

Constitution of Parua Bay & Districts Community Centre Society Incorporated



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1. Definitions and interpretation

Definitions

1.1 Unless the context requires otherwise:

Act means the Incorporated Societies Act 2022 and any regulations made under that Act.

AGM or Annual General Meeting means a meeting of the Members of the Society held once a year convened under this Constitution.

Appointed Committee Member means a member of the Committee who has been appointed in accordance with this constitution.

Bylaws means any bylaws, policies, codes of conduct, or regulations of the Society made under clause 19.6.

Casual Vacancy is a vacancy which arises on the Committee when a Committee Member does not serve their full term of office.

Chair means the Committee Member appointed as Chair of the Society under this Constitution.

Committee means the Society's governing body.

Committee Member means a member of the Committee, including the Chair.

Constitution means this Constitution as amended including any schedules to this Constitution.

Contact Details means an electronic address and a telephone number.

Contact Person means a person holding the position of contact person for the Society being the person whom the Registrar can contact when needed.

Corporate Member means a member of the Committee who has been elected by a regular user group to represent the interests of that group on the Committee in accordance with clause 4.2 and 7.3(c).

Elected Committee Member means a member of the Committee who has been elected in accordance with clause 8.

General Meeting means an AGM or SGM of the Society.

Interested has the meaning set out in section 62 of the Act.

Interests Register means the register of disclosures made by Officers kept by the Committee.

Matter means:

- (a) the Society's performance of its activities or exercise of its powers; or

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

Member means each person who is a member of the Society.

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

Notice has the meaning given to it in clause 1.3.

Officer means a Committee Member and any natural person occupying a position in the Society that allows the person to exercise significant influence over the management or administration of the Society.

Ordinary Resolution means a resolution passed by a majority of votes cast.

Register means the register of incorporated societies established under the Act.

Registrar means the Registrar of Incorporated Societies.

Regulations means regulations made under the Incorporated Societies Act 2022.

Secretary means the secretary of the Society, elected under this Constitution.

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

Special Resolution means a resolution passed by a 75% majority of votes cast.

Treasurer means the treasurer of the Society, elected under this Constitution.

Working Day means any day of the week other than:

- (a) Saturday, 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; and
- (b) if Waitangi Day or Anzac Day falls on a Saturday or Sunday, the following Monday; and
- (c) a day in the period commencing on 24 December in any year and ending on 5 January in the following year, both days inclusive; and
- (d) the day observed as the anniversary in Northland, New Zealand.

Interpretation

1.2 Unless the context otherwise requires:

- (a) reference to a person includes any other entity or association recognised by law and vice versa.
- (b) words referring to the singular include the plural and vice versa.
- (c) a reference to:
 - (i) a person includes their executors and administrators.
 - (ii) **writing** includes words printed, typewritten, or otherwise visibly represented, copied, or reproduced including by email. **Written** has a corresponding meaning.

- (iii) statutory provisions is to them as amended or re-enacted.
- (d) all periods of time or notice exclude the days on which they are given.
- (e) time is of the essence.

Notices

- 1.3 Unless specified otherwise in this Constitution any notice or other communication (**Notice**) given under this Constitution must be in writing.
- 1.4 A Notice may be served by email to:
 - (a) Members at the email address in their Contact Details;
 - (b) the Society at 1347 Whangarei Heads Road, Parua Bay 0174.
- 1.5 The Society may change its email address for the purposes of clause 1.4 by giving notice to all Members.
- 1.6 A Notice is deemed served at the time evidenced by the sender's sent email history, unless another party can prove it was not received.

2. Details of Society

Name

- 2.1 The name of the society is Parua Bay & Districts Community Centre Society Incorporated (**Society**).

Charitable status

- 2.2 The Society is registered as a charitable entity under the Charities Act 2005.

3. Purpose and powers

Purpose

- 3.1 The Society is established and maintained exclusively for the following charitable purposes, including any purposes ancillary to them:
 - (a) To promote, encourage, and facilitate participation in sport and active recreation for the residents of Parua Bay, Whangārei Heads, and the surrounding districts.
 - (b) To foster social connection, health, wellbeing and amenities for community members of all ages and abilities to gather and interact.
 - (c) To operate as a collective hub where multiple community groups can share resources, reduce costs, and work together for the long-term sustainability of local sport and recreation.
 - (d) To ensure the long-term protection and enhancement of the society's land and property assets to serve future generations.

- (e) To manage, maintain, and develop the hub's land and buildings (e.g., fields, courts, clubrooms) for the benefit of the community.
- (f) To provide equitable opportunities for everyone to participate, regardless of age, ability, gender, or background.
- (g) To generate revenue through facility hire or other activities (provided these are not for the personal gain of members) to reinvest into the hub's primary purposes.

No personal benefits

- 3.2 All income, benefit, or advantage must be used to advance the purposes of the Society.
- 3.3 No Member, person associated with a Member, or Committee Member is allowed to take part in or influence any decision made by the Society in respect of payments to, or on behalf of, the Member, any person associated with a Member, or Committee Member of any income, benefit, or advantage.
- 3.4 Any payments made to a Member, person associated with a Member, or Committee Member must:
 - (a) be for goods or services that advance the purposes of the Society and must be reasonable and relative to payments that would be made between unrelated parties; or
 - (b) be in accordance with clause 9.9.
- 3.5 The provisions and effect of clauses 3.2 to 3.4 must not be removed from this Constitution and must be included and implied in any document replacing this Constitution.

4. Members

Membership Categories and Application

- 4.1 Every person residing within the Parua Bay, Whangarei Heads and surrounding areas is eligible to be an Individual Member of the Society.
- 4.2 Every user group which uses the Society's land and facilities for the Purposes set out in this constitution is eligible to be a Corporate Member of the Society.
- 4.3 Any eligible person or user group that wants to be a member of the Society must register for membership by completing and submitting the Membership Application form to the Committee for approval. Alternatively, eligible persons or user groups can record their request to become a member of the Society on the Attendance Register circulated at an AGM and or SGM.
- 4.4 All applications for Individual and Corporate Membership of the Society will be decided by the Committee, which may accept or decline an Application. A person or user group becomes a Member when their Application has been accepted and they have satisfied any other preconditions.

Membership consent

- 4.5 A person or entity consents to become a member of the Society by signing the application form or the addendum to the AGM or SGM attendance register.

5. Cessation of membership

- 5.1 A person ceases to be a Member:

- (a) on death, or if a body corporate, on liquidation, or if a partnership, on dissolution of the partnership;
- (b) by resignation by giving Notice to the Committee;
- (c) on termination of membership in accordance with this Constitution.

6. Member Register

- 6.1 The Committee will ensure an up-to-date Member Register is kept and the register must include:

- (a) each Member's name;
- (b) each Member's Contact Details;
- (c) the date each person became a Member; and
- (d) the name of each person who has ceased to be a Member within the previous 7 years and the date on which each person ceased to be a Member.

- 6.2 Members must provide Notice to the Committee of any change to the details in clause 6.1.

- 6.3 The Member Register must be updated as soon as practicable after the Committee becomes aware of changes of the information recorded in the Member Register.

7. Committee composition**Role of the Committee**

- 7.1 The Committee must govern, manage, direct, or supervise the operation and affairs of the Society and the Committee has full powers to govern, manage, direct and supervise the management of, the operation and affairs of the Society.
- 7.2 The name of the Society may only be changed by an Ordinary Resolution at a General Meeting. The Committee may not apply to the Registrar to change the name unless that Ordinary Resolution has been passed.

Composition of the Committee

- 7.3 The Committee will consist of:

- (a) Members of the Society elected to the positions of Secretary, Treasurer, Chairperson.

- (b) A Member of the Society representing the Annie and Mervyn Ross Charitable Trust.
 - (c) All Corporate Members of the Society.
 - (d) At the individual's election, the current Whangarei District Councillor elected to represent Parua Bay, Whangarei Heads and Surrounding areas or any replacement local council representative.
- 7.4 The Committee must include a majority of Officers who are Members and/or representatives of body corporates that are Members.

Eligibility

- 7.5 Every Committee Member must, in writing:
- (a) consent to be a Committee Member; and
 - (b) certify that they are not disqualified from being elected, appointed, or holding office as a Committee Member by this Constitution or under section 47 of Act or under section 16 of the Charities Act 2005.

8. Election of Committee Members

- 8.1 The Elected Committee Members will be elected as follows:
- (a) at the AGM the Committee will call for applications from the floor for:
 - (i) The positions of Secretary, Treasurer and Chairperson.
 - (ii) Corporate Members to nominate their representative(s) for attendance upon the Committee.
 - (b) at the AGM, if there is more than one applicant for any position, the election will be by secret ballot;
 - (c) the successful applicant for each contested position is the applicant gaining the highest number of votes. If more than one position is voted on together the successful applicants will be the highest percentage and next highest in descending order to fill the positions available. If there is an equality of votes for any position, a further ballot will be conducted between the tied applicants to determine the outcome;
 - (d) if there is only one applicant for any position, that person will be declared to be elected without the need for a vote.
- 8.2 If there are not enough applicants for the number of vacant Committee Member positions, then the Committee may or may not co-opt persons to fill the vacant Committee Member positions at any time during the period before the next AGM.
- 8.3 An applicant may at any time commence or continue a position as an employee of the Society if they are elected as a Committee Member.

9. Committee

Term of office

- 9.1 The term of office for Committee Members will run for 1 year commencing from the end of the AGM at which they are elected or appointed and expiring at the end of the following AGM. A Committee Member may be re-elected or reappointed to the Committee consecutive terms of office.

Casual Vacancies

- 9.2 If there is a Casual Vacancy on the Committee of an Appointed Committee Member; and
- (a) the Casual Vacancy arose 6 months or more after the last AGM, the remaining Committee Members may:
 - (i) appoint a person of their choice to fill the Casual Vacancy; or
 - (ii) leave the Casual Vacancy unfilled until the next AGM.
 - (b) the Casual Vacancy arose less than 6 months after the last AGM, the remaining Committee Members must appoint a person of their choice to fill the Casual Vacancy.
- 9.3 A person appointed to fill a Casual Vacancy of an Appointed Committee Member will continue until the expiry of the term of the person they replace but only until the next AGM.
- 9.4 If there is a Casual Vacancy on the Committee of an Elected Committee Member, the remaining Committee Members may appoint a person of their choice to fill the Casual Vacancy until the next AGM or may leave the Casual Vacancy unfilled until the next AGM.
- 9.5 Notwithstanding clause 9.1, a person appointed to fill a Casual Vacancy of an Elected Committee Member will continue the term of the person they replace but only until the next AGM and this period is disregarded in the calculation of the total term served under clause 9.1.

Removal of Committee Member

- 9.6 The Committee may, by Special Resolution of the Committee, remove any Committee Member from the Committee before the expiry of their term of office if the Committee considers that Committee Member has seriously breached duties under this Constitution or the Act or is no longer suitable to be a Committee Member. The Committee Member who is the subject of the motion will be counted for the purpose of reaching a quorum and will not participate in the vote on the motion.
- 9.7 Before considering a motion for removal, the Committee Member affected by the motion must be given:
- (a) Notice that a Committee meeting is to be held to discuss the motion to remove them and the basis for the motion; and
 - (b) adequate time to prepare a response; and
 - (c) the opportunity prior to the Committee meeting to make written submissions; and

- (d) the opportunity to be heard at the Committee meeting.

9.8 A person ceases to be a Committee Member if:

- (a) the person resigns by delivering a Notice of resignation to the Committee; or
- (b) the person is removed from office under this Constitution; or
- (c) the person becomes disqualified from being an officer under section 47(3) of the Act; or
- (d) the person becomes disqualified from being an officer under the Charities Act 2005; or
- (e) the person dies.

Remuneration and expenses

9.9 Committee Members:

- (a) may not be paid any remuneration for their service as a Committee Member.
- (b) may receive full reimbursement for all reasonable expenses incurred by that Committee Member on behalf of the Society when authorised by resolution of the Committee.

10. Secretary

10.1 The role of the Secretary is set by the Committee and unless otherwise stated the Secretary:

- (a) attends to all communications to and from the Society;
- (b) ensures minutes are kept of General Meetings, Committee Meetings and any sub-committee meetings.

11. Treasurer

11.1 The role of the Treasurer is set by the Committee and unless otherwise stated the Treasurer ensures:

- (a) receipt of money paid to the Society and payment of accounts either in accordance with any financial delegations or approved by the Committee; and
- (b) the accounting records of the Society are kept as required by the Act; and
- (c) the Society complies with any requirement to have its financial statements audited or reviewed; and
- (d) financial statements are presented at the AGM; and
- (e) any returns are completed.

12. General Meetings

Annual General Meeting intervals

- 12.1 The Society must hold an Annual General Meeting once a year at the time, date, and place the Committee decides, but not more than 6 months after the balance date of the Society and not more than 15 months after the previous AGM.
- 12.2 The Committee must give Members at least 5 clear days' Notice of the AGM.

Business of the Annual General Meeting

- 12.3 The following business will be discussed at the AGM:
- (a) confirmation of the minutes of the previous AGM; and
 - (b) the Committee's presentation of the following information during the most recently completed accounting period:
 - (i) the annual report; and
 - (ii) the annual financial statements; and
 - (iii) the auditor's report to members on the audited financial statements; and
 - (iv) notice of any disclosures of conflicts of interest made by Committee Members, including a brief summary of the Matters, or types of Matters, to which those disclosures relate;
 - (c) the announcement of any Appointed Committee Members;
 - (d) consideration of any motions to amend this Constitution that have been properly submitted for consideration at the AGM;
 - (e) consideration of any other items of business that have been properly submitted for consideration at the AGM.
- 12.4 The Committee must receive any proposed motions and other items of business in writing from Members at least 48 hours before the date and time of the AGM.

Special General Meeting

- 12.5 A Special General Meeting must be called by the Committee if it receives a request in writing stating the purpose of the SGM:
- (a) from the Committee; or
 - (b) signed by 25% of Members.
- 12.6 The Committee must give Members at least 5 clear days' Notice of the SGM, unless the Committee acting reasonably decides that the nature of the SGM business is of such urgency that a shorter period of notice is to be given to Members.
- 12.7 A SGM will only consider and deal with the business specified in the request for the SGM.

Method of holding General Meetings

- 12.8 General Meetings must be held by the required quorum of Members:

- (a) being assembled together at the time and place appointed for the meeting; or
- (b) participating in the meeting by means of audio link, audiovisual link, or other electronic communication; or
- (c) by a combination of both of the methods described in sub-clauses (a) and (b).

Quorum

- 12.9 No business is to be transacted at any General Meeting unless a quorum is present at the time when the meeting is due to start. The quorum for a General Meeting is 10 of the Members who are entitled to vote. The quorum must be present at all times during the General Meeting.
- 12.10 No business is to be transacted at any Committee Meeting unless a quorum is present at the time when the meeting is due to start. The quorum for a Committee Meeting is 5 of the Members who are entitled to vote. The quorum must be present at all times during the Committee Meeting.
- 12.11 If a quorum is not reached after 30 minutes of the scheduled start time of an AGM, the AGM will be adjourned to a day, time, and place determined by the Chair. If no quorum is achieved at the further AGM, the Members present 15 minutes after the scheduled start time of that further AGM are deemed to constitute a valid quorum.
- 12.12 If a quorum is not reached within 30 minutes of the scheduled start time of a SGM, the SGM is cancelled.

Control of General Meetings

- 12.13 The Chair of the Committee will preside at the General Meeting. If that person is unavailable a Committee Member appointed by the Committee will preside. In the absence of the Chair, the Members present will elect a chair of the General Meeting.

Attendance and voting

- 12.14 The following persons are eligible to attend and speak at General Meetings:
- (a) All Individual members and Corporate Members are eligible to vote and speak at General Meetings.
 - (b) Unless a meeting has moved into "Committee" all Members can attend and request to speak at Committee Meetings but only the Committee Members are eligible to vote at Committee Meetings.
- 12.15 Voting will generally be conducted by voices or by a show of hands as determined by the Chair of the General Meeting unless a secret ballot is called for and approved by Ordinary Resolution.
- 12.16 Elections of Elected Committee Members at an AGM must be undertaken by secret ballot.
- 12.17 An Ordinary Resolution at a General Meeting will be sufficient to pass a resolution, except as specified in this Constitution.

Minutes

- 12.18 Minutes must be kept of all General Meetings.

Irregularities

- 12.19 An irregularity in the manner of calling a General Meeting is waived if all the Members entitled to attend and voting at the meeting attend the meeting without protest as to the irregularity, or if all such members agree to the waiver.
- 12.20 An accidental omission to give notice of a General Meeting to, or a failure to receive notice of a General Meeting by, a Member does not invalidate the proceedings at that General Meeting.
- 12.21 Any irregularity, error or omission in notices, agendas and relevant papers of General Meetings or the omission to give notice within the required time frame or the omission to give notice to all Members and any other error in the organisation of the General Meeting will not invalidate the General Meeting nor prevent the General Meeting from considering the business of the meeting if:
- (a) the Chair in their discretion determines that it is still appropriate for the General Meeting to proceed despite the irregularity, error, or omission; and
 - (b) a motion to proceed is put to the General Meeting and such motion is passed by a Special Resolution.

13. Committee meetings

- 13.1 Committee meetings may be called at any time by the Chair or by three or more Committee Members, but generally the Committee will meet a minimum of 9 times per year but as often as is required to effect Society business.
- 13.2 Committee meetings must be held by a quorum of Committee Members:
- (a) being assembled together at the time and place appointed for the meeting; or
 - (b) participating in the meeting by means of audio link, audiovisual link, or other electronic communication; or
 - (c) by a combination of both of the methods described in sub-clauses (a) and (b).
- 13.3 Except to the extent specified in this Constitution, the Committee will regulate its own procedure.

Voting

- 13.4 Each Committee Member has one vote. Voting is by voices, or on request of any Committee Member by a show of hands or by a ballot. Proxy and postal votes are not permitted. Voting by electronic means is permitted.
- 13.5 In the case of an equality of votes the Chairperson of the meeting shall have a casting vote as well as a deliberative vote.

Resolution in writing

- 13.6 A resolution in writing signed or consented to by email or other electronic means by the required majority of Committee Members will be valid as if it had been passed at a meeting of the Committee. Any resolution may consist of several documents in the same form each signed by one or more Committee Members.

14. Contact Person

- 14.1 The Committee must appoint at least one, and a maximum of 3, persons to be the Society's Contact Person, subject to those persons meeting the eligibility criteria set out in the Act. The Committee must advise the Registrar of any change in the Contact Person or that person's Contact Details.

15. Duties owed to Society by Officers

15.1 An Officer:

- (a) when exercising powers or performing duties as an Officer, must act in good faith and in what the Officer believes to be the best interests of the Society;
- (b) must exercise a power as an Officer 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:
 - (i) the nature of the Society;
 - (ii) the nature of the decision;
 - (iii) the position of the Officer; and
 - (iv) the nature of the responsibilities undertaken by them;
- (e) must not:
 - (i) 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's creditors; or
 - (ii) 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's creditors;
- (f) must not agree to the Society incurring an obligation unless the Officer believes at that time on reasonable grounds that the Society will be able to perform the obligation when it is required to do so; and
- (g) when exercising powers or performing duties as an Officer, may rely on reports, statements, and financial data and other information prepared or supplied, and on professional or expert advice given, by:
 - (i) an employee of the Society whom the Officer believes on reasonable grounds to be reliable and competent in relation to the matters concerned;
 - (ii) a professional adviser or expert in relation to matters that the Officer believes on reasonable grounds to be within the person's professional or expert competence; or

- (iii) any other Officer or subcommittee of Officers on which the Officer did not serve in relation to matters within the Officer's or subcommittee's designated authority,

16. Conflicts of interest

- 16.1 The Committee must keep an Interests Register.
- 16.2 An Officer 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 as soon as practicable after the Officer becomes aware that they are Interested in the Matter; and
 - (b) in the Interests Register.
- 16.3 A Committee Member who is Interested in a Matter:
 - (a) must not vote or take part in a decision of the Committee relating to that Matter;
 - (b) must not sign any document in relation to that Matter;
 - (c) may take part in any Committee discussion and be present at the time of the Committee decision, unless the Committee decides otherwise;
 - (d) may be counted for the purpose of determining whether there is a quorum at any meeting at which the Matter is considered.
- 16.4 Clauses 16.3(a) or 16.3(b) do not apply to a Committee Member in relation to a particular Matter if all members of the Committee who are not Interested in the Matter consent to the Interested Committee Member acting as referred to in clauses 16.3(a) or 16.3(b).
- 16.5 Despite clause 16.4, if 50% or more of the Committee Members are Interested in a Matter, a SGM must be called to consider and determine the Matter.

17. Indemnity and insurance

- 17.1 The Society may indemnify and/or effect insurance for its own current and former Officers, members, and employees as permitted by sections 94 to 98 of the Act.

18. Finances

- 18.1 The funds and property of the Society will be controlled and managed by the Committee, subject to this Constitution.
- 18.2 The Society's balance date will be 28 February or the date that the Committee decides.
- 18.3 The Society must prepare and register financial statements as required by the Act.
- 18.4 The Society's financial statements must be reviewed or audited each year as required by law and the reviewed or audited financial statements must be submitted to the AGM. The auditors will be appointed at each AGM.

19. **Amendments**

- 19.1 This Constitution may only be amended or replaced by Special Resolution at a General Meeting.
- 19.2 No amendment to this Constitution will be approved if it affects the Charitable purposes of the Society. This clause must not be removed from this Constitution.
- 19.3 If an amendment to this Constitution would have no more than a minor effect or is to correct errors or makes similar technical alterations, then the Committee may give Notice of the amendment to every Member stating the text of the amendment and the right of Members to object to the amendment.
- 19.4 If the Committee does not receive any objections from Members within 20 Working Days after the date on which the Notice is sent, or any longer period of time that the Committee decides, then the Committee may make that amendment. If it does receive an objection, then the Committee may not make the amendment.
- 19.5 If any situation arises that, in the opinion of the Committee, is not provided for in this Constitution or any Bylaws, the matter will be determined by the Committee.

Bylaws

- 19.6 The Committee may make and amend Bylaws for the conduct and control of the Society's activities and codes of conduct applicable to Members. No Bylaw will contravene or be inconsistent with the Act, any other laws, or this Constitution. Bylaws are binding on Members.

20. **Dispute resolution process**

Disputes

- 20.1 The Society may consider, resolve, and/or decide disputes between any one or more Members acting in their capacity as Members and any one or more Officers acting in their capacity as Officers and the Society, that relate to an allegation that:
- (a) a Member or an Officer has engaged in misconduct; or
 - (b) a Member or an Officer has breached, or is likely to breach, a duty under this Constitution or the Act; or
 - (c) the Society has breached, or is likely to breach, a duty under this Constitution or the Act; or
 - (d) a Member's rights or interests as a member have been damaged or Members' rights or interests generally have been damaged.

How a complaint is made

- 20.2 A Member or an Officer may make a complaint by giving Notice to the Committee, or any subcommittee established for this purpose, that:
- (a) states that the Member or Officer is starting a procedure for resolving a dispute under this Constitution;

- (b) sets out the allegation to which the dispute relates and who the allegation is against; and
- (c) sets out any other information reasonably required by the Society.

20.3 The Society may make a complaint involving an allegation against a Member or an Officer by giving Notice to the person concerned that:

- (a) states that the Society is starting a procedure for resolving a dispute under this Constitution; and
- (b) sets out the allegation to which the dispute relates.

Person who makes complaint has right to be heard

20.4 Unless the Society decides not to proceed, the Member has a right to be heard before the complaint is resolved or any outcome is determined. A Member must be taken to have been given the right if:

- (a) the Member has 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 written statement or submissions, if any, are considered by the decision maker.

20.5 If the Society makes a complaint, it has a right to be heard before the complaint is resolved or any outcome is determined and a Committee Member may exercise that right on behalf of the Society. The Society 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) its written statement or submissions, if any, are considered by the decision maker.

Respondent has right to be heard

20.6 The Member or Officer who, or the Society which, is the subject of the complaint (**Respondent**) has a right to be heard before the complaint is resolved or any outcome is determined. If the Respondent is the Society, a Committee Member may exercise the right on behalf of the Society.

20.7 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 to be 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.

Investigating and determining disputes

- 20.8 The Society must as soon as is reasonably practicable after receiving a complaint or grievance, investigate and determine the complaint or grievance in a fair, efficient, and effective manner.

Circumstances in which a process may not proceed

- 20.9 Despite the content of clause 20 and any other clause in this Constitution or in the Regulations, the Society may decide not to proceed with a matter if:
- (a) the complaint is trivial; or
 - (b) the complaint does not appear to disclose or involve any allegation of the following kind:
 - (i) any material misconduct; or
 - (ii) any material breach or likelihood of material breach of a duty under this Constitution or the Act;
 - (iii) any material damage to a Member's rights or interests or Members' rights or interests generally; or
 - (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 this Constitution; or
 - (f) there has been an undue delay in making the complaint.

Refer complaint

- 20.10 The Society may refer a complaint to:
- (a) a subcommittee or an external person to investigate and report; or
 - (b) a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.
 - (c) with the consent of all parties to the complaint, to any type of consensual dispute resolution such as mediation or facilitation.

Decision makers

20.11 An individual may not act as a decision maker in relation to a complaint if 2 or more members of the decision-making body (whether it is a Committee, committee, complaints subcommittee, tribunal, or other) consider that there are reasonable grounds to believe that the individual may not be:

- (a) impartial; or
- (b) able to consider the matter without a predetermined view.

21. Ending the Society

21.1 The Committee must give Notice to all Members of at least Twenty Working Days' Notice of a proposed motion:

- (a) to remove the Society from the Register;
- (b) for the distribution of the Society's surplus assets; or
- (c) to appoint a liquidator.

21.2 The Notice must comply with section 228 of the Act and include details of the General Meeting at which the proposed motion is to be considered.

21.3 Any resolution for a motion set out in clauses 21.1(a) to 21.1(c) must be passed by a Special Resolution.

21.4 The surplus assets of the Society, after the payment of all costs, debts, and liabilities, must be distributed to the Whangarei District Council for them to fulfil the Purpose of the Society as outlined in this Constitution and to maintain the Societies assets and buildings.