

CONSTITUTION AND RULES FOR CENTRE STAGE TAUPO INCORPORATED

ADOPTED 10 NOVEMBER 2025

1. INTRODUCTORY RULES

1.1 Name

The name of the **Society** is Centre Stage Taupo Incorporated (in this **Constitution** referred to as the '**Society**').

1.2 Charitable Status

The **Society** is already, or intends after incorporation, to be registered as a charitable entity under the Charities Act 2005.

1.3 Definitions

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

'**Act**' means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.

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

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

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

'**Committee Member / Officer**' means a **Member** of the **Committee**, including the **Chairperson/President**, **Secretary** and **Treasurer**.

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

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

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

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

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

'Matter' means:

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

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

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

'Rules' means the **Rules** in this document.

'Secretary' means the **Officer** responsible for the matters specifically noted in this **Constitution** including but not limited to, maintaining the **Register of Members**, the **Register of Interests**, and recording the minutes of **General Meetings** and **Committee** meetings.

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

'Treasurer' means the **Officer** whose duties shall include, among other things, overseeing the finances of the **Society**.

'Working Days' mean as defined in the Legislation Act 2019. Examples of days that are not **Working Days** include, but are not limited to, Saturday, Sunday and Public Holidays.

2. PURPOSES

- 2.1 The **Society** is established and maintained exclusively for charitable purposes (including any purposes ancillary to those charitable purposes), namely to benefit the community by:
- (a) encouraging effective participation in the performing arts
 - (b) staging public performances
 - (c) promoting and fostering theatre craft development opportunities
 - (d) providing social activity for an inclusive theatre community
 - (e) supporting and collaborating with the wider local arts community
- 2.2 Any income, benefit, or advantage received by the Society must be used to advance the charitable purposes of the **Society**.
- 2.3 The **Society** must not be carried on for the financial gain of any of its members.

3. ACT AND REGULATIONS

- 3.1 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.

4. POWER TO BORROW MONEY

- 4.1 The **Society** has the power to borrow money.

5. REGISTERED OFFICE

- 5.1 The Registered Office of the **Society** shall be at such place in New Zealand as the **Committee** from time to time determines.
- 5.2 Any changes to the Registered Office shall immediately be notified to the Registrar of Incorporated Societies in a form and as required by the **Act**.

6. CONTACT PERSON

- 6.1 The **Society** shall have at least 1 but no more than 3 contact person(s) whom the Registrar can contact when needed.
- 6.2 The Society's contact person must be:
- (a) At least 18 years of age, and
 - (b) A **Committee Member**, and
 - (c) At all times be resident in New Zealand, and
 - (d) Not disqualified under the **Act** from holding that office
- 6.3 The **Secretary** shall act as the **Society's** Contact Person. In the event that the Secretary cannot act as the Society's Contact Person the **Committee** will appoint an alternative Contact Person by resolution at the first available **Committee** Meeting.
- 6.4 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.

7. MEMBERS

7.1 Minimum number of Members

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

7.2 Types of Members

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

- (a) **Member:** A **Member** is an individual admitted to Membership under this **Constitution** and who or which has not ceased to be a **Member**.
- (b) The **Committee** may propose sub-categories of membership under the general class of **Member**, including but not limited to Family, Student, or Senior categories. Eligibility criteria for each sub-category may be determined by the **Committee**.
- (c) **Life Member:** A **Life Member** is a person honoured for highly valued services to the **Society** elected as a **Life Member** following the procedures set out by the committee and by resolution of a **General Meeting** passed by a simple majority of those **Members** present and voting. A **Life Member** shall have all the rights and privileges of a **Member** and shall be subject to all the same duties as a **Member** except those of paying subscriptions and levies.
- (d) A **Member** who is under the age of 16 years shall have all the rights and privileges of a **Member** and shall be subject to all the same duties as a **Member** except those of voting at **General Meetings**.
- (e) Any membership, whether an individual or group/family membership, is entitled to one vote at a **General Meeting**.

8. BECOMING A MEMBER

8.1 Consent

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

8.2 Process

- (a) An applicant for Membership must complete any application form, supply any information, or attend an interview, as required by the **Committee**.
- (b) The **Committee** may accept or decline an application for Membership. The **Committee** must advise the applicant of its decision (but is not required to provide reasons for that decision).

9. MEMBERS OBLIGATIONS AND RIGHTS

- 9.1 Every **Member** shall provide the **Society** in writing with that **Member's** name and contact details (namely, physical or email address and a telephone number) and promptly advise the **Society** in writing of any changes to those details.
- 9.2 All **Members** shall promote the interests and purposes of the **Society** and shall do nothing to bring the **Society** into disrepute.
- 9.3 A **Member** is only entitled to exercise the rights of membership (including attending and voting at **General Meetings**, accessing or using the **Society's** premises, facilities, equipment and other property, and participating in **Society** activities) if all subscriptions and any other fees have been paid to the **Society** by their respective due dates, but no **Member** or **Life Member** is liable for an obligation of the **Society** by reason only of being a **Member**.
- 9.4 The **Committee** may decide what access or use **Members** may have of or to any premises, facilities, equipment or other property owned, occupied or otherwise used by the **Society**, and to participate in **Society** activities, including any conditions of and fees for such access, use or involvement.

10. SUBSCRIPTIONS AND FEES

- 10.1 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).
- 10.2 Any **Member** failing to pay the annual subscription (including any periodic payment) 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 **2 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**).
- 10.3 The **Officers** acting as **Secretary** and/or **Treasurer** are exempt from paying annual subscription fees and will retain all rights and obligations of membership.

11. PARTICIPATION IN SOCIETY ACTIVITY

- 11.1 Any individual who is cast in a **Society** production must be a current financial **Member** or a **Life Member** of the **Society** for the duration of their involvement.
- 11.2 The **Committee** may, in exceptional circumstances, waive this requirement by majority vote.

12. CEASING TO BE A MEMBER

12.1 A **Member** ceases to be a **Member**:

- (a) on death, or
- (b) by resignation from that **Member's** class of membership by notice to the **Secretary**, or
- (c) on termination of a **Member's** membership following a dispute resolution process under this **Constitution**; or
- (d) by that **Member** failing to pay the annual subscription as set out in clause 10.

with effect from the death of the **Member** or the date of receipt by the **Secretary**, or any subsequent date stated in the notice of resignation, or termination of membership following a dispute resolution process under this **Constitution**.

13. OBLIGATIONS ONCE MEMBERSHIP HAS CEASED

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

- (a) remains liable to pay all subscriptions and other fees or payments due to the **Society's** next balance date,
- (b) shall cease to hold themselves out as a **Member** of the **Society**,
- (c) shall return to the **Society** all material provided to **Members** by the **Society** and
- (d) shall cease to be entitled to any of the rights of a **Society Member**.

14. BECOMING A MEMBER AGAIN

14.1 Any former **Member** may apply for re-admission in the manner prescribed for new applicants.

14.2 If a former **Member's** membership was terminated following a dispute resolution process, the applicant may be re-admitted only by a resolution made at a **General Meeting** on the recommendation of the **Committee**.

15. GENERAL MEETINGS

15.1 Annual General Meetings

- (a) An **Annual General Meeting** shall be held once a year on a date and at a location and/or using any real-time audio, audio and visual, or electronic communication determined by the **Committee** and consistent with any requirements in the **Act**, and the **Constitution** relating to the procedure to be followed at **General Meetings** shall apply.
- (b) The Annual General Meeting shall be held no later than the earlier of the following:
 - 6 months after the balance date of the **Society**
 - 15 months after the previous **Annual General Meeting**

16. BUSINESS OF ANNUAL GENERAL MEETING

16.1 The business of an Annual **General Meeting** shall be to:

- (a) confirm the minutes of the previous **Annual General Meeting** and any **Special General Meeting(s)** of the **Society** held since the last **Annual General Meeting**,
- (b) receive and adopt the **Chairperson/President's** annual report on **Society** business,

- (c) receive and adopt the **Treasurer's** report on the finances of the **Society**, and the annual financial statements,
- (d) set any subscriptions for the current financial year,
- (e) elect the **Committee**,
- (f) consider any motions,
- (g) consider any general business.

16.2 The **Committee** must, at each Annual **General Meeting**, present the following information:

- (a) an annual report on the operation and affairs of the **Society** during the most recently completed accounting period,
- (b) the annual financial statements for that period, and
- (c) notice of any disclosures of conflicts of interest made by **Committee Members** during that period (including a brief summary of the matters, or types of matters, to which those disclosures relate).

17. SPECIAL GENERAL MEETINGS

- 17.1 Special **General Meetings** may be called at any time by the **Committee** by resolution.
- 17.2 The **Committee** must call a **Special General Meeting** if the **Secretary** receives a written request signed by at least 20 per cent of **Members**. Any resolution or written request must state the business that the **Special General Meeting** is to deal with.
- 17.3 The rules in this **Constitution** relating to the procedure to be followed at **General Meetings** shall apply to a **Special General Meeting**, and a **Special General Meeting** shall only consider and deal with the business specified in the **Committee's** resolution or the written request by **Members** for the **Meeting**.

18. PROCEDURE

- 18.1 The **Committee** shall give all **Members** at least **15 Working Days'** Notice of any **General Meeting** and of the business to be conducted at that **General Meeting**.
- 18.2 An irregularity in the manner of a calling a **General Meeting** is waived if all the **Members** entitled to attend and vote at the **General Meeting** attend the **General Meeting** without protest as to the irregularity, or if all such **Members** agree to the waiver
- 18.3 That **Notice** will be addressed to the **Member** at the contact address notified to the **Society** and recorded in the **Society's** register of members. The **General Meeting** and its business will not be invalidated simply because one or more **Members** do not receive the **Notice** of the **General Meeting**.
- 18.4 Only financial **Members** may speak and vote at **General Meetings**:
- (a) in person, or
 - (b) by a signed original written proxy (an email or copy not being acceptable) in favour of some individual entitled to be present at the meeting and received by, or handed to, the **Committee** before the commencement of the **General Meeting**, and
 - (c) no other proxy voting shall be permitted.

- 18.5 No **General Meeting** may be held unless at least 15 eligible financial **Members** attend throughout the meeting and this will constitute a quorum.
- 18.6 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; in any other case it shall stand adjourned to a day, time and place determined by the **Chairperson/President** of the **Society**, and if at such adjourned meeting a quorum is not present those present in person or by proxy shall be deemed to constitute a sufficient quorum.
- 18.7 Any decisions made when a quorum is not present are not valid.
- 18.8 **General Meetings** may be held at one or more venues using any real-time audio, audio and visual, or electronic communication that gives each **Member** a reasonable opportunity to participate.
- 18.9 All **General Meetings** shall be chaired by the **Chairperson/President**. If the **Chairperson** is absent, the meeting shall elect another member of the **Committee** to chair that meeting.
- 18.10 Any person chairing a **General Meeting** has a deliberative and, in the event of a tied vote, a casting vote.
- 18.11 Any person chairing a **General Meeting** may:
- (a) with the majority consent of **Members** at that **General Meeting** adjourn the **General Meeting** from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place;
 - (b) direct that any person not entitled to be present at the **General Meeting**, obstructing the business of the **General Meeting**, or behaving in a disorderly manner, or being abusive, or failing to abide by the directions of the chairperson be removed from the **General Meeting**, and
 - (c) in the absence of a quorum or in the case of emergency, adjourn the **General Meeting** or declare it closed.
- 18.12 The **Committee** may put forward motions for **Members** to vote on ('**Committee Motions**'), which shall be notified to **Members** with the notice of the **General Meeting**.
- 18.13 Any **Member** may request that a motion be voted on ('**Member's Motion**') at a **General Meeting**, by giving notice to the **Secretary** or **Committee** at least **10 Working Days** before that meeting. The **Member** may also provide information in support of the motion ('**Member's Information**'). If notice of the motion is given to the **Secretary** or **Committee** before written **Notice** of the **General Meeting** is given to **Members**, notice of the motion shall be provided to **Members** with the written **Notice** of the **General Meeting**.
- 18.14 A decision on any motion voted on at a **General Meeting** will be decided by a simple majority of those in attendance in person or by proxy or voting by remote ballot based on verbal votes (aye or nay), moving to a show of hands where numbers are uncertain.
- 18.15 If a secret ballot is requested by a **Member's Motion**, votes shall be cast in the following manner:
- (a) Two **Officers** or **Members** appointed by the **Chairperson/President** of the **Annual General Meeting** shall act as scrutineers for the counting and reading of the votes and destruction of any voting papers.

- (b) Each **Member** who has the right to vote at a **General Meeting** shall receive a voting paper. A **Member** may receive additional voting papers if exercising a proxy vote on behalf of another **Member** in accordance with clause 18.4 above;
- (c) Votes shall be cast by secret ballot;
- (d) Voting papers are collected and counted by the scrutineers. The decision is announced by the scrutineers;
- (e) The scrutineers shall destroy the voting papers.

18.16 In the event of any vote being tied the tie shall be resolved by the outgoing Committee.

19. MINUTES

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

20. COMPOSITION OF COMMITTEE

20.1 Composition

- (a) The Committee will consist of at least 7 **Officers** and no more than 11 **Officers** including:
 - (i) a **Chairperson / President**; and
 - (ii) a **Secretary**; and
 - (iii) a **Treasurer**
- (b) All **Officers** on the **Committee** must be **Members** of the **Society**.

20.2 Qualifications

Every **Officer** must be a natural person who;

- (a) has consented in writing to be an **Officer** of the **Society**; and
- (b) certifies that they are not disqualified from being elected or appointed or otherwise holding office as an **Officer** of the **Society** by this **Constitution** or the **Act**.
- (c) **Officers** must not be disqualified under section 47(3) of the **Act** or section 36B of the Charities Act 2005 from being appointed or holding office as an **Officer** of the **Society**, namely:
 - (i) a person who is under 16 years of age,
 - (ii) a person who is an undischarged bankrupt,
 - (iii) 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,
 - (iv) a person who is disqualified from being a member of the governing body of a charitable entity under the Charities Act 2005,
 - (v) a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years:
 - A an offence under subpart 6 of Part 4 of the **Act**

- B a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961),
 - C an offence under section 143B of the Tax Administration Act 1994,
 - D an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs A to C,
 - E a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere,
- (vi) a person subject to:
- A a banning order under subpart 7 of Part 4 of the **Act**, or
 - B an order under section 108 of the Credit Contracts and Consumer Finance Act 2003; or
 - C a forfeiture order under the Criminal Proceeds (Recovery) Act 2009; or
 - D 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.

21. OFFICERS' DUTIES

21.1 At all times each **Officer**:

- (a) shall act in good faith and in what they believe to be the best interests of the **Society**,
- (b) must exercise all powers for a proper purpose,
- (c) must not act, or agree to the **Society** acting, in a manner that contravenes the **Act** or this **Constitution**,
- (d) when exercising powers or performing duties as an **Officer**, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation:
 - (i) the nature of the **Society**, and
 - (ii) the nature of the decision, and
 - (iii) the position of the **Officer** and the nature of the responsibilities undertaken by them
- (e) must not agree to the activities of the **Society** being carried on in a manner likely to create a substantial risk of serious loss to the **Society** or to the **Society's** creditors, or cause or allow the activities of the **Society** to be carried on in a manner likely to create a substantial risk of serious loss to the **Society** or to the **Society's** creditors, and
- (f) must not agree to the **Society** incurring an obligation unless the **Officer** believes at that time on reasonable grounds that the **Society** will be able to perform the obligation when it is required to do so.

22. ELECTION OR APPOINTMENT

22.1 The election of **Officers** including the **Chairperson/President**, **Secretary** and **Treasurer**, shall be conducted as follows:

- (a) At least 15 **Working Days** before the date of the Annual **General Meeting**, the **Secretary** shall give Notice to all **Members** by posting or emailing to them such information (not exceeding one side of an A4 sheet of paper) as may be supplied to the **Secretary** by or on behalf of each nominee, in support of the nomination;

- (b) Nomination forms are required to be signed by the **Member** being nominated, and by two **Members** supporting the nomination and to be provided to the **Secretary** at least 5 **Working Days** before the date of the Annual **General Meeting**;
- (c) The failure for any reason of any financial **Member** to receive such Notice shall not invalidate the election;
- (d) Only financial **Members** who are not disqualified from being appointed as an **Officer** by this **Constitution** or the **Act** may stand for election and vote in elections. In order to be elected as an **Officer**, a **Member** must have paid all annual subscriptions and been a financial **Member** for at least three months prior to any **General Meeting**.
- (e) If there are insufficient valid nominations received under this Rule, further nominations may be received from the floor at the Annual **General Meeting**. If there are insufficient valid nominations received from the floor at the Annual **General Meeting**, the **Annual General Meeting** shall be adjourned at that point and rescheduled up to one month later to allow for further nominations to be made.
- (f) Votes shall be cast in such a manner as the person chairing the meeting determines.

22.2 In the event that the **Chairperson** elects a secret ballot to elect **Officers**, the vote shall be conducted as follows:

- (a) Two **Members** (who are not nominees) or non-**Members** appointed by the **Chairperson** of the Annual **General Meeting** shall act as scrutineers for the counting and reading of the votes and destruction of any voting papers.
- (b) Votes for the election of **Officers** shall be cast in the following manner:
 - (i) Each **Member** who has the right to vote at a **General Meeting** shall receive a voting paper. A **Member** may receive additional voting papers if exercising a proxy vote on behalf of another **Member** in accordance with clause 18.4 above;
 - (ii) Votes shall be cast by secret ballot;
 - (iii) Voting papers are collected and counted by the scrutineers. The successful nominees are announced by the scrutineers;
 - (iv) The scrutineers shall destroy the voting papers.
- (c) In the event of any vote being tied the tie shall be resolved by the incoming **Committee** (excluding, if applicable, those in respect of whom the votes are tied).

23. TERM

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

24. REMOVAL OF OFFICERS

- 24.1 An **Officer** shall be removed as an **Officer** by resolution of the **Committee** or the **Society** where in the opinion of the **Committee** or the **Society** -
- (a) The **Officer** elected to the **Committee** has been absent from 3 committee meetings without leave of absence from the **Committee**,
 - (b) The **Officer** has brought the **Society** into disrepute,
 - (c) The **Officer** has failed to disclose a conflict of interest,
 - (d) The **Committee** passes a vote of no confidence in the **Officer**
- with effect from (as applicable) the date specified in a resolution of the **Committee** or **Society**.

25. CEASING TO HOLD OFFICE

- 25.1 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**.
- 25.2 Each **Officer** shall within 10 **Working Days** of submitting a resignation or ceasing to hold office, deliver to the **Committee** all books, papers, keys and other property of the **Society** held by such former **Officer**.

26. FUNCTIONS

- 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. POWERS AND RESTRICTIONS OF THE COMMITTEE

- 27.1 Subject to these **Rules** and any resolution of any **General Meeting** the **Committee** may:
- (a) exercise all the **Society's** powers, other than those required by the **Act** or by these **Rules** to be exercised by the **Society** in **General Meeting**, and
 - (b) enter into contracts on behalf of the **Society** or delegate such power to a **Committee Member**, sub-**Committee**, employee, or other person.
- 27.2 The **Committee** may not, on behalf of the **Society**, except where approved by a simple majority at a **General Meeting** -
- (a) borrow money or provide security for any borrowing;
 - (b) acquire or dispose of any property or assets exceeding \$50,000 in value;
 - (c) enter into building works or improvements exceeding \$50,000 in value;
 - (d) invest funds except with a major New Zealand trading bank.

The amounts described above are exclusive of GST.

28. SUB-COMMITTEES

- 28.1 The **Committee** may appoint sub-**Committees** consisting of such persons (whether or not **Members** of the **Society**) and for such purposes as it thinks fit. Unless otherwise resolved by the **Committee**:
- (a) the quorum of every sub-**Committee** is half the **Members** of the sub-**Committee**,

- (b) no sub-**Committee** shall have power to co-opt additional **Members** without the express approval of the **Committee**,
- (c) a sub-**Committee** must not commit the **Society** to any financial expenditure without express authority, and
- (d) a sub-**Committee** must not further delegate any of its powers.

29. GENERAL ISSUES

- 29.1 The **Committee** and any sub-committee may act by resolution approved during a conference call using audio and/or audio-visual technology or through a written ballot conducted by email, electronic voting system, or post, and any such resolution shall be recorded in the minutes of the next **Committee** or sub-committee meeting.
- 29.2 Other than as prescribed by the **Act** or this **Constitution**, the **Committee** or any sub-committee may regulate its proceedings as it thinks fit.
- 29.3 Subject to the **Act**, this **Constitution** and the resolutions of **General Meetings**, the decisions of the **Committee** on the interpretation of this **Constitution** and all matters dealt with by it in accordance with this **Constitution** and on matters not provided for in this **Constitution** shall be final and binding on all **Members**.

30. CONFLICTS OF INTEREST

- 30.1 An **Officer** and/or member of a sub-committee who is an **Interested Member** in respect of any **Matter** being considered by the **Society**, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified):
 - (a) To the **Committee** and/or sub-committee; and
 - (b) In an **Interest Register** kept by the **Committee**.
- 30.2 Disclosure must be made as soon as practicable after the **Officer** or member of a sub-committee becomes aware that they are interested in the **Matter**.
- 30.3 An **Officer** or member of a sub-committee who is an **Interested Member** regarding a **Matter**:
 - (a) must not vote or take part in the decision of the **Committee** and/or sub-committee relating to the **Matter** unless all members of the **Committee** who are not interested in the **Matter** consent; and
 - (b) must not sign any document relating to the entry into a transaction or the initiation of the **Matter** unless all members of the **Committee** who are not interested in the **Matter** consent; but
 - (c) may take part in any discussion of the **Committee** and/or sub-committee relating to the **Matter** and be present at the time of the decision of the **Committee** and/or sub-committee (unless the **Committee** and/or sub-committee decides otherwise).
- 30.4 However, an **Officer** or member of a sub-committee who is prevented from voting on a **Matter** may still be counted for the purpose of determining whether there is a quorum at any meeting at which the **Matter** is considered.

- 30.5 Where 50 per cent or more of the **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.
- 30.6 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 **Committee** shall consider and determine the **Matter**.

31. COMMITTEE MEETINGS

31.1 Frequency

- (a) The **Committee** shall meet at least monthly (but need only meet once in the December-January period) at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the **Chairperson/President** or **Secretary**.
- (b) The **Secretary**, or other **Committee** member nominated by the **Committee**, shall give to all **Committee** members not less than 5 **Working Days'** notice of **Committee** meetings, but in cases of urgency a shorter period of notice shall suffice.

31.2 Quorum

The quorum for **Committee** meetings is at least half plus one of the number of **Committee Members**.

31.3 Procedures

- (a) A meeting of the Committee may be held either;
- (i) by a number of the members of the **Committee** who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or
- (ii) by means of audio, or audio and visual, communication by which all members of the **Committee** participating and constituting a quorum can simultaneously hear each other throughout the meeting.
- (b) A resolution of the Committee is passed at any meeting of the Committee if a majority of the votes cast on it are in favour of the resolution. Every **Officer** on the **Committee** shall have one vote.
- (c) If at a meeting of the **Committee**, the **Chairperson/President** is not present, the members of the **Committee** present may choose one of their number to be chairperson of the meeting. The chairperson does have a casting vote in the event of a tied vote on any resolution of the **Committee**.
- (d) Except as otherwise provided in this **Constitution**, the **Committee** may regulate its own procedure.

32. RECORDS

32.1 Register of Interests

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

32.2 Register of Members

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

32.3 Contents of Register of Members

- (a) The information contained in the **Register of Members** shall include each **Member's**:
 - (i) name; and
 - (ii) 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
 - (iii) physical address or an electronic address; and
 - (iv) telephone number; and
 - (v) whether the **Member** is financial or unfinancial
- (b) Every **Member** shall promptly advise the **Secretary** of any change of their contact details.
- (c) 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:
 - (i) The former **Member's** name; and
 - (ii) The date the former **Member** ceased to be a **Member**.
- (d) The membership records of Taupo Operatic Society Incorporated (1964–1985) and Taupo Dramatic Society Incorporated (1953–1985) shall be recognised as part of the **Society's** historical membership record.

32.4 Access to Information for Members

- (a) A **Member** may at any time make a written request to the **Society** for information held by the **Society**.
- (b) The request must specify the information sought in sufficient detail to enable the information to be identified.
- (c) The **Society** must, within a reasonable time after receiving a request:
 - (i) provide the information, or
 - (ii) agree to provide the information within a specified period, or
 - (iii) 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
 - (iv) refuse to provide the information, specifying the reasons for the refusal.
- (d) Without limiting the reasons for which the **Society** may refuse to provide the information, the **Society** may refuse to provide the information if:
 - (i) withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
 - (ii) 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
 - (iii) 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
 - (iv) the information is not relevant to the operation or affairs of the society, or

- (v) withholding the information is necessary to maintain legal professional privilege, or
 - (vi) the disclosure of the information would, or would be likely to, breach an enactment, or
 - (vii) 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
 - (viii) the request for the information is frivolous or vexatious, or
 - (ix) 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**.
- (e) 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**:
- (i) that the **Member** will pay the charge; or
 - (ii) that the **Member** considers the charge to be unreasonable.
- (f) Nothing in this Rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

33. FINANCES

33.1 Control and Management

- (a) The funds and property of the **Society** shall be:
 - (i) controlled, invested and disposed of by the **Committee**, subject to this **Constitution**; and
 - (ii) devoted solely to the promotion of the purposes of the **Society**.
- (b) The **Committee** shall maintain bank accounts in the name of the **Society**.
- (c) All money received on account of the **Society** shall be banked within 10 **Working Days** of receipt.
- (d) All accounts paid or for payment shall be submitted to the **Committee** for approval of payment.
- (e) The **Committee** must ensure that there are kept at all times accounting records that:
 - (i) correctly record the transactions of the **Society**, and
 - (ii) allow the **Society** to produce financial statements that comply with the requirements of the **Act**, and
 - (iii) would enable the financial statements to be readily and properly audited (if required under any legislation or the **Society's Constitution**).
- (f) The **Committee** must establish and maintain a satisfactory system of control of the **Society's** accounting records.
- (g) The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form. And the accounting records must

be kept for the current accounting period and for the last 7 completed accounting periods of the **Society**.

33.2 Balance Date

The **Society's** financial year shall commence on 1 January of each year and end on 31 December (the latter date being the **Society's** balance date).

34. DISPUTE RESOLUTION

34.1 Disputes Resolution Procedure

Any grievance or complaint raised by a **Member** or **Officer** will follow the process set out in Schedule 2 of the Incorporated Societies Act 2022 as annexed and marked to this **Constitution** as **Schedule 1**.

35. WINDING UP

35.1 Process

- (a) The **Society** may be wound up, or liquidated, or removed from the Register of Incorporated Societies in accordance with the provisions of the **Act**.
- (b) The **Committee** shall give 30 **Working Days Notice** to all **Members** of the proposed resolution to wind up the **Society**, or remove it from the Register of Incorporated Societies or to put the **Society** into liquidation.
- (c) 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**.
- (d) Any resolution to wind up the **Society**, or remove it from the Register of Incorporated Societies, or to put the **Society** into liquidation must be passed by a simple majority of all **Members** either present and voting, or voting by proxy.

35.2 Surplus Assets

If the **Society** is wound up, or 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.

36. ALTERATIONS TO THE CONSTITUTION

36.1 Amending this Constitution

- (a) 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**.
- (b) 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, or voting by proxy.
- (c) That amendment could be approved by a resolution passed in lieu of a meeting but only if allowed by this **Constitution**.

- (d) Any proposed resolution to amend or replace this **Constitution** shall be signed by at least 20 per cent of eligible **Members** and given in writing to the **Committee** at least 30 **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.
- (e) At least 15 **Working Days** before the **General Meeting** at which any amendment is to be considered the **Committee** shall give to all **Members** notice of the proposed resolution, the reasons for the proposal, and any recommendations the **Committee** has.
- (f) 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.
- (g) When an amendment is approved by a **General Meeting** it shall be notified to Charities Services as required by section 40 of the Charities Act 2005.

37. OTHER

37.1 Policies to Govern Society

- (a) The **Committee** may adopt or revise operational policies for the general management of the **Society**, provided these are not inconsistent with the **Act**, or this **Constitution**.

SCHEDULE 1

DISPUTE RESOLUTION PROCEDURE

1. DISPUTE RESOLUTION PROCEDURE

1.1 How complaint is made

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

1.2 Person who makes complaint has right to be heard

- (1) A **Member** or an **Officer** who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
- (2) If the **Society** makes a complaint,—
 - (a) the **Society** has a right to be heard before the complaint is resolved or any outcome is determined; and
 - (b) an **Officer** may exercise that right on behalf of the **Society**.
- (3) Without limiting the manner in which the **Member**, **Officer**, or **Society** may be given the right to be heard, they must be taken to have been given the right if—
 - (a) they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - (b) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - (c) an oral hearing (if any) is held before the decision maker; and

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

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

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

1.4 Investigating and determining dispute

- (1) The **Society** must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with this **Constitution**, ensure that the dispute is investigated and determined.
- (2) Disputes must be dealt with under the rules of this **Constitution** in a fair, efficient, and effective manner.

1.5 Society may decide not to proceed further with complaint

Despite clause 1.4, the **Society** may decide not to proceed further with a complaint if—

- (a) the complaint is trivial; or
- (b) the complaint does not appear to disclose or involve any allegation of the following kind:
 - (i) that a **Member** or an **Officer** has engaged in material misconduct:

- (ii) that a **Member**, an **Officer**, or the **Society** has materially breached, or is likely to materially breach, a duty under the **Society's Constitution** or bylaws or the **Act**;
- (iii) that a **Member's** rights or interests or **Members'** rights or interests generally have been materially damaged:
- (c) the complaint appears to be without foundation or there is no apparent evidence to support it; or
- (d) the person who makes the complaint has an insignificant interest in the matter; or
- (e) the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the constitution; or
- (f) there has been an undue delay in making the complaint.

1.6 **Society may decide not to proceed further with complaint**

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

1.7 **Decision makers**

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

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