

THE RULES OF CANTERBURY TECH INCORPORATED

1. Name, Incorporation & Contact details

1.1. On reregistration the name of the society is Canterbury Software Incorporated. It is agreed that as soon as practicable after reregistration the name of the Society will be Canterbury Tech Incorporated ("The Society").

1.2. The Society will operate as a non-profit organisation and is governed by the provisions of the Incorporated Societies Act 2022 ("The Act") and the rules of this constitution ("The Rules").

1.3. Contact Person :

- a. The Society must have at least one primary Contact Person as required by The Act and not more than (3) three.
- b. Contact Person(s) should be at least 18 years of age and ordinarily a resident in New Zealand.
- c. Their details are only for the Registrar to use to contact, they won't be made publicly available. The main Contact Person(s) as required will be the Chair and Secretary by default unless appointed.
- d. The registrar will be notified of the new Contact Person(s) after the election or after the change in appointments.

2. Mission, Purposes & Values

2.1. Our Mission is: to create and maintain an inclusive space for the tech community to connect.

2.2. The Primary Purposes of The Society are:

- a. to connect and promote technology businesses in Canterbury;
- b. to arrange, organise and promote regular networking functions for the technology community in Canterbury;
- c. to arrange, organise and promote an annual event promoting and celebrating the technology sector;
- d. to collaborate with sister bodies, government or other technical community bodies.

2.3. The Values of The Society are:

- a. **Inclusivity.** We provide a safe, welcoming space where members can be themselves;
- b. **Service.** Everything we create directly serves the needs of our members;
- c. **Facilitation.** We actively facilitate and connect our members with new opportunities, both internally and externally;
- d. **Guardianship.** We provide ongoing guardianship of this space to ensure longevity of the technology community

3. Powers

3.1. Subject to clause 1.2, the Society has full capacity, powers and privileges, as set out in section 18 of the Act.

3.2. Nothing in this Constitution authorises the Society to do anything which contravenes or is inconsistent with the Act or any other legislation.

3.3. Notwithstanding any other provision, The Society shall not expend any funds:

- a. other than to further purposes recognised by law, nor
- b. for the sole personal or individual benefit of any Member (Clause 4.1) or an Officer (Clause 5.1).

4. Membership

4.1. Definition of Members: Any consenting natural person, sole trader, company, limited partnership or organisation with an interest in the Canterbury tech industry may apply to become a Member of The Society by registering (Clause 4.3). The Board may choose to have different classes of membership, noting that only Members will have voting rights in accordance with Clause 4.7.

4.2. Minimum Membership: Society must maintain at least 10 members to comply with The Act.

4.3. Membership registration:

- a. Membership is acquired by completion of an application form which includes written consent and a membership fee set by the Board and supply of any additional information if required. The Board may waive the membership fee of a member.

4.4. Membership discretion:

- a. Membership applications shall be considered by the Board or the delegated authority Manager who may interview the membership applicant.
- b. The Board shall have complete discretion whether or not to admit a membership applicant, and shall advise the applicant of its decision and that decision shall be final.

4.5 Nominated representatives

An organisation must nominate someone to represent them and vote for them by way of notice to the Society. The nomination must be made under the authority of the organisation and include the contact details of the nominated member who will act as a representative of the organisation.

4.6. Non-transferability: Membership is not transferable between Members.

4.7. Voting Rights: Members of The Society shall have voting rights on the basis of one vote for each paid Member. For clarity, the term “**Voting Member**” has been used throughout this constitution to refer to Members who have paid all subscriptions and fees by their due date and are therefore eligible to vote.

4.8. Membership Register: The Secretary is accountable for maintaining an up-to-date membership register, which may be delegated to The Team and should include:

- a. Each Member’s:
 - i. Name
 - ii. Address
 - iii. Email addresses

- iv. A phone number for each member.
- v. The date on which each person became a member.
- b. The name of each person who has ceased to be a member of the society within the previous 7 years; and
- c. The date on which each person ceased to be a member.

Members must notify The Society of any change to their information recorded on the register of Members.

4.9. Promotion of Interests: All Members shall promote the interests and the objects of The Society and shall do nothing to bring The Society into disrepute.

4.10. Resignation: Any person, company or organisation may resign from membership of The Society by giving written notice to The Society through the prescribed method.

4.11. Membership Cessation:

- a. If a current membership fee has not been paid by a Member, their membership will cease three months after the membership fee was due, unless the Board or delegated authority decides otherwise.
- b. Additionally, membership cessation may occur if the Member is found at fault in a Member's dispute (Clause 9) and the Dispute Resolution Leadership (Clause 5.17) recommends a Member(s) termination as per Clause 9.3.
- c. Membership may be terminated either for a defined period or permanently, at the discretion of the Dispute Resolution Leadership in relation to a dispute, or at the discretion of the Board if not related to a dispute.

5. The Society's Structure & Officer's Duties

The composition of the Officers and The Society's structure is established as below:

5.1. Definition of an Officer: An Officer of The Society, for the purposes of The Rules, is based on the definition set out in The Act, meaning any natural person:

- a. who is a member of the Board; or
- b. a natural person occupying a position in The Society that allows the person to exercise significant influence over the management or administration of the Society (for example, the Chief Executive or General Manager).
- c. For the avoidance of doubt, Officer does not include Board Observers (Clause 5.13) and Associate Volunteers (Clause 5.15) are not Officers.
- d. In accordance with Section 47 of The Act an Officer must be:
 - i. A natural person
 - ii. Who has consented in writing to be an officer and
 - iii. Certifies that they are not disqualified from being elected or appointed or otherwise holding office under section 47(3) of The Act.

5.2. Duties of The Officers: The Officers of The Society, as defined in Clause 5.1, have primary governance responsibilities and fiduciary duties for managing the affairs of The Society, ensuring compliance with legal requirements, and upholding The Rules and bylaws as **Officers of The Society** under The Act. Duties of Officers include and are not limited to:

- a. Act in good faith and in the best interests of The Society.
- b. Exercise Powers (Clause 3) for the Mission and Objectives (Clause 2) of The Society only.
- c. Comply with The Act and The Rules.

- d. When exercising powers or performing duties as an Officer, exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances.
- e. Not create a substantial risk of serious loss to creditors.
- f. 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.
- g. The specific duties, obligations, and conduct expectations of Officers will be outlined in separate governance documents such as the Code of Conduct and Position Descriptions, which are to be maintained and reviewed regularly by the Board.
- h. Conflict of Interest and Risk Management Duties:
 - i. Any Officer, including elected or appointed Board Members or The Team, who is also a member of a designated recipient organisation, or any entity, shall have their interest recorded in the Interests Register and/or the Risk Register.
 - ii. Such Officers and The Team must declare this conflict and recuse themselves from discussions or decisions related to the distribution of assets or financial transactions involving the designated recipient organisation. This ensures transparency, prevents conflicts of interest, and upholds the integrity of The Society's governance processes.

5.3. Distributions and compensation of Officers: As a not-for-profit organisation, the Board and Members may not receive any distributions of profit or income from it. This does not prevent Board or Members:

- a. receiving reimbursement of actual and reasonable expenses incurred, or
- b. entering into any transactions with The Society's for goods or services supplied to or from them, which are at arm's length, relative to what would occur between unrelated parties.
- c. Provided no Board member or Member is allowed to influence any such decision made by The Society in respect of payments or transactions between it and them, their direct family or any associated entity.
- d. No addition to, deletion from, or alteration of The Rules shall be made which would allow personal pecuniary profits to any Officers or Representatives of The Society (Clause 5.3) or kin.

5.4. The Board:

a. Composition as per The Act:

- i. Board (also known as 'Committee' as per The Act), shall include anyone who is elected by The Society (Elected Board Members) or appointed by the Board (Appointed Board Members).
- ii. A majority of the Officers must be made of Members of The Society and/or representatives of bodies corporate that are members of The Society.

b. Functions and Powers as per The Act:

- i. The operation and affairs of a society must be managed by, or under the direction or supervision of, its Board; and
- ii. The Board has all the powers necessary for managing, directing and supervising the management of, the operation and affairs of The Society.
- iii. The Board focuses on governance, compliance, and strategic oversight of The Society, while delegating operational tasks to the Manager (Clause 5.11) and may delegate some to the Focus Groups (Clause 5.10) via Terms of Reference. Although the Board can delegate tasks, it holds the ultimate responsibility for the operations and affairs of the Society.
- iv. Governance, administration and control of The Society. The Board shall be accountable to the Members for the implementation of the policies of The Society.

5.5. Executive Board Leadership Group:

- a. **Role & Responsibilities:** Responsible for high-level decision-making and strategic planning between full Board meetings. Oversees the implementation of Board decisions and policies to empower the Manager and The Society
- b. **Composition & Directors of the Society:**
 - i. Shall include the Chair, Deputy Chair, Treasurer, Secretary, and/or any other positions that the Board deems relevant for the core governance group.
 - ii. The selection and appointment process for these positions shall be conducted as outlined in Selection of Executive Board Membership (Clause 6.8).
- c. **Position Descriptions:** The individual duties of the Executive Leadership Group shall be outlined separately with Position Descriptions. The below subclauses outline some basic responsibilities of the Executive Board Membership Group:

5.6. The Chairperson (Chair):

All other duties are detailed in the Roles and Position Description, but these are the overall pillars of this role:

- a. **Strategic Leadership, Direction & Momentum:** Provides strategic leadership, direction, and drives momentum to ensure that the Board remains focused on The Society's mission, strategy, and vision.
- b. **Governance Oversight & Championing Best Practices:** Chairs Board meetings, facilitates effective decision-making, and ensures adherence to governance best practices, compliance, and accountability standards.
- c. **Liaison with Manager:** Acts as the primary liaison between the Board and the Manager, supporting effective communication and collaboration to align internal efforts with strategic goals.
- d. **Internal Engagement & Collaboration:** Facilitates discussions, encourages collaboration, and engages Board members to maintain alignment, focus, and cohesion on strategic initiatives.

5.7. Deputy Chair:

All other duties are detailed in the Roles and Position Description, but these are the overall pillars of this role:

- a. **Operational Continuity:** Assists the Chair in their duties, stepping in during their absence to maintain momentum, continuity, and smooth Board operations.
- b. **Coordination & Strategic Support:** Works closely with the Chair and Secretary to set agendas, organise meetings, and provide strategic guidance on critical decisions to support the Chair's leadership, ensuring alignment with the Board's priorities and The Society's Mission and Objectives.
- c. **Leadership Development:** Mentors and supports Board members to ensure a strong pipeline of future leaders.

5.8 The Secretary:

All other duties are detailed in the Roles and Position Description, but these are the overall pillars of this role:

- a. **Record Keeping:** Responsible for recording the minutes of all the monthly Board meetings and the General Meetings (Clause 13.8) , making them available to all Board members in the subsequent meeting after Chair's approval, maintaining accurate records, and ensuring all documents are archived appropriately.
- b. **Document Management:** Holds and manages The Society's records, governance documents, and books including executed agreements, ensuring they are accessible and up-to-date as detailed in Clause 12.

- c. **Communication:** Manages official correspondence, distributes notices of meetings and agenda, and acts as a central point of contact for The Board communications.
- d. **Compliance Oversight:** Ensures that The Society operates in compliance with legal and regulatory requirements and supports The Board and Manager in adhering to governance standards.

5.9. The Treasurer:

All other duties are detailed in the Roles and Position Description, but these are the overall pillars of this role:

- a. **Financial Record Keeping:** Responsible for maintaining accurate financial records and keeping the necessary books of account to reflect The Society's true financial position.
- b. **Financial Reporting:** Provides financial reports to the Board at each Board meeting and presents the annual financial statements, including the Income and Expenditure Account and Balance Sheet, at the Annual General Meeting.
- c. **Budgeting & Financial Oversight:** Works closely with the Finance Focus Group and Manager to ensure compliance with financial policies, budgeting, and financial governance.
- d. **Compliance & Transparency:** Ensures that The Society's financial activities comply with relevant legal standards and regulatory requirements, and maintains transparency in financial transactions.

5.10. Focus Groups:

- a. The Board may appoint Focus Groups consisting of any person(s) as it thinks fit, but such Focus Groups shall have no power to commit The Society to any financial expenditure without express authority by resolution of the Board and/or approval from the delegated Manager.
- b. The Board may establish Focus Groups for specific operational areas, such as Finance, Membership, Outreach, or Major Events, and members shall be appointed annually in accordance with Clause 6.8 to ensure consistency and alignment with the Officer's responsibilities (Clause 5.2).
- c. Focus Groups will include Manager and may include people from the Board, Associate Volunteers and others as required to take on operational roles.
- d. Focus Groups will work in conjunction with the Manager to ensure alignment with The Society's strategic goals.
- e. Each Focus Group will maintain a Terms of Reference which will include the leadership, reporting, delegated authority to make decisions and other scope. Terms of Reference will need to be approved by the Board.

5.11. Manager:

- a. **Delegation of Execution:** The Board may choose to delegate the execution of strategy, operations, and management of The Society's ongoing activities to an appointed Manager (Manager)Manager.
- b. **Title:** The title of the Manager will be agreed by the Board, and could be for example Manager, Operations Manager, General Manager, or Chief Executive.
- c. **The Team Leadership:** The Manager may be responsible for building and leading a highly motivated, lean operational team to ensure the effective daily functioning of The Society in alignment with The Society's values, Mission & Objectives.
- d. **Strategy and Implementation:** The Manager may be required to drive the implementation of The Society's strategic plan, operationalisation of Board-approved policies and resolutions.
- e. **Financial and Membership Management:** The Manager may be required to ensure the financial sustainability of The Society through budget creation and management, revenue generation strategies, diversified funding sources, and effective membership management, in collaboration with the Board and the Treasurer.

- f. **Delegated Authority and Compliance:** Any delegation shall be formalised by way of a position description and delegated authority framework. The Manager shall ensure that all The Society activities comply with The Rules, Code of Conduct, and relevant laws.
- g. **Fallback to the Board:** Should the Manager role be permanently dissolved or temporarily unfilled, all management responsibilities shall revert to the Board until the position is reinstated.

5.12. The Team:

The Team refers to the Operational Team, led by the Manager, may include roles such as Marketing coordinator, Tech Summit Manager, or other positions as deemed necessary by the Manager subject to Board oversight.

- a. **The Team Composition:** The Team consists of paid roles that are actively recruited to support the daily operations, event management, and execution of The Society's strategic initiatives.
- b. The **structure and composition of The Team** may be determined by the Manager in alignment with The Society's goals, and roles may be adjusted as needed for effective service delivery.
- c. The **Team's activities** may be overseen by the Manager, who may be responsible for ensuring that team members operate in a manner consistent with The Society's values, strategic direction, and compliance requirements.
- d. **Financial Communication & Review:** Any form of remuneration, including salaries, incentives, discounts, or other financial benefits for The Team outside of the approved annual budget, including any changes that have a financial impact to The Society, must be communicated to the Financial Focus Group and Board for review (Clause 11.2). Such approvals must be documented in the Meeting Minutes to ensure transparency and accountability.

5.13. Board Observers:

- a. In addition to the elected and appointed Members of the Board, there may be up to (3) three Board Observers who may represent related industry or economic development organisations.
- b. Board Observers may be invited to attend Board meetings and/or special meetings in a non-voting capacity at the discretion of the Board and do not count towards quorum in Board meetings.
- c. Board Observers provide specialised expertise, industry insights, knowledge or stakeholder perspectives to enrich Board discussions and decision-making processes.
- d. Board Observers may be appointed for specific terms or on an ad-hoc basis as determined by the Board.
- e. Board Observers can participate in Focus Groups when invited, leveraging their expertise for specific initiatives.
- f. Board Observers do not have fiduciary responsibilities to The Society but are expected to act in good faith and in the best interests of The Society.
- g. Board Observers are bound by the same confidentiality and conflict of interest policies as voting Board members.
- h. Board Observers may be asked to sign a non-disclosure agreement and/or The Society's Code of Conduct to protect sensitive information discussed in Board meetings.
- i. The Board reserves the right to pause or revoke observer or associate status at any time if deemed necessary for The Society's best interests.

5.14. Representatives of The Society:

- a. The following individuals shall be considered official representatives of The Society: Officers, Board members, Associate Volunteers, Contractors, Employees, Interns, Volunteers, Team or Any individual acting in an official capacity on behalf of The Society.
- b. These representatives are expected to uphold the values, reputation, Mission & Objectives of The Society in all their interactions and activities related to The Society.
- c. When engaging in The Society's business or events, these individuals are deemed to be "wearing the hat" of The Society and should conduct themselves accordingly.
- d. The Board may, at its discretion, designate additional categories of representatives as needed.
- e. All representatives must adhere to The Society's Code of Conduct and any relevant policies or guidelines established by the Board before beginning their duties.

5.15. Associate Volunteer Network :

The Society may maintain an Associate Volunteer Network (or similar) to support the Board and Manager in achieving The Society's Mission & Objectives. The responsibilities of this network include but are not limited to:

- a. Providing specialised skills and expertise to support Focus Groups, specific projects or initiatives as requested by the Board or Manager.
- b. Participating in operational capacities on Focus Groups as needed.
- c. Participating in an advisory capacity without attendance requirements at Board meetings, quorum implications, or governance responsibilities when requested.
- d. Assisting in The Society's execution of events, workshops, and other activities that further The Society's mission.
- e. Contributing to the development and implementation of strategic initiatives under the guidance of the Board or Manager.
- f. Serving as ambassadors for The Society within the tech community and helping to expand The Society's reach and impact.
- g. The Board shall have the authority to establish, pause, modify, or dissolve the Associate Volunteer Network as deemed necessary for The Society's effective operation.

5.16. A Nominee Review Panel shall be made up of the Chair, Deputy Chair and Secretary and any other Board members requested for the specific purposes of nominations, elections and appointments to the board (refer clause 6.7).

5.17. Dispute Resolution Leadership:

- a. The Executive Board Leadership Group shall oversee dispute resolution processes.
- b. If a dispute involves any member(s) of the Executive Board, they shall recuse themselves from leading the resolution process.
- c. Leadership of the dispute resolution process shall follow this order of precedence:
 - i. Chair
 - ii. Deputy Chair
 - iii. Secretary
 - iv. Treasurer
- d. The most senior Executive Board member not involved in the dispute shall lead the resolution process.
- e. If all Executive Board members are involved in the dispute or if the Board does not agree with the leadership, an independent Board member or external mediator shall be appointed to lead the process. They do not have voting rights or are required to partake in any other business.
- f. The leader of the resolution process must always be impartial and not directly involved in the dispute.
- g. The Board may establish additional procedures for complex scenarios involving multiple Executive Board members and/or Members of The Society.

5.18 Insurance and Indemnification of the Officers: The Society may, with the authority of the Board, indemnify and/or obtain insurance for an Officer for:

- a. liability (other than criminal liability) for a failure to comply with:
 - i. a duty under section 54 to 61 of the Act (officers' duties); or
 - ii. any other duty imposed on an officer in their capacity as an Officer of the Society; and/or
- b. costs incurred by the Officer for any claim or proceeding related to a liability under clause 5.18(a)

The Society may indemnify or obtain insurance for an Officer, Member or employee in accordance with the Act.

6. Board Nominations, Elections and Appointments

6.1. Minimum Board Members: Every year, at least once, the Board shall advertise to the members for Board nominations and recruit to ensure there are at least six (6) Elected Board Members and no more than twelve (12) Board members overall. In any case, the quorum must be maintained as per the Clause 7.5. The remaining six (6) Board Members can either be elected or appointed.

6.2. Election of Board Members: On an annual basis, at least two (2) Board Members shall be elected by the members to fill vacant positions, of which at least two (2) may be vacant due to retirement requirements (Clause 8). The Board shall advertise to the membership for nominations for the required elected Board positions with Position descriptions and/or special skills required. Refer to Clause 6.7 for Nominee Review.

6.3. Appointment of Board Members: Subject to Clause 6.1, the Elected Board Members may appoint additional non-elected Appointed Board members at its discretion due to the services or skills that those Appointed Board Members can bring to the Board and Society. Board Voting rights are as mentioned in Clause 7.5.

6.4. Board Vacancies: If the position of any Board Member (whether they be Elected or Appointed) becomes vacant, that vacancy may be filled by the Elected Board Members appointing a replacement Board Member for the remainder of the term up until the next election or another shorter time period as they see fit. Refer to Clause 6.7 for Nominee Review. If at any time there are less than six (6) Board Members the Board may carry out essential matters but may not undertake any action or make any decision until the number of Board Members is increased to six (6).

6.5. Balance of Elected and Appointed Members: Each year, at the time of elections, all Appointed Board members must retire. However, the Board retains the right to remove any Appointed Board Member at any time by a resolution passed by a majority of Elected Board Members. Those retired Board Members are free to stand for election or to make themselves available for appointment for another term but shall be required to apply through the Nomination Review Panel. Steps to return to a higher number of elected Board Members than Appointed Members must be taken at the Annual Election. In case of an imbalance, please refer to Selection for Retirement (Clause 8.3).

6.6. Board Eligibility Criteria: All nominees, whether elected or appointed, must meet the qualifications of Officers set out in Clause 5.1 and general eligibility criteria set by the Board and demonstrate alignment with the Society's values, Mission & Objectives. Further details, including specific requirements, are outlined in the Board Eligibility Criteria.

6.7. The Nominee Review Panel & Process for Elected and Appointed members:

- a. **Role and Purpose:** The Board appoints a Nominee Review Panel responsible for overseeing the nomination, evaluation, and recommendation of candidates for elected and appointed positions. The specific details of the process, criteria, and onboarding requirements will be outlined in policies of the Board.
- b. **Composition & Authority:** As outlined in Clause 5.16 the Nominee Review Panel is solely responsible for managing the entire nomination and appointment process. The Deputy Chair provides strategic oversight, while the Secretary manages communication and administrative tasks.
- c. **Additional Appointments:** The Board may request the Nominee Review Panel to appoint additional members outside of the usual cycle as needs arise, in alignment with Clause 6.5.

6.8. Selection of Executive Board & Focus Group Leadership:

- a. The Board shall elect the Chairperson annually from the Members of the Board along with Secretary, Treasurer and Deputy Chair by Decision Making and Consensus (Clause 7.6).
- b. Elected members only can vote for the appointment of Appointed Board members, unless there are less than the quorum of Elected members still on the Board at the time of voting, in which case both Elected and Appointed members shall be eligible to vote.
- c. A Member of the Board may only hold the position of Chairperson for a period of four (4) consecutive and/or cumulative years and thereafter must retire from the position of Chairperson.
- d. A single Officer can hold up to two (2) positions in the Executive Board Leadership at the discretion and the voting of the Board.
- e. **Focus Group Selection:** Members of each Focus Group, as defined in Clause 5.10, shall be appointed annually or after the completion of Board's regular nomination and election cycle at the AGM, and all appointments shall be minuted for clarity and tracking.

7. Governance by the Board

7.1. From the end of each Annual General Meeting until the next, The Society shall be governed, administered and controlled by the Board, which shall be accountable to the Members for the effective administration and to meet the Mission & Objectives of The Society.

7.2. Subject to The Rules and the resolution of any General Meeting, the Board may exercise all The Society's powers as mentioned in Powers, other than those required by statute(s) or by The Rules to be exercised by The Society in General Meeting.

7.3. The Board shall meet at such times and places (in real person or electronically) as it may determine, or as convened by the Chairperson or Secretary.

7.4. Chairing Meetings All Board meetings shall be chaired by the Chairperson or in their absence by the Deputy Chair or other Board Member elected for the purpose by the meeting, and any such chairperson shall have a deliberative and casting vote.

7.5. Quorum and Voting: The quorum for Board meetings is four (4) Board Members. All Board Members elected or appointed shall be counted in the quorum and be entitled to vote.

7.6. Decision-Making & Consensus: All decisions if possible shall be decided by consensus. In the event that consensus cannot be reached, the decision shall be made by a majority vote by show of hands or a secret ballot in real life or electronically. If the voting is tied, The Chairperson shall have the casting vote.

7.7. The Board may from time to time make or update regulations with Code of Conduct which needs to be followed by all Officers.

7.8. Other than as prescribed by statute or The Rules, the Board may regulate its proceedings as it thinks fit.

7.9. Subject to statute, The Board's decisions on interpreting and applying The Rules, along with any matters not covered by The Rules or resolutions of General Meetings, are final and binding on all Members and must be recorded in the Decision Register.

7.10. Absence from Board:

- a. **Apologies:** Must be submitted at the end of the previous monthly meeting or as defined in the Code of Conduct.
- b. **Repeated apologies:** If any Board member doesn't attend two consecutive meetings of the Board without a leave of absence, even with apologies, the Board may at their discretion, and on the decision of the Board, be removed as a Board member and/or from any office of The Society which they hold.
- c. **Leave of Absence:** Any Board Member may request a leave of absence for personal reasons. This request must be in writing and for a specific period of time. During their leave of absence they may not vote or attend Board meetings but they may still receive communications.
- d. **Termination:** Refer to Termination (Clause 10).

8. Board Retirement

8.1. Voluntary Retirement:

- a. Regular Board Members may retire by giving one (1) month's written notice to the Chairperson and Secretary.
- b. Executive Board Leadership Group members shall retire by giving two (2) calendar months' written notice and complete offboarding checklists to ensure smooth knowledge transition.

8.2. Annual Retirement:

A minimum of two (2) elected Board Members shall retire every year, unless:

- a. Two (2) or more elected members have resigned during the year, or
- b. One (1) Elected Board Member has resigned, in which case only one additional Elected Board member shall retire.
- c. See Balance of Elected and Appointed Members (Clause 6.5) for Appointed Board Member retirement requirements.

These retirement requirements are the Society's manner of limiting the terms of office of Board Members and therefore meet the requirements of section 26(1)(f)(iii).

8.3. Selection for Retirement:

- a. Appointed Board Members shall retire as per Clause 6.5.
- b. If further retirements are required, the longest-serving members shall retire first.
- c. If members were appointed on the same day, selection will be based on alphabetical order of surnames.

8.4. Re-applying for Board after Retirement: All retiring members, whether by annual requirement or voluntary decision, may choose to stand for re-election or re-appointment and may be deemed eligible at the discretion of the Nominee Review Panel (Clause 5.16) and the Nomination & Selection Process (Clause 6.7).

9. Dispute and Code of Conduct Breach Resolution

Disputes Procedures:

9.1. Definition - Dispute:

A dispute is any disagreement or conflict or between Member(s), Officer(s), the Society itself and Representatives of The Society hereby called 'Parties of Disputes', relating to membership rights, obligations, conduct, or any alleged breach of the Code of Conduct , The Act and/or The Rules, but excludes disputes that could be raised under Clause 9.1. Where the Society is a party to a dispute, its rights (for example its right to be heard) may be exercised by an Officer on behalf of the Society where appropriate.

9.2. Process - Dispute:

- a. The Parties of Disputes should first attempt to resolve the issue through direct communication and subsequently with the support of other Board members in person.
- b. If unsuccessful, any Parties of Disputes may submit a written complaint to the Dispute Resolution Leadership (Clause 5.17) based on the most senior Executive Board member starting from Chairperson.
- c. A written complaint by a Member or an Officer will;
 - i. State that the Member or Officer is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
 - ii. Set out the allegation to which the dispute relates and whom the allegation is against; and
 - iii. Set out any other information reasonably required by the Society.
- d. The Society may make a complaint involving an allegation against a Member or Officer by giving to the Member or Officer a notice in writing that:
 - i. States the Society is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
 - ii. sets out the allegation to which the dispute related.
- e. The information given under Clause 9.2(c) or 9.2(d) must be enough to ensure that the Parties of Dispute are fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.
- f. The Chair will review the complaint and may initiate an investigation, requesting additional information or arranging meetings with involved parties separately or in unison.
- g. The Chair will actively mediate between the Parties of Disputes and find solutions to the dispute.
- h. Before the complaint is resolved or any outcome is determined by the Chair, the party who makes the complaint and the party who is subject to complaint has the right to be heard.
- i. If the Board considers that there is sufficient substance in the complaint, it may invite the Parties of Disputes to attend a meeting of the Board to offer a written and / or oral explanation of their conduct.
- j. The notice will sufficiently inform the Parties of Disputes of the complaint as per Clause 9.2(e)
- k. If at that meeting the Board is not satisfied with the Parties of Disputes explanation, or they fail to attend a meeting as per 9.2(i) without reasonable notice, then the Board may expel the Member from The Society and the Member will cease to be a Member of The Society.

9.3. Outcomes - Disputes:

- a. Dismiss the complaint as per clause 6 of Schedule 2 of the Act.
- b. Mediate between the parties to find amicable solution(s).
- c. Issue a formal warning.
- d. Recommend removal of an Officer (subject to Termination Clause 10).
- e. Recommend removal of a Member as per Membership Cessation (Clause 4.11).
- f. Recommend changes to policies or procedures.

- g. Request compensation or other appropriate restitution that addresses the impact of the dispute.
- h. Or other outcomes.

9.4. Dispute Submission Deadlines & Resolution Reporting:

- a. Any complaint or request around any disputes must be submitted within forty-five (45) days from the date the dispute first arose to ensure timely resolution and avoid protracted disputes.
- b. If the solution hasn't been found, The Chair will present the Board with an investigation report for the Board to make a decision within thirty (30) days of receiving the complaint.
- c. Regardless of the outcome, the Chair must update the Board on findings and recommendations at the next Monthly Board meeting.

9.5. Final Vote of the Dispute Resolution: If the voting is split for any Dispute Resolution decision, the final vote will follow the same rules as outlined in Clause 7.6, with the most senior Executive Board member not involved in the dispute having the casting vote.

10. Termination

10.1. Ground for Termination: Officers can be removed if they become disqualified from being an Officer under Section 47(3) of The Act, which includes but not limited to the following disqualification grounds:

- a. A person who is an undischarged bankrupt
- b. A person who is prohibited from managing an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993
- c. A person who has been convicted, within the last (7) years, of certain offences, including crimes involving dishonesty and money laundering.
- d. A person who fails to meet specific qualifications obtained in The Rules.

10.2. The Board may, following the completion of the Dispute Resolution Process (Clause 9) by a motion decided by at least 2/3 (two-thirds) of the voting Board Members, terminate a Board Member's position as member of the Board, if it believes that such action is in the best interest of The Society.

10.3. Any Officer from the Board will immediately cease to be a member of the Board when they resign in writing, die, are declared bankrupt or become a protected person under the Protection of Personal and Property Rights Act 1988 or subsequent enactment.

10.4. Termination by Absence: If a Board member does not provide apologies and is absent for two (2) consecutive meetings without an active Leave of Absence, the Board will terminate the Board member unless there are extenuating circumstances.

11. Finance

11.1. Financial Responsibility: The Treasurer shall be responsible for keeping such books of accounts as may be necessary to provide a true record of The Society's financial position, report on The Society's financial position to each Board meeting, and present an annual Statement of Accounts (Income and Expenditure Account and Balance Sheet) to the Annual General Meeting.

11.2. Establishment & Responsibility of the Finance Focus Group:

- a. The Finance Focus Group shall be established in accordance with Clause 5.10 (Focus Groups) and its members shall be appointed annually or after the completion of Board's regular nomination and election cycle.
- b. Its primary responsibility is to support the Treasurer in financial governance, budgeting, and compliance with financial policies.

- c. The names of the members shall be recorded in the minutes each year or at any given change to ensure transparency and accountability.
- d. All members of the Finance focus group shall have at least View access to the accounts to maintain transparency.

11.3. Financial Approvals: The Board shall maintain bank accounts in the name of The Society, and all payments shall be authorised by:

- a. the Manager and
- b. approved by two Board Members on the Finance Focus Group (Clause 11.2).

11.4. All money received on account of The Society shall be banked within seven (7) days of receipt.

11.5. The Society's financial year shall commence on 01 July of each year and end on 30th June of the following year.

11.6. All financial statements must be filed with the registrar within 6 months of The Society's balance date according to the provisions of The Act.

11.7. Annual returns must be filed annually according to the provisions of The Act:

- a. This will involve reviewing, updating, and confirming key information about The Society to make sure it is still operating legally.
- b. Annual returns are to be completed at the same time as the annual financial statements.

11.8. Financial reporting and Accounting Standards:

- a. The Society will adopt XRB accounting standards in the financial statements under The Act.
- b.

11.9 Auditing:

- a. The Annual General Meeting each year may appoint an accountant (who is a member of the New Zealand Institute of Chartered Accountants and not a Board Member of The Society) to provide an external opinion on the appropriateness of the annual accounts of The Society (not an audit). If any such accountant is unable to act, the Board shall appoint a replacement.
- b. **Audit requirement (as per The Act):** The Society must have its financial statements audited if in each of the 2 preceding accounting periods of The Society, the total operating expenditure of The Society and all entities it controls (if any) are \$3 million or more.

11.10. Approval for Borrowing and Loan Agreements:

The Society may borrow money or provide security for a loan only with the following approvals and oversight:

- a. **Board Approval:** Any loan agreement, from any entity, must be proposed by the Finance Focus Group (Clause 11.2) and supported by a detailed justification, repayment plan, and a risk assessment must be reviewed and approved by the Decision Consensus (Clause 7.6) of The Board.
- b. **Member Consultation for Significant Borrowing:** For any loan agreements that could materially impact the financial stability of The Society, the Board must seek approval from the Members at a General Meeting, providing sufficient notice and relevant information.

- c. **Transparency and Documentation:** All loan agreements and borrowing decisions must be documented in the Decision Register, specifying the terms, conditions, and approvals received. The Treasurer must regularly report on the status of any active loans to the Board.
- d. **Restrictions on Authority:** No individual Officer (Clause 5.1) or Representatives of The Society (Clause 5.14) shall have the authority to independently enter into a loan agreement on behalf of the Society without following the above approval process.

12. Execution of Documents

12.1. The Society shall execute documents electronically wherever possible.

12.2. Documents shall be executed on behalf of The Society in accordance with a Board resolution, using the following method:

- a. Electronic signatures of any two members of the Executive Board Leadership Group (Clause 5.5), using an online document signing platform.
- b. Where a digital signature is not possible or permissible, by two (2) members of the Executive Board Leadership Group (Clause 5.5) signing under the name of the Society and any other method approved under the Act. These signed documents must be scanned electronically and stored securely.

12.3. The Secretary shall, in accordance with Clause 5.8:

- a. Maintain a digital register of all documents executed on behalf of The Society.
- b. Ensure that executed documents are securely stored and easily retrievable.
- c. Ensure the security and integrity of the electronic signing process.

12.4. The Board may, from time to time, approve specific online platforms or methods for electronic document execution to ensure compliance with current legal requirements and best practices.

13. General Meetings

13.1. The Annual General Meeting shall be held between 1 July to 31 December in each year at a time and place fixed by the Board and must be held within 6 months of The Society's balance date but no later than 15 months after the previous Annual General Meeting (according to the provisions of The Act).

13.2. Special General Meetings

- a. If 50% or more of The Board are prevented from voting on a matter at a Board meeting because of a conflict of interest in accordance with the Act, The Board will arrange a Special General Meeting within a reasonable timeframe to consider and determine the matter in accordance with section 64(3) of the Act .
- b. Special General Meetings may be called by the Board for other reasons, or by written requisition to the Secretary or Chairperson signed by not less than a quarter of the Members.

13.3. At least 14 days before any General Meeting, the Secretary shall email to all Members written notice of the business to be conducted at the General Meeting. The failure for any reason of any Member to receive such notice shall not invalidate the meeting or its proceedings.

13.4. General meetings may be attended by all Members, but only Voting Members (see Clause 4.7) will be entitled to vote. If a Voting Member is a body corporate or organisation, then that Voting Member must nominate a representative to attend the General Meeting on behalf of the Voting Member. A nominated representative who attends a General Meeting will be deemed to have the requisite authority

to vote on behalf of the Voting Member. All representatives must be notified to the Board prior to or at the beginning of the General Meeting.

13.5. A Voting Member shall be entitled to vote by written or electronic proxy in favour of another Voting Member who is present, but no other proxy voting shall be permitted. All proxy votes must be notified to the Board prior to or at the beginning of the General Meeting.

13.6. The quorum for General Meetings is ten (10) Voting Members.

13.7. All General Meetings shall be chaired by the Chairperson or in the absence of the Chairperson by some other Board Member elected for the purpose by the Meeting, and any such chairperson shall have a deliberative and casting vote.

13.8. The Secretary shall record the minutes of the Annual or Special General Meeting and they must be ready for presentation for the subsequent General Meeting.

13.9. Voting for General Meetings shall be

- a. **At the General Meeting** - by voices, by show of hands, or by electronic means, on demand of the Chairperson or of any Voting Member present, by secret ballot.
- b. **Outside the General Meeting** - an option to Cast the vote by electronic means.
- c. Only one (1) representative can vote per Voting Member in accordance with Clause 13.5, in the case of the individual membership it must be cast by the named individual.
- d. If voting electronically, the voting must be verifiable through the registered email address of the Voting Member(s) as per the Membership Register (Clause 4.8).

13.10. The business of the Annual General Meeting shall include :

- a. Minutes of the previous General Meeting(s)
- b. An Annual Report of the Chairperson on the operations and affairs of The Society during the most recently completed accounting period;
- c. The financial statements of The Society for that period;
- d. Notices of the disclosures, or types of disclosures, made under disclosure of interests (Section 63 of The Act) during that period (including a brief summary of the matters, or types of matters, to which those disclosures relate);
- e. Motions of which notice has been given
- f. Approval of plans for the balance of the current and next calendar years
- g. Statement of Members as per Clause 4.2.
- h. General business

13.11. Any Member wishing to give notice of any motion for consideration at any General Meeting shall forward written notice of the same to the Secretary not less than seven (7) days before the date of the meeting. The Board may consider all such notices of motion and provide recommendations to Members in respect thereof.

13.12. Any Member may request a vote to be polled to ensure accuracy of vote and that those voting are Voting Members.

13.13. Multiple Motions & Activation Dates: Any number of motions may be presented and passed during the same General Meeting, with each motion allowed to have its own specific activation date, in compliance with The Society's needs or any relevant legal requirements.

14. Alteration of The Rules

14.1. Minor or Technical Changes: The Board may amend the terms of this Constitution by a unanimous resolution of the Board if the amendment:

- a. Has no more than a minor effect; or
- b. Corrects errors or makes similar technical alterations,
 PROVIDED THAT the Board provides written notice of the amendment to every Member of the Society, with the notice stating:
 - i. the text of the amendment; and
 - ii. the right of the Member to object to the amendment.
- c. If no Member objects within twenty (20) Working Days after the date on which the notice is sent, the Board may make the amendment.
- d. If a Member objects to the amendment under this clause within twenty (20) Working Days after the date on which the Notice is sent, the Society may not make the amendment under this clause.

14.2. All other Changes:

- a. Any proposed motion to amend or replace The Rules shall be signed by at least 15 Members and presented in writing or electronically to the Secretary at least 28 working days (excluding the day the notice is given and the day of the meeting itself) before the General Meeting. To be clear, the Board could make a proposed motion and send it to 15 Members for approval before being presented in writing or electronically in accordance with this clause.
- b. The motion should be accompanied by a written explanation of the reasons for the proposal.
- c. At least 14 days before the General Meeting at which any such proposal is to be considered the Secretary shall post written notice of the proposed motion, of the reasons for the proposal, and of any recommendations from the Board in respect thereof to all Members.
- d. The Rules may be amended or replaced by resolution of any General Meeting passed by $\frac{2}{3}$ two-thirds majority of those Members present and voting.

14.3. Written resolutions: Subject to this Constitution, a resolution in writing (including by way of email) signed or assented to by not less than three-quarters ($\frac{3}{4}$) of the Voting Members will be as valid and effectual as if it had been passed at a General Meeting of the full Society. Any such resolution may consist of several documents (including email messages assenting to the resolution, electronic communications assenting to the resolution, scanned or original copies of signed resolutions and other similar means of communication) each signed or assented to by one (1) or more Voting Members.

15. Winding up

15.1. The Society may be wound up under the provisions of The Act.

15.2. In the event of winding up or dissolution of The Society:

- a. All debts, costs, and liabilities shall first be satisfied.
- b. Any remaining assets or property shall not be distributed to any Members or Board members of The Society.
- c. All surplus assets shall be given or transferred to one or more 'Not-for-Profit' organisations within New Zealand, as determined by resolution of The Society in accordance with The Act.

16. Amalgamation

16.1. The Society may choose to amalgamate with any other Incorporated Society or Organisation pursuing similar Mission & Objectives subject to the provisions of The Act.

16.2. Amalgamation Proposal and Approval:

- a. The Board must recommend the proposal to members.
- b. Approval requires a two-thirds majority vote of Voting Members at a General Meeting.

16.3. The Amalgamation Process may include:

- a. Due diligence on the proposed partner organisation
- b. A clear plan for integration of assets, liabilities, and memberships
- c. Consideration of any necessary changes to The Rules
- d. Upon majority approval by the Voting Members from the General Meeting, the Board shall take all the necessary steps to effect the amalgamation including but not limited to
 - i. Negotiating final terms
 - ii. Executing legal documents
 - iii. Communicating to stakeholders and membership database

16.4. The Rights and Obligations of The Society shall pass to the new amalgamated entity upon completion of process and final negotiations.

16.6. Membership Transition & Explicit Consent:

- a. Members shall be notified in writing 14 days prior to amalgamation.
- b. Explicit consent must be obtained from each member for the transfer of their data according to Privacy Act 2020.
- c. If no response is received, members will not be considered to have consented, and their data will not be transferred without further written approval.
- d. The Society must ensure all transferred data complies with relevant privacy laws.

17. Registered Office

17.1. The Registered Office of The Society shall be at such place as the Board from time to time determines.