Business South Inc
Otago Chamber & Southern Employers

CONSTITUTION

BUSINESS SOUTH INCORPORATED

THE SOCIETY

1 Name

1.1 The name of the society is "Business South Incorporated" (the **Society**).

2 Registered Office

2.1 The registered office of the Society will be situated in Dunedin.

3 Interpretation

3.1 In this constitution of the Society (**Constitution**), unless the context otherwise requires, the following expressions shall have the following meanings:

(a) "Act" means the Incorporated Societies Act 2022, and where the context permits includes the Incorporated Societies Regulations 2023.

(b) "Board" means the governing body of the Society.

(c) "Commercial Enterprise" is to be interpreted as any legitimate aspect of commercial activity and does not exclude not for profit enterprises and groups.

(d) "Majority Vote" means a vote made by more than half of the Members present and eligible to vote at a Society General Meeting.

(e) "Member" means a member of the Society.

(f) "Society General Meeting" means any Annual General Meeting, or any Special General Meeting, but not a Board Meeting.

(g) Any terms that are defined in the Act shall have the meaning set out in the Act.

4 Purposes of Society

4.1 The purposes of the Society are to (the **Purposes**):

(a) effectively represent the interests of Members;

(b) assist, promote and advance New Zealand Commercial Enterprise (both domestic and international) with a focus on Otago and Southland based businesses and employers;

(c) provide a regional organisation of businesses and employers;

(d) advance the business community interest by advocating policy and supporting business to enable them to invest, thrive, employ and grow;

(e) provide or facilitate employer and business advice, education, training, assistance and support;

(f) represent and promote the interests of employers and business in all matters;

(g) retain, engage and grow the Society's membership;

(h) offer quality and relevant services to Members and non-Members;

(i) support, promote, advance and encourage diversity, sustainability, good employer and business best practice safety; and

(j) do all things as may be incidental to the attainment of any or all of the above purposes and

to do all such other acts as the Board deems appropriate except that the Society may not be carried on for the personal benefit or financial gain of any Member or any unlawful purpose.

MEMBERSHIP

5 Types of Members

5.1 Membership may comprise different classes of membership as decided by the Board, including:

(a) Ordinary Member; and

(b) Life Member.

5.2 Subject to this Constitution, the rights and responsibilities of each class of membership shall be as determined by the Board from time to time through bylaws.

5.3 The Society shall keep an up-to-date register of Members in accordance with the Act which shall contain:

(a) the name, last known contact details, including postal and email addresses, occupation and industry classification of each current Member and the date that they became a Member; and

(b) the name of each person who has ceased to be a Member within the previous 7 years and the date that they ceased to be a Member.

5.4 Members shall promptly provide written notice to the Society of any changes to their details under clause 5.3(a) during their membership to enable the Society to keep the register of Members up to date. The Society shall update the register of Members promptly upon receiving notice of any change in details from a Member or if the Board otherwise becomes aware of any relevant changes.

5.5 Each Ordinary Member may be represented at any Society General Meeting by one person duly appointed by the Member for that purpose (the **Appointed Representative**). Any Appointed Representative shall exercise one vote only whether or not they have been appointed by more than one Member under this Constitution.

6 Admission of Members

6.1 To become a Member, a natural or legal person (the **Applicant**) must:

(a) complete an application form and consent to be a Member;

(b) supply any other information the Board requires; and

(c) pay the annual subscription or fee required by the Board as determined under clause 20.

6.2 The Board shall have complete discretion when it decides whether or not to allow the Applicant to become a Member (which may be delegated to the Chief Executive). The Board shall advise the Applicant of its decision, and that decision shall be final.

6.3 By completing an application form and/or taking any other steps under clause 6.1, a person is deemed to consent to become a Member.

7 Member's Approved Representative

7.1 Where a Member is a not a natural person, the Member must propose a natural person to represent the Member in writing. If approved by the Board that person will be the Member's approved representative (the **Approved Representative**).

7.2 Any Member having an Approved Representative may on written notice to the Board cancel the authority of such representative. Immediately upon receipt of such notice by the Board, such representative will cease to be entitled to exercise the rights and privileges of the Member.

7.3 Any Member entitled to appoint an Approved Representative may on written notice to the Board nominate another person to represent it in place of its existing representative. Upon the Board approving such person and the person agreeing to be bound by this Constitution, such person will become the Approved Representative of that Member.

7.4 The Board may from time to time cancel its approval of any Approved Representative and request the Member to nominate another person for approval. Upon cancellation of the approval, the Approved Representative will cease to represent that Member.

8 Membership Brands

8.1 The following membership brands may be used by the Board:

(a) The Otago Chamber of Commerce; and

(b) Otago Southland Employers' Association.

(the **Membership Brands**)

8.2 The function and scope of the Membership Brands shall be set by the Board.

9 Advisory Groups

9.1 The Board may establish an advisory group in any city or town or designated geographical area (**Advisory Group**). For the avoidance of doubt, the purpose of an Advisory Group is for Member activity and engagement, rather than the Society's governance.

9.2 The Board will set and provide each Advisory Group with terms of reference defining the role, function and, if appropriate, geographical area of the Advisory Group.

9.3 The Board will allocate a Membership Brand to each Advisory Group based on the functions of the Advisory Group.

9.4 An Advisory Group must hold meetings in accordance with the terms of reference of the Advisory Group.

9.5 An Advisory Group shall promote the purposes of the Society and shall do nothing to bring the Society into disrepute. An Advisory Group must not take any action that contravenes this Constitution or a decision of the Board.

9.6 The Board may dissolve the operation of any Advisory Group, or merge the operations of any Advisory Groups, upon giving 28 days' notice to the members of the affected Advisory Group or Advisory Groups.

9.7 For the avoidance of doubt, where there is a conflict between this Constitution and the terms of reference of an Advisory Group, this Constitution shall prevail. The Board may amend or revoke the terms of reference of an Advisory Group at any time.

10 Resignation and Termination of Membership

10.1 Any Member may resign by giving written notice to the Chief Executive.

10.2 A resigning Member shall cease to be a Member immediately upon the receipt of their resignation but shall continue to be liable for any subscription (or any other amount) owing on the date of receipt of their resignation.

10.3 If any Member breaches this Constitution, acts unlawfully or in a manner inconsistent with the Purposes, or in a manner that is likely to bring the Society into disrepute, the Board may, in its sole and absolute discretion, by majority vote terminate that Member's membership by giving written notice which takes immediate effect upon receipt (a **Termination Notice**).

10.4 For the avoidance of doubt, a membership may be terminated for non-payment of any amount owing to the Society.

11 Obligations of Members

11.1 All Members shall promote the purposes of the Society and shall do nothing to bring, and shall do nothing likely to bring, the Society into disrepute. No Member may take any action that contravenes this Constitution or a decision of the Board.

12 Life Membership

12.1 Life Membership may be conferred on any natural person in recognition of special services and contributions to the Society (**Life Membership**).

12.2 Life Membership will be recommended by the Board and will be ratified at any Society General Meeting.

12.3 Any conferment of a Life Membership will be made by a vote of not less than three-fourths of the Members present at any Society General Meeting.

12.4 There will be no more than two Life Memberships conferred in any one year.

12.5 A Member conferred with Life Membership will be entitled to all the privileges of the Society but will not be liable for any subscriptions in their capacity as an individual Life Member. For the avoidance of doubt, the business of a Life Member shall not automatically be granted membership status, and shall be required to pay all annual fees to obtain the benefits of membership.

12.6 Every person who has been accorded Life Membership status of The Otago Chamber of Commerce and/or Otago Southland Employers' Association will be deemed to be a Life Member of the Society.

GOVERNANCE OF THE SOCIETY

13 Board

13.1 The governance of the Society shall be vested in the Board (the **Board**).

13.2 The Board shall be composed of a minimum of eight and maximum of twelve Members (the **Board Members**) comprising elected Members nominated in accordance with clause 14 and up to three Co-opted Board Members under clause 15. Each Board Member shall immediately on or prior to their appointment or election consent in writing to be a Board Member and certify that they are not disqualified from being elected or appointed as a Board Member under this Constitution or under section 47 of the Act in the form required by the Society. No appointment or election shall be effective until the appointed or elected Board Member has complied with this clause.

13.3 The Society shall operate a rotation process for the Board where, subject to clause 16.1, it shall be obligatory that one third of the Board Members each year shall retire so that each Board Member retires by rotation every three years. For the purposes of this clause:

(a) A year means the period from one Annual General Meeting to the next Annual General Meeting notwithstanding that this period may be more or less than one calendar year.

(b) Retiring Board Members may be re-elected at the Annual General Meeting at which they retire.

(c) Those retiring under the rotation policy shall be those who have served longest on the

Board and may otherwise be randomly selected by such mechanism as the Board determines.

13.4 Subject to clause 16.1, Board Members shall hold office for a term of three years (the **Term**). If a Board Member is elected as Chair in the 2nd or 3rd year of their Term, they may hold office for an extended term of up to five years in total as required for them to complete a full three year term as Chair under clause 16.1 (Extended Term) and will be exempt from being included in the one-third of the Board Members required to retire by rotation for the purposes of clause 13.3 for the Extended Term

13.5 A Member may serve any number of terms as a Board Member, but may not serve more than three consecutive terms and no more than 12 years in aggregate (unless in their final term, they are elected as Chair (and wish to complete the full three-year term as Chair), in which case they will not serve more than 14 years in aggregate).

13.6 Only Members (or Approved Representatives) of the Society may be Board Members.

13.7 No Member may hold a position on the Board if the annual subscription of that Member, or the Member that individual represents, is in arrears.

14 Nomination of Board Members

14.1 The Board shall establish a nomination committee for the purpose of calling for, receiving and considering nominations of potential Board Member candidates from Approved Representatives and putting forward potential candidates for vacancies on the Board in accordance with clause 14.3 (the **Nomination Committee**).

14.2 Membership of the Nomination Committee shall consist of any of the elected Board Members who are not seeking re-election to the Board at the upcoming Annual General Meeting, together with one co-opted member appointed by the Board (being a person who is not seeking nomination for election to the Board). The co-opted member of the Nomination Committee can be an external, independent person who may or may not be a Member.

14.3 The Nomination Committee will call for nominations of potential Board Member candidates as it considers appropriate from time to time. In addition to any other requirements set by the Nomination Committee, each candidate must be nominated by an Approved Representative and have their nomination seconded by another current Approved Representative to be considered by the Nomination Committee. Upon receipt of such nominations, the Nomination Committee may interview potential candidates, conduct such other investigations, and obtain such information as it considers necessary to satisfy itself as to the suitability of each potential candidate to hold office as a Board Member at its discretion. After completing such investigations, the Nomination Committee shall provide to the Board prior to the Annual General Meeting a list of nominated candidates to be the subject of a vote of the Members.

14.4 As soon as practicable, the Board shall notify Members of all nominated candidates eligible for election at the upcoming Annual General Meeting and any relevant voting instructions (if any). If there is only one nominated candidate for a vacant Board Member position, or if the total number of nominated candidates is the same or fewer than the number of vacant Board Member positions, then the nominated candidate(s) may be declared to be elected as a Board Member without any vote from Members. Unless otherwise determined by the Board:

(a) voting shall be by an appropriately supervised electronic poll of all eligible Members.

(b) the candidates elected as Board Members shall be those that receive the highest number of votes prior to the closing date of the election set by the Board. If there is an equality of votes, the Board may at its discretion determine the successful candidate.

Subject to this Constitution, the Board can determine the rules and procedures applicable for election of Board Members, including voting procedures and announcement of elected Board Members.

14.5 Subject to this Constitution and any bylaws made by the Board, the Nomination Committee may

regulate its own practices.

15 Co-opted Board Members

15.1 The Board may co-opt up to three Members (or Approved Representatives) to serve as a Board Member (**Co-opted Board Member**) by a majority vote of the Board Members.

15.2 A Co-opted Board Member shall hold office until the following Annual General Meeting.

15.3 One of the three Co-opted Board Member positions available may be used to support, encourage and facilitate director development.

16 Chair and Vice Chair of the Society and Other Officers

16.1 The Chair of the Society shall be elected from amongst the Board Members by a majority vote of the Board at a meeting of the Board held as soon as practicable following an Annual General Meeting and/or at such other meeting of the Board held for the purposes of (or purposes which include) electing the Chair under this clause 16. The Chair is elected for a term of three years or such shorter term as the Board determines, and may be eligible for re-election after expiry of such term. The Chair shall chair all meetings they attend and have all rights, duties and responsibilities set out in this Constitution and any other duties and responsibilities determined by the Board.

16.2 If the Board determines a Vice Chair is required (at its discretion), the Vice Chair of the Society shall be elected from amongst the Board Members by a majority vote of the Board at a meeting of the Board held as soon as practicable following an Annual General Meeting and/or at such other meeting of the Board held for the purposes of (or purposes which include) electing the Vice Chair under this clause 16. The Vice Chair may be elected for such term as the Board determines, and may be eligible for re-election after expiry of such term. The Vice Chair shall serve in the Chair's absence (with all rights, duties and responsibilities of the Chair) and shall have such other duties and responsibilities determined by the Board.

16.3 The Board may remove a Chair, or Vice Chair, of the Society by a three-fourths majority vote at any time the Board determines at its discretion. A person is automatically removed as a Chair or Vice Chair if they are removed as a Board Member or otherwise cease to be a Board Member under clause 17.

16.4 Any vacancy that may occur in the office of Chair or Vice Chair shall be promptly filled by a new Chair or Vice Chair (as the case requires), being elected from amongst the remaining Board Members by a majority vote of the Board at a meeting of the Board.

16.5 Subject to clause 16.1 and clause 16.2, a Board Member elected to the office of Chair or Vice Chair shall hold that office until the successor to that office is duly elected in accordance with clauses 16.1, 16.2 or 16.4 above. If the required majority is not obtained to elect a Chair or Vice Chair then an interim acting Chair or Vice Chair (as the case requires) may be appointed by the majority of the Board on the terms set out by the Board.

17 Cessation of Board Membership

17.1 Persons cease to be a Board Member when:

(a) they cease to be a Member (or Approved Representative of a Member);

(b) they resign by giving no less than 28 days' written notice to the Board;

(c) they fail to attend three consecutive Board meetings without having leave of absence or reason considered adequate by the Board;

(d) they are removed by Majority Vote;

(e) their Term expires;

(f) they are adjudicated bankrupt;

(g) they become mentally incapable under the Protection of Personal Property Rights Act 1988;

(h) they become an officer or are elected as a councillor of any local or regional authority within Otago or Southland;

(i) they are disqualified from being appointed or holding office as an officer of a society under the Act; or

(j) they initiate legal proceedings of any description against the Society.

17.2 Where a Board Member resigns, dies, or a Board position becomes otherwise vacant as contemplated by clause 17.1 above, the Board may directly appoint a new Board Member to serve the remainder of the outgoing Board Member's term.

17.3 If a person ceases to be a Board Member, that person must within one month give to the Chief Executive all Society documents and property in their possession or control.

18 Role of the Board

18.1 Subject to this Constitution, the role of the Board is to:

(a) provide good governance and effective control of the Society;

(b) ensure the purposes of the Society are carried out, and use money or other assets to do that;

(c) oversee the management of the Society's financial affairs, including approving the annual financial statements for presentation to the Members at Annual General Meetings;

(d) set accounting policies in line with generally accepted accounting practice;

(e) make policies, terms of reference and bylaws;

(f) appoint the Chief Executive to be employed by the Society under clause 22;

(g) delegate the general management and administration of the Society to the Chief Executive;

(h) seek to procure that Members follow this Constitution;

(i) decide if a person becomes a Member, and whether a person ceases being a Member;

(j) set Membership fees, including subscriptions and levies;

(k) oversee the Society's compliance with health and safety obligations;

(l) decide the procedures for dealing with complaints, subject to clause 39;

(m) decide the times and dates for Board Meetings, and set the agenda;

(n) appoint or establish such committees as it deems appropriate;

(o) determine the regulatory and policy position of the Society; and

(p) perform such other functions as may be necessary or desirable to give effect to this

Constitution or the operation of the Society for the Purposes.

18.2 The Board has full powers to govern, manage, direct, and supervise the management of, the operation and affairs of the Society in accordance with this Constitution and the Act. The Board may exercise all of the functions and powers of the Society, unless the Board's function or power is limited by this Constitution, or by a Majority Vote.

18.3 Decisions of the Board bind the Society, unless the Board's power is limited by this Constitution or by a Majority Vote.

18.4 Statements of policy, terms of reference and bylaws, under clause 18.1(e):

(a) must be in writing;

(b) must be signed by the Chair;

(c) must not be inconsistent with this Constitution;

(d) may from time to time be amended or revoked by the Board; and

(e) as amended from time to time, or revoked, are the policy of the Society on the relevant subject matter.

19 Board Meetings

19.1 Board meetings may be held in person and/or by using technology, electronic means or other formats that give each Board Member reasonable opportunity to participate as the Board may decide is appropriate. Any Board Member that is participating in a meeting in any manner permitted by the Board for the relevant meeting shall be considered "present" at the meeting for the purposes of this Constitution, including for quorum and voting purposes.

19.2 A Board Meeting may be held if more than half of the Board Members are present (this will constitute a quorum).

19.3 The Chair (or in their absence, the Vice Chair) shall chair Board Meetings, or if the Chair and Vice Chair are both absent, the Board shall elect a Board Member present to chair that meeting.

19.4 The Board shall endeavour to make all decisions by consensus. However, if consensus is not reached on any matter that is put to the vote, such matter shall be decided by a majority vote. In the event of an equal vote, the person acting as chair of the meeting shall have a casting vote, that is, a second vote.

19.5 Only Board Members present at a Board Meeting may vote at that Board Meeting.

19.6 Subject to this Constitution, the Board may regulate its own practices.

19.7 Correct minutes will be kept of the proceedings of the Board, as directed by the Board.

19.8 Matters discussed at Board Meetings and any information provided to Board Members in their capacity as Board Members are to remain confidential unless otherwise authorised by the Board or are of such a nature as to not be reasonably considered to be confidential.

20 Joining Fees, Subscriptions and Levies

20.1 The Board may by resolution determine any entrance fees, annual subscriptions, and levy (if any) to be paid by each Member. All annual subscriptions will be due and payable on the first day of the financial year or such other date as may be determined by the Board. All subscriptions are non-refundable and non-transferable.

20.2 The Board may delegate to the Chief Executive the authority to determine subscriptions, and fees or

charges for services and products not covered by annual subscriptions.

20.3 If any Member does not pay a subscription or levy by the date set by the Board or the Society, the Chief Executive may give written notice that, unless the arrears are paid by a nominated date, the Membership will be terminated. After that date, the former Member shall (without being released from the obligation of payment of any sums due to the Society) have no membership rights and shall not be entitled to participate in any Society activity. For the avoidance of doubt, any fees or costs of any description that the Society incurs as a result of pursuing a Member or former Member (as the case may be) for payment of obligations due to the Society shall be recoverable from that Member or former Member.

21 Additional Powers

21.1 Subject to this Constitution, the Society will have full rights, powers, privileges and capacity under section 18 of the Act, including all the powers of a natural person, and without limitation may:

(a) use money and other assets if:

(i) it is for any of the Purposes;

(ii) it is not for the sole personal or individual benefit of any Member; and

(iii) that use has been approved by either the Board or by Majority Vote;

(b) employ people for the Purposes ; and

(c) borrow money and provide security for the Purposes.

22 Chief Executive

22.1 Pursuant to clause 21.1(b) above, the Society may employ a Chief Executive upon the terms and conditions decided by the Board. The Chief Executive will report to the Board through the Chair and will have the rights, powers and obligations set out in this Constitution or in the Chief Executive's employment agreement, job description or any other relevant policies and procedures determined by the Board. If the Board reasonably considers the Chief Executive is not adequately performing the Chief Executive's duties, the Board may remove the Chief Executive from office by giving written notice of termination to the Chief Executive in accordance with their terms of appointment.

22.2 The Chief Executive will act as secretary and treasurer to the Society.

22.3 The Chief Executive will, unless the Board otherwise directs, be responsible for the general management and administration of the Society and the implementation of all matters, including matters of operational policy as may from time to time be laid down by the Board and day to day control and management of the Society's finances as approved by the Board.

22.4 The Chief Executive will not be a Board Member but will use all reasonable endeavours to attend Board meetings as an ex officio member but without voting rights.

22.5 Notwithstanding any other provision, the Chief Executive's appointment is subject to the Chief Executive meeting the requirements set out in section 47 of the Act, and providing consent in writing to their appointment as an officer of the Society in accordance with the Act.

23 Financial Year

23.1 The financial year of the Society will be determined from time to time by the Board in accordance with section 100 of the Act.

24 Independent Review of the Financial Statements

24.1 The Society shall appoint a reviewer (**Reviewer**) to review the annual financial statements of the

Society in accordance with standards set for a review from time to time including any relevant requirements set out in the Act. The Reviewer must be a suitably qualified person and preferably be a member of the Chartered Accountants Australia and New Zealand, and must not be a Board Member, or an employee of the Society. If the Society appoints a Reviewer who is unable to act for some reason, the Board shall appoint another Reviewer as a replacement.

24.2 The Board is responsible to provide the Reviewer with:

(a) access to all information of which the Board is aware that is relevant to the preparation of the financial statements such as records, documentation and other matters;

(b) additional information that the Reviewer may request from the Board for the purpose of the review; and

(c) reasonable access to persons within the Society from whom the Reviewer determines it necessary to obtain evidence.

CONDUCT OF SOCIETY GENERAL MEETINGS

25 Society General Meetings

25.1 A Society General Meeting is either an Annual General Meeting or a Special General Meeting.

25.2 All Society General Meetings may be held in person, by using technology, electronic means or other formats or by any combination of such methods that gives each Member reasonable opportunity to participate as the Board may decide is appropriate for the relevant meeting. Any Member that is participating in a Society General Meeting in any manner permitted by the Board for the relevant meeting shall be considered "present" at the meeting for the purposes of this Constitution, including for quorum and voting purposes.

25.3 The Annual General Meeting shall be held once every year as soon as practicable but no later than six months after the end of the Financial Year and 15 months after the date of the previous Annual General Meeting. The Board shall determine when and where the Society shall meet within those dates.

25.4 Special General Meetings may be called by the Board at any time. The Board must call a Special General Meeting if the Chief Executive receives a written request signed by at least 5 percent of the Members**.**

25.5 The Chief Executive shall:

(a) give all Members at least 14 days' written notice of the business to be conducted at any Society General Meeting; and

(b) additionally, for Annual General Meetings provide (together with the above notice):

(i) a copy of the Chair's Report on the Society's operations and of the annual financial statements of the Society as approved by the Board; and

(ii) notice of any motions to be put to the Society General Meeting and the Board's recommendations about those motions.

25.6 If the Chief Executive has sent a notice under clause 25.5 in good faith, the meeting and its business will not be invalidated simply because of the accidental omission to give notice of the meeting to one or more Members or if one or more Members do not receive the notice. An irregularity in the manner of calling a general meeting is also waived if all the Members entitled to attend and voting at the meeting attend the meeting without protest as to the irregularity, or if all such Members agree to the waiver.

25.7 No Society General Meeting may be held unless at least 10 Members are present (this will constitute

a quorum).

25.8 All eligible Members may attend and vote at Society General Meetings. Each eligible Member will be entitled to one vote and, unless this Constitution specifies otherwise, voting will be determined by a Majority Vote. A Member's Approved Representative will exercise all voting rights on behalf of that Member, or will nominate an alternate representative, to be provided to the Chief Executive no later than 24 hours prior to the meeting. A Member is not eligible to vote if the annual subscription of that Member, or the Member that individual represents, are in arrears.

25.9 All Society General Meetings shall be chaired by the Chair (or in their absence, the Vice Chair). If the Chair and Vice Chair are both absent, the Society shall elect another Board Member to chair that meeting. Any person chairing a Society General Meeting has a second, casting vote in the case of an equal vote.

25.10 On any given motion at a Society General Meeting, subject to clause 25.11, the chair of the meeting shall in good faith determine whether to vote by:

(a) voices;

(b) show of hands; or

(c) secret ballot.

However, if any 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 chair of the meeting will have a casting, that is, second vote in addition to the regular vote which the chair is entitled to cast.

25.11 The Board may at its discretion require or permit voting on any motion at a Society General Meeting to be cast by electronic means, including by an appropriately supervised electronic poll of all eligible Members (subject to the Board giving prior reasonable notice of such voting and 14 days for responses). A Society General Meeting can also by Majority Vote authorise future items of its business to be determined by an appropriately supervised electronic poll of all eligible Members, subject to giving reasonable notice of the poll and 14 days for responses. No postal votes or voting by proxy is permitted.

25.12 The business of an Annual General Meeting shall be to:

(a) receive any minutes of the previous Annual General Meeting and any subsequent Society General Meeting(s);

(b) receive the Chair's report on the business of the Society;

(c) consider the Annual Report and financial statements of the Society;

(d) appoint a Reviewer for the ensuing year;

(e) announce Members elected to the Board;

(f) give notice of any disclosures of conflicts of interest made to the Board including a brief summary of the matters to which those disclosures relate;

(g) consider motions proposed by the Board or otherwise put forward under clause 26;

(h) consider any other matters required to be determined under this Constitution; and

(i) consider any other general business.

26 Motions and matters for resolution

26.1 Any Member may request that a motion be voted on (**Member's Motion**) at a particular Society General

Meeting, by giving written notice to the Chief Executive at least 10 days before that meeting. The Member may also provide information in support of the motion (**Member's Information**). The Board may in its absolute discretion decide whether or not the Society will vote on the motion. However, if the Member's Motion is signed by at least 100 eligible Members:

(a) it must be voted on at the Society General Meeting; and

(b) the Chief Executive must give the Member's Information to all Members at least 3 days before the Society General Meeting.

26.2 The Board may also decide to put forward motions for the Society to vote on (**Committee Motions**) and must be communicated to Members as per clause 25.

26.3 The Board may resolve to allow for matters of resolution to be put to Members through an appropriately supervised electronic poll, rather than be decided at a Society General Meeting, other than those matters set aside for Annual General Meetings under clause 25, subject to giving reasonable notice and 14 days for responses.

EXECUTION OF DOCUMENTS

27 Execution of documents

27.1 A deed or other written document may be executed by the Society in accordance with section 123 of the Act, including by electronic means.

CONSTITUTION

28 Copy of this Constitution

28.1 Every Member will be entitled to a copy of this Constitution and any applicable bylaws upon request.

29 Altering this Constitution

29.1 The Board may add to or vary this Constitution as required from time to time in order to bring them into compliance with regulation and legislation, or to otherwise correct any errors or make similar technical alterations or any other amendment that has no more than a minor effect and shall notify all Members of any such change made under this clause in accordance with section 31 of the Act. Subject to a Member's right to object to the change under section 31 of the Act, no approval is required from Members in relation to such changes.

29.2 Subject to clause 29.1, the Society may add to or amend this Constitution by a motion passed by a two-thirds majority of all eligible Members voting through an appropriately supervised electronic poll or at a Society General Meeting, subject to giving appropriate notice and 14 days for responses. The notice put to the Members may include the Board's recommendations about these alterations.

29.3 Notwithstanding clauses 29.1 and 29.2, no addition to or alteration of the purposes (clause 4), personal benefit clause (clause 35) or the winding up clause (clause 30) shall be made which affects the Society's not-for-profit status. The provisions and effect of this clause shall not be removed from this document and shall be included and applied into any document replacing this document.

29.4 The Board shall ensure that any approved change to the Constitution is promptly filed with the Registrar of Incorporated Societies in accordance with the Act. No change to the Constitution shall take effect until this has been done.

WINDING UP

30 Winding up

30.1 The Society may be put into liquidation by resolution passed in accordance with subpart 6 of Part 5

of the Act by a three-fourths majority of the Members:

(a) attending a Society General Meeting called in accordance with the Act and this Constitution; or

(b) voting by an appropriately supervised electronic poll, including subject to giving reasonable notice and 14 days for responses.

30.2 On the liquidation of the Society or on its dissolution by the Registrar of Incorporated Societies:

(a) the Society's debts, costs and liabilities shall be paid;

(b) no distribution may be made to any Member; and

(c) any surplus money and other assets shall be distributed to any not-for-profit business support Society or organisations operating within the lower South Island with similar objects to the Society, as determined by the Board in accordance with the Act.

GENERAL

31 Bylaws to govern the Society

The Board may from time-to-time make, alter or rescind bylaws for the general management of the Society, so long as these are not inconsistent with this Constitution or the provisions of law. All such bylaws shall be binding on Members.

32 Notices

A notice to a Member shall be valid and be deemed to be received by a Member:

(a) **if sent by email** – on the day it is sent (unless it is not sent on a working day between 9.00 a.m. and 5.00 p.m., in which case it shall be deemed to be received on the next working day); or

(b) **if sent by post -** after seven (7) working days of it being posted to the Member's nominated postal address.

33 Limitation of Liability

No Member will be liable for an obligation of the Society by reason only of being a Member.

34 No claim to property

Membership will not confer upon a Member any entitlement or claim to the property of the Society.

35 Personal benefit

No Member or any person associated with a Member, shall participate in or materially influence any decision made by the Society, in respect of the payment to or on behalf of that Member or associated person of any income, benefit, or advantage whatsoever. Any such income shall be reasonable and relative to that which would be paid in an arm's length transaction (being open market value)

36 Indemnity and insurance

The Society may indemnify and/or effect insurance for its own current and former Board Members and other officers and employees of the Society, as permitted by sections 94 to 98 of the Act.

37 Written resolution in lieu of meeting

A written resolution may be passed in lieu of a Society General Meeting in accordance with section 89 of the Act if it is approved by not less than 75% of the Members entitled to vote, including by an appropriately supervised electronic poll of all eligible Members or any other electronic means or other manner permitted by the Board.

38 Contact Person of Society

The Board must appoint at least one, and a maximum of 3, persons to be the Society's Contact Person (as defined in the Act), subject to those persons meeting the eligibility criteria set out in the Act. The Board must advise the Registrar of Incorporated Societies of any change in the Contact Person or that person's contact details as required from time to time in accordance with the Act.

39 Dispute resolution process

The Society adopts the dispute resolution process set out in Schedule 2 of the Act for resolving disputes, including how a complaint may be made. Such procedures shall be deemed to be set out in this Constitution.

40 Conflicts of interests

40.1 The Board must keep an interests register recording disclosures of interests made in accordance with this Constitution and the Act (**Interests Register**), which may be inspected by any officer of the Society at any time.

40.2 A Board Member or other officer who is interested (as that term is defined in the Act) in a matter relating to the Society must, as soon as practicable after becoming aware that they are interested, disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified) to the Board for disclosure in the Interests Register.

40.3 A Board Member who is interested in a matter relating to the Society must not (unless all other Board Members who are not interested in the matter consent otherwise):

(a) vote or take part in a decision of the Board relating to that matter; or

(b) sign any document in relation to that matter.

However, the interested Board Member may:

(c) take part in any discussion of the Board and be present at the time of the Board decision in relation to the matter, unless the Board decides otherwise; and

(d) be counted for the purpose of determining whether there is a quorum at any meeting at which the matter is considered.

40.4 The Board must notify Members of any failure to comply with clauses 40.2 or 40.3, and of any transactions affected, as soon as practicable after becoming aware of the failure.

40.5 To the extent permitted under section 67 of the Act, no Special General Meeting is required under section 64(3) of the Act (in the event that 50% or more of the Board members are prevented from voting on any matter due to them being interested in the matter).