

Constitution of Manuherekia Catchment Group Incorporated

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Date:

2025

THE SOCIETY

1. Name

- 1.1 The name of the society is Manuherekia Catchment Group Incorporated ("Society").
- 1.2 The Society is constituted by resolution dated 30 June 2020.

2. Registered Office

- 2.1 The Registered Office of the Society is c/- AWS Legal Alexandra, PO Box 268, Alexandra, 9320.
- 2.2 The Registered Office of the Society may be amended at any time by the Committee.

3. Purposes of the Society

- 3.1 The purposes of the Society are to:
 - (a) Develop, adopt and manage a collectively agreed Catchment Management Plan for the benefit of all members of the Society that aims to meet the requirements of the regulatory processes on permit replacement and any plan changes relevant to water access in the catchment;
 - (b) Represent the members of the Society through the permit replacement, plan change processes and ongoing river management as required;
 - (c) Promote, support and advocate for the ongoing right to abstract water from the Manuherekia Catchment;
 - (d) Identify and fill information gaps required to present a balanced proposal for Manuherekia water management for the Society Members to the regulatory assessment of permit replacements and plan changes; and
 - (e) Do all such other lawful things as are incidental or conducive to the attainment of the above objectives.
- 3.2 Pecuniary gain is not a purpose of the Society.

MANAGEMENT OF THE SOCIETY

4. Managing Committee

- 4.1 The Society shall have a managing committee ("Committee"), comprising the following persons:
 - (a) The Chairperson;
 - (b) The Secretary;

- (c) The Treasurer; and
 - (d) Such other Members as the Society shall decide.
- 4.2 All Committee Members shall be members of the Society and not more than one Committee Member may be an Associate Member of the Society as defined in clause 12.3(d).
- 4.3 There shall be a minimum of seven and a maximum of twelve Committee Members, and all will be Officers.

5. Appointment of Committee Members

- 5.1 At a Society Meeting, the Members may decide by majority vote:
 - (a) How large the Committee will be, subject to the minimum and maximum requirements set out in clause 4.3;
 - (b) How long each person will be a Committee Member ("Term"), with a maximum Term of four years.
- 5.2 At the first meeting of the Committee following each Annual General Meeting, the Committee shall appoint the Key Officers. Each candidate shall be proposed and seconded in writing by Committee Members and the candidate must have consented to such nomination. The Committee Members will vote on the candidates and the Key Officers shall be elected by majority vote of the Committee Members.
- 5.3 The Key Officers shall remain in office until the meeting of the Committee following the next Annual General Meeting.
- 5.4 A Committee Member shall be eligible for re-election, subject to clauses 5.5 and 5.6.
- 5.5 Notwithstanding clauses 5.1(b) and 5.4, at each Annual General Meeting in every subsequent year after 2024, one-quarter of the Committee Members for the time being must retire (and if the number of Committee Members does not equal a multiple of four, then the number nearest to one-quarter shall retire). The Committee Members to retire shall be those persons who have been in office the longest consecutively. If there more equal longest-serving Committee Members than the number required to retire, then those to retire shall be determined by agreement between those parties or if no agreement can be reached, then by drawing lots. By way of example, if there are 12 Committee Members, in 2025 three Committee Members must retire but may be re-elected, subject to clause 5.6.
- 5.6 Notwithstanding the foregoing clauses, no person may be a Committee Member for more than 12 years (whether consecutive or not) unless resolved otherwise by majority resolution of the Society at an AGM.

6. Cessation of Committee Membership

- 6.1 Persons cease to be Committee Members when:
 - (a) They resign by giving written notice to the Committee and the notice of resignation is effective when it is received by the Committee or at a later time specified in the notice.

- (b) They are removed by majority vote of the Society at a Society Meeting.
- (c) They are removed by the dispute resolution process under this Constitution.
- (d) Their Term expires.
- (e) They become disqualified from being an Officer under section 47(3) of the Act.
- (f) They otherwise vacate office in accordance with this Constitution.
- (g) They die or are declared mentally incapable (as certified by a registered doctor).

6.2 If a person ceases to be a Committee Member, that person must within one month give to the Committee all Society documents and property.

7. Nomination of Committee Members

- 7.1 Nominations for members of the Committee shall be called for at least 20 working days before an Annual General Meeting. Each candidate shall be proposed and seconded in writing by Members and the completed nomination delivered to the Secretary. Nominations shall close at 5pm on the seventh working day before the Annual General Meeting.
- 7.2 To be eligible for nomination under clause 7.1, a candidate must meet the eligibility criteria in section 47 of the Act.
- 7.3 If the position of any Key Officer becomes vacant between Annual General Meetings, the Committee may appoint another Committee Member to fill that vacancy until the next Annual General Meeting.
- 7.4 If the position of any Committee Member becomes vacant between Annual General Meetings, the Committee may appoint another Society Member to fill that vacancy until the next Annual General Meeting.
- 7.5 If any Committee Member is absent from three consecutive meetings without leave of absence the Chairperson may declare that person's position to be vacant.

8. Role of the Committee

- 8.1 Subject to the constitution of the Society ("Constitution"), the role of the Committee 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 financial affairs, including approving the annual financial statements for presentation to the Members at the Annual General Meetings;
 - (d) Set accounting policies in line with generally accepted accounting practice;
 - (e) Delegate responsibility and co-opt members where necessary;
 - (f) Ensure that all Members follow the Constitution;
 - (g) Decide how a person becomes a Member, and how a person stops being a Member;

- (h) Decide the times and dates for Meetings, and set the agenda for Meetings;
 - (i) Decide the procedures for dealing with complaints;
 - (j) Set Membership fees, including subscriptions and levies;
 - (k) Make regulations.
- 8.2 The Committee has all of the powers of the Society, unless the Committee's power is limited by this Constitution, or by a majority decision of the Society.
- 8.3 All decisions of the Committee shall be by a majority vote. In the event of an equal vote, the matter at hand shall be discussed further at the same or a subsequent meeting of the Committee Members and voted on again if required.
- 8.4 Decisions of the Committee bind the Society, unless the Committee's power is limited by this Constitution or by a majority decision of the Society.

9. Roles of Committee Members

9.1 The Chairperson is responsible for:

- (a) Ensuring that the Constitution is followed;
- (b) Convening Meetings and establishing whether or not a quorum (not less than half of the Committee) is present;
- (c) Chairing Meetings, deciding who may speak and when;
- (d) Overseeing the operation of the Society;
- (e) Providing a report on the operations of the Society at each Annual General Meeting.

9.2 The Secretary is responsible for:

- (a) Recording the minutes of Meetings and Committee meetings;
- (b) Keeping the Register of Members;
- (c) Calling for nominations for Committee elections at the Annual General Meeting;
- (d) Holding the Society's records, documents, and books except those required for the Treasurer's function;
- (e) Receiving and replying to correspondence as required by the Committee;
- (f) Forwarding the annual financial statements for the Society to the Registrar of Incorporated Societies upon their approval by the Members at an Annual General Meeting;
- (g) Advising the Registrar of Incorporated Societies of any rule changes.

9.3 The Treasurer is responsible for:

- (a) Keeping proper accounting records of the Society's financial transactions to allow the Society's financial position to be readily ascertained and in accordance with the Act

- (b) Preparing draft annual financial statements to be presented to the Reviewer in accordance with clause 24 and the Act;
 - (c) if the Society is required to have its financial statements audited or reviewed, ensuring that occurs;
 - (d) Presenting the finalised annual financial statements referred to in clause 9.3(b) at each Annual General Meeting. These statements should be prepared in accordance with the Societies' accounting policies (see clause 8.1(d));
 - (e) Providing a financial report at each Annual General Meeting;
 - (f) ensuring any annual returns are completed;
 - (g) Providing financial information to the Committee as the Committee determines.
- 9.4 Committee Members may receive full reimbursement for all reasonable expenses incurred by that Committee Member on behalf of the Society when authorised by resolution of the Committee.
- 9.5 The honorarium (if any) of any Key Officers shall be fixed at the Annual General Meeting and must comply with the requirements of section 24(1)(h) of the Act.

10. Committee Meetings

- 10.1 Committee meetings may be held via video or telephone conference, or other formats as the Committee may decide.
- 10.2 A Committee Meeting must have no less than half of the Committee Members present to constitute a quorum to proceed. Committee Members may be present by way of an audio visual meeting via means such as (but not limited to) FaceTime or Zoom.
- 10.3 If a Committee Member is unable to attend a Committee Meeting, that Committee Member may nominate a Society Member to attend the Committee Meeting in their place.
- 10.4 The Chairperson shall chair Committee Meetings, or if the Chairperson is absent, the Committee shall elect a Committee Member to chair that meeting.
- 10.5 Decisions of the Committee shall be by majority vote.
- 10.6 Only Committee Members present at a Committee Meeting may vote at that Committee Meeting.
- 10.7 The Chairperson shall not have a casting vote.
- 10.8 Subject to this Constitution , the Committee may regulate its own practices.
- 10.9 The Chairperson or his nominee shall adjourn the meeting if necessary.
- 10.10 Adjourned Meetings: If within half 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 Chairperson of the Society, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The Chairperson may with the consent of any Society Meeting adjourn the same from time

to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

11. Indemnity

- 11.1 No Committee Member shall be liable for the acts or defaults of any other Committee Member or any loss occasioned by another Committee Member, unless occasioned by their wilful default or by their wilful acquiescence.
- 11.2 The Committee and the Committee Members shall be indemnified by the Society for all liabilities and costs incurred by them in the proper performance of the functions and duties, other than as a result of their wilful default, fraud or gross negligence.
- 11.3 The Society may effect insurance for its own current and former Officers, Members, and employees as permitted by sections 94 to 98 of the Act.

SOCIETY MEMBERSHIP

12. Types of Members

- 12.1 Membership may comprise different classes of membership as decided by the Society from time to time.
- 12.2 Members have the rights and responsibilities set out in this Constitution.
- 12.3 As at the commencement of the Society, the Society has four classes of membership as follows:
 - (a) Ordinary Member: a person or entity who holds at least one numbered current consent issued by the Otago Regional Council to extract irrigation water from the catchments;
 - (b) Scheme Shareholder Member: a person or entity who holds an agreement to take water supplied by an irrigation company or society that holds at least one numbered current consent issued by the Otago Regional Council to extract irrigation water from the catchments;
 - (c) Corporate Member: an irrigation company or society that holds at least one numbered current consent issued by the Otago Regional Council to extract irrigation water from the catchments for the purpose of reticulating water for supply to its shareholders; and
 - (d) Associate Member: any person or entity that has an interest in water management within catchments but who does not have a numbered current consent issued by the Otago Regional Council to extract irrigation water from the catchments or an agreement to take water supplied by an irrigation company.
- 12.4 The Society shall have a minimum of 10 Members at all times.

13. Voting rights of Members

- 13.1 Subject to clause 13.2, Members shall have one vote for each cubic metre of consented water take that Member holds.
- 13.2 The following Members shall not have any voting rights:
- (a) A Scheme Shareholder Member.
 - (b) An Associate Member.

14. Admission of Members

- 14.1 To become a Member, a person ("Applicant") must:
- (a) Complete an application form consenting to becoming a Member; and
 - (b) Supply any other information the Committee requires including but not limited to the details of any consent held by the Applicant.
- 14.2 The Committee may interview the Applicant when it considers Membership applications.
- 14.3 The Committee shall have complete discretion when it decides whether or not to allow the Applicant to become a Member. The Committee shall advise the Applicant of its decision, and that decision shall be final.

15. The Register of Members

- 15.1 The Secretary shall keep a register of Members ("Register"), which shall contain the names, the postal and email addresses, telephone numbers and Otago Regional Council consent number(s) of all Members, the consent to becoming a Member, and the dates at which they became Members.
- 15.2 If a Member's contact details change, that Member shall give the new postal or email address or telephone number to the Secretary.
- 15.3 Each Member shall provide such other details as the Committee requires.
- 15.4 Members shall have reasonable access to the Register of Members.
- 15.5 The Secretary shall also include in the Register the name of each person who has ceased to be a Member within the previous 7 years and the date on which each person ceased to be a Member.
- 15.6 The Register must be updated as soon as practicable after the Committee becomes aware of changes of the information recorded in the Register.

16. Cessation of Membership

- 16.1 A person ceases to be a Member:
- (a) by resignation by giving written notice to the Secretary.

- (b) On death or if a body corporate, on liquidation or if in a partnership, on dissolution of the partnership.
- (c) On termination of membership under clause 20.1 or from a dispute resolution process in this Constitution.

16.2 A person who ceases to be a Member:

- (a) Remains liable to pay all membership and other fees owed to the Society up to the date of cessation.
- (b) Must return all property of the Society to the Society.

DUTIES OWED TO SOCIETY BY OFFICERS

17. Officer's duties

17.1 An Officer:

- (a) when exercising powers or performing duties as an Officer, must act in good faith and in what the Officer believes to be the best interests of the Society;
- (b) must exercise a power as an Officer for a proper purpose;
- (c) must not act, or agree to the Society acting, in a manner that contravenes the Act or this Constitution;
- (d) when exercising powers or performing duties as an Officer, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances, taking into account, but without limitation:
 - (i) the nature of the Society;
 - (ii) the nature of the decision;
 - (iii) the position of the Officer; and
 - (iv) the nature of the responsibilities undertaken by them;
- (e) must not:
 - (i) agree to the activities of the Society being carried on in a manner likely to create a substantial risk of serious loss to the Society's creditors; or
 - (ii) cause or allow the activities of the Society to be carried on in a manner likely to create a substantial risk of serious loss to the Society's creditors;
- (f) must not agree to the Society incurring an obligation unless the Officer believes at that time on reasonable grounds that the Society will be able to perform the obligation when it is required to do so; and
- (g) when exercising powers or performing duties as an Officer, may rely on reports, statements, and financial data and other information prepared or supplied, and on professional or expert advice given, by:

- (i) an employee of the Society whom the Officer believes on reasonable grounds to be reliable and competent in relation to the matters concerned;
- (ii) a professional adviser or expert in relation to matters that the Officer believes on reasonable grounds to be within the person's professional or expert competence; or
- (iii) any other Officer or subcommittee of Officers on which the Officer did not serve in relation to matters within the Officer's or subcommittee's designated authority,

if the Officer acts in good faith, makes proper inquiry where the need for inquiry is indicated by the circumstances, and has no knowledge that the reliance is unwarranted.

DISPUTE RESOLUTION PROCESS

18. Disputes

18.1 The Society may consider, resolve, and/or decide disputes between any one or more Members acting in their capacity as Members and any one or more Officers acting in their capacity as Officers and the Society, that relate to an allegation that:

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

How a complaint is made

18.2 A Member or an Officer may make a complaint by giving Notice to the Committee or any subcommittee established for this purpose, that:

- (a) states that the Member or Officer is starting a procedure for resolving a dispute under this Constitution;
- (b) sets out the allegation to which the dispute relates and who the allegation is against; and
- (c) sets out any other information reasonably required by the Society.

18.3 The Society may make a complaint involving an allegation against a Member or an Officer by giving Notice to the person concerned that:

- (a) states that the Society is starting a procedure for resolving a dispute under this Constitution; and
- (b) sets out the allegation to which the dispute relates.

Person who makes complaint has right to be heard

- 18.4 Unless the Society decides not to proceed, the Member has a right to be heard before the complaint is resolved or any outcome is determined. A Member must be taken to have been given the right if:
- (a) the Member has a reasonable opportunity to be heard in writing or at an oral hearing, if one is held; and
 - (b) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - (c) an oral hearing, if any, is held before the decision maker; and
 - (d) the Member's written statement or submissions, if any, are considered by the decision maker.
- 18.5 If the Society makes a complaint, it has a right to be heard before the complaint is resolved or any outcome is determined and a Committee Member may exercise that right on behalf of the Society. The Society must be taken to have been given the right if:
- (a) they have a reasonable opportunity to be heard in writing or at an oral hearing, if one is held; and
 - (b) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - (c) an oral hearing, if any, is held before the decision maker; and
 - (d) its written statement or submissions, if any, are considered by the decision maker.

Respondent has right to be heard

- 18.6 The Member or Officer who, or the Society which, is the subject of the complaint ("Respondent") has a right to be heard before the complaint is resolved or any outcome is determined. If the Respondent is the Society, a Committee Member may exercise the right on behalf of the Society.
- 18.7 A Respondent must be taken to have been given the right if:
- (a) the Respondent is fairly advised of all allegations concerning the Respondent, with sufficient details and time given to enable the Respondent to prepare a response; and
 - (b) the Respondent has a reasonable opportunity to be heard in writing or at an oral hearing, if one is to be held; and
 - (c) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - (d) an oral hearing, if any, is held before the decision maker; and
 - (e) the Respondent's written statement or submissions, if any, are considered by the decision maker.

Investigating and determining disputes

- 18.8 The Society must as soon as is reasonably practicable after receiving a complaint or grievance, investigate and determine the complaint or grievance in a fair, efficient, and effective manner.

Circumstances in which a process may not proceed

- 18.9 Despite the content of this clause 18 and any other clause in this Constitution or in the Regulations, the Society may decide not to proceed with a matter if:
- (a) the complaint is trivial; or
 - (b) the complaint does not appear to disclose or involve any allegation of the following kind:
 - (i) any material misconduct; or
 - (ii) any material breach or likelihood of material breach of a duty under this Constitution or the Act;
 - (iii) any material damage to a Member's rights or interests or Members' rights or interests generally; or
 - (c) the complaint appears to be without foundation or there is no apparent evidence to support it; or
 - (d) the person who makes the complaint has an insignificant interest in the matter; or
 - (e) the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under this Constitution; or
 - (f) there has been an undue delay in making the complaint.

Refer complaint

- 18.10 The Society may refer a complaint to:
- (a) a subcommittee or an external person to investigate and report;
 - (b) a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision; or
 - (c) with the consent of all parties to the complaint, to any type of consensual dispute resolution such as mediation or facilitation.

Decision makers

- 18.11 An individual may not act as a decision maker in relation to a complaint if two or more members of the decision-making body (whether it is a Committee, complaints subcommittee, tribunal, or other) consider that there are reasonable grounds to believe that the individual may not be:
- (a) impartial; or
 - (b) able to consider the matter without a predetermined view.

19. Obligations of Members

- 19.1 All Members (and Committee 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

20. Use of Money and Other Assets

- 20.1 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 by either the Committee or by majority vote of the Society.

21. Joining Fees, Subscriptions and Levies

- 21.1 If any Member does not pay a Subscription or levy by the date set by the Committee or the Society, the Secretary may give written notice that, unless the arrears are paid by a nominated date, the Membership will be terminated. After that date, the 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.

22. Additional Powers

- 22.1 The Society may:
- (a) Employ people for the purposes of the Society;
 - (b) Exercise any power a trustee might exercise;
 - (c) Invest in any investment that a trustee might invest in.

23. Financial Year

- 23.1 The financial year of the Society begins on 1 July of every year and ends on 30 June of the next year ("Balance Date").

24. Assurance on the Financial Statements

- 24.1 The Society must prepare and register financial statements as required by the Act.
- 24.2 The Society shall appoint a suitably qualified person to review the annual financial statements of the Society which may be an auditor if required under the Act ("Reviewer"). The reviewed or audited financial statements must be submitted to the Annual General Meeting.

- 24.3 The Reviewer shall conduct an examination with the objective of providing a report that nothing has come to the Reviewer's attention to cause the Reviewer to believe that the financial information is not presented in accordance with the Society's accounting policies. The Reviewer must be a suitably qualified person, and must not be a member of the Committee, or an employee of the Society. If the Society appoints a Reviewer who is unable to act for some reason, the Committee shall appoint another Reviewer as a replacement.
- 24.4 The Committee is responsible to provide the Reviewer with:
- (a) Access to all information of which the Committee 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 Committee 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 MEETINGS

25. Society Meetings

- 25.1 A Society Meeting is either an Annual General Meeting or a Special General Meeting.
- 25.2 The Annual General Meeting shall be held once every year no later than five months after the Society's balance date. The Committee shall determine when and where the Society shall meet within those dates.
- 25.3 Special General Meetings:
- (a) May be called by the Committee; or
 - (b) If the Secretary receives a written request signed by at least 12 voting Members of the Society, the Committee must call a Special General Meeting.
- 25.4 The Secretary shall:
- (a) Give all Members at least 5 working days Written Notice of the business to be conducted at any Society Meeting;
 - (b) Additionally, the Secretary will provide, as appropriate:
 - (i) A copy of the Chairperson's Report on the Society's operations and of the reviewed Annual Financial Statements as approved by the Committee;
 - (ii) A list of Nominees for the Committee, and information about those Nominees if it has been provided. (The Secretary must not provide Members with information exceeding one side of an A4 sheet of paper per Nominee);
 - (iii) 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.

- 25.5 All Members may attend and vote at Society Meetings.
- 25.6 No Society Meeting may be held unless at least 20 voting Members of the Society attend. This will constitute a quorum.
- 25.7 All Society Meetings shall be chaired by the Chairperson. If the Chairperson is absent, the Society shall elect another Committee Member to Chairperson that meeting.
- 25.8 On any given motion 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 member demands a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot.

- 25.9 The business of an Annual General Meeting shall be:
- (a) Receiving any minutes of the previous Society's 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 Annual Financial Statements;
 - (d) Election of Committee Members;
 - (e) Motions to be considered;
 - (f) General business.

25.10 The Chairperson or his nominee shall adjourn the meeting if necessary.

25.11 Adjourned Meetings: If within half 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 Chairperson of the Society, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The Chairperson may with the consent of any Society Meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

26. Motions at Society Meetings

- 26.1 Any Member may request that a motion be voted on ("Member's Motion") at a particular Society Meeting, by giving written notice to the Secretary at least 28 days before that meeting. The Member may also provide information in support of the motion ("Member's Information"). The Committee 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 12 voting Member of the Society:

- (a) It must be voted on at the Society Meeting chosen by the Member; and
- (b) The Secretary must give the Member's Information to all Members at least 5 working days before the Society Meeting chosen by the Member; or
- (c) If the Secretary fails to do this, the Member has the right to raise the motion at the following Society Meeting.

26.2 The Committee may also decide to put forward motions for the Society to vote on ("Committee Motions") which shall be suitably notified.

CONFLICTS OF INTEREST

27. Conflicts of interest

27.1 The Committee must keep an Interests Register.

27.2 An Officer who is Interested in a Matter relating to the Society must disclose details of the nature and extent of the interest, including any monetary value of the interest if it can be quantified:

- (a) to the Committee as soon as practicable after the Officer becomes aware that they are Interested in the Matter; and
- (b) in the Interests Register.

27.3 A Committee Member who is Interested in a Matter:

- (a) must not vote or take part in a decision of the Committee relating to that Matter;
- (b) must not sign any document in relation to that Matter;
- (c) may take part in any Committee discussion and be present at the time of the Committee decision, unless the Committee decides otherwise;
- (d) may be counted for the purpose of determining whether there is a quorum at any meeting at which the Matter is considered.

27.4 Clauses 27.3(a) or 27.3(b) do not apply to a Committee Member in relation to a particular Matter if all members of the Committee who are not Interested in the Matter consent to the Interested Committee Member acting as referred to in clauses 27.3(a) or 27.3(b).

27.5 Despite clause 27.4, if 50% or more of the Committee Members are Interested in a Matter, a SGM must be called to consider and determine the Matter.

PROHIBITION ON PERSONAL BENEFITS

28. Prohibition on personal benefits

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

ALTERING THE CONSTITUTION

29. Altering the Constitution

- 29.1 The Society may alter or replace this Constitution at a Society Meeting by a resolution passed by at least 75% of those Members present and voting.
- 29.2 Any proposed motion to amend or replace this Constitution shall be signed by at least 12 voting Members of the Society and given in writing to the Secretary at least 28 days before the Society Meeting at which the motion is to be considered and accompanied by a written explanation of the reasons for the proposal.
- 29.3 At least 14 days before the Meeting at which any Constitution change is to be considered the Secretary shall give to all Members written notice of the proposed motion, the reasons for the proposal, and any recommendations the Committee has.
- 29.4 When a Constitution change is approved by a Meeting no Constitution change shall take effect until the Secretary has filed the changes with the Registrar.
- 29.5 No addition to or alteration of the aims, personal benefit clause or the winding up clause shall be made which affects the non-profit deduction. The provisions and effect of this clause shall not be removed from this Constitution and shall be included an implied into a Constitution replacing this Constitution.
- 29.6 Notwithstanding clause 29.1, if an amendment to this Constitution would have no more than a minor effect or is to correct errors or makes similar technical alterations, then the Committee may give notice of the amendment to every Member stating the text of the amendment and the right of Members to object to the amendment.
- 29.7 If the Committee does not receive any objections from Members within 20 Working Days after the date on which the notice is sent, or any longer period of time that the Committee decides, then the Committee may make that amendment. If it does receive an objection, then the Committee may not make the amendment.
- 29.8 If any situation arises that, in the opinion of the Committee is not provided for in this Constitution or any Bylaws, the matter will be determined by the Committee.

BYLAWS

30. Bylaws to govern the Society

- 30.1 The Committee may from time-to-time make, alter or rescind bylaws for the general management of the society, so long as these are not repugnant to this Constitution or to the provisions of law. All such bylaws shall be binding on members of the Society. A copy of the bylaws for the time being shall be available for inspection by any member on request to the Secretary.

WINDING UP

31. Winding up

- 31.1 The Committee must give written notice to all Members of at least 20 Working Days of a proposed motion:
- (a) To remove the Society from the Register;
 - (b) For the distribution of the Society's surplus assets; or
 - (c) To appoint a liquidator.
- 31.2 The notice provided under clause 31.1 shall comply with section 228 of the Act and include details of the Meeting at which the proposed motion is to be considered.
- 31.3 Any resolution for a motion set out in clauses 31.1(a) to 31.1(c) must be passed by a [majority vote/vote of at least 75% of Members].
- 31.4 If the Society is wound up:
- (a) The Society's debts, costs and liabilities shall be paid;
 - (b) The surplus Money and Other Assets after payment of all debts, costs and liabilities shall be distributed to:
 - (i) Any territorial authority, society or other organisation with similar charitable purposes to the Society (as set out in this Constitution) within the then current Central Otago District Council boundary as shall be determined by the Members by majority resolution at a Society meeting prior to such dissolution;
 - (ii) If no resolution is passed prior to such dissolution, then in accordance with section 216 or 217 of the Act (as applicable).

CONTACT PERSON

32. Contact Person(s)

- 32.1 The Committee must appoint at least one, and a maximum of three, persons to be the Society's Contact Person, subject to those persons meeting the eligibility criteria set out in the Act.

- 32.2 In the absence of the appointment of any Contact Person, the Chairperson shall be the default Contact Person.
- 32.3 The Committee must advise the Registrar of any change in the Contact Person or that person's Contact Details.

TRANSITION

33. Transition

- 33.1 This clause 33 applies to facilitate transition of the Society from the previous society rules to this Constitution. If this clause is inconsistent with any other clause in this Constitution, this clause will apply to the extent of the inconsistency and the other clause will not.

Transition of Members

- 33.2 Subject to this Constitution, every Member who or which was a member of the Society and recorded on the Member Register immediately prior to the commencement of this Constitution, will continue as a Member.

Transition of Committee Members

- 33.3 The Committee under the previous rules will continue in accordance with the Committee election and retirement provisions in this Constitution.

Transition of Bylaws

- 33.4 All Bylaws which were in force immediately prior to this Constitution coming into force will continue in force, unless otherwise decided by the Committee. If any of those Bylaws are inconsistent with this Constitution (whether in whole or in part), the Committee will determine the matter as it sees fit.
- 33.5 In the 2 years following the adoption of this Constitution the Committee may:
- (a) amend any requirement for, and/or the date by which this Constitution requires, anything to be done to facilitate transition of the Society to this Constitution;
 - (b) decide any matter arising, including where such matter would normally be or is required to be guided or determined by a Bylaw or policy or process and that Bylaw or policy or process is not yet in place or does not yet exist.

DEFINITIONS

34. Definitions and Miscellaneous matters

- 34.1 In this Constitution:

- (a) "Act" means the Incorporated Societies Act 2022 or any act in replacement or substitution.
- (b) "Annual General Meeting" means a meeting of the Members of the Society held once a year convened under this Constitution.

- (c) "Chairperson" means the Committee Member appointed as Chairperson of the Society under this Constitution.
- (d) "Committee" means the Society's governing body.
- (e) "Committee Member" means a member of the Committee including the Chairperson.
- (f) "Contact Person" means a person holding the position of contact person for the Society being the person whom the Registrar can contact when needed.
- (g) "Interested" has the meaning set out in section 62 of the Act, including that as permitted under section 26 a Member shall not be Interested by virtue of:
 - (i) Having an interest that is the same or substantially the same as the benefit or interest of all or most other members due to the membership of those members; or
 - (ii) Having irrigation interests in the Manuherekia catchment area (provided the conditions (if any) prescribed by the Regulations are satisfied).
- (h) "Interests Register" means the register of disclosures made by Officers kept by the Committee.
- (i) "Key Officers" means the Chairperson, Secretary and Treasurer, and Key Officer means any one of these as the context requires.
- (j) "Majority vote" means votes made up of at least half of the votes of 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.
- (k) "Matter" has the meaning set out in section 62(4) of the Act.
- (l) "Meetings" means an Annual General Meeting or Special General meeting.
- (m) "Member" means each person who is a member of the Society.
- (n) "Member Register" means the register of Members kept under this Constitution.
- (o) "Money or Other Assets" means any real or personal property or any interest therein, owned or controlled to any extent by the Society.
- (p) "Officer" means a Committee Member and any natural person occupying a position in the Society that allows the person to exercise significant influence over the management or administration of the Society.
- (q) "Registrar" means the Registrar of Incorporated Societies.
- (r) "Regulations" means regulations made under the Incorporated Societies Act 2022.
- (s) "Secretary" means the secretary of the Society, elected under this Constitution.
- (t) "Special General Meeting" means a meeting of the Members, other than an Annual General Meeting, called for a specific purpose or purposes.
- (u) "Society Meeting" means any Annual General Meeting, or any Special General Meeting, but not a Committee Meeting.

- (v) "Treasurer" means the treasurer of the Society, elected under this Constitution.
- (w) "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.
- (x) "Working day" means any day of the week other than:
 - (i) Saturday, Sunday, Waitangi Day, Good Friday, Easter Monday, Anzac Day, the Sovereign's birthday, Te Ra Aro ki a Matariki/Matariki Observance Day and Labour day; and
 - (ii) if Waitangi Day or Anzac Day falls on a Saturday or Sunday, the following Monday; and
 - (iii) a day in the period commencing on 24 December in any year and ending on 5 January in the following year, both days inclusive; and
 - (iv) the day observed as the anniversary in Central Otago.
- (y) "Written Notice" means communication by post, electronic means (including email, and website posting), or advertisement in periodicals, or a combination of these methods.
- (z) It is assumed that:
 - (i) Where a masculine is used, the feminine is included;
 - (ii) Where the singular is used, plural forms of the noun are also inferred; and
 - (iii) Headings are a matter of reference and not a part of this Constitution.
- (aa) Matters not covered in this Constitution , where not covered by the Act, shall be decided upon by the Committee.