

CONSTITUTION OF:
TE WHARE TOI O NGAARUAWAAHIA
INCORPORATED

1.0 Name

- 1.1 The name of the association shall be "Te Whare Toi O Ngaruawahia Incorporated"
- 1.2 The Society is constituted by Resolution dated; 13 August 2025
- 1.3 This constitution is adopted in compliance with the Incorporated Societies Act 2022 and supersedes any earlier versions

2.0 Registered office

- 2.1 The registered office of the Society will be in such a place in New Zealand as the Society determines.

3.0 Vision

- 3.1 "He hononga a auaha o nga iwi katoa - A culture of creativity woven for all".

4.0 Mission

- 4.1 The centre of creative community development for Ngaruawahia and surrounding districts

5.0 Principles

- 5.1 The Society is committed to achieving its purposes using an inclusive, bicultural community development approach that is focused on providing for the health, welfare and wellbeing of individuals and the communities we serve.

6.0 Purposes

- 6.1 To identify and respond to community needs and aspirations that enrich and support the culture, wellbeing, creativity, environmental, spiritual and social engagement of Ngaruawahia and surrounding districts.
- 6.2 To provide a centrally based charitable creative facility that provides for creative community services including: art therapy, youth programmes, Mahi Toi, community

education classes, Te Reo, technology, manual development, craft, cultural and environmental programmes.

- 6.3 To provide community initiatives and events, access to information services and resources and programmes which enhance individual and community welfare and encourage positive cultural diversity and community engagement.
- 6.4 Undertake any other activities which are of a charitable purpose consistent with the Society's mission and purposes and are necessary or helpful to the above mission and purposes.
- 6.5 Pecuniary gain is not a purpose of the society. This aligns with the Incorporated Societies Act 2022 and Charities Act, confirming all activities remain not-for-profit.
- 6.6 Society operates solely in Aotearoa New Zealand for the benefit of Ngaaruawaahia and surrounding districts.

7.0 Governance Committee

7.1 The Society shall have a Governance Committee ("the Committee") comprising of the following persons;

- a) The Chair;
- b) The Vice Chair
- c) The Secretary;
- d) The Treasurer;
- e) The Contact Officer
- f) Four other members

- 7.2 Only members of the Society may become members of the governance committee
- 7.3 There shall be a minimum of 5 members and a maximum of nine members to make up the governance committee.
- 7.4 The Contact Officer position may be held in addition to another officeholder's role.
- 7.5 The Secretary/Treasurer Role can be combined if agreed unanimously by the committee.

8.0 Appointment of Officers and Executive Officers of the Governance Committee

8.1 At a Governance Committee meeting the Governance Committee may by majority decide;

8.2 Who shall be the Executive Officers including Chair, Vice Chair; Secretary, Treasurer and Contact Officer.

8.3 Whether any Officer may hold more than one position

9.0 Cessation of Governance Committee Membership / Officeholder

9.1 Persons cease to be Governance Committee members and/or Executive Officeholders when;

- a) They resign by giving written notice, delivered to the Society's registered office.
- b) They are removed from office in accordance with the Society's Constitution.
- c) They become disqualified from being an Officer of the Governance Committee or Executive Officeholder according to the Society's Constitution.
- d) Dies or becomes physically or mentally incapable to continue in the role
- e) Does not attend three consecutive meetings of the Governance Committee without prior leave of absence except in extreme circumstances approved by a majority of the Governance Committee.
- f) The notice of resignation is effective when it is received at that office or at a time specified in the notice.
- g) If the resigning Officer is not capable of or omits to supply their resignation in writing the Governance Committee may pass a motion at the next Governance Committee meeting confirming the resignation of that Officer.

9.2 If a person ceases to be a Governance Committee member or Executive Officeholder, that member must within one month give to the committee all Society documents and property.

10.0 Nomination process for the election of (The Governance Committee and its Officers)

10.1 Nominations for election to the Governance Committee of the Society shall be called for at least 21 days before an Annual General Meeting. Each candidate shall be proposed and seconded in writing by members and the completed nominations delivered to the secretary. Nominees must sign their agreement to be nominated on the form and be prepared to have a police and trustee check and register with the Charities Office should they be elected. Nominations shall close at 5pm on the fifth day before the Annual General Meeting. All retiring members of the Governance Committee shall be eligible for re-election at the Annual General Meeting

11.0 Election procedures for the election of the Governance Committee and its Officers.

11.1 Elections will be held annually on a staggered basis as follows:

- **Even numbered years:** Contact Officer, Treasurer and two ordinary members.
- **Odd numbered years:** Chairperson, Secretary and two ordinary members

This is to ensure stability of the Governance Committee, retention of organisational knowledge, increased opportunity for skill development and succession planning.

11.2 Election of Officeholders

- Officeholders will be elected and voted in by the members at the Annual General Meeting (AGM) in accordance with the procedures set out in this constitution.

12.0 Governance Committee Vacancies

12.1 If the position of any Governance Committee Officer becomes vacant between Annual General Meetings, the Governance Committee may appoint another Society Member providing they meet the legal requirements and obligations of Governance Committee Officers, they can fill that vacancy until the next Annual General Meeting.

13.0 Role and Obligations of the Committee

13.1 Subject to the rules of the Society ("The Rules") the role of the Committee is to;

- Provide stewardship for the Society
- Carry out the purposes of the Society and use money or other assets to do that
- Govern and carry out the Society's financial affairs, including approving the annual financial statements for presentation to the Members at the Annual General Meetings
- Set accounting policies in line with generally accepted accounting practice
- Delegate responsibility and co-opt members where necessary
- Ensure all members understand and follow the rules of the Society
- Decide how a person becomes a member, and how a person stops being a member;
- Decide the times and dates for meetings and set the agenda for meetings
- Decide the procedures for dealing with complaints
- Set membership fees, including subscriptions and levies
- Set the strategic direction for the Society

14.0 Obligations of the Officers

14.1 To:

- a) act in good faith and in what the Officer believes is in the best interests of the Society
- b) exercise a power for a proper purpose
- c) not act, or agree to the Society acting, in a manner that contravenes the Act or the constitution of the Society
- d) exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances
- e) exercise care and diligence to reduce substantial risk of serious loss to the Society's creditors
- f) not agree to the Society incurring an obligation unless the Officer believes at the time, on reasonable grounds, that the Society will be able to perform the obligation when it is required to do so

14.2 The Governance Committee has all the powers of the Society in accordance with the Incorporated Societies Act 2016 and any other powers provided by the general law of New Zealand to enable them to act appropriately in the best interest of the organisation.

14.3 Decisions of the Governance Committee shall be by a consensus first and failing this by majority vote.

14.4 Decisions of the Governance Committee bind the Society

15.0 Power

15.1 Elect a Governance Committee at the Annual General Meeting to oversee and provide governance to the Society

15.2 Use the funds of the Society as the authorities of the Society to allow for the payment of costs and expenses of the Society including to undertake contracts, employ staff, advisors or consultants required to carry out the operations of the Society and according to principles of good faith, employment and the Employment Relations Act 2000 or any subsequent enactment

15.3 Purchase, lease, hire or otherwise acquire any real or personal property.

15.4 Let, mortgage or otherwise dispose of any property of the Society.

15.5 Borrow, raise or invest money in a manner consistent with the purposes of the Society.

15.6 Pay all expenses incurred in running the Society including wages, salaries and expenses in line with current awards, rates of pay and conditions.

15.7 The powers and rules of the Society provided that they do not contravene the charitable purposes of the Society.

15.8 All other things that in the opinion of the Society will further its charitable purposes.

16.0 Roles and Obligations of Governance Committee

16.1 Obligations of the Officers

- a) act in good faith and in what the officer believes is in the best interests of the society
- b) to exercise a power for a proper purpose
- c) to not act or agree to the society acting in a manner that contravenes the act or the constitution of the society or creates substantial risk of serious loss to the society's creditors
- d) exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances
- e) to not agree to the society incurring an obligation unless the officer believes at the time on reasonable grounds that the society will be able to perform the obligation when it is required to do so

17.0 Governance Committee Liability

17.1 No Governance Committee member of the Society shall be liable for:

- a) any loss not attributable to another governance committee member's dishonesty, wilful misconduct or gross negligence or to the wilful commission by the governance committee member of an act known to be a breach of trust
- b) the acts or defaults of another governance committee member
- c) any act done in good faith in conformity with the decisions of the governance committee, or
- d) the neglect or default of any solicitor, banker, accountant or other agent or servant appointed or employed in good faith by the governance committee
- e) No governance committee member shall be entitled to take any proceedings against another governance committee member for any breach or alleged breach of trust by such governance committee member.

18.0 Governance Committee Indemnity

- 18.1 Any Governance Committee member of the society shall be indemnified out of the assets of the Society Fund for and in respect of any loss or liability that such Governance Committee member may sustain or incur by reason of carrying out or the commission of any function, power or duty of the Governance Committee member under or in accordance with the constitution; or in respect of any expense or cost incurred by the Governance Committee member in the management and administration of the society fund; unless such

loss or liability is attributable to such dishonesty, wilful misconduct or gross negligence by the Governance Committee member resulting in a breach of trust.

19.0 Chair is responsible for:

19.1 All of the below:

- a) Convening Meetings and establishing whether or not a quorum is present (half of the Committee is present)
- b) Chairing meetings
- c) Overseeing the operation of the Society
- d) Providing a report on the operations of the Society at each Annual General Meeting
- e) Ensuring that the meeting rules are followed
- f) The Chair or delegated Officer will have delegated responsibility to act as Employer and liaison between the Manager and the Committee.

20.0 The vice Chair is responsible for:

20.1 The vice Chair will act in the Chair's absence, support the Chair in the effective leadership of the Society and fulfil the role by provide a sounding board for the Chair and serving as an intermediary for the other governors where necessary.

21.0 The Secretary is responsible for:

21.1 All of the below:

- a) Recording the minutes of Meetings
- b) Keeping the Register of Members
- c) Holding the records, documents and books except those required for the Administration and Treasurers function
- d) Receiving and replying to Society correspondence as required by the Committee

22.0 The Treasurer is responsible for:

22.1 All of the below:

- a) Keeping proper accounting records of the Society's financial transactions to allow the Society's financial position to be readily ascertained
- b) Preparing annual financial statements for presentation at each Annual General Meeting. These statements should be prepared in accordance with the Societies accounting policies.
- c) Providing a financial report at each Annual General Meeting.
- d) Providing financial information to the Committee as the Committee determines

23.0 The Contact officer is responsible for:

23.1 All of the below:

- a) Completing the Annual return as required by the Charities Commission/Registrar of Incorporated Societies including the annual financial statements and Committee Member registrations for the Society to the Registrar of Incorporated Societies and Charities Commission upon their approval at an Annual General Meeting
- b) Advise the Charities Commission/Registrar of Incorporated Societies of any rule changes.

24.0 Governance Committee Meetings

24.1 Governance Committee meetings may be held via video or telephone conference or other formats as the Committee may decide.

24.2 A written resolution signed by all the Governance Committee will be as valid and effectual as if it had been passed at a meeting of the Governance Committee.

24.3 No Governance Committee Meeting decisions can be ratified unless at least 50% of the Governance Committee Members attend.

24.4 Decisions of the Governance Committee shall be by consensus or failing this, by majority vote. If a majority is unable to be achieved then the motion is deemed to have failed.

24.5 Only Governance Committee Members present at a Governance Committee Meeting may vote at the Governance Committee Meeting, but all Committee Members even if absent are responsible for the decisions made at properly constituted Committee meetings.

24.6 The Governance Committee shall meet at least 6 times every year. The Secretary will ensure that members are notified of the meetings in writing at least one week prior to the meeting.

24.7 Subject to these rules the Governance Committee may regulate its own practices

24.8 The Chair or Nominee shall adjourn the meeting if necessary

25.0 Adjourned Meetings

25.1 If within half an hour after the time appointed for a Meeting a Quorum is not present the meeting, if convened upon requisition of its members, shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the Chair of the Society, and if at such adjourned Meeting a Quorum is not present the Meeting shall be dissolved

without further adjournments. The Chair may with the consent of any Society Meeting adjourn the same 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.

26.0 Conduct of Society meetings

26.1 Society Meetings

- a) A Society Meeting is either an Annual General Meeting or a Special General Meeting.
- b) The Annual General Meeting shall be held once every year no later than five months after the Society's balance date. The Committee shall determine when and where the Society shall meet within those dates.
- c) Special General Meetings may be called by the Committee. The Committee must call a Special General Meeting if the Secretary receives a written request signed by at least 10 of the Members or 10% of total current membership, whichever is the greatest.

26.2 The Secretary shall:

- a) Give all Members at least 14 days Written Notice of the business to be conducted at any Society Meeting
- b) Additionally, the Secretary will provide:
 - I. A copy of the Chair/President's Report on the Society's operations and of the Annual Financial Statements as approved by the Committee.
 - II. A list of Nominees for the Committee, and information about those Nominees if it has been provided. (The Secretary must not provide Members with information exceeding one side of an A4 sheet of paper per Nominee).
 - III. Notice of any motions and the Committee's recommendations about those motions.

If the Secretary has sent a notice to all Members in good faith, the Meeting and its business will not be invalidated simply because one or more Members do not receive the notice.

26.3 Written resolutions may be passed in lieu of a general meeting if signed by all eligible voting members

27.0 All Members may attend and vote at Society Meetings:

27.1 No Society Meeting may be held unless at least 10 eligible Members attend or 10% of total membership, whichever is the greatest number. (This will constitute a Quorum.)

27.2 A quorum includes members present in person or via electronic participation

27.3 All Society Meetings shall be chaired by the Chair. If the Chair is absent, the Society shall elect another Committee Member to Chair that meeting. Any person chairing a Society Meeting has a casting vote.

27.4 On any given motion at a Society Meeting, the Chair shall in good faith determine whether to vote by:

- a) Voices;
- b) Show of hands; or
- c) Secret ballot.
- d) Votes may be cast by electronic means, such as email, online voting platforms, or other secure digital tools approved by the Committee. The Committee must take reasonable steps to ensure:
 - I. Only eligible members or officers vote;
 - II. Votes are anonymised (where appropriate);
 - III. Voting is secure, time-bound, and transparent;
 - IV. The process for submitting, verifying, and counting votes is documented.

However, if any Member demands a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot.

28.0 The business of an Annual General Meeting shall be:

28.1 All of the below:

- a) Receiving any minutes of the previous Society's Meeting(s);
- b) The Chair/President's report on the business of the Society;
- c) The Treasurer's report on the finances of the Society, and the Annual Financial Statements;
- d) Election of Committee Members;
- e) Motions to be considered;
- f) General business.

28.2 The Chair or their nominee shall adjourn the meeting if necessary.

28.3 Adjourned Meetings: If within half an hour after the time appointed for a meeting a Quorum is not present the meeting, if convened upon requisition of members, shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the Chair of the Society, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The Chairperson may with the consent of any Society Meeting adjourn the same 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.

28.4 Votes may be cast in the same manner as those described in 27.4.

29.0 Records of legally constituted meetings of the Society.

29.1 Accurate minutes will be kept of all official meetings of the Society by the Secretary. Minutes will include the date, time, place and agenda for the meeting, who is present and apologies. Minutes will also record all decisions, actions and matters requested to be recorded by Officers of the Governance Committee. Minutes will include the tabling and acceptance of reports including financial, management, governance and sub committees. If voting is undertaken the minutes will include the resolution, who moved and seconded the motion and the outcome of the vote, plus any abstentions.

30.0 Motions at Society Meetings

30.1 Any Member may request that a motion be voted on ("Member's Motion") at a particular Society Meeting, by giving written notice to the Secretary at least 14 days before that meeting. The Member may also provide information in support of the motion ("Member's Information"). The Committee may in its absolute discretion decide whether or not the Society will vote on the motion. However, if the Member's motion is signed by at least 10 or 10 % whichever is the greater of eligible Members:

- a) It must be voted on at the Society Meeting chosen by the Member; and
- b) The Secretary must give the Member's Information to all Members at least 14 days before the Society Meeting chosen by the Member; or
- c) If the Secretary fails to do this, the Member has the right to raise the motion at the following Society Meeting.

30.2 The Committee may also decide to put forward motions for the Society to vote on ("Committee Motions") which shall be suitably notified.

31.0 Society membership

31.1 Membership may comprise different classes of membership as decided by the Society

31.2 Members have the rights and responsibilities set out in these rules

31.3 Members are required to be current, financial members for a minimum of one month prior to being eligible to vote at an AGM, Special or General Meeting.

32.0 Admission of Members

32.1 Membership of the Society shall comprise of all persons who have completed a membership form for the current financial year and paid a koha for the current year. (This is done in line with the Society's financial year.)

32.2 To become a Member, a person ("the Applicant") must:

- a) Complete an application form to become a Member
- b) Supply any other information the Governance Committee requires
- c) Pay a membership koha
- d) Consent to be a member.

32.3 The membership application will be considered at the next meeting of the Society's Governance Committee and they shall have complete discretion when it decides whether or not to allow the Applicant to become a Member. The Committee shall advise the Applicant of its decision, and that decision shall be final.

33.0 Liability of Members

33.1 A Member is not liable for an obligation of the Society by reason of only being a Member. The liability of a Member of the Society is limited to:

- a) Any amount unpaid on the membership of the member
- b) Any liability expressly provided for in the Society's constitution.

34.0 The Register of Members

34.1 The Secretary shall keep a Register of Members ("the Register") which shall contain the names, the postal and email addresses and telephone numbers of all Members, and the date that they became Members.

34.2 The personal details of Members on the Register shall remain confidential and shall not be passed on to any other organisation or individual and shall not be used except for the purposes of the Society.

34.3 If a Member's contact details change, that Member shall give the new postal, email or telephone number to the Secretary.

34.4 Each Member shall provide such other details as the Committee requires

34.5 The Society must maintain a formal, current membership of a minimum of 10 members.

34.6 The Secretary shall submit after each AGM an up to date register and forms as required to any statutory agency that requires the details or to undertake vetting of Committee Members such as the Police and Charities Office.

35.0 Cessation of Membership

35.1 Any Member may resign by giving written notice to the Secretary.

35.2 Membership terminated in the following way:

- a) If, for any reason whatsoever, the Committee is of the view that a Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society, the Committee may give written notice of this to the Member ("the Committee's Notice"). The Committee's Notice must:
 - I. Explain how the Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society;
 - II. State what the Member must do in order to remedy the situation; or state that the Member must write to the Committee giving reasons why the Committee should not terminate the Member's Membership.
 - III. State that if, within 14 days of the Member receiving the Committee's Notice, the Committee is not satisfied, the Committee may in its absolute discretion immediately terminate the Member's Membership.
 - IV. State that if the Committee terminates the Member's Membership, the Member may appeal to the Society.
- b) Fourteen days after the Member received the Committee's Notice, the Committee may in its absolute discretion by majority vote terminate the Member's Membership by giving the Member written notice ("Termination Notice"), which takes immediate effect. The Termination Notice must state that the Member may appeal to the Society at the next Meeting by giving written notice to the Secretary ("Member's Notice") within 14 days of the Member's receipt of the Termination Notice.
- c) If the Member gives the Member's Notice to the Secretary, the Member will have the right to be fairly heard at a Society Meeting held within the following 28 days. If the Member chooses, the Member may provide the Secretary with a written explanation of the events as the Member sees them ("the Member's Explanation"), and the Member may require the Secretary to give the Member's Explanation to every other Member within 7 days of the Secretary receiving the Member's Explanation. If the Member is not satisfied that the other Committee Members have had sufficient time to consider the Member's Explanation, the Member may defer his or her right to be heard until the following Committee Meeting.
- d) When the Member is heard at a Society Meeting, the Society may question the Member and the Committee Members.
- e) The Committee shall then by majority vote decide whether to let the termination stand, or whether to reinstate the Member. The Society's decision will be final.

36.0 Obligations of Members

All Members (and Governance Committee Members) shall promote the purposes of the Society and shall not do or say anything to bring the Society into disrepute.

37.0 Money and other assets of the society

37.1 The Society may only use Money and Other Assets if:

- a) It is for a legitimate purpose of the Society;
- b) As a not-for-profit organisation, the officers and members may not receive any distributions of profit or income from it. This does not prevent officers or members:
 - I. Receiving reimbursement of actual and reasonable expenses incurred, or entering into any transactions with the organisation for goods or services supplied to or from them, which are at arm's length, relative to what would occur between unrelated parties. Provided no officer or member is allowed to influence any such decision made by the organisation in respect of payments or transactions between it and them, their direct family or any associated entity.
 - II. That use has been approved by either the Committee or by majority vote of the Society.

38.0 Joining Fees, Subscriptions and Levies

38.1 The Governance Committee will decide on the application of any subscription fees and levies.

39.0 Financial Control and Management

39.1 Financial Year:

- a) The financial year of the Society begins on 1st April of every year and ends on 31st March of the next year; or
- b) Any other date that the Governance Committee adopts as its balance date.

39.2 Financial Reporting: Annual Financial Statements must be prepared and registered. The Governance Committee must ensure that, within 6 months after the end of the accounting period of the Society, financial statements are-

- a) Completed in relation to the Society and that accounting period; and

- b) Dated and signed on behalf of the Governance Committee by two Officers of the Governance Committee.
- c) The Society must ensure that within six months after the balance date of the Society, copies of the financial statements of the Society for the period ending on that date are given to the Registrar for registration.

40.0 Assurance on the Financial Statements

40.1 The Society shall appoint an Auditor to audit the annual financial statements of the Society. The Auditor shall report on whether the financial statements are prepared in all material respects in accordance with the Society's generally accepted accounting policies and practices. The Auditor must be a suitably qualified person and preferably be a member of the New Zealand Institute of Chartered Accountants, and must not be a member of the Governance Committee, or an employee of the Society. If the Society appoints an Auditor who is unable to act for some reason, the Governance Committee shall appoint another Auditor as a replacement.

40.2 The Governance Committee is responsible to provide the auditor with:

- a) Access to all information of which the Governance Committee is aware that is relevant to the preparation of the financial statements such as records, documentation and other matters
- b) Additional information that the auditor may request from the Governance Committee for the purpose of the audit; and
- c) Reasonable access to persons within the Society from whom the auditor determines it necessary to obtain evidence.

41.0 Accounting Records

41.1 The Governance Committee of the Society must ensure that there is accounting records kept at all times that –

- a) Correctly record the transactions of the Society; and
- b) Will allow the Society to produce financial statements written in English that comply with the requirements of the Incorporated Societies Act; and
- c) Would enable the financial statements to be readily and properly audited (If required under any enactment).

41.2 The Governance Committee must establish and maintain a satisfactory system of control of the Societies accounting records.

42.0 Register of Interests and conflict of interest

42.1 The society will keep a register of interests and conflicts of interest for all governance officers which will be available to all officers of the society.

- 42.2 Officers must disclose any interest or conflict to the committee in a timely manner.
- 42.3 The conflict will be added to the register.
- 42.4 Where an officer has a conflict they will not:
- a) Take part in a vote relating to any decision
 - b) Will not sign any documents relating to the conflict issue
 - c) But may take part in discussion if deemed appropriate by the committee.

43.0 Common seal

43.1 The Committee may provide a common seal for the Society and may from time to time replace it with a new one.

43.2 The Secretary shall have custody of the common seal, which shall only be used by the authority of the Committee. Every document to which the common seal is affixed shall be signed by the Chair and countersigned by the Secretary or a member of the Committee.

44.0 Altering the rules

44.1 The Society may alter or replace these Rules at a Society Meeting by a resolution passed by a two-thirds majority of those Members present and voting.

44.2 Any proposed motion to amend or replace these Rules shall be signed by at least 10 % of eligible Members and given in writing to the Secretary at least 28 days before the Society Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.

44.3 At least 14 days before the General Meeting at which any Rule change is to be considered the Secretary shall give to all Members written notice of the proposed motion, the reasons for the proposal, and any recommendations the Committee has.

44.4 When a Rule change is approved by a General Meeting no Rule change shall take effect until the Secretary has filed the changes with the Registrar of Incorporated Societies.

44.5 No addition to, deletion from or alteration of the organisation's rules shall be made which would allow personal pecuniary profits to any individuals.

45.0 Bylaws to govern the Society

45.1 The Committee may from time-to-time make, alter or rescind bylaws for the general management of the society, so long as these are not repugnant to these rules or to the provisions of law. All such bylaws shall be binding on members of the Society. A copy of the bylaws for the time being shall be available for inspection by any member on request to the Secretary.

46.0 Amalgamation with other like-minded organisations

46.1 The Society may consider partial or full amalgamation with another compatible Society if it is in the best interests of the society as decided by the members and it is not repugnant to the rules of the Society. Amalgamation may be considered as an alternative to winding up if appropriate.

47.0 Winding up

47.1 If the Society is wound up:

- a) The Society's debts, costs and liabilities shall be paid;
- b) Surplus Money and Other Assets of the Society may be disposed of: By resolution; or according to the provisions in the Incorporated Societies Act 1908; or any subsequent Act. but no distribution may be made to any Member;
- c) On winding up or dissolution of the organisation any surplus funds or assets shall not be paid or distributed to any members or individuals but shall be:
 - I. applied to a purpose in line with the organisation's objects, or
 - II. given or transferred to another not-for-profit organisation, with preference to a related charitable organisations working in the field of creative community development in the Ngaarunawahia and surrounding districts
- d) The surplus Money and Other Assets after the payment of costs, debts and liabilities will be given to other registered charitable organisations working in the field of creative community development in the Ngaarunawahia and surrounding districts.
- e) If the Society is unable to make such a decision the surplus assets will be disposed of in accordance with the directions of the High Court.

48.0 Court Orders enforcing Officers Duties

48.1 The society may seek a court order against an Officer if it is satisfied that the person has or is likely to breach a duty.

48.2 An order may include declaring and enforcing a duty

48.3 Compensation to the society in whole or part for loss or damage suffered because of the breach.

49.0 Qualifications of Officers

- 49.1 No person can stand for election as an officer of the society who is:
- a) Under 16 year of age
 - b) An undischarged bankrupt
 - c) A person disqualified, banned or subject to other types of orders under various acts (e.g. Companies Act, Charities Act.)
 - d) A person convicted of certain offences including crimes involving dishonesty, violence, family and sexual abuse, tax evasion, money laundering, fraud within the last 7 years.

50.0 Grievances and Complaints

50.1 The Society will develop its internal and external dispute procedures to meet the needs of the Society providing they satisfy the requirements of natural justice as defined in the Incorporated Societies Act. This includes:

- a) Informing all parties involved of the nature of the grievance or complaint in writing;
- b) Providing reasonable time to prepare and respond;
- c) Offering all parties an opportunity to be heard, either in writing or in person;
- d) Ensuring that the person or body deciding the outcome is impartial and has had no prior involvement in the matter;
- e) Documenting the decision-making process and communicating the final decision, including reasons, to all parties involved.

50.2 The Society may submit complaints or grievances to arbitration under the Arbitration Act 1996 which will bind the society and the complainant to any arbitration agreement that is an outcome of this action.

50.3 Procedures for Disputes will include:

- a) Complaints concerning misconduct of members, or discipline of members; and
- b) Grievances brought by members concerning their rights or interests as members.

50.4 Disputes, complaints or grievances relating to the conduct of staff members will be dealt with as per the Societies employment policies procedures and the Employment Relations Act 2000 or any subsequent enactments.

51.0 Mediation and Arbitration

51.1 Any dispute arising out of or relating to this Constitution may be referred to mediation. Mediation may be initiated by either party writing to the other party, and identifying the dispute which is being put forward for mediation. The other party will either agree to proceed with mediation or agree to attend a preliminary meeting with the mediator to discuss whether mediation would be helpful in resolving the dispute. Parties will agree on a suitable mediator. The mediation will be in accordance with the Mediation Protocol of the Arbitrators and Mediators institute of NZ Inc.

51.2 The mediation shall be terminated by:

- a) The signing of an agreement by the parties; or
- b) Notice to the parties by the mediator, after consultation with the parties, to the effect that further efforts at mediation are no longer justified; or
- c) Notice by one or more of the parties that further efforts are no longer justified; or
- d) The expiry of sixty working days from the Mediator's appointment unless the parties agree to an extension to this period. Constitution, including any question regarding its existence, validity or termination, shall be referred to and finally resolved by arbitration in NZ in accordance with NZ law and the current Arbitration Protocol of the Arbitrators' and Mediators' Institute of New Zealand. The arbitration shall be by one Arbitrator to be agreed on by the parties and if they should fail to agree within (21) days, then to be appointed by the President of the Arbitrators and Mediators Institute of NZ INC.

52.0 Definitions

52.1 Definitions and Miscellaneous matters in these Rules:

- a) "Majority vote" means a vote made by more than half of the Members who are present at a Meeting and who are entitled to vote and voting at that Meeting upon a resolution put to that Meeting.
- b) "Money or Other Assets" means any real or personal property or any interest therein, owned or controlled to any extent by the Society.
- c) "Society Meeting" means any Annual General Meeting, or any Special General Meeting, but not a Committee Meeting.
- d) "Use Money or Other Assets" means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, Money or Other Assets.

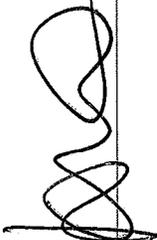
e) "Written Notice" means communication by post, electronic means (including email, and website posting), or advertisement in periodicals, or a combination of these methods.

f) "Officer" means a person who:

- I. Is a member of the Committee (however described); or
- II. Occupies a position in the Society that allows them to exercise significant influence over management or administration.

Matters not covered in these rules shall be decided upon by the Governance Committee.

Signed by three members of the society:

Members Full Legal Name	Signature	Date
Rebecca Hinemoa Smith	RSSh	10-09-25
Laura Kelly Millward		10/9/25.
Luvy Catherine Smith	LC Smith	10/9/2025