We Are Richmond Incorporated

Constitution

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Introductory Rules

1.0 Name

1.1. The name of the **Society** shall be We Are Richmond Incorporated (in this **Constitution** referred to as the **Society**).

2.0 Charitable Status

2.1. The **Society** is registered as a charitable entity since 26/07/2021 under the Charities Act 2005. Registration number: CC59440.

3.0 Definitions & Interpretations

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 (AGM) 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.

Application means an application for membership to the **Society**.

Chair means the **Officer** on the **Committee** responsible for chairing **General Meetings** and **Committee Meetings**, and who provides leadership for the **Society**.

Constitution means this **Constitution**, including any amendments and any schedules to this **Constitution**.

Contact Details means a physical address, an email address and a telephone number (if applicable).

Days means calendar days.

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

Committee Meeting means the **Society's** governing body's monthly meeting.

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

Membership Register means the register of **Members** kept under this **Constitution** as required by Section 79 of the **Act**.

Notice includes any notice given by electronic form, post or courier.

Officer means a natural person who is a member of the **Committee** or occupies a position in the **Society** that allows them to exercise significant influence over the management or administration of the **Society**.

Richmond means the geographical area which the **Society** serves and acts within, which is that area of the city bounded by Fitzgerald Avenue, Whitmore Street, Hills Road, Shirley Road, North Parade, Banks Avenue and River Road.

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

Special General Meeting (**SGM)** means a meeting of the **Members,** other than an **Annual General Meeting,** called for a specific purpose.

Treasurer means the **Officer** on the **Committee** responsible for financial reporting and recording.

Working Group means a group other than the committee who is given limited delegated authority in respect of specific projects.

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

3.3. Clause headings are for reference only.

3.4. Expressions referring to writing include references to words visibly represented, copied, or reproduced, including by email.

3.5. Reference to a person includes any other entity or association recognised by law and vice versa and any reference to a particular entity includes a reference to that entity's successors.

3.6. A reference to any legislation includes any statutory regulations, rules, orders or instruments made or issued pursuant to that legislation and any amendment to, re-enactment of, or replacement of, that legislation.

3.7. All periods of time or notice exclude the days on which they are given.

4.0 Act & Regulations

4.1. 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.

5.0 Registered Office

5.1. The registered office of the **Society** is "the Hub," 46A Vogel Street, Richmond, Christchurch 8013; or at such place in Aotearoa New Zealand as the **Committee** from time to time determines.

5.2. Changes to the registered office shall be notified to the Registrar of Incorporated Societies**:**

5.2.1. At least 7 **Days** (1 week) before the change of address for the registered office is due to take effect; and

5.2.2. In a form and as required by the **Act**.

6.0 Contact Person

6.1. The **Society** shall have at least 1, but no more than 3 contact persons whom the Registrar of Incorporated Societies can contact when needed.

6.2. The **Society's** contact person must be at least 18 years of age and ordinarily resident in Aotearoa New Zealand.

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

6.4. Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including a physical address or an electronic address, and a telephone number.

6.5. Any change in that contact person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 28 **Days** (4 weeks) of that change occurring, or of the **Society** becoming aware of the change.

Society Purpose & Powers

7.0 Purpose

7.1. The primary purposes of the **Society** are:

7.1.1. To establish a progressive and collaborative relationship with National and Local Government bodies and their subsidiaries.

7.1.2. To actively promote projects which enhance the quality of the residents' and business communities' lives in the Richmond area.

7.1.3. To provide a forum for the consideration, development and advancement of ideas which meet 7.1.1 and 7.1.2 above.

8.0 Restrictions on Society Powers

8.1. The **Society** does not have the power to borrow money.

8.2. The **Society** must not be carried on for the financial gain of any of its **Members**. The **Society** must not operate for the purpose of, or with the effect of**:**

8.2.1. Distributing, any gain, profit, surplus, dividend, or other similar financial benefit to any of its **Members** (whether in money or in kind); or

8.2.2. Having capital that is divided into shares or stock held by its **Members**; or

8.2.3. 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).

8.3. However, the **Society** will not be considered to be operating for the financial gain of **Members** simply if the **Society:**

8.3.1. Engages in trade; or

8.3.2. Pays a **Member** for matters that are incidental to the purposes of the **Society**, and the **Member** is a not-for-profit entity; or

8.3.3. Distributes funds to a **Member** to further the purposes of the **Society** and the **Member** is a not-for-profit entity, is affiliated or closely related to the **Society**, and has the same (or substantially the same) purposes as those of the **Society**.

8.3.4. Reimburses a **Member** for reasonable expenses legitimately incurred on behalf of the **Society** or while pursuing the **Society's** purposes; or

8.3.5. Provides benefits to members of the public or of a class of the public and those persons include **Members** or their families; or

8.3.6. Provides benefits to **Members** or their families to alleviate hardship; or

8.3.7. Pays a **Member** a salary or wages or other payment 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**); or

8.3.8. Provides a **Member** with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of the **Society**.

8.4. The **Society** will not be considered to be operating for the financial gain of **Members** in the situation where, on removal of the **Society** from the Register of Incorporated Societies, having its surplus assets distributed under subpart 5 of Part 5 of the **Act** to a Member that is a not-for-profit entity.

Members

9.0 Minimum Number of Members

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

10.0 Members

10.1. A **Member** is an individual who has been admitted as a **Member** of the **Society** under this **Constitution**. **Members** shall possess speaking and voting rights and are eligible to hold an **Officer** position on the **Committee**. To become a **Member** of the **Society**, an individual must:

10.1.1. Be aged at least 18 years; and

10.1.2. Meet at least one of the following criteria:

10.1.2.1. Is a resident in **Richmond**.

10.1.2.2. Is a business owner in **Richmond**.

10.1.2.3. Is an investment property owner in **Richmond**.

10.1.2.4. Is part of a club or organisation that operates in **Richmond**.

10.1.3. Consent in writing to become a **Member** and complete the **Application** form provided by the **Society**; and

10.1.4. Pay the required membership fee, if applicable; and

10.1.5. Supply any other information as requested by the **Society**.

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

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

11.0 Members' Obligations & Rights

11.1. Every **Member** must meet all requirements of membership set out in this **Constitution**, as well as meet any obligations under the policies, guidelines and resolutions adopted by the **Society** in order to receive, or continue to receive, entitlements as a **Member**.

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

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

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

11.5. 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.

12.0 Subscriptions & Fees

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

12.2. Any **Member** failing to pay the annual subscription (including any periodic payment), any levy, or any capitation fees, within 2 calendar months 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 until all the arrears are paid. If such arrears are not paid within 3 calendar months 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**).

13.0 Ceasing to be a Member

13.1. A **Member** ceases to be a **Member:**

13.1.1. By resignation from the **Society** by written notice to the **Committee**; or

13.1.2. On termination of a **Member's** membership following a dispute resolution process under this **Constitution**; or

13.1.3. On death; or

13.1.4. By resolution of the **Committee** where, in the opinion of the **Committee**, the **Member** has brought the **Society** into disrepute.

13.2. With effect from (as applicable)**:**

13.2.1. 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

13.2.2. The date of termination of the **Member's** membership under this **Constitution**; or

13.2.3. The date of death of the **Member**; or

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

14.0 Obligations once Membership has ceased

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

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

14.1.2. Shall cease to hold himself or herself out as a **Member** of the **Society**; and

14.1.3. Shall return to the **Society** all material provided to **Members** by the **Society** (including any equipment, handbooks and manuals); and

14.1.4. Shall cease to be entitled to any rights of a **Society Member**.

15.0 Becoming a Member Again

15.1. 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**.

15.2. 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 at a **General Meeting** on the recommendation of the **Committee**.

Records

16.0 Membership Register

16.1. The **Society** shall maintain a **Membership Register** in accordance with the **Act** and any regulations.

16.2. The collection and use of any personal information in the **Membership Register** shall comply with the Privacy Act 1993, wherein all information collected must be relevant, securely stored and available for correction upon **Member** request.

16.3. For each current **Member**, the information contained in the **Membership Register** shall include:

16.3.1. Their name; and

16.3.2. 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'); and

16.3.3. A physical address; and

16.3.4. An electronic address; and

16.3.5. A telephone number.

16.4. Every **Member** shall promptly advise the **Society** of any change to the **Member's Contact Details**.

16.5. 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:

16.5.1. The former **Member's** name; and

16.5.2. The date the former **Member** ceased to be a **Member**.

17.0 Interests Register

17.1. The **Committee** shall at all times maintain an up-to-date register of the interests disclosed by **Officers** and by members of any working group.

18.0 Access to Information for Members

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

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

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

18.3.1. Provide the information; or

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

18.3.3. 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

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

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

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

18.4.2. 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

18.4.3. 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

18.4.4. The information is not relevant to the operation or affairs of the **Society**; or

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

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

18.4.7. 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

18.4.8. The request for the information is frivolous or vexatious; or

18.4.9. 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**.

18.5. 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 21 **Days** (3 weeks) after receiving notification of the charge, the **Member** informs the **Society**:

18.5.1. That the **Member** will pay the charge; or

18.5.2. That the **Member** considers the charge to be unreasonable.

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

General Meetings

19.0 Timing of General Meetings

19.1. An **Annual General Meeting (AGM)** shall be held once a year on a date and at a location/manner determined by the **Committee** and consistent with any requirements in the **Act**.

19.1.1. The **AGM** must be held no later than fifteen months since the last preceding **AGM** and no later than six months since the commencement of a new financial year.

19.2. The **Society** must call a **Special General Meeting (SGM)** at the majority request from the **Committee** or on receipt of a written request signed by 10 or more **Members** of the **Society**.

19.2.1. All written requests for a **SGM** must state the purpose for the **SGM** including any motions to be considered.

20.0 Notice of General Meetings

20.1. Notices will be addressed to the **Member** at the contact email address notified to the **Society** and recorded in the **Membership Register**. The **AGM** and its business will not be invalidated simply because one or more **Members** do not receive the **Notices** of the **AGM**.

20.2. The **Secretary** shall give all **Members** at least 7 **Days** (1 week) written **Notice** of a **General Meeting**. This **Notice** shall include:

20.2.1. The date, time and location/manner in which the **General Meeting** is to be held; and

20.2.2. Any motion or matter, including general business, that has been properly submitted for consideration at the **General Meeting** (which may include the **Committee's** recommendations about those motions); and

20.2.3. Electronic ballot voting forms and proxy forms if required.

21.0 Quorum of a General Meeting

21.1. A quorum must be present at all times during a **General Meeting**. A quorum for the **Society** is at least eight **Members**; and at least two of the **Chair**, **Secretary**, or **Treasurer**.

21.2. If a quorum is not obtained within thirty minutes of the intended commencement time of the **General Meeting**, the meeting – if convened upon request of **Members** – shall be dissolved. In any other case it shall stand adjourned to a time, date and location/manner as determined by the **Chair** of the **Society**. **Members** must be given not less than 14 **Days** (2 weeks) written **Notice** of the new **General Meeting** as per the rules in this **Constitution.** If no quorum is obtained at such further **General Meeting**, then the persons present at that further **General Meeting** are deemed to constitute a valid quorum.

22.0 Speaking & Voting at a General Meeting

22.1. **Members** may attend, speak and vote at a **General Meeting**. A **Member** is entitled to exercise one vote on any motion at a **General Meeting** in person or by proxy.

22.2. On any given motion the **Chair** of the meeting shall in good faith determine whether to vote by voice, show of hands, or secret ballot. However if two or more **Members** present demand a secret ballot before a vote by voice or show of hands has begun, voting must be by secret ballot.

22.3. Unless otherwise required by this **Constitution**, all questions shall be decided by a simple majority of those in attendance in person or by proxy and voting at a **General Meeting** or voting by remote ballot as per the following rules:

22.3.1. Remote ballot voting is permitted provided that the vote is cast in an email message sent from the designated email address for that **Member** recorded on the **Society Membership Register**, and that the email message is emailed to the **Secretary** at least 2 **Days** before the **General Meeting**.

22.3.2. Proxy voting is permitted provided that the proxy vote is registered with the **Secretary** at least 2 **Days** before the **General Meeting** at which the proxy vote will be used. The registration of a proxy vote will be deemed valid provided it includes the following declaration sent from the designated email address for that **Member** recorded on the **Society Membership Register**:

> *I, [Name], being a Member of We Are Richmond Incorporated do hereby appoint [Name] as my proxy to vote on my behalf [as instructed/at will] at the Annual/Special General Meeting of the Society to be held on [date, time and location/manner] or at any adjournment thereof. I enclose a copy of all specific instructions given to my proxy holder.*

22.3.3. The attendance of a **Member** at a **General Meeting** automatically invalidates any proxy that they may have previously registered for that meeting.

22.4. 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** 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**. **Members** may give their approval to a written resolution by signing the resolution or giving approval to the resolution by electronic means.

22.5. All **General Meetings** shall be chaired by the **Chair**. If the **Chair** is absent, the **Secretary** shall elect another **Officer** to chair that meeting.

22.6. In the event of a tied vote at a **General Meeting**, the **Chair** of that meeting shall have an additional casting vote.

22.7. Any person chairing a **General Meeting** may:

22.7.1. With the consent of a simple majority of **Members** present at any **General Meeting,** adjourn the **General Meeting** from time to time, 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; and

22.7.2. Direct that any person not entitled to be present 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 **Chair** be removed from the **General Meeting**; and

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

22.8. The **Committee** may propose motions for the **Society** to vote on, which shall be notified to **Members** with the **Notice** of the **General Meeting.**

22.9. Additional items of business may not be raised by the floor during a **General Meeting**, other than business specified in the **Notice** convening the meeting.

23.0 Business of the Annual General Meeting

23.1. The following business shall be conducted at each **AGM**:

23.1.1. Confirm the minutes of the last **AGM** and any **SGM**(s) held since then;

23.1.2. Validate and minute the appointment of any **Officers** who joined the **Committee** since the last **AGM**, and note any disclosures of conflicts of interest made by **Officers** during the most recently completed accounting period (including a summary of the **Matters**, or types of **Matters**, to which those disclosures relate);

23.1.3. Adopt the **Chair's** report and the **Treasurer's** report on the operations and affairs of the **Society** during the most recently completed accounting period;

23.1.4. Elect Officers;

23.1.5. Set membership fees, if any, for the current financial year;

23.1.6. Consider any resolutions or motions of which prior **Notice** has been given to **Members** with the **Notice** of the **AGM**.

24.0 Minutes of a General Meeting

24.1. The **Society** must keep minutes of all **General Meetings** and the minutes must be made available to **Members** within 21 **Days** (3 weeks) of the meeting.

Governance

25.0 Committee Composition

25.1. The **Committee** must comprise of a **Chair**, **Secretary**, **Treasurer**, and a minimum of 2 (two) other **Committee** members (herein referred to as **Officers**).

25.2. The minimum number of **Officers** is five and the maximum number of **Officers** is 12.

25.3. One person may hold more than one **Officer** role, provided that

25.3.1. No individual person has the ability to authorise payments; and

25.3.2. The same person does not hold more than one of these roles:

25.3.2.1. **Chair**; or

25.3.2.2. **Secretary**; or

25.3.2.3. **Treasurer**.

26.0 Functions of the Committee

26.1. 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**.

27.0 Powers of the Committee

27.1. 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**.

27.2. The **Committee** may appoint working groups consisting of such persons (whether or not **Members** of the **Society**) and for such purposes as it thinks fit. Unless otherwise resolved by the **Committee**:

27.2.1. The quorum of every working group is half the members of the working group, but not less than 2 (two);

27.2.2. A working group must not commit the **Society** to any financial expenditure without express authority from the **Committee**; and

27.2.3. A working group must not further delegate any of its powers.

Committee Meetings

28.0 Frequency, Notice & Format

28.1. The **Committee** shall meet at least monthly (but needs only to meet once in the December/January period).

28.2. The **Secretary**, or other **Officer** nominated by the **Secretary** or **Chair**, shall give all **Officers** not less than 7 **Days** (1 week) **Notice** of **Committee Meetings**, but in cases of urgency a shorter period of **Notice** shall suffice.

28.3. **Committee Meetings** are open to all **Members** and other interested parties.

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

29.0 Quorum

29.1. No **Committee Meeting** may be held unless the minimum number of **Officers** is present.

29.2. The minimum number of **Officers** is 5 (five), which must also include at least one of - the **Chair**, **Secretary**, or **Treasurer**.

30.0 Chair

30.1. The **Chair** shall chair all **Committee Meetings**. If the **Chair** is unavailable or not present, the **Secretary** (or **Treasurer** in the instance where both the **Chair** and **Secretary** are absent) shall select another **Officer** to be acting chair for that meeting. The acting chair will be appointed within fifteen minutes after the designated starting time for that **Committee Meeting**.

30.2. Any **Chair** presiding over a meeting of the **Society** or **Committee** shall relinquish the chair to an independent **Officer** in order to enter into discussion or advocate a viewpoint on matters of substance. This shall be recorded in the minutes.

31.0 Voting

31.1. Each **Officer** present shall have one vote at the **Committee Meetings**.

31.2. 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.

31.3. The **Chair** has a casting vote in the event of a tied vote on any resolution of the **Committee**.

31.4. Voting shall be by a show of hands, or upon request of any **Officer**, by a ballot.

31.5. Proxy and remote ballot are not allowed.

32.0 Resolutions Outside of Meetings

32.1. The **Committee** may make a decision by signed resolution in lieu of a meeting, provided that:

32.1.1. A copy of the proposed resolution is sent to the **Officer** at the contact email address notified to the **Society** and recorded in the **Membership Register**; and

32.1.2. All **Officers** consent to the resolution in writing from the email address noted in the **Membership Register** for that **Officer**.

32.2. Any such resolution shall be valid as if it had been passed at a **Committee Meeting** and shall be minuted at the next **Committee Meeting**.

Officers

33.0 Qualification of Officers

33.1. Every **Officer** must be a natural person who:

33.1.1. Is a current **Member** of the **Society**; and

33.1.2. Has consented in writing to be an **Officer** of the **Society**; and

33.1.3. Certifies that they are not disqualified from being elected or appointed or otherwise holding office as an **Officer** of the **Society**.

33.2. **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:

33.2.1. A person who is under 18 years of age.

33.2.2. A person who is an undischarged bankrupt.

33.2.3. 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.

33.2.4. 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.

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

33.2.5.1. An offence under Subpart 6 of Part 4 of the **Act**; or

33.2.5.2. A crime involving dishonesty (within the meaning of Section 2(1) of the Crimes Act 1961); or

33.2.5.3. An offence under Section 143B of the Tax Administration Act 1994; or

33.2.5.4. An offence, in a country other than Aotearoa New Zealand, that is substantially similar to an offence specified in subparagraphs (1) to (3); or

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

33.2.6. A person subject to:

33.2.6.1. A banning order under Subpart 7 of Part 4 of the **Act**; or

33.2.6.2. An order under Section 108 of the Credit Contracts and Consumer Finance Act 2003; or

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

33.2.6.4. 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.

33.2.7. A person who is subject to an order that is substantially similar to an order referred to in 33.2.6.4 under a law of a country, State, or territory outside Aotearoa New

Zealand that is a country, State, or territory prescribed by the regulations (if any) of the **Act**.

33.3. Consents and certifications from **Officers** shall be retained in the **Society's** records.

34.0 Interests Register

34.1. The **Committee** shall at all times maintain an up-to-date register of the interests disclosed by **Officers** and by members of any working group.

35.0 Eligibility

35.1. Any candidate who wishes to be elected an **Officer** must be a **Member** of the **Society**.

35.2. **Members** who wish to be elected as **Officer** must have a **Member** nominate them in writing by email to the **Secretary** at least 4 (four) **Days** prior to the **AGM**.

35.3. Nominated **Members** must accept their nomination in writing by email, including a statement certifying they are not disqualified from being appointed or holding office as an **Officer** (as described in the 'Qualification of Officers' rule above) and a list of interests if any (as described in the Interests Register) to the **Secretary** at least 2 (two) **Days** prior to the **AGM**.

35.4. The **Chair** shall determine the eligibility of any candidate standing for election. In the event eligibility is in dispute then the **AGM** shall determine the matter by majority vote.

36.0 Election of Officers

36.1. All **Officers** shall be elected annually at the **AGM**. **Notice** of the date on which nominations for **Officers** close shall be included in, or accompany, the **Notice** of the **AGM**. If the number of nominees for the **Committee**:

36.1.1. Is equal to the number of vacancies, the person chairing the **AGM** shall declare the nominees elected;

36.1.2. Is less than the number of vacancies, further nominations may be received from the floor at the **AGM** and if no further nominations are received positions may be left vacant and filled at a subsequent **General Meeting**; and

36.1.3. 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).

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

36.3. If a vacancy in the position of any **Officer** occurs between **Annual General Meetings,** that vacancy shall be filled by resolution of the **Committee** at a **Committee Meeting**.

36.3.1. Any such appointee must, before appointment, provide a statement in writing by email certifying:

36.3.1.1. They are not disqualified from being appointed or holding office as an **Officer** (as described in the 'Qualification of Officers' rule above); and

36.3.1.2. A list of interests if any (as described in the 'Interests Register' rule above); and

36.3.1.3. They consent to the appointment.

36.4. 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 speaking and voting rights as an **Officer** of the **Society**.

36.4.1. Any such appointee must, before appointment, provide a statement in writing by email certifying:

36.4.1.1. They are not disqualified from being appointed or holding office as an **Officer** (as described in the 'Qualification of Officers' rule above); and

36.4.1.2. A list of interests if any (as described in the 'Interests Register' rule above); and

36.4.1.3. They consent to the appointment.

37.0 Term

37.1. The term of office for all **Officers** elected to the **Committee** shall be 1 year, expiring at the end of the next **Annual General Meeting** after their appointment.

37.2. Any **Officer** elected between **Annual General Meetings** will have their appointment ratified at the next **AGM** and their term of office shall expire at the conclusion of that **AGM**.

37.3. If an **Officer** is elected at a **SGM** their term of office shall commence at the conclusion of the **SGM** at which they are elected and expire at the conclusion of the next **AGM**.

38.0 Officers' Duties

38.1. At all times each **Officer**:

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

38.1.2. Must exercise all powers for a proper purpose;

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

38.1.4. 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:

38.1.4.1. The nature of the **Society**; and

38.1.4.2. The nature of the decision; and

38.1.4.3. The position of the **Officer** and the nature of the responsibilities undertaken by them.

38.1.5. Must not agree to the activities of the **Society** being carried on in a manner likely to create a substantial risk of serious loss 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

38.1.6. 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 fulfil the obligation when it is required to do so.

38.2. Duties of the **Chair**:

38.2.1. Oversee the operation of the **Society**;

38.2.2. Ensure that the rules in this **Constitution** are followed;

38.2.3. Actively foster the principals and purposes of the **Society** amongst individuals, property owners, community groups, and business owners in **Richmond**;

38.2.4. Actively foster the principals and purposes of the **Society** amongst government departments and local authorities;

38.2.5. Encourage goodwill amongst the membership;

38.2.6. Approve media releases on behalf of the **Society**;

38.2.7. Encourage **Members** and **Officers** to fully participate in the running of the **Society**;

38.2.8. Provide a report on the operations of the **Society** at each **Annual General Meeting**; and

38.2.9. Fulfil any other such functions or duties as determined by the **Society**.

38.2.10 Convene meetings and establish whether or not a quorum is present.

38.3. Duties of the **Secretary**

38.3.1. Summon and attend (where possible) all **Committee Meetings** and **General Meetings**;

38.3.2. Keep minutes of the proceedings and record attendance at **Committee Meetings** and **General Meetings**;

38.3.3. Distribute minutes to all **Officers** within 21 days of **Committee Meetings**;

38.3.4. Conduct correspondence as directed by the **Society**;

38.3.5. Keep a **Register of Members**;

38.3.6. Process new membership applications by checking the applicant is eligible to become a **Member** and payment has been made (if applicable);

38.3.7. On behalf of the **Committee**, accept or decline membership applications in a timely manner and communicate the decision back to the applicant;

38.3.8. Present applications to the **Committee** during a **Committee Meeting**, reporting on acceptances, denials, and cancellations;

38.3.9. Advise the Registrar of Incorporated Societies of any rule changes; and

38.3.10. Fulfil any other such functions or duties as determined by the **Society**.

38.4. Duties of the **Treasurer**

38.4.1. Keep proper accounting records of the **Society's** financial transactions to allow the **Society's** financial position to be readily ascertained;

38.4.2. Provide a financial report at each **Annual General Meeting**; and

38.4.3. Provide financial information to the **Committee** as the **Committee** determines.

39.0 Removal of Officers

39.1. An Officer shall be removed as an **Officer** by resolution of the **Committee** where in the opinion of the **Committee**:

39.1.1. The **Officer** elected to the **Committee** has been absent from 2 (two) **Committee Meetings** without leave of absence from the **Committee**.

39.1.2. The **Officer** has brought the **Society** into disrepute.

39.1.3. The **Officer** has failed to disclose a conflict of interest.

39.1.4. The **Committee** passes a vote of no confidence in the **Officer**.

39.2. Removal of an **Officer** is with effect from the date specified in a resolution of the **Committee**.

40.0 Ceasing to Hold Office

40.1. 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**.

40.2. Each **Officer** shall, within 28 **Days** (4 weeks) 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**.

41.0 Conflicts of Interest

41.1. An **Officer** or member of a working group 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):

41.1.1. To the **Committee** and/or working group; and

41.1.2. In an Interests Register kept by the Committee.

41.2. Disclosure must be made as soon as practicable after the **Officer** or member of a subcommittee becomes aware that they are interested in the **Matter**.

41.3. An **Officer** or member of a working group who is an **Interested Member** regarding a **Matter**:

41.3.1. Must not vote or take part in the decision of the **Committee** and/or working group relating to the **Matter** unless all members of the **Committee** who are not interested in the **Matter** consent; and

41.3.2. Must not sign any document relating to the entry into a transaction or the initiation of the **Matter** unless all members of the **Committee** who are not interested in the **Matter** consent; but

41.3.3. May take part in any discussion of the **Committee** and/or working group relating to the **Matter** and be present at the time of the decision of the **Committee** and/or working group (unless the **Committee** and/or working group decides otherwise).

41.4. However, an **Officer** or member of a working group 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.

41.5. 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.

41.6. Where 50 per cent or more of the members of a working group are prevented from voting on a **Matter** because they are interested in that **Matter**, the **Committee** shall consider and determine the **Matter**.

Finances

42.0 Balance Date

42.1. The financial year of the **Society** shall begin on 1 April every year and end on 31 March of the following year.

43.0 Control & Management

43.1. The funds and property of the **Society** shall be:

43.1.1. Controlled, invested and disposed of by the **Committee**, subject to this **Constitution**; and

43.1.2. Devoted solely to the promotion of the purposes of the **Society**.

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

43.3. All money received on account of the **Society** shall be banked within 14 **Days** (2 weeks) of receipt.

43.4. All funds of the **Society** shall be put into a bank account in the name of the **Society** and the bank account must be operated in accordance with the policy determined by the **Committee**.

43.5. There must be at least three **Officers** who are authorised on the **Society's** internet banking facilities at all times.

43.6. All internet banking transactions shall be endorsed in the manner as directed by the **Committee**, but never with less than two signatories.

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

43.8. The **Committee** must ensure that, at all times accounting records are kept that:

43.8.1. Correctly record the transactions of the **Society**; and

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

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

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

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

43.9.2. Accounting records must be kept for the current accounting period and for the last 7 (seven) completed accounting periods of the **Society**.

44.0 Assurance on Financial Statements

44.1. No review or audit of the annual financial statements is required unless a review or audit is requested by the **Committee** or by a majority of **Members** at any properly convened **General Meeting**.

44.2. The Auditor or Reviewer must have tertiary accounting qualifications and must not be an **Officer** or an employee of the **Society**.

44.3. If the **Members** appoint an Auditor or Reviewer who is unable for some reason to act, the **Committee** shall appoint another Auditor or Reviewer as a replacement.

44.4. The **Committee** must provide the Auditor or Reviewer with access to all information of which it is aware.

45.0 Use of Funds & Other Assets

45.1. The **Society** may only use money and other assets of the **Society** if the circumstances below are satisfied. In this context the term "use money and other assets" means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with money or other assets.

45.1.1. The use is applied towards the promotion of the purposes of the **Society**;

45.1.2. The use is not for the sole personal or individual benefit of any **Member**; and

45.1.3. That use has been approved by the **Committee** or by majority vote at a **General Meeting**.

45.2. Except as provided in this **Constitution**:

45.2.1. No portion of the income or property of the **Society** shall be paid or transferred, directly or indirectly, to any **Member** or **Officer**; and

45.2.2. No remuneration or other benefit shall be paid, or given, by the **Society** to any **Member** or **Officer**.

45.3. Nothing in Rule 45.2 above shall prevent payment in good faith of, or to, any **Member** or **Officer** for any of the following, provided that any such payment shall not exceed the amount ordinarily payable between commercial parties dealing at arm's length in a similar transaction:

45.3.1. Any services actually rendered to the **Society**, whether as an employee or otherwise;

45.3.2. Goods supplied to the **Society** in the ordinary and usual course of operation;

45.3.3. Any out-of-pocket expenses incurred by a **Member** or **Officer**.

Dispute Resolution

46.0 Meanings of Dispute & Complaint

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

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

46.2.1. 2 or more Members

46.2.2. 1 or more **Members** and the **Society**

46.2.3. 1 or more **Members** and 1 or more **Officers**

46.2.4. 2 or more **Officers**

46.2.5. 1 or more **Officers** and the **Society**

46.2.6. 1 or more **Members** or **Officers** and the **Society**.

46.3. The disagreement or conflict relates to any of the following allegations:

46.3.1. A **Member** or an **Officer** has engaged in misconduct

46.3.2. A **Member** or an **Officer** has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or the **Act**

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

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

46.4. A **Member** or an **Officer** may make a complaint by giving the **Committee** a **Notice** in writing that:

46.4.1. States that the **Member** or **Officer** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and

46.4.2. Sets out the allegation to which the dispute relates and whom the allegation is against; and

46.4.3. Sets out any other information reasonably required by the **Society**.

46.5. The **Society** may make a complaint involving an allegation against a **Member** or an **Officer** by giving the **Member** or **Officer** a **Notice** in writing that:

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

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

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

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

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

47.0 Making A Complaint

47.1. A **Member** or an **Officer** may make a complaint by giving the **Committee** a **Notice** in writing that:

47.1.1. States that the **Member** or **Officer** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and

47.1.2. Sets out the allegation to which the dispute relates and whom the allegation is against; and

47.1.3. Sets out any other information reasonably required by the **Society**.

47.2. The **Society** may make a complaint involving an allegation against a **Member** or an **Officer** by giving the **Member** or **Officer** a **Notice** in writing that:

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

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

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

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

48.0 Right to be Heard

48.1. A **Member** or an **Officer** who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.

48.2. If the **Society** makes a complaint:

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

48.2.2. An **Officer** may exercise that right on behalf of the **Society**.

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

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

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

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

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

49.0 Investigating & Determining Dispute

49.1. 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.

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

50.0 Society may decide not to proceed further with complaint

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

50.1.1. The complaint is considered to be trivial; or

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

50.1.2.1. That a **Member** or an **Officer** has engaged in material misconduct.

50.1.2.2. 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**.

50.1.2.3. That a **Member's** rights or interests or **Members**' rights or interests generally have been materially damaged.

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

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

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

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

51.0 Society may Refer Complaint

51.1. The **Society** may refer a complaint to:

51.1.1. A sub-committee or an external person to investigate and report; or

51.1.2. A sub-committee, an arbitral tribunal, or an external person to investigate and make a decision.

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

52.0 Decision Makers

52.1. A person may not act as a decision maker in relation to a complaint if 2 (two) or more members of the **Committee** or a complaints sub-committee consider that there are reasonable grounds to believe that the person may not be:

52.1.1. Impartial; or

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

Constitution Changes

53.0 Personal Pecuniary Profits

53.1. No addition to, deletion from or alteration of this **Constitution** shall be made which would allow personal pecuniary profits to any individuals.

54.0 Alterations to the Constitution by the Committee

54.1. All amendments must be made in accordance with this **Constitution**.

54.2. The **Committee** may alter any minor detail within the **Constitution** without calling a **General Meeting** provided that the change does not alter the overall purpose and objectives of the **Society**.

54.2.1. Any minor or technical amendment to this **Constitution** may be achieved by return email from a minimum of 10 **Members**.

55.0 Alterations to the Constitution by Member Motion

55.1. All amendments must be made in accordance with this **Constitution**.

55.2. Any proposed resolution made by a **Member** to amend or replace this **Constitution** shall be signed by at least 15 percent of **Members** and given in writing to the **Committee** at least 35 **Days** (5 weeks) before the **General Meeting** at which the resolution is to be considered and accompanied by a written explanation of the reasons for the proposal.

55.3. The **Secretary** shall send **Members Notice** of the motion at least 28 **Days** (4 weeks) before the **General Meeting** inviting those **Members** who wish to provide concise arguments in support or rebuttal of the motion to do so. **Members** must deliver the same to the **Secretary** at least 21 **Days** (3 weeks) before the **General Meeting**.

55.4. At least 14 **Days** (2 weeks) before the **General Meeting** at which any amendment is to be considered the **Committee** shall give all **Members Notice** of the proposed resolution, the reasons for the proposal, and any recommendations the **Committee** has.

55.5. The **Society** may amend or replace this **Constitution** at a **General Meeting** by a resolution passed by two-thirds of the majority of those **Members** present and voting.

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

55.7. 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.

Other

56.0 Bylaws & Policies

56.1. The **Committee** from time to time may make, alter, or rescind bylaws, policies and guidelines 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.

56.2. All such bylaws, policies and guidelines shall be binding on **Members** (unless otherwise stated).

56.3. A copy of the bylaws, policies and guidelines of the **Society** shall be available for inspection by any **Member** on request to the **Committee**.

Winding Up

57.0 Liquidation

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

57.2. The **Committee** shall give 35 **Days** (5 weeks) written **Notice** to all **Members** of the proposed resolution to put the **Society** into liquidation.

57.3. 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**.

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

58.0 Removal from the Register

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

58.2. The **Committee** shall give 35 **Days** (5 weeks) written **Notice** to all **Members** of the proposed resolution to remove the **Society** from the Register of Incorporated Societies.

58.3. 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**.

58.4. 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.

59.0 Surplus Assets

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

59.2. 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 a charity registered with the Charities Registration Board that provides services consistent with the purposes of the **Society**.

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