

McLeans Island Shooting Club Inc

Constitution – 4th July 2025

Section One - Name

The name of the society is the **McLeans Island Shooting Club Inc**, (formerly known as NZ Handloaders Association Incorporated), in this Constitution thereafter referred to as the 'Association'.

Section Two - Charitable status

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

Section Three - Purposes

The primary purposes of the Association are;

1. Establishment

The Association is established substantially and primarily to promote, within New Zealand, amateur shooting, being an amateur game or sport that is conducted for the recreation of the general public.

2. Primary Objects

The primary purposes for which the Association is established is to; promote amateur shooting within New Zealand by (but not limited to):

- a) Providing shooting facilities for persons engaged or interested in amateur shooting limited to long arms as defined by the Arms Act.
- b) The provision of coaching facilities for persons engaged or interested in amateur shooting.
- c) Promoting interest in legal, safe, and responsible amateur shooting.
- d) Establishing relationships between similar organisations in the interests of promoting amateur shooting.
- e) By making representations, on behalf of members of the Association, to Government and Local Bodies with the object of protecting and preserving the

Association's facilities and activities and also to preserve and improve existing and proposed legislation and/or regulation relating to legal, safe and responsible amateur shooting activities.

- f) Promoting the loading and reloading of ammunition with a view to obtaining greater suitability of ammunition to individual types of firearms in the context of the sport of amateur shooting.

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

- a) distributing any gain, profit, surplus, dividend, or other similar financial benefit to any of its Members (whether in money or in kind); **or**
- b) having capital that is divided into shares or stock held by its Members; **or** holding property in which its members have a disposable interest (whether directly, or in the form of shares or stock in the capital of the Association or otherwise).

The Association will not be deemed to be operating for the financial gain of Members simply if the Association:

- a) engages in trade,
- b) pays a Member for matters that are incidental to the purposes of the Association, and the Member is a not-for-profit entity,
- c) distributes funds to a Member to further the purposes of the Association, and the Member :
 - a) is acting on a not-for-profit basis, **and**
 - b) is affiliated or closely related to the Association, **and**
 - c) has the same, or substantially the same, purposes as those of the Association.
- d) where the distribution is reimbursement to the Member for reasonable expenses legitimately incurred on behalf of the Association or while pursuing the Association's purposes, provided that the payment does not exceed the open market value for the asset / consumable items or services provided, and provided further that the payment does not result in the Association losing its exemption from income tax under section CW 46 of the Income Tax Act 2007, or amendment thereof.
- e) provides benefits to members of the public or of a class of the public and those persons include Members or their families.
- f) 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 and the payment for services, or other transaction, does not include any share of a gain, profit, or surplus, percentage of revenue, or other reward in connection with any gain, profit, surplus, or revenue of the Association),
- g) provides a Member with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of the Association.

- h) on removal of the Association from the Register of Incorporated Societies having its surplus assets distributed under sub-part 5 of Part 5 of the Act to a Member or members or a similar Society that is a not-for-profit entity.

Section Four - Act and Regulations

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

Section Five - Association Powers & Conditions

1. Powers

The Association's capacity, rights, powers, and privileges are subject to the following restrictions (if any):

The Association must not be operated for the financial gain of any of its members.

- a) **Extent of Powers** - In addition to, and without limiting the powers and authorities conferred on the Association as defined by law, the Association through its Management Committee shall have the power to do all things necessary for the furtherance of its objects and, in particular, may exercise the following powers and ancillary objects.
- b) **Property** - The Association may retain suitable headquarters, clubrooms, and facilities at such places as may be determined for the use of its members. The Association may sell, lease, exchange, mortgage, or otherwise deal with all or any of the property of the club.

2. Sub Lease

The Association shall not enter into a lease or license agreement with any third party.

3. Accounts & Investments

The Association shall hold an account or accounts with a Bank or Banks as agreed upon by the Management Committee and monies received shall be paid into these accounts. All payments made by the Association shall be in a manner requiring two authorised club signatories.

4. Borrowing

The Association may, from time to time, if approved at an Annual or Special General Meeting, borrow monies as shall be necessary to carry out the objects of the Association and may pledge the Association's assets as security for that loan.

5. Professional Services

The Association shall have the right, through the Management Committee, to employ such professional services as are necessary to carry out the objectives of the club. This includes services such as auditor, solicitor, valuer, and may include professional executive positions such as Treasurer and Secretary.

6. Common Seal

The Association shall have a Common Seal, to be kept in the custody of the Secretary, and which shall be only be affixed to any documents in pursuance of a resolution of the Management Committee.

7. Meaning of These Rules

If any doubt shall arise as to the proper meaning of these rules the decision of the Management Committee shall be final and conclusive provided such decision be recorded in the minutes of the proceedings of the Management Committee.

8. Registered office

The registered office of the Association shall be at such place in New Zealand as the Management Committee from time to time determines.

Changes to the registered office shall be notified to the Registrar of Incorporated Societies as follows;

- a) at least 5 working days before the change of address for the registered office is due to take effect, and
- b) in a form and as required by the Act.

9. Contact Person

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

The Association's contact person must be:

- a) At least 18 years of age, and
- b) Ordinarily resident in New Zealand.

A contact person can either be appointed by the Management Committee or elected by the Members at a General Meeting.

Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including:

- a) physical address or an electronic address, and

- b) telephone number.

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 Association becoming aware of the change.

Section Six - Facility Safety & Access

1. Safety & Operational Requirements

It is recognized that as a result of the unique nature of the Association's activities and incumbent level of risk, that a high standard of safety and discipline must be maintained and complied with by members as a condition of their membership of the Association.

Members are therefore required to comply with:

- a) Club rules and range standing orders which deal with operational standards and requirements at the Association's facilities.
- b) Instruction and direction given by Range officers
- c) Instruction and direction given by Range officers is deemed immediate and final due to safety requirements.
- d) In the absence of a Range Officer, instruction may also be given either by a Management Committee member or Association Officer.
- e) A member in breach of these Club or Range rules may be subject to disciplinary process, which can include a written warning for the first offense. A second offense requires an appearance before the Club Officers and may result in revocation of access.

A serious safety breach may result in instant stand-down of the member by the Range Officer and temporary suspension of member access to the Association facilities, subject to the discretion of the Range Officer / Club Officers / Management Committee member until such time as investigation and disciplinary processes are completed per Section Thirteen of the Constitution.

Once given, a Stand-down decision by the Range Officer / Association Officer / Management Committee Member is effective immediately and this decision is not open to appeal. The intent of which is the immediate resolution of the safety breach. Members are able to pursue long term resolution of issues via the dispute resolution process as set out in Section Thirteen of the Constitution.

Investigation and disciplinary decisions are subject to dispute resolution processes under the terms of this Constitution as outlined in Section Thirteen.

2. Right Of Entry To Property

The Association, through its Management Committee, retains the right, in the interests of security of all and any facilities of the Association to manage and possibly restrict the availability of keys or any other legitimate form of entry and to undertake action against any person, whether or not they are a member, who enters or attempts to enter any Association facility without the permission of the Management Committee.

The Association through its Management Committee retains the right to permit, upon written application, kindred organisations to use the Association's facilities and to locate assets in areas defined and designated for the purpose

3. Security

Electronic access will be issued as required at a fee set by the Management Committee.

A current FAL is required as a condition for ALL electronic access.

Contractors to the club, Life and Committee members are not required to pay for electronic access renewals.

4. Commercial Access

Subject to standing orders, approval and arrangement with the Association's Officers, Commercial entities may take clients / guests to the range provided they pay the appropriate range fee and sign the range attendance book with their organization name and the name of the guests / personnel.

Section Seven - Members

1. Minimum number of members

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

2. Types of members

The classes of membership and the method by which Members are admitted to different classes of membership are as follows:

Member

A Member is an individual admitted to membership under this Constitution and who has not ceased to be a Member.

This is the usual class of membership of the Society.

A member is any person who;

- a) Is over eighteen years of age,
- b) Has been recognised by the Association as a Member by fulfilling all the requirements of membership,
- c) If the member does not have a firearms licence, they must be directly supervised by a current member of the Association,

Patron Member

The Association, (either by Management Committee or at Annual General Meeting) will elect one or two members as patrons.

A patron is to be a member who through their knowledge of the Association and its history and past membership can lend encouragement and moral support by way of recalling Association history and traditions.

This status entitles the member to all the privileges of membership without the payment of an annual subscription.

Honorary Life Member

An Honorary Life Member is a member who is recognized for long and/or special service to the Association. This status entitles the Honorary Life Member to all the privileges of membership without the payment of an annual subscription.

Honorary Life Member is subject to the following conditions & process listed as follows:

- a) the nominee must have been a financial member of the Society for at least five years before life membership can be conferred.
- b) A nomination for life membership can be made by any financial member of the Association who has been a member for at least two full years.
- c) The nomination must also be sponsored by a committee/executive member or patron to progress.
- d) The nominee must be willing to accept the nomination at the next AGM or at an SGM.
- e) The nomination must be in writing detailing the merit that the nominated member is to be recognized for and must be submitted to the Committee at least two monthly Committee meetings prior to the AGM.
- f) The nomination must be approved by a majority vote from the Committee at a Committee meeting and a recommendation made to the AGM or SGM in support of the nomination.
- g) The successful nomination and associated documentation to be included in the agenda of the AGM or SGM.
- h) An Honorary Life Member must be recognized as such by a motion and vote at an Annual General Meeting or Special General Meeting called for the purpose.

- i) Honorary Life Members will be limited to a maximum of 5% of the total full-financial membership of the club at the time the Honorary Life Membership is conferred.
- j) Can be revoked by a full Committee unanimous vote for bringing the club into disrepute.
- k) Under exceptional circumstances, the Club Officers and full Management Committee can make an exception to these rules for a member's nomination to be accepted by unanimous vote at a committee meeting.

Spouse / Partner Member

A Spouse/Partner may apply to become a Spouse/Partner Member if they reside with a Member.

A Spouse/Partner member can take full part in all Association's activities except:

- a) If the Spouse/Partner does not have a current firearms license, then they must be directly supervised by an Association Member any time they handle a firearm.
- b) There will not be an individual mailing of Association material for a Spouse/Partner Member.
- c) A Spouse/Partner Member may not hold office or have voting rights unless specifically sanctioned by a meeting called for that purpose.

Junior Member

A Junior Member is any person under 18 years of age who has a parent, guardian or sponsor who is a Member of the Association and who is nominated by that Member for Junior Membership and has paid the appropriate fee.

A Junior Member:

- a) Must be directly supervised any time they handle a firearm by a member of the Association.
- b) Retains their Junior Membership until turning eighteen years of age.
- c) There will not be an individual mailing of Association material for a Junior Member.
- d) May not hold office or have voting rights.

Associate / Guest Member

An Associate or Guest membership can be granted by the Management Committee to any individual for a set period of time to fulfil a particular function or to allow a particular person to contribute to the objects of the Association.

If the Associate/Guest Member does not have a current firearms licence they must be directly supervised by an Association Member any time they handle a firearm.

An Associate/Guest Member may not hold office or have voting rights unless specifically sanctioned by a meeting scheduled in section 9 called for the purpose.

Student Member

A Student Member is any person who:

- a) Fulfils all the requirements to be a member.
- b) Can provide Student Identification as proof of eligibility.
- c) Is aged 18 to 25 years or at the discretion of the Management Committee in the case of mature students or those falling outside the standard definition of a student.

3. Becoming a Member - Consent

Every applicant for membership must consent in writing to becoming a Member.

The signed written consent of every Member to become a Association Member shall be retained in the Association's membership records.

4. Becoming a Member - Process

Application for membership shall be open to all reputable persons engaged, interested or connected with shooting.

An applicant for prospective membership is required to register via the Association website and complete a membership application form. The applicant must supply the information outlined by the application form and/or attend an interview as may be reasonably required by the Committee regarding an application for membership and will become a Member on acceptance of that application by the Committee.

The Management Committee may accept or decline an application for membership at its sole discretion.

The management Committee must advise the applicant of its decision.

A current firearms license is to be presented before security access will be granted to the new member.

In the case of rejection, the applicant will be informed only that their application was unsuccessful. No further correspondence regarding the application will be entered into.

5. Members' Obligations and Rights

Every Member shall provide the Association in writing with that Member's name and contact details (namely, physical **or** email address and a telephone number).

All Members shall promote the interests and purposes of the Association and shall do nothing to bring the Association into disrepute.

A Member is only entitled to exercise the rights of membership (including attending and voting at the Annual General Meeting / Special General Meetings, accessing or using the Association's premises, facilities, equipment and other property, and participating in Association's activities) if all subscriptions and any other fees have been paid to the Association's by their respective due dates, but no Member or Life Member is liable for an obligation of the Association's by reason only of being a Member.

The Management 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 Association, and to participate in Association activities, including any conditions of and fees for such access, use or involvement.

6. Transfer of Membership

No membership once established is transferable or saleable.

7. Duration

The Association shall consist of all persons admitted to membership under these rules. Members remain members until the member resigns, or until the member is excluded from the membership by forfeiture of membership actions in accordance with these rules of the Association.

8. Participation

A member shall have the right to participate in all aspects, activities, and deliberations of the Association, within the limits defined by these rules.

9. Voting

All members except the following have the right to vote, including written proxy vote, in any General, Special General or Annual General Meeting:

- a) Junior members.
- b) Associate members, except those specifically empowered by motion of the Management Committee.
- c) Members whose subscriptions, levies, or other fees are in arrears.
- d) Spouse/Partner members except those specifically empowered by motion of the Management Committee.

10. Change of Address

Every member shall notify the Association of any change of postal and/or electronic mail address.

Any notices sent to the last notified postal or email address will be deemed to have been delivered five working days after posting/transmitting.

11. Identification

At all Association events or functions, or any time members are on the Association premises, members are to carry and display their membership cards, and, at any event, must carry their firearms license.

12. Abeyance

A member can request that their membership be put into abeyance subject to the payment of any outstanding fees and return of any Association property for a maximum period of twelve months commencing on the first day of April in a given membership year.

Within the twelve-month period, the member, at the discretion of the management committee, and having fulfilled the membership application criteria, may be reinstated immediately.

After twelve months, the member shall be struck off the membership role.

13. Ceasing to be a member

A Member ceases to be a Member as follows;

- a) By resignation from that Member's class of membership by written notice signed by that Member to the Committee, or
- b) On termination of a Member's membership following a dispute resolution process under this Constitution, or
- c) On death, or
- d) If any member's subscriptions, levies, and / or other fees are overdue after the last day of May, they are deemed to be un-financial and they will be removed from the register of the Association and deemed to have forfeited their membership, or
- e) By resolution of the Committee, where after investigation in the opinion of the Committee, the Member has brought the Association into disrepute or is damaging to the future of the Association.

The effective date of membership cessation is deemed to be;

- a) The date of receipt of the Member's notice of resignation by the Committee (or any subsequent date stated in the notice of resignation), or
- b) In the case of overdue subscriptions, levies or fees, after the last day of May, or
- c) The date of termination of the Member's membership under this Constitution, or
- d) The date of death of the Member, or

- e) The date specified in a resolution of the Committee and when a Member's membership has been terminated the Committee shall promptly notify the former Member in writing.

14. Obligations Once Membership Has Ceased

A Member who has ceased to be a Member under this Constitution;

- a) Remains liable to pay all subscriptions and other fees to the Association's next balance date,
- b) Shall cease to hold himself or herself out as a Member of the Association, and
- c) Shall return to the Association all material provided to Members by the Association (including any membership certificate, badges, handbooks and manuals).
- d) Shall cease to be entitled to any of the rights of an Association Member.

15. Becoming a member again

Any former Member may apply for re-admission in the manner prescribed for new applicants and may be re-admitted only by resolution of the Committee.

But, if a former Member's membership was terminated following a disciplinary or dispute resolution process, the applicant may be re-admitted only by a resolution passed at a Committee Meeting on the recommendation of the Committee.

Section Eight - Management

1. Management Committee Powers

The Committee has all the powers necessary for managing and for directing and supervising the management of the operation and affairs of the Association, subject to such modifications, exceptions, or limitations as are contained in the Act or in this Constitution.

The entire management of the Association, its property and funds, shall be the responsibility of the Management Committee.

The Management Committee is empowered to carry out those activities as authorised in the rules on behalf of the members.

The Management Committee may from time-to-time issue standing orders and when issued such standing orders shall be binding on all members.

Such standing orders are to cover the safety, usage, and security of the Association's facilities.

The President, Vice President, Secretary, Treasurer, Membership Secretary, and Immediate Past President shall be Officers of the Association.

2. Functions of the committee

From the end of each AGM until the end of the next, the Association shall be managed by, or under the direction or supervision of, the Committee, in accordance with the Incorporated Societies Act 2022, any Regulations made under that Act and this Constitution.

3. Committee composition

The Committee will consist of 6 Officers and up to 20 elected committee members.

4. Membership of Management Committee

The Management Committee shall consist of the following Officers and Management Committee members, elected by and from the membership of the Association at the Annual General Meeting;

a) Officers

President

The President shall chair all Association meetings of all types except sub-committee meetings with an appointed chairperson.

The President shall at all types of meeting at which he or she is chairperson have a casting vote in addition to his own vote in case of a tie in voting.

The President has the authority to call for meetings of any type to be held and to set the time, place, and agenda for those meetings in consultation with the Secretary and in accordance with these rules.

The President shall be one of two or three signatories to the Associations financial accounts.

Vice President

The Vice President shall assume all the duties and powers of the President in the President's absence.

In the event of the death, incapacitation, resignation, or removal of the President the Vice President automatically assumes that role until the next AGM, or Special General Meeting, called for the purpose, confirms his position or elects a new President.

The Vice President may be one of the two or three signatories to the Associations financial accounts.

Immediate Past President

The vacating President automatically holds the office of Immediate Past President when a new President is elected at an AGM.

The office of Immediate Past President is a link between successive Committees to ensure continuity in the running of the Association's affairs.

In the event of the death, incapacitation, or removal of the President the incumbent Immediate Past President is to retain his office.

In the event of the resignation or retirement of the President at a time other than the AGM, the incumbent Immediate Past President is to retain his office.

If the retiring President is unwilling or unable to fill the office of Immediate Past President, the office may be retained by the incumbent or may be left vacant at the discretion of the incumbent.

Secretary

The Secretary shall prepare and cause to be appropriately distributed the notices of meetings of the Association of all types.

The Secretary shall record the minutes of meetings and cause them to be distributed as is deemed appropriate to the members of the Association.

The Secretary shall maintain an accurate file of all minutes, correspondence and other communications and written and electronic material to do with the affairs of the Association.

The Secretary may be one of the two or three signatories to the Association financial accounts.

Treasurer

The Treasurer shall receive all monies from whatever source for the Association and shall manage the banking of such monies into the accounts of the Association.

The Treasurer is to keep proper financial records of all the Associations financial affairs.

The Treasurer shall pay all accounts received by the Association which are approved by the Management Committee for payment.

The Treasurer shall be the primary signatory to all the Associations financial accounts.

The Treasurer shall prepare the Associations annual financial accounts, cause them to be independently audited, present the annual accounts to the AGM and

following their acceptance by that meeting file them with the Registrar of Incorporated Societies.

Membership Secretary

The Treasurer may also hold the post of Membership Secretary, or the post may be held separately, as determined by vote at the AGM.

The Membership Secretary shall keep an up to date and accurate register of the membership of the Association.

The Membership Secretary shall cause to be issued notices of subscription and subscription renewal and be responsible for receiving all subscriptions, levies, and other monies as are received as the result of maintaining the membership register of the Association.

All such monies received are to be banked in the Association accounts or passed to the Treasurer for banking.

The Membership Secretary is responsible for managing electronic access to members as required and for the maintenance of an accurate register of electronic access holders and the collection of any monies to do with electronic access and passing them to the Treasurer to be banked (where appropriate).

The Membership Secretary is responsible for the arrangement and actions of changing the locks and electronic access of the Associations premises as is necessary.

b) Management Committee Members

In addition to the 6 Committee Officers, up to twenty Management Committee members can be elected for roles deemed necessary by the Management Committee, as follows:

The Management Committee shall appoint, from within itself or from the Membership as required, annually at the AGM, or as necessary should a committee position become vacated during the current term of office prior to the AGM. This applies to the following positions:

Shotgun Convenor

The Shotgun Convenor, once appointed, shall then establish a subcommittee from within and without the Committee as necessary to run the shotgun range operations.

All members of the shotgun range subcommittee must be, or must commit to being, qualified NZHA Shotgun Range Officers.

Rifle Convenor

The Rifle Convenor, once appointed, shall establish a subcommittee from within and without the Committee as necessary to run the rifle range operations.

All members of the rifle range subcommittee must be, or must commit to being, qualified NZHA Rifle Range Officers.

Delegates

Any delegates and any other operational positions as the Management Committee sees fit to appoint, from within or without the Management Committee.

Other Appointments

The Management Committee may appoint an individual or subcommittee from within the Committee or the general membership to achieve defined goals or investigations within set financial, reporting and time constraints.

Section Nine - Meetings

1. Procedures for meetings

Chair

All meetings shall be chaired by the President, or by the Vice President in the Presidents absence, or by an Officer or Management Committee member agreed to by the meeting in the absence of both those Officers.

Time and Place of Meetings

All meetings of any type shall take place in the City of Christchurch region and shall commence at a reasonable and commonly accepted time for such meetings.

Annual General Meeting (AGM)

An Annual General Meeting shall be held once a year on a date and at a location and/or using any electronic communication determined by the Committee and consistent with any requirements in the Act, and the Constitution relating to the procedure to be followed at the AGM shall apply.

The Association shall hold an AGM at a time and place decided by the Management Committee before the thirtieth day of June every year.

If it is not possible to hold the AGM when scheduled (due to Auditors report not being available for example), then it shall be held one calendar month later, after not less than fourteen days' notice to members, and if still not possible then a further calendar month later at the same time and place.

The Committee shall give all Members not less than 14 Working Days' written notice of the AGM and of the business to be conducted at that AGM.

That Notice will be addressed to the Member at the contact address notified to the Association and recorded in the Association's register of members. The AGM and its business will not be invalidated simply because one or more Members do not receive the Notice of the AGM.

The agenda, notices of motions and nominations are to be notified to the membership not less than seven days before the AGM.

Only 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 Committee before the commencement of the AGM, or
- c) A member can only appoint a person as his/her proxy who is a financial member of the Association as at 10pm the night before the AGM and who is qualified to vote.
- d) No other proxy voting shall be permitted.
- e) Proxy votes must be in the hands of the Secretary at least 30 minutes before the commencement of the meeting.

Any financial member may put forward a notice of motion to the AGM.

Such notice must be presented to the Secretary in writing not less than twenty-one days before the AGM and must be signed by the Proposer and Seconder.

No AGM may be held unless at least 10 eligible financial general Members and a half plus 1 of the Management Committee attend the meeting, and this will constitute a quorum.

If within half an hour 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 President of the Association, and if at such adjourned meeting a quorum is not present those Members present in person or by proxy shall be deemed to constitute a sufficient quorum.

A Member is entitled to exercise one vote on any motion at the AGM in person or by proxy, and voting at the AGM shall be by voices or by show of hands or, on demand of the chairperson or by request of 2 or more Members present, by secret ballot.

Unless otherwise required by this Constitution, all questions shall be decided by a simple majority of those in attendance in person or by proxy and voting at the AGM or voting by remote ballot.

Any decisions made when a quorum is not present are not valid.

The Association may pass a written resolution in lieu of the AGM, and a written resolution is as valid for the purposes of the Act and this Constitution as if it had been passed at the

AGM if it is approved by no less than 75 percent of the eligible financial Members voting on the resolution.

A written resolution may consist of 1 or more documents in similar form (including letters, electronic mail, or other similar means of communication) each proposed by or on behalf of 1 or more Members.

A Member may give their approval to a written resolution by signing the resolution or giving approval to the resolution in any other manner permitted by the Constitution (for example, by electronic means).

All AGMs shall be chaired by the President. If the President is absent, the Vice President shall chair that meeting.

Any person chairing the AGM has a deliberative and, in the event of a tied vote, a casting vote.

Any person chairing the AGM may:

- a) With the consent of a simple majority of Members present at the AGM adjourn the AGM from time to time and from place to place but no business shall be transacted at any adjourned AGM 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 AGM, or obstructing the business of the AGM, or behaving in a disorderly manner, or being abusive, or failing to abide by the directions of the chairperson be removed from the AGM, and
- c) In the absence of a quorum or in the case of emergency, adjourn the AGM or declare it closed.

The Committee may propose motions for the Association to vote on (Committee Motions'), which shall be notified to Members with the notice of the AGM.

Any Member may request that a motion be voted on ('Member's Motion') at the AGM, by giving notice to the Secretary or Committee at least 21 Working Days before that meeting. The Member may also provide information in support of the motion (Member's Information').

If notice of the motion is given to the Secretary or Committee before written Notice of the AGM is given to Members, notice of the motion shall be provided to Members with the written Notice of the AGM.

2. Minutes

The Association must keep minutes of all AGMs.

3. Annual General Meetings Business

The primary business of the AGM is to:

- c) Confirm the minutes of the last AGM and any Special General Meeting(s) held since the last AGM,
- d) Adopt the Committee's report on the finances of the Association, and the annual financial statements,
- e) Receive the report of the President and any other report on the operation and affairs of the Society deemed appropriate by the Secretary.
- f) To elect the Officers and Management Committee and other positions as may have been notified in the notice of meeting and nominations having been notified to the membership.
- g) Nominations may be taken from the floor at the discretion of the President.
- h) Elect the Auditor and such other professional positions as may be required.
- i) Review motions which have been notified to the Secretary of the meeting in writing not less than 21 days prior to the meeting.
- j) Deal with any other general business which may be put forward at the meeting, at the discretion of the President and Secretary of the meeting.

The Committee must, at each AGM, present the following information:

- a) An annual report on the operation and affairs of the Association 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 Officers during that period (including a summary of the matters, or types of matters, to which those disclosures relate).

4. Special General Meetings (SGM)

SGMs may be called at any time by the Committee by resolution:

- a) In support of the objects of the Association or for any other purpose.
- b) With at least 14 days' notice to the members.
- c) A SGM may be called by the Management Committee to deal with a particular matter or to deal with urgent business.

A SGM takes place under the following conditions:

- d) A SGM can deal only with the business notified in the notice of the meeting.
- a) Only motions notified in the notice of the meeting can be voted upon.
- b) However, additional and related matters can be proposed for inclusion in the agenda of subsequent meetings of whatever type.
- c) A SGM must be notified more than seven days and less than twenty-one days prior to its commencement by notice to its members in the Association newsletter or by mail to all members.
- d) A SGM takes place under the same rules of voting as an AGM.

- e) A SGM takes place under the same rules for a quorum as an AGM.
- f) A SGM can be called by the general membership by presentation to the Management Committee of a requisition signed by at least twenty members specifying a particular motion or motions to be discussed.
- g) Following receipt of such a requisition the Management Committee must advertise the SGM as specified above.
- h) The rules in this Constitution relating to the procedure to be followed at the AGM shall apply to a SGM, and a SGM shall only consider and deal with the business specified in the Committee's resolution or the written request by Members for the Meeting.

3. Committee Meetings (CM)

The Committee shall meet as required, usually monthly, by a number of the members of the Committee who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; to conduct the business of the Association (but need only meet once in the December-January period).

A quorum for a CM shall be half plus one of the Officers and Management Committee members.

The meeting shall be at such times and places and in such manner (by means of audio, or audio and visual, communication by which all members of the Committee participating and constituting a quorum can simultaneously hear each other throughout the meeting) as it may determine and otherwise where and as convened by the Chairperson or Secretary.

The Secretary, or other Committee members nominated by the Committee, shall give all Committee members not less than 7 Working Days' notice of Committee meetings, but in cases of urgency a shorter period of notice shall suffice.

The Committee Meetings shall include the following items on the Agenda of the meeting:

- a) Call for Apologies.
- b) Reading of the minutes of the previous MCM and consideration of any matters arising from those minutes.
- c) The Treasurers monthly report and the presentation of any accounts to be paid.
- d) The presentation and consideration of any correspondence.
- e) The presentation and consideration of any reports from associated or kindred organisations or other reports as the Chairperson of the meeting deems appropriate.
- f) General Business, which has been notified on the meeting agenda and any other business as the Chairperson of the meeting deems appropriate.

The CM is open for any financial member to attend, and any financial member may speak and take full part in the meeting except only Officers and Management Committee members may move, second and vote on any motion.

A CM may go “in committee” to discuss a particular item of business, at the passing of a motion to that effect.

While “in committee” only the Officers and Management Committee members may be present except for any individuals invited to attend for a specific purpose.

No motions may be voted upon while “in committee” except that which would return the meeting to normal conditions.

Business discussed while “in committee” is not to be recorded in the minutes.

After which, the meeting may return to normal conditions at the passing of a motion to that effect.

A resolution of the Committee is passed at any meeting of the Committee if a majority of the votes cast on it are in favour of the resolution. Every Officer and Committee Member of the Association shall have one vote.

The members of the Committee shall elect one of their members as President of the Committee. If at a meeting of the Committee the President or Vice President is not present, the members of the Committee present may choose one of their number to be the “acting” President of the meeting. The President does have a casting vote in the event of a tied vote on any resolution of the Committee.

Except as otherwise provided in this Constitution, the Committee may regulate its own procedure.

4. Special Committee Meetings (SCM)

A SCM may be called at any time by the President and Secretary of the Society to discuss any business proposed by those Officers.

A SCM can be called:

- a) At seven days’ notice by any form of contact with at least three–quarters of the Officers and Management Committee.
- b) Has a quorum of half plus one of the Officers and Management Committee.
- c) Is open only to the Officers and Management Committee and any individuals the President and Secretary specifically call to the meeting whether or not they are members of the Association.
- d) At the discretion of meeting, and subject to a motion to the effect, the minutes of a SMCM can be limited to a recording of the time, place, agenda, and any motions passed at that meeting.

- e) The Committee and any sub-committee may act by resolution approved during a conference call using audio and/or audio-visual technology or through a written ballot conducted by email, electronic voting system, or post, and any such resolution shall be recorded in the minutes of the next Committee or sub-committee meeting.
- f) Other than as prescribed by the Act or this Constitution, the Committee or any sub-committee may regulate its proceedings as it thinks fit.

5. Conduct of meetings (Rules of Conduct of Meetings, Rules of Debate, Motions, Rule of Reference)

If any matter arises during any meeting of the Society concerning the conduct of the meeting, rules of debate or any matter not covered in the Constitution, the matter shall be determined by reference to the copy of "Robert's Rules of Order" held by the Society's Secretary.

A copy shall also be kept in the Society's library.

6. Sub-committees

The Committee may appoint sub-committees consisting of such persons (whether or not Members of the Society) and for such purposes as it thinks fit.

Unless otherwise resolved by the Committee;

- a) the quorum of every sub-committee is half the members of the sub-committee but not less than 2,
- b) no sub-committee shall have power to co-opt additional members,
- c) a sub-committee must not commit the Society to any financial expenditure without express authority from the Committee, and
- d) a sub-committee must not further delegate any of its powers

Section Ten - Officers

1. Qualifications of Officers

Officers of the Association must not be disqualified under section 47(3) of the Act from being appointed or holding office as an Officer of the Society, namely;

- 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, or any other similar legislation

- d) A person who is disqualified from being a member of the governing body of a charitable entity under section 16(2) 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;
 - 1. An offence under subpart 6 of Part 4 of the **Act**
 - 2. A crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961)
 - 3. An offence under section 143B of the Tax Administration Act 1994
 - 4. An offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (1) to (3)
 - 5. A money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere
- f) A person subject to:
 - 1. A banning order under subpart 7 of Part 4 of the Act, or
 - 2. An order under section 108 of the Credit Contracts and Consumer Finance Act 2003, or
 - 3. A forfeiture order under the Criminal Proceeds (Recovery) Act 2009, or
 - 4. 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 (6) 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 Act.

Prior to election or appointment as an Officer a person must -

- a) Consent in writing to be an Officer, and
- b) Declare in writing that they are not disqualified from being elected or appointed as an Officer either by this Constitution or the Act.

2. Officers' Duties

At all times each Officer shall:

- a) Act in good faith and in what he or she believes to be the best interests of the Society,
- b) Exercise all powers for a proper purpose,
- c) Not act, or agree to the Association acting, in a manner that contravenes the Act or this Constitution,
- d) When exercising powers or performing duties as an Officer, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation:
 - 1. The nature of the Association,
 - 2. The nature of the decision, and

3. The position of the Officer and the nature of the responsibilities undertaken by him or her
- e) Not agree to the activities of the Association being carried on in a manner likely to create a substantial risk of serious loss to the Association or to the Association's creditors.
- f) Not agree to the Association incurring an obligation unless he or she believes at that time on reasonable grounds that the Association will be able to perform the obligation when it is required to do so.

3. Election or appointment of officers

The election of Officers shall be conducted as follows.

- a) Officers shall be elected during the AGM. However, if a vacancy in the position of any Officer occurs between AGMs, 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 declaration that the nominee is not disqualified from being appointed or holding office as a Officer (as described in the 'Qualification of Officers' rule above). Any such appointment must be ratified at the next AGM.
- b) A candidate's written nomination, accompanied by the written consent of the nominee with a declaration that the nominee is not disqualified from being appointed or holding office as an Officer (as described in the 'Qualification of Officers' rule above) shall be received by the Society at least 21 Working Days before the date of the AGM. If there are insufficient valid nominations received, further nominations may be received from the floor at the AGM.
- c) 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).
- d) Two Members (who are not nominees) or non-Members appointed by the President shall act as scrutineers for the counting of the votes and destruction of any voting papers.
- e) The failure for any reason of any financial Member to receive such Notice of the AGM shall not invalidate the election.

In addition to Officers elected under the foregoing provisions of this rule, the Committee may appoint other Officers for a specific purpose, or for a limited period, or generally until the next AGM. Unless otherwise specified by the Committee any person so appointed shall have full speaking and voting rights as an Officer of the Association. Any such appointee must, before appointment, supply a signed consent to appointment and a declaration that they are not disqualified from being appointed or holding office as an Officer (as described in the 'Qualification of Officers' rule above).

4. Term

Officers elected to the Committee are elected at the AGM and term of office expires at the end of the Annual General Meeting in the year corresponding with the last year of each Officer's term of office.

The Chairman and Officers of the Committee are eligible to stand for re-election and be re-elected at the AGM per the terms of the Election or Appointment of Officers noted in section Three.

There is no maximum imposed on consecutive terms of office that the Chairman and Officers of the Committee may serve as long as the eligibility criteria are met as noted above.

5. Removal of Officers & Committee Members

An Officer or Committee Member shall be removed as an Officer by resolution of the Committee or the Association where in the opinion of the Committee or the Association;

- a) The Officer elected to the Committee has been absent from 5 committee meetings without a leave of absence from the Committee.
- b) The Officer has brought the Association into disrepute.
- c) The Officer has failed to disclose a conflict of interest.
- d) The Committee passes a vote of no confidence in the Officer.
- e) with effect from (as applicable) the date specified in a resolution of the Committee or Association.

6. Ceasing to hold Office

An Officer or Committee member ceases to hold office when they resign (by notice, in writing to the Committee), are removed, die, or otherwise vacate office in accordance with section 50(1) of the Act.

Each Officer or Committee member shall, within 21 Working Days of submitting a resignation or ceasing to hold office, deliver to the Committee all books, papers and other property of the Association held by such former Officer.

7. Conflicts of interest

An Officer or member of a sub-committee who is an Interested Member in respect of any Matter being considered by the Association, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be reasonably quantified);

- a) To the Committee and or sub-committee, and
- b) Declared and noted in an Interests Register kept by the Committee.

Disclosure must be made as soon as practicable after the Officer or member of a sub-committee becomes aware that they are interested in the Matter.

An Officer, Committee member or member of a sub-committee who is an Interested Member regarding the Matter;

- a) Must not vote or take part in the decision of the Committee and/or sub-committee relating to the Matter unless all members of the Committee who are not interested in the Matter consent; and
- b) Must not sign any document relating to the entry into a transaction or the initiation of the Matter unless all members of the Committee who are not interested in the Matter consent; but
- c) May not take part in any discussion of the Committee and/or sub-committee relating to the Matter and be present at the time of the decision of the Committee and/or sub-committee (unless the Committee and/or sub-committee decides otherwise).

However, an Officer or member of a sub-committee who is prevented from voting on a Matter may still be counted, for the purpose of determining whether there is a quorum at any meeting at which the Matter is considered.

Where 50 per cent or more of Officers are prevented from voting on a Matter because they are interested in that Matter, a Special General Meeting must be called to consider and determine the Matter, unless all non-interested Officers agree otherwise.

Where 50 per cent or more of the members of a sub-committee are prevented from voting on a Matter because they are interested in that Matter, the Management Committee shall consider and determine the Matter.

Section Eleven - Records

1. Register of Members

The Society shall keep an up-to-date Register of Members.

For each current Member, the information contained in the Register of Members shall include;

- a) Their name, **and**
- b) The date on which they became a Member (if there is no record of the date they joined, this date will be recorded as 'Unknown'), **and**
- c) Their contact details, including;
 - A physical address or an electronic address, **and**
- d) A telephone number.

Every current Member shall promptly advise the Association of any change to the Member's contact details.

The Association shall also keep a record of the former Members of the Association. For each Member who ceased to be a Member within the previous 7 years, the Society will record:

- a) The former Member's name, and
- b) The date the former Member ceased to be a Member.

2. Interests Register

The Management Committee shall at all times maintain an up-to-date register of the interests disclosed by Officers and by members of any sub-committee.

3. Privacy & Access to Information for Members

No information contained in the records of the Society shall be used for other than the purpose for which it was supplied without the express permission of the person concerned.

A Member may at any time make a written request to the Association for information held by the Association.

The request must specify the information sought in sufficient detail to enable the information to be identified.

The Association must, within a reasonable time, after receiving a privacy request;

- a) Provide the information, **or**
- b) Agree to provide the information within a specified period, **or**
- c) Agree to provide the information within a specified period if the Member pays a reasonable charge to the Association (which must be specified and explained) to meet the cost of providing the information, **or**
- d) Refuse to provide the information, specifying the reasons for the refusal.

Without limiting the reasons for which the Association may refuse to provide the information, the Association may refuse to provide the information if;

- a) Withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, **or**
- b) The disclosure of the information would, or would be likely to, prejudice the commercial position of the Association or of any of its Members, **or**
- c) The disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the Association, **or**
- d) The information is not relevant to the operation or affairs of the Association, **or**
- e) Withholding the information is necessary to maintain legal professional privilege, **or**

- f) The disclosure of the information would, or would be likely to, breach an enactment, **or**
- g) The burden to the Association in responding to the request is substantially disproportionate to any benefit that the Member (or any other person) will or may receive from the disclosure of the information, **or**
- h) The request for the information is frivolous or vexatious, **or**
- i) The request seeks information about a dispute or complaint which is or has been the subject of the procedures for resolving such matters under this Constitution and the Act.

If the Association requires the Member to pay a charge for the information, the Member may withdraw the request, and must be treated as having done so unless, within 10 Working Days after receiving notification of the charge, the Member informs the Association;

- a) That the Member will pay the charge; **or**
- b) That the Member considers the charge to be unreasonable.

Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

Section Twelve - Finances

1. Control & Management

The Committee shall maintain bank accounts in the name of the Association.

The funds and property of the Association shall be ;

- a) Controlled, invested and disposed of by the Management Committee, subject to this Constitution, **and**
- b) Devoted solely to the promotion of the purposes of the Association.

All money received on behalf of the Association shall be banked within 21 Working Days of receipt.

All accounts paid or for payment shall be submitted to the Committee for approval of payment.

The Committee must ensure that accounting records are kept at all times that -

- a) Correctly record the transactions of the Association, **and**
- b) Allow the Association to produce financial statements that comply with the requirements of the Act, **and**

- c) Would enable the financial statements to be readily and properly audited (if required under any legislation or the Association's Constitution).

The Management Committee must establish and maintain a satisfactory system of control of the Association's accounting records.

The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form. And the accounting records must be kept for the current accounting period and for the last 7 completed accounting periods of the Association.

2. Balance Date / Financial & Membership Year

The Association's financial year shall commence on 01 April of each year and end on 31 March (the latter date being the Association's balance date).

The Management Committee shall cause the security settings to be changed as soon as practicable after the last day of April each year.

Any new member will pay a proportion of the annual subscription based on the number of full months of the financial year remaining after the application for membership was received.

Section Thirteen - Dispute Resolution

1. Dispute and Complaint

A dispute is a disagreement or conflict involving the Association and/or its Members in relation to specific allegations set out below.

The disagreement or conflict may be between any of the following persons;

- a) 2 or more Members
- b) 1 or more Members and the Association
- c) 1 or more Members and 1 or more Officers / Committee Members,
- d) 2 or more Officers / Committee Members
- e) 1 or more Officers / Committee Members and the Society
- f) 1 or more Members or Officers / Committee Members and the Society.

The disagreement or conflict relates to any of the following allegations;

- a) A Member or an Officer / Committee Member has engaged in misconduct,
- b) A Member or an Officer / Committee Member has breached, or is likely to breach, a duty under the Association's Constitution or by laws or the Act,
- c) The Association has breached, or is likely to breach, a duty under the Association's Constitution or by-laws or the Act,

- d) A Member's rights or interests as a Member have been damaged or Member's rights or interests generally have been damaged.

2. How Complaint / Dispute Is Made

A Member or an Officer may make a complaint by giving to the Management Committee (or a complaints subcommittee) a notice in writing that;

- a) States that the Member or Officer / Committee Member is starting a procedure for resolving a dispute in accordance with the Association's Constitution; and
- b) Sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against; and
- c) Sets out any other information or allegations reasonably required by the Association.

The Association may make a complaint involving an allegation or allegations against a Member or an Officer by giving to the Member or Officer a notice in writing that;

- a) States that the Association is starting a procedure for resolving a dispute in accordance with the Association's Constitution; and
- b) Sets out the allegation to which the dispute relates.
- c) The information given must be sufficient to ensure that a person against whom an allegation is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.

The information setting out the allegations must be sufficiently detailed to ensure that a person against whom an allegation or allegations is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.

A complaint may be made in any other reasonable manner permitted by the Association's Constitution.

All Members (including the Management Committee) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Association's activities.

The Complainant raising a dispute, and the Management Committee, must consider and discuss whether a dispute 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.

A complaint may be made in any other reasonable manner permitted by the Association's Constitution.

3. Person who makes the complaint has right to be heard

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.

If the Association makes a complaint;

- a) The Association 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 Association.

Without limiting the manner in which the Member, Officer, or Association 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 Association's written or verbal statement or submissions (if any) are considered by the decision maker.

4. Investigating and determining dispute

The Association 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.

Disputes must be dealt with under the Constitution in a fair, efficient, and effective manner and in accordance with the provisions of the Act.

5. The Association may decide not to proceed further with complaint

Despite the 'Investigating and determining dispute' rule above, the Association may decide not to proceed further with a complaint if;

- a) The complaint is considered to be trivial; **or**
- b) The complaint does not appear to disclose or involve any allegation of the following kind: **or**
- c) It does not appear that a Member, or an Officer has engaged in material misconduct: **or**
- d) It does not appear that a Member, an Officer, or the Association has materially breached, or is likely to materially breach, a duty under the Association Constitution or bylaws or the Act: **or**
- e) It does not appear that a Member's rights or interests or Members' rights or interests generally have been materially damaged: **or**

- f) The complaint appears to be without foundation or there is no apparent evidence to support it; **or**
- g) The person who makes the complaint has an insignificant interest in the matter; **or**
- h) The conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the Constitution; **or**
- i) There has been an undue delay in making the complaint.

6. Association may refer complaint

The Association 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.

The Association may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, or a facilitation).

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.

8. Determination

Once the complaint process has been completed by the Association in accordance with the terms set out in Section Thirteen of the Constitution, a determination will be made by the Association. The finding made by the Association will be deemed as final. No further review or action apart from that set out in the finding will be entered into in respect of the matter.

Section Fourteen - Liquidation and removal from the register

1. Surplus assets

If the Association is liquidated or removed from the Register of Incorporated Societies, no distribution shall be made to any Member.

On the liquidation or removal from the Register of Incorporated Societies of the Association, its surplus assets — after payment of all debts, costs and liabilities — shall

be vested in an organization which is deemed by the Committee to have objectives similar to the Association's objectives.

However, in any resolution under this rule, the Association may approve a different distribution to a different not-for-profit entity from that specified above, so long as the recipient Society complies with this Constitution and the Act in all other respects.

Assets and items owned by the Association (reloading equipment / displays / pictures / general items and the like) which are deemed to have no commercial value or are of no interest to a like-minded organization may be given to members where there is an associated cost of dumping such items. Such action requires prior review and approval by the management Committee.

Section Fifteen - Alterations to the constitution

1. Amending this constitution

All amendments must be made in accordance with this Constitution. Any minor or technical amendments shall be notified to Members as required by section 31 of the Act.

The Association may amend or replace this Constitution at the AGM / SGM by a resolution passed by a simple majority of those Members present and voting.

That amendment may be approved by a resolution passed in lieu of a meeting but only if authorised by this Constitution.

Any proposed resolution to amend or replace this Constitution shall be signed by at least 51 per cent of eligible Members and given in writing to the Committee at least 40 Working Days before the AGM / SGM at which the resolution is to be considered and accompanied by a written explanation of the reasons for the proposal.

At least 10 Working Days before the AGM / SGM at which any amendment is to be considered the Committee shall give to all Members notice of the proposed resolution, the reasons for the proposal, and any recommendations the Committee has.

When an amendment is approved by the AGM / SGM 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.

Section Sixteen - Other

1. 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 this Constitution, the Act, regulations made under the Act, or any other legislation.

2. Affiliations

The Association through its Management Committee may affiliate, or join with, as a member, any Incorporated Society having as one of its objects an object which is considered to be in the spirit of one of the objects of the Association.

3. Reciprocal Ties

The Association, through its Management Committee, may cultivate reciprocal relations with kindred institutions in New Zealand and overseas.

4. Gifts

The Association, through its Management Committee, may, but is not obliged to, accept any gifts or property, (including any gifts subject to special trusts), in furtherance of the objects of the Association.

Section Seventeen - Definitions

In this Constitution, unless the context requires otherwise, the following words and phrases have the following meanings:

'Act' means the Incorporated Societies Act 2022 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.

'Annual General Meeting' means a meeting of the **Members** of the **Association** held once per year which, among other things, will receive and consider reports on the **Association's** activities and finances.

'President' means the **Officer** responsible for chairing **General Meetings** and committee meetings, and who provides leadership for the **Association**.

'Management Committee' means the **Association's** governing body.

'Constitution' means the rules in this document.

'Vice President' means the **Officer** elected or appointed to deputise in the absence of the **President**.

'Interested Member' means a **Member** who is interested in a matter for any of the reasons set out in section 62 of the **Act**.

‘Interests Register’ means the register of interests of **Officers**, kept under this **Constitution** and as required by section 73 of the **Act**.

‘Matter’ means—

1. the **Association’s** performance of its activities or exercise of its powers; or
2. an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the **Association**.

‘Member’ means a person who has consented to become a **Member** of the **Association** and has been properly admitted to the **Association** who has not ceased to be a **Member** of the **Association**.

‘Notice’ to **Members** includes any notice given by email, post, or courier.

‘Officer’ means a natural person who is:

- a member of the **Management Committee**, or
- occupying a position in the **Association** that allows them to exercise significant influence over the management or administration of the **Association**, including any Chief Executive or Treasurer.

‘Register of Members’ means the register of **Members** kept under this **Constitution** as required by section 79 of the **Act**.

‘Secretary’ means the **Officer** responsible for the matters specifically noted in this **Constitution**.

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

‘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.