

**RULES OF BREWERS GUILD OF NEW ZEALAND INCORPORATED**

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*Anthony Harper*

**Auckland**

Level 6, Chorus House  
66 Wyndham Street  
PO Box 2646  
Auckland 1140  
Telephone+64 9 920 6400  
Facsimile +64 9 920 9599

**Christchurch**

Level 9, HSBC Tower  
62 Worcester Boulevard  
PO Box 2646  
Christchurch 8140  
Telephone+64 3 379 0920  
Facsimile +64 3 366 9277

**[www.anthonharper.co.nz](http://www.anthonharper.co.nz)**

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## **1 Name**

- 1.1 The name of the society is Brewers Guild of New Zealand Incorporated (the "Society").
- 1.2 The Society was constituted by resolution dated 4 November 2006 and was registered under the Incorporated Societies Act 1908 (number 1888170).
- 1.3 These Rules replace all previous rules and will take effect from **date** being the date of re-registration of the Society under the Incorporated Societies Act 2022.
- 1.4 The Registered Office of the Society is the offices of Anthony Harper, Level 9, HSBC Tower, 62 Worcester Boulevard, Christchurch 8140.

## **2 Purposes of Society**

- 2.1 The purposes of the Society are to:
  - (a) promote the common interests of the members for the licensed brewing industry in New Zealand, including:
    - (i) political lobbying and negotiating (excise duty, for example);
    - (ii) sharing and disseminating information; and
    - (iii) making a spokesperson available who can promote the point of view of the members;
  - (b) educate members and the public including collecting information of value to members regarding laws, provisions, directives relating to brewing in New Zealand and publishing material and running conferences;
  - (c) promote the positive aspects of beer; and
  - (d) do anything necessary or helpful to achieve the above purposes.
- 2.2 Pecuniary gain is not a purpose of the Society.

## **MANAGEMENT OF THE SOCIETY**

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### **3 The Board**

- 3.1 The Society will have a governing body (the "Board") comprised of the following persons:
  - (a) the Chairperson;
  - (b) the Vice-Chairperson; and
  - (c) other persons as the Society may decide,provided that only Members of the Society may be Board Members.

### **4 Appointment of Board Members**

- 4.1 At a Society Meeting, the Members may decide by Majority vote:
  - (a) who the Board Members will be;
  - (b) how large the Board will be (subject only to there being a minimum of three Board Members); and

- (c) whether any Board Member may have more than one title.
- 4.2 Subject to rule 5.1, each person will be a Board Member for a term of two years (the "Term"), save that any retiring Board Member will be eligible for re-election.
- 4.3 Each Board Member may serve a maximum of three consecutive terms (that is, six years) but may be re-elected at the end of a two-year term. If there are no new nominations or not enough nominations to create a new Board, a retiring Board Member can be re-appointed by the Board for one more term, if required to make up Board numbers.

## **5 Cessation of Board Membership**

- 5.1 A person will cease to be a Board Member when:
  - (a) they resign by giving written notice to the Board, or are deemed to have resigned in accordance with Rule 6.3;
  - (b) they are removed by Majority vote of the Society at a Society Meeting;
  - (c) their Term on the Board has expired; or
  - (d) an event occurs that would disqualify them from being a director pursuant to the Companies Act 1993.
- 5.2 If a person ceases to be a Board Member that person must return all Society documents and property to the Board within one month of the relevant date described in Rule 5.1.

## **6 Nomination of Board Members**

- 6.1 Nominations for Board Members will be called at least 21 days before the Annual General Meeting. Each candidate must comply with section 47 of the Act, and must be proposed and seconded in writing by a Member and the completed nomination delivered to the Chairperson. Nominations will close 14 days before the Annual General Meeting, at which time the Chairperson will notify all Members of the nominations received.
- 6.2 In the event that insufficient nominations are received to fill a vacant (or soon to be vacant) position nominations may, at the sole and absolute discretion of the Chairperson, be received at any time prior to a vote being taken (a "Late Nomination"). Before a vote is taken at the Annual General Meeting the Chairperson must announce all nominations received, including all Late Nominations.
- 6.3 An Ordinary Brewery Member may not be represented by more than one member of the Board.
- 6.4 If the position of a Board Member becomes vacant between Annual General Meetings, the Board will appoint a replacement Board Member to fill that vacancy until the next Annual General Meeting.
- 6.5 If any Board Member is absent from three consecutive Board Meetings without leave of absence that Chairperson may declare that person's position to be vacant and the Board Member will be deemed to have resigned as a Board Member.
- 6.6 The validity of the Board will not be affected by a vacancy in its membership.

## **7 Role of the Board**

- 7.1 Subject to the rules of the Society (the "Rules"), the role of the Board is to:
  - (a) administer, manage, and control the Society in accordance with the Rules;

- (b) carry out the purposes of the Society including identifying acceptable ways to Use Money or Other Assets;
  - (c) manage the Society's bank accounts;
  - (d) ensure that all Members follow the Rules;
  - (e) decide who will be the Chairperson and the Vice-Chairperson;
  - (f) decide how a person becomes a Member, and how a person stops being a Member;
  - (g) decide the times and dates for Meetings, and set the agenda for Meetings;
  - (h) establish any sub-committee to advise the Board on any matter, provided that a person appointed to any such sub-committee need not be a Member, and that the term of any such sub-committee cannot extend beyond the date of the next Annual General Meeting;
  - (i) decide the procedures for dealing with complaints;
  - (j) make recommendations to a Meeting on the level of Membership fees, including a Joining Fee, an Annual Subscription or any other levy;
  - (k) make regulations (if any); and
  - (l) otherwise fulfil the objects of the Society, as determined by the Board.
- 7.2 The Board has all of the powers of the Society, unless the Board's power is limited by these Rules, or by a decision requiring a Majority vote of the Society.
- 7.3 Subject to Rule 7.5 decisions of the Board will be made by a Majority vote at a Board Meeting.
- 7.4 In the event of an equal vote, the Chairperson will have a second and casting vote.
- 7.5 From time to time decisions of the Board may be made by a resolution passed in lieu of a Meeting, or be otherwise authorised or approved, by a majority of Board Members.
- 7.6 Decisions of the Board bind the Society, unless the Board's power is limited by these Rules.

## **8 Role of Board Members**

- 8.1 The Chairperson's (and in his/her absence, the Vice-Chairperson's) role is to:
- (a) ensure that the Rules are followed;
  - (b) convene Meetings;
  - (c) chair Meetings, deciding who may speak and when, and the order of business;
  - (d) oversee the operations of the Society;
  - (e) give a report on the operations of the Society at each Annual General Meeting;
  - (f) advise the Registrar of any alteration to the Rules; and
  - (g) do and perform such other lawful duties as may be relevant to the office of the Chairperson.

## **9 Contact Person**

- 9.1 In accordance with the requirements of the Act, the Board will appoint at least one contact person, from time to time, who will be the primary contact between the Society and the Registrar. The Board will keep the Registrar informed of the contact person's contact details, and of any change to the contact person. The contact person need not be a Member and will have no rights to attend, speak or vote at any Meeting.

## **SOCIETY MEMBERSHIP**

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### **10 Types of Members**

- 10.1 Membership may comprise different classes of membership as decided by the Board.
- 10.2 As at the date of these Rules, a Member of the Society is:
- (a) an Ordinary Brewery Member;
  - (b) a Corporate Member;
  - (c) an Associate Member; or
  - (d) an Honorary Member.
- 10.3 Subject to Rule 10.4 below, all Members have the rights and responsibilities set out in these Rules.
- 10.4 Unless otherwise decided by the Board, only Ordinary Brewery Members may vote at Society Meetings.

### **11 Admission of Members**

- 11.1 To become a Member, a person (the "Applicant") must:
- (a) complete an application form, if required by the Board;
  - (b) attend an interview, if required by the Board;
  - (c) pay the then current Joining Fee; and
  - (d) supply any other information the Board requires.
- 11.2 To be an Ordinary Brewery Member the member must be the nominated agent of a legal entity that brews, or commissions the brewing of, common brands, names and formulas at a brewing facility in New Zealand. Each such legal entity may nominate one Ordinary Brewery Member.
- 11.3 A foreign brewing entity that has a representative company in New Zealand, but does not have a brewing facility in New Zealand, may only join the Society as a Corporate Member.
- 11.4 An Honorary Member may be appointed from time to time by the Board. An Honorary Member has the right to attend any Society Meeting.
- 11.5 The acceptance of an Applicant into membership of the Society is at the sole and absolute discretion of the Board. The Board will advise the Applicant of its decision, and that decision will be final.
- 11.6 The Board may change any terms or classes of membership, or impose any additional terms, at its sole and absolute discretion.

## **12 Register of Members**

- 12.1 The Board will keep a register of Members (the "Register"), which will contain the names, addresses, telephone numbers and email addresses of all Members, and the dates at which that person became a Member and ceased to be a Member.
- 12.2 If a Member's address, telephone number or email address changes, that Member must give updated details to the Board as soon as reasonably practicable.
- 12.3 Each Member must provide such other details relevant to membership as the Board may require.
- 12.4 A Member's right to access the Register (including a right to a copy of the Register, or an extract from the Register) will be at the sole and absolute discretion of the Board.

## **13 Cessation of Membership**

- 13.1 A Member may resign by giving written notice to the Board.
- 13.2 A Member may have his or her Membership terminated by the Board in any of the following ways:
  - (a) Immediately, by the Board giving the Member a written notice ("Termination Notice") if the Member has not paid any fee, subscription or levy when due and has failed to remedy such non-payment within 14 days after receiving written notice from the Board of such non-payment (and, for the avoidance of doubt, Rules 13.2(b) to (f) will not apply to such termination);
  - (b) if for any reason the Board is of the view that a Member is breaching the Rules, acting in a manner inconsistent with the purposes of the Society, or bringing the Society or the industry into disrepute, the Board may give written notice of this to the Member (the "Board's Notice"). The Board's Notice must:
    - (i) explain how the Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society;
    - (ii) state what the Member must do in order to remedy the situation, or state that the Member must write to the Board giving reasons why the Board should not terminate the Member's Membership;
    - (iii) state that if, within 14 days of the Member receiving the Board's Notice, the Board is not satisfied with the Member's response, the Board may in its absolute discretion immediately terminate the Member's Membership; and
    - (iv) state that if the Board terminates the Member's Membership, the Member may appeal to the Society;
  - (c) 14 days after the Member has received the Board's Notice, the Board may in its absolute discretion by Majority vote terminate the Member's Membership by giving the Member a Termination Notice, which will take immediate effect. The Termination Notice must state that the Member may appeal to the Society at the next Society Meeting by giving written notice to the Board ("Member's Notice") within 14 days of the Member's receipt of the Termination Notice;
  - (d) if the Member delivers a Member's Notice to the Board, the Member will have the right to be fairly heard at the next Society Meeting. If the Member chooses, the Member may provide the Board with a written explanation of the events as the Member sees them ("the Member's Explanation"), and the Member may require the Board to give the Member's Explanation to every other Member within 7 days of the Board receiving the Member's Explanation. If the Member is not satisfied that the other Society Members

have had sufficient time to consider the Member's Explanation, the Member may defer his or her right to be heard until the next following Society Meeting;

- (e) when the Member is heard at a Society Meeting, any Member who is present at the Society and is able to vote may question the Member and/or any Board Member; and
- (f) the Society will then, by Majority vote, decide whether to let the termination stand or whether to reinstate the Member, and such decision will be final.

13.3 To avoid doubt, a Member's membership will terminate on the later of:

- (a) the issue of a Termination Notice by the Board pursuant to Rule 13.2 (a);
- (b) the issue of a Termination Notice by the Board pursuant to Rule 13.2 (b)(iii); or
- (c) the passing of a Majority Vote at a Society Meeting pursuant to Rule 13.2 (f).

#### **14 Re-admission of a former Member**

14.1 Any former Member who resigned may apply for re-admission in the same way as a new Applicant.

14.2 If the former Member's membership was terminated by the Board or the Society, the Applicant will not be re-admitted to membership without the approval of the Board.

#### **15 Obligations of Members**

15.1 All Members (including all Board Members) are bound to:

- (a) observe the Rules of the Society for the time being in force;
- (b) promote the purposes of the Society and do nothing to bring the Society into disrepute;
- (c) take an active parts in the affairs of the Society; and
- (d) pay such subscriptions and fees as are fixed by the Board from time to time.

### **MONEY OR OTHER ASSETS OF THE SOCIETY**

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#### **16 Use of Money or Other Assets**

16.1 The Society may only Use Money or 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 of Money or Other Assets has been approved by either the Board or by a Majority vote of the Members at a Meeting,

provided that a purpose of the Society is not to make a profit for a Member (or a person closely related to a Member), and the Society is prohibited from making a distribution of property in any form to a Member (or a person closely related to a Member).

#### **17 Joining Fees, Subscriptions and Levies**

17.1 The Society, by Majority vote at a Meeting of Members, may determine how much a Member must pay:



- (a) to join the Society (the "Joining Fee"); and
  - (b) to remain a Member (the "Annual Subscription").
- 17.2 To avoid doubt, the Annual Subscription may be set at a different level (including zero) for a different class of Members.
- 17.3 The Board may by Majority vote impose any reasonable levy on a Member, which levy will be due and payable in accordance with the Board's direction.
- 17.4 If any Member is required to, but does not, pay the Annual Subscription or levy by the date set by the Board or the Society, that Member will have a further period of 7 days to pay the Annual Subscription or levy. After the expiry of the 7 day period, the Member will (without being released from the obligation of payment) have no Membership rights and will not be entitled to participate in any Society activity until all the arrears are paid, and the Member's Membership will be suspended until all arrears are paid in full.

## **18 Additional Powers**

- 18.1 The Society may:
- (a) employ people for the purposes of the Society, on terms to be determined by the Board;
  - (b) invest in any investment authorised by the Board;
  - (c) borrow money, and offer any of the Society's assets as security for such borrowing, provided the transaction has been approved by a Majority vote at a Society Meeting,
- provided that no Member (or a person closely related to a Member) may participate in or materially influence any decision made by the Board or at any Meeting of the Society in respect of the payment to or on behalf of that Member (or a person closely related to that Member) of any income, benefit, or advantage whatsoever. Any such income to be paid must be reasonable and relative to that which would be paid in an arm's length transaction (being open market value).
- 18.2 The Society is expressly authorised to indemnify and/or insure any Board Member or employee against liability for acts or omissions and/or costs incurred in connection with claims relating the position of Board Member or employee (as the case may be) provided such indemnity and/or insurance complies with sections 94 to 98 of the Act.

## **19 Financial Year**

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

## **20 Payments**

- 20.1 All payments made by the Society above a value of twenty dollars must be by electronic transfer from the Society's bank account.

## **21 Appointing an Auditor or Reviewing Accountant**

- 21.1 Consistent with its obligations under the Act, the Board may appoint an auditor (including a firm of auditors)(the "Auditor"), or a Reviewing Accountant (including a firm of accountants)(the "Reviewing Accountant"), from time to time, and:
- (a) the Auditor will audit the Society's financial statements with a view to certifying that they show a true and fair view of the Society's financial affairs for the most recently completed financial year; or

- (b) the Reviewing Accountant will review the Society's financial statements based on terms of reference instructed by the Board,

provided that the Auditor or the Reviewing Accountant (as the case may be) must be a member of Chartered Accountants Australia and New Zealand, and must not be a Member of the Society.

21.2 In setting the terms of reference for a review pursuant to Rule 21.1(b), the Board must give due consideration to:

- (a) the interests of the Society;
- (b) the collective interests of the Members;
- (c) the number and value of financial transactions incurred during the financial year;
- (d) the value of assets and liabilities held or incurred during the financial year;
- (e) the extent of any contingent liability that might attach to the Society during any future financial year; and
- (f) any other matter(s) which the Board considers relevant.

21.3 In addition to any requirement of law or agreement, a certificate evidencing completion of an audit or a review (as the case may be) must be prepared by the Auditor or the Reviewing Accountant (as the case may be), addressed to the Members, and must note any limitations of the audit or the review (if any) and any matter(s) concerning the Society to which the Board should turn its mind.

## **CONDUCT OF MEETINGS**

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### **22 Society Meetings**

22.1 A Society Meeting of Members is either an Annual General Meeting or a Special General Meeting.

22.2 The Board will determine when and where the Annual General Meeting will take place, provided that it must be held not later than:

- (a) 6 months after the end of the most recently completed financial year; and
- (b) 15 months after the previous Annual General Meeting.

22.3 A Special General Meeting:

- (a) may be called by the Board at its discretion; or
- (b) must be called by the Board if the Board receives a written request signed by at least 25% of the total number of Members.

22.4 The Board must give all Members at least 14 days' Written Notice of:

- (a) the business to be conducted at the Meeting;
- (b) a copy of the Annual Report and the financial statements (if it is an Annual General Meeting);
- (c) any motion to be considered at the Meeting and the Board's recommendations about such motion. If the Board has sent a notice to all Members in good faith, the Society

Meeting and its business will not be invalidated simply because one or more Members do not receive the notice; and

- (d) all nominations received for Board positions, and information about each nominee (if it has been provided, but in any case, not exceeding one side of an A4 page per nominee).
- 22.5 All Members may attend a Society Meeting but only Ordinary Brewery Members may vote. Members may attend in person, by telephone or by video conference, provided that the business of the Meeting will not be delayed or abandoned solely as a result of ineffective or defective communication links with a minority of Members.
- 22.6 A Member entitled to vote at a Society Meeting may appoint another voting Member, or the chairperson, to act as his/her proxy either at that Society Meeting or at all Society Meetings at which the appointing Member is entitled to vote. A proxy must be appointed in writing (by letter or by email) at any time prior to the commencement of the Meeting and must confirm the proxy's authority to act on behalf of the Member. A proxy will have the same rights as the appointing Member, other than the right to appoint a proxy.
- 22.7 No Society Meeting may be held unless at least 30% of Members entitled to vote at such a meeting, and at least one Board Member, attend in person or by proxy, and together such Members and Board Member(s) will constitute a quorum.
- 22.8 All Society Meetings will be chaired by the Chairperson or, if the Chairperson is absent, by the Vice-Chairperson. If the Vice-Chairperson is also absent, the Chairperson may nominate another Board Member to chair the Meeting, failing which the Members present must select a Member at the Meeting to act as chairperson for that Meeting. Any person chairing a Society Meeting will have a second and casting vote.
- 22.9 On any given motion at a Society Meeting, the chairperson will in good faith determine whether to put the motion to a vote by way of:
- (a) voices;
  - (b) show of hands;
  - (c) secret ballot; or
  - (d) electronic voting.
- However, if any Member demands a secret ballot before a vote by voices or a show of hands has begun, voting must be by secret ballot. If a secret ballot is held, the chairperson will have a second and casting vote.
- 22.10 With the prior approval of the Board, a Member may be able to use an electronic voting system to cast a vote on any motion before the Meeting. Where a Member has cast such a vote (and the vote is not invalid), the Member or their proxy will not be able to vote in person at the Meeting.
- 22.11 Minutes of each Society Meeting will be recorded and retained by the Board, and will be available for inspection by any Member at any reasonable time. A Member has a right to a copy of the confirmed minutes of the most recent Society Meeting.
- 22.12 The business of an Annual General Meeting will include:
- (a) the minutes of the previous Annual General Meeting;
  - (b) the minutes of any Special General Meeting held since the previous Annual General Meeting;
  - (c) the Chairperson's report on the business of the Society;

- (d) a report on the finances of the Society, the financial statements of the Society for the most recently completed financial year accompanied by an auditor's report (if an auditor has been appointed under Rule 21.1);
- (e) election of Board Members;
- (f) motions to be considered;
- (g) general business; and
- (h) approval of plans for the balance of the current and future calendar years.

22.13 For the purposes of Rule 22.12(e) where insufficient nominations have been received, the chairperson of the Meeting, at his or her sole and absolute discretion, may accept a nomination to fill a vacant (or soon to be vacant) position at any time prior to a vote being taken.

22.14 From time to time decisions of the Society may be made by resolution in lieu of a meeting, or be otherwise authorised or approved, by a Majority vote.

### **23 Motions at Society Meetings**

23.1 Any Member may request that a motion be voted on (a "Member Motion") at a particular Society Meeting, by giving written notice to the Board at least 21 days before that meeting. The Member may also provide information in support of the motion (the "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 Motion is signed by at least a quarter of all Members:

- (a) it must be voted on at the Society Meeting chosen by the Member; and
- (b) the Board must give the Member's Information to all Members at least 10 days before the Society Meeting chosen by the Member, or if the Board fails to do this, the Member has the right to request that the Member Motion be deferred until the next following Society Meeting.

23.2 The Board may put forward one or more motions for the Society to vote on at a Society Meeting (a "Board Motion").

### **24 Board Meetings**

24.1 Board Meetings will be held, with at least 5 days' notice, not less than once every two months in person, via video or telephone conference, or in such other format as the Board may approve from time to time.

24.2 The quorum for a Board Meeting will be at least 50% of all Board Members attending in person or by proxy. In the event of a meeting that has been re-convened pursuant to Rule 24.8, the Members present at the re-convened meeting will constitute a quorum.

24.3 A Board Member may appoint another voting Board Member, or the chairperson, to act as his/her proxy either at that Board Meeting or at all Board Meetings at which the appointing Board Member is entitled to vote. A proxy must be appointed in writing (by letter or by email) and must confirm the proxy's authority to act on behalf of the Board Member. Notice of the appointment of a proxy must be received prior to the starting time of the Board Meeting. A proxy will have the same rights as the appointing Board Member, other than the right to appoint a proxy.

24.4 The chairperson of a Board Meeting will be:

- (a) the Chairperson;

- (b) the Vice-Chairperson (if the Chairperson is absent);
- (c) the Executive Director (if the Chairperson and the Vice-Chairperson are absent); or
- (d) (in the absence of the Chairperson, the Vice-Chairperson and the Executive Director) a Board Member selected by the Board who is present at that Board Meeting.

- 24.5 Decisions of the Board will be by Majority vote, unless otherwise required by these Rules.
- 24.6 The chairperson of a Board Meeting will have a second and casting vote.
- 24.7 Only a Board Member attending in person, or by his/her appointed proxy, may vote at that Board Meeting.
- 24.8 The chairperson may adjourn a Board Meeting, for any reason, provided that the adjourned Board Meeting must be re-convened within 14 days, otherwise that Board Meeting will be abandoned.
- 24.9 Minutes of each Board Meeting will be recorded and retained by the Board, and will be available for inspection by any Member at any reasonable time. A Member (including a Board Member) has no right to a copy of any Board minutes other than at the Board's sole and absolute discretion.
- 24.10 Subject to these Rules, the Board may regulate its own practices.

## **25 Conflicts of Interest**

- 25.1 A Board Member who is interested (as defined in section 62 of the Act) in a transaction entered into, or to be entered into, by the Society must, immediately upon becoming aware that he or she is interested in the transaction:
- (a) enter in a register and disclose to the Board the nature, monetary value (if quantifiable) or nature of the extent (if the monetary value is not quantifiable) of any such interest (the "Interests Register");
  - (b) not participate in any discussion about the transaction, unless otherwise determined by the Board); and
  - (c) not participate in any vote, or sign any document, relating to the transaction.
- 25.2 The Interests Register may be inspected by any Board Member at any reasonable time.
- 25.3 If, at any time, the majority of the Board Members disclose a conflict of interest in relation to a transaction, the matter must be referred to a Society Meeting for resolution.

## **DISPUTE RESOLUTION**

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### **26 Dispute Resolution Procedure**

- 26.1 The Board or any Member claiming that a Dispute has arisen must give the other party a written notice specifying the nature of the dispute in such terms that the other party can understand the nature and basis of the dispute (the "Dispute Notice").
- 26.2 No party to a dispute may engage in any other dispute resolution process (including court proceedings) unless it has first complied with this Rule 26.
- 26.3 All dispute resolution procedures must be undertaken in a manner that is consistent with the principles and rules of natural justice.

- 26.4 The parties must in good faith attempt to resolve any dispute by negotiation using the following escalation procedure:
- (a) after a Dispute Notice has been given, the parties must first make an honest attempt to resolve the Dispute; and
  - (b) if the parties cannot resolve the Dispute within 14 days after the Dispute Notice has been given, the parties must appoint a mediator who will then assist the parties to a resolution through mediation. If the parties cannot agree on the appointment of a mediator within 7 days of the need to appoint such a person, the Chairperson must appoint a mediator within a further 2 days.
- 26.5 Any mediation will take place in Christchurch, unless the parties agree otherwise. Alternatively, with the consent of the mediator, the mediation may be conducted remotely provided that each party can hear, and be heard by, each of the other participating parties.
- 26.6 Each party may have no more than two support people attending with them at any stage of the dispute resolution process, provided that any such support person has no right to speak at any proceedings unless agreed to by the other party, and provided further that any such right to speak may be withdrawn by the other party at any stage of the process.
- 26.7 If resolution cannot be achieved through mediation, or if a party wishes to appeal any resolution reached under this Rule 26, a party may seek any relief it considers appropriate in a court of competent jurisdiction provided that the court may take notice of anything said or relied upon by either party at any stage after the Dispute Notice has been issued.
- 26.8 The parties must continue to perform their respective obligations under these Rules pending the resolution of a dispute, subject always to any Member's right to terminate their membership of the Society in accordance with these Rules. To avoid doubt, the Board may not terminate a Member's membership under Rule 13.2 while a dispute is being dealt with pursuant to this Rule 26.
- 26.9 Subject to any direction arising out of any resolution process each party must pay its own costs of complying with this Rule 26.
- 26.10 If the Board is of the view that the complaint described in the Dispute Notice falls under any of the following categories, the Board reserves the right to decide whether or not proceed with the complaint:
- (a) the basis of the dispute is trivial;
  - (b) the Member appears not to have engaged in material misconduct;
  - (c) the Members' rights or interests have generally not been materially damaged;
  - (d) the dispute appears to be without foundation and/or there appears to be lack of supporting evidence; or
  - (e) the party pursuing the dispute has an insignificant interest in the matter; or
  - (f) the issue has been investigated previously and dealt with in accordance with the Rules; or
  - (g) there has been undue delay in raising the dispute.

## **SIGNING OF DOCUMENTS**

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### **27 Signing of Documents**

- 27.1 A document that is required to be in writing may be signed on behalf of the Society, and will bind the Society, if:
- (a) the document is signed by the Chairperson or the Vice-Chairperson; and
  - (b) the signature is witnessed by one other Board Member or the Executive Director.

## **ALTERING THE RULES**

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### **28 Altering the Rules**

- 28.1 A Board Member may propose a motion to amend or replace one or more of the Rules stated in this document.
- 28.2 A Society Member may also propose a motion to amend or replace one or more of the Rules provided such a proposal has been:
- (a) signed by at least 25% of the Members;
  - (b) delivered to the Board in writing at least 21 days before the Society Meeting at which the motion is to be considered; and
  - (c) accompanied by a written explanation of the reasons for the proposal.
- 28.3 At least 14 days before the Society Meeting at which any Rule change is to be considered the Board will give to Members a written notice of the proposed motion, the reasons for the proposal, and any recommendations of the Board on the matter.
- 28.4 The Society may alter or replace one or more of these Rules at a Society Meeting by a resolution passed by a Majority vote.
- 28.5 When a Rule change is approved at a Society Meeting the Board will be responsible for filing a notice of change (in the required form) with the Registrar. A Rule change will take effect at the conclusion of the Society Meeting at which the Rule change has been passed.
- 28.6 No addition to, or alteration of, the objects, personal benefit Rule or the winding up Rule is to be made which may affect the not-for-profit status of the Society. The provisions and effect of this Rule may not be removed from these Rules and must be included and implied into any document replacing these Rules.

## **WINDING UP**

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### **29 Winding Up**

- 29.1 At its discretion, or on receipt of a Written Notice signed by not less than 50% of Members, the Board may apply to the Registrar to dissolve the Society. The Society may otherwise be put into liquidation only in accordance with the process described in the Act.
- 29.2 Upon dissolution or liquidation, the Money or Other Assets of the Society will be dealt with in the following order of priority:
- (a) the Society's debts, costs and liabilities will be paid;
  - (b) the surplus Money or Other Assets (if any) will be distributed:
    - (i) firstly, to an organisation with similar objects to those of the Society;

(ii) secondly (if no such organisation exists) to another organisation which is not carried on for pecuniary gain; or

(iii) thirdly, in accordance with the directions of a Court,

provided that under no circumstances is any Society property to be distributed in any form to any Member.

## **DEFINITIONS**

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### **30 Definitions**

30.1 In these Rules:

- (a) "Act" means the Incorporated Societies Act 2022 (including any Regulations or other secondary legislation that relate to the Act);
- (b) "Annual Report" includes the annual financial statements, a report from the Auditor or Reviewing Accountant (if any), and a report from the Chairperson about the operation of the Society, each for the most recently completed financial year;
- (c) "attending in person" includes attending personally or via a video, telephone or other electronic link, provided that all attendees can hear, and be heard by, each other;
- (d) "Board" means the Board of the Society;
- (e) "Board Meeting" means a meeting of the Board;
- (f) "Board Member" means any Member of the Board;
- (g) "Majority vote" means a vote made by more than half of the Members who are present including by proxy, and who are entitled to vote and voting at that Meeting on a resolution put to the Members;
- (h) "Meeting" means a Society Meeting or a Board Meeting;
- (i) "Money or Other Assets" means any real or personal property or any interest therein, owned or controlled to any extent by the Society;
- (j) "Payment" means any transfer of funds by cash, electronic transfer or any other means of paying legal tender;
- (k) "Registrar" means the Registrar of Incorporated Societies;
- (l) "Rules" means these rules, being the rules of the Society;
- (m) "Society Meeting" includes any Annual General Meeting or Special General Meeting, but does not include a Board Meeting;
- (n) "Use Money or Other Assets" means to use, handle, invest, transfer, give, expend, dispose of, or in any other way deal with, Money or Other Assets; and
- (o) "Written Notice" means hand-written, printed or electronic communication (including delivery by email) of words or a combination of these methods,

provided that, in each case, another grammatical form of a defined word will have a corresponding meaning.