- (b) The annual subscription and any other fees for membership for the then current financial year (1 July to 30 June) shall be set by resolution of the Board.
- (c) The Board shall notify all current Members of the annual subscription at least 31 days before it becomes due.
- (d) The annual subscription may be payable in instalments as determined by the Board.
- (e) On payment of the annual subscription or part thereof, which is due in respect of each financial year of the Society a Member shall be entitled to exercise during that year (or payment period), all rights of a Member and receive during that year (or payment period) all privileges of a Member including a copy of such publications as are distributed free of charge and to notice of all publications by the Society for the year and notice of seminars, conferences, courses and other functions of the Society.
- (f) A Member that has not paid the annual subscription in respect of any year (or payment period) shall not be entitled to exercise during that year (or payment period) any rights as a Member and receive during that year any privileges of a Member.
- (g) Any Member failing to pay the annual subscription (including any periodic payment), any levy, or any capitation fees, within 90 days of the date the same was due for payment shall be considered in default and shall (without being released from the obligation of payment) have their membership rights suspended and shall not be entitled to participate in any Society activity or to access or use the Society's premises, facilities, equipment and other property until all the arrears are paid. If such arrears are not paid within 90 days of the due date for payment of the subscription, any other fees, or levy the Board may terminate the Member's membership (without being required to give prior notice to that Member).

7.9 **Classifications of Members:** The Members shall be classified into the following groups by the Board;

- (a) Operating Schemes and Water User Groups
- (b) Irrigation Industry Organisations;
- (c) Developing Irrigation Schemes
- (d) Individual irrigators;
- (e) Irrigation Service Industry
- (f) Grower Levy groups and representative organisations;
- (g) Government Departments and Entities;
- (h) Students;
- (i) Retirees (non-irrigating);
- (j) Research Bodies and Organisations;

the Board shall determine and amend from time to time, the classification and subscription of all new and existing Members in respect of their membership classifications.

7.10 **Ceasing to be a member:** A Member ceases to be a Member:

- (a) on death (or if a body corporate on liquidation or if a partnership on dissolution of the partnership);
- (b) by resignation from that Member's class of membership by notice to the Secretary;
- (c) on termination of a Member's membership following a dispute resolution process under this Constitution;
- (d) with effect from the date of receipt by the Secretary, or any subsequent date stated in the notice of resignation, or termination of membership following a dispute resolution process under this Constitution;
- (e) any Member of the Society may resign by giving notice in writing or by email (electronic communication) to the Society delivered or sent to the registered office of the Society;
- (f) a Member's membership shall cease after failure to pay all subscriptions owing within 90 days of the due date for payment of those subscriptions;
- (g) a Member that has not paid the annual subscription in respect of any year or payment period shall not be entitled to exercise during that year or payment period any rights as a Member and receive during that year or payment period access to any "members only" publications, and all notices of meetings, seminars, conferences, courses, training, and functions of the Society.

7.11 **Obligations on resignation:** A Member who resigns or whose membership is terminated under this Constitution:

- (a) remains liable to pay all subscriptions and other fees to the Society up to the day of their resignation or termination ;
- (b) shall cease to hold himself or herself out as a Member of the Society;
- (c) shall return to the Society all material provided to Members by the Society (including any membership certificate, badges, handbooks, and manuals); and
- (d) shall cease to be entitled to any of the rights of a Society Member.

7.12 **Becoming a member again:**

- (a) 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 Board.
- (b) However, if a former Member's membership was terminated following a dispute resolution process, the applicant may be re-admitted only by the unanimous resolution of the Board.

8. General meetings

8.1 **Annual General Meetings:** An Annual General Meeting shall be held once a year on a date and at a location determined by the Board no later than six months after the balance date of the Society and no later than 15 months after the previous Annual General Meeting and consistent with any requirements in the Act, and the Constitution relating to the procedure to be followed at General Meetings shall apply.

8.2 **Annual General Meetings (business):**

- (a) Each Member shall be notified in writing or electronically at least 14 days before the date of the Annual General Meeting of the time and place of the meeting and of the motion or motions to be moved thereat.

- (b) At an Annual General Meeting 15 Members entitled to vote shall form a quorum.
- (c) Postal voting or electronic voting may be used to determine issues at an Annual General Meeting.
- (d) The Chair/President if present at an Annual General or Special General Meeting shall take the chair at such meeting, and if the Chair/President is not present at such meeting then the Vice Chair/President shall take the chair, and if the Vice Chair/President is not present the Members present and entitled to vote shall elect a chair.
- (e) The business of an Annual General Meeting shall be to:
 - (i) confirm the minutes of previous Society Meeting(s);
 - (ii) adopt the annual report on the Society's operations and affairs, which shall be supplied as a typewritten report and be available at the meeting to each Member attending;
 - (iii) adopt the Treasurer's report on the finances of the Society, and the annual financial statements, which shall be supplied as a typewritten report and be available at the meeting to each Member attending;
 - (iv) consider any motions; and
 - (v) consider any general business.
- (f) The Board must, at each Annual General Meeting, present the following information:
 - (i) an annual report on the affairs of the Society during the most recently completed accounting period;
 - (ii) the annual financial statements for that period, and
 - (iii) notice of any disclosures of conflicts of interest made by Board Members during that period (including a brief summary of the Matters, or types of Matters, to which those disclosures relate).
- (g) No motion shall be proposed, discussed or put to the vote at any Annual General Meeting unless notice thereof has been given in the notice calling the meeting, provided always that, with the sanction of a resolution at any Annual General Meeting passed by at least two-thirds majority of those eligible to vote, a motion of which notice has not been given aforesaid may be proposed, discussed and put to the vote.

8.3 Voting at Annual General Meetings:

- (a) No organisation or representative is entitled to exercise a number of votes that exceeds 10 percent of the total membership vote of the Society at the time.
- (b) At every Annual General Meeting, all Members, but excluding Government entities and research organisations who are present, in person or by proxy, shall have one vote for every completed \$100 of subscription paid for by 1 July immediately preceding the meeting, in the event of an equality of vote, the Chair/President shall have a casting vote.
- (c) Firstly the voting shall be on the voices and a declaration by the Chair/President that a resolution has been carried or lost on the voices, and an entry in the Society's minute-book to that effect, shall be conclusive evidence that such a resolution has been carried or lost, as the case may be, provided always that before the meeting passes to the next business.

- (d) Secondly any person who has voted on the resolution may demand a count, and the Chair/President shall thereupon call on those wishing to vote for the motion or resolution to raise hands while he or she counts them (including any proxies received by the Society), and shall declare the motion or resolution to have been carried or lost in accordance with the votes cast in this last-named manner.
- (e) Thirdly on the demand of the Chair/President, or of any three Members present, made before or on the declaration by the Chair/President of the result of a vote; voting shall be by poll. If a poll is duly demanded it shall be taken in such manner as the Chair/President may direct and the result of such poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- (f) A Member entitled to attend and vote at an Annual General Meeting may appoint another person whether a Member or not as a proxy to attend and vote instead of that person and the instrument to appoint a proxy shall be in writing and signed by the appointer.
- (g) The instrument appointing a proxy shall be deposited in the registered office of the Society not less than 24 hours before the time for holding the meeting.
- (h) An instrument appointing a proxy shall be in the form of Schedule 1 which can be found on the Society's website.

8.4 Special General Meetings:

- (a) Special General Meetings may be called at any time by the Board by resolution. The Board must call a Special General Meeting if the Secretary receives a written request signed by at least 20 percent of voting Members. Any resolution or written request must state the business that the Special General Meeting is to deal with.
- (b) The rule relating to the procedure to be followed at Annual General Meetings shall apply to a Special General Meeting, and a Special General Meeting shall only consider and deal with the business specified in the Board's resolution or the written request by Members for the Meeting.
- (c) Each Member shall be notified by electronic communication or by post if requested at least 14 days before the date of the meeting, the time and place the meeting will be held along with the motions or motions to be moved.
- (d) A Special General Meeting will be held not earlier than 14 days, nor later than 30 days following receipt of a request to hold such a meeting. If the meeting is not called within this time, the Members signing the request shall have power to convene a meeting.
- (e) Each Member shall be notified in writing or electronically at least 10 days before the date of the meeting of the time and place of the meeting and of the motion or motions to be moved thereat.
- (f) Postal voting and/or electronic voting may be used to determine issues at a Special General Meeting.
- (g) The Chair/President if present shall take the Chair/President at a Special General Meeting, and if the Chair/President is not present the Deputy Chair/Vice President shall take the Chair/President and if the Deputy Chair/Vice President is also not present the Members present and entitled to vote shall elect a Deputy Chair/Vice President.

8.5 Voting at Special General Meetings:

- (a) No organisation or representative is entitled to more than 10 percent of the total membership vote of the Society.

- (b) Firstly the voting shall be on the voices and a declaration by the chair that a resolution has been carried or lost on the voices, and an entry in the Society's minute-book to that effect, shall be conclusive evidence that such a resolution has been carried or lost, as the case may be, provided always that before the meeting passes to the next business.
- (c) Secondly any person who has voted on the resolution may demand a count, and the Chair/President shall thereupon call on those wishing to vote for the motion or resolution to raise hands while they are counted (including any proxies received by the Society), and shall declare the motion or resolution to have been carried or lost in accordance with the votes cast in this last-named manner.
- (d) Thirdly on the demand of the Chair/President, or of any three Members present, made before or on the declaration by the Chair/President of the result of a vote; voting shall be by poll. If a poll is duly demanded, it shall be taken in such manner as the Chair/President may direct and the result of such poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- (e) If a poll is demanded at a Special General Meeting, all Members, but excluding Government, Government entities and research organisations who are present, in person or by proxy, shall have one vote for every completed \$100 of subscription paid by 1 July immediately preceding the meeting, in the event of an equality of vote, the Chair/President shall have a casting vote.
- (f) A Member entitled to attend and vote at an Annual General Meeting and Special General Meeting may appoint another person (whether a Member or not) as a proxy to attend and vote on their behalf providing a Society proxy form has been filled out and signed by the appointer.
- (g) The form appointing the proxy shall be deposited in the registered office of the Society not less than 24 hours before the time for holding the meeting.
- (h) The form for appointing a proxy can be found on the Society website or on request can be posted.
- (i) Postal voting and/or electronic voting may be used to determine issues at a Special General Meeting.

8.6 Procedure for General Meetings:

- (a) The Board shall give all Members at least 14 Clear Days' Notice of any General Meeting and of the business to be conducted at that General Meeting.
- (b) The General Meeting and its business will not be invalidated simply because one or more Members do not receive the Notice.
- (c) All financial Members may attend, speak, and vote at General Meetings:
 - (i) in person; or
 - (ii) by a signed original written proxy (an instrument appointing a proxy shall be in the form of Schedule 1 as determined by the Board) in favour of some individual entitled to be present at the meeting and received by, or handed to, the Secretary before the commencement of the General Meeting; or
 - (iii) through the authorised representative of a body corporate as notified to the Secretary; and
 - (iv) No other proxy voting shall be permitted.

- (d) No General Meeting may be held unless at least 15 eligible financial Members attend. This will constitute a quorum.
- (e) 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.
- (f) General Meetings may be held at one or more venues using any real-time audio, audio and visual, or electronic communication that gives each Member a reasonable opportunity to participate.
- (g) All General Meetings shall be chaired by the Chair/President. If the Chair/President is absent, the meeting shall elect another Board Member to chair that meeting.
- (h) Any person chairing a General Meeting has a deliberative and, in the event of a tied vote, a casting vote.
- (i) Any person chairing a General Meeting may:
 - (i) with the consent of the Board, 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;
 - (ii) direct that any person not entitled to be present at the General Meeting, obstructing the business of the Meeting, behaving in a disorderly manner, being abusive, or failing to abide by the directions of the Chair/President be removed from the General Meeting, and
 - (iii) in the absence of a quorum or in the case of emergency, adjourn the General Meeting or declare it closed.
- (j) The Board may put forward motions for the Society to vote on (**Board Motions**), which shall be notified to Members with the notice of the General Meeting.
- (k) 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 14 Clear Days before that meeting. The Member may also provide information in support of the motion (**Member's Information**).
- (l) Motions from the floor will only be accepted provided they are directly related to the above-mentioned Board and Member motions.

8.7 Minutes:

- (a) Minutes must be kept by the Secretary of all General Meetings.
- (b) These minutes are to be filed digitally on the Societies secure web-portal or meeting software platform and in hard copy at the registered office of the Society.

8.8 Resolution in lieu of meeting:

- (a) A resolution in writing signed by not less than 75 percent (or where it is greater, the percentage required for the passing of a special resolution) of the Members who would be entitled to vote on that resolution at a meeting of Members, who together hold not less than 75 percent (or where it is greater, the percentage required for the passing of a

special resolution) of the votes entitled to be cast on that resolution, is as valid as if it had been passed at a meeting of those Members.

- (b) Any such resolution may consist of one or more documents in similar form (including letter, facsimiles, electronic mail, or other similar means of communication) each signed or assented to by or on behalf of one or more of the Members entitled to vote on the resolution.
- (c) Within five Clear Days of a resolution being passed under this clause, the Society must send a copy of the resolution to an address for each Member who was entitled to vote who did not sign the resolution and on whose behalf the resolution was not signed.

9. Board

9.1 **Composition:** The Society shall have a board (**Board**) comprised of the following:

- (a) a minimum of four and a maximum of six elected board members (**Elected Board Members**), as elected by a majority of the Society's Members who are eligible to vote in accordance with this Constitution; and
- (b) a maximum of two appointed board members (**Appointed Board Members**) who have the expertise and qualifications to act as Board Members. The Elected Board Members shall have the following powers in respect of an Appointed Board Member:
 - (i) to determine the period for which the Appointed Board Member holds office which period shall be reviewed at least every three years with each Appointed Board Member resigning after each period of three years and being subject to reappointment;
 - (ii) the right to remove any Appointed Board Member by a majority vote of the Elected Board Members; and
 - (iii) any other terms and conditions of the Appointed Board Member holding office.
- (c) Each Elected Board Member and Appointed Board Member must be:
 - (i) Members of the Society;
 - (ii) natural persons; and
 - (iii) not disqualified by this Constitution or the Act.
- (d) The Board will include:
 - (i) a Chair/President. The Board shall elect a member of the Board to act as chairperson of the Board. The Chair/President shall hold office until the end of the first Annual General Meeting of the Society occurring after the date on which the Chair/President was elected to that position or the person ceases to be a member of the Board (whichever occurs first), and shall be eligible for re-appointment by the Board to the position of Chair/President;
 - (ii) a Deputy Chair/Vice President. The Board shall elect a member of the Board to act as vice chairperson of the Board. The Deputy Chair/Vice President shall hold office until the end of the first Annual General Meeting of the Society occurring after the date on which the Deputy Chair/Vice President was elected to that position or the person ceases to be a member of the Board (whichever occurs first), and shall be eligible for re-appointment by the Board to the position of Deputy Chair/Vice President; and

- (iii) a Secretary and a Treasurer, who may be the same person.
- (e) Reimbursement and Honoraria:
 - (i) The Board shall have the power at its discretion to reimburse the Chair/President, the Deputy Chair/Vice President, and members of the Board for any reasonable expenses incurred in their respective capacities on behalf of the Society and as approved by a majority vote of the Board at a Board Meeting.
 - (ii) The Board shall have the power to pay fees to the Chair/President, the Deputy Chair/Vice President and to the members of the Board as set by the Board and as approved by a majority vote at a General Meeting of the Society.

9.2 The Role of The Board:

- (a) The role of the Board is to administer, manage, control, and conduct the constitutional activities of the Society and oversee the actions of management.
- (b) Keep proper records and accounts of the financial affairs of the Society.
- (c) Have the power to operate trading bank accounts opened by the Board. Such bank accounts shall be operated by no fewer than two persons authorised by the Board, including the of the Chief Executive, provided that any payment in excess of the delegated authority limit(s) set by the Board shall be first approved by the Board.
- (d) The Board shall appoint a Chief Executive on such terms as the Board determines. Subject to the terms on which the Chief Executive is appointed by the Board, the Board may remove and replace any person appointed as the Chief Executive (**Chief Executive**).
- (e) The power to borrow on such terms as the Board decides.
- (f) The Board may appoint non-elected appointed directors as it determines.

9.3 Qualifications: Only persons falling under one of the following classes may become an Elected Board Member:

- (a) a Member who is an individual;
- (b) an Affiliated Member who is an individual or a shareholder in an entity whose subscription is current;
- (c) an officer or employee of a Member that is an incorporated body that has consented in writing to that officer or employee acting as a member of the Board and not withdrawn that consent in writing.

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

9.5 Disqualifications: The following persons are disqualified from being appointed or holding office as a Board Member:

- (a) a person who is under 18 years of age;
- (b) a person who is an undischarged bankrupt;

- (c) 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;
- (d) a person who is disqualified from being a member of the Board of a charitable entity under section 31(4)(b) of the Charities Act 2005;
- (e) a person who has been convicted of any of the following, and has been sentenced for the offence, within the last seven years:
 - (i) an offence under subpart 6 of Part 4 of the Act;
 - (ii) a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961);
 - (iii) an offence under section 143B of the Tax Administration Act 1994;
 - (iv) an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (i) to (iii);
 - (v) a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere.
- (f) a person subject to:
 - (i) an order under section 108 of the Credit Contracts and Consumer Finance Act 2003; or
 - (ii) a forfeiture order under the Criminal Proceeds (Recovery) Act 2009; or
 - (iii) 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.

9.6 Election or appointment:

- (a) Board Members shall be elected by remote ballot, postal voting and/or electronic voting in accordance with the procedures for giving Notice.
- (b) Each Member of the Society shall have one vote for each complete \$100.00 of subscription paid by 1 July immediately preceding the Annual General Meeting.
- (c) At least three months prior to the proposed election date, the Board shall:
 - (i) set the election date for elections to the Board in the following November; and
 - (ii) appoint a returning officer for those elections to the Board.
- (d) Within five Clear Days of determining the election date the Secretary shall give Notice to all financial Members calling for nominations for Board positions requiring to be filled, and such Notice shall include a nomination form and shall specify the date such nominations must be in the hands of the returning officer appointed under sub-paragraph (d)(ii) above, such date being not less than 35 Clear Days prior to the election date.
- (e) Nominees must be financial Members, and a candidate's written nomination shall be 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 Board Member by this

Constitution or the Act and may be accompanied by a signed biography not exceeding one A4 page.

- (f) At least 25 Clear Days prior to the election date the Secretary shall give Notice to all financial Members of the nominations received for Board positions and, in the event that there are a greater number than required for specific positions, forwarding a voting paper accompanied by the biographies of the candidates for election.
- (g) Election shall be by secret ballot and the names of persons for whom a Member wishes to vote shall be recorded by the Member on paper or by electronic voting and passed to an independent scrutineer appointed by the Board.
- (h) Such voting paper shall specify the latest date (not less than three Clear Days prior to the election date) it must be in the hands of the returning officer appointed by the Board to be counted as a valid vote.
- (i) In the event of a ballot being required under sub-paragraph (g) above the candidate/s polling the highest number of votes of financial Members shall be declared elected by the Secretary or the returning officer.
- (j) Ballot papers recording more than the required number of names shall be invalid.
- (k) The votes shall be counted by the independent scrutineer appointed by the Board.
- (l) At the conclusion of the voting the scrutineer shall inform the Chair/President of the meeting in writing of the number of votes cast for each nominee. The Chair/President of the meeting shall announce to the meeting the result of the poll.
- (m) The failure for any reason of any financial Member to receive such Notice shall not invalidate the election.
- (n) In the event of any vote being tied the tie shall be resolved by the incoming Board (excluding those in respect of whom the votes are tied).

9.7 **Term:**

- (a) The term of office for all Board Members shall be three years, expiring at the end of the Annual General Meeting in the year corresponding with the last year of each Board Member's term of office.
- (b) No Board Member shall serve for more than three consecutive terms.
- (c) No Chair/President shall serve for more than three consecutive terms as Chair/President.

9.8 **Removal:**

- (a) Where a complaint is made about the actions or inaction of a Board Member (and not in the Board Member's capacity as a Member of the Society) the following steps shall be taken:
 - (i) The Board Member who is the subject of the complaint, must be advised of all details of the complaint.
 - (ii) The Board Member who is the subject of the complaint, must be given adequate time to prepare a response.
 - (iii) The complainant and the Board Member who is the subject of the complaint, must be given an adequate opportunity to be heard, either in writing or at an oral hearing

by the Board (excluding the Board Member who is the subject of the complaint) if it considers that an oral hearing is required.

- (iv) Any oral hearing shall be held by the Board (excluding the Board Member who is the subject of the complaint), and/or any oral or written statement or submissions shall be considered by the Board (excluding the Board Member who is the subject of the complaint).
- (v) If the complaint is upheld the Board Member may be removed from the Board by a resolution of the Board or of a General Meeting, in either case passed by a two-thirds majority of those present and voting.

9.9 Cessation of Board membership:

- (a) A Board Member shall be deemed to have ceased to be a Board Member if that person ceases to be a Member.
- (b) Each Board Member shall within 30 Clear Days of submitting a resignation or ceasing to hold office, deliver to the Secretary all books, papers and other property of the Society held by such former Board Member.

9.10 Retirement of Elected Board Members: Persons cease to be an Elected Board Member when:

- (a) they resign by giving written notice to the Board;
- (b) they cease to fall under the classes described in this Constitution;
- (c) their term as a Board Member expires in accordance with this Constitution;

The Elected Board Members to retire at an Annual General Meeting will be:

- (d) at the Annual General Meeting of the Society in every year at least one third (to the nearest whole number) of elected Board Members must retire from office;
- (e) firstly any Member that has served longer than three consecutive three year terms and such Board Member shall not be eligible for re-election;
- (f) secondly, any Members who offer to retire and do not offer themselves for re-election;
- (g) thirdly, if those retiring according to clause 9.10, do not constitute the number of Members required to retire from office under clause 9.10(d), those of the other Members who have been longest in office since their last appointment shall retire and in the case of two Members having served equal terms the person to retire shall be determined by lot;
- (h) if a Board Member has retired or resigned since the last Annual General Meeting their retirement/resignation shall be considered as either partially or completely fulfilling the requirement that one third of elected Members must retire from office.

9.11 Elected Board Member continues to hold office: A retiring Elected Board Member continues to hold office until:

- (a) They are re-elected.
- (b) If they are not re-elected, until the Members at the meeting at which they retire (or any adjournment of that meeting) elect someone in their place; or

- (c) If the meeting does not elect someone in their place and they are not re-appointed in accordance with clause 9.6 until the end of the meeting or any adjournment of the meeting.
- (d) An elected Board Member who retires pursuant to clause 9.10 above and is eligible for re-election subject to clause 9.6.
- (e) The Members may by ordinary resolution fill the office vacated by an Elected Board Member who is retiring in accordance with this clause by electing a person who is qualified to be appointed under this Constitution to that office at the Annual General Meeting at which the out-going Member retires. If no new Elected Board Member is elected and if the retiring Member (being qualified to be appointed) is offering themselves for re-election the retiring Member shall be regarded as having been re-elected unless it is expressly resolved by ordinary resolution not to fill the vacated office or a resolution for the re-election of that Member is lost.

9.12 **Officers' duties mandatory:** At all times, each Board Member:

- (a) shall act in good faith and in what he or she believes to be the best interests of the Society;
- (b) must exercise all powers for a proper purpose;
- (c) must not act, or agree to the Society acting, in a manner that contravenes the Act or this Constitution;
- (d) when exercising powers or performing duties as a Board Member, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances considering, but without limitation, the nature of the Society, the nature of the decision, and the position of the Board Member and the nature of the responsibilities undertaken by him or her;
- (e) must not agree to the activities of the Society being continued in a manner likely to create a substantial risk of serious loss to the Society or to the Society's creditors, or cause or allow the activities of the Society to be carried on in a manner likely to create a substantial risk of serious loss to the Society or to the Society's creditors; and
- (f) must not agree to the Society incurring an obligation unless he or she believes at that time on reasonable grounds that the Society will be able to perform the obligation when it is required to do so.

9.13 **Powers:** Subject to this Constitution and any resolution of any General Meeting the Board may:

- (a) Exercise all the Society's powers, other than those required by the Act or by this Constitution to be exercised by the Society in General Meeting.
- (b) Enter into contracts on behalf of the Society or delegate such power to a Board Member, sub-committee, employee, or other person.
- (c) The management and control of the affairs of the Society shall be vested in the Board, which shall have all the powers of the Society which are not expressly required by this Constitution or by the Act, and its amendments, to be done or exercised by the Society in a General Meeting, in accordance with this Constitution.
- (d) If the Chair/President of the Society is not present at a meeting of the Board, the meeting shall be chaired by the Deputy Chair/Vice President, or if the Deputy Chair/Vice President is not present, by a member of the Board elected by those Members present at the meeting.

9.14 **Sub-committees:** The Board may appoint sub-committees consisting of such persons and for such purposes as it thinks fit. The Chair/President of any other committee is elected by the Board (with term defined by Board) as the Board may see fit.

9.15 **General issues:**

- (a) The Board and any sub-committee may act by resolution approved during a telephone conference call 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 Board meeting.
- (b) Other than as prescribed by the Act or this Constitution, the Board or any sub-committee may regulate its proceedings as it thinks fit.
- (c) All Matters dealt with by it in accordance with this Constitution and on Matters not provided for in this Constitution shall be final and binding on all Members.

9.16 **Conflicts of interest:** A member of the Board and/or of a sub-committee is interested in a Matter if the member of the Board and/or sub-committee:

- (a) may obtain a financial benefit from the Matter; or
- (b) is the spouse, civil union partner, de facto partner, child, parent, grandparent, grandchild, or first cousin of a person who may obtain a financial benefit from the Matter; or
- (c) may have a financial interest in a person to whom the Matter relates; or
- (d) is a partner, director, member of the Board and/or sub-committee, Board Member, or trustee of a person who may have a financial interest in a person to whom the Matter relates.
- (e) However, a member of the Board and/or sub-committee is not interested in a Matter:
 - (i) merely because the member of the Board and/or sub-committee receives an indemnity, insurance cover, remuneration, or other benefits authorised under the Act; or
 - (ii) if the member of the Board's and/or sub-committee's interest is the same or substantially the same as the benefit or interest of all or most other Members due to the membership of those Members; or
 - (iii) if the member of the Board's and/or sub-committee's interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence the member of the Board in carrying out the member of the Board's and/or sub-committee's responsibilities under the Act or the Constitution; or
- (f) if the member of the Board and/or sub-committee is a member of the committee of a union and the member of the Board's and/or sub-committee's interest is merely as an employee that will benefit from the union acting in the ordinary course of promoting its members' collective employment interests.
- (g) A member of the Board and/or sub-committee who is interested in a Matter relating to 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):
 - (i) to the Board and/or sub-committee; and
 - (ii) in an interests register kept by the Board.

- (h) Disclosure must be made as soon as practicable after the member of the Board and/or sub-committee becomes aware that they are interested in the Matter.
- (i) A member of the Board and/or sub-committee who is interested in a Matter:
 - (i) must not vote or take part in the decision of the Board and/or sub-committee relating to the Matter; and
 - (ii) must not sign any document relating to the entry into a transaction or the initiation of the Matter; but
 - (iii) may take part in any discussion of the Board and/or sub-committee relating to the Matter and be present at the time of the decision of the Board and/or sub-committee (unless the Board and/or sub-committee decides otherwise).
- (j) However a member of the Board 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.
- (k) Where 50 percent or more of Board 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 percent or more of the members of a sub-committee are prevented from voting on a Matter because they are interested in that Matter, the Board shall consider and determine the Matter.

10. Board meetings

- 10.1 **Frequency:** The Board shall meet 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 Chair/President or Secretary.
- 10.2 **Notice of meetings:** At least five Clear Days prior written notice of all Board meetings must be given to each Board Member. This notice requirement may, however, be waived for any Board meeting or meetings if all the Board members agree to the waiver.
- 10.3 **Procedure:** The Chair/President will chair all Board Meetings.
- 10.4 **Quorum:** The quorum for Board meetings is at least two-thirds of the number of Board Members.

11. Records

- 11.1 **Register of Members:** The Secretary shall keep an up-to-date Register of Members, recording for each Member their name, contact details, the date they became a Member, and any other information required by this Constitution or prescribed by Regulations under the Act.
- 11.2 **Renewal:** On renewal of the membership the Member agrees to re confirm all details are correct and up to date every Member shall promptly advise the Secretary of any change of their contact details.
- 11.3 **Access to Register of Members:** With reasonable notice and at reasonable times, the Secretary shall make the Register of Members available for inspection by Members and Board Members. However, no access will be given to information on the Register of Members to Members or any other person, other than as required by law.
- 11.4 **Register of interests:** The Secretary shall always maintain an up-to-date register of the interests disclosed by Board Members.

11.5 Access to other information:

- (a) A Member may at any time make a written request to the Society for information held by the Society.
- (b) The request must specify the information sought in sufficient detail to enable the information to be identified.
- (c) The Society must, within a reasonable time after receiving a request:
 - (i) provide the information, or
 - (ii) agree to provide the information within a specified period, or
 - (iii) 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
 - (iv) refuse to provide the information, specifying the reasons for the refusal.
- (d) Without limiting the reasons for which the Society may refuse to provide the information, the Society may refuse to provide the information if:
 - (i) withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
 - (ii) 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
 - (iii) 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
 - (iv) withholding the information is necessary to maintain legal professional privilege, or
 - (v) the disclosure of the information would, or would be likely to, breach an enactment, or
 - (vi) 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
 - (vii) the request for the information is frivolous or vexatious.
- (e) 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 ten working days after receiving notification of the charge, the Member informs the Society—
 - (i) that the Member will pay the charge; or
 - (ii) that the Member considers the charge to be unreasonable.

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

12. Finances

12.1 **Control and management:** The funds and property of the Society shall be:

- (a) controlled, invested, and disposed of by the Board, subject to this Constitution;
- (b) devoted solely to the promotion of the purposes of the Society;
- (c) collected and accounted for as subscriptions and funds of the Society; and
- (d) disbursed funds of the Society.

12.2 **Review Of Accounts:**

- (a) The accounts of the Society shall be reviewed at the end of each financial year and, by a Chartered Accountant, who shall be appointed to this role each year by the Board.
- (b) The accounts of the Society may have a full audit once every three years by a Chartered Accountant, who will be appointed to this role by the Board.

12.3 **Balance date:** The Society's financial year shall commence on 1 July of each year and end on 30 June (the latter date being the Society's balance date).

13. **Dispute resolution**

13.1 **Raising disputes:** Any grievance by a member, and any complaint by anyone, is to be lodged by the complainant with the Secretary in writing and must provide such details as are necessary to identify the details of the grievance or complaint. All Members (including the Board) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Society's activities.

13.2 **Dispute approach:** The complainant raising a grievance or complaint, and the Board, must consider and discuss whether a grievance or complaint may best be resolved through informal discussions, mediation, or arbitration. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

13.3 **Investigating disputes:** This rule concerns any grievances of Members relating to their rights and interests as Members, and any complaints concerning the alleged conduct or discipline of Members, collectively referred to as "disputes."

These disputes procedures are designed to enable and facilitate the fair, prompt and efficient resolution of grievances and complaints.

- (a) Rather than investigate and deal with any grievance or complaint, the Board may:
 - (i) appoint a sub-committee to deal with the same, or
 - (ii) refer the same to an external arbitrator, arbitral tribunal, or external visitor (or referee), so long as minimum standards of natural justice and the following requirements under this rule are satisfied,
- (b) The Board or any such sub-committee or person considering any grievance or complaint is referred to hereafter as the "decision-maker". The decision-maker:
 - (i) shall consider whether to investigate and deal with the grievance or complaint, and
 - (ii) may decline to do so (for instance, if the decision-maker is satisfied that the complainant has insufficient interest in the Matter or otherwise lacks standing to raise it; the Matter is trivial or does not appear to disclose material misconduct or material; the Matter raised appears to be without foundation or there is no apparent evidence to support it; some damage to Members' interests may arise; or the

conduct, incident, event or issue has already been investigated and dealt with by the Society).

- (c) Where the decision-maker decides to investigate and deal with a grievance, the following steps shall be taken:
- (i) The complainant and the Member, or the Society, which is the subject of the grievance, must be advised of all details of the grievance.
 - (ii) The Member, or the Society, which is the subject of the grievance, must be given an adequate time to prepare a response.
 - (iii) The complainant and the Member, or the Society, which is the subject of the grievance, must be given an adequate opportunity to be heard, either in writing or at an oral hearing if the decision-maker considers that an oral hearing is required.
 - (iv) Any oral hearing shall be held by the decision-maker, and/or any written statement or submissions shall be considered by the decision-maker.
 - (v) Where the decision-maker decides to investigate and deal with a complaint, the following steps shall be taken:
 - (vi) The complainant and the Member complained against must be advised of all allegations concerning the Member, and all details of the complaint.
 - (vii) The Member complained against must be given an adequate time to prepare a response.
 - (viii) The Member complained against must be given an adequate opportunity to be heard, either in writing or at an oral hearing if the decision-maker considers that an oral hearing is required.
 - (ix) Any oral hearing shall be held by the decision-maker, and/or any written statement or submissions shall be considered by the decision-maker.
- (d) A Member may not decide on or participate as a decision-maker in regard to a grievance or complaint, if two or more Board Members, or the decision-maker, consider that there are reasonable grounds to infer that the person may not approach the grievance or complaint impartially, or without a predetermined view. Such a decision must consider the context of the Society and the particular case and may include consideration of facts known by the other Members about the decision-maker, so long as the decision is reasonably based on evidence that proves or disproves an inference that the decision-maker might not act impartially.

13.4 Resolving disputes: The decision-maker may:

- (a) dismiss a grievance or complaint, or
- (b) uphold a grievance and make such directions as the decision-maker thinks appropriate (with which the Society and Members shall comply),
- (c) uphold a complaint and:
 - (i) reprimand or admonish the Member, and/or
 - (ii) suspend the Member from membership for a specified period, or terminate the Member's membership, and/or

- (iii) order the complainant (if a member) or the Member complained against, to meet any of the Society's reasonable costs in dealing with a complaint.

14. Winding up

- 14.1 **Process:** The Society may be wound up, liquidated, or removed from the Register of Incorporated Societies in accordance with the provisions of the Act.
- 14.2 **Notice:** The Secretary shall give Notice to all Members of the proposed motion to wind up the Society, or remove it from the Register of Incorporated Societies and of the General Meeting at which any such proposal is to be considered, of the reasons for the proposal, and of any recommendations from the Board in respect to such notice of motion.

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

- 14.3 **Surplus assets:** On the winding up, liquidation or removal from the Register of Incorporated Societies, the Society's surplus assets (after the discharge and payment of all of the Society's liabilities) will be paid:

- (a) to an institution having objects similar to those of the Society and chosen by the Members, or by the Board, if the Members do not choose; or
- (b) if no appropriate institution can be found to a charity or charities in New Zealand chosen by its members or, by the Board, if the Members do not choose;

surplus assets may not be directly or indirectly distributed to the Members.

15. Alterations to this Constitution

- 15.1 **Amending this Constitution:** The Society may amend or replace this Constitution at a General Meeting by a resolution in writing passed by a two-thirds of majority of those Members present and voting.
- 15.2 **Motion:** Any proposed motion to amend or replace this Constitution shall be signed by at least 10 percent of eligible Members and given in writing to the Secretary at least 30 Clear 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.
- 15.3 **Notice:** At least 30 Clear 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 Board has.
- 15.4 **Notification:** 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.

16. Other

- 16.1 **Common seal:** The common seal of the Society must be kept in the custody of the Chair/President and the use of the common seal must be authorised by the Board.
- 16.2 **Use of common seal:** The common seal may be affixed to any document:
 - (a) by resolution of the Board, and must be countersigned by two Board Members or by one Board Member and the Deputy Chair/Vice President: and
 - (b) by such other means as the Board may resolve from time to time.

16.3 **Contact person:** The Society must have at least one contact person, who must be:

- (a) at least 18 years of age;
- (b) a Board Member;
- (c) at all times be resident in New Zealand; and
- (d) not disqualified under the Act from holding that office,

and shall be appointed by the Board.

16.4 **Change in control person:** Any change in that contact person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 25 Clear Days of that change occurring, or the Society becoming aware of the change.

16.5 **Bylaws:** The Board 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 this Constitution.

Schedule 1

I..... of

Being a member of Irrigation New Zealand hereby appoint

..... of

As my proxy to vote for me on my behalf at the meeting of Irrigation New Zealand to be held on the
.....day of20....

And at any adjournment thereof.

Signed this.....day.....20....

Signature.....