

Constitution of Age Concern Wairarapa Incorporated

He Manaakitanga Kaumatua ki Wairarapa

Adopted at the Special General Meeting on 22nd April 2025

1. Name

- 1.1 The name of this Society is Age Concern Wairarapa Incorporated (**ACW**).
- 1.2 It is also known by its te reo Māori name – He Manaakitanga Kaumatua ki Wairarapa

2. Charitable Status

The Society is, and will remain following adoption of this Constitution, registered as a charitable entity under the Charities Act 2005.

3. Defined Terms and Interpretations – in this Constitution

3.1 Definitions:

Act means the Incorporated Societies Act 2022 (and any statutory modification or re-enactment) and including any attending regulations made.

ACW means the Society of Age Concern Wairarapa Incorporated

AGM or **Annual General Meeting** means an annual general meeting of Members.

Annual Financial Statements means the annual financial statements of the Society prepared in accordance with the Act.

Approved Signatories means the signatories to the Society's bank account[s] as defined in clause 16.

Principal Officer/s means the person/s elected to the positions within the Board, or any relevant persons as defined in clause 14

Board means the Committee of the Society as set out in the Act and described in clause 14

Board Member means a member of the Board.

Constitution means this Constitution.

Financial Interest has the meaning provided in clause 19

Financial Year means 1 July in any one year to 30 June in the following year or such other period as the Board may determine.

General Meeting means the AGM or any Special General Meeting or any general meeting.

Member means a member of the Society as defined in clause 9

Members Register means the register of Members to be kept as defined in clause 12

Officers of the Society are all the Board Members, as defined by the Act

Older People includes persons generally, but not exclusively, aged sixty years [60] and over, who in the opinion of the Society warrants consideration or support by virtue of the Purposes of this Constitution.

Notice to Members includes any notice by post, courier, email or other approved electronic means.

Register means the register of members as required under the Act.

Registrar means the Registrar of Incorporated Societies under the Act.

Society means this Society, Age Concern Wairarapa Incorporated.

Special General Meeting means a meeting of members called for a specific purpose.

Subscription Year means the year 1 January to 31 December in the same year, being the annual term of membership as defined in clause 10.

3.2 Interpretations:

In the Constitution, unless the context otherwise requires:

- **the headings** appear as a matter of convenience and are not to affect the construction of the Constitution;
- in the absence of an express indication to the contrary, references to **clauses** are to clauses of the Constitution;
- a reference to any **statute, statutory regulation or other statutory instrument** includes the statute, statutory regulation or instrument as from time to time amended or re-enacted or substituted;
- the **singular includes the plural** and vice versa and one gender includes the other genders;
- another grammatical form of a defined word or expression has a corresponding meaning;
- the words “**written**” and “**writing**” include emails and other electronic communications and any other means of communication resulting in permanent visible reproduction;
- the word “**person**” includes any association of persons whether corporate or unincorporate, and any state or government or department or agency thereof, whether or not having separate legal personality;
- the words “**day**” and “**days**” mean calendar days; and
- words or expressions defined in the Act have the same meaning where they are used in the Constitution.

4. Purpose of the Society

4.1 The Purpose of the Society is to act for charitable purposes to benefit the community in Wairarapa, Aotearoa New Zealand, by working to promote, support and enhance the quality of life, dignity, health, well-being and interests of Older People in Wairarapa, Aotearoa New Zealand.

4.1.1 The Society may provide (but not be restricted to) services, activities and events that enable:

- ageing well and actively,
- social connections,
- safety and choice,
- enhanced knowledge and information,
- access to appropriate services,
- advocacy.

4.1.2 The Society will endeavour to ensure that its work in promoting the Purpose is consistent with honouring the Treaty of Waitangi.

4.2 The Society aims to achieve the Purpose by:

- a. cooperating with other organisations having a similar Purpose; and
- b. doing all such things as are incidental or conducive to the attainment and furtherance of the Purpose and any other charitable purposes under New Zealand law, which the Society deems desirable.

5. Restrictions on the Society's Powers

The Society shall not be carried on for the financial gain of any of its Members. This does not apply to a situation where the Society purchases or engages a member to provide goods and/or services where appropriate and due diligence has been exercised.

6. Registered Office

The registered office of the Society shall be situated at such place as determined by the Board, generally being at the Society's primary place of business. The Registrar will be notified of any change of office within fourteen [14] days of any change.

7. Contact Person

The Board shall appoint a Board member to the position of contact person and must ensure, for the purposes of the Act, that Age Concern Wairarapa has a contact person at all times. The contact person shall be the person whom the Registrar can contact when required. The Registrar will be notified within fourteen [14] days of any change in the contact person.

8. Patron of the Society

The AGM, on the recommendation of the Board, may from time to time appoint a Patron. The Patron shall hold office for a period of one year at the conclusion of which he/she may be re-appointed by the AGM. The Patron may attend any General meeting or Board meeting but has no voting rights. Speaking rights may be accorded to the Patron at the discretion of the Chair of the meeting.

9. Membership of the Society

9.1 **(a) Eligibility:** membership of the Society shall be open to all persons over the age of 18 years and domiciled in the Wairarapa, and body corporate organisations, subject to clauses 9.2 to 9.6. Persons and body corporates may be Members of the Society at the discretion of the Board or as delegated by the Board.

(b) Employees: employees of the Society shall not be members of the Society.

9.2 Membership of the Society will comprise four categories –

- a) Individual** – any person aged 18 years and over may apply for Individual membership. Individual members will be levied an annual subscription and will have full speaking and voting rights at all general meetings of the Society, subject to their subscription being fully paid at the time of the meeting.
- b) Corporate** – any registered company, charitable trust or incorporated society may apply for Corporate membership. The body corporate applying for membership will nominate its representative who shall fulfil the membership role for the ensuing Subscription year at the time of acceptance. A Corporate member may nominate a replacement representative during the course of a Subscription year at the discretion of the Board, such discretion not being unreasonably withheld. Corporate members will be levied an annual subscription. Corporate members' representatives may attend all general meetings and will enjoy speaking and voting rights as if an Individual member (being one vote per Corporate member) subject to their subscription being fully paid at the time of the meeting.
- c) Honorary** – the Board may grant Honorary membership to an individual in special or unusual circumstances. Honorary members are not levied a subscription and may attend all general meetings of the Society with speaking rights but without voting rights. Honorary members will provide written consent to being granted Honorary membership.
- d) Life** – the Board may present a recommendation for Life Membership, to be awarded to an Individual member, to the AGM. The AGM will consider the recommendation and approve it subject to 75% of those members present voting in favour of the recommendation. Life

Members will not be levied a subscription and have full speaking and voting rights at all general meetings of the Society. Life members will provide written consent to being granted Life membership.

9.3 Membership Term – with the exception of Life Members (clause 9.2 d) all members retain membership for a period of one year, being the Subscription year as defined in clause 10.1, subject to having paid the applicable annual subscription. Life members' membership commences at the AGM where such membership is conferred

9.4 Membership Application –

- a) Individual and Corporate Membership – applications must be made on the Society's Application Form in writing and delivered to the Secretary of the Society. Such application by the applicant, or a person acting under the applicant's express or implied authority in accordance with this clause will be considered the applicant's written consent to becoming a member. Applicants must pay the requisite subscription applicable to the class of membership applied for at the time of making the application. The application will not be considered for approval without verification of such payment. Applicants will be advised in writing of the outcome of their application.
- b) Honorary members and Life members are required to sign a Consent form at the time of accepting such membership.

9.5 Acceptance of Membership Application: The Board may, in their sole discretion, determine the acceptability of any application

9.6 Decision Final: Decisions of the Board in relation to Membership are final and cannot be challenged or appealed. Applicants are, however, permitted to re-apply from time to time.

10. Subscriptions

10.1 Subscription Year: the subscription year shall commence on 1 January each calendar year and shall finish on 31 December of that same year. Subscriptions are set as annual subscriptions and are not pro-rata'd.

10.2 Annual subscription: the membership subscriptions shall be set annually by the Board one [1] calendar month prior to the commencement of the Subscription Year and shall be payable by applicable Members within three [3] calendar months of the date of the commencement of the Subscription Year as defined in clause 10.1 assuming a renewal of membership from the prior Subscription year.

10.3 New members: joining during the Subscription Year are required to pay the full subscription at the time of applying for membership. If joining in November/December of any year the subscription paid at that time will be deemed as payment for the subscription due for the ensuing Subscription Year.

10.4 Unfinancial Member: A Member will be deemed unfinancial if the annual subscription is not paid within three [3] months of the annual subscription falling due and shall be deemed to no longer be a member and shall not be entitled to attend any General Meetings or receive any other benefits of membership.

11. Members' Obligations and Rights

11.1 All Members will comply with the obligations of this Constitution and shall promote the interests and purposes of ACW – and in terms of these obligations generally but not exclusively will do nothing to bring the Society into disrepute.

11.2 All Members are entitled to attend General meetings in accordance with the provisions of clause 22.

- 11.3** All Members may seek and be provided with any personal information held by ACW in that member's name.

12. Register of Members

12.1 The Society shall keep a Register of Members containing the names, residential addresses and phone numbers of its Members, the category of membership, and the date of admission to membership in accordance with the Act.

12.2 If a Member's details change, that Member will promptly provide its new details to the Secretary, who must then update the Member's Register within fourteen [14] days.

13. Termination of Membership

13.1 Resignation: a Member may resign from the Society by giving to the Secretary written notice of their resignation, the resignation becoming effective immediately.

13.2 Death: a Member ceases to be a Member on the occurrence of their death at which time no membership benefits shall accrue to the Estate of the deceased member.

13.3 Overdue membership fee: in accordance with clause 10.4 any member with an outstanding subscription three months from the commencement of the subscription year will be deemed to no longer be a member. Such members may re-apply for membership in accordance with clause 9.

13.4 Honorary Members: An Honorary Member's membership expires on termination of the applicable Subscription year (but may be renewed if the Board so determines).

13.5 Disrepute: If, in the opinion of the Board, the Member has brought the Society into disrepute (including, but not limited to, the policies and activities of a Member being inconsistent with or not promoting the Purpose of this Society, the provisions of this Constitution or the Membership Standards), the Board may give written notice to that Member, in accordance with the provisions of Appendix 1 which may result in termination of membership.

13.6 Obligations once membership has ceased: A Member who has ceased to be a Member under this Constitution remains liable to pay all outstanding debts owed to the Society, and where applicable will return to the Society any property including confidential documents, the rightful ownership of which lies with the Society.

14. The Board

14.1 Board: the Society shall be governed by a Board of no less than three and no more than nine members in accordance with clause 14.5. All Board Members will be deemed to be Officers as defined by the Act.

14.2 Powers: the Board has all the powers necessary for governing, managing, and for directing and supervising the management of, the operation and affairs of the Society, subject to such modifications, exceptions, or limitations as are contained in the Act or in this Constitution.

- a) The Board may delegate to a manager who will be appointed by the Board all the usual responsibilities and authorities as determined by the Board for the management of the day-to-day operations of the Society in accordance with this Constitution,
- b) Delegation to a manager does not remove the ultimate responsibility and accountability of the Board for adherence to this Constitution and compliance with the legislation of Aotearoa New Zealand that determines/governs the decision making of the Society whether at Board level or management level.

14.3 Functions: the Board's functions are to govern, manage, direct or supervise the operation and affairs of the Society, including:

- a) carrying out the Purposes of the Society, and using money or other assets or other legitimate resources to do that;

- b.) controlling and managing the Society's financial affairs, including meeting the Board's record keeping and reporting obligations under the Act;
- c.) delegating powers and duties of the Board, where necessary or desirable;
- d.) ensuring that the Constitution is available to Members;
- e.) deciding the time and location of meetings;
- f.) setting the agenda for general meetings of members;
- g.) maintain professional performance and accountability of a Manager employed by the Society to perform the services, operations and activities in accordance with this Constitution and its Purposes.

14.4 Requirements of Board Members: every Board Member must be a natural person who:

- a) consents in writing to be a Board member of the Society; and
- b) certifies that they are not disqualified from being elected or appointed or otherwise holding office as an Officer or Board member under section 47(3) of the Act or section 36B of the Charities Act 2005.

14.5 Composition of the Board

- a) The Board shall comprise no fewer than three [3] and no more than nine [9] persons, who are not precluded by any relevant legislation from being a Board Member, and will include a Chair, Deputy Chair, Secretary, and Treasurer (who shall be Principal Officers of the Society as referred to in clause 15), and up to a further five [5] Board members. The roles of Secretary and Treasurer may be held by one person.
- b) Board Members must be made up of either or both of Individual Members and the nominated representatives of Corporate members. Where a Corporate member is elected to the Board and subsequently has their nomination as a corporate member nominated representative withdrawn by the corporate body they represent that person will automatically default their role as a Board member. In such circumstances the Board will treat the position as a casual Board vacancy (clause 14.10) and act accordingly.
- c) Honorary and Life members shall not be elected as Board members.

14.6 Election of Board Members

- a) Individual and Corporate members only may be elected to the Board. No Member may be elected as a Board Member unless:
 - [i] that member has been nominated in writing on the requisite Nomination Form provided to the Secretary by a current Individual or Corporate Member who will be entitled to attend and vote at the AGM, and that nominated person has given his or her written consent to such nomination and confirmed that they are not disqualified from the role,
 - [ii] that Member is a current financial member of the Society.
- b) The closing date for nominations is twenty-eight [28] days prior to the date of the AGM.
- c) If nominations received do not exceed the available vacancies for Board Member positions, the persons so nominated shall be declared elected at the AGM.
- d) If nominations exceed the available vacancies for Board Member positions an election by ballot shall take place with the Nominees receiving the most votes being declared elected. Should there be a deadlock then a second ballot shall take place restricted to those affected by the deadlock. Where a deadlock occurs at the second Ballot the election shall be decided by lot as conducted by the Chair.

e) Scrutineers will be appointed by the Chair to determine the results of any ballots conducted prior to the ballots being undertaken.

f) Should not all vacancies be filled at the AGM the remaining vacancies shall be treated as Casual Vacancies in accordance with clause 14.10.

g) Board members are elected at the AGM on a rotation basis as set out in Clause 14.7.

14.7 Term

a) Board Members (including Principal Officers) shall each be elected for a term of three years with three Board Member positions becoming vacant annually on a rotating basis,

b) Board members may be re-elected for a cumulative continuous period of nine years (three terms) after which they become ineligible for re-election as a Board member for a period of three years,

Transition provision - On adoption of this Constitution the existing Board members will determine by ballot that three (or proportionate number) of their number will have their existing one year terms extended by two years, three Board members extended by one year, and three Board members whose terms will expire as per their current status, i.e at the next AGM. When these positions become vacant and available for election then each Board member position will be elected for a three year term in accordance with clause 14.6.

14.8 Removal: a Board Member, may be removed either by a majority resolution of the Board or by a majority resolution of the Members passed at a General Meeting.

14.9 Ceasing to Hold Office: any Board Member shall be deemed to vacate office immediately if that Board Member resigns (by notice in writing to the Board), is removed, dies, or otherwise vacates office in accordance with section 50(1) of the Act.

If a Board Member is absent for three consecutive Board meetings without due cause and notification to the Secretary that Board member may be deemed by the Board to have vacated their position as a Board Member should circumstances prevail that supports such vacation.

14.10 Casual Vacancy: Where the number of Board Members does not reach the maximum of [9] nine persons, or where a Board Member resigns from office before the end of their term, or is removed from office in accordance with clauses 14.8 or 14.9, or otherwise ceases to be a Board Member, then the remaining Board Members, may, by majority resolution appoint another current Individual member or Corporate member to hold the vacated position for the remainder of the term of the vacant position. Such appointees must meet the requirement of clause 14.4 at the time of appointment.

15 Duties of Principal Officers of the Society

15.1 Duties of Chair: The Chair shall:

a) preside over AGMs and Special General Meetings and meetings of the Board

b) on behalf of the Board provide an annual report on the operations of the Society to present to the Members at the AGM outlining the Society's activities since the previous AGM; and

c) ensure the affairs of the Society are properly conducted, including,

d) at the discretion of the Board, oversee and manage the general performance of the Manager of the Society. The Board may appoint another Board member to fulfil this function.

15.2 Casting Vote: The Chair will have a casting vote on any issue on any matter put to the Board for resolution. The Chair is not obligated to use the casting vote.

15.3 Deputy Chair: In the event that the Chair is absent from a Board Meeting or AGM, or absents him/herself from the role for any reasonable reason or for any length of time the Deputy Chair will take on the role of the Chair during such absence. The Deputy Chair will have the same responsibilities and powers as the Chair when filling the role of the Chair. In the absence of both the Chair and Deputy Chair the Board members present shall appoint one of their number to chair the meeting, with that person having the same responsibilities and powers as the Chair when filling the role.

15.4 Duties of Secretary: The Secretary shall:

- a) prepare and maintain a record of the agenda and minutes of all Board Meetings AGMs and SGMs and shall circulate these to those members entitled to receive them;
- b) maintain a Register of Members in accordance with the Act;
- c) receive and reply to correspondence on behalf of the Society as appropriate; and
- d) file or cause to be filed all required documents with the Registrar and Charities Services.

15.5 Duties of Treasurer: The Treasurer shall:

- a) be responsible for overseeing the accounting records and financial management of the Society;
- b) prepare, or cause to be prepared, the audited Annual Financial Statements and present them to the Society at each AGM for approval;
- c) provide financial information (including the Annual Financial Statements) to the Board and as appropriate the Members upon request, in accordance with clause 11.3;
- d) be responsible for the receipt and deposit of funds; and
- e) be responsible for the payment of bills of the Society in accordance with this Constitution.

15.6 Principal Officer Vacancy: Should any office of Chair, Deputy Chair, Secretary or Treasurer become vacant, the position will be filled by the Board, either from its number or by appointment, in accordance with clause 14.10. Such appointments shall continue for the duration of the term of the person whom has created the vacancy.

15.7 Delegation by Principal Officers: Where a Manager is employed by the Society the Secretary and the Treasurer may delegate, subject to Board endorsement, to the Manager some of the Duties specified in clauses 15.4 and 15.5. When such delegation occurs the Secretary and Treasurer retain the responsibility to oversee the performance and records of the duties that have been delegated, and provide direction when appropriate.

16 Control and Management of Finances, Auditor and Annual Return

16.1 Use of and control over Society's Funds

- (a) Any income, benefit or advantage must be used to advance the charitable Purpose of the Society as the Board decides.
- (b) Payments made by the Society should be approved by the Board prior to actual payment, subject to exceptions that may be approved by the Treasurer (or another authorised officer) in special circumstances. Such approvals will be ratified at the next Board meeting.
- (c) Generally all payments to creditors will be made in accordance with general commercial practice. Payments will be effected from a bank account in the Society's name and authorised by two of the four Approved Signatories (clause 16.1.(d) and (e)).

d.) The Board shall at the first meeting following the AGM approve the two Board member signatories to operate the Society's bank accounts for the ensuing year.

(e) The four Approved signatories to the bank accounts held in the name of the Society will be the Treasurer, two other Board members appointed by the Board at the first Board meeting following each AGM, and the Manager. Should a Manager not be employed a third Board member is to be appointed.

16.2 Accounting records: The Board must ensure that at all times accounting records are kept to current professional accounting standards in accordance with and as required by the Act.

16.3 Financial reporting: The Board shall ensure that annual financial statements are prepared and registered in accordance with the Act and all other regulatory requirements. The Treasurer (or the Manager when such delegation occurs) will present a monthly management financial summary of the financial performance of the Society to the Board.

16.4 Auditor: If required by the Act or any other pertinent legislation, or required by the Board or the Members, the Society shall have an auditor and at each AGM the members shall approve the appointment of the auditor, or shall agree that a decision for the appropriate appointment for the following financial year be assigned to the Board.

16.5 Annual Returns: The Board shall ensure that an annual return is provided to the Registrar, and the Registrar of Charities Services as required.

17 Meetings of the Board

17.1 Number of meetings: The Board shall determine from time to time when and where it shall meet. The Board may convene by video conferencing or other appropriate digital means as agreed by the Board.

17.2 Quorum: A quorum of the Board shall be half of the current elected (or appointed) Board Members with fractions to be rounded up.

17.3 Majority Required: Resolutions at Board meetings, whether in person or electronically, will be passed by a simple majority, or where deadlock occurs be subject to a casting vote (clause 15.2).

17.4 Resolution in Writing: Outside of a regular Board meeting a resolution in writing agreed to by 75% of all of the Board members shall be valid and effectual as if it had been passed at a meeting of the Board properly convened and held. Any such resolution shall be ratified at the next available Board meeting.

18 Sub-Committees

18.1 Appointment: The Board may appoint sub-committees consisting of such persons (whether or not Members) and for such purposes as it thinks fit. Sub-committees will have at least one Board member as part of its number.

18.2 Procedure: Unless otherwise resolved by the Board:

a) meetings of a sub-committee may be held in person or by teleconference or by other digital or electronic means by which those participating may hear each other simultaneously;

b) the quorum of every sub-committee is half the members of the sub-committee with fractions to be rounded up;

c) the sub-committee shall have power to co-opt additional members to the extent the sub-committee resolves that it is necessary to fulfil the applicable purpose of the sub-committee's formation;

d) a sub-committee shall not have the authority to commit the Society to any obligation or financial expenditure without express written authority from the Board; and

e) a sub-committee may not delegate any of its powers or responsibilities.

18.3 Resolution in writing: A resolution in writing agreed to by all members of the sub-committee shall be valid and effectual as if it had been passed at a meeting of the sub-committee properly convened and held.

19 Conflicts of Interest:

19.1 Board members and sub-committee members are required to disclose a conflict of interest when that person has, may have, or be perceived to have, an interest (financial or otherwise) in any topic or matter being considered by ACW that may be seen as prejudicial to that person making a subjective and/or unbiased contribution to a discussion, debate or decision being considered by the Board or sub-committee.

19.2 Register of Disclosures: The Secretary will maintain a register of disclosures made by Board Members and sub-committee members in matters that are being considered by or affect the Society. The Board must present a summary at each AGM of the nature and extent of any disclosures recorded during the year (such summary does not need to disclose the identity of the Interested Party nor the details of the interest disclosed). The register of disclosures will not be open to inspection by Members or any other person.

19.2 Restrictions when Conflicts Registered: having registered a conflict of interest the Board Member or sub-committee member may have restrictions placed on them –

a) attendance at meetings may require the member to absent themselves when any matter related to their conflict of interest is being considered or,
the member may be permitted to remain in attendance and have speaking rights at the discretion of the Chair of the meeting

b) the member shall not be permitted to participate in any voting related on matters related to the conflict of interest.

20 Information

20.1 Request for information: A Member may at any time make a written request to the Society for information held by the Society, such request to specify the information sought in sufficient detail to enable it to be identified. The obligations of the Society to provide the information are set out in the Act.

20.2 Fee: The Board may, at their sole discretion, request the Member to pay a fee to cover the cost of providing the Member with the information.

21 Dispute Resolution Procedure:

If there is any dispute or complaint (each as defined in the Act) the dispute or complaint will be referred to the Complaints and Disputes Policies and Procedures process set out in Appendix 1 of the Constitution.

22 General Meetings

22.1 Attendance: A General Meeting may be held of Members at a time and place determined by the Board or by means of audio and visual, electronic or any other form of visible digital communication permitted by the Board in its discretion. A Member participating in a General Meeting by any of these methods shall be deemed to be present and in attendance.

22.2 Notice of General Meetings: The Board will give at least fourteen [14] days' notice to Members informing them of the date, time and place of a General Meeting and the business to be conducted including an agenda. The Board may propose motions for the Society to vote on which shall be notified to Members with the notice of the General Meeting. A General Meeting or related procedure undertaken pursuant to this Constitution shall not be invalidated only by an accidental omission or irregularity of form (including, but not limited to, the form of any notice or the non-receipt by any person of that notice).

22.3 Entitlement to vote: All Individual, Corporate and Life Members shall be entitled to vote at a General Meeting. Honorary Members shall not vote.

22.4 Casting of Votes: Votes may be cast by the Members present themselves. No proxy voting shall be permitted.

22.5 Voting: Resolutions put to the vote at a General Meeting shall be decided by a show of hands. Each Member present shall have one vote and the Chair of the meeting an optional casting vote. Except where otherwise provided in the Constitution, a simple majority shall pass a resolution. A poll may be demanded by the Chair of the meeting, or at least three Members present, and if so shall be taken in such a manner as the Chair directs. The passing of written resolutions in lieu of a General Meeting is not permitted.

22.6 Postponement: A General Meeting may be postponed or adjourned at the discretion of the Chair of the meeting (or by an ordinary resolution passed by Members to that effect). Notice of the resumed meeting shall be given in accordance with this Constitution. Upon the resumption no new business shall be transacted.

22.7 Quorum: No business shall be conducted at a General Meeting unless a quorum is present. A quorum is no fewer than fifteen [15] Members who are entitled to vote at the meeting and who are present. If within half an hour of the time appointed for the meeting a quorum is not present the meeting shall be adjourned. A new date shall be set by the Board for the adjourned meeting to be held no later than twenty-eight [28] days following the original meeting date. If at such new meeting date a quorum is not present within half an hour after the time appointed at the meeting, the members present shall be a quorum.

22.8 Minutes: The Secretary must ensure that minutes are taken of all General Meetings.

23 Annual General Meeting

23.1 Timing and place: Subject to the Act, the Annual General Meeting shall be held as soon as is practical but no later than four [4] months after the end of the Financial Year, and not more than fifteen [15] months after the previous AGM.

The Board will determine when and where the AGM will be held.

23.2 Business: The information to be presented at the AGM shall include:

- a.) Minutes of the previous AGM - and Matters Arising, if any,
- b.) Notice of disclosures, or types of disclosures, of interest made in the previous Financial Year pursuant to clause 19 including a brief summary of the matters or types of matters, to which those disclosures relate,
- c.) Presentation of the Annual Report of the Board on the operation and affairs of the Society during the preceding Financial Year, which shall be presented by the Chair; in the absence of the Chair the Deputy Chair: Should both be absent the Board will appoint a person to chair the AGM,
- d.) Presentation of the audited Annual Financial Statements, which shall be presented by the Treasurer; in the absence of the Treasurer the Board will appoint a person to deputise for the Treasurer,
- e.) Election of the applicable Board member positions as provided for in clause 14,
- f.) the appointment of the auditor if required as provided in clause 16.4;
- g.) deciding on any resolution which may be submitted to the meeting which is either put forward by the Board or of which notice in writing has been lodged by any Member with the Secretary not less than twenty-eight [28] days before the date of the meeting; and
- h.) any other business or matter which the Board decides to bring before the Members.

23.3 Notice of AGM: the Secretary shall give a minimum of fourteen [14] days notice in writing to all members of the date, time and place of the AGM, prior to the AGM. Notice of the meeting may be advertised through print media and electronic/digital social media at the determination of the Board on each occasion of an AGM. The Notice of the meeting will provide an Agenda for the business to be considered by the meeting including advice as to availability of copies of the Annual Report and the Annual Financial Statements and any other documents pertinent to business that is to be considered by the meeting.

24 Special General Meetings: The Board may, whenever it thinks necessary or desirable, or shall within fourteen [14] days of receiving the written request of at least fifteen [15] Members to the Board, give notice of a Special General Meeting. No business other than that stated in the notice of Special General Meeting shall be transacted. Notice to members of a Special General Meeting shall follow the process prescribed for the AGM in clause 23.3.

25 Constitution

25.1 Amendment: Subject to the Act, this Constitution may only be amended by a resolution passed by a 75% or greater majority of Members present and entitled to vote at a General Meeting of the Society and of which at least fourteen [14] days' notice has been given specifying the proposed amendment. If any such resolution is passed, then the Secretary shall file, or cause to be filed, the amendment with the Registrar in accordance with the Act.

25.2 Minor or technical amendments to the Constitution may be made by the Board in accordance with and subject to the Act, and written notice of any such amendment must be sent to every Member within fourteen [14] days after the date of the Board resolving to make the amendment.

25.3 No addition to or alteration or rescission of the Constitution shall be allowed that, in the opinion of the Board may be detrimental to the Society's charitable status.

25.4 As the Society is registered as a charity under the Charities Act 2005 any amendment shall also be notified to Charities Services as required by section 40 of that Act.

26 Decision to Liquidate or Remove from the Register:

26.1 At a General Meeting (of which, for the purposes of section 228 of the Act, notice is given in accordance with clause 23.3) the decision may be taken by resolution passed by 75% or greater majority of those present and entitled to vote to liquidate the Society, or remove it from the Incorporated Societies Register, and the Charities Services register and that decision shall be effective from the date of that resolution.

26.2 Distribution of surplus assets: If the Society is liquidated, or removed from the Register of Incorporated Societies, and the Charities Services Register no distribution shall be made to any Member, and if any property remains after the settlement of the Society's debts and liabilities, that property must be given or transferred to another organisation for a similar charitable purpose or purposes as defined in section 5(1) of the Charities Act 2005.

27 Indemnity of Officers: the Society may indemnify an Officer of the Society under section 96 of the Act, or effect insurance for an Officer under section 97 of the Act, for

a) liability (criminal liability) for a failure to comply with

[i] a duty under sections 54 to 61 (officers' duties): or

[ii] any other duty imposed on the Officer in their capacity as an Officer:

b) costs incurred by the Officer for any claim or proceeding relating to that liability

The Officers must ensure that particulars of any indemnity given to, or insurance effected for, any Officer or employee of the Society, are promptly entered into the Interests Register.

Appendix 1

Age Concern Wairarapa Incorporated (ACW) - Constitution

Complaints and Disputes Policies and Procedures

The following provide the details required as per Clause 21 in the Constitution. ACW will endeavour to ensure that all persons encompassed by the policies and procedures below are informed, or have access to them, and are treated fairly, and decisions are made using fair processes.

1. Eligibility

These policies and procedures only apply to Members, Officers and the Society (ACW). A dispute is the disagreement or conflict arising from a complaint with specific allegations.

The disagreement or conflict may be between the following: - two or more Members; one or more Members and the Society; one or more Members and one or more Officers; two or more Officers; one or more Officers and the Society; one or more Members or Officers and the Society.

2. Nature of disagreement or conflict

The disagreement or conflict relates to the following allegations

- a) a Member, an Officer, or the Society has engaged in misconduct
- b) a Member, or Officer, or the Society has breached, or is likely to breach, a duty under the Society's Constitution, or Act
- c) a Member's rights or interests have been damaged, or the rights of Members generally have been damaged.

3. How a complaint is made

A Member or an Officer may make a complaint by giving the Board (or a complaints sub-committee should that be established)) a notice in writing, or, in any way that the Board may determine as appropriate in the circumstances, such as electronically, that:

- a) states that the Member or Officer is starting procedure for resolving a dispute in accordance with this Appendix to the Society's Constitution,
- b) sets out the allegation(s) to which the dispute relates and whom the allegation(s) is or are against, and,
- c) sets out any information that is reasonably required by the Society.

The Society may make a complaint involving a Member or Officer by giving the Member or Officer a notice in writing, or, in any way that the Board may determine as appropriate in the circumstances, such as electronically, that

- a) states that the Society is starting a procedure for resolving a dispute in accordance with this Appendix to the Society's Constitution
- b) sets out the allegation(s) to which the dispute relates and the members(s) and/or Officer(s) involved

The information relating to the allegation(s) in any of the circumstances above, must be sufficiently detailed to ensure that the person or the Society, against which an allegation(s) is made is fairly advised of the allegation(s) concerning them, with sufficient details given to them to enable the preparation of a response.

4. Investigating and Determining a Dispute

All Members, including Board Members, are obliged to co-operate to resolve disputes efficiently, fairly, and effectively with the minimum disruption to the Society's services and activities.

The Society will, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its Constitution as Appended, and the Act, ensure that the dispute is investigated and determined.

The Society may –

- a) initiate informal discussion with the complainant with a view to determining whether a resolution of the complaint(s) is available,
- b) refer a complaint to a designated Officer, or sub-committee, or an external person to investigate and report, or refer the complaint to some form of arbitration,
- c) with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution service that may be appropriate and desirable in the circumstances.

5. Society may decide not to proceed further with complaint

Despite the clause above "Investigating and Determining a Dispute" the Society may decide not to proceed further with a complaint if –

- a) the complaint is trivial,
- b) the complaint does not appear to disclose or involve any allegation of the following kind:
 - [i] that a Member or an Officer has engaged in material misconduct,
 - [ii] that a member or an Officer or the Society has materially breached, or is likely to breach, a duty under the Society's Constitution (or Bylaws if appropriate), or the Incorporated Societies Act 2022
 - [iii] that a member's rights or interests, including generally, have been materially damaged
- c) the complaint appears to be without foundation or there is no apparent evidence to support it,
- d) the person who makes the complaint has an insignificant interest in the matter,
- e) the conduct, incident, event, issue giving rise to the complaint has already been investigated and dealt with under the Constitution
- f) there has been undue delay in making the complaint

6. Person or Society making the complaint has right to be heard.

A Member, or Officer, or Society making the complaint has a right to be heard before the complaint is resolved or the outcome is resolved or determined.

Where the Society is making the complaint, it may appoint an Officer or sub-committee to exercise that right on behalf of the Society.

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

- a) they have reasonable opportunity to be heard in writing or at an oral hearing (if one is held), and
- b) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing, and
- c) an oral hearing (if any) is held before the decision made,
- d) the Member's, Officer's, or Society's written statement or submissions (if any) are considered by the decision maker.

7. Person or Society subject of complaint has right to be heard

This applies if a complaint involves an allegation that the respondent whether a Member, an Officer, or the Society-

- a) has engaged in misconduct, or
- b) has breached, or is likely to breach a duty under the Society's Constitution (or Bylaws should they exist) or the Incorporated Societies Act 2022
- c) has damaged the rights or interests of a Member or Members generally.

The respondent has the right to be heard before the complaint is resolved or any outcome is determined.

If the respondent is the Society, an Officer or sub-committee of the Board may exercise that right on behalf of the Society.

Without limiting the manner in which a respondent may have been given a right to be heard, a respondent must be taken to have been given the right if –

- a) the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response,
- b) the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held), including if the decision maker considers that an oral hearing is needed to ensure an adequate hearing,
- c) the respondent's written statement or submissions (if any) are considered by the decision maker.

8. Decision Makers

A person may not act as a decision maker in relation to the complaint if two or more members of the Board or a complaints sub-committee, consider that there are reasonable grounds to believe that the person may not be –

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