

CONSTITUTION

2025

Constitution and Rules of Canterbury Pilgrims & Early Settlers Association Incorporated

1. NAME

- 1.1 The name of the Society shall be “Canterbury Pilgrims & Early Settlers Association Incorporated”, in this Constitution called the “Society”.
- 1.2 The official Badge of the Society shall be of such form as shall be decided upon by any General Meeting of the Society.

2. CHARITABLE STATUS

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

3. PURPOSE

- 3.1 To promote friendship and perpetuate a Feeling of Respect among the Descendants of the Early Settlers of the Canterbury Province and others by social activities,
- 3.2 To inspire and perpetuate a Feeling of Respect and Admiration for the Pioneers of Canterbury and foster their Spirit.
- 3.3 To hold regular meetings of an interesting nature, and promote literary and historic matters dealing with Pioneer Adventure and Endeavour in Canterbury.
- 3.4 To collect and preserve books, Manuscripts and Records of historical interest. Such donations and gifts will be held by the Society in a secure and safe environment to ensure their survival and security for future generations. Any other organisation outside the Society that has been loaned any such donation or gift, shall sign a Memorandum of Acknowledgement of the same.
- 3.5 To encourage the investigation of the historical topography of Canterbury with the identification and marking of places of interest.
- 3.6 Generally to encourage all attempts to engender and spread knowledge of the history of Canterbury.

4. DEFINITIONS

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

‘**Act**’ means the Incorporated Societies Act 2022 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.

‘**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.

‘**Chairperson**’ means the **Officer** responsible for chairing **General Meetings** and committee meetings, and who provides leadership for the **Society**.

‘**Committee**’ means the **Society**’s governing body.

‘**Constitution**’ means the rules in this document.

‘**Deputy Chairperson**’ means the **Officer** elected or appointed to deputise in the absence of the **Chairperson**.

‘**Financial Members**’ means Ordinary Members and Associate Members who have paid any required subscriptions.

‘**General Meeting**’ means either an **Annual General Meeting** or a **Special General Meeting** of the **Members** of the **Society**.

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

‘**Interests Register**’ means the register of interests of **Officers**, kept under this **Constitution** and as required by section 73 of the **Act**.

‘**Matter**’ means—

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

‘**Member**’ means a person who has consented to become a **Member** of the **Society** and has been properly admitted to the **Society** (whether an Ordinary Member, an Associate Member, or an Honorary Member) and who has not ceased to be a Member of the Society.

‘**Notice**’ to **Members** includes any notice given by email, post, or courier.

‘**Officer**’ means a natural person who is:

- a member of the **Committee**, or
- occupying a position in the **Society** that allows them to exercise significant influence over the management or administration of the **Society**, including any Chief Executive or Treasurer.

‘**Register of Members**’ means the register of **Members** kept under this **Constitution** as required by section 79 of the **Act**.

‘**Secretary**’ means the **Officer** responsible for the matters specifically noted in this **Constitution**.

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

‘**Working Days**’ mean as defined in the 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.

5. ACT AND REGULATIONS

5.1 Nothing in this Constitution authorises the Society to do anything which contravenes or is inconsistent with the Act, any regulations made under the Act or any other legislation.

6 SOCIETY POWERS

6.1 The Society has full capacity to carry on or undertake any activity, do any act, or enter into any transaction, and has full rights, powers and privileges to do so, are subject to the following restrictions;

- The Society does not have the power to borrow money.
- The Activities of the Society are to be limited to New Zealand.
- As otherwise provided by the Act, any other legislation, and general law.

6.2 The Society must not be carried on for the financial gain of any of its Members.

6.3 The Society may use the funds of the Society as the Committee thinks necessary or expedient in the payment of the costs and expenses or of the Society, including the employment and dismissal of professional advisors, agents, Officers and staff.

6.4 Any income, benefit or advantage will be applied to the furtherance of the purposes of the Society and, no Officer or Member or the Society or any other person associated with an Officer shall be paid an income unless it is reasonable

and relative to that which would be paid in an arm's length transaction (being open market value).

- 6.5 The Society has the power to invest surplus funds in any way permitted by law.
- 6.6 The provision and effect of this Clause shall not be removed from the Constitution and shall be implied into any document replacing this Constitution.

7. REGISTERED OFFICE

- 7.1 The REGISTERED OFFICE of the Society will be c/- 52 Quaifes Road, Halswell, Christchurch 8025 or any such place that the committee may from time to time determine.
- 7.2 Changes to the registered office shall be notified to the Registrar of Incorporated Societies—
- at least 5 working days before the change of address for the registered office is due to take effect, and
 - In a form and as required by the Act.

8 CONTACT PERSONS

- 8.1 The Committee will appoint and maintain at least one, and up to three contact persons for the Registrar of Incorporated Societies in accordance with the Act. Who will be over the age of 18 and ordinarily resident in New Zealand. Appointees may be the President, Secretary or Treasurer.
- 8.2 Each contact person's name will be provided to the Registrar of Incorporated Societies, along with their contact details, including:
- a physical address or an electronic address, and
 - a telephone number: and
 - any such information that may be required by the Act
- 8.3 Any change in the appointee's names or contact details shall be advised to the Registrar of Incorporated Societies with 20 working days of that change occurring, or the Society becoming aware of the change.

9 MEMBERSHIP

- 9.1 The Society shall maintain the minimum number of 10 Members required by the Act.
- 9.2 The Membership of the Society shall comprise of Ordinary Members, Associate Members and Honorary Members.

- 9.3 Any person wishing to become an Ordinary Member of the Society may apply or be nominated by a financial Member and thereafter be elected by the Committee. To qualify as an Ordinary Member the applicant must meet the criteria in clause 9.4:
- 9.4 Be a descendant of an ancestor who lived in the Canterbury Region, New Zealand, prior to the Abolition of the Canterbury Provincial Council, that is, on or prior to the Thirty First day of October, 1876.
- 9.5 The committee may elect any person as an Honorary Member who, by reason of his/her Special Qualifications, or association, or for any other good cause as decided by the Committee, is in their opinion, a suitable person to be elected subject to that persons consent to become an Honorary Member.
- 9.6 An Associate Member is the Husband or Wife or Partner of any qualified Member.
- 9.7 All Ordinary Members and Associate Members shall be liable to pay the annual subscription as set and shall be entitled to vote at any election or meeting of the Society.
- 9.10 All Members and Associate Members must complete and sign a Membership application form recording their consent to be a member, supply any information as may reasonably be required by the Committee regarding the application for Membership and will become a Member on acceptance of that application by the Committee. Members must include, on the Membership application form, their contact details and telephone number.
- 9.11 The Committee may accept or decline an application for membership at its sole discretion. The Committee must advise the applicant of their decision.
- 9.12 All Members shall advise the Society in writing of any changes to their details described in cl 9.10
- 9.13 All Members shall promote the interests and purposes of the Society and shall do nothing to bring it into disrepute.
- 9.14 The signed written consent of every Member to become a Society Member shall be retained in the Society's membership records.

10. RESIGNATION AND CESSATION OF MEMBERSHIP

- 10.1 Any person wishing to resign from the Membership of the Society shall give written and dated notice of the same to the Secretary. There will be no refund of any subscription that may have been paid and any resignation shall take effect as from the date of the written notice.

10.2 A member ceases to be a Member on death, or:

- On termination of a Members membership following a dispute resolution process under this Constitution, or
- By resolution by the Committee where the Member has failed to pay any required subscription by the due date.

11 OBLIGATIONS ONCE MEMBERSHIP HAS CEASED

11.1 A Member who has ceased to be a Member under this Constitution

- remains liable to pay all required subscriptions and other fees to the Society's next balance date,
- shall cease to hold himself or herself out as a Member of the Society, shall return to the Society all material provided to Members by the Society (including any membership certificate, and books), and
- shall cease to be entitled to any of the rights of a Society Member.

12 BECOMING A MEMBER AGAIN

12.1 Any former Member may apply for re-admission in the same manner prescribed for new applicants, and may be re-admitted only by resolution of the Committee.

12.2 However, if a former Member's Membership was terminated following a disciplinary or dispute resolution process, the applicant may be re-admitted only by a resolution passed at a General Meeting on the recommendation of the Committee.

13 SUBSCRIPTIONS

13.1 The Annual Subscription to the Society for each Member shall be an amount as recommended by the Committee to the Members at the Annual General Meeting and decided by vote. If the Committee wish to review this amount outside of the Annual General Meetings, they must call a Special Meeting of all members to obtain approval for such action.

13.3 The amount set is payable for the period from the first day of January to the thirty first day of December that year, and becomes payable in advance until the last day in March of that year.

13.4 New Members joining the Society in November or December the preceding financial year may have their annual subscription carried through to December the following financial year for that year only.

13.5 Any Ordinary Member or Associate Member failing to pay the annual subscription, within 3 calendar month(s) of the date the same was due for payment shall be considered as unfinancial and shall (without being released from the obligation of payment) have no membership rights and shall not be entitled to participate in any Society activity or to access or use the Society's facilities, and other property until all the arrears are paid. If such arrears are not paid within 4 calendar months of the due date for payment of the subscription, the Committee may terminate the Ordinary Member's or Associate Member's membership (without being required to give prior notice to them)..

14 ANNUAL GENERAL MEETINGS AND SPECIAL MEETINGS

14.1 The Annual General Meeting of the Society shall be held no later than the 31st day of March each Year (and in all cases shall be held no later than 6 months after each Society's balance date and not later than 15 months after the previous Annual General Meeting), at such time and place as shall be fixed by the Committee. All Financial Members will be advised of this by written notice including as posted, in our quarterly newsletter, on our website and any of our social media pages, or any other electronic means at least seven (7) days prior to the date fixed for the meeting.

14.2 At such a meeting, the Committee, through the President or Chairperson, shall confirm the last Annual General Meeting or Special Meetings Minutes for the last year, give an Annual Report (which shall cover the operations and affairs of the Society) and present a Financial Account Report (which shall include the financial statements of the Society) for the last year, set the subscription fee, conduct elections for the ensuing twelve (12) Months and give notice of any disclosures of conflicts of interest made by Officers during that period, (including a summary of the matters, or types of matters, to which those disclosures relate) and any other business that comes before it.

14.3 The Committee may propose Motions for the Society to vote on (Committee Motions), which shall be notified to Members with the notice of the Annual General Meeting or Special Meeting. A suitably qualified Accountant shall be appointed.

14.4 The Secretary, or another appropriate officer nominated to do so, will keep Minutes of all Annual General Meetings and Special meetings.

- 14.5. Written resolutions may not be passed in lieu of an Annual General Meeting or Special meeting. Any decisions made when a quorum is not present are not valid.
- 14.6. The Annual General Meeting or Special Meeting and its business will not be invalidated simply because one or more Members do not receive the Notice of the Meeting.
- 14.7 The Committee shall ensure a Financial Member represents the Society on the Canterbury Museum Board at all times as per the Canterbury Museum Trust Board Act of 1993.
- 14.8 A Special Meeting of the Society may be convened by order of the President or Committee, or upon written submission of not less than ten (10) per cent of Financial Members of the Society. Such request shall state the business for such a meeting and shall be actioned by the President or Committee within fourteen (14) days of receipt.
- 14.9. If, within half an hour after the time appointed for a Annual General Meeting or Special 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 President of the Society, and if at such adjourned meeting a quorum is not present those Members present in person shall be deemed to constitute a sufficient quorum.
- 14.10 Only Financial Members may attend, speak and vote at the AGM or Special Meeting in person. No proxy voting shall be permitted. Any Financial Member may request that a motion be voted on ('Member's Motion') at an AGM or Special Meeting by giving notice to the Secretary or Committee at least 7 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 Annual General meeting or Special Meeting is given to Members, notice of the Motion shall be provided to Members with the written Notice of the Annual General Meeting or Special Meeting.
- 14.11 All motions will be decided by a simple vote of a show of hands provided a quorum is present. A quorum will be of least twelve (12) Financial Members. If any more than three (3) Financial Members demand a written ballot, this shall be taken. If this results in a tied vote the Chairperson or President shall have the casting vote. Two scrutineers appointed for this purpose shall count votes.
- 14.12 The Chairperson or President of the Annual General Meeting or Special Meeting may direct that any person not entitled to be present at the Meeting, or

obstructing the business of the Meeting, or behaving in a disorderly manner, or being abusive, or failing to abide by the directions of the chairperson be removed from the Meeting.

- 14.13 Apart from Social meetings, no business shall be transacted at any meeting unless at least twelve (12) Financial Members are present.

15 COMMITTEE

- 15.1 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 Committee, in accordance with the Incorporated Societies Act 2022, any Regulations made under that Act, and this Constitution.
- 15.2 The Committee shall consist of at least three (3) Officers and no more than nine (9) Officers. A majority of the Officers on the Committee must be Members of the Society.
- 15.3 The Officers of the Committee shall consist of: a Patron, a President, Secretary, Treasurer and no more than five (5) other Officers. The Patron shall be an Honorary Member.
- 15.4 All of the above shall be elected or re-elected at the Annual General Meeting of the Society by the vote of all Financial Members present.
- 15.5 Nominations for the Committee shall be in the hands of the Secretary in writing no later than February 28 each year.
- 15.6 If the nominations received are lower than what is required to fill all positions on the Committee, nominations may be received from the floor at the Annual General Meeting by the Financial Members.
- 15.7 The Committee will have the power to fill any vacancy on the Committee outside the Annual General Meeting if insufficient nominations are received at the Annual General meeting. But if the number is reduced below the minimum stated in this Constitution, the continuing Committee Officers may act for the purpose of increasing the numbers of the Committee to the minimum, but for no other purpose. The Committee may also have the power to fix any remuneration if necessary, but any proposed recipient of such remuneration may not take part in any discussion or voting on the same.
- 15.8 The Committee may, by a motion decided by two thirds (2/3rds) majority of votes, terminate a person's position on the Committee, if it believes such action is in the best interest of the Society.

16. ALTERATION OF THIS CONSTITUTION

- 16.1 No addition to, deletion from or alteration of this Constitution shall be made which would allow personal financial profits to any individual or member.
- 16.2 The Society may amend this Constitution by a simple majority of votes by Financial Members at a General Meeting.
- 16.3 Any proposed resolution to amend or replace this Constitution shall be signed by at least 10 per cent of eligible Members and given in writing to the Committee at least 14 Working Days before the General Meeting at which the resolution is to be considered, with an accompanied written explanation for the reasons for the proposal.
- 16.4 At least 7 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.
- 16.5 When an amendment is approved at 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.

17 COMMITTEE MEETINGS

- 17.1 A quorum will be at least half of its Officers.
- 17.2 If a Committee Officer does not attend three (3) consecutive meetings without leave of absence that Officer may, at the discretion of the Committee, be removed as Committee Officer and from any office on the Committee which he or she holds.
- 17.3 All resolutions will if possible be decided by consensus. In the event that a consensus cannot be reached then a decision will be made by majority vote by a show of hands, unless any Officer calls for a secret vote. Every Officer shall have one vote. This request for a secret vote cannot be refused. If voting is tied the Chairperson will have the casting vote.
- 17.4 The President of the Society shall chair each meeting. In the absence of the President the Committee will elect a person to chair the meeting from among the Committee Officers present. The appointed chairperson will have a casting vote in the event of a tied vote on any resolution of the Committee.
- 17.5 The Committee shall meet monthly but need only meet once in the December-January period. Meetings may be held in person or by any other means of communication including : audio, or audio and visual, by which all members of

the Committee participating and constituting a quorum can simultaneously hear each, other throughout the meeting as convened by the Chairperson or Secretary.

- 17.6 The Secretary, or Chairperson, shall give to all Committee Officers not less than 5 Working Days' notice of Committee meetings, but in cases of urgency a shorter period of notice shall suffice.
- 17.7 The 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 Committee or sub-committee meeting.
- 17.8 The Secretary will ensure that a Minute Book is maintained, which is available to any Member of the Society and which for each meeting of Committee records:
 - The names of those present
 - All decisions which are required by this Constitution to be made by this Committee and:
 - All Registers and records as may be required under the Act.
 - Any other matters.
- 17.9 The President or any three (3) Committee Officers who, in their opinion, for the continued welfare of the Society, may through the Secretary call for a Special Meeting of the Committee for the consideration of urgent business.

18 SUB COMMITTEES

- 18.1 The Committee may from time to time appoint any sub-committee consisting of such persons (whether or not Members of the Society) and for such purposes as it thinks fit.
- 18.2 Any sub-committee or persons, to whom the Committee has delegated powers and duties will be bound by any terms or conditions of the delegation set by the Committee.
- 18.3 The Committee will be able to revoke such a delegation at will, and no such delegation will prevent the exercise of any power or the performance of any duty by the Committee.
- 18.4 Unless otherwise resolved by the 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 Committee, and
- a sub-committee must not further delegate any of its powers.

19. OFFICERS QUALIFICATIONS

19.1 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 from being appointed or holding office as an Officer of the Society, namely—

- a. person who is under 16 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, or any other similar legislation
- d. a person who is disqualified from being a member of the governing body of a charitable entity under 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 7 years—
 1. an offence under subpart 6 of Part 4 of the Act
 2. a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961)
 3. an offence under section 143B of the Tax Administration Act 1994
 4. an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (1) to (3)
 5. a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere
- f. a person subject to:
 1. a banning order under subpart 7 of Part 4 of the Act, or
 2. an order under section 108 of the Credit Contracts and Consumer Finance Act 2003, or
 3. a forfeiture order under the Criminal Proceeds (Recovery) Act 2009, or

4. a property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act
 - 5 a person who is subject to an order that is substantially similar to an order referred to in paragraph (6) 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.
- 19.2 Prior to election or appointment as an Officer a person must
- a. consent in writing to be an Officer and
 - b. certify in writing that they are not disqualified from being elected or appointed as an Officer either by this Constitution or the Act
- 19.3 Each consent and certificate provided under clause 19.2 shall be retained in the Society's records.

20. OFFICER'S DUTIES

20.1 At all times each Officer:

- 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 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.
- e. must not agree to the activities of the Society being carried on in a manner likely to create a substantial risk of serious loss to the Society or to the Society's creditors, or cause or allow the activities of the Society to be carried on in a manner likely to create a substantial risk of serious loss to the Society or to the Society's creditors, and
- f. must not agree to the Society incurring an obligation unless he or she believes at that time on reasonable grounds that the Society will be able to perform the obligation when it is required to do so.

21. TERM

21.1 The term of office for all Officers elected to the Committee shall be one year, expiring at the end of the Annual General meeting in the year corresponding with the last year of each Officer's term of office.

21.2 No Officer shall serve for more than 20 consecutive terms

21.3 No Chairperson shall serve for more than 7 consecutive years as Chairperson

22. REMOVAL OF OFFICERS

22.1 An Officer shall be removed as an Officer by resolution of the Committee or the Society where in the opinion of the Committee or Society:

- The Officer elected to the Committee has been absent from three committee meetings without leave of absence from the Committee, or
- brought the Society into disrepute, or
- failed to disclose a conflict of interest.

22.2 An Officer shall also be removed where the Committee unanimously passes a vote of no confidence.

22.3 Removal will have effect from (as applicable) the date specified in a resolution of the Committee or Society and if no date is specified then it will have immediate effect.

23. CEASING TO HOLD OFFICE

23.1 An Officer ceases to hold office when their term expires, they resign (by notice by writing to the committee,) are removed or die, or otherwise vacate office in accordance with section 50 (1) of the Act.

23.2 Each Officer shall within 14 fourteen Working Days of submitting a resignation or ceasing to hold office, deliver to the Committee all books, papers and other property of the Society held by such former Officer

24. CONFLICTS OF INTEREST

24.1 An Officer or member of a sub-committee who is an Interested Member in respect in 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)

- a. to the Committee and or sub-committee and
 - b. in an Interests Register kept by the Committee.
- 24.2 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.
- 24.3 An Officer or member of a sub-committee who is an Interested Member regarding a Matter:
- a. Must not vote or take part in the decision of the Committee and/or sub-committee relating to the Matter unless all members of the Committee who are not interested in Matter consent; and
 - b. Must not sign any document relating to the entry into a transaction or the initiation of the Matter unless all members of the Committee who are not interested in the Matter consent; but
 - c. May take part in any discussion of the Committee and/or sub-committee relating to the Matter and be present at the time of the decision of the Committee and/or sub-committee (unless the Committee or sub-committee decides otherwise).
- 24.4 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.
- 24.5 Where there are 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.
- 24.6 Where 50 per cent or more of the Members of a sub-committee are prevented from voting on a matter they are interested in that Matter, the Committee shall consider and determine that Matter.

25. INTERESTS REGISTER

- 25.1 The Committee shall at all times maintain an up-to-date- Interests Register recording the interests disclosed by Officers and by Members of any sub-committee and such other information as is required by the Act.

26. REGISTER OF MEMBERS

- 26.1 The Society shall keep an up-to-date Register of Members,

- 26.2 For each current Member the information contained in the Register of Members shall include:
- a. Their name;
 - b. 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;
 - c. Physical address;
 - d. Email address;
 - e. Phone number; and
 - f. Whether the Member is financial or unfinancial.
- 26.3 Every current Member shall promptly advise the Society of any change of the Members contact details.
- 26.4 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 Members name and the date the former Member ceased to be a Member.

27. ACCESS TO INFORMATION FOR MEMBERS

- 27.1 A Member may at any time make a written request to the Society for information held by the Society. The request must specify the information sought in sufficient detail to enable the information to be identified. The Society must, within a reasonable time after receiving a request provide the information, or agree to provide the information within a specified period or:
- a. agree to provide the information with 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
 - b. refuse to provide the information, specifying the reasons for the refusal.
- 27.2 Without limiting the reasons for which the Society may refuse to provide the information, the Society may refuse to provide the information if;
- a. withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
 - b. 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
 - c. 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
 - d. the information is not relevant to the operation or affairs of the Society, or

- e. withholding the information is necessary to maintain legal professional privilege, or
- f. the disclosure of information would, or would be likely to, breach an enactment, or
- g. 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.
- h. The request for the information is frivolous or vexatious, or
- i. The request seeks information about a dispute or complaint which is or has been the subject of the procedures for resolving such matters under this Constitution and the Act 2022

27.3 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;

- a. that the Member will pay the charge; or
- b. that the Member considers the charge to be unreasonable.

27.4 Nothing in this Rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

27.5 A Member may, at any time, make a written request to the Society for either or both of the following, and the Society must, within a reasonable period after receiving the request and without charge, provide to the requesting Member:

- The financial statements of the Society that were presented at the most recent Annual General meeting of the Society: and
- The minutes of the most recent General meeting of the Society

28. FINANCIAL ARRANGEMENTS

28.1 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 and purposes of the Society.

28.2 At the first meeting of the Committee in each financial year, the Committee will decide the following:

- a. The Committee shall maintain bank accounts in the name of the Society at such Bank as from time to time the Committee determines. All payments from this account shall be approved by two of three Officers from the

Committee as decided by the Committee. These are normally the President, Secretary and Treasurer.

- b. The Committee shall appoint a suitably qualified Accountant to act as a Reviewer of the annual Financial Year Accounts for that purpose. The Reviewer must not be a member of the Committee.
 - c. All money received on account of the Society shall be banked within 5 working days of receipt.
 - d. All accounts paid or for full payment shall be submitted to the Committee for approval of payment.
- 28.3 The Treasurer shall establish and maintain a satisfactory system of control of the Society's accounting records and these will be kept in written form or in a form or manner that is easily accessible and convertible into a written form to correctly record the transactions of the Society, which allow the Society to produce financial statements to be readily and properly reviewed.
- 28.4 The Treasurer will as soon as practicable after the end of the financial year arrange for the Accounts of the Society for that financial year to be reviewed by the Accountant appointed for that purpose. These accounts are to be made available to the public.
- 28.5 The Treasurer will ensure that the Society's financial statements and annual return are completed, dated and signed by or behalf of the Society by 2 members of the Committee, and filed with the Registrar within 6 months after the Society's balance date.
- 28.6 Accounting records must be kept for the current accounting period and for the last 7 completed accounting periods of the Society.
- 28.7 The Society shall follow and apply the accounting reporting standards required by the Act and its financial statements shall include such information as required by the Act

29. BALANCE DATE

- 29.1 The Society's financial year shall commence on 1st January of each year and end on 31st December. The latter being the balance date.

30. DISPUTE RESOLUTION

- 30.1 A disagreement is a Dispute if:

- a. It is between:
 - 2 or more members; or
 - 1 or more members and the Society; or
 - 1 or more members and 1 or more officers; or
 - 2 or more officers; or
 - 1 or more officers and the society; or
 - 1 or more members or officers and the society; and
- b. The disagreement or conflict relates to an allegation that –
 - a member or an officer has engaged in misconduct: or
 - a member or an officer has breached, or is likely to breach, a duty under the society’s constitution or bylaws of this Act: or
 - the society has breached, or is likely to breach, a duty under the society’s constitution or bylaws of this Act: or
 - a members rights or interests as a member have been damaged or a members’ rights or interests generally have been damaged.

30.2 A Member or an Officer may raise any dispute by raising a complaint to the Committee (or complaints subcommittee) a notice in writing that:

- a. states that the member or Officer is starting a procedure for resolving a dispute in accordance with this Constitution: and
- b. sets out with particularity the allegation or allegations to which the dispute relates and whom the allegation is against: and
- c. sets out any other information reasonably required by the Society.

30.3 The Society may make a complaint involving an allegation against a Member or an Officer by giving to the member or officer a notice in writing that –

- a. states that the society is starting a procedure for resolving a dispute in accordance with the society’s constitution: and
- b. sets out the allegation to which the dispute relates.

30.4 The information given under clause 30.2 or 30.3 must be sufficient to ensure that a person against whom an allegation is made can be fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.

30.5 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.

- 30.6 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.
- 30.7 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 –
- 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 statement or submissions (if any) are considered by the decision maker.
- 30.8 This clause applies if a complaint involves an allegation that a member, an officer, or society (the respondent)-
- a. has engaged in misconduct; or
 - b. has breached, or is likely to breach, a duty under the society's constitution or bylaws of this Act; or
 - c. has damaged the rights or interests of a member or the rights or interests of members generally.
- 30.09 Where cl 30.8 applies, the respondent has a right to be heard before the complaint is resolved or any outcome is determined.
- 30.10 Where cl 30.8 applies, if the respondent is the society, an officer may exercise the right on behalf of the society.
- 30.11 Where cl 30.8 applies. Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if-
- a. the respondent is fairly advised of all allegations concerning the respondent with sufficient details and time given to enable the respondent to prepare a response; and
 - b. the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - c. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - d. an oral hearing (if any) is held before the decision maker; and

- e. the respondent's written statement or submissions (if any) are considered by the decision maker.
- 30.12 Disputes must be dealt with under this Constitution in a fair, efficient, and effective manner and in accordance with the provisions of the Act.
- 30.13 The Society must, as soon as reasonably practicable after receiving or becoming aware of a complaint made in accordance with this Constitution, ensure that the dispute is investigated and determined.
- 30.14 Despite clauses 30.12 and 30.13 a society may decide not to proceed further with a complaint if -
- a. the complaint is trivial; or
 - b. the complaint does not appear to disclose or involve any allegation or the following kind:
 - that a member or an officer has engaged in material misconduct;
 - that a member, officer, or society has materially breached, or is likely to materially breach, a duty under the society's constitution or bylaws or this Act
 - that a member's rights or interests or members rights or interests generally have been materially damaged:
 - c. the complaint appears to be without foundation or there is no apparent evidence to support it; or
 - d. the person who makes the complaint has an insignificant interest in the matter; or
 - e. the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the constitution; or
 - f. there has been an undue delay in making the complaint.
- 30.15 The Society may refer a complaint to:
- a. a subcommittee or an external person to investigate and report; or
 - b. a subcommittee, arbitral tribunal, or external person to investigate and make a decision
- 30.16 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 tikanga-based practice).
- 30.17 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 sub-committee consider that there are reasonable grounds to believe that person may not be impartial or able to consider the matter without a predetermined view.

31. LIQUIDATION OF SOCIETY

31.1 The Committee shall give 30 working days written notice to all Members of the proposed resolution to put the Society into liquidation, and 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. Any resolution to put the society into liquidation must be passed by a simple majority of all Members present and voting.

32. DEREGISTERING SOCIETY

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

32.2 The Committee shall give 30 working days' notice in writing to all the Members of the proposed resolution to remove the Society from the Register of Incorporated societies. They will 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 the information as required by section 228(4) of the Act.

32.3 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.

33. DISPOSITION OF SURPLUS ASSETS

33.1 On liquidation or removal from the Register of Incorporated Societies the surplus assets of the Society – after payment of all debts, costs and liabilities- shall be distributed to other not- for- profit educational or charitable institutions with-in the Province of Canterbury.

34. COMMON SEAL

34.1 The Common Seal of the Society shall be kept in the custody and control of the Secretary, or such other Officer appointed by the Committee.

34.2 When required, the Common Seal will be affixed to any document following a resolution by the Committee and will be signed by the Chairperson (or Committee Officer acting as the Chair) and one other person appointed by the Committee.