

Constitution of The Oamaru Whitestone Civic Trust

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Constitution of

The Oamaru Whitestone Civic Trust

DATED: this day of 202

1. INTERPRETATION

In this Constitution, unless the context requires a different interpretation:

“Act” means Charitable Trusts Act 1957 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.

“Annual General Meeting” means a meeting of the Members of the Trust held once per year which, among other things, will receive and consider reports on the Trust’s activities and finances.

“Board” means the Trust’s governing body comprising the Board members elected or appointed in accordance with this Constitution.

“Board member” means a natural person who is a member of the Board,

“Chairperson” means the Board member responsible for chairing General Meetings and Board meetings, and who provides leadership for the Trust. No person shall hold office as Chairperson for more than five (5) consecutive years from when they first hold that office.

“Constitution” means the rules in this document.

“Deputy Chairperson” means the Board Member appointed to deputise in the absence of the Chairperson.

“General Meeting” means either an Annual General Meeting or a Special General Meeting of the Members of the Trust.

“Interested Member” means a Member who is interested in a Matter as set out in section 62 of the Incorporated Societies Act 2022.

“Interests Register” means the register of interests of Officers, kept under this Constitution.

“Matter” means –

- a. The Trust’s performance of its activities or exercise of its powers; or

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

“Member” means a person who has consented to become a Member of the Trust and has been properly admitted as a Member of the Trust who has not ceased to be a Member of the Trust and where applicable includes a Life Member and Endowment Member.

“Notice” to Members includes any notice given by email, post, or courier.

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

“Trust” means The Oamaru Whitestone Civic Trust.

“Trust Area” and “Waitaki” mean the geographic area of New Zealand under the jurisdiction of the Waitaki District Council as at the date of this Constitution.

“Working Day” means any day except a Saturday or a Sunday or a day on which a Public Holiday is observed. Which shall include the day in March each year observed as Otago Anniversary Day.

Singular words shall include the plural and vice versa.

2. NAME:

The name of the Trust is **THE OAMARU WHITESTONE CIVIC TRUST.**

3. CHARITABLE STATUS:

The Trust is already registered as a charitable entity under the Charities Act 2005. Any income, benefit or advantage received or obtained by the Trust must be used to advance the Purposes.

4. PURPOSES:

The purposes within New Zealand for which the Trust is established are:

- (a) To ensure the preservation, enhancement, renovation and appropriate redevelopment of the Harbour/Tyne Street Historic Precinct of Oamaru, its buildings, streets, supporting townscape and harbour environs.
- (b) To ensure the identification, preservation, enhancement and appropriate use and development of historic heritage in the Trust Area.

- (c) To promote a civic environment where Oamaru, its surroundings, and its surrounding countryside and coastline becomes a resource for the use, benefit and enjoyment of all Oamaru and Waitaki citizens and all visitors to those areas.
- (d) To undertake and conduct, at the request of any Territorial Authority the administration of any historic heritage, historic building and/or area in the Trust Area where such Territorial authority is the owner or lessor of such buildings, including the preservation, enhancement, restoration and appropriate redevelopment of such historic heritage, historic buildings and/or area.
- (e) To stimulate public interest in and care for the history and character of Oamaru and its surroundings and the adjacent Waitaki countryside and coastline and its associated historical and architectural character.
- (f) To preserve, develop and improve buildings and features of general public amenity or historic interest in the Trust Area.
- (g) To create or improve features of interest in and about Oamaru and its surrounding countryside and coastline.
- (h) To encourage where it is considered desirable the use of historic buildings for tourist and commercial purposes promoting employment and business opportunities for the citizens of Oamaru and Waitaki.
- (i) To promote high heritage standards in architecture, landscape, management, building, conservation and urban and rural design and planning.
- (j) To promote knowledge of and interest in the purposes of the Trust and historic heritage in the Trust Area by means of meetings, exhibitions, lectures, publications, education courses and other forms of information sharing and publicity.
- (k) To maintain communication with and co-operation with Government and its agencies persons or corporate bodies in New Zealand (including membership of other bodies corporate) for the purpose of promoting directly or indirectly the purposes of the Trust.

5. POWERS:

The Trust shall have the following powers:

- (a) To purchase, erect, build, take or lease, or otherwise obtain the use of occupation of and to manage, extend, improve, develop, alter, maintain and repair and to sell, let, lease, donate, or otherwise dispose of real and personal property of every description.

- (b) To accept the custody, control and management of any real or personal property situated in Waitaki which may be bequeathed or donated to or purchased by or through the Trust or which being held in the name of any Territorial Authority whether as owner or lessor and the Trust is requested by such authority to administer, have custody and control of and manage such property.
- (c) To accept and carry out any trusts attached to gifts or bequests to or for the benefit of the Trust.
- (d) To invest all or any moneys held by the Trust in and upon investments authorised by law for the time being in force in New Zealand for the investment by trustees of trust funds.
- (e) To adopt such means as the Board may from time to time determine for the purpose of raising money and for obtaining property and to accept contributions, collections, donations, legacies, devises, gifts, grants and subsidies.
- (f) To borrow or raise moneys.
- (g) To secure in such manner as the Board shall think fit the repayment of any monies borrowed or raised by the Trust, and charged upon all or any of the property of the Trust both present and future AND to give and execute mortgages, debentures, and other instruments as security for such repayment AND to pay off, redeem or purchase any such securities.
- (h) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants and other negotiable securities or transferable instruments.
- (i) Subject to the provisions of the Act to enter into, seal, execute, and perform all deeds, documents, instruments, agreements, papers and writing and to do all such other things, acts, deeds and matters as shall be necessary, incidental, or conducive to the attainment of any of the foregoing purposes.
- (j) To institute, initiate, or take and to defend, compromise, or abandon legal proceedings involving property or affairs of the Trust.
- (k) To employ staff to assist in the work of the Trust at such wages and on such terms as may be deemed expedient and to obtain and pay for professional and other advice and services.
- (l) To do all such other acts as are incidental to or will further the attainment of the Purposes or any of them.

6. RESTRICTIONS ON POWERS:

- (a) Nothing in this Constitution authorises the Trust to do anything which contravenes or is inconsistent with the Act, any regulations made under the Act or any other legislation.
- (b) The Trust must not be carried on for the financial gain of any of its members.

7. REGISTERED OFFICE:

The Registered Office of the Trust shall be at such place in New Zealand as the Board from time to time determines.

8. MEMBERSHIP:

The classes of membership and the method by which Members are admitted as Members are:

- (a) Member: A member is an individual or a body corporate admitted to membership under this Constitution and who or which has not ceased to be a Member.
- (b) Endowment Member. An Endowment Member is an individual or a body corporate who or which shall give to the Trust such sum of money or other property to the value as the Board shall from time to time determine and in all cases as shall also appear to the Board to entitle such individual or body corporate to be distinguished as an Endowment Member. An Endowment Member has all of the rights and privileges of a Member and shall be subject to the same duties as a Member except those of paying a subscription.
- (c) Life Member. A Life Member is an individual honoured for highly valued services to the Trust proposed by the Board and elected as a Life Member by resolution of a General Meeting passed by a majority of those Members present and voting. A Life Member has all of the rights and privileges of a Member and shall be subject to the same duties as a Member except those of paying a subscription.

9. BECOMING A MEMBER:

- (a) Every applicant for membership must apply by completing and signing any application form, supplying any information and attending any interview reasonably required by the Board and will become a Member on acceptance of that application by the Board.
- (b) The Board may accept or decline an application for membership at its sole discretion.
- (c) The Board must advise the applicant for membership of its decision.

10. MEMBERS' OBLIGATIONS AND RIGHTS:

- (a) Every Member must provide the Trust in writing that member's name and contact details (or if applicable its authorised contact person's name and contact details) including physical or email address and a contact telephone number and promptly advise the Trust in writing of any changes to those details.
- (b) All Members must promote the interests and purposes of the Trust and shall do nothing to bring the Trust into disrepute.
- (c) No Member is liable for an obligation of the Trust by reason only of being a Member.
- (d) An applicant for membership who becomes a Member in any year before the Annual General Meeting in that year may attend that Annual General Meeting but shall have no voting rights (including for postal elections of Trustees) in respect of that Annual General Meeting.

11. SUBSCRIPTIONS AND FEES:

- (a) The annual subscription and any other fees for membership for the then current financial year shall be set by resolution at the Annual General Meeting which shall also determine the date by which payment is to be made.
- (b) The Board shall invoice members for the annual subscription within 10 working days of the Annual General Meeting.
- (c) Any Member failing to pay the annual subscription within 40 working days of the due date shall be considered unfinancial and shall (without being released from the obligation of payment) have no membership rights until payment is made. If payment is not made within 80 working days of the due date for payment the Board may terminate the Member's membership and without being required to give prior notice to that Member.

12. CEASING TO BE A MEMBER:

A Member ceases to be a Member:

- (a) By resignation in writing signed by the Member (or authorised person) and delivered to the Registered Office of the Trust; or
- (b) On termination of a Member's membership following a dispute resolution process under this Constitution, or
- (c) On death (or if a body corporate on liquidation or deregistration or if a partnership on the dissolution of that partnership), or

- (d) By resolution of the Board where the Member has failed to pay the annual subscription within 80 working days of the due date for payment, or where in the opinion of the Board the Member has brought the Trust into disrepute and with effect from (as applicable):
 - (i) The date the Member's notice of resignation is received by the Board, or
 - (ii) The date of termination of the Member's membership under this Constitution, or
 - (iii) The date of death of the Member (or if a body corporate from the date of its liquidation or deregistration or if a partnership its date of dissolution), or
 - (iv) The date of the Board meeting where the Board resolves to terminate a Member's membership and where membership is terminated under this Constitution or by the Board, the Board shall promptly notify the former Member in writing.

13. OBLIGATIONS ONCE MEMBERSHIP CEASES:

A Member who has ceased to be a Member:

- (a) Remains liable to pay all subscriptions, fees and other monies then owing to the Trust.
- (b) Shall cease to hold themselves or itself out as a Member, and
- (c) Shall cease to be entitled to any of the rights of a Member.

14. BECOMING A MEMBER AGAIN:

- (a) Any former Member may apply (in the manner prescribed for a new Member) to become a Member again and may become a Member by resolution of the Board.
- (b) Where a former Member's membership was terminated following a dispute resolution process the applicant may only become a Member again by resolution passed at a General Meeting on the recommendation of the Board.

15. THE BOARD:

- (a) The Board consists of eight (8) individuals as follows:
 - (i) Four Members elected as Board members on a rotational two year term of office. Board members retiring are eligible for re-election.

- (ii) Three Board members appointed by the Waitaki District Council or such subsequent Territorial Authority with responsibility for Oamaru.
 - (iii) One Board member appointed by Heritage New Zealand Pouhere Taonga.
- (b) Only financial Members may seek election to the Board. Appointed Board members are not required to be Members.
- (c) Nominations of Members for election to the Board must be made in writing by two financial Members of the Trust, and be received by the Trust before 4.00 PM on 31 January in each year accompanied by a curriculum vitae of the proposed Board member, including information on their previous experience or involvement in matters relevant to the purposes of the Trust that they wish to make available to members.
- (d) All appointed Board members shall hold office from appointment at the pleasure of their appointing authority or until they sooner cease to be a Board member.
- (e) Every Board member must:
- (i) Be a natural person;
 - (ii) Be over the age of 18 years;
 - (iii) Certify in writing that they are not a person who is disqualified.
- (f) An individual is disqualified from being or remaining as a Board member where they are or have been;
- (i) An undischarged bankrupt;
 - (ii) Prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993 or any other similar legislation.
 - (iii) Disqualified from being a member of the governing body of a charitable entity under the Charities Act 2005.
 - (iv) Convicted of any of the following within the last seven (7) years:
 - An offence under subpart 6 of Part 4 of the Incorporated Societies Act 2022; or
 - A crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961); or
 - An offence, in a country other than New Zealand, that is substantially similar to those specified above; or

- A money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere.
- (v) A person subject to:
- A banning order under subpart 7 of Part 4 of the Incorporated Societies Act 2022; or
 - An order under section 108 of the Credit Contracts and Consumer Finance Act 2003; or
 - A forfeiture order under the Criminal Proceeds (Recovery) Act 2009; or
 - A Property Order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a Trustee Corporation under section 32 of that Act, or
 - Any substantially similar order under the law of any country, state, or territory outside of New Zealand.
- (g) A Board member ceases to hold office when they resign (by notice in writing to the Board) are removed, die or become disqualified from being a Board member and in the case of an appointed Board member when the appropriate appointing authority appoints a replacement appointee or rescinds their appointment.

16. POSTAL VOTING PROCEDURE FOR ELECTING BOARD MEMBERS

- (a) In each year where there are more nominations than vacancies for elected Board member positions a postal vote election will be conducted. In any year, the Board may determine a Postal Vote is conducted entirely by electronic means or a combination of both postal and electronic means.
- (b) All financial Members, Endowment Members and Life Members are entitled to cast a postal vote for the election of Board members.
- (c) No later than thirty (30) Working Days after the date when nominations close and where an election is required the Board will notify in writing all Members entitled to vote and provide to such Members:
- (i) The name of the Returning Officer appointed by the Board to receive and count postal votes.
 - (ii) A voting paper.
 - (iii) The names of each candidate for election;
 - (iv) A copy of such candidate statement submitted by the candidates, and

- (v) The date and time determined by the Board by which voting papers are to be returned for counting and the place to which or method by which voting papers are to be returned.
- (d) If the number of candidates does not exceed the number of vacancies to be filled, the candidates shall be deemed elected as Board members and the Members shall be advised with the Notice of Annual General Meeting to be sent to Members.
- (e) The Returning Officer will:
 - (i) Receive and count all postal votes received by the date and time determined by the Board for each of the candidates,
 - (ii) Sign a certificate confirming the result of the count, and
 - (iii) Deliver that certificate to the Chairperson no later than 24 hours prior to the Annual General Meeting for the results to be announced at that meeting.
- (f) The Returning Officer may appoint one or more scrutineers to observe and verify the counting of postal votes.
- (g) The Returning Officer's certificate confirming the result of the count shall be annexed to and form part of the Minutes of the Annual General Meeting.
- (h) After the Annual General Meeting is concluded the Returning Officer will destroy all postal votes received and counted.
- (i) The successful candidates are deemed elected as Board members when the result of the postal vote election is announced at the Annual General Meeting.
- (j) All newly elected Board members take office at the conclusion of the Annual General Meeting.

17. REMOVAL OF BOARD MEMBERS:

A Board member shall be removed as a Board member by resolution of the Board or the Trust and where in the opinion of the Board or the Trust the Board member has:

- (a) Been absent from three (3) consecutive Board meetings without leave of absence from the Board; or
- (b) The Board member has brought the Trust into disrepute; or
- (c) The Board member has failed to disclose a conflict of interest; or
- (d) The Board or the Trust passes a vote of no confidence in the Board member

and with effect from the date specified in a resolution of the Board or the Trust.

18. VACANCIES (OTHER THAN BY RETIREMENT BY ROSTER):

- (a) In the case of an elected Board member the Board shall appoint some other financial Member to fill the vacancy until the next Annual General Meeting; and
- (b) In the case of an appointed Board member the appropriate appointing authority shall appoint some other person to fill the vacancy.

19. CONFLICTS OF INTEREST:

- (a). A Board member or member of a sub-committee who is an Interested Member in respect of any Matter being considered by the Board or the Trust 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 Board and or sub-committee; and
 - (ii) In an Interest Register kept by the Board.
- (b) Disclosure must be made as soon as practicable after the Board member or member of a sub-committee who is an Interested Member regarding a Matter.
- (c) A Board 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 Board or sub-committee relating to the Matter unless all members of the Board or sub-committee present and not interested in the Matter consent; and
 - (ii) must not sign any document relating to the entry into a transaction or the initiation of the Matter unless all members of the Board or sub-committee present and not interested in the Matter consent; and
 - (iii) may only take part in any discussion by the Board or the sub-committee relating to the matter and be present at the time of the decision of the Board or the sub-committee where all members of all members of the Board or sub-committee present and not interested in the Matter consent.
- (d) A Board 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 the meeting at which the Matter is considered.
- (e) Where more than half of the Board Members present and forming a quorum are prevented from voting on a Matter because they are interested in that Matter, a Special General Meeting must be called by the Board to consider and determine the Matter unless all non-interested Board Members present agree otherwise.

20. FUNCTIONS POWERS AND DUTIES OF THE BOARD:

The functions, powers and duties of the Board shall be:

- (a) To control, administer and manage the property, funds, and affairs of the Trust.
- (b) To carry out, effect and perform the purposes according to law and as provided in and by the Act, and in accordance with this Constitution.
- (c) To employ staff, engage contractors or, assistants whether honorary or otherwise, and upon such terms and conditions and at such remuneration as the Board determines and from time to time to remove and to replace any such person.
- (d) To appoint sub-committees (which may include or comprise members who are not Board members) deemed expedient for the carrying out of the Purposes.
- (e) To exercise all powers necessary for managing the Trust which are not being contrary to law, not prohibited by this Constitution or which are necessary or desirable in the opinion of the Board for the carrying out, and performing the Purposes.
- (f) To comply with the Act and the provisions of the Charities Act 2005, in relation to the Trust.
- (g) To appoint a suitably qualified person or firm as Auditor or the Trusts annual financial statements.
- (h) To keep an up-to-date Register of Members including for each current Member:
 - (i) Their name;
 - (ii) the date when they became a Member; and
 - (vi) their current contact physical address, email address and telephone number.
- (i) To keep and maintain an up-to-date Interest Register of the interests disclosed by Board members and by members of any sub-committee; and
- (j) To appoint an individual to be the Returning Officer who must not be a Board member.

21. OFFICERS OF THE BOARD:

The Board shall appoint the following Officers at its first meeting following the Annual General Meeting in each year:

- (a) The Chairperson.

- (b) The Deputy Chairperson.
- (c) The Secretary whose duties shall be to give notice of all meetings, to keep minutes and records of all meetings of the Board and of any committees, and to perform such other duties as the Board may direct or as are normally incidental to the office of Secretary. The Secretary does not have to be a Board member.
- (d) The Treasurer who shall have charge of the funds of the Trust. The Treasurer shall ensure that all statutory and other requirements with reference to the financial matters of the Trust are complied with and that the provisions of this Constitution as to such matters are carried out so far as lies in the Treasurer's power, and to perform such other duties as the Board may determine or as are normally incidental to the office as a Treasurer. The Treasurer does not have to be a Board member.
- (e) An Auditor or Auditors who must not be a member or members of the Board shall be appointed to audit the books and accounts of the Trust. The Auditor or Auditors shall have the right of access at all times to the finance/records of the Trust and shall be entitled to require from the Board such information and explanations as may be necessary for the performance of the Auditor's duties.

22. BOARD MEETINGS:

- (a) The Board may hold meetings from time to time at any convenient time and place that it shall appoint and shall meet on no fewer than five (5) occasions in each financial year.
- (b) Board Meetings may be held by means of audio, or audio and visual, communication by which all Board members participating and constituting a quorum can simultaneously hear each other throughout the meeting.
- (c) The Chairperson or in the Chairperson's absence the Deputy Chairperson, may from time to time convene an additional Board meeting to be held at such convenient time and place as the Chairperson or in the Chairperson's absence the Deputy Chairperson determine. Such additional Board meeting shall be convened on written request delivered to the Secretary signed by four (4) Board members stating the purpose of which such meeting is required.
- (d) Notice of each Board meeting must be given to all Board members at each Board member's notified contact address at least seven (7) days prior to the date appointed for such meeting. However, the requirement for such notice may be waived with the approval (to be recorded in the minutes of such meeting) of not less than five (5) members of the Board.
- (e) At all Board meetings each Board member present ~~in person~~ shall have one vote. All questions put to the Board shall be determined by a majority of votes of those Board members present. Voting shall be on voices or by a show of hands as the Chairperson may decide provided that a secret ballot shall be taken if requested by any member.

- (f) In the case of an equality of votes the Chairperson or Acting Chairperson shall have a second or casting vote.
- (g) At every Board Meeting the Chairperson or in the Chairperson's absence the Deputy Chairperson shall preside as Chairperson thereof. If at any such meeting the Chairperson or Deputy Chairperson is not present within ten minutes after the time appointed for the holding of such meeting or is unwilling or unable to act as Chairperson, the Board members present shall appoint one of their number to act as Chairperson of that Board Meeting.
- (h) No business shall be transacted at any Board meeting unless a quorum of the Board members is present at the time when the meeting proceeds to business.
- (i) Five (5) Board members personally present constitutes a quorum for a Board Meeting.
- (j) Except as otherwise provided in this Constitution the Board may regulate its own procedures and make, amend or cancel any regulations.

23. CONTROL AND MANAGEMENT:

- (a) All funds and property of the Trust shall be:
 - (i) Controlled, invested and disposed of by the Board subject to this Constitution; and
 - (ii) Devoted solely to the promotion of the Purposes.
- (b) The Board shall maintain bank accounts in the name of the Trust.
- (c) All moneys received by the Trust shall be banked within three (3) Working Days after receipt.
- (d) All accounts paid or for payment shall be submitted to the Board for approval.
- (e) The Board must ensure there are kept at all times accounting records that:
 - (i) Accurately record the transactions of the Trust; and
 - (ii) Allow the Trust to produce financial statements that comply with the Charities Act 2005; and
 - (iii) Would enable the financial statements to be readily and properly audited.
- (f) The Board must establish and maintain a satisfactory system of control of the Trust's accounting records and ensure such records shall be open to the inspection of every Board Member or any person appointed by the Board who may take extracts from the same.

24. FINANCIAL YEAR:

- (a) The Trust's financial year commences on 1 January of each year and ends on 31 December of that year and the latter date is the Trust's balance date.
- (b) Immediately after the balance date the Board shall prepare the Trust's financial statements at the end of such financial year to be audited and submitted to and approved by the Board and to the next Annual General Meeting.
- (c) A copy of the Trust's financial statements (whether audited or not) shall be available to Members not less than seven (7) days prior to the Annual General Meeting at which they are to be considered.

25. ANNUAL GENERAL MEETING:

- (a) An Annual General Meeting shall be held in the month of April in each year at a location and/or using any electronic communication determined by the Board.
- (b) The business of an Annual General Meeting shall be to:
 - (i) Approve the minutes of the last Annual General Meeting and of any Special General Meeting which has been held since the last Annual General Meeting.
 - (ii) Adopt the annual report on the operations and affairs of the Trust.
 - (iii) Adopt the annual financial statements of the Trust for the preceding financial year.
 - (iv) Set subscriptions for the current financial year.
 - (v) Announce the names of those elected as Board members as provided by this Constitution.
 - (vi) Consider any motions of which prior notice has been given to members with notice of the Annual General Meeting.
 - (vii) Consider any general business.
- (c) The Board must at each Annual General Meeting present the following information:
 - (i) an annual report on the operations and affairs of the Trust during the preceding financial year, and
 - (ii) the annual financial statements for that period, and
 - (iii) the Auditor's report on the annual financial statements, and

- (iv) notice of any disclosures of conflicts of interest made by Board members during that period and including a summary of the Matters or types of Matters, to which those disclosures relate.

26. SPECIAL GENERAL MEETINGS:

- (a) A Special General Meeting may be called by the Board by resolution.
- (b) The Board must call a Special General Meeting if it receives a written request signed by at least ten (10) financial Members. Any written request must state the business that the Special General Meeting is to deal with.
- (c) The notice to Members calling a Special General Meeting must specify the business for which the meeting is called.
- (d) Only the business specified in the Board's Resolution or the written request made by financial Members shall be considered and dealt with at such meeting.

27. PROCEDURE FOR CALLING GENERAL MEETINGS:

- (a) The Board shall give all Members at least ten (10) Working Days' written Notice of a General Meeting and of the business to be considered and dealt with at that General Meeting.
- (b) Such Notice will be addressed to the Member at the contact address notified to the Trust and recorded in the Trust's register of Members.
- (c) The General Meeting and the business considered and dealt with shall not be invalidated simply because one or more Members did not receive the Notice of the General Meeting.
- (d). Additionally, the Board may, at least ten (10) Working Days beforehand, advertise the holding of a General Meeting in a daily newspaper circulating in Oamaru.

28. REPRESENTATION AND VOTING AT GENERAL MEETINGS:

- (a) Subject to rule 10(d) only financial Members, Endowment Members and Life Members may vote at General Meetings and may do so:
 - (i) In person.
 - (ii) By signed proxy in favour of another individual entitled to vote at the meeting and received by the Board before the commencement of the General Meeting.

- (iii) Through a duly authorised representative as notified to the Board before the commencement of the General Meeting.
- (b). Unless the General Meeting decides otherwise, the General Meeting shall be open to all other persons having an interest in the Purposes of the Trust and all such persons may speak on the business being considered and dealt with by the General Meeting.

29. QUORUM AT GENERAL MEETINGS:

- (a) No General Meeting may be held unless 15 financial Members are present personally or by authorised representative and entitled to vote at such meeting.
- (b) If within 30 minutes after the time appointed for the General Meeting to start a quorum is not present:
 - (i) Where it was called on the written request of Members, the General Meeting will be dissolved, and
 - (ii) In all other cases it shall stand adjourned to a day, time and place determined by the Chairperson and if at such adjourned meeting a quorum is not present those Members present in person or by authorised representative shall constitute a sufficient quorum.

30. PROCEDURE AT GENERAL MEETINGS

- (a) All General Meeting's shall be chaired by the Chairperson;
- (b) In the Chairperson's absence the Deputy Chairperson shall chair the General Meeting.
- (c) If at any General Meeting the Chairperson and Deputy Chairperson is not present at the appointed time for the meeting (or being present is unwilling or unable to act as such Chairperson) the Members present or represented and entitled to vote shall appoint one of their number to act as Chairperson of that General Meeting.
- (d) Voting at a General Meeting shall be by voices or by show of hands or on demand by the Chairperson of the meeting or at least three members by secret ballot.
- (e) Unless a secret ballot is so demanded a declaration by the Chairperson of the meeting that a resolution has on the voices or on a show of hands been carried or lost, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. Where a secret ballot is demanded it shall be taken in such manner as the Chairperson of the meeting directs and the result of the poll shall be deemed to be the resolution of the meeting on that question.

- (f) In the case of an equality of votes the Chairperson of the General Meeting shall have a second or casting vote.

31. ACCESS TO INFORMATION:

- (a) A Member may at any time make a written request to the Trust for information held by the Trust.
- (b) The request must specify the information sought in sufficient detail to enable the information to be identified.
- (c) The Board must within a reasonable time after receiving a request:
 - (i) Provide the information; or
 - (ii) Agree to provide the information within a specified period; or
 - (iii) Agree to provide the information within a specified period if the Member pays a reasonable charge to the Trust (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.
- (d) Without limiting the reasons for which the Trust may refuse to provide the information, the Trust may refuse if:
 - (i) Withholding the information is necessary to protect the privacy of a natural persons, including deceased natural persons; or
 - (ii) Disclosure of the information would, or would be likely to, prejudice the commercial position of the Trust or any of its Members; or
 - (iii) Disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the Trust; or
 - (iv) The information is not relevant to the operation or affairs of the Trust; or
 - (v) Withholding the information is necessary to maintain legal professional privilege; or
 - (vi) Disclosure of the information would, or would be likely to, breach an enactment; or

- (vii) The burden to the Trust responding to the request is substantially disproportionate to any benefit the Member will or may receive from the disclosure of the information; or
 - (viii) The request is frivolous or vexatious; or
 - (ix) The request seeks information about a dispute or complaint which is or has been the subject of the procedures for resolving such matter under this Constitution.
- (e) If the Trust requires the Member to pay a charge for the information, the Member may withdraw the request, and must be treated as having done so if the charge is not paid within ten 10 working days of receiving notification of the charge.
 - (f) Nothing in this Constitution limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

32. DISPUTE RESOLUTION AND COMPLAINTS:

- (a) A dispute is a disagreement or conflict involving the Trust and/or its Members in relation to specific allegations set out below.
- (b) The disagreement or conflict may be between any of the following persons:
 - (i) 2 or more Members
 - (ii) 1 or more Members and the Trust
 - (iii) 1 or more Members and 1 or more Board member
 - (iv) 2 or more Board members
 - (v) 1 or more Board members and the Trust
 - (vi) 1 or more Member or Board member and the Trust.
- (c) The disagreement or conflict relates to any of the following allegations:
 - (i) a Member or a Board member has engaged in misconduct; or
 - (ii) a Member or a Board member has breached, or is likely to breach, a duty under the Constitution or regulations or the Act; or
 - (iii) the Trust has breached, or is likely to breach, a duty under the Constitution or regulations or the Act; or
 - (iv) a Member's rights or interests as a Member have been damaged or Members' rights or interests generally have been damaged.

- (d) A Member or a Board member may make a complaint by giving to the Board (or a complaints subcommittee) notice in writing that:
 - (i) states that the Member or Board member is starting a procedure for resolving a dispute in accordance with the Constitution; and
 - (ii) sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against; and
 - (iii) sets out any other information or allegations reasonably required by the Board.
- (e) The Trust may make a complaint involving an allegation against a Member or a Board member by giving to the Member or Board member a notice in writing that:
 - (i) states that the Trust is starting a procedure for resolving a dispute in accordance with the Constitution; and
 - (ii) sets out the allegation to which the dispute relates.
- (f) The information setting out the allegations must be sufficiently detailed to ensure that a person against whom an allegation or allegations is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.
- (g) All Members (including the Board) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Trust's activities.
- (h) The complainant raising a dispute, and the Board, must consider and discuss whether a dispute may best be resolved through informal discussions, mediation, arbitration, or a tikanga-based practice. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.
- (i) A Member or a Board member who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
- (j) If the Trust makes a complaint:
 - (i) the Trust has a right to be heard before the complaint is resolved or any outcome is determined; and
 - (ii) a Board member may exercise that right on behalf of the Trust.
- (k) Without limiting the manner in which the Member, Board member, or Trust may be given the right to be heard, they must be taken to have been given the right if:
 - (i) they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and

- (ii) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - (iii) an oral hearing (if any) is held before the decision maker; and
 - (iv) the Member's, Board member's, or Trust's written or verbal statement or submissions (if any) are considered by the decision maker.
- (l) This clause applies if a complaint involves an allegation that a Member, a Board member, or the Trust (the 'respondent'):
 - (i) has engaged in misconduct; or
 - (ii) has breached, or is likely to breach, a duty under the Constitution or regulations or the Act; or
 - (iii) has damaged the rights or interests of a Member or the rights or interests of Members generally.
- (m) The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
- (n) If the respondent is the Trust, a Board member may exercise the right on behalf of the Trust.
- (o) Without limiting the manner in which the respondent may be given a right to be heard, the 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.
- (p) The Trust must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with the Constitution, ensure that the dispute is investigated and determined.

- (q) Disputes must be dealt with under the Constitution in a fair, efficient, and effective manner.
- (r) Despite the 'Investigating and determining dispute' rule above, the Trust may decide not to proceed further with a complaint if:
 - (i) the complaint is considered to be trivial; or
 - (ii) the complaint does not appear to disclose or involve any allegation that a Member or a Board member has engaged in material misconduct, that a Member, a Board member, or the Trust has materially breached, or is likely to materially breach, a duty under the Constitution or regulations or the Act or that a Member's rights or interests or Members' rights or interests generally have been materially damaged;
 - (iii) the complaint appears to be without foundation or there is no apparent evidence to support it; or
 - (iv) the person who makes the complaint has an insignificant interest in the matter; or
 - (v) the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the Constitution; or
 - (vi) there has been an undue delay in making the complaint.
- (s) The Trust may refer a complaint to:
 - (i) a subcommittee or an external person to investigate and report; or
 - (ii) a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.
- (t) The Trust may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).
- (u) A person may not act as a decision maker in relation to a complaint if two or more Board members or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be—
 - (i) impartial; or
 - (ii) able to consider the matter without a predetermined view.

33. DISSOLUTION:

- (a) A resolution for dissolving the Trust must be passed by a two-thirds majority in number of the Members present and entitled to a vote at an Annual General Meeting or a General Meeting convened for that purpose.
- (b) The resolution to dissolve the Trust must be considered and confirmed at a further General Meeting of which due notice has been given and held no earlier than 20 Working Days after the date on which the resolution to dissolve the Trust was passed. The confirming resolution must be passed by two-thirds majority of the Members present and entitled to vote.

34. SURPLUS ASSETS:

- (a) Where the Trust is dissolved no distribution of assets shall be made to any Member.
- (b) If any property remains after the settlement of the Trust's debts and liabilities, that property must be given or transferred to Heritage New Zealand Pouhere Taonga or some other New Zealand based organisation with similar purposes for the use and benefit of the people of Waitaki.

35. AMENDING THIS CONSTITUTION:

- (a) The Trust may amend or replace this Constitution at a General Meeting by a resolution passed by two-thirds majority of the Members present and entitled to vote.
- (b) At least ten (10) Working Days before the General Meeting at which any amendments are to be considered the Board shall give notice to all Members of:
 - (i) The proposed resolution; and
 - (ii) The reasons for the amendments; and
 - (iii) Any recommendations the Board has.
- (c) When an amendment is approved at a General Meeting it shall be notified as required under the Charities Act 2005 and shall take effect from the date of such notification.