

Constitution and Rules of Sustainable Glenorchy Incorporated

THE SOCIETY

1.0 Name

1.1 The name of the society is “Sustainable Glenorchy Incorporated” herein called “the Society”

2.0 Purposes

- 2.1 To ensure outcomes for Glenorchy that are consistent with:
 - 2.1.1 The principles of sustainable management¹
 - 2.1.2 The Glenorchy Community Plan.
- 2.2 To ensure that local and central government decisions that affect the people and the environment of Glenorchy are made with meaningful public involvement and discussion; with complete and reliable information and following the required statutory processes.
- 2.3 Where necessary, to pursue any or all available options and actions to achieve the above purposes.
- 2.4 Pecuniary gain is not a purpose of the Society.
- 2.5 The Society is not registered as a charitable entity under the Charities Act 2005

3.0 Powers

The Society will have the following powers:

- 3.1 To use its funds as the Executive Committee thinks necessary or proper in payment of its costs and expenses, including the employment and dismissal of counsel, solicitors, agents, officers and staff, according to principles of good employment and the Employment Relations Act 2000 or any subsequent enactments.
- 3.2 To carry out such business as is necessary for the Purposes of the Society.

SOCIETY MEMBERSHIP

4.0 Membership

- 4.1 Any person who agrees to uphold the Purposes of the Society may, subject to the Executive Committee’s approval, become a member of the Society by written application and upon

¹ Refer to definition 20.1

payment of the membership fee (if any) set from time to time by a General Meeting of the Society.

- 4.2 The Executive Committee shall have complete discretion in deciding whether or not to grant a person membership to The Society. The Society must continue to have at least 10 members.
- 4.3 All members and Executive Committee Members shall promote the purposes of the Society and shall do nothing to bring the Society into disrepute.
- 4.4 Members have the rights and responsibilities set out in these rules.
- 4.5 A register of members of the Society will be maintained by the Secretary in accordance with the provisions of the Incorporated Societies Act 2022 and any subsequent enactments.
- 4.6 Members must advise the Secretary of any change of address or contact details.
- 4.7 Any member may resign at any time by advising the Secretary in writing. The Secretary will maintain an up-to-date record of resignations.

5.0 Expulsion of Members

The procedure for expulsion of members will be as follows.

- 5.1 Any persons or organisation may make a complaint to the Executive Committee that the conduct of a member of the Society is or has been injurious to the character of the Society. Every such complaint will be in writing and addressed to the Society Secretary. Additionally, a member may be removed from a meeting if their behaviour in that meeting is disruptive.
- 5.2 If the Executive Committee considers that there is sufficient substance in the complaint they may invite the member to a meeting of the Executive to offer a written and/or an oral explanation of the member's conduct.
- 5.3 The Executive Committee will give the member at least 14 days written notice of the meeting:
The notice will:
 - 5.3.1 Inform the member of the complaint so that the member can offer an explanation of the member's conduct; and
 - 5.3.2 Inform the member that in the event that the Executive, having considered all the relevant aspects of the complaint, including the member's explanation, is not satisfied by the explanation provided by the member, then it may result in the expulsion of the member from the Society.
- 5.4 If the Executive Committee decides to expel the member from the Society the member will cease to be a member of the Society forthwith.

- 5.5 A member expelled by the Executive Committee may within ten working days give written notice to the Secretary of an appeal. The Secretary will then call a General Meeting to take place within twenty-eight days of the receipt of the notice of appeal. If that meeting passes a resolution rescinding the expulsion the member will be reinstated immediately.

6.0 Obligations of Members

- 6.1 To keep themselves informed of all available evidence and make considered decisions.
- 6.2 To listen to and respect all viewpoints.

7.0 Disputes

A disagreement is defined as a dispute if it also relates to an allegation that —

- an officer or a member has engaged in misconduct, or
- a member's rights or interests have been damaged, or
- there has been (or is likely to be) a breach by members, officers, or the society of a duty under
 - your society's constitution or its bylaws, or
 - the Incorporated Societies Act 2022.

7.1 How a complaint is made

1. A member or an officer may make a complaint by giving to the committee (or a complaints subcommittee) a notice in writing that —
 - a. states that the member or officer is starting a procedure for resolving a dispute in accordance with the society's constitution; and
 - b. sets out the allegation to which the dispute relates and whom the allegation is against; and
 - c. sets out any other information reasonably required by the society.
2. The society may make a complaint involving an allegation against a member or an officer by giving to the member or officer a notice in writing that —
 - a. states that the society is starting a procedure for resolving a dispute in accordance with the society's constitution; and
 - b. sets out the allegation to which the dispute relates.
3. The information given under subclause 1b. or 2b. must be enough to ensure that a person against whom an allegation is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.
4. A complaint may be made in any other reasonable manner permitted by the society's constitution.

7.2 Person who makes a complaint has the right to be heard,

1. A member or an officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
2. If the society makes a complaint —

- a. the society has a right to be heard before the complaint is resolved or any outcome is determined; and
 - b. an officer may exercise that right on behalf of the society.
3. Without limiting the manner in which the member, officer, or society may be given the right to be heard, they must be taken to have been given the right if —
 - a. they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - b. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - c. an oral hearing (if any) is held before the decision maker; and
 - d. the member's, officer's, or society's written statement or submissions (if any) are considered by the decision maker.

7.3 Person who is subject of complaint has right to be heard

1. This clause applies if a complaint involves an allegation that a member, an officer, or the society (the respondent) —
 - a. has engaged in misconduct; or
 - b. has breached, or is likely to breach, a duty under the society's constitution or bylaws or the Incorporated Societies Act 2022; or
 - c. has damaged the rights or interests of a member or the rights or interests of members generally.
2. The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
3. If the respondent is the society, an officer may exercise the right on behalf of the society.
4. Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if —
 - a. the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
 - b. the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - c. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - d. an oral hearing (if any) is held before the decision maker; and
 - e. the respondent's written statement or submissions (if any) are considered by the decision maker.

7.4 Investigating and determining a dispute

1. The society must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its constitution, ensure that the dispute is investigated and determined.

2. Disputes must be dealt with under the constitution in a fair, efficient, and effective manner.

7.5 Society may decide not to proceed further with complaint

Despite the clause 'Investigating and determining dispute' above, the society may decide not to proceed further with a complaint if —

- a. the complaint is trivial; or
- b. the complaint does not appear to disclose or involve any allegation of the following kind:
 - i. that a member or an officer has engaged in material misconduct;
 - ii. that a member, an officer, or the society has materially breached, or is likely to materially breach, a duty under the society's constitution or bylaws or the Incorporated Societies Act 2022;
 - iii. that a member's rights or interests or members' rights or interests generally have been materially damaged;
- c. the complaint appears to be without foundation or there is no apparent evidence to support it; or
- d. the person who makes the complaint has an insignificant interest in the matter; or
- e. the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the constitution; or
- f. there has been an undue delay in making the complaint.

7.6 Society may refer complaint

1. The society may refer a complaint to —
 - a. a subcommittee or an external person to investigate and report; or
 - b. a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.
2. The society may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

7.7 Decision makers

A person may not act as a decision maker in relation to a complaint if 2 or more members of the committee or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be —

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

MANAGEMENT OF THE SOCIETY

8.0 Executive Committee

- 8.1 The Society shall have a managing committee (“the Executive Committee” or “the Executive”), comprising the following persons: a Chairperson; a Secretary; a Treasurer; and no less than 3 and no more than 7 other members. The role of Secretary and Treasurer can be combined.
- 8.2 Only members of the Society may be Executive Committee members and must consent in writing and certify they are not disqualified.
- 8.3 The Executive Committee will have the powers to fill any places vacant following the AGM or any vacancy that arises in the Executive Committee or among its named officers until the next AGM.
- 8.4 Elected members of the Executive Committee will retire at each AGM but will be eligible for re-election at the same and subsequent meetings. Newly elected Executive Committee members will take office immediately upon their election.
- 8.5 Nominations for elected positions on the Executive, including office-bearers, will be by way of written nomination signed by a current member and endorsed with the consent of the nominee and given to the Secretary at least 7 days before the day fixed for the AGM.
- 8.6 At the discretion of the Executive Committee, oral nominations to fill the vacant positions on the Committee may be received at the AGM provided that no member will be elected who has not consented to being nominated.
- 8.7 The Executive Committee will be open and transparent in all its processes and decision making unless this is deleterious to achieving the purposes of the Society.
- 8.8 If any member of the Executive Committee has a conflict of interest² they must declare it prior to being party to any discussion leading to a vote on a specific issue. The Executive Committee will decide on the extent to which that member may or may not participate in the subsequent discussion and vote and a record must be kept of that interest.
- 8.9 The maximum number of consecutive terms an officer can serve is five years.
- 8.10 The maximum number of consecutive terms a chairperson can serve is five years.
- 8.11 An officer can be removed from a meeting if they
 - *do not listen to and respect all viewpoints.
 - *are disruptive to the proceedings.
- 8.12 The Committee will provide at least one person’s contact details to the Registrar to be used by the Registrar to contact the society.

² Refer to definition 20.3

9.0 Power to Delegate

- 9.1 The Executive Committee may from time to time appoint any Sub-Committee and may delegate any of its powers and duties to any such Sub Committee or to any person. The Subcommittee or person may without confirmation by the Executive exercise or perform the delegated powers or duties in the same way and with the same effect as the Executive Committee could itself have done.
- 9.2 Any Committee or person to whom the Society has delegated powers or duties will be bound by any terms and conditions of the delegation set by the Executive Committee.
- 9.3 The Society will be able to revoke such delegation at will, and no such delegation will prevent the exercise of any power or the performance of any duty by the Executive Committee.
- 9.4 The Executive may delegate powers to persons who are not members of the Society.

MEETINGS – General Meetings (Annual General Meetings and Special General Meetings) and Committee Meetings

10.0 General Meetings

- 10.1 “General Meeting” refers to both Annual General Meeting and Special General Meeting unless otherwise specified.
- 10.2 The quorum for a general meeting will be 3 members or 50% of the Society’s members whichever is the least and that quorum shall include at least one member of the Executive Committee.
- 10.3 All members may attend and vote at General Meetings.
- 10.4 Ten working days written notice will be given, where possible, of each General Meeting to members at their current address or electronic address for such members recorded in the register of members. It will be the responsibility of members to keep the Secretary informed of their contact details.
- 10.5 Notification of a Meeting will specify a time, date and place of the meeting and will also describe in a general way all the matters that will arise to be considered and specify what further and more detailed information on these matters is available from the Executive Committee. Full information will be provided concerning proposed amendments to the constitution or any matter which is the business of a General Meeting.
- 10.6 General Meetings will be chaired by the current Chairperson of the Executive Committee. In the absence of the Chair the meeting will elect a Chair from those present at the meeting.
- 10.7 Members (including Committee Members) may arrange with the Executive Committee to attend meetings via telephone calls or electronically.

- 10.8 All decisions, if possible, will be resolved by consensus, however where a consensus cannot be reached on the matter the decision will, unless otherwise specified in this constitution, be made by a majority vote by a show of hands. Members attending via a telephone or electronically may cast their vote verbally. Where there is no resolution from this procedure the Chairperson may have the casting vote.
- 10.9 Minutes will be recorded at all meetings. The Secretary will ensure that a record of the minutes is maintained which is reasonably available to any member of the Society and which for each meeting records,
- 10.9.1 The names of those present
 - 10.9.2 All decisions which are required by the constitution or by law to be made by the Society
 - 10.9.3 A record of all correspondence
 - 10.9.4 Any other matters discussed at the meeting
- 10.10 The Society may pass a written resolution in lieu of a general meeting. Fifty percent of the members must approve such a resolution for it to be passed.

11.0 Annual General Meeting (AGM)

- 11.1 The Annual General Meeting will be held annually within 3 months after the end of the financial year (Refer to Section 13).
- 11.2 The AGM will carry out at least the following business:
- 11.2.1 Receive the minutes of the previous AGM.
 - 11.2.2 Receive the Executive Committee's Report into the activities of the Society over the last year and the proposed priorities and directions for the Society in the current year.
 - 11.2.3 Receive the Balance Sheet and Statement of Income and Expenditure for the Society as at the end of the financial year.
 - 11.2.4 Elect an Executive Committee for the following Year for a term no longer than 5 years for each officer.
 - 11.2.5 Appoint a person to review the Society's Accounts, if required.
 - 11.2.6 Set membership fees.

12.0 Special General Meetings

- 12.1 Special General Meetings may be called by the Executive Committee or within 30 days of a written request made by at least five members, or 50% of the Society membership whichever is the least, and delivered to the Secretary provided the request is consistent with the purposes of the Society.

- 12.2 A Special General Meeting will only consider business related to the reason for which it is called, as notified to the members.
- 12.3 Any member may request that a motion be voted on (“Member’s Motion”) by giving written notice to the Secretary at least 10 days before that meeting. The member may also provide information (“Member’s Information”) in support of the Motion. The Executive Committee may decide in its absolute discretion whether or not the Society will vote on the motion. However, if the Member’s motion is signed by at least 30% of eligible members:
- 12.3.1 It must be voted on at the Society Meeting chosen by the member; and
 - 12.3.2 The Secretary must give the Member’s Information to all members at least 5 days before the Society Meeting chosen by the Member.
 - 12.3.3 If the Secretary fails to do this, the Member has the right to raise the motion at the following Society Meeting.
- 12.4 The Executive Committee may also decide to put forward motions for the Society to vote on (“Executive Committee Motions”) which shall be suitably notified.

13.0 Executive Committee Meetings

- 13.1 The Executive will meet as necessary to transact business however it is desirable that the Society hold no less than 6 regular meetings per year.
- 13.2 All Members of the Society may attend regular Executive Committee Meetings. Closed meetings may be held from time to time if warranted. Members will be informed when closed meetings are taking place and the reasons for membership exclusion.
- 13.3 All members of the Society will be given seven days of notice whenever possible of Executive Committee meetings by the Secretary, verbally or in writing.
- 13.4 Only Executive Committee members may vote at Executive Committee Meetings unless the Executive determines otherwise.
- 13.5 The procedure for Executive committee meetings will be as follows:
- 13.5.1 A quorum will be half its committee members (members may be present at a meeting via telephone or electronically).
 - 13.5.2 All decisions, if possible, will be resolved by consensus. However, where a consensus cannot be reached on the matter the decision will, unless otherwise specified in this constitution, be made by a majority vote by show of hands or by voice.
 - 13.5.3 Executive Committee Meetings will be chaired by the current Chairperson of the Committee. In the absence of the Chair the meeting will elect a Chair from those present at the meeting.
- 13.6 The Secretary will ensure that a record of the minutes is maintained which is reasonably available to any member of the Society and which for each meeting records:
- 13.6.1 The names of those present

- 13.6.2 All decisions which are required by the constitution or by law to be made by the Society
- 13.6.3 A record of all correspondence
- 13.6.4 Any other matters discussed at the meeting
- 13.7 Any Society member may put an item on the agenda for discussion and/or a motion to be voted on (“Member’s Motion”) by giving written notice to the Secretary at least 10 days before that meeting. The member may also provide information (“Member’s Information”) in support of the Motion. The Executive Committee may decide in its absolute discretion whether or not they will vote on the motion.
- 13.8 Executive Committee members may also decide to put forward motions for the Committee to vote on which shall be suitably notified.
- 13.9 The Executive Committee will at all times be bound by the decisions of the members at General Meetings insofar as those decisions are not contrary to the purposes and/or rules of the Society and will not bring the Society into disrepute.

MONEY

14.0 Financial Arrangement

- 14.1 The Financial Year of the Society will be 1 April to 31 March the following year.
- 14.2 At the first meeting of the Committee following each AGM the Executive Committee will decide by resolution the following:
 - a) The bank accounts that will operate for the ensuing year, including the purposes of and who has access to these accounts.
 - b) Who will be allowed to authorise the issue of cheques and the names of cheque signatories, noting that all cheques and withdrawal forms shall be signed by the Treasurer and one other member of the Executive Committee.
- 14.3 All money received on account of the Society shall be banked within 7 days of receipt.
- 14.4 All accounts paid or for payment shall be submitted to the Executive Committee for approval of payment.
- 14.5 The Treasurer will ensure that true and fair accounts are kept of all money received and expended, report on the Societies financial position to each executive meeting and present an annual Statement of Accounts to the AGM.
- 14.6 If necessary, the Executive Committee will arrange for the accounts of the Society for that financial year to be reviewed by a person agreed to at the AGM.

15.0 Income, Benefit, Loan or Advantage to be applied to Purpose

- 15.1 Any income, benefit, loan or advantage will be applied to the purpose of the Society.
- 15.2 No Member of the Society or any persons associated with a member shall participate in or materially influence any decision made by the Society in respect of any payment to or on behalf of that member or associated person of any income, benefit or advantage whatsoever. Any such income paid shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value).
- 15.3 The provision and effect of this clause shall not be removed from this constitution and shall be implied into any document replacing this constitution.

OTHER

16.0 Common Seal

- 16.1 The Executive Committee shall provide a Common Seal for the Society and may from time to time replace it with a new one.
- 16.2 The Secretary shall have custody of the Common Seal, which shall only be used by the authority of the Executive Committee. Every document to which the Common Seal is affixed shall be signed by the Treasurer and one other person appointed by the Executive Committee.

17.0 Indemnity

- 17.1 No officer or member of the Executive Committee shall be liable for the acts or defaults of any other officer or member of the Executive or any loss occasioned thereby, unless occasioned by their wilful default or by their wilful acquiescence.
- 17.2 The Officers, Committee and each of its members shall be indemnified by the Society for all liabilities and costs incurred by them in the proper performance of the functions and duties other than as a result of their wilful default or their wilful acquiescence.

18.0 Alteration of the rules

- 18.1 The constitution and rules of the Society may only be amended at a General Meeting, a quorum being present, by affirmative vote of two thirds of members present and voting (members will be considered present if in attendance by telephone or electronically). Notice of such proposed amendment having been published to all members at least 10 working days before such meeting. Provided that no addition or alteration may be made that would remove or affect the provision and effect of the pecuniary profit clause (clause 15), the activities limited to Glenorchy³ clause (clause 19), or the winding up clause (clause 20).

³ Refer to Definition 20.2

19.0 Activities Limited to Glenorchy

19.1 The activities of the Society will be limited to Glenorchy.

20.0 Winding up

20.1 The Society may be wound up if at a General Meeting of its members, it passes a resolution to wind up, and the resolution is confirmed at a subsequent Special General Meeting called together for that purpose and held not earlier than 30 days after the date on which the resolution was confirmed to be passed.

20.2 Any surplus assets after the payment or reimbursement of all outstanding liabilities will be distributed to assist with such community projects in Glenorchy as the members will decide in a Special General Meeting.

20.3 No member of the Society shall be entitled to benefit personally from such disposal of Society Assets.

21.0 Definitions

In these rules:

21.1 “Sustainable management” has the meaning assigned to it in the Resource Management Act:

*In this Act, **sustainable management** means managing the use, development, and protection of natural and physical resources in a way, or at a rate, which enables people and communities to provide for their social, economic, and cultural well-being and for their health and safety while—*

1.1 Sustaining the potential of natural and physical resources (excluding minerals) to meet the reasonably foreseeable needs of future generations; and

1.2 Safeguarding the life-supporting capacity of air, water, soil, and ecosystems; and

1.3 Avoiding, remedying, or mitigating any adverse effects of activities on the environment.

21.2 Glenorchy refers to the catchment area including and to the North of Mt Creighton and Elfin Bay stations.

21.3 Conflict of interest refers to a situation where a member of the Executive - discussing or voting on a matter - stands to benefit personally (pecuniary or otherwise) from a particular decision, over and above the benefit that would accrue to other members of the Society and the wider Glenorchy community.

We hereby certify that, a quorum being present at a General Meeting of the Society, this Constitution (Amendment 2 – 2022 Act) was adopted by a unanimous vote of members present and voting at a meeting held

Signed by:

Bruce Farmer
Chairperson

Janis Hendren
Treasurer

Karen Pronk
Executive member
