

Rules of The Society for the Local Economy of Ashhurst and Pohangina, Inc. (LEAP)

NAME AND PURPOSE

1.0 Name

The name of the society is The Society for the Local Economy of Ashhurst and Pohangina, Incorporated, also known as “LEAP”, in this constitution called “the Society”.

The Society is constituted by resolution dated 5th August 2015.

2.0 Office

The registered office of the Society shall be located in the Greater Ashhurst and Pohangina Region. “Greater Ashhurst and Pohangina Region” for these purposes is defined in clause 29.1 (m).

The office may be changed by a Management Committee (hereafter "MC") decision recorded in the minutes. Notice of the change shall be made in compliance with relevant law.

3.0 Mission and Purposes

3.1 The Society's mission is to promote the sustainability, diversity, and resilience of the economy of the Greater Ashhurst and Pohangina region. In the spirit of this general mission, the Society will engage in the purposes below.

3.2 The Society will engage in any combination of the following purposes. The Society is not bound to engage in all the following, but will act within its capacity and in response to community aspirations at the direction of the governing body.

3.2.1 The Society will run projects and programmes to promote the local economy of the Greater Ashhurst and Pohangina Regionarea and to enhance this area's economic resilience. These projects may include, but are not necessarily limited to, the following:

- a. a community market;
- b. a local business directory;
- c. a local currency;
- d. a volunteer time bank.

3.2.2 The Society will serve as an umbrella organisation to provide a legal framework for and (where agreed) services to small (maximum of 30 members), self-organising, local not-for-profit organisations, possibly including the following:

- a. self-managed informal cooperatives;
- b. tool libraries;
- c. self-managed savings pools;
- d. other such groups at the sole discretion of the governing group.

Any agreements to take on such projects should include considerations of what sort of oversight is required for due diligence and the protection of the Society.

3.2.3 The Society will promote "buy local" and community-based economic solutions to do the following:

- a. enhance the economic resilience, social connectivity, and general well-being of the rural village and valley residents of the Greater Ashhurst and Pohangina area;
- b. raise awareness of how systemic biases toward global trade can harm the environment and reduce economic diversity and resilience at the local level;
- c. raise awareness of how interest-bearing debt has the systemic effect of concentrating wealth and promoting unsustainable resource use.

3.2.4 The Society will engage in other activities closely aligned with the above purposes, including activities ~~required to deliver sustainably on any of the above purposes that support the Society's ability to achieve any of the above purposes.~~

MANAGEMENT OF THE SOCIETY

4.0 Management Committee

4.1 The Society shall have a management committee ("the MC"), comprising the following persons:

- a. the Chairperson;
- b. the Secretary;
- c. the Treasurer (The Secretary and Treasurer roles may be combined);
- d. other MC Members as the Society shall decide.

4.2 Only Ordinary or Life Members of the Society may be MC Members.

- 4.3 To avoid conflicts of interest:
- a. only one person from any single household (a single residential address) may serve on the MC at any one time;
 - b. only one person (including both owners and employees) from any single for-profit business may serve on the MC at any one time;
 - c. others who wish to stand for election to the MC should judge for themselves whether their presence would create a conflict of interest or create the appearance of a conflict of interest;
 - d. where there may be a real or perceived conflict of interest on a particular matter, an MC member should declare that interest, and the MC should decide whether it is appropriate for the MC member to withdraw from discussion and/or voting on the matter.-
- 4.4 There shall be between three (3) and seven (7) MC Members.
- 4.5 The term of an MC Member is two years, subject to any limitations implied by clauses 5.1 and 5.2. Officers shall be elected on an annual basis once the MC has been decided, as indicated in clause 5.3.

5.0 Appointment of MC Members

- 5.1 At each Annual General Meeting, Ordinary and Life Members of the Society will have the opportunity to elect a minimum of three MC Members.
- 5.2 In the event that there are insufficient vacancies on the MC and insufficient voluntary resignations to satisfy clause 5.1, resignations will be decided by a random lottery (e.g. by drawing names out of a hat).
- 5.3 Once vacant positions are decided, Ordinary and Life Members may decide by majority vote:
- a. which Ordinary and Life Members to elect to any vacant positions on the MC;
 - b. whether any MC Member may have more than one title;
 - c. which members of the MC will hold office (Chairperson, Secretary, and Treasurer) until the next Annual General Meeting.
- 5.4 Using the process described in clause 5.3, Ordinary and Life Members may re-elect persons who have previously served as MC Members, including those who

have just resigned or completed their terms. They may also re-elect MC Members to Officer positions they have held previously.

6.0 Cessation of MC Membership

6.1 Persons cease to be MC Members when:

- a. they resign from the MC or from the Society by giving written Notice to the Secretary or Chairperson, subject to the allowance for electronic communication in clause 29.1 (1);
- b. they are removed by a two-thirds vote of Ordinary Members at a Society Meeting;
- c. they are removed by lottery as described in clause 5.2;
- d. their term expires; or
- e. they cease to be a Society member for whatever reason.

6.2 When a person becomes a member of the MC, they are declaring agreement that when they cease to be an MC member, they will give to the MC, within one month of cessation of MC membership, all Society documents and property that they have retained. If a person ceases to be an MC Member, that person must within one month give to the MC all Society documents and property of the Society which they have retained.

6.3 If any MC Member is absent from three (3) consecutive meetings without leave of absence, the Chairperson may declare that person's position to be vacant.

6.4 If an MC Member is absent for more than half the meetings held during any consecutive twelve months, the Chairperson may declare that person's position to be vacant.

7.0 Nomination of MC Members

7.1 Nominations for members of the MC shall be called for before or at, orally or in writing, an Annual General Meeting. Each candidate shall be proposed and seconded orally or in writing, with nominations recorded by the Secretary. Nominations, including self-nominations, are allowed from any Ordinary or Life Member.

7.2 The MC has the discretion to decide whether to close the nomination process in time to give Members 14 days written notice of who has been nominated, as described in clause 22.7 (d), or whether further nominations may be made without written notice up until or at an Annual General Meeting.

7.3 The nominee with the highest number of votes shall be appointed to the position on the MC for which they were nominated.

~~7.4 If any MC Member is absent from three (3) consecutive meetings without leave of absence, the Chairperson may declare that person's position to be vacant.~~

~~7.5 If an MC Member is absent for more than half the meetings held during any consecutive twelve months, the Chairperson may declare that person's position to be vacant.~~

7.46 If there are vacancies on the MC, the MC may either:

- a. appoint someone to fill the vacancy until the next Annual General Meeting, or
- b. leave the position vacant, so long as there remains a minimum of three (3) MC Members to maintain a quorum for all MC decisions.

8.0 Role of the MC

8.1 Subject to the rules of the Society (“The Rules”), the role of the MC is to:

- a. administer, manage, and control the Society;
- b. carry out the purposes of the Society, and use money or other assets to do that;
- c. manage the Society’s bank accounts;
- d. ensure that all Members follow the Rules;
- e. decide the application process for a person who wishes to become a Member, subject to sections 11.0, 12.0, and 13.0 of these Rules, which govern Member admissions;
- f. decide the times and dates for Meetings, and set the agenda for Meetings;
- g. decide the procedures for dealing with complaints;
- h. make regulations, so long as these do not conflict with either the Rules or the purposes of the Society.

8.2 The MC has all of the powers of the Society, unless the MC's power is limited by these Rules, or by a majority of Ordinary and Life Members at any Society meeting.

~~8.3 Decisions of the MC bind the Society, unless the MC's power is limited by these Rules or by a majority decision of the Society.~~

8.34 MC Members retain all the rights and responsibilities of Ordinary Members.

9.0 Roles of particular MC Members

9.1 The Chairperson's role is to:

- a. ensure that the Rules are followed;
- b. convene Meetings;
- c. chair Meetings, deciding who may speak and when;
- d. call for a vote to make decisions at a Meeting, deciding, when not otherwise specified by the Rules, whether that should be a majority vote of Ordinary Members and Life Members or a majority vote of MC Members;
- e. oversee the operation of the Society;
- f. give a report on the operation of the Society at each Annual General Meeting;
- g. meet the relevant legal requirements for giving notice of any alteration to the Rules;
- h. serve as the public spokesperson of the Society;
- i. supervise any staff.

9.2 The Secretary's role is to:

- a. record the minutes of Meetings;
- b. keep the Register of Members;
- c. hold the Society's records, documents, and books;
- d. receive and reply to correspondence as required by the MC;
- e. meet the relevant legal requirements for giving notice of any alteration to the Society's Registered Address and Correspondence Address;

- f. cover meeting chair in the absence of the Chairperson.
- 9.3 The Treasurer's role is to:
- a. collect and receive all payments made to the Society; these payments must be banked within ten days after the Treasurer receives them;
 - b. keep a true and accurate record in the Society's account book, so that the Society's financial situation can be clearly understood at any point in time;
 - c. give a financial report and statement of accounts (including an Income and Expenditure Account and Balance Sheet) at each Annual General Meeting, and more often if either the Executive Committee or a majority of the Society decides this in a Meeting.
 - d. comply with the relevant legal requirements for filing annual financial statements for the Society, once those statements have been approved at an Annual General Meeting.

SOCIETY MEMBERSHIP

10.0 Types of Members

10.0 A Member is either an Ordinary Member or a Life Member.

11.0 Admission, rights, and responsibilities of Ordinary Members

- 11.1 Persons ("The Applicant") may apply to become Ordinary Members of the Society if:
- a. they reside in the Greater Ashhurst and Pohangina Region ("Region"), as defined in clause 29.1 (m) of these rules; and
 - b. they are age sixteen or older.
- 11.2 Persons may apply to become Ordinary Members immediately upon or any time after establishing residence in the Greater Ashhurst and Pohangina Region, for as long as they live in the Region. However, for the purposes of the Society, persons must reside in the Region for a minimum of ninety days in any calendar year to retain Ordinary Membership.
- 11.3 The Applicant should apply to either the Secretary or the Chairperson. The MC shall vote on the application at the next MC Meeting.

11.4 An Applicant may be confirmed as a member by a majority vote. The Secretary shall then inform the Applicant of the decision and record his or her contact details in the Register of Members.

If, however, the Applicant is denied Membership, the Secretary shall inform the Applicant of the reasons in writing (“Statement of Reasons”). The Applicant may then choose whether to Appeal the decision as described in Section 14.0.

11.5 In all events, a person may reapply for Ordinary Membership after waiting a minimum of twelve months from the most recent vote denying him or her Membership.

11.6 Ordinary Members have speaking rights at all Society Meetings and MC Meetings when called on by the Chairperson.

11.7 Ordinary Members have voting rights at all Society Meetings.

11.8 Ordinary Members will not pay any joining fees, subscriptions, and levies.

11.9 Ordinary Members who tender their resignation from the Society in writing to the Secretary or the Chairperson shall be deemed to have lost any voting rights, effective from the date given, subject to the allowance for electronic communication in clause 29.1 (l).

11.10 Any Ordinary Member whose conduct may be prejudicial to the interests of the Society may be expelled by formal majority vote of the MC. The Secretary shall provide reasons for this decision in writing (“Statement of Reasons”). The decision may be appealed following the Appeal process described in Section 13.0.

11.11 All Members (including MC Members) shall promote the purposes of the Society and shall do nothing to bring the Society into disrepute.

11.12⁺ Ordinary Members who ~~move away~~cease to have residence in ~~from~~ the Greater Ashhurst and Pohangina Region shall be deemed to have resigned, unless they are admitted as a Life Member as described in section 12.0:

12.0 Admission, rights, and responsibilities of Life Members

12.1 Persons may apply to become life members of the Society if they:

- a. can demonstrate an active commitment to the Greater Ashhurst and Pohangina Region (as defined in clause 29.1 (m) of these rules) that has been ongoing for no less than the five years immediately preceding the application;
- b. are 25 or older;

- c. are active and current participants in at least one LEAP project or programme at the time of their application.
- 12.2 The Applicant should apply to either the Secretary or the Chairperson. The MC shall vote on the application at the next MC Meeting.
 - 12.3 An Applicant may be confirmed as a [Life Member](#) by a 2/3 majority vote. The Secretary shall then inform the Applicant of the decision and record his or her contact details in the Register of Members. If the Applicant is not confirmed, they have the same rights to appeal as an Applicant for Ordinary Membership, as set out in Section 11.5.
 - 12.4 Life Members will have the same rights and responsibilities as Ordinary Members, as these rights are laid out in Sections 11.6-11.10 and elsewhere in this constitution. These include voting rights at Society Meetings and rights to election on the MC.

13.0 Appeals of Membership Decisions

- 13.1 The following decisions of the MC may be appealed:
 - a. decisions to refuse Ordinary or [Life Membership](#) to an Applicant, at the discretion of the Applicant;
 - b. decisions to expel Ordinary or Life Members, at the discretion of the expelled Member.
- 13.2 If a decision is appealed, the Applicant or Member (the “Appellant”) shall be given an opportunity to respond to the MC’s Statement of Reasons for its decision, either in writing or in person, at the Appellant’s discretion (“Appellant’s Response”).
- 13.3 The MC shall consider the Appellant’s Response at the next MC meeting. No new concerns may be raised. The MC shall then decide by majority vote whether to sustain, amend, or reverse the original decision.
- 13.4 If the MC sustains its decision, the Appellant may choose to appeal that decision at a Society Meeting. In this event, both the MC’s original Statement of Reasons and any written Appellant’s Response shall be provided to the Society. If requested by either the MC or in writing by the Appellant, the Secretary shall give Members 14 days notice of this Statement of Reasons and the Appellant’s Response.
- 13.5 Ordinary and Life Members shall have the opportunity to discuss the Statement of Reasons and the Appellant’s Response at the Society Meeting, as directed by the Chairperson. The Society shall then decide by majority vote whether to sustain, amend, or reverse the MC’s decision.

14.0 The Register of Members

- 14.1 The Secretary shall keep a register of Ordinary Members and Life Members (“the Register”), which shall contain the names, addresses, and contact information of all Members, and the dates at which they became Members.
- 14.2 If a Member’s address or contact information changes, that Member shall give the new address or contact information to the Secretary.
- 14.3 Each Member shall provide such other details as the MC requires for the purposes of the Society.

~~15.0—Additional Obligations of Members~~

- ~~15.1—All Members (including MC Members) shall promote the purposes of the Society and shall do nothing to bring the Society into disrepute.~~

MONEY AND OTHER ASSETS OF THE SOCIETY

156.0 Use of Money and Other Assets

~~15.1+6.2~~ The Society may only Use Money and Other Assets if:

- a. it is for a purpose of the Society;
- b. it is not for the sole personal or individual benefit of any Member; and
- c. That Use has been approved, as decided by a vote of the MC.

~~15.2+6.3~~ No Member of the Society or any person associated with a Member shall participate in or materially influence any decision made by the Society with respect to any payment, income, benefit, or other advantage whatsoever made to or on behalf of that Member or associated person. Whenever there is a real, possible, or apparent conflict of interest, that interest must be declared and recorded in the minutes, together with any further action taken to guard against undue influence.

~~15.3+6.4~~ Any such consideration or income paid shall be reasonable and relative to that which would be paid in an arm’s length transaction (being the open market value).

176.0 Power to delegate

- 167.1 The MC may from time to time appoint any committee and may delegate any of its powers and duties to any such committee or to any person. The committee or person may without confirmation by the MC exercise or perform the delegated powers or duties in the same way and with the same effect as the MC could itself have done. This committee or person is required to advise the MC of actions and decisions taken under delegated authority.
- 167.2 Any committee or person to whom the MC has delegated powers or duties will be bound by the Rules of the Society and any terms or conditions of the delegation set by the MC.
- 167.3 The MC will be able to revoke such delegation at will, and no such delegation will prevent the exercise of any power or the performance of any duty by the MC.
- 167.4 It will not be necessary for any person who is appointed to be a member of any such committee, or to whom such a delegation is made, to be a Member of the Society.

178.0 Additional Powers

- 178.1 The Society may employ people for the purposes of the Society.
- 178.2 The Society may enter into contracts for the purposes of the Society.
- 178.3 The Society may purchase, take on, lease, exchange or hire, or otherwise acquire any real or personal property and any rights or privileges which the MC thinks necessary or proper for the purpose of attaining the objects of the Society and to sell, exchange, let, bail or lease, with or without option of purchase or, in any other manner, dispose of such property, rights or privileges.
- 178.4 The Society may invest surplus Money or Other Assets in any way permitted by law and upon such terms as the MC thinks fit. Each investment decision shall be justified by reference to the Society's purposes, and this justification shall be recorded in the minutes of an MC or Society Meeting.
- 178.5 The Society may raise money from time to time as the MC thinks fit.
- 178.6 The Society and MC may take any reasonable and lawful action to carry out the purposes of the Society.

189.0 Financial Year

~~19.1~~—The financial year of the Society begins on 1 April of every year and ends on 31 March of the next year.

1920.0 Cheques and Payments

~~1920.1~~ Any payment over 20 NZD must be authorised by the board in advance of the payment.

~~1920.2~~ All Payments must be authorised by at least two signatories, who shall be determined by the MC.

~~21.0—Appointing a Reviewer or an Auditor~~

~~21.1~~—In preparation for each Annual General Meeting, the Society will appoint a qualified independent reviewer to examine the Society's accounts.

~~— However, the Society may, by a majority vote at any Society meeting, decide to instead appoint an auditor. If a decision is made to appoint an auditor, the auditor shall audit the Society's accounts, and shall certify that they are correct.~~

~~21.2~~—The reviewer or auditor must be a previous or current member of the New Zealand Institute of Chartered Accountants, and must not be a member of the Society. If the Society appoints a reviewer or auditor who is unable to act for some reason, the MC shall appoint another reviewer or auditor as a replacement.

20.0 Appointing an Assurance Reviewer

~~20.1~~ At the conclusion of each financial year, the MC will decide whether to appoint a qualified independent reviewer to examine the Society's accounts.

~~— Because a review may be considered a misuse of resources for a small organisation, in some years, the MC may choose not to have an independent review of the accounts.~~

~~— However, the MC is advised that delaying a review means delaying feedback that might help the Society discover problems or improve internal procedures. The MC must appoint a qualified independent reviewer if any of the following conditions are met:~~

- 20.1.1 If an independent review is requested by a majority of the MC members present at any properly notified or regularly scheduled MC meeting;
 - 20.1.2 If, at the end of a financial year, the sum total of the absolute value of the Society's liabilities exceed the sum total of the Society's assets;
 - 20.1.3 If, over the course of a financial year, the net value of current assets less current liabilities has decreased by more than 1,000 NZD after excluding assets and liabilities that are associated with targeted grant funds or defined fee-for-service contracts;
 - 20.1.4 If the Society's liabilities have increased by more 1,000 NZD or by more than thirty percent (30%)—whichever is greater—over the course of a single financial year after excluding liabilities that are associated with targeted grant funds or defined fee-for-service contracts;
 - 20.1.5 If changes in New Zealand legislation require more than minor changes to the Society's financial reporting;
 - 20.1.6 If either or both the Society's annual income or the Society's annual expenditure is 50,000 NZD or greater;
 - 20.1.7 If the Society's net financial position at the end of the financial year is greater than 80,000 NZD;
 - 20.1.8 If four financial years have passed since the last review.
 - 20.2 The Society must also require an independent review of the Society's accounts under these circumstances:
 - 20.2.1 If an independent review is requested by a majority of the Society members present at any properly notified Annual General Meeting;
 - 20.2.2 If an independent review is requested by a majority of the Society members present at any properly notified Special General Meeting that includes consideration of financial review on the notified agenda.
 - 20.3 If a decision is made to appoint an independent reviewer to examine the Society's accounts, the MC may choose who they wish to appoint, however, the Society may, by a majority vote at any Society meeting, require the MC to appoint a previous or current member of the New Zealand Institute of Chartered Accountants.
- If the Society appoints a reviewer who is unable to act for some reason, the MC shall appoint another reviewer as a replacement.

CONDUCT OF MEETINGS

212.0 Society Meetings

- 212.1 A Society Meeting is either an Annual General Meeting or a Special General Meeting.
- 212.2 The Annual General Meeting shall be held once every year between 1 April and 30 November. The MC shall determine when and where the Society shall meet within those dates.
- 212.3 The quorum for a Society Meeting will be seven Ordinary or Life Members, inclusive of MC Members, subject to clause 22.4 and 22.5.
- 212.4 In the event that a quorum is not met for an Annual General Meeting, the Meeting will be adjourned for a minimum of seven days. Seven days notice must be given in advance of the rescheduled Meeting. At that point, the Annual General Meeting may proceed with or without a quorum.
- 212.5 No Special General Meeting will be held without a quorum.
- 212.6 Special General Meetings may be called by the MC. The MC must call a Special General Meeting if the Secretary receives a written request signed by a majority of the Ordinary and Life Members.
- 212.7 The Secretary shall give all Ordinary Members and Life Members at least 14 days notice of:
- a. the time and place of any Society Meeting;
 - b. the business to be conducted at any Society Meeting;
 - c. copy of the Annual Report and Statement of Accounts, if the Society Meeting is an Annual General Meeting;
 - d. if available, a list of Nominees for the MC, and information about those Nominees, as discussed in clauses 7.1 and 7.2;
 - e. notice of any Remits and the MC's recommendations about those Remits.
- 212.8 If the Secretary has sent notice to all Ordinary Members and Life Members in good faith, the Meeting and its business will not be invalidated simply because one or more Members do not receive the notice. It is the responsibility of Members to notify the Secretary of any changes in their address and contact information.

212.9 All Society Meetings shall be chaired by the Chairperson. If the Chairperson is absent, the Secretary shall chair the Society Meeting. If the Secretary is also absent, the Society shall elect another MC Member to chair that meeting. Any person chairing a Society Meeting has a casting vote, in addition to a deliberative vote.

212.10 On any given Remit at a Society Meeting, the Chairperson shall in good faith determine whether to vote by:

- a. voices;
- b. show of hands; or
- c. secret ballot.

However, if any Ordinary or Life Member demands a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot. If a secret ballot is held, the Chairperson will have a casting vote, in addition to a deliberative vote.

212.11 The business of an Annual General Meeting shall be:

- a. any minutes of the previous Society Meeting(s);
- b. the Chairperson's report on the business of the Society;
- c. the Treasurer's report on the finances of the Society, and the Statement of Accounts;
- d. election of MC Members.;
- e. remits to be considered;
- f. general business; and
- g. approval of plans for the balance of the current and next calendar years.

223.0 Special General Meetings

223.1 Special General Meetings will be called for an advertised purpose only.

223.2 Any Ordinary or Life Member may request that a Remit be voted on ("Member's Remit") at a particular Society Meeting, by giving written notice to the Secretary at least seven days before that meeting. The Member may also provide information in support of the Remit ("Member's Information"). The MC may in its absolute discretion decide whether or not the Society will vote on the Remit.

However, if the Member's Remit is signed by a majority of all Ordinary and Life Members:

- a. it must be voted on at a Society Meeting whose time and location have been agreed on by the Member; and
- b. the Secretary must give the Member's Information to all Members at least fourteen (14) days before the Society Meeting chosen by the Member.

223.3 The MC may also decide to put forward Remits for the Society to vote on ("MC Remits").

234.0 MC Meetings

234.1 The quorum for an MC Meeting will be at least three and at least half of the MC Members.

234.2 The Chairperson shall chair MC Meetings, or if the Chairperson is absent, the Secretary shall chair the MC Meeting. If the Secretary is also absent, the MC shall elect an MC Member to chair that meeting.

234.3 Decisions of the MC shall be by majority vote.

234.4 If a motion is tied, that motion will lapse.

234.5 Only MC Members present at an MC Meeting may vote at that MC Meeting.

234.6 Subject to these Rules, the MC may regulate its own practices.

OTHER

245.0 Signing of Documents

245.1 A document shall be executed on behalf of the Society if the document is signed by any one of the Chairperson, Secretary, or Treasurer, and countersigned by one other member of the MC.

256.0 Altering the Rules

256.1 The Society may alter or replace these Rules at a Society Meeting by a resolution passed by a two-thirds majority of those Ordinary and Life Members present and voting, provided there is a quorum present. If proper notice of a Remit to amend these Rules has not been given, a Remit to amend these Rules shall be carried only by a unanimous vote of the Members present, and only if proper notice of the Society Meeting has been given.

No addition to or alteration of the non profit aims, personal benefit clause or the winding up clause shall be made which affect the tax exempt status. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

256.2 Any Member's Remit to amend or replace these Rules shall be signed by a majority of Ordinary and Life Members. If the Society has fewer than thirty (30) Members, a Member's Remit to amend or replace these Rules must be signed by a minimum of two-thirds of Ordinary and Life Members.

A Member's Remit to amend the Rules must be given in writing to the Secretary at least twenty-eight (28) days before the Society Meeting at which the Remit is to be considered, and accompanied by a written explanation of the reasons for the proposal.

256.3 At least fourteen (14) days before the General Meeting at which any Rules change is to be considered the Secretary shall give to all Members written notice of the proposed Remit, the reasons for the Remit, including any reasons a Member has submitted in writing together with a Member's Remit, and any recommendations of the MC.

256.4 When a change in these Rules is approved by a Special General Meeting, the MC shall meet the legal requirements for registering the change. No changes in these Rules shall take effect until this is done.

267.0 Mediation and arbitration

267.1 Any dispute arising out of or relating to this deed may be referred to mediation, a non-binding dispute resolution process in which an independent mediator facilitates negotiation between parties. Mediation may be initiated by either party writing to the other party and identifying the dispute which is being suggested for mediation. The other party will either agree to proceed with mediation or agree to attend a preliminary meeting with the mediator to discuss whether mediation would be helpful in the circumstances. The parties will agree on a suitable person to act as mediator or will ask the Arbitrators' and Mediators' Institute of New Zealand Incorporated to appoint a mediator. The mediation will be in accordance

with the Mediation Protocol of the Arbitrators' and Mediators' Institute of New Zealand Incorporated.

267.2 The mediation shall be terminated by:

267.2.1 withdrawal of the complaint;

267.2.2 the signing of a settlement agreement by the parties; or

267.2.3 notice to the parties by the mediator, after consultation with the parties, to the effect that further efforts at mediation are no longer justified; or

267.2.4 notice by one or more parties to the mediation to the effect that further efforts at mediation are no longer justified; or

267.2.5 The expiry of sixty (60) working days from the mediator's appointment, unless the parties expressly consent to an extension of this period.

267.3 If the mediation should be terminated as provided in 27.2.3, 27.2.4, or 27.2.5, then any dispute or difference arising out of or in connection with these Rules, including any question regarding its existence, validity or termination, shall be referred to and finally resolved by arbitration in New Zealand in accordance with New Zealand law and the current Arbitration Protocol of the Arbitrators' and Mediators' Institute of New Zealand Incorporated. The arbitration shall be by one arbitrator to be agreed upon by the parties and if they should fail to agree within twenty-one (21) days, then to be appointed by the President of the Arbitrators' and Mediators' Institute of New Zealand Incorporated.

278.0 Winding up

278.1 Subject to the terms of Section 23.0 on Special General Meetings, a Remit may be made to wind up the Society. If three-quarters of those present vote to wind up, at a Special General Meeting called for this purpose, the Society shall be wound up.

278.2 If the Society is wound up:

278.2.1 the Society's debts, costs and liabilities shall be paid, and

278.2.2 surplus Money and Other Assets of the Society may be disposed of:

a. by resolution; or

b. according to the provisions in the Incorporated Societies Act 1908;

but

c. no distribution may be made to any Member.

278.3 The surplus Money and Other Assets shall be distributed as seen best with a strong preference for those operating in the Greater Ashhurst and Pohangina Region that share the Society's purposes, or to an inclusive educational institution.

289.0 Definitions

289.1 In these Rules:

- a. "Cheque" means a personal cheque or a bank cheque;
- b. "MC" means the Management Committee of the Society;
- c. "MC Meeting" means a meeting of the Management Committee;
- d. "MC Member" means any Member who is on the Management Committee;
- e. "Majority vote" means a vote made by more than half of the Ordinary Members who are present at a Meeting and who are entitled to vote and voting at that Meeting upon a resolution put to that Meeting;
- f. "Meeting" means any Annual General Meeting, any Special General Meeting, and any MC Meeting;
- g. "Money or Other Assets" means any real or personal property or any interest therein, in addition to any other agreed-upon alternative means of exchange, including barter points or complementary currencies, owned or controlled to any extent by the Society;
- h. "Payment" means any transfer of legal tender by cash, electronic transfer, bank cheque, or any other means of paying legal tender, and includes payment by personal cheque; it additionally means transfer of other agreed-upon alternative means of exchange, including barter points or complementary currencies;
- i. "Rules" means these rules, being the rules of the Society;
- j. "Society Meeting" means any Annual General Meeting, or any Special General Meeting, but not an MC Meeting;
- k. "Use Money or Other Assets" means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, Money or Other Assets;
- l. "Notice" means hand-written, printed, or electronic communication of words or a combination of these methods; Purely electronic communication may be retracted by the sender in the twenty-four hours after it is sent;
- m. "Greater Ashhurst and Pohangina Region" means the area covered by the distribution of *The Village Voice* monthly newsletter.

2930.0 Common Seal

2930.1 The MC shall provide a common seal for the Society and may from time to time replace it with a new one.

2930.2 The Secretary shall have custody of the common seal, which shall only be used by the authority of the MC. Every document to which the common seal is affixed shall be signed by the President and countersigned by the Secretary or a member of the MC.

SIGNATURE (proposed)

The Society has agreed to adopt the above Rules as per amendments agreed at the 31 July 2019 Annual General Meeting (PROPOSED).

Signed _____ Date _____

Position _____

Print name _____

Signed _____ Date _____

Position _____

Print name _____

Signed _____ Date _____

Position _____

Print name _____