

MASSEY MATTERS

constitution

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NAME OF ORGANISATION- Massey Matters Incorporated

This Constitution is effective from

1. NAME:

The name of the Incorporated Society is Massey Matters Incorporated, hereafter called "Massey Matters" or "the Society"

2. OBJECTIVES:

The objectives of the Society are those charitable objects and purposes which are recognized by the Courts of New Zealand as being charitable, including:

- 2.1 To uphold the Principles of the Te Tiriti o Waitangi.
- 2.2 To strengthen community activity and networks and sense of local identity and pride;
- 2.3 Provide a local framework to create a change, find solutions and achieve aspirations
- 2.4 Promote and advance education and learning within Massey through providing opportunities and community development programs;
- 2.5 To raise funds by lawful means and apply the same for the objectives and purposes of the Society
- 2.6 The performance of all such acts, matters or things as may be incidental or conducive to the attainment of any of the foregoing objectives

The charitable purposes described in clause 2 includes all things incidental or conducive to the attainment of any of the above objects.

3. DEFINITIONS

In this Constitution, unless the context otherwise requires, the following words and phrases have the following meanings:

Act means the Incorporated Societies Act 2022.

Associated Person means a person who:

may obtain a financial benefit from any matter being dealt with by any Member (as a Committee Member, Sub-Committee Member, or in any General Meeting, or otherwise for the Society) where that person is the spouse, civil union partner, de facto partner, child, parent, grandparent, grandchild, or first cousin of that Member;

may have a financial interest in a person to whom any matter being dealt with by any Member (as a Committee Member, or in any General Meeting, or otherwise for the Society) relates;

is a partner, director, officer, board member, or trustee of a person who may have a financial interest in a person to whom any matter being dealt with by any Member (as a Committee Member, or in any General Meeting, or otherwise for the Society) relates;

Balance date means the date determined in accordance with Rule 10.1.

Clear Days means complete days excluding the date a Notice of meeting is posted or sent to Members and the date of the meeting.

Committee means the body of persons who have consented to accept positions on the Committee, established under this Constitution to carry out the governance and management of the business and affairs of the Society.

Committee Member means a member of the Committee, including the officers.

General Meeting means either an Annual General Meeting of the Society or a Special General Meeting of the Society.

Massey means both West and East Massey, Royal Heights, Westgate and West Harbour in West Auckland.

Matter means:

the Society's performance of its activities or exercise of its powers; or

an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the Society.

Member means a person properly admitted to the Society, as a Member, who has consented to be a Member and who has not ceased to be a member of the Society.

Notice to Members means sent by email attachment, text attachment or any other commonly used electronic or digital means to the last known email, mobile telephone, electronic or digital advice address of the intended recipient. An unintentional notification to an incorrect address or addresses or the unintentional failure to notify the annual report or annual financial statements to a Member will not invalidate a meeting.

Officers means those officers set out in Rule 6.3 inclusive and office means the position held by an officer.

Proxy means voting by proxy or other method of voting in accordance with section 93 of the Act.

President means the Chairperson of the Committee elected or appointed.

Register of Interests means the register of interests of Committee Members kept under this Constitution.

Register of Members means the register of Members kept under this Constitution.

Rules means the clauses in this document.

Secretary means the Committee Member responsible for, among other things, keeping the Register of Members, the Register of Interests, and taking the minutes of Annual General Meetings, Special General Meetings and Committee meetings.

Treasurer means the Committee Member responsible for, among other things, overseeing the finances of the Society.

4. ACTIVITIES LIMITED TO AOTEAROA / NEW ZEALAND

The activities of Massey Matters Incorporated will be limited to Aotearoa/New Zealand.

5. OFFICE

The office of Massey Matters Incorporated. will be in such place in Massey suburb, Aotearoa/New Zealand as the Executive Committee determines.

6. THE EXECUTIVE COMMITTEE

- 6.1 The Executive Committee will comprise of no less than five (5) members and no more than nine (9) people.
- 6.2 People on the Executive Committee shall be elected based on their knowledge and expertise. It is desirable that the Executive Committee shall have the skills or be willing to undergo training

as appropriate in order to learn about the requirements of the role. No employee (or family members of employee) of Massey Matters Incorporated may be elected onto the Executive Committee.

- 6.3 Term – The term for each Executive committee member would be no more than (five) 5 years. Office Holders - After every 1 year the Executive Committee will elect from among themselves a Chairperson or co-chair, Vice President, a Secretary, Additional Secretary, Treasurer and Additional Treasurer. The positions of Secretary and Treasurer may be combined where necessary. As and when the positions become vacant, the Executive committee can co-opt or nominate another member from the Board. In case if more than 3 positions are vacant at anytime (which includes the position of President), the Executive should call for early elections (only if the position of President is also vacant). The election process could be done in any Executive committee meeting. IPP (Immediate Past President) automatically becomes part of the Executive committee and has full voting rights. If an Officer is elected for the same position twice, that officer cannot stand for the same position for the 3rd year, there needs to be a gap for 1 year before the person can stand again for the same position.

The main duties and powers of the Executive shall be:

- 6.4 to conduct the affairs of Massey Matters, promote its objectives and enforce its rules
- 6.4.1 to act and decide in the best interest of Massey Matters and its membership to respond in a timely and fair manner to issues and concerns raised by members
- 6.5 Meeting
- 6.5.1 to attend board meeting and other meetings as deemed necessary
- 6.5.2 to send apologies if unable to attend meetings
- 6.6 Position description
- 6.6.1 to fulfil his/her role as prescribed in the position description
- 6.7 Vacancy
- 6.7.1 in case of termination or resignation of any Executive, fill the vacancy by co-option or through an election
- 6.7.2 The Executive Committee may continue to act notwithstanding any vacancy, but if their number is reduced below the minimum number of members as stated in this Constitution, the continuing members may act for the purposes of
- a) Increasing the number of Executive committee members to that minimum and/or;
- b) Satisfying any legal requirements with the aim of maintaining the charitable status of the Society until the number of Executive Committee members is increased to that minimum, but for no other purpose.
- 6.8 Sub-committee
- 6.8.1 to create sub-committees
- 6.8.2 for the purpose of providing professional advice which may not be available to the existing Executive, to co-opt members of sub-committee
- 6.8.3 to approve or disapprove decisions made at sub-committee level
- 6.8.4 The Executive Committee may at any time by resolution co-opt additional representatives onto sub-committee (no more than five (5) per committee). Co-opted members shall have full voting rights and be bound by these rules.
- 6.8.5 The elected portfolio holders shall chair the sub-committee. (the final say still remains with the Massey Matters executive committee)
- 6.9 Membership
- 6.9.1 to accept, deny and terminate membership
- 6.9.2 to listen and decide on a written petition from any member
- 6.9.3 Honorary members - The Executive committee can offer any ex-Massey Matters executive committee member to become an Honorary member of the Massey Matters.

The current Massey Matters executive needs to agree with the nomination with full majority. The ex-Massey Matters executive committee member must have done significant work for Massey Matters in the past and must have played an important role in maintaining the objectives of Massey Matters and must have served the Board for a minimum of 2 terms. Honorary members will have no voting rights at any election and will not be involved in the regular Board meetings. The number of honorary members at any time will be limited to 5. The Massey Matters executive can terminate the Honorary membership status of any individual at anytime.

6.10 Nomination, Co-option and Election

6.10.1 to appoint the persons who will act as the returning officer and scrutineers of the election

6.10.2 to accept or decline nomination of candidates for election and co-option

6.11 Funds

6.11.1 to raise and use funds on activities deemed necessary and proper in advancing the objectives of Massey Matters

6.11.2 to use the funds to pay operational expenses including wages and salaries or professional fees to subcontractors and reimbursement of expenses

6.11.3 to exercise prudence in handling the Massey Matters funds and invest the funds as deemed necessary

6.11.4 to apply for grant(s) to funding agencies and be accountable for the expenditure of any funds granted

6.12 Legal and professional

6.12.1 to comply with all legal requirements of an incorporated Society

6.12.2 to appoint an auditor, if the need arises

6.13 Nomination

6.13.1 Two (2) members must endorse the nomination of a candidate for election to the Executive Committee

6.13.2 Call for nomination can be circulated to the membership one month before the date of election

6.13.3 All nominations must be received a week before the election for consideration at the Board meeting

6.13.4 The Executive Committee will have power to fill any vacancy that arises within itself or to appoint/co-opt any additional members. Any such appointees need not be members of the Society but must be appointed based on skills they can bring to the Executive Committee. Diversity also needs to be taken into account while nominating someone. Members should avoid bringing in new members from similar background, and target different backgrounds for obvious reasons.

6.14 Election

The election of the Executive shall be conducted at any board meeting and shall be done as follows:

6.14.1 a quorum established before an election is carried out (A quorum will be at 50% of the Executive committee membership plus 1)

6.14.2 nominated candidates allowed to speak to the Executive before election is carried out

6.14.3 voting shall be by secret ballot

6.14.4 only returning officer shall be allowed to handle voting and counting of votes. The returning officer will be a neutral person agreed upon by the Executive Committee members with a quorum and if there is a tie(draw) then the previous Chairperson has the final say.

6.14.5 this constitution is being adopted in 2025, where the last election was held in 2024,

hence the 5 years executive committee term will begin from 2024, and the officer election in 2025 itself (every one year).

6.15 Term of Office

6.15.1 The Executives shall serve a term of 5 (five) years. Officer election every 1 year.

6.15.2 As this constitution is being adopted in 2025, current office holders will maintain their positions till the next election.

6.16 Termination of Executive

6.16.1 An executive shall be deemed terminated if he/she either:

- a) dies or resigns; or
- b) suffers loss of legal capacity; or
- c) disqualified or ousted from office; or
- d) is declared bankrupt; or
- e) absent for three consecutive Executive committee meetings without sending a formal apology to the President/Secretary or manager; or
- f) does not attend five board meetings within one year of joining; with or without sending a formal apology. However, under special circumstances, the membership may be retained subject to the Executive Committee's approval; or
- g) acts in a way that is harmful to the Society, its operational management, or reputation; or
- h) presents with continual conflict of interest matters; or
- i) or is diagnosed as a mentally disordered or Compulsory Treatment Order (CTO) within the meaning of the Mental Health (Compulsory Assessment Treatment) Act 1992 or subsequent enactment. However for those deemed to be mentally disordered under the Mental Health Act, should they become well again, the person shall be deemed to have been reinstated to their former role within the organisation if they so wish; or
- j) in breach of any of the rules in this constitution and standing orders; or

6.17 Complaints against Committee Members

6.17.1 Where a complaint is made about the actions or inactions of an Executive Committee Member (and not in the Executive Committee Member's capacity as a Member of the Society) the following steps shall be taken

- a) The Committee Member who is the subject of the complaint, must be advised of all details of the complaint.
- b) The Committee Member who is the subject of the complaint, must be given adequate time to prepare a response.
- c) The complainant and the Committee Member who is the subject of the complaint, must be given an adequate opportunity to be heard, either in writing or at an oral hearing by the Committee (excluding the Committee Member who is the subject of the complaint) if it considers that an oral hearing is required.
- d) Any oral hearing shall be held by the Committee (excluding the Committee Member who is the subject of the complaint), and/or any oral or written statement or submissions shall be considered by the Committee (excluding the Committee Member who is the subject of the complaint).
- e) If the complaint is upheld the Committee Member may be removed from the Committee by a resolution of the Committee or of a General Meeting, in either case passed by a simple majority of those present and voting.
- f) For the sake of clarity the procedure set out in this Rule 6.18 shall only for the purposes of this clause, replace the disputes resolution procedure set out in Rule 16.

6.18 Disqualification from Office

An executive shall be disqualified from holding office if he/she:

- 6.18.1 is in breach of the rules of Massey Matters or has not been fulfilling the role (in accordance with his/her position description) as decided by the Executive.
- 6.18.2 The Executive Committee may, by a motion decided by a two-thirds (2/3) majority of votes, terminate a person's position on the Executive Committee, if it believes that such action is in the best interests of the Society.

7. COMMITTEE DUTIES MANDATORY

7.1 At all times each Executive Committee Member:

- 7.1.1 Shall act in good faith and in what he or she believes to be the best interests of the Society,
- 7.1.2 Must exercise all powers for a proper purpose,
- 7.1.3 Must not act, or agree to the Society acting, in a manner that contravenes the Incorporated Societies Act 2022 or this Constitution
- 7.1.4 When exercising powers or performing duties as a Committee Member, 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, the nature of the Society, the nature of the decision, and the position of the Committee Member and the nature of the responsibilities undertaken by him or her,
- 7.1.5 Must not 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 or to the Society's creditors, or 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 or to the Society's creditors, and
- 7.1.6 Must not agree to the Society incurring an obligation unless he or she believes at that time on reasonable grounds that the Society will be able to perform the obligation when it is required to do so.

8. MEETINGS:

Before any meeting can convene a quorum must be established by the chair of the meeting

8.1 Types of meeting

The type of Massey Matters meeting at any given year shall be:

- 8.1.1 Executive committee meeting
- 8.1.2 Sub-committee meeting
- 8.1.3 AGM
- 8.1.4 SGM
- 8.1.5 A quorum will be at least 50% of the Executive committee membership plus 1 (Meeting notices will be sent by the Manager on approval from the Executive Committee)

8.2 Requirements for meeting to convene:

All meetings called shall have notices, enclosing the agenda, to parties concerned and notice shall be given:

- 8.2.1 Five (5) days before the date of Board meeting
- 8.2.2 Three (3) weeks before the date of AGM
- 8.2.3 10 working days before the date of SGM

8.3 Voting at meeting of Executive committee members, subcommittee members and members present at the meeting

- 8.3.1 A simple majority shall be the accepted method of arriving at decisions in any meeting.
- 8.3.2 Voting on elections shall be by secret ballot.
- 8.3.3 Where there is a tie(draw), the decision of the President will be considered final

EXECUTIVE COMMITTEE MEETING

8.4 The procedure for Executive Committee meetings will be as follows:

- 8.4.1 A quorum will be at least 50% of the Executive committee membership plus 1
- 8.4.2 The Chairperson will have a casting vote;
- 8.4.3 All questions will if possible be decided by consensus. In the event that a consensus cannot be reached then a decision will be made by majority vote. OR where there is a tie(draw), the President (or Co-President) has the final say.
- 8.5 The Executive Committee board will meet at least 9 times every year. Meetings may be held in person or by any other means of communicating as decided on by the Executive Committee from time to time. The Manager will ensure that all members of the Executive Committee are notified of the meeting, either verbally or in writing, or by electronic means as agreed by the committee no later than one week before the meeting date.
- 8.6 The Executive Committee may hold public meetings to inform the public of the Society's activities. Such meetings will be held from time to time as the Executive Committee may decide.
- 8.7 The Manager will ensure that minutes are kept of all meetings of the Executive Committee and any subcommittees, and for each meeting will record:
 - 8.7.1 the names of those present;
 - 8.7.2 all decisions made by the Executive Committee and/or sub-committees; and
 - 8.7.3 any other relevant matters discussed at the meeting.
- 8.8 Other than as prescribed to the contrary in this Constitution the Executive Committee shall have the power to regulate their own proceedings as they think fit providing it complies with all relevant legislation and policies and procedures of Massey Matters Inc.

SPECIAL and GENERAL MEETINGS

- 8.9 The President, or 2/3rd members of the Executive committee may request a Special General Meeting at any time by giving written notice to the Manager stating the reasons for requesting a Special or General Meeting.
- 8.9.1 The Manager or delegate person will give notice of a special general meeting no later than seven days after receiving the request.
- 8.9.2 The Special General Meeting will take place no later than 10 working days after the giving of such notice referred to in clause 8.2 hereof. And can be combined with the monthly/6 weekly executive meeting if they are falling on the same day or any event day.
- 8.9.3 The notice for a Special General meeting of the Society will include the reasons for calling the meeting
- 8.9.4 The special general meeting will only discuss the matters it was actually called for.
- 8.9.5 Time within which and manner in which Notices of General Meeting and Notices of Motion must be notified:
 - a) The Committee shall give all Members at least 28 Clear Days' Notice of any General Meeting and of the business to be conducted at the General Meeting.
 - b) A General Meeting and its business will not be invalidated simply because one or more Members do not receive the Notice.
 - c) Notices of Motion for Annual General Meetings must be given to the Committee;
 - d) Notices of Motion calling for Special General Meetings together with a copy of business to be discussed at the proposed Special General Meeting must be given to the Committee on 14 days notice so as to give the Committee time to call a Special General Meeting
 - e) The Members who attend a general meeting in the manner set out in Rule 8.9.5(f) shall together constitute the quorum for such meetings.
 - f) General Meetings may be held at one or more venues in person, and by using any real-time audio, audio and visual, or electronic communication that gives each member a reasonable opportunity to participate.

Nothing in this Constitution amounts to an amendment or modification of the rules contemplated by Sections 64(3) and 67 of the Act.

ANNUAL GENERAL MEETINGS

8.10 The Annual General meetings of the Society will be held each year not more than fifteen months after the previous annual General Meeting.

The business of the Annual General Meeting should include:

8.10.1 The Financial Report

8.10.2 The Chair/President's Report.

8.10.3 Introduction of the new members. Introduction of the current Executive team

8.10.4 The appointment of a suitably qualified independent person to review the accounts for the following year (if needed)

8.10.5 The consideration of other general business pertaining to the affairs of the Society as raised by the members.

8.10.6 Appointment of the auditor (if needed)

8.10.7 Information of the changes made in the Constitution

8.10.8 Written resolutions in lieu of a general meeting for the purposes of Section 89 of the Act and written resolutions in lieu of a meeting of the Committee.

a) Sections 89 to 92 inclusive of the Act will apply to this Constitution as if they have been set out as links herein.

b) Sections 89 to 92 inclusive of the Act will also apply to Committee meetings as if they have been set out and linked in this Constitution with the words "the Society" placed with "the Committee."

9. CONSTITUTION MUST NOT GIVE MEMBERS RIGHTS OR INTERESTS IN THE PROPERTY OF THE SOCIETY

This Constitution does not purport to confer on any member, any right, title or interest (whether legal or equitable) in the property of the Society and no Member shall have any right to or interest (whether legal or equitable) in the property of the Society.

10. FINANCE

10.1 The financial year of the organisation shall be from the 1st of July to the 30th of June of the succeeding year.

10.2 All financial transactions shall be recorded in books of accounts and proper financial records shall be kept and maintained. The account shall be sent for review at the end of the financial year.

10.3 All monies received by or on behalf of the organisation shall be accounted for and banked in Massey Matter's bank account.

10.4 All cheques and legal agreements shall be signed by any two of the Executive Officers; one of whom must be either the President or the Treasurer.

10.5 A petty cash fund of \$500 shall be set up to pay for expenses less than \$500.00, and beyond this shall be paid by cheque, online banking or credit card.

10.6 Expenses in excess of \$2,000 shall be taken to next Board meeting for authorisation by the Executive if the expense is urgent.

11. POWERS

The Executive Committee members will, at all times, act in the best interests of the organisation. To enable them to act appropriately, in addition to the powers provided by the general law of Aotearoa/New Zealand, the powers which the Executive Committee may exercise in order to carry out its charitable purposes are as follows:

- 11.1 To use the funds of the Society as the Executive Committee think expedient in payment of legitimate and lawful costs and expenses of the Society, including the employment and dismissal of professional advisors, agents, officers and staff, according to principles of good employment and the Employment relations Act 2000 or any subsequent enactment;
- 11.2 To purchase, take on, lease or in exchange or hire or otherwise, acquire any real or personal property and any rights or privileges which the Executive Committee thinks necessary or expedient in order to attain the purpose of the Society and to sell, exchange, let or lease, with or without option of purchase or, in any other manner, dispose of such property, rights or privileges;
- 11.3 To invest surplus funds with a Registered Trading Bank, in any way permitted by law for the investment of Charitable Trust funds and upon such terms as the Executive Committee, thinks fit after exercising due diligence.
- 11.4 To borrow or raise money from time to time with or without security and upon such terms or otherwise as the Executive Committee, thinks fit;
- 11.5 The Executive Committee may from time to time appoint any sub-committee and may delegate any of its powers and duties to any such sub-committee or to any person.
 - 11.5.1 Any sub-committee or person to whom the Executive Committee has delegated powers or duties will be bound by the terms of the Society and any terms or conditions of the delegation set by the Executive Committee.
 - 11.5.2 The Executive Committee will be able to revoke such delegation at will, and no such delegation will prevent the exercise of any power or the performance of any duty by the Executive Committee.
 - 11.5.3 Any person who is appointed to be a member of any such sub-committee, or to whom such delegation is made, does not need to be part of the Executive Committee.
- 11.6 To do all things as may from time to time be necessary or desirable to enable the Executive Committee, to give effect to and attain the charitable purposes of the Society.

12. CONFLICTS OF INTEREST

- 12.1 For the purposes of this sub-clause, financial benefit shall mean any financial benefit other than “financial gain” as the words financial gain are defined in section 23 of the Act.
- 12.2 A Committee Member or Associated Person is interested in a matter if the Committee Member or Associated Person:
 - 12.2.1 will obtain a financial benefit from the matter; or
 - 12.2.2 is the spouse, civil partner, de facto partner, child, parent, grandparent, grandchild, or first cousin of a person who may obtain a financial benefit from the matter; or
 - 12.2.3 may have a financial interest in a person to whom the matter related
- 12.3 However, a Committee Member is not interested in a matter:
 - 12.3.1 Merely because the Committee Member receives an indemnity, insurance cover, insurance cover, remuneration, or other benefits authorized under the Act; or
 - 12.3.2 If the Committee Member’s interest 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
 - 12.3.3 If the Committee Member’s interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence the member of the Committee in carrying out the Committee Member’s responsibilities under the Act or the Rules; or
 - 12.3.4 If the Committee Member is a member of the committee of a union and the

Committee Member's interest is merely as an employee that will benefit from the union acting in the ordinary course of promoting its members' collective employment interests.

- 12.4 A Committee Member 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):
 - 12.4.1 to the Committee; and
 - 12.4.2 in an interests register kept by the Committee.
- 12.5 Disclosure must be made as soon as practicable after the Committee Member becomes aware that they are interested in the matter.
- 12.6 A Committee Member who is interested in a matter:
 - 12.6.1 Must not vote or take part in the decision of the Committee relating to the matter; and
 - 12.6.2 Must not sign any document relating to the entry into a transaction or the initiation of the matter; but
 - 12.6.3 May take part in any discussion of the Committee relating to the matter and be present at the time of the decision of the Committee (unless the Committee decides otherwise).
- 12.7 However, a member of the Committee who is prevented from voting on a matter may still be counted for the purpose of determining whether there is a quorum at any meeting at which the matter is considered.
- 12.8 Where 50% or more of Committee Members are prevented from voting on a matter because they are interested in that matter, a Special General Meeting must be called to consider and determine the matter, unless all non-interested members agree otherwise, and where 50% or more of the members of a sub-committee are prevented from voting on a matter because they are interested in that matter, the Committee shall consider and determine the matter.

13. RECORDS

- 13.1 Register of Members and arrangements for keeping Register of Members up to date
The Secretary shall keep an up-to-date Register of Members, recording for each Member their name, contact details, the date they became a Member, and any other information required by these Rules or prescribed by Regulations under the Act.
- 13.2 Contents of Register of Members
The information contained in the Register of Members shall include each Member's:
 - 13.2.1 Phone number (landline and/or mobile)
 - 13.2.2 Email address (if any),
 - 13.2.3 The date the Member became a Member,
 - 13.2.4 Type of membership,
 - 13.2.5 Whether the Member has any subscriptions or moneys due to the Society outstanding,
 - 13.2.6 Details of any Offices held by a Member including the periods during which such Offices and memberships are held.Every Member shall promptly advise the Secretary of any change of their contact details.
- 13.3 Access to Register of Members
With reasonable notice and at reasonable times, the Secretary shall make the Register of Members available for inspection by Members and Committee Members. However, no access will be given to information on the Register of Members to Members or any other person, other than as required by law.
- 13.4 Access to Other Information
 - 13.4.1 A Member may at any time make a written request to a society for information held by the society.
 - 13.4.2 The request must specify the information sought in sufficient detail to enable the

information to be identified.

13.4.3 The Society must, within a reasonable time after receiving a request

- a) provide the information, or
- b) agree to provide the information within a specified period, or
- c) agree to provide the information within a specified person if the Member pays a reasonable charge to the Society (which must be specified and explained) to meet the cost of providing the information; or
- d) refuse to provide the information, specifying the reasons for the refusal

13.4.4 Without limiting the reasons for which the Society may refuse to provide the information, the Society may refuse to provide the information if:

- a) Withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
- b) the disclosure of the information would, or would be likely to, prejudice the commercial position of the Society or of any of its Members, or
- c) the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the Society, or
- d) withholding the information is necessary to maintain legal professional privilege, or
- e) the disclosure of the information would, or would be likely to, breach an enactment, or
- f) the burden to the society in responding to the request is substantially disproportionate to any benefit that the member (or any other person) will or may receive from the disclosure of the information, or
- g) the request for the information is frivolous or vexatious.
- h) withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
- i) the disclosure of the information would, or would be likely to, prejudice the commercial position of the Society or of any of its Members, or
- j) the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the Society, or
- k) withholding the information is necessary to maintain legal professional privilege, or
- l) the disclosure of the information would, or would be likely to, breach an enactment, or
- m) the burden to the society in responding to the request is substantially disproportionate to any benefit that the member (or any other person) will or may receive from the disclosure of the information, or
- n) the request for the information is frivolous or vexatious.

13.4.5 If the Society requires the Member to pay a charge for the information, the Member may withdraw the request, and must be treated as having done so unless, within 10 working days after receiving notification of the charge, the Member informs the Society:

- a) that the Member will pay the charge, or
- b) that the Member considers the charge to be unreasonable.

Nothing in this Rule limits Information Privacy Principle 6 of the Privacy Act 2020.

14. APPOINTMENT OF CONTACT PERSON

For the purposes of this Constitution the Contact Person as defined in the Act shall be the Secretary.

15. INCOME, BENEFIT OR ADVANTAGE TO BE APPLIED TO CHARITABLE PURPOSES

15.1 Any income, benefit or advantage will be applied to the charitable purposes of the Society.

15.2 No Executive Committee member or members of the Society or any person associated with a member or Executive Committee member shall participate in or materially influence any decision made by the Executive Committee in respect of any payment to, or on behalf of, that member or Executive Committee member or any associated person of any income, benefit or

advantage whatsoever.

- 15.3 Any such income paid shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value).

The provision and effect of this clause shall not be removed from this Constitution and shall be implied into any document replacing this Constitution of the Society.

16. MEDIATION & ARBITRATION

- 16.1 Any dispute arising out of or relating to this Constitution may be referred to mediation, a non-binding dispute resolution process in which an independent mediator facilitates negotiation between parties. Mediation may be initiated by either party writing to the other party and identifying the dispute which is being suggested for mediation. The other party will either agree to proceed with mediation or agree to attend a preliminary meeting with the mediator to discuss whether mediation would be helpful in the circumstances. The parties will agree on a suitable person to act as mediator or will ask the Arbitrators' and Mediators' Institute of Aotearoa/New Zealand Inc. to appoint a mediator. The mediation will be in accordance with the Mediation Protocol of the Arbitrators' and Mediators' institute of Aotearoa/New Zealand Inc.
- 16.2 The mediation shall be terminated by
- 16.2.1 The signing of a settlement agreement by the parties; or
 - 16.2.2 Notice to the parties by the mediator, after consultation with the parties, to the effect that further efforts at mediation are no longer justified; or
 - 16.2.3 Notice by one or more of the parties to the mediation to the effect that further efforts at mediation are no longer justified; or
 - 16.2.4 The expiry of sixty (60) working days from the mediator's appointment, unless the parties expressly consent to an extension of this period.
- 16.3 If the mediation should be terminated any dispute or difference arising out of or in connection with this Constitution, including any question regarding its existence, validity or termination, shall be referred to and finally resolved by arbitration in accordance with Aotearoa/New Zealand law and the current Arbitration of the Arbitrators' and Mediators' Institute of Aotearoa/New Zealand Inc. The arbitration shall be by one arbitrator to be agreed upon by the parties and if they should fail to agree within twenty-one (21) days, then it will be appointed by the President of the Arbitrators' and Mediators' Institute of Aotearoa/New Zealand Inc.

17. EXECUTIVE COMMITTEE MEMBER LIABILITY

It is declared that:

- 17.1 The Executive Committee are liable only in respect of the money they actually receive, or which, but for their own acts, omissions, neglects, or defaults they would have received;
- 17.2 The members of the Executive Committee are each answerable and responsible respectively only for their own acts, receipts, omissions, neglects and defaults and not for those of each other, or of any banker, broker, auctioneers, or other person with whom, or into whose hands, any Society money or security is properly deposited or has come;
- 17.3 No Executive Committee member shall be liable personally for the maintenance, repair or insurance of any charges on any property belonging to the Society;
- 17.4 No Executive Committee member shall be liable for any loss unless such loss is attributable;
- 17.4.1 To his or her own dishonesty; or
 - 17.4.2 To willful commission by him or her of an act known by him/her to be a breach of trust.
- 17.5 No Executive Committee member shall be bound to take any proceedings against a co-Executive Committee member for any breach or alleged breach of trust.
- 17.6 The Executive Committee members shall be indemnified against all costs, charges, losses,

damages, and expenses sustained or incurred by them or in or about the execution and discharge of their office or in or about any claim, demand, action, proceeding or defence at law or in equity in which they may be joined as a party.

18. MEMBERSHIP:

- 18.1 The Membership of Massey Matters Inc. is composed of a wide range of individuals, whose aims are broadly compatible with those of Massey Matters Inc. There are no membership fees of the Society.
- 18.2 The Society shall maintain the minimum number of Members required by the Act.
- 18.3 Applicant groups or individuals may apply to become members at any time by completing an application form for consideration by the Executive Committee. The Executive Committee may accept or decline an application for membership. The Executive Committee must advise the applicant of its decision (but is not required to provide reasons for that decision).
- 18.4 Every applicant for membership must consent in writing to becoming a Member.
- 18.5 Any income, benefit or advantage to members shall be applied to the charitable purpose of the Society
- 18.6 Expulsion of Members. A member shall cease to be a member of the Society in any of the following circumstances:
 - 18.6.1 If the member resigns from membership in writing to the Secretary/ Manager;
 - 18.6.2 If the member no longer exists (or in the case of individuals, dies)
 - 18.6.3 If any member has acted in a way that is harmful to the Society that member may be expelled by a majority of the Executive Committee.Prior to the expulsion the member concerned must:
 - 18.6.4 Be given written notice of the proposed expulsion and the reasons, and
 - 18.6.5 Be given an opportunity to be heard at the Executive Committee meeting considering the expulsion.

19. BYLAWS

The Committee from time to time may make and amend bylaws, and policies for the conduct and control of the Society activities and codes of conduct applicable to Members, but no such bylaws, policies or codes of conduct applicable to Members shall be inconsistent with the Act, regulations made under the Act, or this Constitution.

20. VARIATION OF CONSTITUTION

- 20.1 The Executive committee as a whole may, pursuant to a motion decided by a majority of 2/3rds or more members' votes, from those present at a meeting called for such purpose in the form of a supplemental Constitution, make alterations or additions to the terms and provisions of this Constitution provided that no such alteration or addition shall:
 - 20.1.1 Detract from the exclusively charitable nature of the Society, or
 - 20.1.2 Result in the distribution of its assets on winding up or dissolution for any purpose that is not exclusively charitable; or
 - 20.1.3 Remove the provision or effect of Clause 15 of this Constitution.
- 20.2 Every such approved alteration or addition shall be registered with the Registrar of Societies and/or the Charities Commission or their successors as appropriate.

21. DISPOSITION OF SURPLUS ASSETS

On the winding up of the Society, or on its dissolution by the Registrar, all surplus assets, after the payment of costs, debts and liabilities will be vested in another West Auckland Society or Societies with similar purposes

to the Society, such Society must be a not for profit entity within the meaning of section 26(1)(L) of the Act. If the Society is unable to make a decision, the surplus assets will be disposed of in accordance with the directions of the High Court of NZ, pursuant to section 27 of the Charitable Trusts Act 1957 or any subsequent enactment.

22. HEADINGS AND TABLE OF CONTENTS

The headings and table of contents of these Rules are included for guidance only and shall not have any effect on the meaning or interpretation of these rules.

23. MATTERS NOT STATED

- 15.1 If any matter is not provided for in these rules, the Executive Committee shall have the Power to deal with it.
- 15.2 The Executive Committee shall have the sole authority to interpret these rules. The Decision of the Executive Committee on any question or interpretation or on any matter affecting the Society not provided for in these rules, shall be final and binding on all members.

After approval by the Membership of the Society, this Constitution has been executed by:

Current Executive Committee Member:

SIGNED by

Current Executive Committee Member:

SIGNED by

Current Executive Committee Member:

SIGNED by

Current Executive Committee Member:

SIGNED by
