

New Zealand AJS And Matchless  
Owners Register Incorporated



Constitution  
Approved 1 March 2025

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## 1. Name

The Register refers to the New Zealand AJS And Matchless Owners Register Incorporated.

## 2. Registered office

The registered office of the Register shall be at such place as the Committee decides, normally the postal address of the secretary or president.

## 3. Contact person

The contact person as required by the Act, must be at least 18 years of age and resident in New Zealand. The contact person is appointed by the Committee. Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including:

- a physical address or an electronic address, and
- a telephone number.

Any change in that contact person's name or contact details are be advised to the Registrar of Incorporated Societies within 20 working days of that change occurring.

The Register has decided to have two Contact People: the Secretary, and the President.

## 4. Interpretation and definitions

In this Constitution, unless inconsistent with the context:

"The Register" means the New Zealand AJS And Matchless Owners Register Incorporated.

"Officer" means a natural person who is:

1. a member of the committee, or
2. occupying a position in the Register that allows them to exercise significant influence over the management or administration of the Register.

"The Committee" means the Committee of the Register.

"The Rules" means these rules or any other rules of the Register at the time being in force.

"Constitution" means the rules in this document.

"The Act" means the Incorporated Societies Act 2022, its amendments and associated regulations.

"Majority vote" means a vote made by more than half of the members who are present at a meeting and who are entitled to vote, and vote at that Meeting upon a resolution put to that meeting.

"Money or Other Assets" means any real or personal property or any interest therein, owned or controlled to any extent by the Register.

"Register Meeting" means any Monthly Meeting, Annual General Meeting (AGM), or Special General Meeting (SGM), but not a Committee Meeting.

"Notice" to Members includes any notice given by email, a text message, post, courier, on the website, in the newsletter, or by a combination of these methods.

"In writing" means communication by electronic means, including email, text message, or the completion of a form.

Should any doubt arise concerning the interpretation of any rule, regulation, bylaw or policy for the time being in force, or any matter not provided by these rules, the decision of the Committee by way

of resolution recorded in its minute shall be conclusive and binding on all members of the Register until revoked at a General Meeting of members.

If at any time any matter shall arise which is not provided for in this Constitution the matter shall be decided upon by the Committee, whose decision will be final.

## 5. Objectives of the Register

- a. To foster and encourage the ownership, preservation, restoration and appreciation and use of AJS and Matchless motorcycles and other related makes or models of motorcycle approved by the Committee;
- b. To foster and encourage the skills and safety in motor cycling and to uphold and enhance a favourable and responsible image for motorcycling;
- c. To publish a newsletter relating to the activities of the Register;
- d. To maintain a register of AJS and Matchless motorbikes.

## 6. Membership

### 6.1 Application for Membership

Any person wishing to join the Register will be required to fill in the application form, available from the Membership Secretary, or the Register's website. All applications must be accompanied by the amount of the annual membership fee. By signing the application form or completing the online form, and paying the annual membership fee, the person consents to being a member.

The Committee may interview the Applicant when it considers Membership applications, and the Applicant shall supply any other information the Committee require

The Committee shall have complete discretion when it decides whether to allow the applicant to become a Member. The Committee shall advise the applicant of its decision, and that decision shall be final.

### 6.2 Membership Fee

The annual membership fee shall be fixed at the Annual General Meeting ("AGM") of the Register for the forthcoming year. Fees fall due at the start of the month following the AGM. The subscription rates of new members shall be the full annual membership fee from any date of joining the Register, or at the discretion of the Committee.

### 6.3 Obligations of Members

All Members (including Committee Members) shall promote the purposes of the Register and shall do nothing to bring the Register into disrepute.

Every Member shall provide the Membership Secretary in writing or electronically with that Member's name and contact details and promptly advise the Secretary of any changes to those details.

Members have their rights and responsibilities set out in the constitution<sup>1</sup>. A copy of the constitution is found on the Register's website.

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<sup>1</sup> Agreeing to be bound by the constitution, forms part of the membership application form.

## 6.4 Cessation of Membership

### 6.4.1 Resignation Notice

Any Member may resign by giving written notice to the Secretary.

### 6.4.2 Lapsed subscription

Any member allowing their membership fee to remain unpaid for a period of period of two newsletter cycles after subscriptions fall due, shall cease to be a member and may not participate in any Register activities.

### 6.4.3 Termination of membership following expulsion from the Register

Any member who, in the opinion of the Committee, has been guilty of conduct injurious to the good order and interests of the Register, or has infringed the Constitution, Rules, or Bylaws, may be expelled from the Register by vote of a majority of three-quarters of the Committee present at a Special Committee Meeting convened for that purpose; notice of such a meeting having been given at least fourteen days previously to the member whose conduct is in question. The member in question has the right to be present at that Committee Meeting and the right to be heard at that meeting.

See section 11 Dispute resolution for details.

## 6.5 Privacy

The Register officers shall ensure that the Register adheres to the Privacy Act 2020. No private/personal information about Register membership shall be passed on to any third party, without written permission.

## 6.6 The Register of members

The Membership Secretary shall keep a Register of Members ("the Register"), which shall contain the names, postal and email addresses, and telephone numbers of all Members, whether financial or not, and the dates at which they became members or ceased to be members.

At the commencement of the Register's financial year, the Membership Secretary will, in conjunction with the Treasurer, maintain the record of each member's status as to payment of membership fee. In the event of non-payment they will take action as for a lapsed membership.

If a member's contact details change, that member shall give the new postal or email address or telephone number to the Membership Secretary.

Each Member shall provide such other details as the Committee requires, subject to compliance with the Privacy Act 2020.

Members shall have reasonable access to their personal details as held by the Register. The records of former members will be maintained for no less than 7 years.<sup>2</sup>

## 7. The Committee

### 7.1 Number of members

The Register shall have a committee normally consisting of at least four members: the President, Secretary, Treasurer, and Membership Secretary all of whom shall be elected at the AGM of the

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<sup>2</sup> As required by the Incorporated Societies Act 2022.

Register. In the event of a vacancy occurring, replacement will be determined by a quorum of Committee Members.

Only Members of the Register may be Committee Members.

## 7.2 Term of Committee members

The term of Committee Members is three years, after which they may stand for re-election. The President may also stand for re-election following a one year stand-down period.

## 7.3 Role of the Committee

The Committee shall have the general management and control of the Register as regards to its finances, meetings and social affairs and may appoint sub-committees.

The committee shall represent the best interests of its members and shall ensure that any operation or activity of the Register shall be undertaken in the best interest of its members.

The role of the Committee is to:

- Administer, manage, and guide the affairs of the Register.
- Carry out the purposes of the Register and use money or other assets to do that.
- Manage the Register's financial affairs, including approving the annual financial statements for presentation to the members at the Annual General Meetings.
- Set accounting policies in line with generally accepted accounting practice. Delegate responsibility and co-opt members where necessary.
- Request all members follow the Rules.
- Decide the times and dates for Meetings and set the agenda for Meetings. Decide the procedures for dealing with complaints.
- Make recommendations on membership fees, including subscriptions and levies, to be decided by the members at the AGM.
- Make regulations.
- Ensure the constitution is up-to-date.

The Committee has all the powers of the Register unless the Committee's power is limited by this Constitution, or by a majority decision of the Register.

All decisions of the Committee shall be by a majority vote. In the event of an equal vote, the President shall have a casting vote, that is, a second vote.

Decisions of the Committee bind the Register unless the Committee's power is limited by this Constitution or by a majority decision of the Register at a Register Meeting.

The Committee may make and amend policies relating to the conduct and control of Register's activities, provided they are consistent with this constitution.

No Officer or member of the Committee shall be liable for the acts or defaults of any other Officer or member of the Committee, or any loss occasioned thereby unless occasioned by their wilful default or by their wilful acquiescence.

The Officers, Committee, and each of its members shall be indemnified by the Register for all liabilities and costs incurred by them in the performance of their functions and duties, other than as a result of their wilful default.

### 7.3.1 Power to co-opt or form sub-committees

The Committee has the power to create sub-committees consisting of such persons (whether or not members of the Register) and for such purposes as it thinks fit. As an example, organisation of special events may require skills from someone outside the Register committee.

The quorum of every subcommittee is half the members of the subcommittee holding office. No subcommittee shall have the power to co-opt additional members.

No subcommittee may commit the Register to any financial expenditure without express written authority, and no subcommittee may delegate any of its powers.

Any subcommittee may act by resolution approved by not less than two-thirds of the members of the subcommittee and recorded in the meeting minutes.

## 7.4 Nomination of Officers

Nominations for members of the Committee shall be called for at least 28 days before an Annual General Meeting. Each candidate shall be proposed in writing by a Member, with the completed nomination delivered to the Secretary. Nominations must be received by the Secretary in time to allow publication in the last newsletter before the Annual General Meeting, or by separate communication. All retiring members of the Committee shall be eligible for re-election<sup>3</sup>.

Nominations may also be received at the AGM providing the member being nominated has consented. If not completed at the AGM, they are required to sign the consent form, within two months of accepting a position on the committee<sup>4</sup>.

If the position of any Committee Member becomes vacant between Annual General Meetings, the Committee may appoint another Register Member to fill that vacancy until the next Annual General Meeting.

### Appointment of Committee Members and other Officers

At an Annual General Meeting, the Members shall by majority vote:

- Decide on the number of Committee members.
- Decide whether any Committee Member may hold more than one position as an officer (other than the roles of Secretary and Treasurer).
- Decide if any Officer member is to be removed; and,
- Elect, as is necessary, by majority vote such Officers and Committee Members as are due for election or as are necessary to fill any vacancies.

#### 7.4.1 Officers of the Register

- a. **Committee Members** of the Register shall consist of the following: President, Secretary, Treasurer, Membership Secretary.
- b. **Organising Officers** of the Register shall consist of the following: Newsletter Editor, Regalia & Promotions, Facebook Editor, Web Editor, Rally Co-ordinator, Historian.
- c. **Area Representatives**. The Register shall recognise the formation of sections of the organisation by geographical location, coordinated by a section-appointed area representative. The appointment is to be endorsed at the AGM.

All of whom shall be elected at the Annual General Meeting of the Register. In the event of a vacancy occurring, replacement will be determined by a quorum of Committee Members.

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<sup>3</sup> Including the President, after a stand down period. See section 7.2 Term of Committee members for details.

<sup>4</sup> See section 7.5 Eligibility for details.

“A Committee member may not hold more than one Committee position with the exception of the President, who may hold 2 positions, for a period of up to 6 months.”

## 7.5 Eligibility

The Act requires officers of the Register to:

- Act in good faith and in the best interests of the Register.
- Exercise powers for proper purposes only.
- Comply with the Act and the Register’s constitution.
- Exercise reasonable care and diligence.
- Not create a substantial risk of serious loss to creditors.
- Not incur an obligation the officer doesn't reasonably believe the Register can perform.

Officers must consent in writing to be officers and meet eligibility criteria. By signing the consent form, they confirm they are not disqualified from being an officer (as per the Act). Each consent form shall be retained in the Register’s records for a minimum of 7 years.

All committee members shall ensure that the Register's objectives are the foundation of all decisions made.

## 7.6 Roles of the Officers

### 7.6.1 The Committee

#### The President

Is the Chair of Register meetings and committee meetings. They have overall responsibility of ensuring that the committee fulfils the general purpose of the Register.

- Convening meetings and establishing whether or not a quorum<sup>5</sup> is present.
- Chairing meetings, deciding who may speak and when.
- Overseeing the operation of the Register.
- Providing a written report on the operations of the Register at each Annual General Meeting.

#### The Secretary

Is the communications centre of the Register. The position also involves the responsibility for keeping minutes of meetings and all clerical work required for the efficient running of the Register. This includes:

- Receiving and replying to correspondence as required by the Committee.
- Maintain a record of Committee Members consent to be on the Committee.
- Maintain a record of Committee Members’ conflict of interest.
- Preparing, co-ordinating and distributing AGM documents in a timely manner.
- Holding the Register's records, documents, and books except those required for the Membership Secretary, and Treasurer's functions.
- Fulfilling Incorporated Societies Act requirements:
  - Notifying the Registrar of any change in the Contact People and of the Register's Registered Address as required by section 113 of the Act.

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<sup>5</sup> See section 7.8.2 Quorum for details.



- Forwarding the annual financial statements<sup>6</sup> for the Register to the Registrar of Incorporated Societies upon their approval by the Members at an Annual General Meeting<sup>7</sup>.
- Advising the Registrar of Incorporated Societies of any Constitution changes.

## The Treasurer

Is responsible for keeping the accounting records of the Register's financial transactions to allow the Register's financial position to be readily determined. This includes:

- Managing the Register's banking account(s), ensuring the President and the Membership Secretary have full access to the accounts and that a "two-signature" system is in use for when making payments.
- The accounting records must be kept for the current accounting period and for the last seven completed accounting periods of the Register.
- Ensuring the signatories to the Register's bank account(s) are kept current with its bankers.
- Providing financial information to the Committee as the Committee determines.
- Preparing annual financial statements for presentation at each Annual General Meeting. These statements should be prepared in accordance with generally accepted accounting practice.
- Submit to the Annual General Meeting a Statement of Income and Expenditure, and a Balance Sheet of the Register at the end of the financial year

## Membership Secretary

Is responsible for maintaining a current register of members and answering all correspondence relating to membership matters. This includes:

- Sending the renewal form to the Editor (and the Website Editor) for inclusion in the first newsletter following the setting of the membership fee at the AGM.
- Providing each Area Representative with a list of the region's members.
- Informing the Newsletter Editor, and the Website Editor of the people who advertise as commercial members and require an advertisement regarding their business.
- In the last week of the month prior to printing the newsletter send the address list to the Editor.
- Register and record all members' details from new or renewal applications.
- Maintaining the register of AJS and Matchless motorbikes
- Administer approval of new member applications.
- Check payment has been made for the membership.
- Follow-up on late membership payments.
- Send the Welcome Membership pack to each new member.
- Fulfilling Incorporated Societies Act requirements by maintaining the Register of Members<sup>8</sup>

## 7.6.2 Organising Officers

The term of Organising Officers is open-ended, subject to confirmation at the AGM.

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<sup>6</sup> The Secretary is responsible for filling the appropriate returns, with the Incorporated Societies Registrar.

<sup>7</sup> Under section 102 "The Incorporated Societies Act 2022" the Statement of Income and Expenditure, and Balance Sheet is to be delivered annually to the Registrar of Incorporated Societies, together with a Certificate signed by the Register's President to the effect that the Statement has been approved by members at the Annual General Meeting.

<sup>8</sup> See 6.7 The Register of Members for details

## Newsletter Editor

Is responsible for collating, editing, producing, and publishing the Register's bi-monthly newsletter. Including:

- Send a copy of Newsletter to a printer and arrange for its distribution.
- Arrange or undertake for
  - physical copies of the newsletter to be posted to members as requested, or
  - email the newsletter to members who requested their copy in this format.
- Send extra copies to Membership Secretary.

## Regalia Officer

Is responsible for:

- Arranging for and taking orders for regalia at the annual rally (apart from rally regalia).
- Arranging for the production of regalia.
- Recording each sale on the official "Regalia sales" sheet recording item, price and quantity.
- Ensuring the regalia sheet of regalia sales and expenditure is sent to the Treasurer for inclusion in the annual accounts.
- Co-ordinating with the Rally Organiser with respect to rally regalia.

## Facebook Editor

To update and promote Register information in a timely fashion. Information from the newsletter should not appear on the website until at least 14 days after the newsletter has been posted.

## Website Editor

To update and promote Register information in a timely fashion. This includes ensuring the latest Constitution is available for downloading. Information from the newsletter should not appear on the website until at least 14 days after the newsletter has been posted.

## Rally Co-ordinator

Is responsible for organising all aspects of the national rally. The position is elected annually and is accountable to the Register's Committee for the financial aspects of the Kiwi Jampot Rally.

Specifically this officer will:

- Present a budget for Committee approval.
- Ensure prior to any payments being made, that approval by the Treasurer or the President has been gained.
- Consults with Regalia Officer over the purchase of rally regalia.
- Pass all receipts and information concerning monetary transactions to the Treasurer, no more than 60 days after the date of the Rally.

## Area representatives

Area representatives' role is keeping in touch with members in their region, keeping an eye out for new members and encouraging member participation in the Register's activities. The Register shall recognise the formation of sections of the organisation by geographical location, coordinated by a section-appointed area representative.

## Historian

Is responsible for:

- Maintaining a Register archive containing significant material pertaining to the formation and development of the organisation and any other historical information deemed worthy of recording.
- Looking after the trophies and their engraving after each rally. Recording the whereabouts of trophies that may be temporarily in the care of the last recipient.

## 7.7 Cessation of Committee Membership

Persons cease to be Committee Members when:

- Their term expires and they do not offer themselves for re-election.
- They resign by giving written notice to the Committee.
- They are removed by a majority vote of the Register at an Annual General Meeting, i.e. they fail to be re-elected.
- Their membership fee as a Member has lapsed by non-payment within the required period.
- Any member of the Committee who should be absent without apology from two consecutive meetings of the Committee shall be deemed to have resigned their seat, unless they have given a satisfactory reason for their absence.
- If a person ceases to be a Committee Member, that person must within one month return to the Committee all Register documents and property.

## 7.8 Committee Meetings

### 7.8.1 Meeting frequency

The Committee shall meet at such times and places as it deems necessary but shall meet at least twice a year.

### 7.8.2 Quorum

A quorum for a Committee meeting shall be three. If a quorum is not present, the meeting will be abandoned.

### 7.8.3 Adjournment of Committee Meetings

The President or nominee shall adjourn the meeting if necessary.

If within ten minutes after the time appointed for a meeting, a quorum is not present the meeting shall be adjourned to a day, time and place determined by the President, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments.

### 7.8.4 Chair

The President shall chair Committee Meetings, or if the President is absent the Committee shall appoint a Committee Member to chair that meeting.

Decisions of the Committee shall be by consensus or failing that, by majority vote.

The President or person acting as President has a casting vote, that is a second vote.

## 8. Meetings of General Membership

### 8.1 Annual General Meeting

The Annual General Meeting shall be held once every year normally three months after the Register's financial year. The Committee shall determine when and where the Register shall meet within those dates. Minutes of the meeting must be kept.

The AGM must be held each year within 6 months of the financial year.

### 8.1.1 Quorum and Adjournment

See 8.6. The same rules are applicable for both AGMs and SGMs.

### 8.1.2 The business of an Annual General Meeting shall be:

- Record and accept apologies.
- Confirm the minutes of the last AGM and any SGMs held since the last AGM.
- Adopt the President's report on the business of the Register.
- Adopt the Treasurer's report on the finances of the Register, and the Annual Financial Statements.
- Appoint the Reviewer for the next financial reports.
- Election of Officers.
- Setting the membership fee for the next 12 months.
- Motions to be considered.
- General business.

### 8.1.3 Nomination of Officers and Committee

Nomination of all officers must be made at the Annual General Meeting of the Register. No nomination of an absent member will be accepted without that member's consent in writing.

### 8.1.4 Motions at Annual General Meetings

Any Member may request that a motion be voted on at the AGM, by giving written notice to the Secretary at least 21 days before that meeting. The Member may also provide information in support of the motion (Member's Motion). The Committee may in its absolute discretion decide whether or not the Register will vote on the motion. However, if the Member's Motion is signed by at least 34% of eligible Members:

- It must be voted on at the AGM and
- The Secretary must give the Member's Motion to all Members at least 5 days before the AGM; or
- If the Secretary fails to do this, the Member has the right to raise the motion at the following Register Meeting.

The Committee may also decide to put forward motions for the Register to vote on which shall be notified least 21 days before that meeting.

## 8.2 Special General Meeting

A Special General Meeting (SGM) may be called by the Committee. The Committee must call a Special General Meeting within two months if the Secretary receives a written request signed by at least 2 members of the Committee or any ten Members of the Register. Every request shall state the object for which the meeting is required.

No business shall be transacted at any Special general meeting except such as has been specified in the notice convening it.

## 8.3 Notice of Meeting

Notice to all meetings will be given by email and when practical, by notice in the Register's "Jampot Magazine", at least 21 days before the meeting date.

## 8.4 Information

The Secretary will provide, where appropriate, notice of any motions and the Committee's recommendations about those motions.

If the Secretary has sent a notice to all Members in good faith, the Meeting and its business will not be invalidated simply because one or more Members do not receive the notice.

## 8.5 Meeting Procedures

Special and Annual General Meetings share most meeting procedures.

## 8.6 Quorum

No Special General or Annual General Meeting may be held unless at least 15 eligible Members attend. This will constitute a quorum. The President or their nominee shall adjourn the meeting if necessary.

If within a quarter of an hour after the time appointed for a meeting, a quorum is not present, the meeting, if convened upon requisition of members, shall be dissolved; in any other case it shall stand adjourned to a day, time, and place determined by the President of the Club, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments.

## 8.7 Chairperson

All Register Meetings shall be Chaired by the President. If the President is absent, Register members shall select another Committee Member to Chair that meeting. Any person Chairing a Register Meeting has a second, casting vote.

## 8.8 Voting

### 8.8.1 Method of voting

Voting at general meetings or special meetings will be by voice, or a show of hands. Either way, the voting is to include proxy votes, where deemed necessary by the committee prior to the meeting.

However, if three or more members demand a secret ballot before voting has begun, voting must be by secret ballot. If a secret ballot is held, the President will have a casting vote.

### 8.8.2 Passing of Resolution

A resolution at an AGM or SGM is passed when there is a 60% majority of votes by those members entitled to vote at the meeting.

## 8.9 Points of order

In all points of order, the Chair's ruling is final.

# 9. Control and Management of Finances

## 9.1 Use of Money and Other Assets

The Register may only use money and other assets if:

- It is for a purpose of the Register.
- It is not for the sole personal or individual benefit of any Member; and
- That use has been approved by either the Committee or by a majority vote of the Register.

## 9.2 Personal Benefit

As a not-for-profit organisation, the officers and members may not receive any distributions of the Register's funds<sup>9</sup>. This does not prevent officers or members:

- receiving reimbursement of actual and reasonable expenses incurred, or
- entering into any transactions with the organisation for goods or services supplied to or from them, which are at arm's length relative to what would occur between unrelated parties.

Provided no officer or member is allowed to influence any such decision made by the organisation in respect of payments or transactions between it and them, their direct family, or any associated entity.

## 9.3 Control and Investment of Funds

### 9.3.1 Register Bankers

The bankers of the Register shall be appointed by the Committee.

### 9.3.2 Payment Approval

All payments drawn on the Register's bank account shall be approved by the Treasurer and by another appointed approver. The approver (trustee) is appointed by the Committee. Any payments requested must be supported with a receipt to be supplied to the Treasurer.

### 9.3.3 Financial Year

The financial year of the Register begins on the 1st of January and ends on the 31st of December of the same year. A statement of Income and Expenditure and a Balance Sheet of the Register shall be presented at the Annual General Meeting.

## 9.4 Financial Accounts

The Register shall have the financial accounts prepared to comply with the minimum requirements under the Incorporated Societies Act 2022<sup>10</sup>. These will be based on size standards set out in the Act. If it meets the minimum standard for a small society the report will contain the following information:

1. The Register's income and expenditure, or receipts and payments during the accounting period, and
2. The Register's assets and liabilities at the close of the accounting period, and
3. All security interests affecting any of the property of the Register at the close of the accounting period—for example, mortgages over buildings.

The trustees of the Register's bank account shall be between two and four members, nominated by the Committee, as long as no two reside together nor are in a spouse/partner relationship. Any two of these may authorise transactions for disbursement from the Register's bank account.

## 9.5 Assurance on the Financial Statements

The Register shall appoint a suitably qualified expert to carry out an independent review at the AGM whose function is to verify the financial position of the Register as presented in the annual accounts.

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<sup>9</sup> The Act is quite clear on this. See for example, section 22. Society must not be carried on for financial gain of its members.

<sup>10</sup> See section 103 Definitions relating to financial reporting, of the Act for details.

## 9.6 Power to Borrow money

The Register has no power to borrow money.

## 9.7 Additional Powers

In addition to its statutory powers, the Register:

- May use such of its funds to pay the costs and expenses of furthering or carrying out its objects, and for that purpose may employ such people as may seem expedient,
- May purchase, lease, hire or otherwise acquire, may exchange, and may sell, lease or otherwise dispose of property, rights or privileges to further or carry out its objects as may seem expedient.

Notwithstanding any other provision, the Register shall not expend any money:

- Other than to further purposes recognised by law, nor
- For the sole personal or individual benefit of any Member.

Any transactions between the Register and any Member, Officer or Member of the Committee, or any associated persons shall be at arms' length and in accordance with prevailing commercial terms on which the Register would deal with third parties not associated with the Register, and any payments made in respect of such transactions shall be limited to:

- A fair and reasonable reward for services performed, Reimbursement of expenses properly incurred,
- Usual professional, business, or trade charges, and Interest at no more than current commercial rates.

## 10. Altering the Constitution

The Register may alter or replace the rules contained in the Constitution at a Special General Meeting by a resolution passed by a two-thirds majority of those Members present.

Any change to the Constitution would normally be proposed by the Committee after obtaining feedback from members. Members perceiving a need for a rule change should initially contact the President in the first instance, for tabling at the next committee meeting for discussion. Failure to obtain a strong consensus may indicate a need to use the Dispute Resolution process.

Notwithstanding the aforesaid, members may propose a motion to amend or replace these Rules, in which case the proposal shall be signed by at least 5 eligible Members and given in writing to the Secretary at least 28 days before the Register Meeting at which the motion is to be considered and accompanied by a written explanation of the reasons for the proposal.

At least 14 days before the Special General Meeting at which any Rule change is to be considered the Secretary shall give to all Members notice of the proposed motion, the reasons for the proposal, and any recommendations the Committee has.

When a Rule change is approved by a Special General Meeting no Rule change shall take effect until the Secretary has filed the revised Constitution with the Registrar of Incorporated Societies.

### 10.1 The Personal benefit clause may not be altered

No addition to, deletion from, or alteration of the organisation's rules shall be made which would allow personal financial benefit to any individuals.

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.

## 11. Dispute Resolution

A complaint against the behaviour of a specific member may be made by any member, to the President in the first instance, and if unable to be resolved, complaint to be forwarded in writing, to the Committee. The person who has made the complaint has the right to be heard by the Committee.

If the Committee considers there are grounds for the complaint to proceed, it will inform the person who is subject to the complaint and invite their comments. The Committee will advise that a Special Committee Meeting will be convened to hear and consider the complaint. Notice of the meeting will be given to the person who is the subject of the complaint, in writing at least fourteen days (two weeks) prior to the meeting. That person may attend the Special Committee Meeting to be heard, although not for the decision consideration.

Taking into account the information available to it, the member who, in the opinion of the Committee, has undertaken an action or has behaved in a manner the Committee considers injurious to the good order and interests of the Register, or has infringed, broken or not followed the Register's rules or policies may be expelled from the Register by vote of a majority of the Committee present at a Special Committee Meeting.

The dispute resolution process may be guided by Schedule 2, of the Incorporated Societies Act 2022.

## 12. Winding up

The Register may be wound up under the provisions of the Incorporated Societies Act 2022.

On winding up or dissolution of the Register any surplus funds or assets shall not be paid or distributed to any members or individuals but shall be applied to a purpose in line with the Register's objectives, or given or transferred to another organisation, having objectives similar to that of the Register, within New Zealand.

## 13. Social Media

The portrayal and use of the Register's name via any means of social media must be approved by the Committee. The newsletter editor and website administrator are exempted from requiring approval at each revision, on the understanding they respect current legislation and general good practice.

## 14. Conflicts of Interest

The Register is to maintain a Register of Conflicts of Interest<sup>11</sup> which records actual, perceived, or potential conflicts of interest. An officer with an interest in any matter cannot vote or take part in a decision of the committee relating to the matter, or sign any pertinent document, but if the committee allows it, the officer may take part in discussion relating to the matter and be present when it makes a decision. If half or more of the officers are interested in the matter and therefore cannot vote, the committee must call a special general meeting of members to determine the matter.

The Secretary will maintain the Interests Register.

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<sup>11</sup> A conflict of interest arises where a committee member/director is in a position to influence or even make a decision in their official capacity that they (or their friends or family or business associate or director) will benefit from in a private capacity – and not necessarily financially.