

Constitution of Southland High School Old Boys Association Incorporated

(To be called **Southland Boys' High School Old Boys' Association Incorporated** from
and including 1 April 2026)

1. Name and background

(a) The name of the society is Southland High School Old Boys Association Incorporated but that name shall change as at 1 April 2026 to Southland Boys' High School Old Boys' Association Incorporated subject to the acceptance for registration of the change of name by the Registrar of Incorporated Societies (in this **Constitution** referred to as the '**Society**').

(b) The **Society** was first established on 17 October 1894 and was first registered as an incorporated society on 16 September 1930.

(c) The **Society** has been registered as an incorporated society under the name Southland High School Old Boys' Association, under number 225332 and has an NZBN number 9429042728351.

2. Definitions

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

'**Act**' means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.

'**Balance date**' has the meaning given at clause 22.8.

'**Annual General Meeting**' and '**AGM**' shall be interchangeable and mean the meeting of **Members** as provided for in clauses 16 and 17.

'**Committee**' means the **Society's** governing body.

'**Committee member**' or '**member of the Committee**' means those holding positions as set out in clause 19.1.

'**Constitution**' means the rules in this document.

'**Financial Member**' means a **Member** who is not in arrears with payments in accordance with clause 10 of this Constitution.

'**General Meeting**' means either an **Annual General Meeting** or a **Special General Meeting** of the **Members**.

'**Interested Member**' means a **Member** who is interested in a matter for any of the reasons set out in section 62 of the Act.

'**Interests Register**' means the register of interests of Officers, kept under this Constitution and as required by section 73 of the Act.

'**Life member**' means those elected to life membership under clause 8.2(b).

'**Matter**' for the purposes of clause 20.7 means—

1. the Society's performance of its activities or exercise of its powers; or
2. an arrangement, agreement, contract or transaction made or entered into, or proposed to be entered into, by the **Society**.

'**Member**' means a person who has consented to become a member of the **Society** and has been properly admitted to the Society and who has not ceased to be a Member of the Society. This also includes a **Life Member**.

'**Member entitled to vote**' or '**Members entitled to vote**' has the meaning set out at clause 14.2.

'**Notice**' to **Members** includes any notice given by email, post, or courier or by such other means as determined by the Committee from time to time.

'**Non-financial Member**' means a **Member** who is in arrears with payments due in accordance with clause 10 of this Constitution.

'**President**' means the **Member** elected to that position, who is responsible for providing leadership for the **Society** and for chairing **General Meetings** and committee meetings.

'**Register of Members**' means the register of Members kept under this **Constitution** as required by section 79 of the Act.

'**School**' means Southland Boys' High School.

'**Secretary**' means the **Member** elected to that position and who is responsible for providing secretarial and administrative duties to the **Society** including the matters specifically noted in this **Constitution** for the **Secretary**.

'**Special General Meeting**' means a meeting of **Members**, other than an **Annual General Meeting**, called for a specific purpose or purposes.

'**Treasurer**' means the **Member** elected to that position and who is responsible for the financial duties of the **Society** including matters specifically noted in this **Constitution** for the **Treasurer**

'**Vice President**' means the **Member** elected to that position and who shall deputise in the absence of the **President**.

3. Purposes and Objects

3.1 The purposes and objects of the Society shall be:

- (a) Promoting and assisting association and friendship between **Members** and with the **School**;
- (b) Promoting and keeping alive among **Members** a continual and active interest in the **School** and encouraging and promoting events celebrating the **School** and the **Society**;
- (c) Creating and maintaining an association with the **School**, and promoting, encouraging and supporting the **School**, its students and staff;
- (d) Furthering and supporting the education of students of the **School**;
- (e) Providing or assisting in the provision of facilities or resources for the use of **Members** or the benefit of the **School**, including for the benefit of the students and staff;

(f) Developing and maintaining a database of all former students and staff of the **School**;
and

(g) Any other purpose or object the **Committee** decides to engage in that is not inconsistent with these purposes and objects.

3.2 Any income, benefit, or advantage must be used to advance the purposes of the Society.

4. Act and Regulations

Nothing in this **Constitution** authorises the **Society** to do anything which contravenes or is inconsistent with the **Act**, any regulations made under the **Act**, or any other legislation.

5. Restrictions on society powers

The **Society** must not be carried on for the financial gain of any of its **Members**.

6. Registered office

6.1 The registered office of the Society shall be at such place in New Zealand as the Committee from time to time determines. The initial registered office shall be 72 Filleul Street, Invercargill, 9810.

6.2 Changes to the registered office as decided by the **Committee** from time to time shall be notified to the Registrar of Incorporated Societies as required by **Act** or any regulations made under the **Act**:

7. Contact person

7.1 The Society shall have at least 1 but no more than 3 contact person(s) whom the Registrar can contact when needed.

7.2 The Society's contact person must be in accord with the **Act** or any regulations made under the **Act**:

7.3 Any contact person shall be appointed by the **Committee**.

7.4 Each contact person's name and any changes to the contact person must be provided to the Registrar of Incorporated Societies as required pursuant to the **Act** or any regulations made under the **Act**:

8. Members

8.1 Minimum number of members

The **Society** shall maintain the minimum number of **Members** required by the **Act**.

8.2 Types of members

The classes of membership and the method by which **Members** are admitted to different classes of membership are as follows:

(a) Member

A **Member** is an individual who is:

(i) the Rector/Principal of the **School** (notwithstanding any other provision of this Constitution the Rector/Principal of the **School** shall be a **Member** on an ex officio basis unless seeking to become a **Member** under clause 8.2(ii) or (iii)); and

- (ii) a former student of the **School**; or
- (iii) A current or former staff member of the **School**; or
- (iv) A person with a connection to the **School** who wishes to become a **Member**

and who is admitted to membership under this **Constitution** and who has not ceased to be a **Member**. The **Committee** shall have absolute discretion to approve, reject and/or revoke the Membership of any **Member**.

(b) **Life Member**

A **Life Member** is a person honoured for highly valued services to the **Society** and/or the School as recommended by the **Committee** and elected as a **Life Member** by resolution of a **General Meeting** passed by a two-thirds majority of those **Members** present and who are entitled to vote. A **Life Member** shall have all the rights and privileges of a **Member** and shall be subject to all the same duties as a **Member** except those of paying subscriptions and levies.

A **Life Member's** Life Membership may be revoked by resolution of a **General Meeting** passed by a two-thirds majority of those **Members** present and voting

8.3 Becoming a member: consent

Every applicant for membership must consent in writing to becoming a **Member**. Electronic acceptance (including by completing an online/electronic membership application) will be acceptable for the purposes of this clause.

8.4 Becoming a member: process

An applicant for membership must complete and sign any application form required by the **Committee** (this may be an online/electronic membership application), supply any information, or attend an interview as may be reasonably required by the **Committee** regarding an application for membership and will become a **Member** on acceptance of the application by the **Committee**.

The **Committee** may accept or decline an application for membership at its sole discretion. The **Committee** must advise the applicant of its decision. The date a **Member's** membership commences shall be deemed to be backdated to the time that the application form and payment were both received by the Society.

The consent (including membership application forms) of **Members** to become a **Member** of the **Society** shall be retained in the **Society's** membership records.

The **Committee** may delegate its powers (and revoke such delegation at the absolute discretion of the **Committee**) to accept or decline **Members** to any person as the **Committee** deems appropriate.

9. Members' obligations and rights

9.1 Members shall provide the **Society** in writing with that **Member's** name and contact details (namely, physical address, email address and a telephone number) and promptly advise the **Society** in writing of any changes to those details.

9.2 Members shall promote the interests and purposes of the **Society** and shall do nothing to bring the **Society** into disrepute.

9.3 A **Member** is only entitled to exercise the rights of membership (including attending and voting at **General Meetings**, and participating in **Society** activities) if all subscriptions (or periodic payments) and any other fees have been paid to the **Society** within 1 calendar month of their respective due dates, but no **Member** or **Life Member** is liable for an obligation of the **Society** by reason only of being a **Member**.

9.4 The **Committee** may decide what access or use **Members** may have to participate in **Society** activities, including any conditions of and fees for such access, use or involvement.

10. Subscriptions and fees

10.1 The subscription and any other fees or levy for membership shall be set from time to time by resolution of the **Committee**, may include different amounts payable for different periods of membership and may also include permitting payment by periodic instalments.

10.2 Any **Member** failing to pay the subscription due (including any periodic payment), any other fees or levy within 1 calendar month of the date the same was due for payment shall be considered to be a **Non-financial Member** and shall (without being released from the obligation of payment) have no membership rights and shall not be entitled to participate in any **Society** activity until all the arrears are paid. If such arrears are not paid within 3 calendar months of the due date for payment of the subscription (including any periodic payment), any other fees or levy the **Committee** may terminate the **Member's** membership (without being required to give prior notice to that **Member**).

11. Ceasing to be a member

A **Member** ceases to be a **Member**:

(a) by resignation from that **Member's** class of membership by written notice from that **Member** to the **Committee**, or

(b) on termination of a **Member's** membership following a dispute resolution process under this **Constitution**, or

(c) on death, or

(d) by resolution of the **Committee** where:

(i) The **Member** has failed to pay a subscription (including periodic payment), any other fees or levy due to the **Society** within 3 months of the due date for payment; or

(ii) In the opinion of the **Committee** the **Member** has brought the **Society** into disrepute, or if the **Committee**, acting reasonably, revokes the membership of a **Member** for any other reason.

With effect from (as applicable):

A. the date of receipt of the **Member's** notice of resignation by the **Committee** (or any subsequent date stated in the notice of resignation); or

B. the date of termination of the **Member's** membership under this **Constitution**; or

C. the date of death of the **Member**; or

D. the date specified in a resolution of the **Committee** and when a **Member's** membership has been terminated the **Committee** shall promptly notify the former **Member** in writing.

12. Obligations once membership has ceased

A **Member** who has ceased to be a **Member** under this **Constitution**—

- (a) remains liable to pay all subscriptions and other fees that were otherwise payable to the **Society**;
- (b) shall cease to hold themselves out as a **Member** of the **Society**;
- (c) shall return to the **Society** all material provided to the **Member** by the **Society** (including, without limitation, any membership certificate, badges, handbooks and manuals); and
- (d) shall cease to be entitled to any of the rights of a **Member** of the **Society**.

13. Becoming a member again

Any former **Member** may apply for re-admission in the manner prescribed for new applicants, and may be re-admitted only by resolution of the **Committee** if that former **Member's** membership was revoked by the **Committee** for any reason other than for becoming a **Non-financial Member** (payment of the relevant costs under clause 10.1 shall be all that is required for a **Non-Financial Member** to become a **Financial Member**). But, if a former **Member's** membership was terminated following a disciplinary or dispute resolution process (including, without limitation, pursuant to clause 11.1(d)(ii) above), the applicant may be re-admitted only by a resolution passed at a **General Meeting** on the recommendation of the **Committee**.

14. General meetings

14.1 Procedures for all general meetings:

- (a) The **Committee** shall give **All Members** at least 14 days written **Notice** of any **General Meeting** and of the business to be conducted at that **General Meeting**; and
- (b) That **Notice** will be addressed to the **Member** at the contact email address notified to the **Society** and recorded in the **Society's** register of members or by such other means as the **Committee** may from time to time determine. The **General Meeting** and its business will not be invalidated simply because one or more **Members** do not receive the **Notice** of the **General Meeting**.

14.2 Only **Members** who are **Financial Members** and **Life Members** may vote at General Meetings and as follows:

- (a) in person (including if present by real-time audio, audio and visual, or electronic communication that gives each **Member** a reasonable opportunity to participate and all being able to hear each other); or
- (b) by a signed original written proxy in favour of a **Member** who is present and entitled to vote at the meeting and received by, or handed to, the chairperson of the meeting before the commencement of the **General Meeting**; and
- (c) no other proxy voting shall be permitted.

14.3 No **General Meeting** may be held unless at least 10 eligible **Members entitled to vote** attend throughout the meeting and this shall constitute a quorum.

14.4 If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting – if convened upon request of **Members** – shall be dissolved. In any other case it shall stand adjourned to a day, time and place determined by the **President**, and if at such

adjourned meeting a quorum is not present those **Members entitled to vote** present in person or by proxy shall be deemed to constitute a sufficient quorum.

14.5 A **Member** entitled to vote is entitled to exercise one vote on any motion at a **General Meeting** in person or by proxy. Voting at a **General Meeting** shall be by voices or by show of hands or, on demand of the chairperson or of 2 or more **Members** present, by secret ballot.

14.6 Unless otherwise required by this **Constitution**, all questions shall be decided by a simple majority.

14.7 Any decisions made when a quorum is not present are not valid.

14.8 The **Society**, if the **Committee** decides, may pass a written resolution in lieu of a **General Meeting**, and a written resolution is as valid for the purposes of the **Act** and this **Constitution** as if it had been passed at a **General Meeting** if it is approved by no less than 75 percent of the **Members entitled to vote** if present at a **General Meeting**. A written resolution may consist of 1 or more documents in similar form (including letters, electronic mail, or other similar means of communication) each proposed by or on behalf of 1 or more **Members**. A **Member** may give their approval to a written resolution by signing the resolution or giving approval to the resolution in any other manner permitted by the **Committee**.

14.9 **General Meetings** may be held at one or more venues by **Members** present in person and/or using any real-time audio, audio and visual, or electronic communication that gives each **Member** a reasonable opportunity to participate and all being able to hear each other.

14.10 All **General Meetings** shall be chaired by the **President** or the **Vice President** if the **President** is absent. If both are absent then the meeting shall elect another **Member entitled to vote** to chair that meeting.

14.11 Any person chairing a **General Meeting** has a deliberative, but shall not have a casting vote.

14.12 Any person chairing a **General Meeting** may:

(a) With the consent of a simple majority adjourn the **General Meeting** from time to time and from place to place but no business shall be transacted at any adjourned **General Meeting** other than the business left unfinished at the meeting from which the adjournment took place;

(b) Direct that any person not entitled to be present at the **General Meeting**, or obstructing the business of the **General Meeting**, or behaving in a disorderly manner, or being abusive, or failing to abide by the directions of the chairperson be removed from the **General Meeting**; and

(c) In the absence of a quorum or in the case of emergency, adjourn the **General Meeting** or declare it closed.

14.13 The **Committee** may propose motions for the **Society** to vote on (**'Committee Motions'**), which shall be notified to **Members** with the notice of the **General Meeting**.

Any **Member** may request that a motion be voted on (**'Member's Motion'**) at a **General Meeting**, by giving notice to the **Secretary** or **Committee** at least 21 days before that meeting. The **Member** may also provide information in support of the motion (**'Member's Information'**). If notice of the motion is given to the **Secretary** or **Committee** before written

Notice of the General Meeting is given to **Members**, notice of the motion shall be provided to **Members** with the written **Notice of the General Meeting**.

15. Minutes

The **Society** must keep minutes of all **General Meetings**. The Secretary of the **Society** (or any other person delegated by the **Committee** from time to time) shall keep such minutes.

16. Annual General Meetings: when they will be held

The **Annual General Meeting** must be held no later than the earlier of the following;

- (a) Six (6) months after the **balance date** of the **Society**; or
- (b) Fifteen (15) months after the previous annual meeting.

17. Annual General Meetings: business

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

- (a) confirm the minutes of the last Annual General Meeting and any Special General Meeting(s) held since the last Annual General Meeting;
- (b) adopt the annual report on the operations and affairs of the Society (to be presented by the **President**);
- (c) adopt the Committee's report on the finances of the Society, and the annual financial statements for the last financial year (such reports and statements to be presented by the **Treasurer** or such other person delegated by the **Committee**);
- (d) receive the **Committee's** report of any disclosures of conflicts of interest made by **Committee** members for the last financial year including a summary of the **Matters**, or types of **Matters**, to which those disclosures relate;
- (e) elect the **Committee**;
- (f) consider any motions of which proper notice has been given to **Members** with notice of the Meeting; and
- (g) consider any general business that is properly before the meeting.

18. Special General Meetings

18.1 Special General Meetings may be called at any time by the **Committee** by resolution.

18.2 The **Committee** must call a **Special General Meeting** if it receives a written request from at least 25 percent of **Members**.

18.3 Any resolution or written request must state the business that the **Special General Meeting** is to deal with.

18.4 The rules in this **Constitution** relating to the procedure to be followed at **General Meetings** shall apply to a **Special General Meeting**, and a **Special General Meeting** shall only consider and deal with the business specified in the **Committee's** resolution or the written request by **Members** for the **Meeting**.

19. Committee

19.1 The **Committee** shall consist of:

- (a) The Rector/Principal of the School on an ex officio basis (unless the Rector/Principal is a **Member** and is otherwise elected to the **Committee**);
- (b) The **President**;
- (c) The **Vice President**;
- (d) The **Secretary**;
- (e) The **Treasurer**; and
- (f) Up to 7 other **Committee** members.

All of the **Committee members** must be **Members** of the **Society** except for the Rector/Principal as an ex-officio **Committee member**.

19.2 Functions of the committee

From the end of each **Annual General Meeting** until the end of the next, the **Society** shall be governed by and under the management, direction and supervision of the **Committee**, in accordance with the Incorporated Societies Act 2022, any regulations made under that **Act**, and this **Constitution**.

19.3 Powers of the committee

The **Committee** has all the powers necessary for managing — and for directing and supervising the management of — the operation and affairs of the **Society**, subject to such modifications, exceptions, or limitations as are contained in the **Act** or in this **Constitution**.

19.4 Sub-committees

The **Committee** may appoint sub-committees consisting of such persons (whether or not **Members** of the **Society**) and for such purposes as it thinks fit. Unless otherwise resolved by the **Committee**:

- (a) the quorum of every sub-committee is half the members of the sub-committee but not less than 2;
- (b) no sub-committee shall have power to co-opt additional members;
- (c) a sub-committee must not commit the **Society** to any financial expenditure or other obligation without express authority from the **Committee**; and
- (d) a sub-committee must not further delegate any of its powers.

19.5 General matters: Committee

The **Committee** and any sub-committee may act by resolution approved during a conference call using audio and/or audio-visual technology or through a unanimous written resolution decided by email, electronic voting system, or post, and any such resolution shall be recorded in the minutes of the next **Committee** or sub-committee meeting.

Other than as prescribed by the **Act** or this **Constitution**, the **Committee** or any sub-committee may regulate its proceedings as it thinks fit.

19.6 Committee meetings

- (a) The quorum for **Committee** meetings is at least half of the number of members of the **Committee** but shall be no less than 3.

(b) A meeting of the **Committee** may be held either:

(i) by a number of the members of the **Committee** who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or

(ii) by means of audio, or audio and visual, communication by which all members of the **Committee** participating and constituting a quorum can simultaneously hear each other throughout the meeting.

(c) A resolution of the **Committee** is passed at any meeting of the **Committee** if a majority of the votes cast on it are in favour of the resolution PROVIDED that it must be not less than 3 members of the **Committee**. Every **Committee member** shall have one vote.

(d) The **President** shall chair **Committee** meetings. If at a meeting of the **Committee**, the **President** is not present, the **Vice President** shall chair the meeting. If neither are present, the meeting shall appoint another **Committee** member to chair the meeting.

(e) The chairperson of the meeting does have a casting vote in the event of a tied vote on any resolution of the **Committee**.

(f) Except as otherwise provided in this **Constitution**, the **Committee** may regulate its own procedure.

(g) The **Committee** shall meet at least quarterly.

(h) The **Secretary**, shall cause to be given to all **Committee** members not less than 7 days notice of **Committee** meetings, but in cases of urgency a shorter period of notice shall suffice.

(i) Minutes of all **Committee** meetings shall be kept by the **Secretary** but in the absence of the **Secretary** by such other **Committee** member as delegated by the chairperson of the meeting.

(j) The Treasurer shall provide a written report to the **Committee** (including such matters as are required by the **Committee** to be included in such reports) prior to the day of any meeting of the **Committee**.

19.7 Branches

(a) The **Committee** may establish and maintain branches in and for such areas as the **Committee** shall determine.

(b) Each branch shall operate as approved and directed by the **Committee**, subject to the governance of the **Committee** and shall comply with the terms of this **Constitution**.

20. Committee Members

20.1 Qualifications of **Committee** members

(a) Every **Committee member** must:

(i) have consented in writing prior to or at the **AGM** to be a **Committee member**; and

(ii) certify in writing prior to or at the **AGM** that they are not disqualified from being elected or appointed or otherwise holding office as a **Committee member** under the **Act**.

(b) **Committee members** must not be disqualified under section 47(3) of the **Act** or otherwise from being appointed or holding office as a **Committee member**.

20.2 Committee members duties

At all times each **Committee member**

- (a) shall act in good faith and in what they believe to be the best interests of the **Society**;
- (b) must exercise all powers for a proper purpose;
- (c) must not act, or agree to the **Society** acting, in a manner that contravenes the **Act** or this **Constitution**;
- (d) when exercising powers or performing duties as 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:
 - (i) the nature of the **Society**;
 - (ii) the nature of the decision; and
 - (iii) the position of the **Committee member** and the nature of the responsibilities undertaken by the **Committee member**.
- (e) 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
- (f) must not agree to the **Society** incurring an obligation unless they believe at that time on reasonable grounds that the **Society** will be able to perform the obligation when it is required to do so.

20.3 Election or appointment of Committee

The election of the **Committee** shall be conducted as follows:

- (a) The **Committee** shall be elected at each **AGM**. However, if a vacancy occurs between **Annual General Meetings**, that vacancy shall be filled by resolution of the **Committee** (and any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as a **Committee member** (as described in Rule 20.1). Any such appointment shall expire at the conclusion of the next **AGM**.
- (b) The **Secretary** shall call for nominations 14 days before the AGM when notice is given of the AGM. A candidate's written nomination, accompanied by the written consent of the nominee with a certificate that the nominee is not disqualified from being appointed or holding office as a **Committee member** (as described in clause 20.1) shall be received by the **Society** no less than 7 days before the date of the **AGM** and in the manner and form as advised by the **Secretary** when calling for nominations. **Notice** of nominations and any supporting information shall then be given forthwith to **Members**. If there are insufficient valid nominations received, further nominations may be received from the floor at the **AGM** but not otherwise.
- (c) Votes shall be cast in such a manner as the chairperson of the **AGM** determines. In the event of any vote being tied, the tie shall be resolved by lot.

(d) Two **Members** (who are not nominees) or non-members appointed by the Chairperson of the **AGM** shall act as scrutineers for the counting of the votes and the destruction of any voting papers after the election in the event that voting is by secret ballot.

(e) The failure for any reason of any **Member entitled to vote** to receive such **Notice** of the general meeting shall not invalidate the election.

20.4 Term

The term of office for all **Committee members** elected to the **Committee** shall be until the conclusion of the next **AGM** and there shall no limit on the number of terms that a **Committee member** may serve.

20.5 Removal of Committee members

(a) A **Committee member** shall be removed as a **Committee member** by resolution of the **Committee** or the **Society** where in the opinion of the **Committee** or the **Society**:

(i) The **Committee member** has been absent from three (3) committee meetings without leave of absence from the **Committee**;

(ii) The **Committee member** has brought the **Society** into disrepute;

(iii) The **Committee member** has failed to disclose a conflict of interest;

(iv) The **Committee** passes a vote of no confidence in the **Committee member**; or

(v) The **Committee member** has become disqualified from being a **Committee member** under the **Act**

with effect from (as applicable) the date specified in a resolution of the **Committee** or **Society**.

20.6 Ceasing to hold office

(a) A **Committee member** ceases to hold office when they resign (by notice in writing to the **Committee**), are removed, die, or otherwise vacate office in accordance with section 50(1) of the **Act**.

(b) Each **Committee member** shall within 7 days of submitting a resignation or ceasing to hold office, deliver to the **Committee** all books, papers and other property of the **Society** held by such former **Committee member**.

20.7 Conflicts of interest

(a) A **Committee member** or member of a sub-committee who is an **Interested Member** in respect of any **Matter** being considered by 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):

(i) to the **Committee** and or sub-committee, and

(ii) in an **Interests Register** kept by the **Committee**.

(b) Disclosure must be made as soon as practicable after the **Committee member** or member of a sub-committee becomes aware that they are interested in the **Matter**.

(c) A **Committee member** or member of a sub-committee who is an **Interested Member** regarding a **Matter**:

(i) must not vote or take part in the decision of the **Committee** and/or sub-committee relating to the **Matter**; and

(ii) must not sign any document relating to the entry into a transaction or the initiation of the **Matter**; but

(iii) may take part in any discussion of the **Committee** and/or sub-committee relating to the **Matter** but not be present at the time of the decision of the **Committee** and/or sub-committee.

(d) However, a **Committee member** or member of a sub-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.

(e) Where 50 per cent 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 **Committee members** agree otherwise.

(f) Where 50 per cent 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**.

20.8 Method of contracting

The Society shall enter into contracts or other enforceable obligations in accordance with section 123 of the **Act** or any replacement section or legislation in relation to a society's method of contracting. The Society is not required to have a common seal. Section 123(1)(a)(ii) of the Act shall not apply.

21. Records

21.1 Register of Members

(a) The **Society** shall keep an up-to-date Register of Members.

For each current **Member**, the information contained in the Register of Members shall include:

(i) Their name; and

(ii) The date on which they became a **Member** (if there is no record of the date they joined, this date will be recorded as 'Unknown') and in the case of a **Life Member** shall also include the date on which they became a **Life Member**; and

(iii) Their contact details as required by the **Committee** from time to time, including:

A. A physical address and an email address; and

B. A telephone number.

(b) Every **Member** shall promptly advise the **Society** of any change of the **Member's** contact details.

(c) The **Society** shall also keep a record of the former **Members** of the **Society**. For each **Member** who ceased to be a **Member** within the previous 7 years, the **Society** will record:

(i) The former **Member's** name; and

- (ii) The last known contact details for that former **Member**; and
- (ii) The date the former **Member** ceased to be a **Member**.

21.2 Interests Register

The **Committee** shall at all times maintain an up-to-date register of the interests disclosed by **Committee members** and by members of any sub-committee.

21.3 Access to information for members

- (a) A **Member** may at any time make a written request to the **Society** for information held by the **Society**.
- (b) The request must specify the information sought in sufficient detail to enable the information to be identified.
- (c) The **Society** must, within a reasonable time after receiving a request:
 - (i) provide the information;
 - (ii) agree to provide the information within a specified period;
 - (iii) agree to provide the information within a specified period 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
 - (iv) refuse to provide the information, specifying the reasons for the refusal including with reference to the Privacy Act 2020.
- (e) 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 14 days after receiving notification of the charge, the **Member** informs the **Society**:
 - (i) that the **Member** will pay the charge; or
 - (ii) that the **Member** considers the charge to be unreasonable.

Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

22. Finances

22.1 Control and management

The funds and property of the **Society** shall be:

- (a) controlled, invested and disposed of by the **Committee**, subject to this **Constitution**; and
- (b) devoted solely to the promotion of the purposes of the **Society**.

22.2 The **Committee** shall maintain bank accounts in the name of the **Society**.

22.3 All money received on account of the **Society** shall be banked promptly upon receipt.

22.4 All accounts paid or for payment shall be submitted to the **Committee** for approval of payment.

22.5 The **Committee** must ensure that there are kept at all times accounting records that:

- (a) correctly record the transactions of the **Society**;

(b) allow the **Society** to produce financial statements that comply with the requirements of the **Act**; and

(c) would enable the financial statements to be readily and properly audited or reviewed (if ever required).

22.6 The **Committee** must establish and maintain a satisfactory system of control of the **Society's** accounting records.

22.7 The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form. The accounting records must be kept for the current financial year and for the last 7 completed financial years of the **Society**.

22.8 Balance date -The **Society's** financial year shall commence on 1 January of each year and end on 31 December of the same year (the latter date being the **Society's balance date**).

22.9 The financial records of the Society shall not be audited or reviewed for any financial year unless required pursuant to the **Act** or any regulations, or the Committee has resolved to audit or review them (including, without limitation, to meet donor obligations provided that the donation from such a donor is in excess of the cost of such audit).

22.10 No personal benefit:

Members shall not receive any distributions of profit or income from the **Society**. This does not prevent **Members** receiving reimbursement of actual and reasonable expenses incurred; or entering into any transactions with the **Society** for goods or services supplied to or from them, which are at arms' length relative to what would occur between unrelated parties. No **Member** may influence any such decision made by the **Society** in respect of payments or transactions between it and them, their direct family or any associated entity.

22.11 Indemnity and insurance:

The **Society** is authorised to indemnify a **Committee member** under the Act or effect insurance for a **Committee member** under the Act for the following matters:

- (a) liability (other than criminal liability) for a failure to comply with a duty under sections 54 to 61 of the **Act** or any other duty imposed on the **Committee member** in their capacity as a **Committee member**; and
- (b) costs incurred by the **Committee member** in any claim or proceeding relating to that liability.

22.12 The **Secretary** may effect insurance for the **Society's** current and former **Committee members, Members** and any employees as permitted by the Act, if approved by the **Committee**.

23. Dispute resolution

23.1 Meanings of dispute and complaint are as set out within Section 38 of the **Act**

23.2 The procedure for resolution of any dispute or complaint shall be as contained within clauses 2 to 8 of Schedule 2 of the **Act**. That procedure shall observe and be consistent with the rules of natural justice.

24. Liquidation and removal from the register

24.1 Resolving to put the Society into liquidation

The **Society** may be liquidated in accordance with the provisions of Part 5 of the **Act**.

The **Committee** shall give 28 days written **Notice** to all **Members** of the proposed resolution to put the **Society** into liquidation.

The **Committee** shall also give 14 days written Notice to all **Members** of the **General Meeting** at which any such proposed resolution is to be considered. The **Notice** shall include all information as required by section 228(4) of the **Act**.

Any resolution to put the **Society** into liquidation must be passed by a two-thirds majority of all **Members entitled to vote** who are present.

24.2 Resolving to apply for removal from the register

The **Society** may be removed from the Register of Incorporated Societies in accordance with the provisions of Part 5 of the **Act**.

The **Committee** shall give 28 days written **Notice** to all **Members** of the proposed resolution to remove the **Society** from the Register of Incorporated Societies.

The **Committee** shall also give 14 days written **Notice** to all **Members** of the **General Meeting** at which any such proposed resolution is to be considered. The **Notice** shall include all information as required by section 228(4) of the **Act**.

Any resolution to remove the **Society** from the Register of Incorporated Societies must be passed by a two-thirds majority of all **Members entitled to vote** who are present.

25. Surplus assets

25.1 If the **Society** is liquidated, or removed from the Register of Incorporated Societies, no distribution shall be made to any **Member**, and if any property remains after the settlement of the **Society's** debts and liabilities, that property must be given or transferred to the Southland Boys' High Trust Foundation or if it has been dissolved then to another organisation for a charitable purpose or purposes (preferably in relation to education) and within the Southland region.

26. Alterations to the constitution

26.1 Subject to Clause 26.4, this Constitution may only be amended, added to, or repealed by Special Majority of two-thirds of **Members entitled to vote** present at a General Meeting;

26.2 Notice in writing of an intention to amend this **Constitution** shall be given to all **Members** no later than 14 days prior to the General Meeting;

26.3 No addition to, deletion from or amendment to this **Constitution** may be made which would allow personal pecuniary profits or gain to any **Member** or other individual.

26.4 If an amendment to this **Constitution** would have no more than a minor effect or is to correct errors or makes similar technical alterations, the **Committee** may give notice of the amendment to every **Member** stating the text of the amendment and the right of **Members** to object to the amendment. If the **Committee** does not receive any objections from **Members** within 28 Days after the date on which the **notice** is sent, or any longer period that

the **Committee** decides, the **Committee** may make that amendment. If it does receive an objection, the **Committee** may not make the amendment.

27. Bylaws

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

28. Transition

28.1 Those who have been **Members** of the **Society** at the commencement of this **Constitution** shall remain as **Members** but going forward will comply with all membership requirements under this **Constitution**.

28.2 All **Committee members** at the commencement of this **Constitution** shall remain as **Committee members** until the conclusion of the 2026 **AGM**.