



# TAHUNA FOOTBALL CLUB INC. CONSTITUTION

Date: April 2023

## 1. Introductory rules

### 1.1. Name

The name of the society is Tahuna FC Incorporated (in these **Rules** referred to as the '**Society**').

### 1.2. Charitable status

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

### 1.3. Definitions

- 1.3.1. In these **Rules**, words have the meaning set down in the Act. If a term is not defined in the Act, then that term has the meaning given to it in the Incorporated Societies Act 2022. In all other instances, unless the context requires otherwise, the following words and phrases have the following meanings:
- 1.3.2. '**Act**' means the Incorporated Societies Act 1908 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.
- 1.3.3. '**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.

- 1.3.4. **‘Chair/President’** means the **Committee Member** responsible for, among other things, overseeing the governance and operations of the **Society** and chairing **General Meetings**.
- 1.3.5. **‘Committee’** means the **Society’s** governing body.
- 1.3.6. **‘Committee Member’** means a member of the **Committee**, including the **Chair/President, Secretary** and **Treasurer**.
- 1.3.7. **‘Deputy Chair/Vice President’** means the **Committee Member** elected or appointed to deputise in the absence of the Chair/President.
- 1.3.8. **‘General Meeting’** means either an **Annual General Meeting** or a **Special General Meeting** of the **Society**.
- 1.3.9. **‘Interested Member’** means a member who is interested in a matter for any of the reasons set out in section 62 of the Incorporated Societies Act 2022.
- 1.3.10. **‘Interests Register’** means the register of interests of Officers, including **Committee Members**, kept under these **Rules**.
- 1.3.11. **‘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**.
- 1.3.12. **‘Member’** means a person properly admitted to the **Society** who has not ceased to be a member of the **Society**.
- 1.3.13. **‘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.
- 1.3.14. **‘Register of Members’** means the register of **Members** kept under these **Rules**.
- 1.3.15. **‘Rules’** means the rules in this document.
- 1.3.16. **‘Secretary’** means the **Committee Member** responsible for, among other things, keeping the **Register of Members**, the **Register of Interests**, and recording the minutes of **General Meetings** and **Committee** meetings.
- 1.3.17. **‘Special General Meeting’** means a meeting of the **Members**, other than an **Annual General Meeting**, called for a specific purpose or purposes.
- 1.3.18. **‘Treasurer’** means the **Committee Member** responsible for, among other things, overseeing the finances of the **Society**.
- 1.3.19. **‘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.

## 1.4. Purposes

The primary purposes of the **Society** are to:

- 1.4.1. To organize, promote and develop amateur football for players of all ages and capabilities within the district.
- 1.4.2. To ensure that each team management appointed provides the opportunity for each member of that team to improve their skills and knowledge of football while emphasizing good sportsmanship and citizenship.
- 1.4.3. To promote the mutual interest of the members and encourage a cordial and co-operative attitude among members of this corporation and toward other similar organizations
- 1.4.4. To promote the good welfare of its members, individually and collectively, to consider, advise upon and make representations with respect to and generally to deal with all matters pertaining to the welfare and interests of its members.

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

- a. any **Member** of the **Society** deriving any personal financial gain from membership of the **Society**, other than as may be permitted by law, or
- b. returning all or part of the surplus generated by the **Society's** operations to **Members**, in money or in kind, or
- c. conferring any kind of ownership in the **Society's** assets on **Members** but the **Society** will not operate for the financial gain of **Members** simply if the **Society**:

- 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 favourable 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**.

No **Interested 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 **Interested Member** of any income, benefit, or advantage.

Any payments made to an **Interested Member** must be for goods and services that advance the charitable purpose and must be reasonable and comparable to payments that would be made between unrelated parties.

## 1.5. Tikanga / Culture

The tikanga or culture of the **Society** is as follows:

- 1.5.1. Create a culture of collective responsibility among players, coaches, and staff. This can be achieved by promoting open communication, shared decision-making, and encouraging a positive attitude towards teamwork and mutual support.
- 1.5.2. The club should also encourage social connections and friendships within the club, as this can create a sense of community and a sense of belonging among players.
- 1.5.3. Increase visibility of, and access to, committee members on match days

and these **Rules** shall be interpreted having regard to that tikanga or culture.

## 1.6. Act and Regulations

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

## 1.7. 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 Act.

## 1.8. Power to borrow money

The **Society** has the power to borrow money.

## 1.9. Other powers

In addition to its statutory powers, the **Society** may (subject to exercising the care and skill that a prudent person of business would exercise in managing the affairs of others) for the purposes of carrying on any operation within the scope of its objects:

- a. use its funds to pay the costs and expenses to advance or carry out its objects,
- b. employ or contract with such people as may be appropriate, and
- c. invest in any investment.

## 2. Members

### 2.1. Minimum number of members

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

### 2.2. 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 these **Rules** and who or which has not ceased to be a **Member**.
- b. **Life Member:** A **Life Member** is a person honoured for highly valued services to the **Society** elected as a **Life Member** by resolution of a **General Meeting** passed by a simple 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.
- c. **Honorary Member:** An **Honorary Member** is a person honoured for services to the **Society** or in an associated field elected as an **Honorary Member** by resolution of a **General Meeting** passed by a simple majority of those present and voting. An **Honorary Member** has no membership rights, privileges or duties.

### 2.3. Obligations and rights

- 2.3.1. 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.
- 2.3.2. Membership does not confer on any **Member** any right, title, or interest (legal or equitable) in the property of the **Society**.

## 2.4. Other obligations and rights

- 2.4.1. All **Members** (including **Committee Members**) shall promote the interests and purposes of the **Society** and shall do nothing to bring the **Society** into disrepute.
- 2.4.2. 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 their respective due dates, but no **Member** or Life **Member** is liable for an obligation of the **Society** by reason only of being a **Member**.
- 2.4.3. Any **Member** that is a body corporate shall provide the **Secretary** with the name and contact details of the person who is the organisation's authorised representative, and that person shall be deemed to be the organisation's proxy for the purposes of voting at **General Meetings**.
- 2.4.4. 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.

## 2.5. Subscriptions and fees

- 2.5.1. The annual subscription and any other fees for membership for the then current financial year shall be set by resolution of a **General Meeting** (at which it may also be decided whether payment can be made by periodic instalments).
- 2.5.2. Any **Member** failing to pay the annual subscription (including any periodic payment), any levy, or any capitation fees, within 3 calendar month(s) of the date the same was due for payment shall be considered as unfinancial and shall (without being released from the obligation of payment) have no membership rights and shall not be entitled to participate in any **Society** activity or to access or use the **Society's** premises, facilities, equipment and other property until all the arrears are paid. If such arrears are not paid within 3 calendar 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**).

## 2.6. Ceasing to be a member

A **Member** ceases to be a **Member**:

- a. on death (or if a body corporate on liquidation or deregistration, 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 under these **Rules**.

with effect from (as applicable):

- a. the date of death of the **Member** (or if a body corporate from the date of its liquidation or deregistration, or if a partnership from the date of its dissolution), or
- b. the date of receipt of the notice of resignation by the **Secretary** (or any subsequent date stated in the notice of resignation), or
- c. the date of termination of membership under these **Rules**, or
- d. the date specified in a resolution of the **Committee**.

### 3. General meetings

#### 3.1. 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 the **Rules** relating to the procedure to be followed at **General Meetings** shall apply.

#### 3.2. 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 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. consider any motions,
- f. consider any general business.

The **Committee** must, 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 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).

### 3.3. Special General Meetings

- 3.3.1. **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 50 per cent of **Members**. Any resolution or written request must state the business that the **Special General Meeting** is to deal with.
- 3.3.2. 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.

### 3.4. Procedure

- 3.4.1. The **Committee** shall give all **Members** at least 14 **Working Days'** Notice of any **General Meeting** and of the business to be conducted at that **General Meeting**.
- 3.4.2. The **General Meeting** and its business will not be invalidated simply because one or more **Members** do not receive the **Notice** of the **General Meeting**.
- 3.4.3. All financial **Members** may attend, speak and vote at **General Meetings**:
- a. in person, or
  - b. by a signed original written proxy (an email or copy not being acceptable) in favour of some individual entitled to be present at the meeting and received by, or handed to, the **Secretary** before the commencement of the **General Meeting**, or
  - c. through the authorised representative of a body corporate as notified to the **Secretary**, and
  - d. No other proxy voting shall be permitted.
- 3.4.4. No **General Meeting** may be held unless at least 6 eligible financial **Members** attend. This will constitute a quorum.
- 3.4.5. If, within fifteen minutes after the time appointed for a meeting a quorum is not present, the meeting – if convened upon request of **Members** – shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the **Chair/President** of the **Society**, and if at such adjourned meeting a quorum is not present those present in person or by proxy shall be deemed to constitute a sufficient quorum. Any decisions made when a quorum is not present are not valid.



- 3.4.6. **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.
- 3.4.7. All **General Meetings** shall be chaired by the **Chair/President**. If the **Chair/President** is absent, the Deputy or Vice **Chair/President** shall chair that meeting.
- 3.4.8. Any person chairing a **General Meeting** may:
  - a. With the consent of any that **General Meeting** 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 chairperson 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.

### 3.5. **Minutes**

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

## 4. **Committee**

### 4.1. **Composition**

The **Committee** will consist of the following **Committee Members** who are:

- a. **Members**; and
- b. natural persons; and
- c. not disqualified by these **Rules** or the **Act**.

The **Committee** will include:

- a. a **Chair/President**,
- b. a **Deputy Chair/Vice President**,
- c. a **Secretary** and a **Treasurer**, who may be the same person, and
- d. one Committee Member for each team within the Society in the previous financial year, but not fewer than 2 or more than 6 other **Committee Members**.

### 4.2. **Qualifications**

- 4.2.1. 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 these **Rules** or the **Act**.

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

- a. a person who is under 16 years of age,
- b. a person who is an undischarged bankrupt,
- c. a person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993,
- 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 years:
  - i. an offence under subpart 6 of Part 4,
  - 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. a banning order under subpart 7 of Part 4 of the Incorporated Societies Act 2022; or
  - ii. an order under section 108 of the Credit Contracts and Consumer Finance Act 2003; or
  - iii. a forfeiture order under the Criminal Proceeds (Recovery) Act 2009; or
  - iv. 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.
- g. a person who is subject to an order that is substantially similar to an order referred to in paragraph (f) under a law of a country, State, or territory outside New Zealand that is a country, State, or territory prescribed by the regulations (if any) of the new Incorporated Societies Act.

4.2.3. Any person who is disqualified or does not comply with any qualifications for officers as prescribed from time to time by a resolution of the **Committee**.

### 4.3. Election or appointment

The election of **Committee Members** shall be conducted as follows

- 4.3.1. **Committee Members** shall be elected during **Annual General Meetings**. However, if a vacancy in the position of any **Committee Member** occurs between **Annual General Meetings**, that vacancy shall be filled by resolution of the **Committee** (and any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as a **Committee Member** by these **Rules** or the **Act**).
- 4.3.2. A candidate's written nomination, accompanied by the written consent of the nominee (who must be a financial member) with a certificate that the nominee is not disqualified from being appointed or holding office as a **Committee Member** by these **Rules** or the **Act**, shall be received by the **Secretary** at least 14 **Working Days** before the date of the **Annual General Meeting**. If there are insufficient valid nominations received, further nominations may be received from the floor at the **Annual General Meeting**.
- 4.3.3. Votes shall be cast in such a manner as the person chairing the Meeting determines. 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).
- 4.3.4. Two **Members** (who are not nominees) or non-**Members** appointed by the **Chair/President** shall act as scrutineers for the counting of the votes and destruction of any voting papers.
- 4.3.5. The failure for any reason of any financial **Member** to receive such **Notice** shall not invalidate the election.
- 4.3.6. 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).

#### 4.4. **Term**

- 4.4.1. The term of office for all **Committee Members** shall be 1 year(s), 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.
- 4.4.2. No **Committee Member** shall serve for more than 4 consecutive terms.
- 4.4.3. No **Chair/President** shall serve for more than 4 consecutive years as **Chair/President**.

#### 4.5. **Removal**

- 4.5.1. 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,.
- 4.5.2. 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).
- 4.5.3. 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 simple majority of those present and voting.

#### 4.6. **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 **Working 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**.

#### 4.7. **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**.

#### 4.8. **Officers' duties**

At all times each **Committee Member**:

- a. shall act in good faith and in what he or she believes to be the best interests of the **Society**,
- b. must exercise all powers for a proper purpose,
- c. must not act, or agree to the **Society** acting, in a manner that contravenes the **Act** or these **Rules**,
- d. when exercising powers or performing duties as a **Committee 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, the position of the **Committee Member** and the nature of the responsibilities undertaken by him or her,
- e. must not agree to the activities of the **Society** being carried on in a manner likely to create a substantial risk of serious loss to the **Society** or to the **Society's** creditors, or cause or allow the activities of the **Society** to be carried on in a manner likely to create a substantial risk of serious loss to the **Society** or to the **Society's** creditors, and
  - f. must not agree to the **Society** incurring an obligation unless he or she believes at that time on reasonable grounds that the **Society** will be able to perform the obligation when it is required to do so.

#### 4.9. Powers

Subject to these **Rules** 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 these **Rules** 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.

### 5. Committee meetings

#### 5.1. Frequency:

The Committee shall meet at least monthly (but need only meet once in the December-January period) at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the Chair/President or Secretary.

#### 5.2. Procedure

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

### 6. Records

#### 6.1. Register of Members

The **Secretary** shall keep an up-to-date **Register of Members**, recording for each **Member** their name, contact details, the date they became a **Member**, and any other information required by these **Rules** or prescribed by Regulations under **the Act**.

## 6.2. Contents of Register of Members

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

- a. email address (if any)
- b. whether the **Member** is financial or unfinancial.

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

## 7. Finances

### 7.1. Control and management

The funds and property of the **Society** shall be:

- a. controlled, invested and disposed of by the **Committee**, subject to these **Rules**, and
- b. devoted solely to the promotion of the objects and purposes of the **Society**.

### 7.2. Balance date

The **Society's** financial year shall commence on 01/10 of each year and end on 30/09 (the latter date being the **Society's** balance date).

## 8. Dispute resolution

### 8.1. Raising disputes

- 8.1.1. 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.
- 8.1.2. 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.

- 8.1.3. The resolution of all disputes must be conducted in a manner that is consistent with natural justice.

## 9. Winding up

### 9.1. Process

- 9.1.1. The **Society** may be wound up, or liquidated, or removed from the Register of Incorporated Societies in accordance with the provisions of the **Act**.
- 9.1.2. 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
  - the **General Meeting** at which any such proposal is to be considered,
  - the reasons for the proposal, and
  - any recommendations from the **Committee** in respect to such notice of motion.
- 9.1.3. Any resolution to wind up the **Society** or remove it from the Register of Incorporated Societies must be passed by a two-thirds majority of all **Members** present and voting.

### 9.2. Surplus assets

- 9.2.1. If the **Society** is wound up, or liquidated, or removed from the Register of Incorporated Societies, no distribution shall be made to any **Member**.
- 9.2.2. 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 The New Zealand Football Foundation, P O Box 301-043, Albany, Auckland 0632, New Zealand.
- 9.2.3. 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 these **Rules** and the **Act** in all other respects.

## 10. Alterations to the Rules

### 10.1. Amending these Rules

- 10.1.1. The **Society** may amend or replace these **Rules** at a **General Meeting** by a resolution passed by a simple majority of those **Members** present and voting.
- 10.1.2. Any proposed motion to amend or replace these **Rules** shall be signed by at least 75 per cent of eligible **Members** and given in writing to the

- Secretary** at least 7 **Working 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.
- 10.1.3. At least 7 **Working 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.
- 10.1.4. 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.

## 11. Other

### 11.1. 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 by resolution of the **Committee**, and must be countersigned by 2 **Committee Members** or by 1 **Committee Member** and the President by such other means as the **Committee** may resolve from time to time.

### 11.2. Contact person

The **Society** shall have at least 1 but no more than 3 contact person(s) whom the Registrar can contact when needed.

The **Society's** contact person must be:

- a. At least 18 years of age, and
- b. An Officer, and
- c. Ordinarily resident in New Zealand, and
- d. Not disqualified under the Act from holding that office.
- e. and shall be the **Chair/President**

Any change in that contact person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 20 **Working Days** of that change occurring, or the **Society** becoming aware of the change.

### 11.3. 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 these **Rules**.