

# ***Grey Power Napier and Districts Association Incorporated***

## **CONSTITUTION**

Registration Number: 352195

NZBN: 9429042634195

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### **1. NAME**

The name of the incorporated society is **GREY POWER NAPIER and DISTRICTS ASSOCIATION INCORPORATED** (in this Constitution referred to as the 'Society').

### **2. CHARITABLE STATUS**

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

### **3. PURPOSES**

#### **3.1. Primary Purposes**

The primary purposes of the Society are:

- a. to promote the welfare and well-being of older Napier Citizens
- b. to support Grey Power New Zealand Federation or any organisation which has similar aims
- c. to promote the establishment of kindred local organisations, and
- d. to educate and inform organisations, institutions, other bodies, and the public of the needs of older Napier Citizens and their ability to contribute to society.

#### **3.2. Limitations**

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.

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

- a. engages in trade,
- b. 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
- c. reimburses a member for reasonable expenses legitimately incurred on behalf of the Society or while pursuing the Society's purposes
- d. provides benefits to members of the public or of a class of the public and those persons include Members or their families
- e. 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 favorable to the Member than those terms)
- f. pays any Member interest at no more than current commercial rates on loans made by that Member to the Society, or
- g. provides a member with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of the Society.

#### **3.3. Use of influence**

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.

### **3.4. Reasonable payments**

Any payments made to a member or Associated Person must be for goods and services that advance charitable purposes and must be reasonable and relative to payments that would be made between unrelated parties.

## **4. ACT AND REGULATIONS**

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

## **5. REGISTERED OFFICE**

The Registered Office of the Society shall be at such place in New Zealand as the Committee from time to time determines, and changes to the Registered Office shall immediately be notified to the Registrar of Incorporated Societies in a form and as required by the Statute.

## **6. POWER TO BORROW MONEY**

The Society has no power to borrow money.

## **7. 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.

## **8. MEMBERS**

### **8.1. Minimum number of members**

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

### **8.2. Types of members**

The classes of membership and the method by which Members are admitted to different classes 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 meritorious service 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.

### **8.3. Becoming a member: consent**

Every applicant for membership must consent in writing to becoming a Member.

The act of completing an online application and paying their subscription is deemed to be consent.

#### **8.3.1. Becoming a member: process**

An applicant for membership must complete any application form, supply any information, or attend an interview, as required by the Committee.

The Committee may accept or decline an application for membership. The Committee must advise the applicant of its decision but is not required to provide reasons for that decision.

### **8.4. Obligations and rights**

Every Member shall provide the Society with that Member's name and contact details including postal address, telephone number(s), and any email address and promptly advise the Society of any changes to those details.

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

#### **8.5. Other obligations and rights**

All Members, including Committee Members, shall promote the interests and purposes of the Society and shall do nothing to bring the Society or the Grey Power New Zealand Federation Inc. into disrepute.

A Member is only entitled to exercise the rights of membership, including attending and voting at General Meetings, accessing or using the Society's premises, facilities, equipment and other property, if all subscriptions and any other fees have been paid to the Society by due date, but no Member or Life Member is liable for an obligation of the Society by reason only of being a Member.

The Committee may decide what access or use Members may have of or to any premises, facilities, equipment or other property owned, occupied or otherwise used by the Society, including any conditions of and fees for such access or use.

Should a financial member of an Association bring the Association or the Federation into disrepute, the Association (or the Federation where the Federation has been brought into disrepute) has the right to censure that financial member in any way that the Association (or the Federation as the case may be) deems appropriate.

#### **8.6. Subscriptions and fees**

The annual subscription and any other fees for membership for the then current financial year shall be set by resolution of a General Meeting which can also decide that payment be made by periodic instalments.

Any Member failing to pay the annual subscription (including any periodic payment), any levy, or any capitation fees, within 3 (three) calendar months 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 premises, facilities, equipment and other property until all the arrears are paid. If such arrears are not paid within 6 (six) months of the due date for payment of the subscription, any other fees, or levy the Committee may terminate the Member's membership without being required to give prior notice to that Member.

#### **8.7. 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), or
- b. by resignation from that Member's class of membership by notice to the Secretary, or
- c. on termination of a Member's membership following a dispute resolution process under this Constitution.
- d. with effect from the death of the Member or 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.

#### **8.8. 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's next balance date
- 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.

### **8.9. Becoming a member again**

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

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

## **9. GENERAL MEETINGS**

### **9.1. Annual General Meetings**

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

#### **9.1.1. Annual General Meetings: business**

The business of an Annual General Meeting shall be to:

- a. confirm the minutes of previous Society Meeting(s)
- b. adopt the President's annual report on Society business
- c. adopt the Treasurer's report on the finances of the Society, and the annual financial statements
- d. set any subscriptions for the current financial year
- e. appoint a suitably experienced person to review the annual accounts for the current year
- f. elect officers, including Committee Members, and
- g. consider any motions.

#### **9.1.2. Annual General Meetings: reports**

The Committee shall, at each Annual General Meeting, present the following information:

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

### **9.2. Special General Meetings**

Special General Meetings may be called at any time by the Committee by resolution. The Committee must call a Special General Meeting if the Secretary receives a written request signed by at least 10 (ten) per cent of Members. Any resolution or written request must state the business that the Special General Meeting is to deal with.

The Rules relating to the procedure to be followed at General Meetings shall apply to a Special General Meeting, and a Special General Meeting shall only consider and deal with the business specified in the Committee's resolution or the written request by Members for the Meeting.

### **9.3. Procedure**

The Committee shall give all Members at least 28 (twenty-eight) Clear Days' Notice of any General Meeting and of the business to be conducted at that General Meeting.

The General Meeting and its business will not be invalidated simply because one or more Members do not receive the Notice.

All financial Members may attend, speak, and vote at General Meetings in person. No proxy voting shall be permitted.

No General Meeting may be held unless at least 20 (twenty) eligible financial Members attend. This will constitute a quorum.

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 President of the Society, and if at such adjourned meeting a quorum is not present those present in person shall be deemed to constitute a sufficient quorum. Any decisions made when a quorum is not present are not valid.

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.

All General Meetings shall be chaired by the President. If the President is absent, the Vice President shall chair that meeting. If the Vice President is absent also, the meeting shall elect another Committee Member to chair that meeting.

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

Any person chairing a General Meeting may:

- a. With the consent of Members present, 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
- b. Direct that any person not entitled to be present at the Meeting, obstructing the business of the Meeting, behaving in a disorderly manner, being abusive, or failing to abide by the directions of the President be removed from the Meeting, and
- c. In the absence of a quorum or in the case of emergency, adjourn the Meeting or declare it closed.

The Committee may put forward motions for the Society to vote on, which shall be notified to Members with the notice of the General Meeting.

Any Member may request that a motion be voted on at a General Meeting, by giving notice to the Secretary at least 14 (fourteen) clear days before that meeting. The Member may also provide information in support of the motion.

## **10. MINUTES**

Minutes shall be kept by the Secretary of all General Meetings.

## **11. COMMITTEE**

### **11.1. Composition: eligibility**

The Committee will consist of up to 12 (twelve) Committee Members who are:

- a. Members, and
- b. natural persons, and
- c. not disqualified by this Constitution or the Act.

### **11.1.2. Composition: officers**

The Committee will include:

- a. a President
- b. a Vice President
- c. a Secretary
- d. a Membership Secretary
- e. a Treasurer
- f. a Publicity Officer
- g. not fewer than 2 (two) or more than 6 (six) other Committee Members.

### **11.2. Qualifications**

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

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

- a. a person who is under 16 (sixteen) 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 Committee 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 7 (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.

### **11.3. Election or appointment**

The election of Committee Members shall be conducted as follows:

- a. At least 7 (seven) Clear Days before the date of the Annual General Meeting, the Secretary shall give Notice to all Members by posting or emailing to them such information (not exceeding one side of an A4 sheet of paper) as may be supplied to the Secretary by or on behalf of each nominee, in support of the nomination.
- b. Only financial Members who are not disqualified from being appointed or holding office as a Committee Member by this Constitution or the Act may stand for election and vote in elections.
- c. If there are insufficient valid nominations received under this Rule, but not otherwise, further nominations may be received from the floor at the Annual General Meeting.
- d. Votes shall be cast in such a manner as the President of the Annual General Meeting shall determine.
- e. Two Members (who are not nominees) or non-Members appointed by the President of the Annual General Meeting shall act as scrutineers for the counting of the votes and destruction of any voting papers.
- f. The failure for any reason of any financial Member to receive such Notice shall not invalidate the election.
- g. In the event of any vote being tied the tie shall be resolved by the incoming Committee, excluding those in respect of whom the votes are tied.

### **11.4. Term**

The term of office for all Committee Members shall be 1 (one) year, expiring at the end of the Annual General Meeting in the year corresponding with the last year of each Committee Member's term of office.

No Committee Member shall serve for more than 10 (ten) consecutive terms.

No President shall serve for more than 5 (five) consecutive years as President.

### **11.5. Removal**

Where a complaint is made about the actions or inaction of a Committee Member, and not in the Committee Member's capacity as a Member of the Society, the following steps shall be taken:

- a. The Committee Member who is the subject of the complaint must be advised of all details of the complaint
- b. The Committee Member who is the subject of the complaint must be given adequate time to prepare a response
- c. The complainant and the Committee Member who is the subject of the complaint must be given an adequate opportunity to be heard, either in writing or at an oral hearing by the Committee excluding the Committee Member who is the subject of the complaint, if it considers that an oral hearing is required
- d. Any oral hearing shall be held by the Committee, excluding the Committee Member who is the subject of the complaint, and/or any oral or written statement or submissions shall be considered by the Committee, excluding the Committee Member who is the subject of the complaint.

If the complaint is upheld the Committee Member may be removed from the Committee by a resolution of the Committee or of a General Meeting, in either case passed by a two-thirds majority of those present and voting.

### **11.6. Cessation of Committee membership**

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

Each Committee Member shall within 14 (fourteen) 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 Committee Member.

### **11.7. Functions**

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

### **11.8. Duties of and Responsibilities of Officers**

#### **11.8.1 Committee**

The Committee shall have the general management and control of the Society's finances, meetings, and interests and may appoint subcommittees, frame bylaws, make rulings, set policy, and decide or dispose of matters affecting the welfare of the Society.

At all times each Member of the Committee:

- 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; and
- c. must not act, or agree to the Society acting, in a manner that contravenes the Act or this Constitution.

When exercising powers or performing duties as a Committee Member, each Member must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation, the nature of the Society, the nature of the decision, and the position of the Committee Member and the nature of the responsibilities undertaken by him or her.

Committee Members 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.

Committee Members 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.

#### **11.8.2 President**

The President shall preside over and regulate General Meetings and Committee Meetings. The President has the overall responsibility of ensuring that the Committee, by its work, fulfils the purpose of the Society.

The President is responsible for:

- a. ensuring that the Constitution is followed
- b. convening meetings and establishing whether a quorum is present
- c. chairing meetings, deciding who may speak, and when
- d. overseeing the operation of the Society; and
- e. providing an Annual Report on the operations of the Society at each Annual General Meeting.

#### **11.8.3 Vice President**

The Vice President shall deputise for the President in his/her absence and assist with Society activities.

#### **11.8.4 Secretary**

The Secretary is responsible for the overall administration of the Society including:

- a. ensuring that minutes of meetings are recorded and maintaining a minute book or file
- b. sending adequate notices of meetings to the members
- c. maintaining an up-to-date Register of member's names, contact details, and any other information required by this constitution or prescribed by Regulations under the Act
- d. preparing the agenda for meetings in consultation with the President
- e. collecting and collating reports from Officers
- f. receiving and replying to correspondence as required by the Committee
- g. maintaining an up-to-date Conflicts of Interests Register
- h. filing approved Financial Statements with the Incorporated Societies office upon their approval by Members at an Annual General Meeting
- i. updating the Society's details on the Incorporated Societies Register; and
- j. holding the Society's records, documents, and books except those required for the Treasurer's function.

**Note:** Some of the above duties may be carried out by the Membership Secretary.

#### **11.8.5 Treasurer**

The Treasurer is responsible for:

- a. maintaining and recording the Society's financial transactions to allow the Society's financial position to be readily ascertained
- b. overseeing the operation of the Society's bank account/s
- c. providing financial reports to Committee meetings or as the Committee determines
- d. the preparation and monitoring of the annual budget
- e. keeping proper records of all payments and monies received
- f. arranging the annual review and ensuring that all information is made available to the independent Reviewer; and
- g. providing the annual Financial Report for the Society's Annual General Meeting.

### **11.9. Powers**

Subject to this Constitution and any resolution of any General Meeting the Committee 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, and



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

#### **11.10. Sub-committees**

The Committee may appoint sub-committees consisting of such persons, whether or not Members of the Society, and for such purposes as it thinks fit.

Unless otherwise resolved by the Committee:

- a. the quorum of every sub-committee is half the members of the sub-committee
- b. no sub-committee shall have power to co-opt additional members
- c. a sub-committee must not commit the Society to any financial expenditure without express authority, and
- d. a sub-committee must not further delegate any of its powers.

#### **11.11. General issues**

The Committee and any sub-committee may act by resolution approved in the course of a telephone or video 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 Committee meeting.

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

Subject to the Act, this Constitution, and the resolutions of General Meetings, the decisions of the Committee on the interpretation of this Constitution and 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.

#### **11.12. Conflicts of interest**

A member of the Committee and/or of a sub-committee is interested in a matter if the member of the Committee 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 Committee 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.

However, a member of the Committee and/or sub-committee is not interested in a matter:

- a. merely because the member of the Committee and/or sub-committee receives an indemnity, insurance cover, remuneration, or other benefits authorised under the Act; or
- b. if the member of the Committee'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
- c. if the member of the Committee'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 Committee in carrying out the member of the Committee's and/or sub-committee's responsibilities under the Act or the Rules; or
- d. if the member of the Committee and/or sub-committee is a member of the committee of a union and the member of the Committee'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.

A member of the Committee 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:

- a. to the Committee and/or sub-committee; and
- b. in an interests register kept by the Committee.

Disclosure must be made as soon as practicable after the member of the Committee and/or sub-committee becomes aware that they are interested in the matter.

A member of the Committee and/or sub-committee who is interested in a matter:

- a. must not vote or take part in the decision of the Committee and/or sub-committee relating to the matter, and
- b. must not sign any document relating to the entry into a transaction or the initiation of the matter, 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 and/or sub-committee decides otherwise.

However, a member of the Committee and/or sub-committee who is prevented from voting on a matter may still be counted for the purpose of determining whether there is a quorum at any meeting at which the matter is considered.

Where 50 (fifty) per cent or more of Committee Members are prevented from voting on a matter because they are interested in that matter, a Special General Meeting must be called to consider and determine the matter, unless all non-interested members agree otherwise, and where 50 (fifty) per cent or more of the members of a sub-committee are prevented from voting on a matter because they are interested in that matter, the Committee shall consider and determine the matter.

#### **11.13. Committee meetings: Frequency**

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

##### **11.13.1. Committee meetings: Quorum**

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

## **12. RECORDS**

### **12.1. Register of members**

The Membership 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.

### **12.2. Contents of Register of members**

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

- a. postal address, and
- b. phone number (landline and/or mobile), and
- c. email address (if any), and
- d. the date the Member became a Member, and
- e. whether the Member is financial or unfinancial.

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

### **12.3. Access to Register of members**

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

#### **12.4. Register of interests**

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

#### **12.5. Access to other information**

A Member may at any time make a written request to a 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:

- a. provide the information, or
- b. agree to provide the information within a specified period, or
- c. 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
- d. refuse to provide the information, specifying the reasons for the refusal.

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. withholding the information is necessary to maintain legal professional privilege, or
- e. the disclosure of the information would, or would be likely to, breach an enactment, or
- f. 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
- g. the request for the information is frivolous or vexatious.

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.

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

### **13. FINANCES**

#### **13.1. Control and management**

The funds and property of the Society shall be:

- a. controlled, invested, and disposed of by the Committee, subject to this Constitution, and
- b. devoted solely to the promotion of the purposes of the Society.

#### **13.2. Balance date**

The Society's financial year shall commence on 1 April of each year and end on 31 March of the following year, the latter date being the Society's balance date.

#### **13.3. Annual review of accounts**

The accounts of the Society shall be independently scrutinised by a suitably experienced Company or individual, to be appointed at the Annual General Meeting of the Society. In the case of any vacancy, the Committee may appoint a replacement.

#### **14. AFFILIATION**

The Committee may arrange membership of Grey Power New Zealand Federation Inc. and/or negotiate affiliations with other associations or bodies whose aims and objectives are compatible with those of this Society. Part of the membership application to Grey Power New Zealand Federation Inc. is the signing of the Contract of Observance with the Federation.

#### **15. CAPITATION**

On admittance to membership of Grey Power New Zealand Federation Inc. the Society shall pay capitation on subscriptions received each financial year ending 31 March to Grey Power New Zealand Federation Inc. Such fees are to be paid within 20 days of receipt by the society.

##### **15.1. Amount of capitation**

The amount of capitation payable shall be as determined by resolution of Grey Power New Zealand Federation Inc. from time to time.

#### **16. DISPUTE RESOLUTION**

##### **16.1. 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 Committee) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Society's activities.

The complainant raising a grievance or complaint, and the Committee, 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.

##### **16.2. 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.

Rather than investigate and deal with any grievance or complaint, the Committee may:

- a. appoint a sub-committee to deal with the same, or
- b. 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.

The Committee or any such sub-committee or person considering any grievance or complaint is referred to hereafter as the "decision-maker".

The decision-maker:

- a. shall consider whether to investigate and deal with the grievance or complaint, and
- b. 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).

Where the decision-maker decides to investigate and deal with a grievance, the following steps shall be taken:

- a. The complainant and the Member, or the Society which is the subject of the grievance, must be advised of all details of the grievance.
- b. The Member, or the Society which is the subject of the grievance, must be given an adequate time to prepare a response.
- c. 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.
- d. Any oral hearing shall be held by the decision-maker, and/or any written statement or submissions shall be considered by the decision-maker.

Where the decision-maker decides to investigate and deal with a complaint, the following steps shall be taken:

- a. The complainant and the Member complained against must be advised of all allegations concerning the Member, and all details of the complaint.
- b. The Member complained against must be given an adequate time to prepare a response.
- c. 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.
- d. Any oral hearing shall be held by the decision-maker, and/or any written statement or submissions shall be considered by the decision-maker.

A Member may not make a decision on, or participate as a decision-maker in regards to a grievance or complaint, if two or more Committee 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 take into account 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.

### **16.3. 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.

## **17. WINDING UP**

### **17.1. Process**

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

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 Committee 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 2/3rd (two-thirds) majority of all Members present and voting.

### **17.2. Surplus assets**

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

On the winding up or liquidation or removal from the Register of Incorporated Societies of the Society, its surplus assets after payment of all debts, costs and liabilities shall be vested in GREY POWER NEW ZEALAND FEDERATION Inc.

However, on winding up by resolution under this rule, the Society may approve a different distribution to a different entity from that specified above, so long as the Society complies with this Constitution in all other respects.

## **18. ALTERATIONS TO THE CONSTITUTION**

The Society may amend or replace this Constitution at a General Meeting by a resolution passed by a 2/3rds (two-thirds) majority of those Members present and voting.

Any proposed motion to amend or replace this Constitution shall be signed by at least 10 (ten) per cent of eligible Members and given in writing to the Secretary at least 28 (twenty-eight) 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.

At least 14 (fourteen) 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 Committee has.

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.

No alterations, additions, or cancellation will be made to this Constitution that conflict with the aims and charitable nature of the Society.

## **19. OTHER**

### **19.1. Common seal**

The common seal of the Society must be kept in the custody of the Secretary

The common seal may be affixed to any document:

- a. by resolution of the Committee, and must be countersigned by two Committee Members or by one Committee Member and the Secretary,
- b. by such other means as the Committee may resolve from time to time.

### **19.2. Contact person**

The Society's Contact Officer must be:

- a. at least 18 (eighteen) years of age, and
- b. a Committee Member, and
- c. ordinarily resident in New Zealand, and
- d. not disqualified under the Statute from holding that office, and
- e. shall be the Secretary unless the committee appoint another committee member.

Any change in that Contact Officer or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 20 (twenty) working days of that change occurring, or the Society becoming aware of the change.

### 19.3. Bylaws

The Committee from time to time may make and amend bylaws, and policies for the conduct and control of Society activities and codes of conduct applicable to Members, but no such bylaws, policies or codes of conduct applicable to Members shall be inconsistent with the Act, regulations made under the Act, or this Constitution.

## 20. Definitions

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.

**‘Associated Person’** means a person who:

- a. may obtain a financial benefit from any matter being dealt with by any **Committee Member** (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** (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** (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 carrying out 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.

**‘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).

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

**‘Committee Member’** means a member of the **Committee**.

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

**‘Contract of Observance’** means the document signed by the Association as part of its application for membership of the Grey Power New Zealand Federation

**‘General Meeting’** means either an **Annual General Meeting** or a **Special General Meeting** 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 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.

**‘Officer’** means a natural person who is a). a member of the **Committee**; or b). occupying a position in the **Society** that allows them to exercise significant influence over the management or administration of the Society, including any President or Treasurer.

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

**‘Register of Interests’** means the register of interests of **Committee Members**, kept under this Constitution.

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

**‘Register of Members’** means the register of **Members** kept under this Constitution.

**‘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.

**‘Vice President’** means the **Committee Member**, appointed to deputise in the absence of the President.

**‘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.

President: ..... **name:** Bruce Carnegie

Secretary: ..... **name:** Isabel Wood

Treasurer: ..... **name:** Ian Cook

Dated .....