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Constitution of The North Shore Riding Club (Incorporated)

1 Name

- 1.1 The name of the society is THE NORTH SHORE RIDING CLUB (INCORPORATED) (referred to as the '**Society**').

2 Charitable status

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

3 Definitions –

- 3.1 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 **Society** held once per year which, among other things, will receive and consider reports on the **Society's** activities and finances.

'**Chairperson**' means the **Officer** responsible for chairing **General Meetings** and **Committee** meetings, and who provides leadership for the **Society**.

'**Committee**' means the **Society's** governing body.

'**Constitution**' means the rules in this document.

'**Deputy Chairperson**' means the **Officer** elected or appointed to deputise in the absence of the **Chairperson**.

'**General Meeting**' means either an **Annual General Meeting** or a **Special General Meeting** of the **Members** of the **Society**.

'**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 **Society’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 **Society**.

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

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

‘Officer’ means a natural person who is a member of the **Committee**

‘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**.

‘Treasurer’ 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.

4 Purposes

4.1 The primary purposes of the **Society** are to—

- a. Promote and encourage equestrian activities.
- b. Establish, and maintain an Equestrian Club, aiming to provide its **Members** with the benefits, privileges, and conveniences associated with club membership.
- c. Ensure the preparation and upkeep of arenas, whether designed for all-weather conditions or otherwise, as well as residences, clubhouses, sheds, workshops, shelters, and other related structures. Additionally, equip, furnish, modify, expand, enhance, sustain, and manage these facilities for the benefit and convenience of the **Members**.
- d. Facilitate, encourage, coordinate, oversee, host, and manage equestrian competitions, activities, games, and other events. Also, contribute to or provide trophies, prizes, and awards for such occasions.
- e. Conduct social activities as approved by the **Committee**.
- f. Utilise the **Society's** funds and undertake all actions incidental or conducive to achieving the aforementioned objectives.
- g. The **Society** is authorised to invest amounts not immediately needed for its objectives in interest-bearing on-call accounts in any bank and has the flexibility to adjust and vary these investments as necessary over time. All investments must be made in the name of the **Society**.

4.2 The **Society** 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
- c. 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 **society** or otherwise).

4.3 But the **Society** will not operate for the financial gain of **Members** simply if the **Society**—

- a. engages in trade,
- b. pays a **Member** for matters that are incidental to the purposes of the **Society**, and the **Member** is a not-for-profit entity,
- c. distributes funds to a **Member** to further the purposes of the **Society**, and the **Member**—
 - is a not-for-profit entity, and
 - is affiliated or closely related to the **Society**, and
 - has the same, or substantially the same, purposes as those of the **Society**.
 - reimburses a **Member** for reasonable expenses legitimately incurred on behalf of the **Society** or while pursuing the **Society**'s purposes,
 - provides benefits to **members** of the public or of a class of the public and those persons include **Members** or their families,
- d. provides educational scholarships or grants to **Members** or their families,
- e. pays a **Member** a salary or wages or other payments for services to the **Society** on arm's length terms (terms reasonable in the circumstances if the parties were connected or related only by the transaction in question, each acting independently, and each acting in its own best interests; or are terms less favourable to the **Member** than those terms 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 **Society**),
- f. provides a **Member** with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of the **Society**.

5 Act and Regulations

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

6 Restrictions on society powers

- 6.1** The **Society** must not be carried on for the financial gain of any of its **Members**.
- 6.2** The **Society's** capacity, rights, powers, and privileges are subject to the following restrictions (if any)—
- a.** Securing funds either through borrowing or raising money, with or without collateral, shall not take effect until a **Special General Meeting** is convened. Written **Notice** of this meeting shall be provided to **Members 15 Working Days** before the scheduled **Special General Meeting** date. The **Committee** may proceed with the proposed action only if it receives authorisation through a two-third majority vote by ballot from **Members** who are eligible to vote, either present or by proxy, during the **Special General Meeting** convened for that specific purpose.
 - b.** Any decision by the **Committee** to sell, exchange, lease, or mortgage the **Society's** owned land shall not take effect until a **Special General Meeting** is convened. Written **Notice** of this meeting shall be provided to **Members 15 Working Days** before the scheduled **Special General Meeting** date. The **Committee** may proceed with the proposed action only if it receives authorisation through a two-third majority vote by ballot from **Members** who are eligible to vote either present or by proxy, during the **Special General Meeting** convened for that specific purpose. Nothing in this provision shall restrict the Committee from entering into arm's length residential leasing arrangements of houses on the **Society's** land.

7 Registered office

- 7.1** The registered office of the **Society** shall be at such place in New Zealand as the **Committee** from time to time determines.
- 7.2** Changes to the registered office shall be notified to the Registrar of Incorporated Societies—
- 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**.

8 Contact person

- 8.1** The **Society** shall have at least 1 but no more than 3 contact person(s) whom the Registrar can contact when needed.
- 8.2** The **Society's** contact person must be:
- a. At least 18 years of age, and
 - b. Ordinarily resident in New Zealand.
- 8.3** A contact person can be appointed by the **Committee** or elected by the **Members** at a **General Meeting**.
- 8.4** Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including:
- a. a physical address or an electronic address, and
 - b. a telephone number.
- 8.5** Any change in that contact person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 20 **Working Days** of that change occurring, or the **Society** becoming aware of the change.

9 General meetings

9.1 Procedures for all general meetings

- 9.1.1** The **Committee** shall give all **Members** at least 15 **Working Days'** written **Notice** of any **General Meeting** and of the business to be conducted at that **General Meeting**.
- 9.1.2** That **Notice** will be addressed to the **Member** at the contact address notified to the **Society** and recorded in the **Society's register of members**. The **General Meeting** and its business will not be invalidated simply because one or more **Members** do not receive the **Notice** of the **General Meeting**.
- 9.1.3** Only **Members** may attend but only **Members** entitled to vote can 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 **General Meeting**, or
 - c. through the authorised representative of a body corporate as notified to the **Committee**, and
 - d. no other proxy voting shall be permitted.

- 9.1.4** No **General Meeting** may be held unless at least **20 Percent** of **Members** entitled to vote attend throughout the meeting, and this will constitute a quorum.
- 9.1.5** 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 **Chairperson** of the **Society**, and if at such adjourned meeting a quorum is not present those **Members** present in person or by proxy and entitled to vote shall be deemed to constitute a sufficient quorum.
- 9.1.6** A **Member** that is entitled to vote may exercise one vote on any motion at a **General Meeting** in person or by proxy, and voting at a **General Meeting** shall be by voices or by show of hands or, on demand of the **Chairperson** or of 2 or more **Members** present, by secret ballot.
- 9.1.7** 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 entitled to vote at a **General Meeting** or voting by remote ballot.
- 9.1.8** Any decisions made when a quorum is not present are not valid.
- 9.1.9** The **Society** may pass a written resolution in lieu of a **General Meeting**, and a written resolution is as valid for the purposes of the **Act** and this **Constitution** as if it had been passed at a **General Meeting** if it is approved by no less than 75 percent of **Members** entitled to vote and 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).
- 9.1.10** **General Meetings** may be held at one or more venues by **Members** present in person and/or using any real-time audio, audio and visual, or electronic communication that gives each **Member** a reasonable opportunity to participate.
- 9.1.11** All **General Meetings** shall be chaired by the **Chairperson**. If the **Chairperson** is absent, the Deputy Chairperson shall chair that meeting.
- 9.1.12** Any person chairing a **General Meeting** may —
- a. With the consent of a simple majority of **Members** present and entitled to vote at any **General Meeting** adjourn the **General Meeting** from time to time and from place to place but no business shall be transacted at any adjourned **General Meeting** other than the business left unfinished at the meeting from which the adjournment took place;
 - b. Direct that any person not entitled to be present or to vote at the **General Meeting**, or obstructing the business of the **General Meeting**, or behaving in

a disorderly manner, or being abusive, or failing to abide by the directions of the chairperson be removed from the **General Meeting**; and

- c. In the absence of a quorum or in the case of emergency, adjourn the **General Meeting** or declare it closed.

9.1.13 The **Committee** may propose motions for the **Society** to vote on ('**Committee Motions**'), which shall be notified to **Members** with the **notice** of the **General Meeting**.

9.1.14 Any **Member** may request that a motion be voted on ('**Member's Motion**') at a **General Meeting**, by giving **Notice** to the **Secretary** or **Committee** at least 20 **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 **General Meeting** is given to **Members**, **notice** of the motion shall be provided to **Members** with the written **Notice** of the **General Meeting**.

10 Minutes

10.1 The **Society** must keep minutes of all **General Meetings**.

11 Annual General Meetings: when they will be held

11.1 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 **General Meetings** shall apply.

11.2 The **Annual General Meeting** must be held no later than the earlier of the following—

- a. 6 months after the balance date of the **Society**; and
- b. 15 months after the previous annual meeting.

12 Special General Meetings

- 12.1 Special General Meetings** may be called at any time by a majority vote of the **Committee** by resolution.
- 12.2** The **Committee** must call a **Special General Meeting** if it receives a written request signed by at least 15 percent of **Members**.
- 12.3** Any resolution or written request must state the business that the **Special General Meeting** is to deal with.
- 12.4** The rules in this **Constitution** relating to the procedure to be followed at **General Meetings** shall apply to a **Special General Meeting**, and a **Special General Meeting** shall only consider and deal with the business specified in the **Committee's** resolution or the written request by **Members** for the **Meeting**.

13 Annual General Meetings: business

- 13.1** The business of an **Annual General Meeting** shall be to—
- confirm the minutes of the last **Annual General Meeting** and any **Special General Meeting(s)** held since the last **Annual General Meeting**;
 - adopt the annual report on the operations and affairs of the **Society**;
 - adopt the **Committee's** report on the finances of the **Society**, and the annual financial statements;
 - Elect the **Officers (Committee)**;
 - set any subscriptions for the current financial year;
 - consider any motions of which prior **notice** has been given to **Members** with **notice** of the **Meeting**; and
 - consider any general business.
- 13.2** The **Committee** must, at each **Annual General Meeting**, present the following information—
- an annual report on the operation and affairs of the **Society** during the most recently completed accounting period;
 - the annual financial statements for that period; and
 - 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).

14 Committee

14.1 Committee composition

14.1.1 The **Committee** will consist of at least 6 **Officers** and no more than 12 **Officers**.

14.1.2 The **Officers** of The **Society** shall consist of a **Chairperson**, one **Deputy Chairperson**, one **Secretary**, one **Treasurer** and other elected **Officers**.

14.2 Duties of the 'Chairperson'

14.2.1 The **Chairperson** is responsible for chairing **General Meetings**, and **Committee** meetings, and provides leadership for the **Society**.

14.3 Duties of the 'Secretary'

14.3.1 The **Secretary** is the **Officer** responsible for the matters specifically noted in this **Constitution** and for maintaining effective communication, transparency, record keeping, Membership management, correspondence, and administrative support.

14.4 Duties of the 'Treasurer'

14.4.1 The **Treasurer** is the **Officer** responsible for the matters specifically noted in this **Constitution** and for accurate up to date financial records including income, expenses and transactions reporting, reconciliations collection of membership fees and other dues. Management of **Society's** bank accounts, Income, expense and budgeting management. Financial planning, tax compliance and audit management, to ensure transparency for the financial wellbeing and sustainability of the **Society**.

14.5 A majority of the **Officers** on the **Committee** must be entitled to vote as **Members**.

15 Functions of the committee

From the end of each **Annual General Meeting** until the end of the next, the **Society** 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**.

16 Powers of the committee

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

17 Sub-committees

17.1 The **Committee** may appoint sub-committees consisting of such persons who are **Members** 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, but no more than 7;
- 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.

18 General matters: committees

18.1 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.

18.2 Other than as prescribed by the **Act** or this **Constitution**, the **Committee** or any sub-committee may regulate its proceedings as it thinks fit.

19 Officers

19.1 Qualifications of officers

19.1.1 Every **Officer** must be a natural person who—

- a. has been nominated and has consented in writing to be an officer of the **Society**; and
- b. certifies that they are not disqualified from being elected or appointed or otherwise holding office as an **Officer** of the **Society**.

19.1.2 Officers 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 (f) under a law of a country, State, or territory outside New Zealand that is a country, State, or territory prescribed by the regulations (if any) of the **Act**.

19.1.3 Prior to election or appointment as an **Officer** a person must—

- a. consent in writing to be an **Officer**; and
- b. certify in writing that they are not disqualified from being elected or appointed as an **Officer** either by this **Constitution** or the **Act**.

19.1.4 Only a natural person may be an **Officer** and each certificate shall be retained in the **Society's** records.

20 Election or appointment of officers

20.1 The election of **Officers** shall be conducted as follows:

- a. **Officers** shall be elected during **Annual General Meetings**. However, if a vacancy in the position of any **Officer** occurs between **Annual General Meetings**, that vacancy shall be filled by resolution of the majority of the **Committee** (and any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as an **Officer** (as described in the 'Qualification of Officers' rule 19.1 above). Any such appointment must be ratified at the next **Annual General Meeting**.
- b. A candidate's written nomination, accompanied by the written consent of the nominee with a certificate that the nominee is not disqualified from being appointed or holding office as an **Officer** (as described in the 'Qualification of Officers' rule 19.1 above) shall be received by the **Society** at least **15 Working Days** before the date of the **Annual General Meeting**. If there are insufficient valid nominations received, further nominations may be received from the floor at the **Annual General Meeting**.
- 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. In the case of unopposed nominees, the nominee's appointment shall still be subject to a vote and must receive votes in favour from not less than 20 per cent of **Members** eligible to vote and voting. If the nominee does not receive the required percentage, the position shall remain unfilled. An unopposed nominee does not automatically gain entitlement to the position by virtue of being unopposed.
- e. Two **Members** (who are not nominees) or non-**Members** appointed by the **Chairperson** shall act as scrutineers for the counting of the votes and destruction of any voting papers.
- f. The failure for any reason of any **Member** to receive such **Notice** of the **general meeting** shall not invalidate the election.

- 20.2** 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 **Annual General Meeting**. Unless otherwise specified by the **Committee** any person so appointed shall have full speaking and voting rights as an **Officer** of the **Society**. Any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as an **Officer** (as described in the 'Qualification of Officers' rule 19.1 above).

21 Conflicts of interest

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

- a. to the **Committee** and or sub-committee, and
- b. 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**.

- 21.2** An **Officer** or **Member** of a sub-committee who is an **Interested Member** regarding a **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 must not 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.

21.3 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.

21.4 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 **Committee** shall consider and determine the **Matter**.

22 Interests Register

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

23 Officers' duties

23.1 At all times, each **Officer**:

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

24 Term

24.1 The term of office for all **Officers** elected to the **Committee** shall be 1 year, expiring at the end of the **Annual General Meeting** in the year corresponding with the last year of each **Officer's** term of office.

24.2 No **Officer/Chairperson** shall serve for more than **5** consecutive terms.

25 Committee meetings

25.1 Procedure

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

25.1.2 A meeting of the **Committee** may be held either—

- a. 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; or
- b. 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.

25.1.3 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** on the **Committee** shall have one vote.

25.1.4 The **Members** of the **Committee** shall elect one of their number as **Chairperson** of the **Committee**. The **Chairperson** shall have a casting vote in the event of a tied vote on any resolution of the **Committee**. If at a meeting of the **Committee**, the **Chairperson** is not present, The **Deputy Chairperson** may exercise all functions and powers of the **Chairperson**. The **Deputy Chairperson** does not have a casting vote in the event of a tied vote on any resolution of the **Committee**. Or, the **members** of the **Committee** present may choose one of their number to be **Chairperson** of the meeting by a majority vote.

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

25.2 Frequency

25.2.1 The **Committee** shall meet as required at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the **Chairperson** or **Secretary**.

25.2.2 The **Secretary**, or other **Committee members** nominated by the **Committee**, shall give to 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.

26 Removal of officers

26.1 An **Officer** shall be removed as an **Officer** by resolution of the **Committee** or the **Society** where in the opinion of the **Committee** or the **Society** —

- a. The **Officer** elected to the **Committee** has been absent from 3 committee meetings without leave of absence from the **Committee**;
 - b. The **Officer** has brought the **Society** into disrepute;
 - c. The **Officer** has failed to disclose a conflict of interest;
 - d. The **Officer** has committed serious misconduct; or
 - e. The **Committee** passes a vote of no confidence in the **Officer**;
- with effect from (as applicable) the date specified in a resolution of the **Committee** or **Society**.

27 Ceasing to hold office

27.1 An **Officer** 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**.

27.2 Each **Officer** shall, within 5 **Working Days** of submitting a resignation or ceasing to hold office, deliver to the **Committee** all books, papers and other property of the **Society** held by such former **Officer**.

28 Members

28.1 Minimum number of members

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

28.2 Becoming a member: consent

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

28.3 Becoming a member: process

28.3.1 An applicant must complete and sign any application form, supply any information, 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**.

28.3.2 The **Committee** may accept or decline an application for membership at its sole discretion. The **Committee** must advise the applicant of its decision.

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

29 Members' obligations and rights

29.1 Every **Member** shall provide the **Society** in writing with that **Member's** name and contact details (namely, physical or email address and a telephone number) and promptly advise the **Society** in writing of any changes to those details.

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

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

29.4 The **Committee** may decide what access or use **Members** may have of or to any premises, facilities, equipment or other property owned, occupied or otherwise used by the **Society**, and to participate in **Society** activities, including any conditions of and fees for such access, use or involvement.

30 Types of members

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

- **A Member** is an individual admitted to membership under this **Constitution** and who or which has not ceased to be a member and shall be subject to all the same Constitutional duties, entitlements of membership, riding, grazing and voting privileges as set out in this **Constitution** (including any by-laws or rules made pursuant to this **Constitution**).
- **A Life Member** is a person honoured for highly valued services to the **Society** elected as a Life **Member** by resolution of a **General Meeting** passed by a two-thirds majority of those **Members** present and entitled to vote. A **Life Member** shall be subject to all the same Constitutional duties, entitlements of membership riding, grazing and voting privileges as an ordinary **Member** except they shall have no liability to pay membership subscriptions (their liability to pay other fees, such as grazing fees, shall endure unless specifically waived in the resolution appointing them as a **Life Member**).
- **Family Membership** includes individuals from the same family group all of whom are granted membership entitlements under this **Constitution**. **Junior Family Members** under the age of 17 years on July 1st of the membership year shall be included in this membership contingent upon the inclusion of at least one adult **Member** or **Associate Non-Riding Member**. Junior **Members** must be under supervision of the adult **Member** or **Associate Non-Riding Member** (as applicable) . The adult **Member** or **Associate Non-Riding Member** (as applicable) shall be subject to all the same Constitutional duties and entitlements of membership privileges as ordinary **Members** or **Associate Non-Riding Members** respectively **Junior Family Members** shall be subject to the same Constitutional duties and entitlements as other **Members**, `except they will not be entitled to vote in any **General Meeting**.
- **An Associate Non-Riding Member** is an individual admitted to membership under this **Constitution** and shall be subject to all the same Constitutional duties and entitlements of membership except they shall have no right to riding or grazing on the **Societies'** premises and their entitlement to vote at **General Meetings** shall be subject to the following restrictions:
 - a. Any **Member** (being a current **Associate Non-Riding Member** or a current **Member** that may subsequently change to an **Associate Non-Riding Member**) who is a **Member** as at the date of this **Constitution** shall be eligible to vote at **General Meetings** as a

Member provided they continuously remain as a **Member** from the date of this **Constitution** and are otherwise eligible to vote.

- b. any **Member** that joins the **Society** as an **Associate Non-Riding Member** after the date of this **Constitution** shall not be eligible to vote at a **General Meeting** as a **Member**.
- An **Affiliate Pony Club Member** is a riding **member** who is and continues to be a fully paid up youth **member** of a branch of the New Zealand Pony Club Association and who is regularly attending rallies held at that branch. An **Affiliate Pony Club Member** who is under the age of 17 years on July 1st of the membership year cannot join the Society without an adult parent or guardian simultaneously joining the Society as a **Member** or **Associate Non-Riding Member** and the **Affiliate Pony Club Member** must be under the supervision of the adult **Member** or **Associate Non-Riding Member** (as applicable), such adult **Member** or **Associate Non-Riding Member** (as applicable) shall be subject to all the same Constitutional duties and entitlements of membership privileges as ordinary **Members** or **Associate Non-Riding Members** respectively. An **Affiliate Pony Club Member** shall be subject to the same Constitutional duties and entitlements as other **Members** (including any by-laws or rules made pursuant to this Constitution) except that they will not be entitled to vote in any General Meeting and they will have no right to grazing on the Society's premises. In addition to the Constitutional duties mentioned above, **Affiliate Pony Club Members** are required at all times to adhere to the **Affiliate Pony Club Members** Rules from time to time notified to them by the **Committee**

31 Amendment to the “Types of Membership”

- 31.1** 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**.
- 31.2** The **Society** may amend or replace the “**Types of Membership**” at a **Special General Meeting** by a resolution passed by a two-thirds of majority of those **Members** present and entitled to vote.
- 31.3** That amendment may be approved by a written resolution in lieu of a **Special General Meeting**, and a written resolution is as valid for the purposes of the **Act** and this **Constitution** as if it had been passed at a **Special General Meeting** if it is approved by no less than 75 percent of the **Members** entitled to vote and voting on the resolution
- 31.4** Any proposed resolution to amend or replace the “**Types of Membership**” shall be given in writing to the **Members** at least 20 **Working Days** before the **Special General Meeting** at which the resolution is to be considered and accompanied by a written explanation of the reasons for the proposal and any recommendations the **Committee** has.
- 31.5** When an amendment is approved by a **Special General Meeting** it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in the **Act** for registration, and shall take effect from the date of registration

32 Subscriptions and fees

- 32.1** The annual subscription and any other fees for membership for the then current financial year shall be set by resolution of an **Annual General Meeting** (which can also decide that payment be made by periodic instalments)

32.2 Any **Member** failing to pay the annual subscription (including any periodic payment), any levy, or any grazing fees, within 1 calendar month(s) of the date the same was due for payment shall be considered as unfinancial and shall (without being released from the obligation of payment) have no membership rights and shall not be entitled to participate in any **Society** activity or to access or use the **Society's** premises, facilities, equipment and other property or to vote at any **General Meeting** until all the arrears are paid. If such arrears are not paid within 40 **Working Days** of the due date for payment of the subscription, any other fees, or levy the **Committee** may terminate the **Member's** membership (without being required to give prior **notice** to that **Member**).

33 Ceasing to be a member

33.1 A **Member** ceases to be a **Member**—

- 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 if a body corporate on liquidation or deregistration, or if a partnership on dissolution of the partnership); or
- d. by resolution of the **Committee** where—
 - The **Member** has failed to pay a subscription, levy or other amount due to the **Society** within 40 **Working Days** of the due date for payment; or
 - In the opinion of the **Committee** the **Member** has brought the **Society** into disrepute.

with effect from (as applicable)—

- 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. the date of termination of the **Member's** membership under this **Constitution**; or
- c. the date of death of the **Member** (or if a body corporate from the date of its liquidation or deregistration, or if a partnership from the date of its dissolution); or
- d. 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.

34 Obligations once membership has ceased

34.1 A **Member** who has ceased to be a **Member** under this **Constitution**—

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

35 Becoming a member again

35.1 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**.

35.2 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 on the recommendation of the **Committee** By majority vote.

36 Records

36.1 Register of Members

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

36.1.2 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
 - A telephone number.

36.1.3 The register will also include each **Member's** —

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

- 36.1.4** Every current **Member** shall promptly advise the **Society** of any change of the **Member's** contact details.
- 36.1.5** The **Society** shall also keep a record of the former **Members** of the **Society**. 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**.

36.2 Access to information for members

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

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

36.2.3 The **Society** must, within a reasonable time after receiving a 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 **Society** (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.

36.2.4 Without limiting the reasons for which the **Society** may refuse to provide the information, the **Society** 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 **Society** 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 **Society**, or
- d. the information is not relevant to the operation or affairs of the **society**, 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 **Society** 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**.

36.2.5 If the **Society** 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 **Society** —

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

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

37 Finances

37.1 Control and management

37.1.1 The funds and property of the **Society** shall be—

- controlled, invested and disposed of by the **Committee**, subject to this **Constitution**, and
- devoted solely to the promotion of the purposes of the **Society**.

37.1.2 The **Committee** shall maintain bank accounts in the name of the **Society**.

37.1.3 All money received on account of the **Society** shall be banked within 5 **Working Days** of receipt.

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

37.1.5 The **Committee** must ensure that there are kept at all times accounting records that—

- a. correctly record the transactions of the **Society**, and
- b. allow the **Society** 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 **Society's Constitution**).

37.1.6 The **Committee** must establish and maintain a satisfactory system of control of the **Society's** accounting records.

37.1.7 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 **Society**.

37.2 Balance date

37.2.1 The **Society's** financial year shall commence on 1st of July of each year and end on 30th of June (the latter date being the **Society's** balance date).

38 Dispute resolution

38.1 Meanings of dispute and complaint

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

38.1.2 The disagreement or conflict may be between any of the following persons— 1 or more **Members** or **Officers** and the **Society**.

38.1.3 The disagreement or conflict relates to any of the following allegations—

- a. a **Member** or an **Officer** has engaged in misconduct
- b. a **Member** or an **Officer** has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or the **Act**
- c. the **Society** has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws 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.

38.1.4 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(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 **Society**.

38.1.5 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.

38.1.6 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.

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

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

38.1.9 The complainant raising a dispute, and the **Committee**, must consider and discuss whether a dispute may best be resolved through informal discussions, mediation, arbitration. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

38.2 How complaint is made

38.2.1 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 or allegations to which the dispute relates and whom the allegation is against; and
- c. sets out any other information reasonably required by the **Society**.

38.2.2 The **Society** 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 **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.

38.2.3 The information given under subclauses 38.2.2 and 38.2.2 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.

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

38.3 Person who makes complaint has right to be heard

- a. 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.
- b. If the **Society** makes a complaint—
 - 1. the **Society** has a right to be heard before the complaint is resolved or any outcome is determined; and
 - 2. an **Officer** may exercise that right on behalf of the **Society**.
- c. 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—
 - 1. they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - 2. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - 3. an oral hearing (if any) is held before the decision maker; and
 - 4. the **Member's**, **Officer's**, or **Society's** written or verbal statement or submissions (if any) are considered by the decision maker.

38.4 Investigating and determining dispute

38.4.1 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.

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

38.5 Society may decide not to proceed further with complaint

38.6 Despite the 'Investigating and determining dispute' rule above, the **Society** 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:
 - 1. that a **Member** or an **Officer** has engaged in material misconduct:

2. 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 **Act**;
3. 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.

38.7 Society may refer complaint

38.7.1 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.

38.7.2 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, or facilitation).

38.8 Decision makers

38.8.1 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.

39 Liquidation and removal from the register

39.1 Resolving to put society into liquidation

39.1.1 The **Society** may be liquidated in accordance with the provisions of Part 5 of the **Act**.

39.1.2 The **Committee** shall give **30 Working Days** written **Notice** to all **Members** of the proposed resolution to put the **Society** into liquidation.

39.1.3 The **Committee** shall also give written **Notice** to all **Members** of the **General Meeting** at which any such proposed resolution is to be considered. The **Notice** shall include all information as required by section 228(4) of the **Act**.

39.1.4 Any resolution to put the **Society** into liquidation must be passed by a two-thirds majority of all **Members** present and voting.

40 Resolving to apply for removal from the register

40.1 The **Society** may be removed from the Register of Incorporated Societies in accordance with the provisions of Part 5 of the **Act**.

40.2 The **Committee** shall give **30 Working Days** written **Notice** to all **Members** of the proposed resolution to remove the **Society** from the Register of Incorporated Societies.

40.3 The **Committee** shall also give written **Notice** to all **Members** of the **General Meeting** at which any such proposed resolution is to be considered. The **Notice** shall include all information as required by section 228(4) of the **Act**.

40.4 Any resolution to remove the **Society** from the Register of Incorporated Societies must be passed by a two-thirds majority of all **Members** present and voting.

41 Surplus assets

- 41.1** If the **Society** is liquidated or removed from the Register of Incorporated Societies, no distribution shall be made to any **Member**.
- 41.2** On the liquidation or removal from the Register of Incorporated Societies of the **Society**, its surplus assets — after payment of all debts, costs and liabilities - shall be vested in Auckland Council Parks and Community Facilities Department (or similar department existing at the time of donation) for the purposes of continuing community equestrian activities, and the land must be classified as a recreation reserve in order to protect the land as informal recreation space for the benefit and advantage of Equestrian clubs and societies with New Zealand.
- 41.3** However, in any resolution under this rule, the **Society** may approve a different distribution to a different tax exempt entity from that specified above, so long as the **Society** complies with this **Constitution** and the **Act** in all other respects.

42 Alterations to the constitution

42.1 Amending this constitution

- 42.1.1** 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**.
- 42.1.2** The **Society** may amend or replace this **Constitution** at a **General Meeting** by a resolution passed by a two-thirds of majority of those **Members** present and entitled to vote. That amendment may be approved by a resolution passed in lieu of a meeting but only if authorised by this **Constitution**.
- 42.1.3** Any proposed resolution to amend or replace this **Constitution** shall be signed by at least 50 per cent of eligible **Members** and given in writing to the **Committee** at least 20 **Working Days** before the **General Meeting** at which the resolution is to be considered and accompanied by a written explanation of the reasons for the proposal.
- 42.1.4** At least 20 **Working Days** before the **General Meeting** 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.
- 42.1.5** When an amendment is approved by a **General Meeting** it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in the **Act** for registration, and shall take effect from the date of registration.

No addition to, deletion from or alteration of the organisation's rules shall be made which would allow personal financial gain to any individuals. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document."

43 Common seal

43.1 The **Society** will have a common seal that must be kept in the custody of the **Secretary**

43.2 The common seal may be affixed to any document:

- a. by resolution of the **Committee**, and must be countersigned by 2 **Officers**, being the **Chairperson** and the **Secretary**; or
- b. by such other means as the **Committee** may resolve from time to time.

44 Bylaws

44.1 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.