



SUGARFOOT STOMP INCORPORATED CONSTITUTION

Section 1: Introductory Rules

1. Name

1.1. The name of the Society is **Sugarfoot Stomp Incorporated** (in this Constitution referred to as the 'Society').

2. Charitable Status

2.1. The Society is already 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.

'Attendee' means a non-financial member participating in Society activities.

'Board' means the Society's governing body.

'Board Member' means a natural person who is:

A Member of the Board; or,

Occupying a position in the Society that allows them to exercise significant influence over the management or administration of the Society, including any Chief Executive or Treasurer.

'Chairperson' means the Board Member responsible for Chairing General Meetings and Board Meetings.

'Code of Conduct Committee Coordinator' means the Board Member responsible for the Matters specifically noted in this Constitution.

'Committee Member' means a Member of the Society's Code of Conduct Committee.

'Constitution' means the rules in this document.

'Deputy Chairperson' means the Board Member 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 Board Members, kept under this Constitution and as required by section 73 of the Act.

'Majority Vote' means a vote made by half of the Members who are present at a Meeting, who are entitled to vote, and voting at that Meeting upon a resolution put to that Meeting, unless otherwise specified in this Constitution.

'Matter' means:

The Society's performance of its activities or exercise of its powers; or,

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, has been properly admitted to the Society, and who has not ceased to be a Member of the Society.

'Monitor' means a non-financial member that examines the annual financial statements of the Society.

'Privacy Officer' means the Board Member responsible for the Matters specifically noted in this Constitution.

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

'Resolution' means a Major or Minor Decision voted on by the Board and/or Members in a General Meeting and/or Board Meeting as applicable.

'Secretary' means the Board Member 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.

'Sub-Committee(s)' means a group of Society Members appointed by the Board as specified in this Constitution.

'Swing Dancing' means an umbrella term used for a variety of dance styles including, but not limited to; Lindy Hop, Solo Jazz, Charleston, Blues, Balboa, Collegiate Shag, in partnered and/or solo forms.

'Treasurer' means the Board Member responsible for the Matters specifically noted in this Constitution.

'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.

'Written Notice' means communication by post, electronic means (including messenger, email, social media, and website posting), or advertisement in periodicals, or a combination of these methods.

3.2. It is assumed that;

3.2.1. Where the singular is used, plural forms of the noun are also inferred.

3.2.2. Headings are a matter of reference and not a part of this Constitution.

3.3. Matters not covered in this Constitution shall be decided upon by the Board.

4. Purposes

4.1. The Society is established and maintained exclusively for Charitable purposes (including any purposes ancillary to those Charitable purposes), namely:

4.1.1. Educate the public on Swing Dancing, a Black American vernacular, and cultural dance;

4.1.2. Increase the public's understanding and appreciation of Swing Dancing, a Black American vernacular, and cultural dance by providing performances of an artistic nature;

4.1.3. Organise and run dance classes, workshops, and events;

4.1.4. Support dancers to grow in their own dancing and self-expression;

4.1.5. Support local jazz musicians, jazz events, and venues;

4.1.6. Share and celebrate the cultural aspects of dance; and,

4.1.7. Do anything necessary or helpful to the above purposes.

4.2. Any income, benefit, or advantage must be used to advance the Charitable purposes of the Society.

5. Act and Regulations

5.1. 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. No Interested Member, any person associated with a Member, or other parties, are allowed to take part in, or influence any decision made by the Society in respect of payments to, or on behalf of, the Interested Member, associated person, or other parties, of any income, benefit, or advantage.

6.3. Any payments made to an Interested Member must be reasonable for goods and services that advance the charitable purpose. The Society is the prime beneficiary.

6.3.1. The Profit Share Cap will be applied for the Interested Member.

6.4. Any payments made to an Interested Member, or other parties, must not disadvantage the Society's financial position.

6.5. The Society has the power to borrow money, and provide security for that, if authorised by all Board Members.

7. Registered Office

7.1. The Registered Office of the Society shall be in New Zealand situated at the premises of the Secretary and/or Treasurer.

7.2. Changes to the Registered Office shall be notified to the Registrar of Incorporated Societies, Charities Register, and other organisations that require the Registered Office address:

7.2.1. At least 5 Working Days before the change of address for the Registered Office is due to take effect; and,

7.2.2. 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:

8.2.1. At least 18 years of age; and,

8.2.2. Ordinarily resident in New Zealand.

8.3. A contact person can be appointed by the Board or elected by the Members at a General Meeting.

8.3.1. Contact person(s) will be the Secretary and/or Treasurer.

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

8.4.1. A physical address or an electronic address; and,

8.4.2. 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.

Section 2: Members

9. Minimum Number of Members

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

9.2. Membership may comprise different types of Membership as decided by the Society.

10. Becoming a Member: Consent

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

11. Becoming a Member: Process

11.1. An applicant for Membership must:

11.1.1. Complete any application form;

11.1.2. Agree to abide by the Code of Conduct;

11.1.3. Supply any information; and,

11.1.4. Attend an interview, as may be reasonably required by the Board, regarding an application for Membership.

11.2. The applicant will become a Member on acceptance of that application by the Board.

11.3. The Board may accept or decline an application for Membership at its sole discretion.

11.4. The Board must advise the applicant of its decision.

11.5. The written consent of every Member to become a Society Member shall be retained in the Society's Membership records.

12. Members' Obligations and Rights

12.1. Every Member shall provide the Society in writing with that:

12.1.1. Member's name;

12.1.2. Contact details (namely, physical or email address, and a telephone number); and,

12.1.3. Promptly advise the Society in writing of any changes to those details.

12.2. Each Member shall provide such other details as the Board requires.

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

12.4. All Members and Attendees shall abide by the Code of Conduct at all times at Society activities.

12.5. A Member is only entitled to exercise the rights of Membership including:

12.5.1. Attending and voting at General Meetings;

12.5.2. Accessing or using the Society's premises, facilities, equipment, other property; and,

12.5.3. Participating in Society activities, if all subscriptions and any other fees have been paid to the Society by their respective due dates; but,

12.5.4. No Member is liable for an obligation of the Society by reason only of being a Member.

12.6. Any Member that is a Body Corporate shall provide the Board, in writing, with the name and contact details of the person who is the Organisation's Authorised Representative, and that person shall be deemed to be the Organisation's proxy for the purposes of voting at General Meetings.

12.7. The Board may decide what access or use Members may have of or to any:

12.7.1. Premises, facilities, equipment;

12.7.2. Other property owned, occupied, or otherwise used by the Society; and,

12.7.3. To participate in Society activities, including any conditions of and fees for such access, use or involvement.

13. Subscriptions and Fees

13.1. The annual subscription and any other fees for Membership for the then current financial year shall be set by resolution of a General Meeting.

13.2. Any Member failing to pay the annual subscription, any levy, or any capitation fees, by the date set by the Board or the Society, the date the same was due for payment, shall be considered as unfinancial and shall (without being released from the obligation of payment):

13.2.1. Have no Membership rights;

13.2.2. Shall not be entitled to benefits in any Society activity; or,

13.2.3. To access or use the Society's premises, facilities, equipment, and other property until all the arrears are paid.

13.3. If such arrears are not paid by the date set by the Board or the Society of the due date for payment of the subscription, any other fees, or levy the Board may terminate the Member's Membership (without being required to give prior notice to that Member).

14. Ceasing to be a Member

14.1. A Member ceases to be a Member:

14.1.1. By resignation from that Member's class of Membership by Written Notice signed by that Member to the Board; or,

14.1.2. On termination of a Member's Membership following a dispute resolution process under this Constitution; or,

14.1.3. On death (or if a Body Corporate on liquidation or deregistration, or if a partnership on dissolution of the partnership); or,

14.1.4. By resolution of the Board where:

14.1.4.1. The Member has failed to pay a subscription, levy, or other amount due to the Society within 10 Working Days of the due date for payment; or,

14.1.4.2. In the opinion of the Board the Member has brought the Society into disrepute.

14.1.5. With effect from (as applicable):

14.1.5.1. The date of receipt of the Member's Notice of resignation by the Board (or any subsequent date stated in the Notice of resignation); or,

14.1.5.2. The date of termination of the Member's Membership under this Constitution; or,

14.1.5.3. 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,

14.1.5.4. The date specified in a resolution of the Board and when a Member's Membership has been terminated.

14.2. The Board shall promptly notify the former Member in writing.

15. Obligations once Membership has Ceased

15.1. A Member who has ceased to be a Member under this Constitution:

15.1.1. Remains liable to pay all subscriptions and other fees to the Society's next balance date;

15.1.2. Shall cease to hold themselves out as a Member of the Society;

15.1.3. Shall return to the Society all material provided to Members by the Society (including any Membership certificate, badges, handbooks, and manuals) within 20 Working Days; and,

15.1.4. Shall cease to be entitled to any of the rights of a Society Member.

16. Becoming a Member Again

16.1. 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 Board.

16.2. 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 General Meeting, on the recommendation of the Board.

Section 3: General Meetings

17. Procedures for all General Meetings

17.1. The Board shall give all Members at least 10 Working Days' Written Notice of any General Meeting and of the business to be conducted at that General Meeting.

17.2. That Written Notice will be addressed to the Member at the contact address notified to the Society and recorded in the Society's Register of Members.

17.3. 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.

17.4. Only financial Members may attend, speak, and vote at General Meetings:

17.4.1. In person; or,

17.4.2. 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 Board before the commencement of the General Meeting; or,

17.4.3. Through the authorised representative of a Body Corporate as notified to the Board; and,

17.4.4. No other proxy voting shall be permitted.

17.5. No General Meeting may be held unless at least 6 eligible financial Members attend throughout the meeting and this will constitute a quorum.

17.6. 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.

17.6.1. In any other case it shall stand adjourned to a day, time, and place determined by the Board of the Society; and,

17.6.2. If at such an adjourned meeting a quorum is not present, those Members present in person, or by proxy, shall be deemed to constitute a sufficient quorum.

17.7. A Member is entitled to exercise one vote on any Motion at a General Meeting in person, or by proxy.

17.8. Voting at a General Meeting shall be by:

17.8.1. Voices; or,

17.8.2. Show of hands; or,

17.8.3. On demand of the Chairperson or of 2 or more Members present, by secret ballot.

17.9. All questions shall be referred to the Board for consideration at the next Board Meeting.

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

17.11. The Society may pass a Written Resolution in lieu of a General Meeting.

17.12. 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 the eligible financial Members, voting on the resolution.

17.12.1. 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.

17.12.2. 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).

17.12.3. A Member may give their approval to a Written Resolution through electronic means, such as email and/or electronic voting, from time to time as determined by the Board.

17.13. General Meetings may be held at one or more venues by Members present in person and/or using any:

17.13.1. Real-time audio; and/or,

17.13.2. Audio and visual; and/or,

17.13.3. Electronic communication that gives each Member a reasonable opportunity to participate.

17.14. All General Meetings shall be Chaired by the Chairperson.

17.14.1. If the Chairperson is absent, the Meeting shall elect another Member of the Board to Chair that Meeting ('Deputy Chairperson').

17.15. Any person Chairing a General Meeting has a deliberative and, in the event of a tied vote, no casting vote.

17.16. Any person Chairing a General Meeting may;

17.16.1. With the consent of a two-thirds majority of Members present at any General Meeting, adjourn the General Meeting from time to time, and from place to place; but,

17.16.1.2. 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.

17.16.2. Direct that any person:

17.16.2.1. Not entitled to be present at the General Meeting; or,

17.16.2.2. Obstructing the business of the General Meeting; or,

17.16.2.3. Behaving in a disorderly manner; or,

17.16.2.4. Being abusive; or,

17.16.2.5. Failing to abide by the directions of the Chairperson, be removed from the General Meeting.

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

17.17. The Board may propose Motions for the Society to vote on ('Board Motions'), which shall be notified to Members with the Notice of the General Meeting.

17.18. Any Member may request that a Motion be voted on ('Member's Motion') at a General Meeting, by giving Notice to the Secretary or Board at least 30 Working Days before that Meeting.

17.18.1. The Member must also provide information in support of the Motion ('Member's Information');

17.18.2. If Notice of the Motion is given to the Secretary or Board 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; and,

17.18.3. The Board may, in its absolute discretion, decide whether or not the Society will vote on the Motion.

18. Minutes

18.1. The Society must keep minutes of all General Meetings.

19. Annual General Meetings: When They Will Be Held

19.1. An Annual General Meeting shall be held:

19.1.1. Once a year on a date;

19.1.2. At a location; and/or,

19.1.3. Using any electronic communication determined by the Board;

19.1.4. Consistent with any requirements in the Act, and the Constitution; and,

19.1.5. Relating to the procedure to be followed at General Meetings shall apply.

19.2. The Annual General Meeting must be held no later than the earlier of the following:

19.2.1. 6 months after the balance date of the Society; and,

19.2.2. 15 months after the previous Annual Meeting.

20. Annual General Meetings: Business

20.1. The business of an Annual General Meeting shall be to:

20.1.1. Confirm the minutes of the last Annual General Meeting, and any Special General Meeting(s) held since the last Annual General Meeting;

20.1.2. Adopt the Board's Performance Report on the outcomes of the Society written in accordance with the Registered Charities Tier 4 Reporting Standards on the operations and affairs of the Society;

20.1.3. Present and adopt the Treasurer's report on the finances of the Society, and the Annual Financial Statements included in the Board's Performance Report;

20.1.4. Present and adopt the Board's Operations Plan for the next financial year;

20.1.5. Present and adopt the Annual Calendar of Outputs for the next financial year;

20.1.6. Present and adopt the Treasurer's Budget for the next financial year;

20.1.7. Set any subscriptions for the current financial year;

20.1.8. Consider any Motions of which prior notice has been given to Members with Notice of the Meeting; and,

20.1.9. Consider any General Business.

20.2. The Board must, at each Annual General Meeting, present the following information:

20.2.1. The Board's Performance Report on the operation and affairs of the Society during the most recently completed accounting period as approved by the Board;

20.2.2. The Treasurer's report on the finances of the Society;

20.2.2. The Annual Financial Statements for that period as approved by the Board;

20.2.3. Notice of any disclosures of Conflicts of Interest made by the Board during that period (including a summary of the matters, or types of matters, to which those disclosures relate);

20.2.4. The Board's Operational Plan for the next financial year;

20.2.5. The Annual Calendar of Outputs for the next financial year;

20.2.6. The Treasurer's Budget for the next financial year; and,

20.2.7. Notice of any Motions and the Board's recommendations about those Motions.

21. Special General Meetings

21.1. Special General Meetings may be called at any time by the Board by resolution.

21.2. The Board must call a Special General Meeting if it receives a written request signed by at least 10 percent of Members.

21.3. Any resolution or written request must state the business that the Special General Meeting is to deal with.

21.4. The rules in this Constitution relating to the procedure to be followed at General Meetings, shall apply to a Special General Meeting.

21.5. A Special General Meeting shall only consider and deal with the business specified in the Board's resolution, or the written request by Members for the Meeting.

Section 4: Board

22. Board Composition

22.1. The Board will consist of at least 3 Board Members and no more than 8 Board Members.

22.2. Board Members on the Board must be either:

22.2.1. Members of the Society; or,

22.2.2. Representatives of Bodies Corporate that are Members of the Society.

23. Functions of the Board

23.1. From the end of each Annual General Meeting until the end of the next, the Society shall be:

23.1.1. Managed by; and,

23.1.2. Under the direction or supervision of the Board, in accordance with the Incorporated Societies Act 2022, any Regulations made under that Act, and this Constitution.

24. Powers of the Board

24.1. The Board has all the powers necessary for:

24.1.1. Managing;

24.1.2. Directing; and,

24.1.3. 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.

25. Sub-Committees

25.1. The Board may appoint Sub-Committees consisting of Members of the Society and for such purposes as it thinks fit. Unless otherwise resolved by the Board:

25.1.1. The quorum of every Sub-Committee is half the Members of the Sub-Committee but not less than 2;

25.1.2. No Sub-Committee shall have power to co-opt additional Members;

25.1.3. A Sub-Committee must not commit the Society to any financial expenditure without express written authority from the Treasurer; and,

25.1.4. A Sub-Committee must not further delegate any of its powers.

26. General Matters: Board

26.1. The Board and any Sub-Committee may act by resolution approved:

26.1.1. During a conference call using audio; and/or,

26.1.2. Audio-visual technology; or,

26.1.3. Through a written ballot conducted by email, electronic voting system, or post; and,

26.1.4. Any such resolution shall be recorded in the minutes of the next Board or Sub-Committee Meeting.

26.2. Other than as prescribed by the Act or this Constitution, the Board or any Sub-Committee may regulate its proceedings as it thinks fit.

27. Process for Making Board Decisions

27.1. Any Major Decision made by the Board is in line with the purposes of the Society.

27.2. Any Major Decision of the Society:

27.2.1. Requires investigation;

27.2.2. Be evidence based; and,

27.2.3. Presented with a written summary and recommendations to the Board by any Board Member(s) before a resolution is passed by the Board.

27.3. If the Major Decision involves the finances of the Society, that Board Member must present the Treasurer's written recommendation(s).

27.4. If the Major Decision impacts on the Society's financial position, that Board Member must also present the Treasurer's written recommendation(s).

27.5. Any Board Member may possibly seek advice from:

27.5.1. Any Member of the Society that may be reasonably affected by the Major Decision; and/or,

27.5.2. Any Member of the Society with expertise in the subject area to which the Major Decision relates.

27.6. Any Board Member can make any Minor Decision on behalf of the Society, provided that:

27.6.1. The Minor Decision is in line with the purposes of the Society.

27.6.2. The Minor Decision carries out a legal governance and/or operational process.

27.6.3. If the Minor Decision involves the finances of the Society, that Board Member must have the Treasurer's written approval.

27.6.4. If the Minor Decision impacts on the Society's financial position, that Board Member must also have the Treasurer's written approval.

27.7. A Major or Minor Decision made in line with these processes is a decision of the Board.

27.8. A Major or Minor Decision not made in line with these processes is not a decision of the Board.

27.9. If it comes to the Board's attention that a Major or Minor decision has been made not in line with these processes, it may take reasonable steps to address that decision.

27.10. Criteria for Major and Minor Decisions shall be set by the Board and amended as required.

Section 5: Board Meetings

28. Procedure

28.1. The quorum for Board Meetings is at least half the number of Members of the Board.

28.2. A Meeting of the Board may be held either:

28.2.1. By a number of the Members of the Board who constitute a quorum, being assembled together at the place, date, and time appointed for the Meeting; or,

28.2.2. By means of audio, or audio and visual communication, by which all Members of the Board participating, and constituting a quorum, can simultaneously hear each other throughout the meeting.

28.3. A resolution of the Board is passed at any Meeting of the Board if a majority of the votes cast on it are in favour of the resolution.

28.4. Every Member on the Board shall have one vote.

28.5. Any Board Member may request time to consider a resolution presented during a Meeting before the Board votes on said resolution:

28.5.1. The Board Member has 40 Working Days after the Board Meeting to make a recommendation(s) to the Board about the resolution in written form.

28.5.2. After receiving the Board Member's recommendation(s), any Board Member can respond in written form to amend and/or make a further recommendation(s) about the resolution, no later than 10 working days before the next Board Meeting.

28.5.3. The Board will vote on the resolution at the next Board Meeting with no further time requests.

28.5.4. If no written recommendation(s) is/are received by the Board within the allotted time frames above, the Board will vote on the original resolution at the next Board Meeting.

28.6. Unless a resolution is urgent in nature, that will negatively impact the finances and/or operations of the Society, the resolution will be voted on in the Board Meeting where it is first presented.

28.6.1. A short pause may be taken during that Board Meeting to consider a resolution that is urgent in nature, and make recommendations, before the Board votes on the resolution.

28.7. The Members of the Board shall elect one of their number as rotating Chairperson of the Board.

28.7.1. If at a Meeting of the Board, the Chairperson is not present, the Members of the Board present may choose one of their number to be Chairperson of the Meeting ('Deputy Chairperson').

28.7.2. The Chairperson does not have a casting vote in the event of a tied vote on any resolution of the Board.

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

29. Frequency

29.1. The Board shall meet as required at such:

29.1.1. Times;

29.1.2. Places;

29.1.3. Manner (including by audio, audio and visual, or electronic communication) as it may determine; and,

29.1.4. Otherwise where and as convened by the Chairperson or Secretary.

29.2 The Secretary, or other Board Member nominated by the Board, shall give to all Board Members not less than 5 Working Days' Notice of Board Meetings, but in cases of urgency a shorter period of Notice shall suffice.

Section 6: Board Members

30. Qualifications of a Board Member

30.1. Every Board Member must be a natural person who:

30.1.1. Has consented in writing to be a Board Member of the Society; and,

30.1.2. Certifies that they are not disqualified from being elected or appointed or otherwise holding office as a Board Member of the Society.

30.2. Board Members must not be disqualified under section 47(3) of the Act or section 16 of the Charities Act 2005 from being appointed or holding office as a Board Member of the Society, namely:

30.2.1. A person who is under 16 years of age; or,

30.2.2. A person who is an undischarged bankrupt; or,

30.2.3. 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; or,

30.2.4. 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; or,

30.2.5. A person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years:

30.2.5.1. An offence under subpart 6 of Part 4 of the Act; or,

30.2.5.2. A crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961); or,

30.2.5.3. An offence under section 143B of the Tax Administration Act 1994; or,

30.2.5.4. An offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (i) to (iii); or,

30.2.5.5. A money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere.

30.2.6. A person subject to:

30.2.6.1. A banning order under subpart 7 of Part 4 of the Act; or,

30.2.6.2. An order under section 108 of the Credit Contracts and Consumer Finance Act 2003; or,

30.2.6.3. A forfeiture order under the Criminal Proceeds (Recovery) Act 2009; or,

30.2.6.4. 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.

30.2.7. 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.

30.3. Prior to election or appointment as a Board Member, a person must:

30.3.1. Consent in writing to be a Board Member; and,

30.3.2. Certify in writing that they are not disqualified from being elected or appointed as a Board Member either by this Constitution or the Act.

30.4. Note that only a natural person may be a Board Member.

30.5. Each certificate shall be retained in the Society's records.

31. Board Members' Duties

31.1. At all times each Board Member:

31.1.1. Shall act in good faith and in what they believe to be the best interests of the Society;

31.1.2. Must exercise all powers for a proper purpose;

31.1.3. Must not act, or agree to the Society acting, in a manner that contravenes the Act or this Constitution;

31.1.4. When exercising powers or performing duties as a Board Member, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation:

31.1.4.1. The nature of the Society;

31.1.4.2. The nature of the major or minor decision; and,

31.1.4.3. The position of the Board Member and the nature of the responsibilities undertaken by them;

31.1.5. Must not agree to the activities of the Society being carried on in a manner likely to create a substantial risk of serious loss, financial or otherwise:

31.1.5.1. To the Society; or,

31.1.5.2. To the Society's creditors;

31.1.6. Must not cause or allow the activities of the Society to be carried on in a manner likely to create a substantial risk of serious loss, financial or otherwise:

31.1.6.1. To the Society; or,

31.1.6.2. To the Society's creditors; and,

31.1.7. Must not agree to the Society incurring an obligation unless they believe at that time, on reasonable grounds, that the Society will be able to perform the obligation when it is required to do so.

32. Board Members' Roles

32.1. All Board Members are responsible for:

32.1.1. Ensuring that this Constitution is followed;

32.1.2. Overseeing the operation of the Society;

32.1.3. Encouraging and supporting Members to pursue activities that will contribute to the Society's purposes;

32.1.4. Ensuring that a Code of Conduct Committee is established, and that Members of the Committee are trained and supported in their role;

32.1.5. Keeping the Register of Members and Interests Register;

32.1.6. Holding the Society's records, documents, and books;

32.1.7. Receiving and replying to correspondence as required by the Board; and,

32.1.8. Advising the Registrar of Incorporated Societies of any Constitution changes.

32.2. The Board is also responsible for ensuring that, at any given time, management of the Society's finances is delegated to at least one (1) Board Member. That Member is known as 'the Treasurer', and is responsible for:

32.2.1. Keeping proper accounting records of the Society's financial transactions to allow the Society's financial position to be readily ascertained;

32.2.2. Providing financial information to the Board as the Board determines;

32.2.3. Preparing annual financial statements for presentation at each Annual General Meeting;

32.2.4. Providing the Secretary with the relevant financial information required for filing annually to the Charities Services;

32.2.5. Preparing financial strategies and the Treasurer's Budget for the Annual General Meeting;

32.2.6. The Membership Coordinator role as set out in the Board Member Induction Document; and,

32.2.7. Transitioning new Board Members into the Treasury role.

32.2.7.1. New appointees will hold the position of 'Secondary Treasurer' for a minimum of 6 months before adopting the 'Primary Treasurer' role; and,

32.2.7.2. The outgoing 'Primary Treasurer' will ensure the 'Secondary Treasurer' is prepared for the role in the allotted time.

32.3. The Board is also responsible for ensuring that, at any given time, management of the Society's privacy is delegated to at least one (1) Board Member. That Member is known as 'the Privacy Officer', and is responsible for:

32.3.1. Being familiar with the Privacy Principles in the Privacy Act;

32.3.2. Working to make sure the Society complies with the Privacy Act;

32.3.3. Receiving any complaints from Members about possible privacy breaches and forward to the Board for consideration;

32.3.4. Forwarding requests for access to personal information, or correction of personal information to the Board;

32.3.5. Acting as the Society's liaison with the Office of the Privacy Commissioner;

32.3.6. Training Society Members to deal with privacy matters;

32.3.7. Advising the Society on compliance with privacy requirements;

32.3.8. Advising the Society if improving privacy practices might improve the operation of the Society; and,

32.3.9. Being familiar with any other legislation governing what the Society can and cannot do with personal information.

32.4. The Board is also responsible for ensuring that, at any given time, management of the Society's correspondence is delegated to at least one (1) Board Member. That Member is known as 'the Secretary', and is responsible for:

32.4.1. Receiving, distributing, and replying to all Society correspondence as directed or as needed;

32.4.2. Advising Board Members and Members of scheduled Meetings, calling for agenda items, and preparing said agendas;

32.4.3. Recording and distribution of the minutes of Board and Annual General Meetings;

32.4.4. Preparing the Board's Performance Report for the Society and forwarding to the Charities Services, upon the approval by the Board Members

on behalf of the Members, at an Annual General Meeting, no later than six months after the end of the financial year;

32.4.5. Preparing the Board's Operational Plan for the Annual General Meeting;

32.4.6. Preparing the Annual Calendar of Outputs for the Annual General Meeting;

32.4.7. Maintaining the online Sugarfoot Stomp Information Portal for current Members;

32.4.8. Forwarding the annual financial statements to the Charities Services, upon the approval by the Board Members on behalf of the Members, at an Annual General Meeting, no later than six months after the end of the financial year;

32.4.9. Promptly forwarding the Constitution changes to the Registrar of Incorporated Societies, upon their approval by the Members, at an Annual General Meeting or Special General Meeting;

32.4.10. Regularly updating the Charities Register with changes to Board Members, Sugarfoot Stomp structure, and Constitution change documents;

32.4.11. Transitioning the newly appointed Secretary into the role in an advisory capacity;

32.4.12. Being a contact person of whom the Registrar of the Incorporated Societies can contact when needed; and,

32.4.13. Advising the Registrar of the Incorporated Societies of changes to contact person(s) and/or their contact details within 20 Working Days after the Society first becomes aware of the change.

32.5. The roles of Secretary and Treasurer may be amalgamated to the one role called Secretary/Treasurer if necessary. Therefore:

32.5.1. The holder of the amalgamated role will only be entitled to one vote on the Board; and,

32.5.2. The roles may be split if separate candidates are forthcoming which will again allow one Board vote each.

32.6. Two appointments may be made for Secretary / Treasurer positions and shared responsibilities allocated. Therefore:

32.6.1. Treasury roles shall be known as; 'Primary Treasurer' and 'Secondary Treasurer'; and,

32.6.2. Secretary roles shall be known as; 'Primary Secretary' and 'Secondary Secretary'.

33. Election or Appointment of a Board Member

33.1. The election of a Board Member shall be conducted as follows:

33.1.1. The Board Member shall be elected during Annual General Meetings;

33.1.2. If a vacancy in the position of any Board Member occurs between Annual General Meetings, that vacancy shall be filled by resolution of the Board;

33.1.3. Any such appointee must, before appointment:

33.1.3.1. Supply a signed consent to appointment; and,

33.1.3.2. A certificate that the nominee is not disqualified from being appointed or holding office as a Board Member (as described in the 'Qualification of a Board Member' rule above).

33.1.4. Any such appointment must be ratified at the next Annual General Meeting.

33.2. 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 a Board Member (as described in the 'Qualification of a Board Member' rule above) shall be received by the Society at least 5 Working Days before the date of the Annual General Meeting.

33.3. If there are insufficient valid nominations received, further nominations may be received from the floor at the Annual General Meeting.

33.4. 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 Board (excluding those in respect of whom the votes are tied).

33.5. Two Members (who are not nominees) or non-financial members appointed by the Chairperson shall act as scrutineers for the counting of the votes and destruction of any voting papers.

33.6. The failure for any reason of any financial Member to receive such Notice of the General Meeting shall not invalidate the election.

33.7. In addition to a Board Member elected under the foregoing provisions of this rule, the Board may appoint other Board Members for a specific purpose, or for a limited period, or generally until the next Annual General Meeting.

33.7.1. Unless otherwise specified by the Board, any person so appointed shall have full speaking and voting rights as a Board Member of the Society; and,

33.7.2. Any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as a Board Member (as described in the 'Qualification of a Board Member' rule above).

34. Term

34.1. The term of office for all Board Members elected to the Board shall be 1 calendar year, expiring at the end of the Annual General Meeting in the year corresponding with the last year of each Board Member's term of office.

34.2. A Board Member who reaches the end of their term shall be eligible for re-appointment to the Board.

34.3. No Board Member shall serve for more than 30 consecutive terms.

34.4. No Chairperson shall serve for more than 30 consecutive years as Chairperson.

35. Removal of a Board Member

35.1. A Board Member shall be removed as a Board Member by resolution of the Board or the Society where in the opinion of the Board or the Society:

35.1.1. The Board Member elected to the Board has been absent from 3 Board Meetings without leave of absence from the Board; or,

35.1.2. The Board Member has brought the Society into disrepute; or,

35.1.3. The Board Member has failed to disclose a Conflict of Interest; or,

35.1.4. The Board passes a vote of no confidence in the Board Member; or,

35.1.5. The Board Member's action negatively impacts the financial stability of the Society with effect from (as applicable) the date specified in a resolution of the Board or Society.

36. Ceasing to Hold Office

36.1. A Board Member ceases to hold office when they resign (by notice in writing to the Board), are removed, die, or otherwise vacate office in accordance with section 50(1) of the Act.

36.2. Each Board Member shall within 20 Working Days of submitting a resignation or ceasing to hold office, deliver to the Board all books, papers, and other property of the Society held by such former Board Member.

37. Conflicts of Interest

37.1. A Board Member 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):

37.1.1. To the Board and/or Sub-Committee; and,

37.1.2. In an Interests Register kept by the Board.

37.2. Disclosure must be made as soon as practicable after the Board Member or Member of a Sub-Committee becomes aware that they are interested in the Matter.

37.3. A Board Member or Member of a Sub-Committee who is an Interested Member regarding a Matter:

37.3.1. Must not vote or take part in the decision of the Board and/or Sub-Committee relating to the Matter, unless all Members of the Board who are not interested in the Matter consent; and,

37.3.2. Must not sign any document relating to the entry into a transaction or the initiation of the Matter, unless all Members of the Board who are not interested in the Matter consent; but,

37.3.3. May take part in any discussion of the Board and/or Sub-Committee relating to the Matter, and be present at the time of the decision of the Board and/or Sub-Committee (unless the Board and/or sub-committee decides otherwise).

37.4. However, a Board Member 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.

37.5. Where 50 per cent or more of Board Members 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 Board Members agree otherwise.

37.6. 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 Board shall consider and determine the Matter.

Section 7: Records

38. Register of Members

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

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

38.2.1. Their name;

38.2.2. 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');

38.2.3. Their contact details, including:

38.2.3.1. A physical address;

38.2.3.2. An electronic address (email); and,

38.2.3.3. A telephone number.

38.3. The Register will also include each Member's:

38.3.1. Society financial status.

38.4. Every current Member shall promptly advise the Society of any change of the Member's contact details.

38.5. The Society shall also keep a record of the former Members of the Society.

38.6. For each Member who ceased to be a Member within the previous 7 years, the Society will record:

38.6.1. The former Member's name; and,

38.6.2. The date the former Member ceased to be a Member.

39. Interests Register

39.1. The Board shall at all times maintain an up-to-date Register of the Interests disclosed by Board Members and by Members of any Sub-Committee.

40. Access to Information for Members

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

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

40.3. The Society must, within a reasonable time after receiving a request:

40.3.1. Provide the information; or,

40.3.2. Agree to provide the information within a specified period; or,

40.3.3. 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,

40.3.4. Refuse to provide the information, specifying the reasons for the refusal.

40.4. Without limiting the reasons for which the Society may refuse to provide the information, the Society may refuse to provide the information if:

40.4.1. Withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons; or,

40.1.2. 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,

40.1.3. 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,

40.1.4. The information is not relevant to the operation or affairs of the Society; or,

40.1.5. Withholding the information is necessary to maintain legal professional privilege; or,

40.1.6. The disclosure of the information would, or would be likely to, breach an enactment; or,

40.1.7. 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,

40.1.8. The request for the information is frivolous and/or vexatious; or,

40.1.9. 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.

40.5. 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:

40.5.1. That the Member will pay the charge; or,

40.5.2. That the Member considers the charge to be unreasonable.

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

Section 8: Finances

41. Control and Management

41.1. The funds and property of the Society shall be:

41.1.1. Controlled;

41.1.2. Invested;

41.1.3. Disposed of by the Board, subject to this Constitution; and,

41.1.4. Devoted solely to the promotion of the purposes of the Society.

41.2. The Board shall maintain bank accounts in the name of the Society.

41.3. All money received on account of the Society shall be banked within 90 Working Days of receipt.

41.3.1. All money (cash floats, received) shall be banked before the end of the financial year balance date.

41.4. All accounts paid or for payment shall be submitted to the Treasurer(s), on behalf of the Board, for approval of payment.

41.5. The Board must ensure that there are kept at all times accounting records that:

41.5.1. Correctly record the transactions of the Society;

41.5.2. Allow the Society to produce financial statements that comply with the requirements of the Act; and,

41.5.3. Would enable the financial statements to be readily and properly examined (if required under any legislation or the Society's Constitution).

41.6. The Board must establish and maintain a satisfactory system of control of the Society's accounting records.

41.7. The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form.

41.8. The accounting records must be kept for the current accounting period and for the last 7 completed accounting periods of the Society.

42. Balance Date

42.1. The Society's financial year shall commence on 01/01 of each year and end on 31/12 (the latter date being the Society's balance date).

43. Additional Powers

43.1. The Society may:

43.1.1. Employ people for the purposes of the Society:

43.1.1.1. Employment for Society roles will only be accepted by the Board if the Society is financially stable; and,

43.1.1.2. Employment must be approved by all Board Members.

43.1.2. Exercise any power a trustee might exercise subject to the requirements of the Act and/or this Constitution; and,

43.1.3. Invest in any investment that a trustee might invest in subject to the requirements of the Act and/or this Constitution.

44. Assurance on the Financial Statements

44.1. The Society shall appoint a Monitor to examine the annual financial statements of the Society ('the Monitor').

44.2. The Monitor shall conduct an examination with the objective of providing a report that nothing has come to the Monitor's attention to cause the Monitor to believe that the financial information is not presented in accordance with the Society's accounting policies.

44.3. The Monitor must be a suitably qualified person, must not be a Member of the Board, Member, an employee, and/or volunteer of the Society. If the Society appoints a Monitor who is unable to act for some reason, the Board shall appoint another Monitor as a replacement.

44.4. The Board is responsible to provide the Monitor with:

44.4.1. Access to all information of which the Board is aware that is relevant to the preparation of the financial statements such as records, documentation, and other matters;

44.4.2. Additional information that the Monitor may request from the Board for the purpose of the examination; and,

44.4.3. Reasonable access to persons within the Society from whom the Monitor determines it necessary to obtain evidence.

44.5. The Monitor must provide a letter to the Board certifying that, in their opinion, the annual financial accounts are sound.

44.6. The Monitor's letter is included in the Board's Performance Report.

Section 9: Disputes Resolution

45. Meanings of Dispute and Complaint

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

45.2. The disagreement or conflict may be between any of the following persons:

45.2.1. 2 or more Members; or,

45.2.2. 1 or more Members and the Society; or,

45.2.3. 1 or more Members and 1 or more Board Members; or,

45.2.4. 2 or more Board Members; or,

45.2.5. 1 or more Board Members and the Society; or,

45.2.6. 1 or more Members or Board Members and the Society.

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

45.3.1. A Member or a Board Member has engaged in misconduct; or,

45.3.2. A Member or a Board Member has breached, or is likely to breach, a duty under the Society's Constitution, or bylaws, or the Act; or,

45.3.3. The Society has breached, or is likely to breach, a duty under the Society's Constitution, or bylaws, or the Act; or,

45.3.4. A Member's rights or interests as a Member have been damaged or Member's rights or interests generally have been damaged.

46. How a Complaint is Made

46.1. A Member or a Board Member may make a complaint by giving to the Board (or a complaints Sub-Committee) a notice in writing that;

46.1.1. States that the Member or Board Member is starting a procedure for resolving a dispute in accordance with the Society's Constitution;

46.1.2. Sets out the allegation or allegations to which the dispute relates and whom the allegation is against; and,

46.1.3. Sets out any other information reasonably required by the Society.

46.2. The Society may make a complaint involving an allegation or allegations against a Member or a Board Member by giving to the Member or Board Member a notice in writing that;

46.2.1. States that the Society is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and,

46.2.2. Sets out the allegation to which the dispute relates.

46.3. 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.

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

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

46.6. The complainant raising a dispute, and the Board, must consider and discuss whether a dispute may best be resolved through:

46.6.1. Informal discussions; or,

46.6.2. Mediation; or,

46.6.3. Arbitration; or,

46.6.4. A tikanga-based practice.

46.7. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

47. Person who makes a Complaint has the Right to be Heard

47.1. A Member or a Board Member who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.

47.2. If the Society makes a complaint:

47.2.1. The Society has a right to be heard before the complaint is resolved or any outcome is determined; and,

47.2.2. A Board Member may exercise that right on behalf of the Society.

47.3. Without limiting the manner in which the Member, Board Member, or Society may be given the right to be heard, they must be taken to have been given the right if:

47.3.1. They have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held);

47.3.2. An oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing;

47.3.3. An oral hearing (if any) is held before the decision maker; and,

47.3.4. The Member's, Board Member's, or Society's written or verbal statement or submissions (if any) are considered by the decision maker.

48. Investigating and Determining a Dispute

48.1. 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.

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

49. The Society may Decide not to Proceed Further with a Complaint

49.1. Despite the 'Investigating and Determining a Dispute' rule above, the Society may decide not to proceed further with a complaint if:

49.1.1. The complaint is considered to be trivial; or,

49.1.2. The complaint does not appear to disclose or involve any allegation of the following kind:

49.1.2.1. That a Member or a Board Member has engaged in material misconduct; or,

49.1.2.2. That a Member, a Board Member, or the Society has materially breached, or is likely to materially breach, a duty under the Society's Constitution or bylaws or the Act; or,

49.1.2.3. That a Member's rights or interests or Members' rights or interests generally have been materially damaged; or,

49.1.3. The complaint appears to be without foundation or there is no apparent evidence to support it; or,

49.1.4. The person who makes the complaint has an insignificant interest in the matter; or,

49.1.5. The conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the Constitution; or,

49.1.6. There has been an undue delay in making the complaint.

50. The Society may Refer a Complaint

50.1. The Society may refer a complaint to:

50.1.1. A Sub-Committee or an external person to investigate and report; or,

50.1.2. A Sub-Committee, an arbitral tribunal, or an external person to investigate and make a decision; or,

50.1.3. The Society may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

51. Decision Makers

51.1. A person may not act as a decision maker in relation to a complaint if 2 or more Members of the Board or a complaints Sub-Committee consider that there are reasonable grounds to believe that the person may not be:

51.1.1. Impartial; or,

51.1.2. Able to consider the matter without a predetermined view.

52. Code of Conduct

52.1. The Board is responsible for establishing a Code of Conduct that outlines minimum standards of acceptable behaviour expected of Members and Attendees.

52.2. The Board is responsible for ensuring the Code of Conduct is freely available to all Members, and a copy of the Code of Conduct is provided to each Member upon joining.

52.3. The Board is responsible for ensuring that the process for dealing with Code of Conduct Breaches is available to all Members, and a copy of the process must be provided to each Member upon joining.

53. Code of Conduct Committee

53.1. The Society shall have a Code of Conduct Committee ('the Committee'), comprising a minimum of one (1) Member of the Society and one (1) Board Member.

53.1.1. The Board is also responsible for ensuring that, at any given time, management of the Code of Conduct Committee is delegated to at least one (1) Board Member. That Member is known as 'the Code of Conduct Committee Coordinator', and is responsible for:

53.1.1.1. Organising Code of Conduct Meetings as required by the Board;

53.1.1.2. Ensuring Meeting Minutes are kept;

53.1.1.3. Regularly checking correspondence;

53.1.1.4. Carrying out the responsibilities of the Committee in a timely manner;

53.1.1.5. Maintaining Members on the Committee;

53.1.1.6. Regular reporting to the Board as required by the Board; and,

53.1.1.7. Actively participating in the ongoing public promotion of the Code of Conduct using various methods of communication.

53.2. The Committee is responsible for:

53.2.1. Receiving any Code of Conduct complaints;

53.2.2. Ensuring the privacy of the Member who raised the Code of Conduct Complaint;

53.2.3. Dealing with any Code of Conduct complaint, including any investigation as required;

53.2.4. Recommending to the Board that action be taken in response to a Code of Conduct Complaint; and,

53.3.5. Establishing a pool of community volunteers, conducting due diligence, and vetting community volunteers for suitability.

53.3. The Committee is also responsible for ensuring an anonymous method of contact with the Committee is available for Members.

53.4. The Committee will, as determined by the Board, report to the Board about the state of the Code of Conduct.

54. Code of Conduct Complaints

54.1. Any Member ('the Complainant') may raise a concern that the Society's Code of Conduct has been breached ('Code of Conduct Complaint') with any Code of Conduct Committee Member.

54.2. Code of Conduct Complaints may be raised in person, anonymously, or via a community volunteer.

54.3. The Committee, upon receiving a Code of Conduct Complaint, will investigate the Complaint to determine if the Code of Conduct has been breached ('Code of Conduct Breach').

54.4. The Committee has discretion to determine the appropriate method for investigating a Code of Conduct Complaint. In determining the appropriate method for dealing with the complaint, the Committee must consult with the Complainant.

54.5. If the subject of a Code of Conduct Complaint is a Code of Conduct Committee Member or Board Member, that person must not be involved in any way in the process for dealing with that Complaint except as determined by the Committee.

55. Code of Conduct Breaches

55.1. If the Committee determines that a Code of Conduct Breach has occurred, it may make a recommendation to the Board that certain actions be taken in response to the Breach.

55.1.1. The actions the Committee can recommend include, but are not limited to:

- 55.1.1.1. Temporarily suspending Membership; or,
- 55.1.1.2. Temporarily preventing access to Society activities; or,
- 55.1.1.3. Terminating Membership; or,
- 55.1.1.4. Permanently preventing access to Society activities.

55.2. The Board should act upon the recommendation(s) of the Committee. If the Board deviates from the recommendation(s) of the Committee, it must justify to the Committee why that deviation has occurred.

55.3. If action is taken in respect of a Code of Conduct Breach, the Board may give written notice of this action to the subject of the Complaint ('the Board's Notice'). The Board's Notice must:

- 55.3.1. Explain how the Member breached the Code of Conduct;
- 55.3.2. State what the Member must do in order to remedy the situation, if possible;
- 55.3.3. State that if, within 10 Working Days of the Member receiving the Board's Notice, the Board is not satisfied, the Board may in its absolute discretion immediately terminate the Member's Membership; and,
- 55.3.4. State that if the Board terminates the Member's Membership, the Member may appeal to the Society.

55.4. If the Board decides to terminate a Member's Membership, it can do so by giving the Member written notice ('Termination Notice'), which takes immediate effect.

- 55.4.1. The Termination notice must state that the Member may appeal to the Society at the next Meeting by giving written notice to the Board ('Members Notice') within 10 Working Days of the Member's receipt of the Termination Notice.

56. Appeals of Code of Conduct Breaches

56.1. If the Member gives the Member's Notice to the Board, the Board must appoint a person to hear the appeal from the Member ('the Referee'). The appointment of the Referee must be made as soon as reasonably possible. The Referee cannot be a Member of the Society.

56.2. Once appointed, the Referee will convene a meeting to hear the appeal ('Appeal Meeting') within 25 Working Days. The Member shall have the right to be fairly heard at the Appeal Meeting.

56.3. If the Member chooses, the Member may provide the Referee with a written explanation of the events as the Member sees them ('the Member's Explanation').

56.4. The Board must provide the Referee with a written explanation of the events as the Board determines, and the reasons for the decision the Board made ('the Board's Explanation').

56.5. When the Member is heard at an Appeal Meeting, the Society Referee questions the Member and the Board Members.

56.6. The Referee shall then decide whether to let the Termination stand, or whether to reinstate the Member. The Referee's decision will be final.

56.7. A person may not act as a Referee in relation to a complaint if 2 or more Members of the Board consider that there are reasonable grounds to believe that the person may not be:

51.1.1. Impartial; or,

51.1.2. Able to consider the matter without a predetermined view.

57. Appointment of Code of Conduct Committee Members

57.1. Any Member of the Society may apply in writing to be a Committee Member at any time.

57.2. The Board can appoint a Member of the Society to be a Committee Member upon receipt of a written application by majority vote. The Board must be satisfied as to the appropriateness of that Member being a Committee before making an appointment.

57.3. All Committee Members are appointed for a term of one (1) calendar year from the date of the Annual General Meeting ('the Term').

57.4. A Committee Member who reaches the end of their Term shall be eligible for re-appointment to the Committee.

58. Ceasing of Committee Membership

58.1. Persons cease to be Committee Members when:

58.1.1. They resign by giving Written Notice to the Committee; or,

58.1.2. They are removed by two-thirds majority vote of the Committee; or,

58.1.3. They are absent from three consecutive meetings without leave of absence; or,

58.1.4. Their Term expires.

Section 10: Liquidation and Removal from the Register

59. Resolving to put the Society into Liquidation

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

59.2. The Board shall give 20 Working Days Written Notice to all Members of the proposed resolution to put the Society into liquidation.

59.3. The Board 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.

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

60. Resolving to Apply for Removal from the Register

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

60.2. The Board shall give 20 Working Days Written Notice to all Members of the proposed resolution to remove the Society from the Register of Incorporated Societies.

60.3. The Board 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.

60.4. Any resolution to remove the Society from the Register of Incorporated Societies must be passed by a simple majority of all Members present and voting.

61. Surplus Assets

61.1. If the Society is liquidated, or removed from the Register of Incorporated Societies, no distribution shall be made to any Member, and if any property remains after the settlement of the Society's debts and liabilities, that property must be given or transferred to another organisation for a similar charitable purpose or purposes as defined in section 5(1) of the Charities Act 2005.

Section 11: Alterations to the Constitution

62. Amending this Constitution

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

62.2. The Society may amend or replace this Constitution at a General Meeting by a resolution passed by a simple majority of those Members present and voting.

62.3. That amendment could be approved by a resolution passed in lieu of a meeting but only if allowed by this Constitution.

62.4. Any proposed resolution to amend or replace this Constitution shall be signed by at least 10 percent of eligible Members and given in writing to the Board 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.

62.5. At least 15 Working Days before the General Meeting at which any amendment is to be considered the Board shall give to all Members:

62.5.1. Notice of the proposed resolution;

62.5.2. The reasons for the proposal; and,

62.5.3. Any recommendations the Board has.

62.6. 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.

62.7. If the Society is registered as a Charity under the Charities Act 2005 the amendment shall also be notified to Charities Services as required by section 40 of that Act.

Section 12: Other

63. Bylaws

63.1. The Board from time to time may make and amend:

63.1.1. Bylaws;

63.1.2. Policies and/or Procedures for the conduct and control of Society activities; and,

63.1.3. Codes of Conduct applicable to Members; but,

63.1.4. 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.