

**UNDER THE INCORPORATED  
SOCIETIES ACT 2022**

**CONSTITUTION OF**

**WYNYARD QUARTER  
TRANSPORT MANAGEMENT  
ASSOCIATION  
INCORPORATED (WQ TMA)**

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**CONSTITUTION OF THE  
WYNYARD QUARTER TRANSPORT MANAGEMENT ASSOCIATION INCORPORATED**

**CHAPTER I - NAME AND OBJECTS**

**1. INTERPRETATION**

In this Constitution, unless the context indicates otherwise:

"**Act**" means the Incorporated Societies Act 2022, as amended from time to time;

"**Annual Financial Statement**" means the Annual Financial Statement for the Association to be approved by the Members, so that it may then be delivered to the Registrar of Incorporated Societies in accordance with section 23 of the Act;

"**Annual General Meeting**" has the meaning given to it in Rule 24;

"**Associate Member**" means a member of the Association admitted pursuant to Rule 5.6;

"**Association**" means the Wynyard Quarter Transport Management Association;

"**Chairperson**" means the chairperson of the Association referred to in Rule 16;

"**Council**" means the Auckland Council;

"**Executive Committee / Board**" means the committee of the Association referred to in Rule 13; which is WQ TMA Board of Directors

"**Full Member**" means a member of the Association in terms of Rule 5.1;

"**General Meetings**" means the Annual General Meeting and Special General Meetings of the Association;

"**In writing**" includes electronic communications

"**Members**" means the members of the Association from time to time including Associate Members and Full Members;

"**Officers**" means the Chairperson, Secretary and Treasurer of the Association referred to in Rule 16 and 17;

"**Secretary**" means the Secretary of the Association referred to in Rule 16;

"**Special General Meeting**" has the meaning given to it in Rule 26;

"**Special Resolution**" has the meaning given to it in Rule 32;

"**Special Subscription**" has the meaning given to it in Rule 5.7;

"**Treasurer**" means the Treasurer of the Association referred to in Rule 17.

**References to Persons:** references in this Constitution to persons include references to individuals, companies, corporations, partnerships, firms, joint ventures, associations, trusts, organisations or other entities.

## **2. NAME**

The name of the Association is **Wynyard Quarter Transport Management Association Incorporated (WQ TMA)**

## **3. OBJECTS**

The objects of the Association are:

- 3.1** To advocate to the Government, local authorities and/or persons, corporations or associations for the improvement of transport services and transport infrastructure to benefit the Wynyard Quarter community.
- 3.2** To promote and share information with regard to access and transportation in and around Wynyard Quarter (WQ).
- 3.3** To do all things as are, or may be incidental to, or conducive to, the attainment of these objects.

## **CHAPTER II - POWERS**

### **4. SCOPE OF THE ASSOCIATION'S POWERS**

The Association has the widest possible powers to do all things which may be necessary to pursue the Association's objects including (but not limited to) the following powers:

- 4.1** To purchase, take on, lease, exchange, hire, or otherwise acquire any real or personal property, and to sell, mortgage, dispose of or otherwise deal with any real or personal property of the Association and any rights or privileges which the Association thinks necessary or expedient for the purposes of attaining the objects of the Association or promoting the interests of the Association, its Members or any other persons.
- 4.2** Subject to Rule 13, to use the funds of the Association as the Association may consider necessary or proper to:
  - 4.2.1** pay the costs and expenses of the Association; and
  - 4.2.2** further the objects of the Association;
    - 4.2.3** including the employment of solicitors, agents, officers and servants as necessary or expedient.
- 4.3** To engage in prosecuting, defending or otherwise taking any legal action or legal proceedings on behalf of the Association and for that purpose, to expend such moneys and employ such solicitors, counsel and other advisors as the Association may think fit.
- 4.4** To apply for and acquire any licences or permits deemed necessary by the Association.

- 4.5** To open and operate bank accounts of whatever nature or description subject to such conditions as the Association thinks fit.
- 4.6** To assist any charity or charitable purpose by such financial or other means as the Association thinks fit.
- 4.7** To borrow or raise money by any means and upon such conditions as the Association thinks fit.
- 4.8** To employ staff and nominate contractors for such purposes and for such periods and subject to such conditions as the Association thinks fit.
- 4.9** To establish an Executive Committee / Board with the functions and powers set out in this Constitution.

## **CHAPTER III – ASSOCIATION MEMBERSHIP**

### **5. MEMBERSHIP QUALIFICATIONS AND ENTITLEMENTS**

- 5.1** There shall be Full Members of the Association. A person shall be entitled to be a Full Member of the Association if the person:
  - 5.1.1** owns one or more commercially rated properties within the WQ TMA area; or
  - 5.1.2** occupies or is the tenant of one or more premises (with a floor space of not less than 10sqm) of a commercially rated property within the WQ TMA area and who operates a business from those premises for not less than 50 business days a year; and
  - 5.1.3** has not previously been expelled from the Association, unless the Executive Committee / Board has resolved to readmit that person under Rule 11.5.
  - 5.1.4** completes a membership application form and pays an annual membership fee
- 5.2** For the avoidance of doubt, a person may be a Full Member only once at the same time, even though that person may be entitled under rule 5.1 to be a Full Member on more than one ground.
- 5.3** A Full Member is entitled to:
  - 5.3.1** attend and vote at all General Meetings and
  - 5.3.2** attend all meetings of the Executive Committee / Board (but not speak or vote);
  - 5.3.3** stand for election to the Executive Committee / Board;
  - 5.3.4** receive regular communications about WQ TMA activities via email address supplied;

- 5.4** Any person entitled to be a Full Member of the Association and who wishes to be a member shall pay the appropriate annual fee and provide and maintain current details of their name, occupation, business and contact information to the Secretary.
- 5.5** Any person who ceases to be entitled to be a Full Member of the Association shall immediately provide notice of that fact, and of the date their entitlement ceased, to the Secretary.
- 5.6** There may be Associate Members of the Association. A person who does not qualify to be a Full Member may become an Associate Member of the Association by applying to the Secretary to do so. The Secretary shall advise the Executive Committee / Board of the application and the Executive Committee / Board shall determine at its next scheduled Executive Committee / Board meeting whether or not the applicant shall be admitted.
- 5.7** An Associate Member shall, in each year, pay a special subscription of such amount as determined by the Executive Committee /Board.
- 5.8** An Associate Member is not entitled to stand for election to the Executive Committee / Board, but may be appointed by the Executive Committee / Board to be a member of the Executive Committee / Board or of a sub-committee.
- 5.9** An Associate Member is not entitled to vote on any Association matters except and to the extent that he or she has been appointed as a voting member of the Executive Committee / Board or a sub-committee.
- 5.10** For the avoidance of doubt, reference to a "person" in this Constitution relating to membership of the Association is a reference to any separate legal entity such as an individual, company, association or incorporated society.
- 5.11** Each Member which is not an individual shall designate an individual representative to act on its behalf on all matters relating to the Association, and shall notify the Secretary of that representative's name and contact information. Any such Member may change their representative, but no such change is effective until notice of the change and the name and contact information of the new representative is received by the Secretary.

## **6. TERMINATION OF MEMBERSHIP**

- 6.1** A person ceases to be a Member of the Association if the person:
- 6.1.1** dies, becomes bankrupt or, being a company or other incorporated body is wound up; or
- 6.1.2** resigns that membership by notice in writing to the Association; or
- 6.1.3** is expelled from the Association; or
- 6.1.4** ceases to be entitled to be a Full Member in terms of Rule 5.1, and has not been admitted as an Associate Member.

## **7. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE**

A right, privilege or obligation which a person has, by reason of being a Member of the Association:

- 7.1** is not capable of being transferred or transmitted to another person; and
- 7.2** terminates upon cessation of the person's / business membership.

## **8. REGISTER OF MEMBERS**

- 8.1** The Secretary of the Association shall establish and maintain a register of Members of the Association pursuant to section 22 of the Act specifying the name and contact details of each person who is a Member of the Association, whether that person is a Full or Associate Member and, in the case of members which are not individuals, the name and email address of that Member's individual representative.
- 8.2** Each Member shall advise the Secretary if there is any change to any of the information in the register relating to that Member.
- 8.3** The register of Members shall be kept at the principal place of administration of the Association and shall be open for inspection, free of charge, by any Member of the Association at any reasonable hour. It may not be copied or removed from the principal place or used for personal or commercial gain.

## **9. FEES, SUBSCRIPTIONS, ETC.**

- 9.1** The Association may levy its members such fee or subscription charge considered by the Executive Committee / Board necessary to carry out its objects.
- 9.2** Any Member ceasing to be a member of the Association pursuant to Rule 6 shall not be entitled to any refund of any fee or subscription charge paid or payable by that Member prior to his, her or its termination.

## **10. MEMBER'S LIABILITIES**

- 10.1** The liability of a Member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the Member in respect of membership of the Association as required by Rule 5.7 and Rule 9. In the event any Member ceases to be a Member of the Association pursuant to Rule 6 such Member shall not be released from any liability to the Association for any matters arising prior to the end of the financial year in which the Member ceased to be a Member.

## **11. DISCIPLINING OF MEMBERS**

- 11.1** Where the Executive Committee / Board is reasonably of the opinion that a Member of the Association:

- 11.1.1 has persistently refused or neglected to comply with a provision or provisions of this Constitution; or
- 11.1.2 has persistently and wilfully acted in a manner prejudicial to the interests of the Association; or
- 11.1.3 has failed to pay any subscription or charge payable under Rule 9 or any Special Subscription payable under Rule 5.7 or otherwise failed to make any payment due under this Constitution and such failure continues for a period of three calendar months after it is due; or
- 11.1.4 does anything which, in the opinion of the Executive Committee / Board in its absolute discretion is likely to seriously harm the reputation of the Association or the objects of the Association in general;

The Executive Committee / Board may by resolution:

- 11.1.5 remove that Member's entitlement to vote at any General Meeting until such time as payment is made in full; or
  - 11.1.6 expel the Member of the Association; or
  - 11.1.7 suspend the Member from membership of the Association for a specified period.
- 11.2** A resolution of the Executive Committee / Board under Rule 11.1 is of no effect unless the Executive Committee / Board confirms the resolution at a meeting held not earlier than fourteen days and not later than twenty-eight days after service on the Member of a notice under Rule 11.3.
- 11.3** Where the Executive Committee / Board passes a resolution under Rule 11.1, the Secretary shall, as soon as practicable, cause a notice in writing to be served on the Member:
- 11.3.1 setting out the resolution of the Executive Committee / Board and the grounds on which it is based;
  - 11.3.2 stating that the Member may address the Executive Committee / Board at a meeting to be held not earlier than fourteen days and not later than twenty-eight days after service of the notice;
  - 11.3.3 stating the date, place and time of that meeting; and
  - 11.3.4 informing the Member that the Member may do either or both of the following:
    - (a) attend and speak at that meeting;
    - (b) submit to the Executive Committee / Board at or prior to the date of that meeting written representations relating to the resolution.
- 11.4** At a meeting of the Executive Committee / Board held in accordance with Rule 11.3, the Executive Committee / Board shall:
- 11.4.1 allow the Member to bring a supporting person;
  - 11.4.2 give the Member an opportunity to make oral representations;



11.4.3 give due consideration to any written representations submitted to the Executive Committee / Board by the Member at or prior to the meeting; and

11.4.4 by resolution determine whether to confirm or to revoke the resolution.

**11.5** The Executive Committee / Board may, in its absolute discretion, resolve to readmit as a Member of the Association any person who has been previously expelled from the Association and is otherwise entitled to be a Full Member or an Associate Member, as the case may be, of the Association.

## **12. MEMBER DEALINGS WITH AND INTERESTS IN THE ASSOCIATION**

**12.1** Any Member who is or may be interested or concerned directly or indirectly in any property or undertaking in which the Association is or may be in any way concerned or involved:

12.1.1 must disclose the nature and extent of that Member's interest to the other Members. A dated record should be kept in the Association's interests register; and

12.1.2 must not take any part whatever in any deliberation concerning any matter in which that Member is or may be interested other than as a Member of the Association.

**12.2** No member or person who is associated with a member of the organisation shall derive any income, benefit or advantage from the organisation where they can materially influence the payment of the income, benefit or advantage. Except that:

12.2.1 Subject to preapproval of the Board any Member may receive reimbursement for any reasonable expenses properly incurred by that Member in connection with the affairs of the Association, upon evidence of the expense being incurred;

12.2.2 the Association may pay reasonable remuneration to any officer or servant of the Association (whether a Member or not) in return for services actually rendered to the Association;

12.2.3 Subject to preapproval of the Board any Member may be paid, all usual professional, business or trade charges for services rendered, time expended and all acts done by the Member, or by any firm or entity of which that Member is a member, employee or associate in connection with the affairs of the Association;

12.3.4 any Member may retain any remuneration properly payable to that Member by any company or undertaking with which the Association may be in any way concerned or involved for which that Member has acted in any capacity whatever, notwithstanding that the Member's connection with that company or undertaking is in any way attributable to that Member's connection with the Association.

## **CHAPTER IV – COMMITTEES**

### **13. POWERS AND AUTHORITY OF EXECUTIVE COMMITTEE / BOARD**

The Association shall be governed by an Executive Committee / Board which:

- 13.1** shall control and manage the affairs of the Association;
- 13.2** may exercise all such functions as may be exercised by a General Meeting of Members of the Association;
- 13.3** may fix the amount of any fee or subscription charge to be paid by members, which may be in several parts or categories;
- 13.4** has power to perform all such acts and do all such things as appear to the Executive Committee / Board to be necessary or desirable for the proper management of the affairs of the Association;
- 13.5** shall be responsible for managing any staff or contracted staff engaged by the Association;
- 13.6** shall be responsible for arranging for the preparation of:
  - 13.6.1** an annual plan and budget, showing expected income and expenditure, covering the following 12-month period;
  - 13.6.2** an annual report reviewing the previous year's activities;
  - 13.6.3** annual review of accounts.
- 13.7** shall be responsible for accounting for all funds relating to the WQ TMA.
- 13.8** shall be responsible for ensuring that the Association complies with this Constitution and all applicable New Zealand laws and regulations.

### **14. MEMBERSHIP OF EXECUTIVE COMMITTEE / BOARD**

- 14.1** The Executive Committee / Board shall consist of:
  - 14.1.1** an uneven number of members; and
  - 14.1.2** no less than five voting members; and
  - 14.1.3** no more than eleven voting members and no more than four non-voting members.
- 14.2** Duties of Officers duties on the Executive Committee/ Board are as follows:
  - 14.2.1** Act in good faith and in the best interests of WQ TMA;
  - 14.2.2** Exercise powers for proper purposes only;
  - 14.2.3** Comply with the Act and the constitution;
  - 14.2.4** Exercise reasonable care and diligence;
  - 14.2.5** Not create a substantial risk of serious loss to creditors;

14.2.6 Not incur an obligation the officer doesn't reasonably believe the society can perform.

**14.3** Subject to Rule 22 the voting members of the Executive Committee / Board shall be:

**14.3.1** at least five Full Members of the Association, to be elected by the Association pursuant to Rule 15;

**14.3.2** any other person appointed under Rule 14.4 to be a voting member of the Executive Committee / Board.

**14.4** Each member of the Executive Committee / Board elected under Rule 14.3.1 shall, subject to this Constitution, hold office until the conclusion of the Annual General Meeting following the date of the member's election, but is eligible for re-election.

**14.5** In the event of a casual vacancy occurring in the membership of the Executive Committee / Board, the casual vacancy shall be filled as follows:

**14.5.1** in the case of a person elected under Rule 14.2.1, the casual vacancy shall be filled by the Executive Committee / Board;

**14.6** The Members appointed to fill a casual vacancy under Rule 14.5.1 shall hold office subject to this Constitution, until the conclusion of the next Annual General Meeting following the date of appointment.

## **15. ELECTION OF MEMBERS TO EXECUTIVE COMMITTEE / BOARD**

**15.1** Nominations of candidates for election as members of the Executive Committee / Board:

**15.1.1** shall be made in writing, signed by two Full Members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and

**15.1.2** shall be delivered to the Secretary of the Association not less than seven days before the date fixed for the holding of the Annual General Meeting at which the election is due to take place.

**15.2** If insufficient nominations are received to fill all vacancies, the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting.

**15.3** If insufficient further nominations are received, any vacant positions remaining shall be deemed to be casual vacancies.

**15.4** If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.

**15.5** If the number of nominations received exceeds the number of vacancies to be filled a poll shall be held.

**15.6** Any such poll shall be conducted at the Annual General Meeting in such usual and proper manner as the Executive Committee / Board may direct.

**15.7** In the event of an equality of votes between two or more candidates an exhaustive poll will be held to determine the person elected.

## **16. ELECTION OF OFFICERS & OFFICER CEASING TO HOLD OFFICE**

**16.1** The election of officers by the Executive Committee / Board will take place at the first meeting following the Annual General Meeting.

**16.1.1** Officers will include: Chair, Treasurer and Secretary.

**16.1.2** Upon selection each officer will certify in writing that they consent and are not disqualified from holding such a position.

**16.1.3** Disqualification criteria are as follows:

- a. Currently bankrupt
- b. Prohibited from being a director or promoter of a company
- c. Disqualified from being an officer of a charitable entity
- d. convicted and sentenced for certain offending within the last 7 years (for example, crimes involving dishonesty, tax evasion, and money laundering)
- e. subject to particular orders (for example, a banning order issued by the Court)
- f. unable to comply with any qualifications for officers contained in the society's constitution.

**16.2** The election of the Chairperson shall be conducted by such standard voting method (for example poll or show of hands) as is appropriate given the number of candidates.

**16.3** The Executive Committee / Board shall appoint or elect one member as the Secretary of the Association. In the event that no member of the Executive Committee / Board is qualified, and wishes, to act as Secretary, the Executive Committee / Board may engage a suitably qualified person (not necessarily a member of the Association) to act as Secretary of the Association.

**16.4** It is the duty of the Secretary to keep records of:

16.4.1 all elections and appointments of Officers and members of the Executive Committee / Board;

16.4.2 the names of members of the Executive Committee / Board present at each Executive Committee / Board meeting and General Meeting; and

16.4.3 proceedings at Executive Committee / Board meetings and General Meetings.

16.4.4 the declared members interests in the Interests Register

**16.5** Minutes / notes of proceedings at meetings shall be agreed by members at the next succeeding meeting.

**16.6 Officer ceasing to hold office**

**16.6.1** A person ceases to be an officer of a society if the person:

- a. resigns in accordance with the Constitution or
- b. is removed from office in accordance with the Constitution or
- c. becomes disqualified from being an officer under [section 47\(3\)](#); or
- d. dies or
- e. otherwise vacates office in accordance with the society's constitution.

**16.6.2** An officer of a society may resign office

- a. in the manner provided in the constitution; or
- b. if the constitution does not provide for a manner, by signing a written notice of resignation and giving it to the society.
- c. The notice of resignation is effective when it is received by the society or at a later time specified in the notice.

## **17. TREASURER**

**17.1** The election of a member of the Executive Committee / Board as Treasurer will be made by the Board at its first meeting following the Annual General Meeting.

**17.2** The election of the Treasurer shall be conducted by such standard voting method (for example poll or show of hands) as is appropriate given the number of candidates.

**17.3** Despite Rule 17.1 and 17.2, in the event that no member of the Executive Committee / Board is qualified, and wishes, to act as Treasurer, the Executive Committee / Board may engage a professionally qualified person (not necessarily a member of the Association) to act as Treasurer of the Association.

**17.4** It is the duty of the Treasurer of the Association to ensure that:

17.4.1 all money due to the Association is collected and received and all payments authorised by the Association are made;

17.4.2 correct books and accounts are kept showing the financial affairs of the Association including full details of all receipts and expenditure connected with the activities of the Association.

## **18. REVIEW OF ACCOUNTS**

**18.1** The WQ TMA accounts shall be annually reviewed by a suitably qualified member of the Chartered Accountants of Australia and New Zealand (CAANZ).

**18.2** The review shall provide the Members at the Annual General Meeting with a report regarding the accounts and financial statements.

**18.3** Subject to Board approval any funding body may seek to have full access to the WQ TMA accounts for the purpose of an independent audit. Any audit will be at the funders' expense, and subsequently made available to WQ TMA Board.

**19. CASUAL VACANCIES**

**19.1** For the purposes of this Constitution, a casual vacancy in the office of a member of the Executive Committee / Board occurs if the member:

- 19.1.1 dies;
- 19.1.2 ceases to be a Member of the Association;
- 19.1.3 is declared bankrupt;
- 19.1.4 resigns office by notice in writing given to the Secretary;
- 19.1.5 is removed from office under Rule 20;
- 19.1.6 becomes of unsound mind or becomes a person who is liable to be dealt with in any way under the law relating to mental health;
- 19.1.7 fails to attend three meetings in succession without apologies being tendered and accepted by resolution of the Executive Committee / Board, or without having been granted leave of absence by resolution of the Executive Committee / Board; or
- 19.1.8 commits a crime punishable by imprisonment.

**20. REMOVAL OF MEMBER**

**20.1** The Association in a General Meeting may, by resolution, remove any of the Association members of the Executive Committee / Board from office before the expiration of the member's term of office.

**20.2** Where a member of the Executive Committee / Board to whom a proposed resolution referred to in Rule 20.1 relates:

- 20.2.1 makes representations in writing (not exceeding a reasonable length) to the Secretary or Chairperson; and
- 20.2.2 requests that the representations be notified to the Members of the Association; then the Secretary or Chairperson may send a copy of the representations to each Member of the Association. If they are not so sent, the Member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

**21. MEETINGS OF EXECUTIVE COMMITTEE / BOARD AND QUORUM**

**21.1** The Executive Committee / Board shall endeavour to meet monthly but, in all events, shall meet not less than six times in each period of twelve months, and at such time and place as shall be decided by the Executive Committee / Board.

**21.2** Additional meetings of the Executive Committee / Board may be convened by the Chairperson or by any member of the Executive Committee / Board.

- 21.3 Oral or written notice (including by way of email) of a meeting of the Executive Committee / Board shall be given by the Secretary to each member of the Executive Committee / Board at least 48 hours (or such other period as may be unanimously agreed upon by the members of the Executive Committee / Board) before the time appointed for the holding of the meeting.
- 21.4 A member of the Executive Committee / Board unable to attend a meeting in person may attend by way of an electronic means, if applicable to the venue.
- 21.5 Any five voting members of the Executive Committee / Board constitute a quorum for the transaction of the business of a meeting of the Executive Committee / Board.
- 21.6 No business shall be transacted by the Executive Committee / Board unless a quorum is present within half an hour of the time appointed for the meeting. If a quorum is not present, the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
- 21.7 If at the adjourned meeting, a quorum is not present within half an hour of the time appointed for the meeting, then any five members present shall constitute a quorum.
- 21.8 At a meeting of the Executive Committee / Board the Chairperson or, in the Chairperson's absence, any member of the Executive Committee / Board nominated to stand in his/her place shall preside.

## **22. VOTING AND DECISIONS OF EXECUTIVE COMMITTEE / BOARD AND SUB-COMMITTEE**

- 22.1 The voting rights of members of the Executive Committee / Board shall be as follows:
  - 22.1.1 Each Full Member of the Executive Committee / Board shall be entitled to one vote;
  - 22.1.2 Subject to Rule 16.4.2 and 17.3.2, each person appointed under Rule 14.3 as a voting member shall be entitled to one vote.
- 22.2 Matters arising at a meeting of the Executive Committee / Board or of any sub-committee appointed by the Executive Committee / Board shall be determined by a majority of the votes of members of that committee present at the meeting and entitled to vote.
- 22.3 The Chairperson of the meeting is entitled to exercise a second or casting vote.
- 22.4 Subject to Rule 21.5, the Executive Committee / Board may act notwithstanding any vacancy on the Executive Committee / Board.
- 22.5 Any act or thing done or suffered, or purporting to have been done or suffered by the Executive Committee / Board or by a sub-committee appointed by the Executive Committee / Board, is valid and effectual notwithstanding any

defect that may afterwards be discovered in the appointment or qualification of any member of that committee.

### **23. DELEGATION BY EXECUTIVE COMMITTEE / BOARD TO SUB-COMMITTEE**

- 23.1** The Executive Committee / Board may delegate to one or more sub-committees (consisting of such Member or Members of the Association, or such other persons, as the Executive Committee / Board thinks fit) the exercise of such of the functions of the Executive Committee / Board as the Executive Committee / Board may decide.
- 23.2** A function which has been delegated to a sub-committee under this Rule may be exercised by that committee in accordance with the terms of the delegation, while the delegation remains unrevoked.
- 23.3** Notwithstanding any delegation under this Rule, the Executive Committee / Board may continue to exercise any function delegated.
- 23.4** Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this Rule has the same force and effect as it would have if it had been done or suffered by the Executive Committee / Board.
- 23.5** The Executive Committee / Board may, in writing, revoke wholly or in part any delegation under this Rule.
- 23.6** A sub-committee may meet and adjourn as it thinks proper.

## **CHAPTER V - GENERAL MEETINGS**

### **24. ANNUAL GENERAL MEETING**

The Association shall, at least once in each calendar year, and within the period of six months after the expiration of each financial year of the Association, convene an Annual General Meeting of its Members.

### **25. ANNUAL GENERAL MEETING - CALLING AND BUSINESS**

- 25.1** The Annual General Meeting of the Association shall, subject to the Act and to Rule 24, be convened on such date and at such place and time as the Executive Committee / Board thinks fit.
- 25.2** In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting shall be:
- 25.2.1** to confirm the Minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting;
- 25.2.2** to receive from the Executive Committee / Board reports on the activities of the Association during the preceding financial year;



- 25.2.3 to approve the Annual Financial Statements;
  - 25.2.4 to approve the proposed budget and action plan for the following financial year;
  - 25.2.5 the officers of the Association shall be elected by the Executive Committee / Board at its first meeting after the AGM.
  - 25.2.6 to appoint a suitable company / person to review the accounts for the following year.
- 25.3** For the purposes of section 23 of the Act the Association's financial year shall end on 30 June.
- 25.4** An Annual General Meeting shall be specified as such in the notice convening it.

## **26. SPECIAL GENERAL MEETINGS**

- 26.1** The Executive Committee / Board may, whenever it thinks fit, convene a Special General Meeting of the Association.
- 26.2** The Executive Committee / Board shall, on the requisition in writing of not less than five people or thirty percent (whichever is greater) of the total number of Full Members, convene a special meeting of the Association.
- 26.3** A requisition of Members for a Special General Meeting:
- 26.3.1 shall state the purpose or purposes of the meeting;
  - 26.3.2 shall be signed by the Members making the requisition;
  - 26.3.3 shall be lodged with the Secretary;
  - 26.3.4 may consist of several documents in a similar form, each signed by one or more of the Members making the requisition.
- 26.4** If the Executive Committee / Board fails to convene a Special General Meeting to be held within two months after the date on which a requisition of Members for the meeting is lodged with the Secretary, any one or more of the Members who made the requisition may convene a Special General Meeting to be held not later than two months after that date.
- 26.5** A Special General Meeting convened by a Member or Members as referred to in Rule 26.4 shall be deemed to have been convened by the Executive Committee / Board.
- 26.6** The business to be conducted at a Special General Meeting shall be the only business for which the Special General Meeting in question was convened, provided that it is business which can properly be dealt with by Members in General Meeting.

**27. NOTICE**

- 27.1** Except where the nature of the business proposed to be dealt with at a General Meeting requires a Special Resolution of the Association, the Secretary shall, at least 14 days before the date fixed for the holding of the General Meeting, send by post or by email to each Member at the Member's address appearing in the register of Members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 27.2** Where the nature of the business proposed to be dealt with at a General Meeting requires a Special Resolution of the Association the Secretary shall, at least 21 days before the date fixed for the holding of the General Meeting, cause notice to be sent to each Member of the Association provided in Rule 27.1 specifying in addition to the matters required under Rule 27.1, the intention to pass such a resolution as a Special Resolution.
- 27.3** No business other than that specified in the notice convening a General Meeting shall be transacted at a meeting except, in the case of an Annual General Meeting, present business which may be transacted pursuant to Rule 27.
- 27.4** A Member wanting to bring any business before a General Meeting may give notice in writing of that business to the Secretary who shall include that business in the next notice calling a General Meeting given after receipt of the notice from the Member.

**28. PROCEDURE**

- 28.1** No item of business shall be transacted at a General Meeting unless a quorum of Members entitled under this Constitution to vote is present.
- 28.2** A minimum of five people or thirty percent (whichever is greater) of the total full members present in person constitute a quorum for the transaction of the business of a General Meeting.
- 28.3** If, within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, then the meeting shall stand adjourned to the same day in the following week at the time and. Unless another place and time is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to Members given before the day to which the meeting is adjourned.
- 28.4** If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members present shall constitute a quorum.

**29. PRESIDING MEMBER**

- 29.1** The Chairperson, or in their absence the Vice Chairperson shall preside at each General Meeting of the Association.

- 29.2** If the Chairperson or Vice chairperson are absent from a General Meeting or unable or unwilling to act, the Members present shall elect one of their number to preside as Chairperson at the meeting.

### **30. ADJOURNMENT**

- 30.1** The Chairperson of a General Meeting at which a quorum is present may, with the consent of the majority of Members present at the meeting, adjourn the meeting from time to time and place to place. No business shall be transacted at an adjourned meeting other than business left unfinished at the meeting at which the adjournment took place.
- 30.2** Where a General Meeting is adjourned for 14 days or more, the Secretary shall give written or oral notice of the adjourned meeting to each Member of the Association. The notice shall state the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 30.3** Except as provided in Rule 30.1 and 30.2, notice of an adjournment of a General Meeting or of the business to be transacted at an adjourned meeting is not required to be given.

### **31. MAKING OF DECISIONS**

- 31.1** A resolution arising at a General Meeting of the Association shall be determined on a show of hands. Unless a poll is demanded before, or on the declaration of a show of hands, then a declaration by the Chairperson (for example, that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, an entry to that effect shall be recorded in the notes of the meeting and shall constitute evidence of the outcome of the resolution without proof of the number or proportion of votes recorded in favour of or against that resolution.
- 31.2** At a General Meeting of the Association, a poll may be demanded by the Chairperson or by not less than five people or thirty percent (whichever is greater) of the Full Members present in person.
- 31.3** Where a poll is demanded at a General Meeting, the poll shall be taken:
- 31.3.1 immediately in the case of a poll which relates to the election of the Chairperson of the meeting or to the question of adjournment; or
- 31.3.2 in any other case, in such manner and at such time before the closing of the meeting as the Chairperson directs. Resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

### **32. SPECIAL RESOLUTION**

A resolution of the Association is a special resolution if:

- 32.1** it is passed by a majority of the Members of the Association who are present, voting in person; and
- 32.2** the resolution is passed at a General Meeting; and

- 32.3** not less than 21 days written notice of the meeting has been given to Members specifying the intention to propose the resolution as a special resolution.

### **33. VOTING AT GENERAL MEETINGS INCLUDING AGM**

- 33.1** Upon any question arising at a General Meeting of the Association, a Full Member has one vote only.
- 33.2** All votes shall be given personally and no proxy votes will be allowed.
- 33.3** In the case of an equality of votes on a question at a General Meeting, the Chairperson of the meeting is entitled to exercise a second or casting vote.

## **CHAPTER VI - MISCELLANEOUS**

### **34. INSURANCE**

- 34.1** The Association shall affect and maintain full and proper insurance if deemed necessary by the Executive Committee / Board

### **35. FUNDS - MANAGEMENT**

- 35.1** Subject to any resolution passed by the Association in General Meeting and subject to Rule 13.8, the funds of the Association shall be used to pursue the objects of the Association in such manner as the Executive Committee / Board determines.
- 35.2** All electronic banking, cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two nominated members or members of the Executive Committee / Board, being authorised to do so by the Executive Committee / Board.
- 35.3** All funds received by the Association, remain the property of the Association unless the Association is subject to dissolution, see Rule 40. The property of the Association is irrevocably dedicated to objects stated in this Constitution. No part of the net income or assets of the Association shall ever inure to the benefit of any director, officer or Member of the Association or to the benefit of any private persons.

### **36. ALTERATION OF OBJECTS AND CONSTITUTION**

- 36.1** Subject to the provisions of the Act, Rule 36.2 and the statement of objects, this Constitution may be altered, rescinded or added to only by a Special Resolution of the Association provided that no addition to or alteration or rescission of the Constitution shall be effective if it affects the objects, pecuniary benefits or winding up clauses (refer to Rule 3, 12 and 40).

### **37. CUSTODY OF BOOKS, ETC.**

Except as otherwise provided by this Constitution, the Secretary shall keep in his or her custody or under his or her control all records, books and other documents

relating to the Association. Backups must be kept of computer files at least quarterly and at different premises.

### **38. SERVICE OF NOTICES**

**38.1** For the purposes of this Constitution, a notice may be served by or on behalf of the Association upon any Member either personally or by sending it by post, email to the Member at the Member's address shown in the register of Members.

**38.2** Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall be deemed for the purposes of this Constitution to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

**38.3** Where a document is sent to a person by properly addressed email or it shall be deemed to have been served on the person at the time it was sent, in the absence of evidence to the contrary.

### **39. COMMON SEAL**

**39.1** The Executive Committee / Board may provide a common seal for the Society and from time to time replace it with a new one.

**39.2** The Secretary shall have custody of the common seal, which shall only be used by the authority of the Executive Committee / Board.

**39.3** All legal documents and contracts entered into by the Executive Committee / Board shall be signed by two officers of the Executive Committee / Board.

### **40. WINDING UP**

**40.1** Should the dissolution of the Association be deemed necessary, then two meetings must be held in accordance with section 24 of the Act. The first meeting shall be called to pass a resolution to wind up the Association and must be carried by a majority of valid votes. The second meeting must be called (not earlier than 30 days after the first meeting) to confirm the resolution to be passed.

**40.2** Any property left after the organisation has been wound up or dissolved, and all its debts and liabilities paid shall not be paid to or distributed among the members of the organisation. It will be given or transferred to another not-for-profit organisation or body with similar objectives, or to a charitable organisation with similar objectives within Auckland.

### **41. RESOLVING DISPUTES**

If a member considers that they may have a dispute with one of the parties to this Constitution then there is a clear process to follow. This process is outlined below:

**41.1** How complaint is made

A member or an officer may make a complaint by giving to the committee (or a complaints subcommittee) a notice in writing that:

- a. states that the member or officer is starting a procedure for resolving a dispute in accordance with the society's constitution; and
- b. sets out the allegation to which the dispute relates and whom the allegation is against; and
- c. Sets out any other information reasonably required by the society.

**41.1.1** The society may make a complaint involving an allegation against a member or an officer by giving to the member or officer a notice in writing that:

- a. states that the society is starting a procedure for resolving a dispute in accordance with the society's constitution; and
- b. sets out the allegation to which the dispute relates.

**41.1.2** The information given under subclause 41.1b. or 1.1.1b. must be enough to ensure that a person against whom an allegation is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.

**41.1.3** A complaint may be made in any other reasonable manner permitted by the society's constitution.

**41.2** Person who makes complaint has right to be heard

A member or an officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.

**41.1.1** If the society makes a complaint

- a. the society has a right to be heard before the complaint is resolved or any outcome is determined; and
- b. an officer may exercise that right on behalf of the society.

**41.1.2** Without limiting the manner in which the member, officer, or society may be given the right to be heard, they 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. the member's, officer's, or society's written statement or submissions (if any) are considered by the decision maker.

**41.3** Person who is the subject of complaint has right to be heard

**41.3.1** This clause applies if a complaint involves an allegation that a member, an officer, or the society (the respondent)

- a. has engaged in misconduct; or
- b. has breached, or is likely to breach, a duty under the society's constitution or bylaws or the Incorporated Societies Act 2022; or

- c. has damaged the rights or interests of a member or the rights or interests of members generally.

**41.3.2** The respondent has a right to be heard before the complaint is resolved or any outcome is determined.

**41.3.3** If the respondent is the society, an officer may exercise the right on behalf of the society.

**41.3.4** Without limiting the manner in which a respondent may be given a right to be heard, 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 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.

#### **41.4 Investigating and determining dispute**

**41.4.1** The society must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its constitution, ensure that the dispute is investigated and determined.

**41.1.2** Disputes must be dealt with under the constitution in a fair, efficient, and effective manner.

#### **41.5 Society may decide not to proceed with complaint**

**41.5.1** Despite the clause 41.4 'Investigating and determining dispute' above, the society may decide not to proceed further with a complaint if:

- a. the complaint is trivial; or
- b. the complaint does not appear to disclose or involve any allegation of the following kind:
  - i. that a member or an officer has engaged in material misconduct;
  - ii. that a member, an officer, or the society has materially breached, or is likely to materially breach, a duty under the society's constitution or bylaws or the Incorporated Societies Act 2022;
  - iii. that a member's rights or interests or members' rights or interests generally have been materially damaged;
- 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 the constitution; or
- f. there has been an undue delay in making the complaint.

**41.6 Society may refer complaint**

**41.6.1** The society may refer a complaint to:

- a. a subcommittee or an external person to investigate and report; or
- b. a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.

**41.6.2** The society may, with the consent of all parties, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

**41.6.3** The decision of the agreed consensual dispute resolution process, will be final, with no appeal process.

**41.6.4** Any joint costs associated with dispute resolution processes (such as mediation, facilitation or a tikanga-based practice) will be met equally by both parties and if either party fails to attend any dispute resolution meeting/s that party shall be responsible for all the costs of the mediation process.

**41.7 Decision makers**

A person may not act as a decision maker in relation to a complaint if two or more members of the committee or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be:

- a. impartial; or
- b. able to consider the matter without a predetermined view.

**42. MATTERS NOT COVERED BY THIS CONSITUTION**

42.1 Matters not covered by this Constitution shall be decided upon by the Executive Committee / Board by majority vote.

**43. MAP OF AREA COVERED BY WQ TMA INC**

**43.1** The boundary of the area covered by WQ TMA is shown in the map below:

