

# Rules of The Radio Frequency Users Association of New Zealand Incorporated

## Section 1 – Name, Objects and Particulars

### 1 Name

- 1.1 The name of the Society is The Radio Frequency Users Association of New Zealand Inc (the “Association”).

### 2 Objects

- 2.1 The objects of the Association are:
- 2.1.1 To protect the availability and access of spectrum in New Zealand;
  - 2.1.2 To support, grow and enhance the radio communications industry in New Zealand;
  - 2.1.3 To encourage the proper use of radio communications equipment;
  - 2.1.4 To affiliate or to join or to act in conjunction with any other Association, Federation, firm, person, club or body having or including objects compatible with those of the Association whether such Society, Association, Federation, club or body be incorporated or unincorporated and whether its operations are limited to New Zealand or not; and
  - 2.1.5 To make rules and regulations for the carrying out any of the aforesaid purposes.

### 3 Particulars

- 3.1 The following terms have the meanings given to them where the context permits:

<u>Term</u>	<u>Meaning</u>
Annual Meeting Month:	within two months of the end of the financial year
Balance Date:	31 March
Financial Authorisations:	the joint authorisation of two of the Chairperson, Deputy Chairperson, Secretary or Treasurer
Committee:	A committee comprising of 5 – 10 members (“ <b>Officers</b> ”): <ul style="list-style-type: none"> <li>a) A Chairperson</li> <li>b) A Deputy Chairperson</li> <li>c) A Secretary (who may also be the Treasurer)</li> <li>d) A Treasurer</li> <li>e) Five or six other Officers</li> </ul>

<u>Term</u>	<u>Meaning</u>
Financial Year:	The year ending on the Balance Date.
Membership Year:	1 July - 30 June
Quorum for Committee Meetings:	5 members of the Committee
Quorum for Members' Meetings:	10% of the members including those present in accordance with clause 5.1, proxy votes and votes by Post in accordance with these Rules as agreed from time to time by majority of Committee

## **Section 2 – Membership**

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### **4 Members**

- 4.1 Any individual person active or with an interest in radio communications can be a Member.
- 4.2 A corporate body or any other person who is not an individual can be a Member.
- 4.3 Membership Applications must be sent or given to the Secretary.
- 4.4 Membership must be approved by a majority of the committee
- 4.5 Any consenting person or body corporate who agrees with the objects of the Association can, subject to the Committee's approval, become a Member of the Association by application in writing and upon payment of fee (if any) set by the Committee.
- 4.6 The Committee shall keep an up to date register of Members containing each Member's:
  - 4.6.1 full name;
  - 4.6.2 physical and/or electronic address;
  - 4.6.3 phone number;
  - 4.6.4 date they became a Member; and
  - 4.6.5 levies paid (if any).
- 4.7 For any Member who has ceased to be a Member within the previous seven (7) years, the name of the Member and date on which they ceased to be a Member and any other information required by the Committee or by the Act shall be kept by the Committee.

### **5 Meetings of Members**

- 5.1 Members' Meetings may be conducted in person and/or by telephone conference, video conference or any similar means of electronic, audio or audio-visual communication, provided that the Members can hear each other well enough to follow the discussion throughout the meeting. Members present in accordance with this clause are eligible to vote and will be counted towards a Quorum.
- 5.2 A Member's Meeting may be called at any time by:

- 5.2.1 the Committee by resolution;
- 5.2.2 in accordance with clause 13.3; or
- 5.2.3 a written request signed by at least five (5) of the Members and delivered to the Committee.

#### Notice of meetings

- 5.3 Every Member must be sent written notice of each meeting of Members.
- 5.4 The notice must be sent at least 20 Working Days before the meeting and must include details of any motions.

#### Contents of notice

- 5.5 Each notice must include:
  - 5.5.1 date, time and place of the meeting;
  - 5.5.2 an agenda for the meeting; and
  - 5.5.3 the text for any special resolution to be put to the meeting.

#### Omission to send notice

- 5.6 The accidental omission to give a notice of a meeting to, or the non-receipt of a notice of a meeting by, any Member will not invalidate the proceedings at that meeting.

#### Chairperson

- 5.8 The Chairperson will chair all meetings of Members.
- 5.9 If the Chairperson is not present within 15 minutes of the start time, the Deputy Chairperson will chair the meeting.
- 5.10 If neither the Chairperson nor the Deputy Chairperson is present at the meeting within 15 minutes of the start time, those present may elect a Chairperson for that meeting.
- 5.11 The Chairperson is elected directly after the Annual General Meeting by the new committee, at a special meeting of this new committee. The appointment of Vice Chair, Treasurer and Secretary is also nominated on and voted in at this meeting.
- 5.12 Notice to members is announced at the evening's annual dinner and shortly after in a newsletter to all Members.

#### Quorum

- 5.13 Subject to the rest of this clause no business may be transacted at a meeting of Members if a Quorum for Members' Meetings is not present.
- 5.14 If a quorum is not present within 30 minutes of the start time for the meeting, the meeting may be adjourned to a time within 4 hours of the original start time, or alternatively to a date (at least 5 Working Days later) and at a time and place fixed by those Members who are present.

#### Adjournments

- 5.15 The Chairperson may adjourn a meeting of Members from time to time and from place to place, but no business can be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 5.16 The Chairperson must adjourn the meeting as above if directed to do so by the meeting.

#### Voting

- 5.17 Voting at each meeting of Members will be by:
- 5.17.1 voting by voice; or
  - 5.17.2 voting by show of hands, or
  - 5.17.3 voting by ballot,
  - 5.17.4 The Chairperson will decide which method is used but must comply with any request for voting by a show of hands made by a Member entitled to vote. The Chairperson will also decide which method is used for those present in accordance with clause 5.1.
- 5.18 In case of equal voting results, the Chairperson shall have a casting vote in favour of the status quo and the matter shall be put on the agenda of the next meeting.
- 5.19 A declaration by the Chairperson of a meeting that a resolution is carried by the necessary majority is conclusive evidence of that fact. If the voting is by ballot, there will a unanimous declaration by the Chairperson and Secretary after independent counting of the ballot papers.
- 5.20 Subject to these Rules, every financial Member present has 1 vote. Ref clause 19.1 Definitions and Interpretations.

#### Decisions

- 5.21 All decisions of Members' Meetings will be made by a majority of the votes of those Members present and entitled to vote unless these Rules provide otherwise.

#### Proxies

- 5.22 A Member may appoint a proxy to vote on behalf of the Member at a meeting of Members.
- 5.23 The appointment must be in writing and received by the Secretary at least 24 hours before the start time for the meeting.
- 5.24 The appointment may require the proxy to vote in the manner specified in the appointment.
- 5.25 A Member will be deemed to be present at a meeting of Members if his or her properly appointed proxy is present and will be counted towards a Quorum.

#### Postal ballot

- 5.26 The Committee may seek any resolution of Members by Postal ballot in conjunction with an in person meeting.
- 5.27 Members voting by Postal ballot will be counted towards a Quorum.
- 5.28 The Committee must make sure that Members are fully informed of all relevant issues relating to a Postal ballot.

- 5.29 The Committee may otherwise decide how to conduct a Postal ballot.

#### Minutes

- 5.30 Minutes must be kept of all proceedings at all Members' Meetings.
- 5.31 Minutes must be signed by the Chairperson after they have been passed as a true and accurate reading of the meeting.
- 5.32 Other proceedings
- 5.33 Except as provided in these Rules and any regulations made under these Rules each meeting of Members may regulate its own procedure.
- 5.34 Procedural omissions
- 5.35 The inadvertent omission of any procedural requirement for any Members' Meeting will not invalidate the proceedings at that meeting.

## **6 Annual Meeting**

- 6.1 An annual meeting of Members should be held every year (the "Annual Meeting") in the Annual Meeting Month.
- 6.2 The following business will be considered at the Annual Meeting:
- 6.2.1 Receipt from the Committee of a report, balance sheet and statement of accounts for the preceding year.
- 6.2.2 The election of the Committee.
- 6.2.3 Consideration of the Membership Fee for the coming year and recommendation to the incoming committee
- 6.2.4 Consideration of any proposed special resolution of Members which must have been received by the Secretary in writing at least 20 Working Days before the date of the meeting unless it is proposed by the Committee.
- 6.2.5 General business.
- 6.2.6 Notice of the disclosures, or types of disclosures, made under section 63 of the Act (disclosure of interests) during that period (including a brief summary of the matters, or types of matters, to which those disclosures relate).
- 6.3 The Annual Meeting is to be held within 6 months after the Associations balance date and no more than 15 months after the previous AGM.

## **7 Membership Fees**

#### Amount of membership fee

- 7.1 An annual Membership Fee will be fixed from time to time by the Committee.
- 7.2 Members joining within the first 6 months of the membership year will pay the full membership fee.
- 7.3 Members joining in the last 6 months of the membership year, provided they have not been a member in 3 previous years, will receive a 50% discount on the annual membership fee for the first year.
- 7.4 Membership fees are due 30 days after invoice date.

Loss of rights

- 7.5 No person whose Entrance Fee or Membership Fee is due and not paid may vote at a meeting of Members or enjoy any of the other rights or privileges of Membership.

**8 Termination of Membership**Preliminary decision to remove member

- 8.1 The Committee may decide to consider ending the membership of any Member:
- 8.1.1 if any payment due by the Member to the Association is at least 30 days overdue; or
  - 8.1.2 if the Member fails to observe these Rules or any regulations made under these Rules; or
  - 8.1.3 if the Committee considers that the conduct of the Member has adversely affected the reputation of the Association or may do so.

Notice to member

- 8.2 The Committee must then:
- 8.2.1 Give the Member written notice of its decision and the reasons for it.
  - 8.2.2 Allow the Member a reasonable time to remedy any default which can be remedied.
  - 8.2.3 Give the Member a reasonable time and opportunity to explain his or her actions.

Member's right to explain

- 8.3 The Member may explain his or her actions:
- 8.3.1 By letter to the Committee.
  - 8.3.2 In person before the Committee either with or without a representative.
  - 8.3.3 By a representative who appears before the Committee.

Removal of member

- 8.4 The Committee may by special resolution decide to terminate the Member's membership if:
- 8.4.1 the default cannot be remedied or is not remedied within the time allowed by the Committee; and
  - 8.4.2 the Member does not offer an explanation within the time allowed; or the Committee does not accept the Member's explanation.
- 8.5 The Committee must then give written notice of termination to the Member.

Resignation of members

- 8.6 A Member may resign from the Association by giving at least 15 Working Days prior written notice to the Secretary.
- 8.7 Acceptance of a resignation will not limit the operation of the following rule.

Consequences of termination of membership

- 8.8 A person who ceases to be a Member for any reason:

- 8.8.1 will still be liable to the Association for payment of all moneys which are due for payment before his or her membership ends; and
- 8.8.2 must immediately return to the Secretary all the Association's property which is in the person's possession or control; and
- 8.8.3 must not hold himself or herself out in the future as a Member of the Association.

### **Section 3 – Committee**

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#### **9 Nominations, elections and responsibilities**

- 9.1 The Association requires a committee of at least 5 Officers and no more than 10. The majority of these officers must be members of the Association or representatives of bodies corporate who are Members of the Association. Officers must be natural persons and, prior to election or appointment, every Officer must consent in writing to becoming an Officer and certify that they are not disqualified from being elected or appointed under these Rules or section 47(3) of the Act.
- 9.2 Nominations for the Committee must be supported by two members a proposer and seconder respectively.
- 9.3 Officers are elected at the Annual General Meeting.
- 9.4 Officers are elected for a two (2) year term and must then be re-nominated in accordance with clause 9.2 and re-elected in accordance with clause 9.3.
- 9.5 Officers can continue to renew their appointment, subject to election by Members at an Annual General Meeting.
- 9.6 If an Officer should resign or otherwise become unavailable during the year, the remaining Officers can elect a replacement. This replacement Officer will remain on the Committee until the next Annual General Meeting, unless they cease to be an Officer in accordance with clause 10.
- 9.7 The Committee will be responsible for the management of the operation of and affairs of the Association.
- 9.8 If, however, a Members' Meeting gives the Committee any valid directions the Committee must exercise its powers in accordance with those directions.
- 9.9 The committee can engage, employ and dismiss servants and agents for the purposes of this Association.
- 9.10 The committee has all the powers necessary for managing, and for directing and supervising the management of, the operation and affairs of the Association.

#### **10 Removal from Committee**

- 10.1 An Officer will cease to hold the office of the Committee if the Officer:
  - 10.1.1 commits an act of bankruptcy;
  - 10.1.2 dies;
  - 10.1.3 retires or resigns as an Officer by giving prior written notice of their resignation to the Committee; or
  - 10.1.4 becomes disqualified to be an Officer of a society in accordance with the Act.
- 10.2 If an Officer is:

- 10.2.1 in the opinion of a majority of the other Officers, physically or mentally incapable of acting as an Officer; or
- 10.2.2 accused or convicted of a criminal offence which, in the opinion of a majority of the other Officers, makes their position as an Officer undesirable, then, by resolution of a majority of the other Officers, be removed as an Officer of the Association immediately (unless the resolution states otherwise).
- 10.3 If an Officer is requested to resign following a vote of not less than two-thirds (2/3) of the Members present and eligible to vote at a Members' Meeting, then that Officer shall be removed immediately.
- 10.4 Subject to clause 8, removal from the Committee as an Officer will not equate to removal as a Member of the Association.

## **11 Rules of representation**

- 11.1 A member may only represent the committee or the Association when expressly authorised or appointed to do so by the Association.
- 11.2 When a member is representing the committee or the Association the member must at all times act in the best interests of the Association.

## **12 Rules of conflict of Interest**

- 12.1 The conflict of interest rules are set out as Schedule One to the Rules and can be amended by the Committee by way of a resolution of two-thirds (2/3) of the Committee.

## **13 Committee Meetings**

### Notice of meetings

- 13.1 At least 10 Working Days prior written notice of all Committee meetings must be given to each Officer.
- 13.2 This notice requirement may, however, be waived for any Committee meeting or meetings if all the Officers agree to the waiver.

### Chairperson

- 13.3 The Chairperson will chair all Committee meetings.
- 13.4 If the Chairperson is not present within 15 minutes of the start time, the Deputy Chairperson will chair the Committee meeting.
- 13.5 If neither the Chairperson nor the Deputy Chairperson is present at the Committee meeting within 15 minutes of the start time those present may elect a chairperson for that Committee meeting.

### Quorum

- 13.6 Subject to the rest of this clause no business may be transacted at a Committee meeting if a Quorum for Committee Meetings is not present.

- 13.7 If a quorum is not present within 30 minutes of the start time for the meeting, the meeting may be adjourned to a time within 4 hours of the original start time, or alternatively to a date (at least 5 Working Days later) and at a time and place fixed by those Members who are present.

#### Adjournments

- 13.8 The Chairperson may adjourn a Committee meeting from time to time and from place to place, but no business can be transacted at any adjourned Committee meeting other than the business left unfinished at the Committee meeting from which the adjournment took place.
- 13.9 The Chairperson must adjourn the meeting as above if directed to do so by the Committee meeting.

#### Voting

- 13.10 Voting at each Committee meeting will be by:
- 13.9.1 voting by voice; or
  - 13.9.2 voting by show of hands.
- 13.10 The Chairperson will decide which method is used but must comply with any request for voting by a show of hands made by an Officer.
- 13.11 In case of equal voting results, the Chairperson shall have a casting vote in favour of the status quo and the matter shall be put on the agenda of the next meeting.
- 13.12 A declaration by the Chairperson of a Committee meeting that a resolution is carried by the necessary majority is conclusive evidence of that fact.
- 13.13 Every Officer present has 1 vote.
- 13.14 Where half (1/2) or more of the Officers present at a Committee meeting are not eligible to vote on a matter because they are interested in the matter in accordance with the Act and Schedule One of the Rules, a Members' Meeting must be called to determine the matter.

#### Decisions

- 13.15 All decisions of Committee meetings will be made by a majority of the votes of the Officers present and entitled to vote unless these Rules provide otherwise.

#### Minutes

- 13.16 Minutes must be kept of all proceedings at all Committee meetings.
- 13.17 Minutes must be signed by the Chairperson after they have been passed as a true and accurate reading of the meeting

#### Telephone conference

- 13.18 Committee meetings may be held by telephone conference call (or any similar audio or audio/visual communication) provided each of the Officers participating can at all times during the meeting hear and communicate with all of the other participating Officers.

#### Omissions

- 13.19 The inadvertent omission of any procedural requirement for any Committee meeting will not invalidate the proceedings at that meeting.

## **Section 4 – Financial**

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### **14 Funds and Accounts**

#### Funds to be banked

- 14.1 All funds received by the Association must be paid into its bank account.

#### Financial transactions

- 14.2 All expenses made from Association funds shall be pre-approved by a majority of the committee.
- 14.3 All financial transactions made from Association funds shall be authorised by 2 Financial Authorisers.

#### Investment

- 14.4 The Association may invest its funds as it thinks fit.

#### Annual accounts

- 14.5 The Committee must arrange for annual accounts of the Association to be promptly prepared in accordance with accepted accounting principles after the Balance Date each year.
- 14.6 The annual accounts for the preceding Financial Year must be submitted to each Annual Meeting.

#### Reviewer

- 14.7 The annual financial statements must be prepared by a Chartered accountant prior to the annual general meeting.

## **Section 5 – General**

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### **15 Disputes Resolution Procedures**

- 15.1 The Association's disputes resolution procedures are set out as Schedule Two of these Rules, forming part of these Rules.

### **16 Rules and Regulations**

#### Regulations

- 16.1 A Member's meeting may by special resolution make and change regulations concerning its business and the conduct of its Members.
- 16.2 The regulations must not be inconsistent with these Rules.

#### No rules

- 16.3 If anything for which there is no applicable Rule or regulation arises the matter will be decided by the Committee.
- 16.4 The Committee's decision will be final.

#### Alteration to Rules

- 16.5 These Rules may be changed by a special resolution of a meeting of Members at which at least 30% of the members are present.
- 16.6 Amendments to these Rules must be made in writing.
- 16.7 The Committee may amend the terms of these Rules by a unanimous resolution of the Committee if the amendment:
- 16.7.1 has no more than a minor effect; or
  - 16.7.2 corrects errors or makes similar technical alterations,  
PROVIDED THAT the Committee provides written notice of the amendment to every Member of the Association, with the notice stating:
    - 16.7.2.1 the text of the amendment; and
    - 16.7.2.2 the right of the Member to object to the amendment.
  - 16.7.3 If no Member objects within 20 Working Days after the date on which the notice is sent, the Committee may make the amendment.
  - 16.7.4 If a Member objects to the amendment made under clause 16.7 within 20 Working Days after the date on which the notice is sent, the Association may not make the amendment under this clause.

## **17 Registered Office and Contact Person**

#### Situation of registered office

- 17.1 The Association's Address will be its registered office.

#### Change of registered office

- 17.2 The Committee may change the Association's Address from time to time.

#### Notice of change

- 17.3 The Committee must give the Registrar of Incorporated Societies and the Members written notice of any change of the Association's Address.

#### Contact Person

- 17.4 The contact person for the Association is the secretary or such other person as determined by the Committee.

## **18 Service of Notices**

#### Service by post or delivery

- 18.1 Every notice required to be given to a Member (including an Officer) will be deemed to have been given when it is posted by pre-paid post to, or left at, the Member's last known address or place of business, in accordance with clauses 5.2, 5.3 and/or 13.1.

Personal service

- 18.2 Notices may be given to Members (including Officers) in person, in accordance with clauses 5.2, 5.3 and/or 13.1.

**19 Liquidation**Members' liquidation

- 19.1 A Members' Meeting may agree to liquidate The Association and any surplus assets (the "Resolution").
- 19.2 The Resolution must be confirmed by a 75% majority of Members to wind up The Association.
- 19.3 The Association may then be placed into liquidation.

Surplus assets

- 19.4 On liquidation the Association's surplus assets (after the discharge and payment of all of the Association's liabilities) will be paid:
- 19.4.1 to a not for profit institution having objects similar to those of the Association and chosen by the
- 19.4.2 Members (based on a 75% majority) with a recommendation from The Committee or, by the Committee, if the Members do not choose; or
- 19.4.3 if no appropriate institution can be found to a charity or charities in New Zealand chosen by the Members or, by the Committee, if the Members do not choose.
- 19.4.4 Surplus assets may not be directly or indirectly distributed to the Members.

**20 Definitions and Interpretation**Definitions

- 20.1 In these Rules:

"Act"	means the Incorporated Societies Act 2022, its regulations and any subsequent amendments.
"special resolution"	means a resolution passed by at least 75% of those persons present at a meeting and entitled to vote.
"Working Day"	means a day when registered trading banks are open for business in the province in which the Association's registered office is situated.
'Post' or 'Postal'	to include "Electronically" in all instances where written notice is required: i.e an annual general meeting, ballot vote or termination of membership appears in these Rules.

Interpretation

- 20.2 In these Rules:
- 20.2.1 a reference to a person includes any other entity or Association recognised by law and the reverse;
- 20.2.2 words referring to the singular include the plural and the reverse;
- 20.2.3 clause headings are for reference purposes only;
- 20.2.4 a reference to a statute includes:

- 20.2.4.1 all regulations under that statute; and
  - 20.2.4.2 all amendments to that statute; and
  - 20.2.4.3 any statute substituting for it which incorporates any of its provisions;
- 20.2.5 all periods of time or notice exclude the days on which they are given.

## **Schedule One: Conflicts of Interest**

We take conflicts of interest seriously. Our conflict of interest policy is modelled on the Incorporated Societies Act 2022, and sets out what Officers of our Society need to do when they are interested in a matter.

The purpose of this conflict of interest policy is to be clear in order to ensure:

- Decisions made are in the best interest of our Society when contemplating entering into a transaction, contract or arrangement that might benefit the private or personal interests of the decision maker;
- The governing group and decision makers act at all times in the best interest of our Society;
- People do not directly or indirectly receive any profit from their position;
- Any financial interest is disclosed; and
- People do not use their position to obtain information to achieve financial benefit for themselves or another close family member, friend, or for another organisation. Family includes anyone related by blood, marriage or domestic partnership.

### **1 When an Officer has interest in a matter**

A matter is our Society's performance of its activities or exercise of its powers, or a transaction made or entered into, or proposed to be entered into, by our Society.

An Officer is interested in a matter if they or one of their relatives may obtain a financial benefit from the matter. Here, relatives include the Officer's spouse, civil union partner, de facto partner, child, parent, grandparent, grandchild, sibling, nephew, niece, uncle, aunt, or first cousin.

An Officer is also interested in a matter where they have a financial interest in a person to whom the matter relates, or they are a partner, director, officer, board member, or trustee of a person who may have a financial interest in a person to whom the matter relates.

Lastly, an Officer is interested in a matter because our Constitution so provides.

However, an Officer is not interested in a matter:

- a) simply because they receive indemnity, insurance cover, remuneration, or other benefits authorised under the Incorporated Societies Act 2022; or
- b) if the Officer's interest is the same or substantially the same as the benefit or interest of all or most other Members of the Society due to their membership; or
- c) if the Officer's interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence the Officer in carrying out their responsibilities under the Incorporated Societies Act 2022 or our Constitution; or
- d) the Officer's interest is of the kind specified in our Constitution as meaning the Officer is not interested in a matter, if any such provision is made in our Constitution.

### **2 Duty of disclosure**

If an Officer is interested in a matter according to the criteria set out above, that Officer must disclose the details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified) to the Committee and in an interests register kept by the Committee. This disclosure must be made as soon as practicable after the Officer becomes aware that they are interested in the matter.

### **3 The interests register**

The Committee must keep and maintain a register of disclosures made by Officers according to their duty of disclosure set out above. An Officer of our Society may inspect the interests register at any reasonable time.

### **4 Consequences of being interested in a matter**

An Officer who is interested in a matter relating to our Society:

- a) must not vote or take part in a decision of the 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 relating to the matter and be present at the time of the decision of the Committee (unless the Committee decides otherwise).

An Officer who is prevented from voting on a matter as set out above may still be counted for the purposes of determining whether there is a quorum at any meeting at which the matter is considered.

Paragraphs (a) and (b) do not apply to an interested Officer in relation to a particular matter if all other members of the Committee who are not interested in that matter consent to the Officer acting as referred to in paragraphs (a) and (b). Despite this, if 50% or more of the Committee are prevented from voting on the matter under paragraphs (a) to (c), a Special General Meeting of our Society must be called to consider and determine the matter.

### **5 Meetings**

At the beginning of every Committee meeting, conflicts of interest will be declared that relate to the agenda items for discussion.

The minutes of meetings will record all disclosures and declarations of conflict of interest. This should include: the type of conflict of interest and who is affected, whether the conflict of interest was declared in advance (new conflicts of interest will be added to the conflict of interest register); a summary of the discussion and how it was ensured that decisions were made in the Society's best interest, including anyone that withdrew from the discussion and decision making.

### **6 Notice to Members in certain circumstances**

The Committee must, in the manner prescribed by the regulations (if any), notify the Members of our Society of any failure to comply with the duty of disclosure or the consequences of being interested in a matter, and any transactions affected, as soon as practicable after becoming aware of the failure.

Failure to comply with the duty of disclosure or consequences of being interested in a matter does not affect the validity of an act or a matter.

## **7 Avoidance of transactions**

A transaction entered into by the Society in which an Officer of the Society is interested may be avoided by the Society at any time before the expiry of three months after notice is given to Members as set out in section 6 above.

However, a transaction cannot be avoided if the Society receives fair value under it. Whether our Society receives fair value under a transaction is determined on the basis of the information known to our Society and to the interested Officer at the time the transaction is entered into. If a transaction is entered into by our Society in the ordinary course of its activities and on usual terms and conditions, our Society is presumed to receive fair value under the transaction. The person looking to uphold the transaction and who knew or ought to have known about the Officer's interest at the time the transaction was entered into needs to establish fair value. In any other case, our Society needs to establish that it did not receive fair value.

A transaction in which an Officer is interested can only be avoided on the ground of the Officer's interest and in accordance with this procedure.

The avoidance of a transaction does not affect the title or interest of a person to or in a property that the person has acquired if the property was acquired:

- a) from a person other than our Society; and
- b) for valuable consideration; and
- c) without knowledge of the circumstances of the transaction under which the person referred to in paragraph (a) acquired the property from our Society.

## **8 Application of policy in case of certain payments, indemnities given, or insurance provided**

The duty of disclosure, consequences of being interested in a matter and avoidance of transaction do not apply in relation to:

- a) a salary, wages, or other payment paid to an officer as referred to in section 24(1)(h) of the Incorporated Societies Act 2022; or
- b) an indemnity given or insurance provided in accordance with subpart 6 of the Incorporated Societies Act 2022.

## **Schedule Two: Disputes Resolution Procedures**

### **1 How a Complaint is Made**

- 1.1 A Member or Officer may make a complaint by giving to the Committee a Notice in writing that:
  - 1.1.1 states that the Member or Officer is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
  - 1.1.2 sets out the allegation to which the dispute relates and whom the allegation is against. This must be enough to ensure the Member or Officer is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.
- 1.2 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:
  - 1.2.1 states that the Society is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
  - 1.2.2 sets out the allegation to which the dispute relates. This must be detailed enough to ensure the Member or Officer is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.
- 1.3 The terms dispute and complaint are to be interpreted in accordance with section 38 of the Act.

### **2 Investigating and Determining a Dispute**

- 2.1 The Committee must, as soon as reasonably practicable after receiving or becoming aware of a complaint made in accordance with this policy, ensure that the dispute is investigated and determined.
- 2.2 In the interests of resolving disputes in a fair, efficient and effective manner, the most senior member of the Committee with no personal interest in the dispute ("the Elector") will determine how the dispute will be dealt with. This can include:
  - 2.2.1 appoint an external person to investigate and report; or
  - 2.2.2 with the consent of all parties to a complaint, initiate a mediation between the parties and appoint an appropriate mediator; or
  - 2.2.3 appoint an external person to investigate and make a decision; or
  - 2.2.4 appoint an appropriate arbitrator to determine the dispute under the Arbitration Act 1996, including schedules 1 and 2.
- 2.3 Despite clause 2.2, the Elector may, without hearing from any person, decide not to proceed further with a complaint if:
  - 2.3.1 the complaint is trivial; or
  - 2.3.2 the complaint does not appear to disclose or involve any allegation of the following kind:

- 2.3.2.1 that a Member or an Officer has engaged in material misconduct;
- 2.3.2.2 that a Member, an Officer, or the Society has materially breached, or is likely to materially breach, a duty under the Society's constitution or the Act; or
- 2.3.2.3 that a Member's rights or interests or a Member's rights or interests generally have been materially damaged; or
- 2.3.3 the complaint appears to be without foundation or there is no apparent evidence to support it; or
- 2.3.4 the person who makes the complaint has an insignificant interest in the matter; or
- 2.3.5 the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the Constitution; or
- 2.3.6 there has been an undue delay in making the complaint.
- 2.4 While not binding on the Elector, the Society agrees that the following categories of disputes should be resolved as follows:
  - 2.4.1 where the dispute involves issues of personal animosity or where relationships within the Society have broken down, the dispute should go to mediation;
  - 2.4.2 where the dispute concerns interpretation of the Society's Constitution or the Society's statutory obligations, an independent lawyer should be appointed to investigate and provide a report;
  - 2.4.3 where the dispute concerns matters about the financial operations of the Society, an external person with accounting skills should be appointed to investigate and provide a report; and
  - 2.4.4 where the dispute concerns operational matters, an external person should be appointed to investigate and provide a report.
- 2.5 Before making a decision under clause 2.2, the Elector may request further information from the Committee, the complainant and/or any person who is the subject of the complaint.
- 2.6 Where an external party is appointed to provide a report, that report should be provided to the Committee, the complainant and any person who is the subject of the complaint ("the parties"). After reviewing the report, the parties will then meet to discuss whether:
  - 2.6.1 the Society will take any steps in light of the report-writer's findings; and
  - 2.6.2 the parties agree that those steps (if any) will resolve the dispute.
- 2.7 If the Elector initiates the steps under clause 2.2.1 or 2.2.2 and that is insufficient to resolve the matter, the Elector may then initiate any of the other options under clause 2.2.

- 2.7.1 A person may not act as a decision maker in relation to a complaint if the majority of Officers of the Committee consider that there are reasonable grounds to believe that that person may not be impartial or able to consider the matter without a predetermined view.
- 2.8 An external person appointed under clause 2.2.1 or 2.2.3 may, inter alia:
  - 2.8.1 call for written submissions from all relevant parties;
  - 2.8.2 call for specific evidence from the Society or any relevant party; and/or
  - 2.8.3 prepare an interim report and circulate it to the relevant parties for their comments.
- 2.9 In addition to the powers under clause 2.7, an external person appointed under clause 2.2.3 may also determine whether to hold an oral hearing involving all relevant parties and (if so) determine whether those parties can be represented by a lawyer.
- 2.10 A decision reached by an external person appointed under 2.2.3 will not be subject to an appeal to or a review by the courts of New Zealand.

### **3 Person Who Makes a Complaint Has a Right to be Heard**

- 3.1 A Member or Officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined, subject to clause 2.3.
- 3.2 If the Society makes a complaint:
  - 3.2.1 the Society has a right to be heard before the complaint is resolved or any outcome is determined; and
  - 3.2.2 an Officer may exercise the right on behalf of the Society.
- 3.3 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:
  - 3.3.1 they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
  - 3.3.2 their written statement or submissions (if any) are considered by the decision maker.

### **4 Person Who is Subject of a Complaint has a Right to be Heard**

- 4.1 Clauses 4.2 and 4.3 applies if the complaint involves an allegation that a Member, an Officer, or the Society (the “respondent”):
  - 4.1.1 has engaged in misconduct; or
  - 4.1.2 has breached, or is likely to breach, a duty under the Society’s Constitution or the Act; or
  - 4.1.3 has damaged the rights or interests of a Member or the rights or interests of Members generally.
- 4.2 The respondent has a right to be heard before the complaint is resolved or any outcome is determined. If the respondent is the society, an Officer may exercise the right on behalf of the Society.

- 4.3 Without limiting the manner in which a respondent may be given a right to be heard, the respondent must be taken to have been given the right to be heard if:
- 4.3.1 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
  - 4.3.2 the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
  - 4.3.3 an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
  - 4.3.4 an oral hearing (if any) is held before the decision maker; and
  - 4.3.5 the respondent's written statement or submissions (if any) is considered by the decision maker.