

**CONSTITUTION OF
OHAKUNE RATEPAYERS AND RESIDENTS' SOCIETY INC**

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OPERATIVE PROVISIONS

1. Constitution

The Society is constituted under this Constitution when registered under the Incorporated Societies Act 2022 (Act).

2. Name

The name of the Society is **Ohakune Ratepayers and Residents' Society Inc** (Society) and is an incorporated Society registered under the Act.

3. Objects and Duties

(a) The primary objects of the Society are to:

- (i) Advocate to Local Government, Regional Government and the Central Government of New Zealand on behalf of the community of Ohakune and its surrounds on specific issues of concern to the community and to secure the fair expenditure of the general rates levied by Local Government, Regional Government and other statutory bodies operating within the district for the benefit of ratepayers, residents and visitors.
- (ii) Promote the general advancement and improvement of the Ohakune township in the Provincial District of Ruapehu and its environments and surrounds, commercially as a place of residence and for those using holiday homes and tourists and other appropriate ways.
- (iii) Co-operate with or act in support of any person or organisation in or towards the achievements of the objects of the Society
- (iv) Seek and secure from the Local Government, Regional Government, Central Government and/or Corporations of New Zealand and from any interested individual or organisation recognition and financial support for carrying out the objects of the Society.
- (v) To Represent and promote the interests of members of the Society providing those interests are not inconsistent with the other objects and duties of the Society; and
- (vi) Do any act or thing incidental or conducive to the attainment of any of the above objects.

4. Powers

- (a) In addition to its statutory powers, the Society may use such of its funds to pay the costs and expenses of furthering or carrying out its objectives, and for that purpose may contract such people as may seem expedient;
- (b) Regardless of any other provision, the Society must not expend any money other than to further purposes recognised by law; or

- (c) Any transactions between the Society and any member, officer or member of the Executive, or any associated persons must be at arms' length and in accordance with prevailing commercial terms on which the Society would deal with third parties not associated with the Society, and any payments made in respect of such transactions must be limited to:
- (i) A fair and reasonable reward for services performed;
 - (ii) Reimbursement of expenses properly incurred;
 - (iii) Usual professional, business or trade charges; and
 - (iv) Interest at no more than current commercial rates.

5. **Membership**

- (a) Membership and the method by which members are admitted to membership are based on proof of address and/or property ownership (i.e. utility bill, Horizons rates notice or LINZ record of title) or such other methods as the Executive considers appropriate on an individual/case-by-case basis.
- (b) As an alternative to full membership the Executive may create a separate class of membership called Associate Membership which class of membership shall not have the right to vote, be an officer or part of the executive or be counted in a quorum of any meeting properly convened but will be able to attend meetings. The Executive may provide for a reduced fee for persons approved and admitted to membership as an Associate Member.
- (c) A member is an individual or incorporated or unincorporated body or Associate Member admitted to membership under rule 6 and who or which has not ceased to be a member under any other rule.
- (d) Every member and Associate Member must advise the secretary of any change of address.
- (e) The secretary must keep a membership register of members, recording their names and addresses, the dates each member became a member and a list of the names and last contact addresses of all ceased or terminated members.
- (f) All members must promote the interests and the objectives of the Society and must do nothing to bring the Society into disrepute.
- (e) Copies of this constitution must be provided to any member on request.

6. **Admission of Members**

- (a) Applicants for membership as full members or Associate Members must complete an application form provided by the Executive which shall, for the purposes of the Act be deemed to be the Applicant providing their consent to become a member of the Society and shall supply such additional information as may be required by the Executive.

- (b) The Executive has a discretion whether or not to accept a membership of any applicant and must advise the applicant of its decision in writing.

7. Subscriptions and levies

- (a) The initial subscription fee (for full membership or Associate Membership) payable by members joining the Society will be set by the Executive following the first meeting of the Executive immediately following the election of the Executive under rule 10(f).
- (b) Thereafter, the annual subscription (for full membership or Associate Membership) will be set by the Executive at the start of each financial year (the amount of any periodic payments if the general meeting decides that it is payable by instalments) and any capitation fees for different classes of membership for the following calendar year must be set by resolution of a general meeting. The Executive may approach the membership for further financial assistance if required. Any final decision would be subject to confirmed financial commitment (with a majority vote) at a special general meeting.
- (c) Any member failing to pay the annual subscription (for full membership or Associate Membership) within three months of the due date will no longer be considered a member and will have no membership rights and will not be entitled to participate in any Society activity until all the arrears are paid. The member's membership must be deemed to have been terminated and the member must cease to hold himself or herself out as a member of the Society and must return to the Society all material produced by the Society (including any membership certificate, handbooks and manuals).

8. Cessation of Membership

- (a) Any member may resign by written notice to the secretary, and each such resignation must take effect from the end of the Society's then-current financial year, but the member resigning shall remain liable to pay all subscriptions, levies and any other fees to the end of that year, and must cease to hold or herself out as a member of the Society, and must return to the Society all material produced by the Society (including any membership certificate, handbooks and manuals).

9. Re-admission of Former Members

- (a) Any former member may apply for re-admission in the manner prescribed for new applicants and may only be re-admitted by decision of the Executive.

10. Election of Officers and Executive

- (a) The following officers and members must be elected annually who shall form the Executive of the Society:
 - (i) President;
 - (ii) Vice-president;
 - (iii) Secretary;
 - (iv) Treasurer; and

- (v) Not less than 2 nor more than 10 full members in addition to the officers elected to the roles above in 10 (a) (i) to (iv).
- (b) No president must serve for more than 3 consecutive years as president.
- (c) The election of officers must be conducted as follows:
 - (i) Written nominations for nominees under 10(a) (which may include a written nomination self-nominating for appointment as an officer or to the committee or both), accompanied by the written consent of each nominee, must be received by the secretary not less than twenty working days before the date of the annual general meeting;
 - (ii) Not less than fifteen working days before the date of the annual general meeting, the secretary must email/post to all members a voting paper listing all officer nominees and 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;
 - (iii) If there are insufficient valid nominations received under 10(c)(i) above, but not otherwise, further nominations may be received from the floor at the annual general meeting;
 - (iv) Votes must be cast in such manner as the chairperson of the annual general meeting determines;
 - (v) Two members (who are not nominees) designated by the chairperson of the annual general meeting must act as scrutineers for the counting of the votes and destruction of any voting papers; and
 - (vi) In the event of any vote being tied the tie must be resolved by the other members of the incoming Executive.
- (d) If a vacancy in the position of president, vice-president, secretary, treasurer or secretary/treasurer or other Executive member occurs between annual general meetings, that vacancy must be filled by the Executive.
- (e) Any officer or other member of the Executive may be removed by a resolution of a general meeting of which prior notice was given in the notice of meeting and which is passed by a two-thirds majority of those present and voting.
- (f) Notwithstanding the foregoing provisions of this clause, following registration of the Society, the signatories to this constitution shall elect the Society's Executive to hold office until the first annual general meeting held in accordance with this constitution.
- (g) Any officer appointed in accordance with this constitution shall:
 - (i) Act in good faith and in the best interests of the Society;
 - (ii) Exercise his or her powers for proper purposes only;
 - (iii) Comply with the Act and the constitution;
 - (iv) Exercise reasonable care and diligence;

- (v) Not create a substantial risk of serious loss to creditors;
- (vi) Not incur an obligation that officer doesn't reasonably believe the society can perform.

11. **Management by the Executive**

- (a) From the end of each annual general meeting until the end of the next, the Society must be administered, managed and controlled by the Executive, which is accountable to the members for the implementation of the policies of the Society as approved by any general meeting.
- (b) Subject to this constitution and the resolution of any general meeting, the Executive may exercise all the Society's powers, other than those required by statute or by this constitution to be exercised by the Society in general meeting.
- (c) The Executive must meet at least 3 monthly at such times and places and in such manner (including by telephone or video conference) as it may determine and otherwise where and as convened by the president or secretary.
- (d) All Executive meetings must be chaired by the president or in the president's absence by the vice-president, or in the absence of both of them by some other Executive member elected for the purpose by the meeting, and any such chairperson must have a deliberative and casting vote.
- (e) The Executive may co-opt any member to the Executive for a specific purpose, or for a limited period, or generally until the next annual general meeting.
- (f) The quorum for Executive meetings is at least half the number of the Executive members.
- (g) Only Executive members elected under 10(a) or appointed under 10(c) who are present in person or by telephone or video link must be counted in the quorum and entitled to vote.
- (h) The Executive may appoint subcommittees consisting of such persons (whether or not members of the Society) and for such purposes as it thinks fit. Unless otherwise resolved by the Executive:
 - (i) The quorum of every subcommittee is half the members of the subcommittee;
 - (ii) No subcommittee may co-opt additional members;
 - (iii) No subcommittee may commit the Society to any financial expenditure without express authority; and
 - (iv) No subcommittee may delegate any of its powers.
- (i) The Executive and any subcommittee may act by resolution approved by not less than two-thirds of the members of the Executive or subcommittee in the course of a meeting, telephone conference call or video conference or through a written ballot conducted by mail or email.
- (j) The Executive from time to time may make and amend regulations, bylaws and policies for the conduct and control of Society activities, but no such regulations, bylaws and policies must be inconsistent with this constitution. This constitution, and such regulations, bylaws and policies must be available at all reasonable times for

inspection by members, and copies must be provided (at cost) to any member on request.

- (k) The president (and in the absence of the president, the vice-president) must, in addition to all other duties described in this constitution, generally supervise and direct the affairs and business of the Society.
- (l) Other than as prescribed by statute or this constitution, the Executive may regulate its proceedings as it thinks fit.
- (m) Members of the Executive and of subcommittees are entitled to be reimbursed by the Society for any reasonable actual expenses incurred by them on behalf of the Society as approved by resolution of the Executive.
- (n) Subject to statute or any Court ruling to the contrary, this constitution and the resolutions of general meetings, the decisions of the Executive 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.
- (o) Each officer must within one calendar month of submitting a resignation or ceasing to hold office deliver to that officer's successor all books, papers and other property of the Society possessed by such former officer.
- (p) The Executive may employ any person or company to administer or manage the affairs of the Society.
- (q) Indemnity for Executive
 - (i) No officer or member of the Executive will be liable for the acts or defaults of any other officer or member of the Executive or any loss occasioned by those acts or defaults, unless occasioned by their wilful default or by their wilful acquiescence.
 - (ii) The officers, Executive and each of its members must be indemnified by the Society for all liabilities and costs incurred by them in the proper performance of the functions and duties, other than as a result of their wilful default.

12. Secretary

- (a) The secretary must record the minutes of all general meetings and Executive meetings, and all such minutes when confirmed by the next such meeting and signed by the chairperson of that meeting will be prima facie evidence that that meeting was duly called and will be deemed to be a true and correct record of what occurred at that meeting.
- (b) The secretary must hold the Society's records, documents, and books.
- (c) The secretary must deal with and answer correspondence and perform such other duties as directed by the Executive.

- (d) The Executive has the power in its discretion to suspend or remove the secretary from office.

13. **Registered Office**

- (a) The registered office of the Society shall be at such place in New Zealand as the Executive from time to time determines, and changes to the Registered Office shall immediately be notified to the Registrar of Incorporated Societies in a form and as required by the Act.

14. **Finance**

- (a) The treasurer must keep such books of account as may be necessary to provide a true record of the Society's financial position, report on the Society's financial position to each Executive meeting and present an annual statement of accounts (income and expenditure account and balance sheet) to the annual general meeting together with a budget for the next financial year.
- (b) The Executive must maintain bank accounts in the name of Ohakune Ratepayers and Residents Association Society Inc, and all electronic transactions must be approved by the treasurer or in the treasurer's absence, one other member of the Executive.
- (c) All money received on account of the Society must be banked within 5 days of receipt.
- (d) All accounts paid or for payment must be submitted to the treasurer who must then present the accounts to the Executive for approval of payment which may be carried out and approved by email.
- (e) The Society's financial year must commence on 1 April of each year and end on 31 March in the following year.
- (f) The annual general meeting each year may appoint an auditor (who is a member of the New Zealand Institute of Chartered Accountants and not a member of the Society) to audit the annual accounts of the Society and provide a certificate of correctness of the same, and if any such auditor is unable to act the Executive must appoint a replacement auditor.

15. **Execution of Documents**

- (a) The common seal of the Society must be retained by the secretary.
- (b) Documents must be executed for the Society under a resolution of the Executive:
 - (i) By affixing the common seal witnessed by the president or vicepresident and countersigned by another member of the Executive; or
 - (ii) Where the document is not required by statute to be executed under common seal, by the president or vice-president and another member of the Executive signing on behalf of the Society or in circumstances of urgency, by approval of the Executive by email of not less than three Executive members consenting to the appointment of one of the Executive to execute the document(s).

16. General Meetings

- (a) The Annual General Meeting must be held no later than 30 September in each year at a time and place fixed by the Executive.
- (b) Special General Meetings may be called by the Executive or by written requisition to the secretary signed by not less than a quarter of the members entitled to vote.
- (c) At least 10 working days before any general meeting, the secretary must email to all members written notice of the business to be conducted at the General Meeting (including in the case of Annual General Meetings copies of the annual report, statement of accounts, a list of and information about nominees, and notice of any motions and the Executive's recommendations in respect of that). The failure for any reason of any member to receive such notice will not invalidate the meeting or its proceedings.
- (d) General meetings may be attended by all members and only full members are entitled to vote.
- (e) All full members are entitled to vote by written proxy in favour of another full member present at the meeting, but no other proxy voting must be permitted.
- (f) The quorum for general meetings is 5 full members.
- (g) All general meetings must be chaired by the president or in the president's absence by the vice-president or in the absence of both of them by some other Executive member elected for the purpose by the meeting, and any such chairperson has a deliberative and casting vote.
- (h) Votes must be exercised as follows:
 - (i) At general meetings, voting must be by voices, by show of hands or, on demand of the chairperson or of any full member present, by secret ballot, and on any secret ballot each member entitled to vote is entitled to one vote;
 - (ii) Unless otherwise required by this constitution, all questions must be determined by a simple majority of those present and voting at the general meeting;
 - (iii) To determine any issue already lawfully before a general meeting (including any election or amendment to this constitution), the meeting may resolve to hold a postal ballot in accordance with the procedures set out in para 16(i) of this rule;
 - (iv) To determine any issue (including any amendment to this constitution), the Executive may resolve to hold a postal ballot in accordance with the procedures set out in para 16(i) of this rule;
 - (v) In respect of postal ballots held under this rule only members with voting rights may vote in any postal ballot.

- (i) The resolution to hold a postal ballot must set a closing date and time for ballots to be received by the secretary, but the closing date must be no earlier than a fortnight after the date ballot papers are sent out to members (excluding the date of posting);
 - (i) In respect of any motion to amend this constitution by postal ballot, the motion must be accompanied by reasons and recommendations from the Executive, and such motion must be passed by a two-thirds majority of those voting;
 - (ii) Voting in a postal ballot may be by ballots returned to the secretary by mail, delivery or email;
 - (iii) The secretary must declare the result of the postal ballot; and
 - (iv) The result of any postal ballot will be as effective and binding on members as a resolution passed at a general meeting.
- (j) A resolution passed by the required majority at any general meeting or by postal ballot binds all members, irrespective of whether they were present at the general meeting where the resolution was adopted or whether they voted.
- (k) The business of the Annual General Meeting is:
 - (i) Approving the minutes of the previous general meeting(s);
 - (ii) Approving the annual report of the Executive;
 - (iii) Approving the statement of accounts;
 - (iv) Election of any patron(s), the officers, and the Executive;
 - (v) Voting on any motions of which notice has been given;
 - (vi) Approving a budget for the next financial year; and
 - (vi) General business.
- (l) Any full member wishing to give notice of any motion for consideration at the Annual General Meeting must forward written notice of the same to the secretary not less than 20 working days before the date of the meeting. The Executive may consider all such notices of motion and provide recommendations to members in respect of that motion.
- (m) A vote of a bodies corporate, who is a registered full member of the Society, shall be counted as constituting three votes towards any motion.

17. Conflicts of Interest

- (a) A member of the Executive, officer or a member of a committee and/or member of a committee who is an Interested Member as defined under section 62 of the Act 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)—

- (i) to the Executive and or committee; and
 - (ii) in an Interests Register kept by the Executive.
- (b) Disclosure must be made as soon as practicable after the member of the Executive and/or committee becomes aware that they are interested in the matter.
- (c) A member who is an Interested Member under this constitution regarding a matter—
- (i) must not vote or take part in the decision of the Executive and/or committee relating to the matter; and
 - (ii) must not sign any document relating to the entry into a transaction or the initiation of the matter; but
 - (iii) may take part in any discussion of the Executive and/or committee relating to the matter and be present at the time of the decision of the Executive and/or committee (unless the Executive and/or committee decides otherwise).
- (d) However, a member of the Executive and/or 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.
- (e) Where 50 per cent or more of Executive or committee members are prevented from voting on a matter because they are interested in that matter, a Special General Meeting must be called to consider and determine the matter, unless all non-interested members agree otherwise, and where 50 per cent or more of the members of a committee are prevented from voting on a matter because they are interested in that matter, the Executive or committee shall consider and determine the matter.

18. Alteration of the Constitution

- (a) This constitution may be amended or replaced by resolution of any general meeting passed by a two-thirds majority of those full members present and voting.
- (b) Any proposed motion to amend or replace this constitution must be signed by at least 10 full members and given in writing to the secretary at least 20 working days before the general meeting at which the motion is to be considered and accompanied by a written explanation of the reasons for the proposal.
- (c) At least 10 working days before the general meeting at which any such proposal is to be considered, the secretary must post written notice to members of the proposed motion, of the reasons for the proposal, and of any recommendations from the Executive in respect of that proposal.

19. Dispute Resolution

Raising disputes

- (a) Any grievance by a member, and any complaint by anyone, is to be lodged by the complainant with the secretary in writing and must provide such details as are necessary to identify the details of the grievance or complaint. All members (including the Executive and any committee) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Society's activities.
- (b) The complainant raising a grievance or complaint, and the executive, must consider and discuss whether a grievance or complaint may best be resolved through informal discussions, mediation or arbitration. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.
- (c) The resolution of all disputes must be conducted in a manner that is consistent with natural justice.

Investigating disputes

- (d) This rule concerns any grievances of members relating to their rights and interests as members, and any complaints concerning the alleged conduct or discipline of members, collectively referred to as "disputes."
- (e) These disputes procedures are designed to enable and facilitate the fair, prompt and efficient resolution of grievances and complaints.
- (f) Rather than investigate and deal with any grievance or complaint, the Executive may
 - (i) appoint a sub-committee to deal with the same, or
 - (ii) refer the same to an external arbitrator, arbitral tribunal, or external visitor (or referee), so long as minimum standards of natural justice and the following requirements under this rule are satisfied.
- (g) The Executive or any such sub-committee or person considering any grievance or complaint is referred to hereafter as the "decision-maker".
- (h) The decision-maker:
 - (i) shall consider whether to investigate and deal with the grievance or complaint, and
 - (ii) may decline to do so (for instance, if the decision-maker is satisfied that the complainant has insufficient interest in the matter or otherwise lacks standing to raise it; the matter is trivial or does not appear to disclose material misconduct or material; the matter raised appears to be without foundation or there is no apparent evidence to support it; some damage to members' interests may arise; or the conduct, incident, event or issue has already been investigated and dealt with by the Society).

- (i) Where the decision-maker decides to investigate and deal with a grievance, the following steps shall be taken:
- (i) The complainant and the member, or the Society which is the subject of the grievance, must be advised of all details of the grievance.
 - (ii) The member, or the Society which is the subject of the grievance, must be given an adequate time to prepare a response.
 - (iii) The complainant and the member, or the Society which is the subject of the grievance, must be given an adequate opportunity to be heard, either in writing or at an oral hearing if the decision-maker considers that an oral hearing is required.
 - (iv) Any oral hearing shall be held by the decision-maker, and/or any written statement or submissions shall be considered by the decision-maker.
- (j) Where the decision-maker decides to investigate and deal with a complaint, the following steps shall be taken:
- (i) The complainant and the member complained against must be advised of all allegations concerning the member, and all details of the complaint.
 - (ii) The member complained against must be given an adequate time to prepare a response.
 - (iii) The member complained against must be given an adequate opportunity to be heard, either in writing or at an oral hearing if the decision-maker considers that an oral hearing is required.
 - (iv) Any oral hearing shall be held by the decision-maker, and/or any written statement or submissions shall be considered by the decision-maker.
- (k) A full member may not make a decision on or participate as a decision-maker in regard to a grievance or complaint, if 2 or more Executive members, or the decision-maker, consider that there are reasonable grounds to infer that the person may not approach the grievance or complaint impartially, or without a predetermined view. Such a decision must take into account the context of the Society and the particular case and may include consideration of facts known by the other members about the decision-maker, so long as the decision is reasonably based on evidence that proves or disproves an inference that the decision-maker might not act impartially.

Resolving disputes

- (l) The decision-maker may:
- (i) dismiss a grievance or complaint, or
 - (ii) uphold a grievance and make such directions as the decision-maker thinks appropriate (with which the Society and members shall comply),

- (iii) uphold a complaint and:
- reprimand or admonish the member, and/or
 - suspend the member from membership for a specified period, or terminate the member's membership, and/or
 - order the complainant (if a member) or the member complained against, to meet any of the Society's reasonable costs in dealing with a complaint.

Member's requirements on termination of membership

- (m) A member whose membership is terminated under this constitution remains liable to pay all subscriptions and levies to the end of the Society's financial year in which the membership was terminated and must immediately from the date of the termination of their membership cease to hold himself or herself out as a member of the Society and return to the Society all material produced by the Society (including any membership certificate, handbooks and manuals).

20. Winding Up

- (a) The Society may be wound up under the provisions of the Act. If the Society is wound up, the surplus assets after payment of all debts, costs and liabilities must be disposed of for such purposes in New Zealand as may be determined in accordance with the statute or resolution to wind up, but no distribution can be made to any member.

21. Contact person

- (a) The Society shall have at least 1 but no more than 3 contact person(s) whom the Registrar can contact when needed.
- (b) One of the Society's contact persons (if more than one) shall be the Secretary and must be:
- At least 18 years of age, and
 - An Officer, and
 - Ordinarily resident in New Zealand, and
 - Not disqualified under the Act from holding that office
- (c) The Executive may decide at a meeting who will be appointed as an additional contact person for the Society.
- (d) 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.

22. Bylaws

- (a) The Executive from time to time may make and amend bylaws, and policies for the conduct and control of Society activities and codes of conduct applicable to members, but no such bylaws, policies or codes of conduct applicable to members shall be inconsistent with the Act, regulations made under the Act, or this constitution.