

**DATED**

**2023**

**CONSTITUTION**

**Pinehaven Progressive Association Incorporated**

**MAUDE & MILLER  
BARRISTERS & SOLICITORS  
WELLINGTON ♦ PORIRUA CITY**

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# Constitution 2023

## 1 Name

The name of the society is Pinehaven Progressive Association Incorporated (in this Constitution referred to as the **PPA**).

## 2 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 (including amendments to it from time to time), and any regulations made under the Act.

**'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.

**'Associated Person'** means a person who:

- may obtain a financial benefit from any matter being dealt with by any Member (as a Committee Member, or in any General Meeting, or otherwise for the Society) where that person is the spouse, civil union partner, de facto partner, child, parent, grandparent, grandchild, or first cousin of that Member
  - may have a financial interest in any matter being dealt with by any Member (as a Committee Member, or in any General Meeting, or otherwise for the Society) relates
  - is a partner, director, officer, board member, or trustee of an entity who may have a financial interest in any matter being dealt with by any Member (as a Committee Member, or in any General Meeting, or otherwise for the Society) relates
  - may be interested in the matter because the Society's constitution so provides.

but no such Member shall be deemed to have any such interest as set out in clause 37(2).

**'Chair/President'** means the Committee Member responsible for, among other things, overseeing the governance and operations of the Society and chairing General Meetings.

**'Clear Days'** means complete days, excluding the first and last-named days (for instance, excluding the date a Notice of meeting is posted or sent to Members and the date of the meeting).

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

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

**‘Deputy Chair/Vice President’** means the Committee Member elected or appointed to deputise in the absence of the Chair/President.

**‘General Meeting’** means either an Annual General Meeting or a Special General Meeting of the Society.

**‘Matter’** means (a) the Society’s performance of its activities or exercise of its powers; or (b) an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the Society.

**‘Member’** means a person properly admitted to the Society who has not ceased to be a member of the Society.

**“Person”** means an individual, corporation, government or governmental agency, estate, trust, partnership, association or other legal or commercial entity or undertaking, and any executor, administrator or successor in law of the person.

**‘Notice’** to Members includes any notice given by post, courier or email; and the failure for any reason of any Member to receive such Notice or information shall not invalidate any meeting or its proceedings or any election.

**‘Register of Interests’** means the register of interests of Committee Members kept under these Rules.

**‘Register of Members’** means the register of Members kept under these Rules.

**‘Rules’** means the rules in this document.

**‘Secretary’** means the Committee Member responsible for, among other things, keeping 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 Committee Member responsible for, among other things, overseeing the finances of the Society.

**‘Unfinancial Member’** has the meaning set out in clause 15.

### 3 Purposes

The Society is established and maintained exclusively for Charitable purposes including any purpose necessary to support the charitable purposes of the Society within New Zealand namely to:

#### A Purposes permitted

- a) To promote, develop, enhance and protect the interests of the Pinehaven community and its residents and,
- b) To maintain in good order all the assets of the PPA and,
- c) To maintain regular communication with the residents of Pinehaven and,
- d) To provide and maintain online access to information and documents including this constitution, relating to the PPA and the Pinehaven Community and,
- e) To Liaise with local government and relevant authorities and facilitate community involvement in the development of The District Plan and
- f) To do all lawful things necessary to meet the above objectives.

#### B Purposes NOT permitted

- a) any Member of the Society deriving any personal financial gain from membership of the Society, other than as may be permitted by law, or
- b) returning all or part of the surplus generated by the Society's operations to Members, in money or in kind, or
- c) conferring any kind of ownership in the Society's assets on Members
- d) but the Society will **not** operate for the financial gain of Members simply if the Society:
  - i. engages in trade,
  - ii. for matters that are incidental to the purposes of the Society, pays a Member of the Society that is a body corporate that is not, or are the trustees of a trust that are not, carried on for the private pecuniary profit of any individual,
  - iii. reimburses a Member for reasonable expenses legitimately incurred on behalf of the Society or while pursuing the Society's purposes,
  - iv. provides benefits to members of the public or of a class of the public and those persons include Members or their families,
  - v. pays a Member a salary or wages or other payments for services to the Society on arm's length terms (terms reasonable in the circumstances if the parties were connected or related only by the transaction in question, each acting independently, and each acting in its own best interests; or are terms less favourable to the Member than those terms),
  - vi. pays any Member interest at no more than current commercial rates on loans made by that Member to the Society, or

- vii. provides a Member with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of the Society.
- e) No Member, or Associated Person, is allowed to take part in, or influence any decision made by the Society in respect of payments to, or on behalf of, the Member or Associated Person of any income, benefit, or advantage.
- f) Any payments made to a Member or Associated Person must be for goods and services that advance the charitable purpose and must be reasonable and relative to payments that would be made between unrelated parties.

#### **4 Tikanga / Culture**

The tikanga or culture of the Society is as follows:

- a) The Value of Community.
- b) and this Constitution will be interpreted with the culture of building the Pinehaven community.

#### **5 Act and Regulations**

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

#### **6 Registered Office**

The Registered Office of the PPA shall be at 5A Forest Road, Pinehaven, Upper Hutt, 5019, in New Zealand as the Committee 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 Statute.

#### **7 Power to Borrow Money**

The Society has the power to borrow money.

#### **8 Other Powers**

In addition to its statutory powers, the Society:

- a) may use its funds to pay the costs and expenses to advance or carry out its purposes, and to employ or contract with such people as may be appropriate, and
- b) may invest in any investment in which a trustee may lawfully invest.

#### **9 Members**

The Society shall maintain the minimum number of 10 Members, required by the Act.

## **10 Membership**

There shall be two classes of membership and to be eligible for membership

1. General Member, who at the time of application a natural person shall:
  - a) Be sixteen 16 years of age or over; and
  - b) Reside in Pinehaven; or
  - c) Own property in Pinehaven; and
  - d) Support the objectives of the PPA; and
  - e) Pay the annual membership subscription as defined in this constitution at clause 15 under 'Subscriptions and Fees'.
  
2. Life Member. Any member who has been deemed by the committee to have made an outstanding contribution over a period of five years or more to the purposes of the PPA (as set out in Section 3 above), may be nominated for an award of Life Membership. Nominations for this award must be approved by a resolution supported by two-thirds of the members present and voting at an AGM.

## **11 Becoming a Member: Consent**

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

## **12 Becoming a Member: Process**

- a) An applicant for membership must complete and sign the PPA standard membership form, supply any information, and complete the required administration to confirm their membership status.
- 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).
- c) It shall be the responsibility of the Secretary of the PPA to update the membership register with any change to the membership.

## **13 Obligations and Rights**

- a) Every Member shall provide the Society with that Member's name and contact details (including postal address, telephone number(s), and any email address) and promptly advise the PPA of any changes to those details.
- b) Membership does not confer on any Member any right, title, or interest (legal or equitable) in the property of the Society.



## **14 Other Obligations and Rights**

- a) All Members (including Committee Members) shall promote the interests and purposes of the PPA and shall do nothing to bring the PPA into disrepute.
- b) 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) if all subscriptions and any other fees have been paid to the PPA by due date, but no Member is liable for an obligation of the PPA by reason only of being a Member.
- c) 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 PPA, including any conditions of and fees for such access or use.

## **15 Subscriptions and Fees**

- a) 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 installments).
- b) Any Member failing to pay the annual subscription (including any periodic payment), any levy, or any capitation (such as insurance) fees, within 1 calendar month of the date for payment (being the 31<sup>st</sup> day of October each year, and cover the twelve (12) months period that follows being the 1<sup>st</sup> November to 31<sup>st</sup> October) and 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 PPA's premises, facilities, equipment and other property until all the arrears are paid.
- c) If such arrears are not paid within 1 month of the due date for payment of the subscription, (being the 31<sup>st</sup> of October and due for payment by the 30<sup>th</sup> of November) any other fees, or levy, the Committee may terminate the Member's membership (without being required to give prior notice to that Member).

## **16 Ceasing to be a Member**

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 of the PPA, or
- c) on termination of a member's membership following a dispute resolution process under this constitution.
- d) Membership will lapse if payment of the current annual subscription is not received by 30 November in the current financial year.
- e) On moving away and no longer residing in Pinehaven.
- f) On selling and no longer owning property in Pinehaven.

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.

## **17 Obligations on Resignation**

A Member who resigns or whose membership is terminated under this Constitution:

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

## **18 Becoming a Member Again**

- a) 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.
- b) However, if a former Member's membership was terminated following a dispute resolution process, the applicant may be re-admitted only by a General Meeting on the recommendation of the Committee.
- c) Membership may then be reestablished by payment of the full subscription for the current financial year accompanied by the written consent of the member.

## **19 Annual General Meetings**

An Annual General Meeting shall be held once a year on a date that is within 6 months of the societies financial year end also known as the balance date and set as the 31<sup>st</sup> August and no longer than 15 months after the previously held Annual General Meeting and at a location 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.

**Written Resolutions may be passed in lieu of a general meeting:** Refer to clause 56

## **20 Annual General Meetings: Business**

The business of an Annual General Meeting shall be to:

- a) confirm the minutes of previous PPA Meeting(s),
- b) adopt the annual report on PPA business,
- c) adopt the Treasurer's report on the finances of the PPA, and the annual financial statements,
- d) set any subscriptions for the current financial year,
- e) consider any motions,
- f) consider any general business.
- g) Elect the committee which shall be made up of at least 3 members.

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

- a) an annual report on the affairs of the PPA 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 summary of the matters, or types of matters, to which those disclosures relate).

**22 Special General Meetings**

- a) Special General Meetings may be called at any time by the Committee by resolution. The Committee must call a Special General Meeting if the Secretary receives a written request signed by at least 10 PPA Members. Any resolution or written request must state the business that the Special General Meeting is to deal with.
- b) The Rules 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.

**23 Procedure**

- a) The Committee shall give all Members at least 21 Clear Days' Notice of any General Meeting and of the business to be conducted at that General Meeting.
- b) The General Meeting and its business will not be invalidated simply because one or more Members do not receive the Notice.
- c) All financial Members may attend, speak, and vote at General Meetings:
  - i. in person, or
  - ii. 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 Secretary before the commencement of the General Meeting, or
  - iii. through the authorised representative of a body corporate as notified to the Secretary, and
  - iv. No other proxy voting shall be permitted.

**24 Procedure: Quorum**

- a) No General Meeting may be held unless at least 10 eligible financial Members attend. This will constitute a quorum;
- b) 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 Chair/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. Any decisions made when a quorum is not present are not valid:

- i. 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.
- ii. All General Meetings shall be chaired by the Chair/President. If the Chair/President is absent, the meeting shall elect another Committee Member to chair that meeting.
- iii. Any person chairing a General Meeting has a deliberative and, in the event of a tied vote, a casting vote.
- iv. Any person chairing a General Meeting may:
  - iv.i With the consent of any 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.
  - iv.ii Direct that any person not entitled to be present at the Meeting, obstructing the business of the Meeting, behaving in a disorderly manner, being abusive, or failing to abide by the directions of the chairperson be removed from the Meeting, and
  - iv.iii In the absence of a quorum meaning 10 members or in the case of emergency, adjourn the Meeting or declare it closed.
- v. The Committee may put forward motions for the PPA to vote on ('Committee Motions'), which shall be notified to Members 21 Clear Days along with the notice of the General Meeting.
- vi. Any Member may request that a motion be voted on ('Member's Motion') at a General Meeting, by giving notice to the Secretary at least 14 Clear Days before that meeting. The Member may also provide information in support of the motion ('Member's Information').

## **25 Minutes**

Minutes must be kept by the Secretary of all General Meetings.

## **26 Committee**

- 1 The Committee must consist of at least 3 Committee Members who are:
  - a) Members; and
  - b) natural persons; and
  - c) not disqualified by these Rules or the Act.
- 2 The Committee must include the following Office holders:
  - a) a Chair/President,
  - b) a Deputy Chair/Vice President,

- c) a Secretary and
- d) a Treasurer and
- e) the committee will ensure the Office holders are certified Office holders.

## **27 Qualifications & Disqualifications**

Prior to election or appointment, every Officer must consent in writing to be an Officer and certify in writing that they are not disqualified from being appointed or holding office on the Committee by this constitution or the Act.

The following persons are disqualified from being appointed or holding office as an Officer:

- a) a person who is under 16 years of age,
- b) a person who is an undischarged bankrupt,
- c) a person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993,
- d) a person who is disqualified from being a member of the Committee of a charitable entity under section 31(4)(b) of the Charities Act 2005,
- e) a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years:
  - i. an offence under subpart 6 of Part 4,
  - ii. a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961),
  - iii. an offence under section 143B of the Tax Administration Act 1994,
  - iv. an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (i) to (iii),
  - v. a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere,
- f) a person subject to:
  - i. an order under section 108 of the Credit Contracts and Consumer Finance Act 2003; or
  - ii. a forfeiture order under the Criminal Proceeds (Recovery) Act 2009; or
  - iii. 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.

## **28 Election or appointment**

- 1 The election of Committee Members shall be conducted as follows
  - a) Committee Members shall be elected during Annual General Meetings. However, if a vacancy in the position of any Committee Member occurs between Annual General Meetings, that vacancy shall be filled by resolution of the

Committee (and any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as a Committee Member by this constitution or the Act).

- b) A candidate's written nomination, accompanied by the written consent of the nominee (who must be a financial member) with a certificate that the nominee is not disqualified from being appointed or holding office as a Committee Member by this constitution or the Act, shall be received by the Secretary at least 14 fourteen clear Days before the date of the Annual General Meeting. If there are insufficient valid nominations received, further nominations may be received from the floor at the Annual General Meeting.
- c) Votes shall be cast in such a manner as the person chairing the Meeting determines. In the event of any vote being tied, the tie shall be resolved by the incoming Committee (excluding those in respect of whom the votes are tied).
- d) Two Members (who are not nominees) or non-Members appointed by the Chair/President shall act as scrutineers for the counting of the votes and destruction of any voting papers.
- e) The failure for any reason of any financial Member to receive such Notice shall not invalidate the election.

## **29 Term**

- a) The term of office for all Committee Members and Officers shall be a minimum of 1 year and a maximum of 3 years, expiring at the end of the Annual General Meeting In the year corresponding with the last year of each Committee Member's term of office.
- b) No Committee Member and or Officer shall serve for more than 3 consecutive terms.
- c) No Chair/President shall serve for more than 3 consecutive years as Chair/President.

## **30 Removal**

Where a complaint is made about the actions or inaction of a Committee Member (and not in the Committee Member's capacity as a Member of the Society) the following steps shall be taken:

- a) The Committee Member who is the subject of the complaint must be advised of all details of the complaint.
- b) The Committee Member who is the subject of the complaint must be given adequate time to prepare a response.
- c) The complainant and the Committee Member who is the subject of the complaint, must be given an adequate opportunity to be heard, either in writing or at an oral hearing by the Committee (excluding the Committee

- Member who is the subject of the complaint) if it considers that an oral hearing is required,
- d) Any oral hearing shall be held by the Committee (excluding the Committee Member who is the subject of the complaint), and/or any oral or written statement or submissions shall be considered by the Committee (excluding the Committee Member who is the subject of the complaint).
  - e) If the complaint is upheld the Committee Member may be removed from the Committee by a resolution of the Committee or of a General Meeting, in either case passed by a simple majority of those present and voting.

### **31 Cessation of Committee membership**

- a) A Committee Member shall be deemed to have ceased to be a Committee Member if that person ceases to be a Member.
- b) Any Committee member who intends to resign must:
  - i. provide one (1) month's written notice to the Chair and Secretary; and
  - ii. to the best of their ability facilitate the transitional period between the date of service of the notice to retire and their final day.
- c) Each Committee Member shall within seven (7) Clear Days of submitting a resignation or ceasing to hold office, deliver to the Secretary all books, papers and other property of the Society held by such former Committee Member.

### **32 Functions**

From the end of each Annual General Meeting until the end of the next, the PPA shall be governed by the Committee, which shall be accountable to the Members for the advancement of the Society's purposes and the implementation of resolutions approved by any General Meeting.

### **33 Officers' Duties**

Each Officer:

- a) shall act in good faith and in what he or she believes to be the best interests of the Society,
- b) must exercise all powers for a proper purpose,
- c) must not act, or agree to the Society acting, in a manner that contravenes the Act or this Constitution,
- d) when exercising powers or performing duties as a Officer, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation, the nature of the Society, the nature of the decision, and the position of the Officer and the nature of the responsibilities undertaken by him or her,
- e) must not agree to the activities of the Society being carried on in a manner likely to create a substantial risk of serious loss to the Society or to the Society's creditors, or cause or allow the activities of the Society to be carried on in a

manner likely to create a substantial risk of serious loss to the Society or to the Society's creditors, and

- f) must not agree to the Society incurring an obligation unless he or she believes at that time on reasonable grounds that the Society will be able to perform the obligation when it is required to do so.
- g) An Officer may rely on reports, statements and financial data and other information prepared or supplied by professional and expert advice given by an employee or professional advisor if such reliance was based on a belief that there were reasonable grounds that such a person was reliable and competent.
- h) However, such reliance by an officer must be based on good faith and a proper inquiry that is indicated by the circumstances and the officer has no knowledge that the reliance was unwarranted.

### **34 Powers**

1 Subject to this constitution and resolution of any General Meeting the Committee may:

- a) exercise all the PPA's powers, other than those required by the Act or by this constitution to be exercised by the Society in General Meeting, and
- b) Oversee the functioning of the PPA according to requirements that the committee shall determine for itself from time to time.
- c) The committee shall have full power to transact all the business of the PPA, to order the expenditure of the PPA's funds, and shall, through the Secretary and Treasurer prepare annual reports.
- d) To promote and foster the objectives of the PPA for the benefit of all Pinehaven Residents.
- e) To ensure that any income, benefit, or advantage must be used to advance the charitable purpose of the PPA.
- f) enter into contracts on behalf of the Society or delegate such power to a Committee Member, sub-committee, employee, or other person.

### **35 Sub-committees**

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
- 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.

### **36 General issues**

- a) The Committee and any sub-committee may act by resolution approved during a telephone conference call 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 meeting.
- b) Other than as prescribed by the Act or this constitution, the Committee or any sub-committee may regulate its proceedings as it thinks fit.
- c) 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.

### **37 Conflicts of Interest to be kept on an Interests Register**

- 1 A member of the Committee and/or of a sub-committee is interested in a matter if the member of the Committee and/or sub-committee:
  - a) may obtain a financial benefit from the matter; or
  - b) is the spouse, civil union partner, de facto partner, child, parent, grandparent, grandchild, sibling, nephew, niece, uncle or first cousin of a person who may obtain a financial benefit from the matter; or
  - c) may have a financial interest in a person to whom the matter relates; or
  - d) is a partner, director, officer, member of the Committee and/or sub-committee, board member, or trustee of a person who may have a financial interest in a person to whom the matter relates.
  
- 2 However, a member of the Committee and/or sub-committee is not interested in a matter—
  - a) merely because the member of the Committee and/or sub-committee receives an indemnity, insurance cover, remuneration, or other benefits authorised under the Act; or
  - b) if the member of the Committee’s and/or sub-committee’s interest is the same or substantially the same as the benefit or interest of all or most other Members due to the membership of those Members; or
  - c) if the member of the Committee’s and/or sub-committee’s interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence the member of the Committee in carrying out the member of the Committee’s and/or sub-committee’s responsibilities under the Act or the Rules; or
  - d) if the member of the Committee and/or sub-committee is a member of the committee of a union and the member of the Committee’s and/or sub-committee’s interest is merely as an employee that will benefit from the union acting in the ordinary course of promoting its members’ collective employment interests.
  
- 3 A member of the Committee and/or sub-committee who is interested in a matter relating to the Society must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified)—
  - a) to the Committee and/or sub-committee; and
  - b) in an Interests Register kept by the Committee. An Officer may inspect the Interests Register at any reasonable time.
  
- 4 Disclosure must be made as soon as practicable after the member of the Committee

and/or sub-committee becomes aware that they are interested in the matter.

- 5 A member of the Committee and/or sub-committee who is interested in a matter—
  - a) must not vote or take part in the decision of the Committee and/or sub-committee relating to the matter; and
  - b) must not sign any document relating to the entry into a transaction or the initiation of the matter; 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).
- 6 However, a member of the Committee and/or 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.
- 7 Where 50 per cent or more of 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 sub-committee are prevented from voting on a matter because they are interested in that matter, the Committee shall consider and determine the matter.

### **38 Committee Meetings: Frequency**

The Committee shall meet as required at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the Chair/President or Secretary. For example, the committee may find it suitable to meet monthly from January to November on the last Tuesday of every month.

### **39 Procedure**

The quorum for Committee meetings is that 3 committee members be present.

### **40 Register of Members**

The Secretary shall keep an up-to-date Register of Members, recording for each Member their name, contact details, the date they became a Member, and any other information required by this constitution or prescribed by Regulations under the Act.

### **41 Contents of Register of Members**

- 1 The information contained in the Register of Members shall include each Member's contact details:
  - postal address and street address
  - phone number (landline and/or mobile)
  - email address (if any)

- the date the Member became a member,
  - occupation, and
  - whether the Member is financial or unfinancial
- 2 Every Member shall promptly advise the Secretary of any change of their contact details so that the register may be updated as soon as practicable.

## **42 Access to Register of Members**

- a) With reasonable notice and at reasonable times, the Secretary shall make the Register of Members available for inspection by Members and Committee Members.
- b) However, no access will be given to information on the Register of Members to Members or any other person, other than as required by law.

## **43 Register of Interests**

The Secretary shall always maintain an up-to-date register of the interests disclosed by Committee Members.

## **44 Access to Other Information**

- 1 A Member may at any time make a written request to the PPA for information held by the PPA.
- 2 The request must specify the information sought in sufficient detail to enable the information to be identified.
- 3 The PPA must, within a reasonable time after receiving a request:
  - a) provide the information, or
  - b) agree to provide the information within a specified period, or
  - c) agree to provide the information within a specified period if the Member pays a reasonable charge to the PPA (which must be specified and explained) to meet the cost of providing the information, or
  - d) refuse to provide the information, specifying the reasons for the refusal.

Without limiting the reasons for which the PPA may refuse to provide the information, the PPA may refuse to provide the information if:

- a) withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
- b) the disclosure of the information would, or would be likely to, prejudice the commercial position of the Society or of any of its members, or
- c) the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the Society, or
- d) withholding the information is necessary to maintain legal professional privilege, or
- e) the disclosure of the information would, or would be likely to, breach an

- enactment, or
- f) the burden to the PPA 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
- g) the request for the information is frivolous or vexatious.

If the PPA 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 PPA—

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

4 Nothing in this constitution limits Information Privacy Principle 6 of the Privacy Act 2020.

## **45 Finances: Control and Management**

- 1 The funds and property of the Society shall be:
  - a) controlled, invested and disposed of by the Committee, subject to this constitution, and
  - b) devoted solely to the promotion of the purposes of the Society.

## **46 Balance Date**

The Society's financial year shall commence on 1<sup>st</sup> September of each year and end on 31<sup>st</sup> August (the latter date being the PPA's balance date).

## **47 Dispute resolution**

- 1 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 Committee) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the PPA's activities.
  - b) The complainant raising a grievance or complaint, and the Committee, 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.

## **48 Investigating Disputes**

- 1 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."
- 2 These disputes procedures are designed to enable and facilitate the fair, prompt and

efficient resolution of grievances and complaints.

- 3 Rather than investigate and deal with any grievance or complaint, the Committee may:
  - a) appoint a sub-committee to deal with the same, or
  - b) 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,
- 4 The Committee or any such sub-committee or person considering any grievance or complaint is referred to hereafter as the "decision-maker".
- 5 The decision-maker:
  - a) shall consider whether to investigate and deal with the grievance or complaint, and
  - b) 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 PPA).
- 6 Where the decision-maker decides to investigate and deal with a grievance, the following steps shall be taken:
  - a) The complainant and the Member, or the PPA which is the subject of the grievance, must be advised of all details of the grievance.
  - b) The Member, or the PPA which is the subject of the grievance, must be given an adequate time to prepare a response.
  - c) The complainant and the Member, or the PPA 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.
  - d) Any oral hearing shall be held by the decision-maker, and/or any written statement or submissions shall be considered by the decision-maker.
- 7 Where the decision-maker decides to investigate and deal with a complaint, the following steps shall be taken:
  - a) The complainant and the Member complained against must be advised of all allegations concerning the Member, and all details of the complaint.
  - b) The Member complained against must be given an adequate time to prepare a response.
  - c) 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.
  - d) Any oral hearing shall be held by the decision-maker, and/or any written statement or submissions shall be considered by the decision-maker.

- 8 A Member may not make a decision on or participate as a decision-maker in regard to a grievance or complaint, if two or more Committee 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 consider 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.

## **49 Resolving Disputes**

- 1 The decision-maker may:
- a) dismiss a grievance or complaint, or
  - b) uphold a grievance and make such directions as the decision-maker thinks appropriate (with which the Society and Members shall comply),
- 2 uphold a complaint and:
- a) reprimand or admonish the Member, and/or
  - b) suspend the Member from membership for a specified period, or terminate the Member's membership, and/or
  - c) 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.

## **50 Winding up**

- 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 Secretary shall give Notice to all Members of the proposed motion to wind up the Society or remove it from the Register of Incorporated Societies and of the General Meeting at which any such proposal is to be considered, of the reasons for the proposal, and of any recommendations from the Committee in respect to such notice of motion.
- c) Any resolution to wind up the Society or remove it from the Register of Incorporated Societies must be passed by a two-thirds majority of all Members present and voting.

## **51 Surplus Assets**

- 1 If the Society is wound up, or liquidated, or removed from the Register of Incorporated Societies, no distribution shall be made to any Member.
- 2 The dissolution shall then be notified to the Guilford Timber Company Limited or their successors so that the terms of the Deed of Covenant by which the land upon which the gifted PPA Hall is situated shall be invoked.
- 3 A copy of the Deed of Covenant dated 18th October 1943 is attached to this Constitution as Appendix 1.

- 4 On the winding up or 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 any other entity or entities registered with the Charities Services which in the Committee Members' sole discretion has Charitable Purposes like the Society.
- 5 A copy of the Certificate of Title WN7B/228 is attached to this Constitution as Appendix 2.

## **52 Alterations to the Rules**

- a) The Society may amend or replace this constitution at a General Meeting by a resolution passed by a two-thirds of majority of those Members present and voting.
- b) Any proposed motion to amend or replace this constitution shall be signed by at least 25 per cent of eligible Members and given in writing to the Secretary at least 21 Clear 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 14 Clear Days before the General Meeting at which any amendment is to be considered the Secretary shall give to all Members notice of the proposed motion, the reasons for the proposal, and any recommendations the Committee has.
- d) 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.

## **53 Other**

- 1 The common seal of the PPA is a rubber stamp bearing the words; Pinehaven Progressive Association Incorporated and must be kept in the custody of the Treasurer.
- 2 The common seal may be affixed to any document that formally requires it and by resolution of the Committee and must be countersigned by two Committee Members or by one Committee Member and a Member whose signatures must be witnessed.
- 3 If there is no Common Seal then contracts may be entered into by resolution of the Committee and must be signed by two (2) or more Committee Members as set out in section 123 Method of Contracting of the Incorporated Societies Act 2022.

## **54 Contact person**

- 1 The Society's Contact Officer must be:
  - At least 18 years of age, and
  - A Committee Member, and

- At all times be resident in New Zealand, and
  - Not disqualified under the Statute from holding that office
  - Shall be appointed by the committee
- 2 Any change in that Contact Officer or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 25 Clear Days of that change occurring, or the Society becoming aware of the change.

## **55 Bylaws**

The Committee from time to time may make and amend bylaws, and policies for the conduct and control of PPA 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.

## **56 Written Resolutions in Lieu of Annual General Meeting**

- 1 A written resolution is as valid for the purposes of the Act and the constitution as if it had been passed at a general meeting if it is approved by no less than 75% of the number of members who are entitled to vote.
- 2 A written resolution may consist of 1 or more documents in similar form including letters, electronic mail, or other similar means of communication.
- 3 Members give their approval by signing the resolution. This can be done by printing out the document, signing the document and scanning the document back to the Secretary.
- 4 Members give their approval by their Electronic Signature if the document is sent out electronically and the electronic signature process is facilitated
- 5 The circulation date of the proposed resolution must be clear.
- 6 The proposed resolution is sent to the address of each person entitled to vote on the circulation date or as reasonably and practically close to the circulation date.
- 7 The proposed resolution is sent with a notification of the lapse date being one month from the date of the circulation date.
8. That an accidental omission to send a resolution to a person entitled to vote does not invalidate a resolution passed.
9. That the PPA must within 5 working days after a resolution is passed send a copy of the resolution to an address for each person who was entitled to vote and who did not approve the resolution.