

ANNUAL GENERAL MEETING OF STRATFORD BUSINESS ASSOCIATION
HELD ON MONDAY 12 OCTOBER 2026, 5.30 PM
AT STRATFORD TET STADIUM

A G E N D A

APOLOGIES

ANNOUNCEMENTS

1. CONFIRMATION OF MINUTES

1.1 Stratford Business Association AGM – Monday 13 October 2025

1.1.1 Matters Arising

RECOMMENDATION
THAT the minutes of the AGM of the Stratford Business Association held on Monday 13 October 2025 be confirmed.

2. CHAIRMAN'S REPORT

The Chairman's report is attached.

RECOMMENDATION
THAT the Chairman's report be received.

3. FINANCIAL REPORT

The financial report as prepared by CMK Chartered Accountants is attached.

RECOMMENDATION
THAT the financial report be received.

4. ELECTION OF OFFICERS

A Chairperson, Deputy Chairperson and committee members will be elected.

5. GENERAL BUSINESS

5.1 Annual Subscription Fee

The annual subscription fees are currently:

- 1-5 Staff: Membership is a fee of $50.00 +GST per annum.
- 6+ Staff: Membership is a fee of $100.00 +GST per annum.
- Not for profit with paid employees: Membership is a fee of $50.00 +GST per annum.
- Not for profit with no paid employees: Membership is a fee of $25.00 inclusive per annum.

5.2 Meeting Schedule 2025/26

A copy of the 2025/2026 meeting schedule is attached.

5.3 Rules of the Stratford Business Association Incorporated Society

A copy of the Rules of the Stratford Business Association Incorporated Society is attached.

5.4 Stratford Business Association Constitution

Proposed Amendment to Stratford Business Association Constitution
Retention of Meeting Minutes The current constitution does not specify a retention period for meeting minutes. Stratford Business Association shall retain minutes of all meetings for a period of seven (7) years from the date of the meeting.

MINUTES OF THE STRATFORD BUSINESS ASSOCIATION ANNUAL GENERAL MEETING HELD AT THE TET MULTISPORTS CENTRE, PORTIA STREET ON MONDAY 13 OCTOBER 2024 AT 5.30 PM.

PRESENT

Chairman: Matthew Dimock. Committee Members: Glenn Adams, Maureen Tunnicliff, Trevor Tunnicliff, Matthew McDonald, Mike Radich, Peter Hogan, Amy Spencer, Arnold Cox

IN ATTENDANCE

Amy Hill (Secretary), Peter Reed, Toni Bailey, Donna Millar, Jiong Sun, Illona Hanne, Alyssa Smith

APOLOGIES

Apologies for non-attendance were received from Allen Juffermans, Di Gleeson, Vicki Jagersma

THAT the apologies be received.

ADAMS/MCDONALD
Carried

ANNOUNCEMENTS

There were no announcements.

1. CONFIRMATION OF MINUTES

1.1 Stratford Business Association AGM – Monday 14 October 2024

THAT the minutes of the AGM of the Stratford Business Association held on Monday 14 October 2024 be confirmed.

COX /MCDONALD
Carried

1.1.1 Matters Arising from Stratford Business Association Meeting – Monday 9 October 2023

There were no matters arising.

2. CHAIRMAN'S REPORT

The Chairman spoke to his report as attached to the agenda.
THAT the chairman's report be received.

DIMOCK/HOGAN
Carried

3. **FINANCIAL REPORT**

THAT the Financial Report be received.

RADICH/SPENCER
Carried

4. **ELECTION OF OFFICERS**

4.1 The Chairman vacated the chair and the Secretary called for nominations for the position of Chairman.

THAT Matthew Dimock be nominated for Chairman.

SPENCER/COX
Carried

Matthew Dimock was declared duly elected.

4.2 The Chairman then called for nominations for the position of Deputy Chairman.

THAT Glenn Adams be nominated for Deputy Chair.

MCDONALD/DIMOCK
Carried

Glenn Adams was declared duly elected.

4.3 Confirmation of Secretary/Treasurer

Amy Hill – Employed by the Stratford Business Association

4.4 The Chairman then called for nominations for the 2025/2026 Committee:
The outcome of the votes resulted with the 2025/2026 Stratford Business Association committee consisting of the following six members.

Amy Spencer *nominated by* Matthew Dimock *seconded by* Mike Radich

Matthew McDonald *nominated by* Mike Radich *seconded by* Trevor Tunnicliff

Peter Hogan *nominated by* Matthew Dimock *seconded by* Matthew McDonald

Maureen Tunnicliff *nominated by* Amy Spencer *seconded by* Trevor Tunnicliff
Trevor Tunnicliff *nominated by* Matthew Dimock *seconded by* Maureen Tunnicliff

Arnold Cox *nominated by* Trevor Tunnicliff *seconded by* Matthew Dimock

5. GENERAL BUSINESS

5.1 Annual Subscription Fee

The annual subscription fees are currently:

- 1-5 Staff: Membership is a fee of $50.00 +GST per annum.
- 6+ Staff: Membership is a fee of $100.00 +GST per annum.
- Not for profit with paid employees: Membership is a fee of $50.00 +GST per annum.
- Not for profit with no paid employees: Membership is a fee of $25.00 inclusive per annum.

THAT the annual subscription fee remains at $50.00+GST per annum for businesses with 1 - 5 staff members, $100+GST per annum for businesses with 6+ staff, $50.00+GST per annum for Not-for-profit organisations with paid employees and $25 GST inclusive per annum for Not-for-profit organisations with no paid employees.

MCDONALD/T TUNNICLIFF
Carried

5.2 Meeting Schedule

The meeting schedule for 2025/26 was attached.

THAT the meeting schedule for 2025/26 be approved.

DIMOCK/MCDONALD
Carried

5.2 Rules of the Stratford Business Association Incorporated Society

A copy of the Rules of the Stratford Business Association Incorporated Society is attached

DIMOCK/M TUNNICLIFF
Carried

5.4 Stratford Business Association Constitution

Proposed Amendment to Stratford Business Association Constitution Retention of Meeting Minutes The current constitution does not specify a retention period for meeting minutes. Stratford Business Association shall retain minutes of all meetings for a period of seven (7) years from the date of the meeting.

COX/T TUNNICLIFF
Carried

The meeting concluded at 5.40pm

Matthew Dimock
CHAIRMAN

CMK
ACCOUNTANTS

Performance Report

Stratford Business Association (Inc)
For the year ended 30 June 2026

Prepared by Capper Macdonald & King Limited

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Compilation Report

Stratford Business Association (Inc)
For the year ended 30 June 2026

Compilation Report to the Board of Stratford Business Association (Inc).

Scope

On the basis of information provided we have compiled the performance report of Stratford Business Association (Inc) for the year ended 30 June 2026.

This report has been prepared in accordance with the accounting policies described in the notes to this performance report.

Responsibilities

The Board are solely responsible for the information contained in this performance report and have determined that the accounting policies used are appropriate to meet your needs and for the purpose that the performance report was prepared.

The performance report is prepared exclusively for your benefit. We do not accept responsibility to any other person for the contents of the performance report.

No Audit or Review Engagement Undertaken

Our procedures use accounting expertise to undertake the compilation of the performance report from information you provided. Our procedures do not include verification or validation procedures. No audit or review engagement has been performed and accordingly no assurance is expressed.

Independence

We have no involvement with Stratford Business Association (Inc) other than for the preparation of the performance report.

Disclaimer

We have compiled this performance report based on information provided which has not been subject to an audit or review engagement. Accordingly, we do not accept any responsibility for the reliability, accuracy or completeness of the compiled financial information contained in this performance report. Nor do we accept any liability of any kind whatsoever, including liability by reason of negligence, to any person for losses incurred as a result of placing reliance on this performance report.

Capper Macdonald & King Limited

Capper Macdonald & King Limited

PO Box 334
Stratford

Dated: 6 October 2026

Entity Information

Stratford Business Association (Inc)
For the year ended 30 June 2026

Legal Name of Entity

Stratford Business Association (Inc)

Entity Type

Incorporated Society

Registration Number

1031471

Entity's Purpose or Mission

To enable, advocate for and support the Stratford business community.

Entity Structure

The Stratford Business Association is an Incorporated Society.

Entity's Governance Arrangements

The Stratford Business Association is governed by a committee elected annually at the Annual General Meeting.

Entity's Reliance on Volunteers and Donated Goods or Services

The organisation relies on the committee to achieve organisation goals. The committee is made up of volunteers.

Physical Address

246 Broadway, Stratford, New Zealand, 4332

Postal Address

246 Broadway

Stratford

Approval of Performance Report

Stratford Business Association (Inc)
For the year ended 30 June 2026

This performance report for Stratford Business Association (Inc) for the year ended 30 June 2026 has been approved by those charged with governance.

_____

Matthew Dimock

Chairman

Date .....

Statement of Financial Performance

Stratford Business Association (Inc)
For the year ended 30 June 2026

	NOTES	2026	2025
Revenue			
Revenue from commercial activities	1	151,099	119,145
Other revenue	1	-	870
Total Revenue		**151,099**	**120,015**
Expenses			
Employee remuneration and other related expenses	2	32,101	2,610
Expenses related to commercial activities	2	121,498	94,426
Other expenses	2	1,090	1,097
Total Expenses		**154,690**	**98,132**
Surplus/(Deficit) for the Year		**(3,591)**	**21,883**

This statement has been prepared without conducting an audit or review engagement, and should be read in conjunction with the attached Compilation Report.

Statement of Financial Position

Stratford Business Association (Inc)

As at 30 June 2026

	NOTES	30 JUN 2026	30 JUN 2025
Assets			
Current Assets			
Cash and short-term deposits	3	59,065	74,826
Debtors and prepayments	3	10,603	373
Other Current Assets	3	6,016	6,137
Total Current Assets		**75,683**	**81,336**
Non-Current Assets			
Property, Plant and Equipment		1,022	-
Other non-current assets	3	32,703	32,703
Total Non-Current Assets		**33,725**	**32,703**
Total Assets		**109,409**	**114,040**
Liabilities			
Current Liabilities			
Creditors and accrued expenses	4	5,637	7,008
Employee costs payable	4	820	489
Total Current Liabilities		**6,457**	**7,497**
Total Liabilities		**6,457**	**7,497**
Total Assets less Total Liabilities (Net Assets)		**102,952**	**106,543**
Accumulated Funds			
Accumulated surpluses or (deficits)		102,952	106,543
Total Accumulated Funds		**102,952**	**106,543**

This statement has been prepared without conducting an audit or review engagement, and should be read in conjunction with the attached Compilation Report.

Statement of Cash Flows

Stratford Business Association (Inc)
For the year ended 30 June 2026

	2026	2025
Cash flows from operating activities		
Operating receipts		
Gross sales from commercial activities	129,288	101,936
Other cash received	19,496	22,696
Total Operating receipts	**148,784**	**124,632**
Less operating payments		
Employee remuneration and other related payments	(32,101)	(2,610)
Payments related to commercial activities	(142,301)	(107,659)
Total Less operating payments	**(174,402)**	**(110,269)**
Net cash flows from operating activities	**(25,618)**	**14,363**
Cash flows from other activities		
Cash was applied to		
Payments to acquire property, plant and equipment	(1,022)	-
Payments to purchase investments	(1,061)	1,976
Total Cash was applied to	**(2,083)**	**1,976**
Net cash flows from other activities	**(2,083)**	**1,976**
Net Increase/ (Decrease) in Cash	**(27,702)**	**16,339**
Cash Balances		
Cash and cash equivalents at beginning of period	74,826	48,591
Cash and cash equivalents at end of period	59,065	74,826

This statement has been prepared without conducting an audit or review engagement, and should be read in conjunction with the attached Compilation Report.

Statement of Accounting Policies

Stratford Business Association (Inc)
For the year ended 30 June 2026

Basis of Preparation

This performance report is prepared in accordance with the XRB's Tier 3 (NFP) Standard. The entity is eligible to apply these requirements as it does not have public accountability and has total annual expenses of less than $5,000,000. All transactions in the performance report are reported using the accrual basis of accounting. This performance report is prepared under the assumption that the entity will continue to operate for the foreseeable future.

Goods and Services Tax (GST)

The entity is registered for GST. All amounts are recorded on a GST exclusive basis, except for Debtors and Creditors which are stated inclusive of GST.

Income Tax

Stratford Business Association (Inc) is wholly exempt from New Zealand income tax having fully complied with all statutory conditions for these exemptions.

Bank Accounts and Cash

Cash and short term deposits in the Statement of Cash Flows comprise cash balances and bank balances (including short term deposits) with original maturities of 90 days or less.

Changes in Accounting Policies

There have been no changes in accounting policies during the financial year (last year - nil)

Notes to the Performance Report

Stratford Business Association (Inc)
For the year ended 30 June 2026

	2026	2025
1. Analysis of Revenue		
Revenue from commercial activities		
Membership Fees	7,810	7,336
Sponsorship	38,052	-
TET Grant	88,500	93,500
Training, Workshops and Seminars	-	1,023
Voucher Sales	16,736	17,287
Total Revenue from commercial activities	**151,099**	**119,145**
Other revenue		
Sundry Income	-	870
Total Other revenue	**-**	**870**

	2026	2025
2. Analysis of Expenses		
Employee remuneration and other related expenses		
Kiwisaver Employer Contributions	935	-
Wages & Salaries	31,166	2,610
Total Employee remuneration and other related expenses	**32,101**	**2,610**
Expenses related to commercial activities		
Advertising	7,212	832
Americarna Expenses	9,241	18,014
Bank Charges	42	18
Parade Expenses	18,236	15,551
Prizes	435	-
Computer Expenses	1,738	1,019
Computer Maintenance and Support	-	47
General Expenses	77	-
Google Suite	-	399
Insurance	1,109	1,089
Licences & Registrations	-	77
Meeting and BA5 Expenses	5,470	3,127
PayPal Fee	-	23
Postage	7	-
Printing & Stationery	17	179
Recruitment Costs	-	1,196
Repairs & Maintenance	-	924
Shop Local Promotion	3,391	3,174
Shop Local Promotion - Vouchers Reimbursed	924	-
Alcohol	180	-
Romeo Awards Band	2,300	-

	2026	2025
Romeo Award Expenses	7,001	-
Romeo Awards Judging Expenses	9,444	-
Romeo Awards - MC	1,391	-
Romeo Awards / Photography	1,217	-
Stripe Fees	17	11
Subscriptions	260	1,390
Telephone, Tolls & Internet	230	-
Training, Seminars and Workshops	11,928	15,489
Vouchers & Associated Expenses	38,790	25,979
Website Costs	763	5,888
Window Competitions	79	-
Total Expenses related to commercial activities	**121,498**	**94,426**
Other expenses		
Accountancy Fees	1,090	1,097
Total Other expenses	**1,090**	**1,097**

3. Analysis of Assets

	2026	2025
Cash and short-term deposits		
TSB Cheque Account	59,065	74,826
Total Cash and short-term deposits	**59,065**	**74,826**
Debtors and prepayments		
Accounts Receivable (Xero)	10,603	373
Total Debtors and prepayments	**10,603**	**373**
Other current assets		
GST	6,016	6,137
Total Other current assets	**6,016**	**6,137**
Other non-current assets		
Town Speakers upgrade	10,854	10,854
Website	21,849	21,849
Total Other non-current assets	**32,703**	**32,703**

4. Analysis of Liabilities

	2026	2025
Creditors and accrued expenses		
Accounts Payable (CMK)	5,637	7,008
Total Creditors and accrued expenses	**5,637**	**7,008**
Employee costs payable		
PAYE Payable	820	489
Total Employee costs payable	**820**	**489**

5. Commitments and Contingencies

There are no commitments as at balance date (last year - nil)

There are no contingent liabilities or guarantees as at balance date (Last Year - nil)

6. Related Parties

		Value of Transactions		Amount Outstanding	
Description of related party relationship	Description of the Transactions (whether in cash or amount in kind)	Current Year $	Last Year $	Current Year $	Last Year $
Matthew Dimock	Purchase of Shed		$1,000		

7. Events After the Balance Date

There were no events that have occurred after the balance date that would have a material impact on the Performance Report. (Last Year Nil)

8. Ability to Continue Operating

The entity will continue to operate for the foreseeable future.

Stratford Business Association
Heart of Taranaki

Meeting Schedule 2026/27

2026	
October	Monday 19th October
November	Monday 9th November
December	Monday 14th December
2027	
January	Monday 18th January
February	Monday 15th February
March	Monday 15th March
April	Monday 12th April
May	Monday 10th May
June	Monday 15th June
July	Monday 12th July
August	Monday 9th August
September	Monday 13th September
October	Monday 11th October **AGM**

The Incorporated Societies Act 1908
Declaration of

ADOPTION, ALTERATION OF RULES

(Section 7 (b) and 21)

10030757380

Please note that the information in this form should be either typewritten printed or neatly handwritten in block capitals
When completing this form, please refer to notes overleaf

Society Name: STRATFORD 2001 SOCIETY INCORPORATED

Society Number: 1031471

I HELEN KAREL O'NEILL

of Stratford, Company Director

do solemnly and sincerely declare as follows

1 That I am* a member of/~~the solicitor~~ to the abovenamed Society

2 That annexed hereto and marked with the letter A' is/are -

*(a) the rules, signed or sealed, which have been adopted by the society, a majority of whose members have consented to the application for incorporation, or

*(b) ~~the alteration of rules of the society which alteration has been made in accordance with the rules of the society.~~

3 That the rules comply with section 6 of the Incorporated Societies Act 1908

And I make the solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Oaths and Declaration Act 1957

Declared at Stratford)
this 28th)
day of March)
19XX 2000 before me.)

RODERICK IAN GORDON
SOLICITOR
STRATFORD

A Solicitor Justice of the Peace or other person authorised to take a Statutory Declaration

Presented by GORDON & MOONEY Solicitors

Postal Address P O BOX 090 . DX NA95002

Account No 98840818

Telephone 06 765 7009

Facsimile 06 765 5588

ASSISTANT REGISTRAR OF INCORPORATED SOCIETIES STRATFORD AUCKLAND

*Delete whichever is not applicable

The Incorporated Societies Act 1908
Application for

INCORPORATION OF A SOCIETY

(Section 7(a))

Document Number

(for office use only)

Please note that the information in this form should be either typewritten or printed or neatly handwritten in block capitals

When completing this form, please refer to notes overleaf

Name of Proposed Society: STRATFORD 2001 SOCIETY INCORPORATED

Name Reservation Number

Proposed Address of Registered Office:
233 Broadway
STRATFORD

Postal Address to which Communications from the Registrar may be sent:
PO Box 71
STRATFORD

We, the several persons whose names are subscribed hereto, being members of the above-mentioned society, hereby make application for incorporation of the society under the rules accompanying this application, in accordance with the Incorporated Societies Act 1908

Presented by

Postal Address:
GORDON & MOONEY
Solicitors
PO Box 190 . DX NA95002
STRATFORD

Account No: 98840818
Telephone: 06 765 7009
Facsimile: 06 765 5588

ASSISTANT REGISTRAR OF INCORPORATED SOCIETIES

AUCKLAND

Comm Aff 3

APPLICATION FOR INCORPORATION

Name of Proposed Secretary _____

APPLICANTS The following person are the applicants of the proposed society

	APPLICANT	WITNESS*
1	Full Name Ronarick Ian Gordon Residential Address 24 Regan Street Stratford Occupation Solicitor Signature	Full Name Lisa Louise Taylor Residential Address 8 Fantana Place New Plymouth Occupation Community Lawyer Signature
2	Full Name Colleen Rosetta Taylor Residential Address 26 Seyton St Stratford Occupation Manufacturer Signature	Full Name Lisa Louise Taylor Residential Address 8 Fantana Place New Plymouth Occupation Community Lawyer Signature
3	Full Name Helen O'Neill Residential Address 4283 Mountain Road RD 23 STRATFORD Occupation Director/Sec. Signature	Full Name Lisa Louise Taylor Residential Address 8 Fantana Place New Plymouth Occupation Community Lawyer Signature
4	Full Name Shan Patrick Griffiths Residential Address 34 Fulton Street Stratford Occupation Bank Officer Signature	Full Name Lisa Louise Taylor Residential Address 8 Fantana Place New Plymouth Occupation Community Lawyer Signature
5	Full Name Vernon Albert Belcourt Residential Address 319 Oberon St Stratford Occupation Factory Manager Signature	Full Name Lisa Louise Taylor Residential Address 8 Fantana Place New Plymouth Occupation Community Lawyer Signature
6	Full Name Graham W Kelly Residential Address 216 Hamlet St Stratford Occupation Self Employed Signature	Full Name Lisa Louise Taylor Residential Address 8 Fantana Place New Plymouth Occupation Community Lawyer Signature
7	Full Name Eric John Shrubsall Residential Address 350 Manaia Rd RD1 Stratford Occupation Retired Signature	Full Name Lisa Louise Taylor Residential Address 8 Fantana Place New Plymouth Occupation Community Lawyer Signature
8	Full Name Jan Mary Mogridge Residential Address 23 Concord St Stratford Occupation Manager Signature	Full Name Lisa Louise Taylor Residential Address 8 Fantana Place New Plymouth Occupation Community Lawyer Signature
9	Full Name Robin Jeffries Love Residential Address 39 Oberon St Stratford Occupation Shop Keeper Signature	Full Name Lisa Louise Taylor Residential Address 8 Fantana Place New Plymouth Occupation Community Lawyer Signature
10	Full Name Vernon Gordon Hamilton Residential Address 49 Cumberland St New Plymouth Occupation Real Estate Agent Signature	Full Name Lisa Louise Taylor Residential Address 8 Fantana PL New Plymouth Occupation Community Lawyer Signature
11	Full Name Caroline Adlam Residential Address 70 Regan Street Stratford Occupation Retailer Signature	Full Name Lisa Louise Taylor Residential Address 8 Fantana PL New Plymouth Occupation Community Lawyer Signature
12	Full Name Margaretha Hodgetts Residential Address RD 22 Gordon RD STRATFORD Occupation Branch Manager Signature	Full Name Lisa Louise Taylor Residential Address 8 Fantana PL New Plymouth Occupation Community Lawyer Signature
13	Full Name Royce Dirock Residential Address 73 Mangorei Rd Occupation Farmer Signature	Full Name Lisa Louise Taylor Residential Address 8 Fantana Place New Plymouth Occupation Community Lawyer Signature
14	Full Name Pamela Beaton Residential Address 259 Blacken Street New Plymouth Occupation Manager Signature	Full Name Lisa Louise Taylor Residential Address 8 Fantana Place New Plymouth Occupation Community Lawyer Signature
15	Full Name Rosemary Doyle Residential Address 129 Broadway Road STRATFORD AUCKLAND Occupation Farm Manager Signature	Full Name Lisa Louise Taylor Residential Address 8 Fantana Place New Plymouth Occupation Community Lawyer Signature

ASSISTANT REGISTRAR OF INCORPORATED SOCIETIES

Dated this _____ day of _____ 19__

*A person who is an applicant cannot be witness to other applicants

"A"

RULES

OF

THE STRATFORD 2001 SOCIETY INCORPORATED

1 0 NAME

1 The name of the Society shall be the STRATFORD 2001 SOCIETY INCORPORATED

2 0 OBJECTS

The objects of the Society are

a) To foster economic growth for the benefit of businesses, residents and ratepayers in the urban and rural community of Stratford

b) To increase awareness of local trade, industry, tourism, products and services in the Stratford District

c) To promote and encourage widespread community support for Stratford

d) To promote and strengthen trading opportunities in the Stratford District

e) To initiate and promote events such as Trade Fairs, Fields Days, Retail Promotions, and Community Events in the Stratford District

f) To liaise with community interest groups, the Stratford District Council and the wider community to establish a planned programme with the objective of promoting positive change

g) To produce and implement a long-term Business plan to fulfil the vision of the community's development

h) To enhance community spirit by aiding the development of a dynamic, secure environment for young and old

j) To strengthen existing businesses and create new opportunities for growth

3 0 MEMBERS

3 1 Composition of Members

The members of the Society shall consist of ordinary, honorary and life members, all of whom shall be entitled to exercise all the rights and privileges of membership Honorary and life members shall not be liable to pay any subscription or fee of any kind to the Society for these privileges

3 2 Election of Members

a) Annual membership of the society shall be granted on payment of annual subscription b) Honorary members shall be elected for such period of time as the committee decide c) Any member who has rendered eminent service to the Society may on the recommendation of the Committee be elected a life member of the Society by a majority of the members present at any general meeting

3 3 Cessation of Membership

a) Resignation

ASSISTANT REGISTRAR OF INCORPORATED SOCIETIES

AUCKLAND

Any member wishing to resign from the society must give intimation to that effect by letter addressed to the Secretary In the event of any member being 12 months in arrears with payment of his or her subscription, the committee may declare such a person to be no longer a member of the Society

b) Power to Expel
If the conduct of any member appears to the management committee to endanger the good order or welfare of the Society, they may consider the question of expulsion of such a member and in the event of a resolution that the name of the member be removed from the list of members of the Society such a member shall henceforth cease to be a member of the Society Provided that no such resolution shall be put unless the member in question has been notified of the charge or charges brought against him or her and has had an opportunity of appearing before the committee and of being heard in his or her own defence

3 4 Register of Members
The Society will keep at its registered office a register of members containing their names and addresses and dates at which they became members, and shall if and when required by the Register of Incorporated Societies under section of the said Act send a list of members accompanied by appropriate statutory declaration verifying the same to the Register

4.0 OFFICERS

4 1 Composition
The officers of the Society shall consist of a Chairman, a Deputy Chairman, a Secretary and a Treasurer, who shall be elected by a majority of the members present at the annual general meeting and entitled to vote The offices of Secretary and Treasurer may be held by one person Subject to rule 8 hereof, all elected officers shall hold office until the annual general meeting following their election, when they shall retire but shall be eligible for re-election

4 2 Committee
The committee shall consist of all elected officers of the Society ex officio and no more than eight elected members who shall be elected by a majority of the members present at the annual general meeting The said members of the committee are subject to rule 8 hereof and hold office until the next annual general meeting of the society following their election, when they shall retire but are eligible for re-election

4 3 Nomination of Officers
Candidates of any office of the Society shall be nominated by any two members (proposer and seconder) of the Society at the annual general meeting The committee shall have the power to co-opt and shall consist of any appointed additional representatives as deemed necessary

4 4 Vacation of Office
The committee shall declare vacant the office any officer or member of the committee who,
(a) ceases to be a member of the Society
(b) resigns his or her office

ASSISTANT REGISTRAR OF INCORPORATED SOCIETIES

AUCKLAND

(b) resigns his or her office
(c) absents himself or herself from three consecutive committee meetings without leave

In the event of vacancy occurring in the elected members of the committee or any office of the society, the committee may fill such vacancy for the unexpired term of the office

5.0 MANAGEMENT

5 1 Committee

The management and control of the affairs of the Society shall be vested in the committee which shall have and may exercise all the powers of the Society in general meeting or as otherwise provided by these rules The secretary shall be convenor of the committee The committee shall meet at least 10 times a year

5 2 Sub-Committee

The committee may from time to time appoint sub-committee's to deal with any particular aspects of the Societies affairs and in particular may appoint a sub-committee to programmes and to deal with all matters incidental thereto Sub-committees appointed under this sub-clause shall be subject to the general control of the committee

5 3 Financial Management

All monies shall be paid to the treasurer who shall keep correct accounts and books showing the financial position of the Society and he/she shall submit a statement of the financial affairs of the Society to the Annual General Meeting, such statement having been previously examined and certified by the auditor Payments out of the funds of the Society shall be made only with the approval of the committee Surplus funds may be invested from time to time in such manner as the committee may approve

5 4 Audit of Accounts

The accounts of the society shall be audited by a competent person who shall not be a member of the committee and who shall be elected annually by the majority of the members present at the Annual General Meeting

6.0 GENERAL MEETINGS

6 1 Meeting Date

The annual general meeting of the Society shall be held at such time and place in each year as the committee shall determine

6 2 Business

The business of an annual general meeting shall be to receive and consider the accounts and balance sheet and the reports of the committee and the auditor, and to transact any other business which under these rules out to be transacted at a general meeting

6 3 Special General Meeting

The committee may, whenever they think fit, convene a special general meeting and they shall on a requisition signed by 10 members, convene within 31 days after receipt of such requisition, a special general meeting

ASSISTANT REGISTRAR OF INCORPORATED SOCIETIES
AUCKLAND

6 4 Notice of General Meeting
At least 21 days notice of a general meeting

6 5 Quorum
At any annual or special general meeting, 15 members, and at any committee meeting five members shall constitute a quorum

6 6 Chairman
The Chairman shall preside at all general and committee meetings of the Society In his/her absence or at his/her request, the chair shall be taken by the deputy chairman or in the absence of these, the members present shall appoint a chairman

7.0 VOTING AT GENERAL MEETINGS

7 1 Right to vote
At every general meeting, every ordinary, honorary or life member present in person shall, 1) have one vote and in the event of any equality of votes, the chairman shall have casting vote in addition to a deliberative vote, provided always that no person shall be permitted to vote who shall be in arrears with his/her subscription for the financial year preceding the date of the meeting

7 2 Voting Procedure
Every question submitted to the meeting shall be decided in the first instance on the voices and the declaration of the chairman that a resolution has been carried or lost as the case may be, provided that any member present and entitled to vote may demand a show of hands, in which case the chairman shall take a show of hands and shall declare the resolution to have been carried or lost in accordance with the votes recorded in the last-named method

8.0 SUBSCRIPTIONS
The annual subscription payable by members other than Honorary or life members shall be decided at each Annual General Meeting

9.0 POWERS TO BORROW MONEY
The Society may borrow money if authorised by a resolution passed at any general meeting on the condition that the purpose for raising such money is permitted, in the objects of the Society

10 0 COMMON SEAL
The Common Seal of the Society shall be of a design approved by the committee It shall be kept by the Secretary who shall affix it to any deed or document upon a resolution of the committee on that behalf The affixing of the seal shall be countersigned by the Secretary and one other member of the Committee

11 0 WINDING UP OF THE SOCIETY
In the event of resolution being passed by a majority of those present at any general meeting that the Society be wound up, such resolution, must be duly confirmed by a majority of those present at a subsequent general meeting called for that purpose and held no less than 30 days later The decision of the disposal of all the Society's funds



and other assets after the payment of its debts shall be made by the majority of members present at the last general meeting The meeting shall decide to appoint one or more liquidators to dispose of the assets or appoint one or more officers of the Society

12 0 ALTERATION OF RULES

These rules may be altered or added to at any annual general meeting or special general meeting subject to the following conditions

(a) Notice in writing stating the general tenor of any proposed alteration or addition to the rules shall be available to each member.
(b) The meeting may amend any such proposals
(c) No resolution of any such meeting shall effect any alteration or addition to the rules unless it is recorded by majority of at least two thirds of members present at any such meeting

13 0 REGISTERED OFFICE

The registered office of the Society to which all communications may be sent is 233 Broadway, Stratford or PO Box 71, Stratford

14 0 INTERPRETATION

In the event of any dispute doubt or difference arising as to the interpretation or application of these rules or any of them, the decision of the committee in respect of such dispute, doubt or difference shall be binding and final

This is the document marked "A" referred to in the annexed declaration of HELEN KAREL O'NEILL declared at Stratford this 28th day of March 2000 before me

A Solicitor of the High Court of New Zealand

ASSISTANT REGISTRAR OF INCORPORATED SOCIETIES

AUCKLAND

Incorporated this 12th day of April 2000

Assistant Registrar of Incorporated Societies

NOTES

NAME OF PROPOSED SOCIETY
Please enter here the name of the society at the top of the page

APPLICANTS
The application for incorporation must be made by a minimum number of 15 persons who are members of the society A member of the society must be either a natural person or a corporate body

If all or some of the members are corporate bodies, eg a company, another incorporated society, or a charitable trust, then each corporate body counts as three persons for the purpose of making up the minimum number of 15

An unincorporated body (because it is not a legal person) cannot become a member of an incorporated society

The application must be signed by the 15 applicant members If they are individuals they should include their full names, occupations, and their residential addresses A corporate body should sign in the way specified in its own rules or by statute for the execution of documents This may be under common seal or may be by an authorised agent

WITNESSES
Each applicant's signature must be witnessed and the witness must add his/her full name and residential address One person can witness all the signatures, either individually or by bracketing all fifteen together and adding their signature, address and occupation only once

A witness does not have to be a solicitor or Justice of the Peace A witness can be another member of the society, but MUST NOT be one of the members who has signed as an applicant

DATE
The date of the application should be the date on which the last applicant's signature is witnessed

Our Vision
Stratford District - a strong and vibrant business community

Our Purpose
To enable, advocate for and support our business association members

The proposed amendment:

At any annual or special general meeting, 15 members, and at any committee meeting half of the then current committee members + a half (0.5) rounded up, shall constitute a quorum.

For example, if the committee consists of 10 members, the quorum would be 6. This is half (5) + a half (0.5) = 5.5 rounded up = 6. If the committee has 9 members the quorum would be 5 (4.5 rounded up) and so on.

This is in line with good practise and would allow decisions to be made at meetings.

THAT the Stratford Business Association rules constituting a quorum are; at any annual or special general meeting, 15 members, and at any committee meeting half of the then current committee members + a half (0.5) rounded up shall constitute a quorum.

14/11/22
14-11-22
14/11/22
12-12-22

DIMOCK/MCKAY
Carried

5.3 **Meeting Schedule**
The meeting schedule for 2022/23 was attached.

THAT the meeting schedule for 2022/23 be approved.

MCKAY/ROBINSON
Carried

The meeting concluded at 6:21pm

Matthew Dimock
CHAIRMAN

Constitution

Introductory rules

Name

The name of the society is Stratford Business Association Incorporated (in this **Constitution** referred to as the '**Society**').

Charitable status

The **Society** is not and does not intend to be registered as a charitable entity under the Charities Act 2005.

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.

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

'Chairperson' means the **Officer** responsible for chairing **General Meetings** and committee meetings, and who provides leadership for the **Society**.

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

'Constitution' means the rules in this document.

'Deputy Chairperson' means the **Officer** elected or 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 **Society**.

'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**.
'Matter' means—

1. the **Society's** performance of its activities or exercise of its powers; or
2. an arrangement, agreement, or contract (a 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** who has not ceased to be a **Member** of the **Society**.

'Notice' to **Members** includes any notice given by email, post, or courier.

'Officer' means a natural person who is:

- a member of the **Committee**, or
- occupying a position in the **Society** that allows them to exercise significant influence over the management or administration of the **Society**, including any Chief Executive or Treasurer.

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

'Secretary' means the **Officer** responsible for the matters specifically noted in this **Constitution**.

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

'Working Days' mean as defined in the Legislation Act 2019. Examples of days that are not **Working Days** include, but are not limited to, the following — a Saturday, a Sunday, Waitangi Day, Good Friday, Easter Monday, ANZAC Day, the Sovereign's birthday, Te Rā Aro ki a Matariki/Matariki Observance Day, and Labour Day.

Purposes

The primary purposes of the **Society** are to—

- To foster economic growth for the benefit of business association members
- To increase awareness of local trade, industry, tourism, products and services in the Stratford District
- To promote and encourage widespread community support for Stratford
- To promote and strengthen trading opportunities

The **Society** must not operate for the purpose of, or with the effect of—

- distributing, any gain, profit, surplus, dividend, or other similar financial benefit to any of its **Members** (whether in money or in kind); or
- having capital that is divided into shares or stock held by its **Members**; or
- holding, property in which its members have a disposable interest (whether directly, or in the form of shares or stock in the capital of the society or otherwise).

But the **Society** will not operate for the financial gain of **Members** simply if the **Society**—

- engages in trade,
- pays a **Member** for matters that are incidental to the purposes of the **Society**, and the **Member** is a not-for-profit entity,
- distributes funds to a **Member** to further the purposes of the **Society**, and the **Member**—
  - is a not-for-profit entity, and
  - is affiliated or closely related to the **Society**, and
  - has the same, or substantially the same, purposes as those of the **Society**.
- reimburses a **Member** for reasonable expenses legitimately incurred on behalf of the **Society** or while pursuing the **Society**'s purposes,
- provides benefits to members of the public or of a class of the public and those persons include **Members** or their families,
- provides benefits to **Members** or their families to alleviate hardship,
- provides educational scholarships or grants to **Members** or their families,
- pays a **Member** a salary or wages or other payments for services to the **Society** on arm's length terms (terms reasonable in the circumstances if the parties were connected or related only by the transaction in question, each acting independently, and each acting in its own best interests; or are terms less favourable to the **Member** than those terms and the payment for services, or other transaction, does not include any share of a gain, profit, or surplus, percentage of revenue, or other reward in connection with any gain, profit, surplus, or revenue of the **Society**),
- provides a **Member** with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of the **Society**.
- on removal of the **Society** from the Register of Incorporated Societies having its surplus assets distributed under subpart 5 of Part 5 of the **Act** to a **Member** that is a not-for-profit entity.

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.

Restrictions on society powers

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

The **Society's** capacity, rights, powers, and privileges are subject to the following restrictions (if any)—

- The **Society** does not have the power to borrow money.

Registered office

The registered office of the **Society** shall be at such place in New Zealand as the **Committee** from time to time determines.

Changes to the registered office shall be notified to the Registrar of Incorporated Societies—

- at least 5 working days before the change of address for the registered office is due to take effect, and
- in a form and as required by the **Act**.

Contact person

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

The **Society**'s contact person must be:

- At least 18 years of age, and
- Ordinarily resident in New Zealand.

A contact person can be appointed by the **Committee** or elected by the **Members** at a **General Meeting**.

Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including:

- a physical address or an electronic address, and

- a telephone number.

Any change in that contact person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 20 **Working Days** of that change occurring, or the **Society** becoming aware of the change.

Members

Minimum number of members

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

Becoming a member: consent

Every applicant for membership must consent in writing to becoming a **Member.**

Becoming a member: process

An applicant for membership must complete and sign any application form, 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 that 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 signed written consent of every **Member** to become a **Society Member** shall be retained in the **Society's** membership records.

Members' obligations and rights

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

- All **Members** shall promote the interests and purposes of the **Society** and shall do nothing to bring the **Society** into disrepute.
- A **Member** is only entitled to exercise the rights of membership (including attending and voting at **General Meetings**, accessing or using the **Society's** premises, facilities, equipment and other property, and participating in **Society** activities) if all subscriptions and any other fees have been paid to the **Society** by 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**.
- Any **Member** that is a body corporate shall provide the Committee, in writing, with the name and contact details of the person who is the organisation's authorised representative, and that person shall be deemed to be the organisation's proxy for the purposes of voting at **General Meetings**.

Subscriptions and fees

The annual subscription and any other fees for membership for the then current financial year shall be set by resolution of a **General Meeting** (which can also decide that payment be made by periodic instalments).

Any **Member** failing to pay the annual subscription (including any periodic payment), any levy, or any capitation fees, within 3 calendar month(s) of the date the same was due for payment shall be considered as unfinancial 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 or to access or use the **Society**'s premises, facilities, equipment and other property 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, any other fees, or levy the **Committee** may terminate the **Member**'s membership (without being required to give prior notice to that **Member**).

Ceasing to be a member

A **Member** ceases to be a **Member**—

- by resignation from that **Member**'s class of membership by written notice signed by that **Member** to the **Committee**, or
- on termination of a **Member**'s membership following a dispute resolution process under this **Constitution**, or
- on death (or if a body corporate on liquidation or deregistration, or if a partnership on dissolution of the partnership), or
- by resolution of the **Committee** where—

- The **Member** has failed to pay a subscription, levy or other amount due to the **Society** within 90 **Working Days** of the due date for payment.
- In the opinion of the **Committee** the **Member** has brought the **Society** into disrepute.

with effect from (as applicable)—

- 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
- the date of termination of the **Member**'s membership under this **Constitution**, or
- the date of death of the **Member** (or if a body corporate from the date of its liquidation or deregistration, or if a partnership from the date of its dissolution), or
- 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.

Obligations once membership has ceased

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

- remains liable to pay all subscriptions and other fees to the **Society**'s next balance date,
- shall cease to hold himself or herself out as a **Member** of the **Society**, and
- shall return to the **Society** all material provided to **Members** by the **Society** (including any membership certificate, badges, handbooks and manuals).
- shall cease to be entitled to any of the rights of a **Society Member**.

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**.

But, if a former **Member**'s membership was terminated following a disciplinary or dispute resolution process, the applicant may be re-admitted only by a resolution passed at a **General Meeting** on the recommendation of the **Committee**.

General meetings

Procedures for all general meetings

The **Committee** shall give all **Members** at least 20 **Working Days'** written **Notice** of any **General Meeting** and of the business to be conducted at that **General Meeting**.

That **Notice** will be addressed to the **Member** at the contact address notified to the **Society** and recorded in the **Society's** register of members. 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**.

Only financial **Members** may attend, speak and vote at **General Meetings**—

- in person, or
- by a signed original written proxy (an email or copy not being acceptable) in favour of some individual entitled to be present at the meeting and received by, or handed to, the **Committee** before the commencement of the **General Meeting,** or
- through the authorised representative of a body corporate as notified to the **Committee**, and
- no other proxy voting shall be permitted.

No **General Meeting** may be held unless at least 10 eligible financial **Members** attend throughout the meeting and this will constitute a quorum.

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 **Chairperson** of the **Society**, and if at such adjourned meeting a quorum is not present those **Members** present in person or by proxy shall be deemed to constitute a sufficient quorum.

A **Member** is entitled to exercise one vote on any motion at a **General Meeting** in person or by proxy, and 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.

Unless otherwise required by this **Constitution**, all questions shall be decided by a simple majority of those in attendance in person or by proxy and voting at a **General Meeting** or voting by remote ballot.

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

Written resolutions may not be passed in lieu of a **General Meeting**.

- **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.

- All **General Meetings** shall be chaired by the **Chairperson**. If the **Chairperson** is absent, the Deputy Chairperson shall chair that meeting.
- Any person chairing a **General Meeting** has a deliberative and, in the event of a tied vote, a casting vote.
- Any person chairing a **General Meeting** may —
  - With the consent of a simple majority of **Members** present at any **General Meeting** 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.
  - 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
  - In the absence of a quorum or in the case of emergency, adjourn the **General Meeting** or declare it closed.
- 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 20 **Working 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**.

Minutes

The **Society** must keep minutes of all **General Meetings**.

Annual General Meetings: when they will be held

An **Annual General Meeting** shall be held once a year on a date and at a location and/or using any electronic communication determined by the **Committee** and consistent with any requirements in the **Act**, and the **Constitution** relating to the procedure to be followed at **General Meetings** shall apply.

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

- 6 months after the balance date of the **Society**
- 15 months after the previous annual meeting.

Annual General Meetings: business

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

- confirm the minutes of the last **Annual General Meeting** and any **Special General Meeting**(s) held since the last **Annual General Meeting**,
- adopt the annual report on the operations and affairs of the **Society**,
- adopt the **Committee's** report on the finances of the **Society**, and the annual financial statements,
- set any subscriptions for the current financial year,
- consider any motions of which prior notice has been given to **Members** with notice of the **Meeting**, and
- consider any general business.

The **Committee** must, at each **Annual General Meeting**, present the following information—

- an annual report on the operation and affairs of the **Society** during the most recently completed accounting period,
- the annual financial statements for that period, and
- notice of any disclosures of conflicts of interest made by **Officers** during that period (including a summary of the matters, or types of matters, to which those disclosures relate).

Special General Meetings

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

The **Committee** must call a **Special General Meeting** if it receives a written request signed by at least 50 percent of **Members**.

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

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**.

Committee

Committee composition

The **Committee** will consist of at least 3 **Officers** and no more than 10 **Officers**.

A majority of the **Officers** on the **Committee** must be either:

- **Members** of the **Society**, or
- representatives of bodies corporate that are **Members** of the **Society**.

Functions of the committee

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

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**.

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**—

- the quorum of every sub-committee is half the members of the sub-committee but not less than 2,
- no sub-committee shall have power to co-opt additional members,
- a sub-committee must not commit the **Society** to any financial expenditure without express authority from the **Committee**, and

- a sub-committee must not further delegate any of its powers.

General matters: committees

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 written ballot conducted 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.

Committee meetings

Procedure

The quorum for **Committee** meetings is at least half the number of members of the **Committee**.

A meeting of the **Committee** may be held either—

1. 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
2. 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.

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. Every **Officer** on the **Committee** shall have one vote.

The members of the **Committee** shall elect one of their number as chairperson of the **Committee**. If at a meeting of the **Committee**, the chairperson is not present, the members of the **Committee** present may choose one of their number to be chairperson of the meeting. The chairperson does have a casting vote in the event of a tied vote on any resolution of the **Committee**.

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

Frequency

The **Committee** shall meet at least quarterly at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the **Chairperson** or **Secretary**.

The **Secretary**, or other **Committee** member nominated by the **Committee**, shall give to all **Committee** members not less than 5 **Working Days'** notice of **Committee** meetings, but in cases of urgency a shorter period of notice shall suffice.

Officers

Qualifications of officers

Every **Officer** must be a natural person who—

- has consented in writing to be an officer of the **Society**, and
- certifies that they are not disqualified from being elected or appointed or otherwise holding office as an **Officer** of the **Society**.

Officers must not be disqualified under section 47(3) of the **Act** from being appointed or holding office as an **Officer** of the **Society**, namely—

1. a person who is under 16 years of age
2. a person who is an undischarged bankrupt
3. a person who is 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
4. A person who is disqualified from being a member of the governing body of a charitable entity under the Charities Act 2005
5. a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years—
    1. an offence under subpart 6 of Part 4 of the **Act**
    2. a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961)
    3. an offence under section 143B of the Tax Administration Act 1994
    4. an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (1) to (3)
    5. a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere
6. a person subject to:
    1. a banning order under subpart 7 of Part 4 of the **Act**,or

2. an order under section 108 of the Credit Contracts and Consumer Finance Act 2003, or
3. a forfeiture order under the Criminal Proceeds (Recovery) Act 2009, or
4. 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.

7. a person who is subject to an order that is substantially similar to an order referred to in paragraph (6) under a law of a country, State, or territory outside New Zealand that is a country, State, or territory prescribed by the regulations (if any) of the **Act**.

Prior to election or appointment as an **Officer** a person must—

- consent in writing to be an **Officer**, and
- certify in writing that they are not disqualified from being elected or appointed as an **Officer** either by this **Constitution** or the **Act**.

Note that only a natural person may be an **Officer** and each certificate shall be retained in the **Society's** records.

Officers' duties

At all times each **Officer**:

1. shall act in good faith and in what he or she believes to be the best interests of the **Society**,
2. must exercise all powers for a proper purpose,
3. must not act, or agree to the **Society** acting, in a manner that contravenes the **Act** or this **Constitution**,
4. when exercising powers or performing duties as an **Officer**, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation:
   - the nature of the **Society**,
   - the nature of the decision, and
   - the position of the **Officer** and the nature of the responsibilities undertaken by him or her
5. must not agree to the activities of the **Society** being carried on in a manner likely to create a substantial risk of serious loss to the **Society** or to the **Society's** creditors, or cause or allow the activities of the **Society** to be carried on in a manner likely to create a substantial risk of serious loss to the **Society** or to the **Society's** creditors, and
6. must not agree to the **Society** incurring an obligation unless he or she believes at that time on reasonable grounds that the **Society** will be able to perform the obligation when it is required to do so.

Election or appointment of officers

The election of **Officers** shall be conducted as follows.

1. **Officers** shall be elected during **Annual General Meetings**. However, if a vacancy in the position of any **Officer** 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 **Officer** (as described in the 'Qualification of Officers' rule above). Any such appointment must be ratified at the next **Annual General Meeting.**
2. 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 **Officer** (as described in the 'Qualification of Officers' rule above) shall be received by the **Society** at least 10 **Working Days** before the date of the **Annual General Meeting.** If there are insufficient valid nominations received, further nominations may be received from the floor at the **Annual General Meeting**.
3. Votes shall be cast in such a manner as the person chairing the meeting determines. In the event of any vote being tied, the tie shall be resolved by the incoming **Committee** (excluding those in respect of whom the votes are tied).
4. Two **Members** (who are not nominees) or non-**Members** appointed by the **Chairperson** shall act as scrutineers for the counting of the votes and destruction of any voting papers.
5. The failure for any reason of any financial **Member** to receive such **Notice** of the general meeting shall not invalidate the election.
6. In addition to **Officers** elected under the foregoing provisions of this rule, the **Committee** may appoint other **Officers** for a specific purpose, or for a limited period, or generally until the next **Annual General Meeting**. Unless otherwise specified by the **Committee** any person so appointed shall have full speaking and voting rights as an **Officer** of the **Society**. 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 an **Officer** (as described in the 'Qualification of Officers' rule above).

Term

The term of office for all **Officers** elected to the **Committee** shall be 1 year(s), expiring at the end of the **Annual General Meeting** in the year corresponding with the last year of each **Officer's** term of office.

- No **Officer** shall serve for more than 10 consecutive terms.
- No **Chairperson** shall serve for more than 10 consecutive years as **Chairperson**.

Removal of officers

An **Officer** shall be removed as an **Officer** by resolution of the **Committee** or the **Society** where in the opinion of the **Committee** or the **Society** —

- The **Officer** elected to the **Committee** has been absent from 3 committee meetings without leave of absence from the **Committee**.
- The **Officer** has brought the **Society** into disrepute.
- The **Officer** has failed to disclose a conflict of interest.
- The **Committee** passes a vote of no confidence in the **Officer**.

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

Ceasing to hold office

An **Officer** 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**.

Each **Officer** shall within 90 **Working 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 **Officer**.

Conflicts of interest

An **Officer** 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)—

1. to the **Committee** and or sub-committee, and
2. in an **Interests Register** kept by the **Committee**.

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

An **Officer** or member of a sub-committee who is an **Interested Member** regarding a **Matter**—

1. must not vote or take part in the decision of the **Committee** and/or sub-committee relating to the **Matter** unless all members of the **Committee** who are not interested in the **Matter** consent; and
2. must not sign any document relating to the entry into a transaction or the initiation of the **Matter** unless all members of the **Committee** who are not interested in the **Matter** consent; but
3. may take part in any discussion of the **Committee** and/or sub-committee relating to the **Matter** and be present at the time of the decision of the **Committee** and/or sub-committee (unless the **Committee** and/or sub-committee decides otherwise).

However, an **Officer** 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.

Where 50 per cent or more of **Officers** 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 **Officers** agree otherwise.

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**.

Records

Register of Members

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 —

- Their name, and
- 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

- Their contact details, including —
  - A physical address or an electronic address, and
  - A telephone number.

The register will also include each **Member's** —

- email address (if any)

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

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:

- The former **Member's** name, and
- The date the former **Member** ceased to be a **Member**.

Interests Register

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

Access to information for members

A **Member** may at any time make a written request to the **Society** for information held by the **Society**.

The request must specify the information sought in sufficient detail to enable the information to be identified.

The **Society** must, within a reasonable time after receiving a request —

1. provide the information, or
2. agree to provide the information within a specified period, or
3. 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
4. refuse to provide the information, specifying the reasons for the refusal.

Without limiting the reasons for which the **Society** may refuse to provide the information, the **Society** may refuse to provide the information if —

1. withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or

2. the disclosure of the information would, or would be likely to, prejudice the commercial position of the **Society** or of any of its **Members**, or
3. the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the **Society**, or
4. the information is not relevant to the operation or affairs of the society, or
5. withholding the information is necessary to maintain legal professional privilege, or
6. the disclosure of the information would, or would be likely to, breach an enactment, or
7. the burden to the **Society** in responding to the request is substantially disproportionate to any benefit that the **Member** (or any other person) will or may receive from the disclosure of the information, or
8. the request for the information is frivolous or vexatious, or
9. the request seeks information about a dispute or complaint which is or has been the subject of the procedures for resolving such matters under this **Constitution** and the **Act**.

If the **Society** requires the **Member** to pay a charge for the information, the **Member** may withdraw the request, and must be treated as having done so unless, within 10 **Working Days** after receiving notification of the charge, the **Member** informs the **Society** —

1. that the **Member** will pay the charge; or
2. 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.

Finances

Control and management

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

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

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

All money received on account of the **Society** shall be banked within 10 **Working Days** of receipt.

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

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

1. correctly record the transactions of the **Society**, and
2. allow the **Society** to produce financial statements that comply with the requirements of the **Act**, and
3. would enable the financial statements to be readily and properly audited (if required under any legislation or the **Society's Constitution**).

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

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

Balance date

The **Society**'s financial year shall commence on 01/07 of each year and end on 30/06 (the latter date being the **Society**'s balance date).

Dispute resolution

Meanings of dispute and complaint

A dispute is a disagreement or conflict involving the **Society** and/or its **Members** in relation to specific allegations set out below.

The disagreement or conflict may be between any of the following persons—

1. 2 or more **Members**
2. 1 or more **Members** and the **Society**
3. 1 or more **Members** and 1 or more **Officers**
4. 2 or more **Officers**
5. 1 or more **Officers** and the **Society**
6. 1 or more **Members** or **Officers** and the **Society**.

The disagreement or conflict relates to any of the following allegations—

1. a **Member** or an **Officer** has engaged in misconduct

2. a **Member** or an **Officer** has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or the **Act**
3. the **Society** has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or the **Act**
4. a **Member's** rights or interests as a **Member** have been damaged or **Member's** rights or interests generally have been damaged.

A **Member** or an **Officer** may make a complaint by giving to the **Committee** (or a complaints subcommittee) a notice in writing that—

1. states that the **Member** or **Officer** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
2. sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against; and
3. sets out any other information or allegations reasonably required by the **Society**.

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—

1. states that the **Society** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
2. sets out the allegation to which the dispute relates.

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.

A complaint may be made in any other reasonable manner permitted by the **Society's Constitution**.

All **Members** (including the **Committee**) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the **Society's** activities.

The complainant raising a dispute, and the **Committee**, 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.

How complaint is made

1. A **Member** or an **Officer** may make a complaint by giving to the **Committee** (or a complaints subcommittee) a notice in writing that—
    1. states that the **Member** or **Officer** is starting a procedure for resolving a dispute in accordance with the **Society**'s **Constitution**; and

2. sets out the allegation or allegations to which the dispute relates and whom the allegation is against; and
3. sets out any other information reasonably required by the **Society**.

2. The **Society** may make a complaint involving an allegation or allegations against a **Member** or an **Officer** by giving to the **Member** or **Officer** a notice in writing that—
    1. states that the **Society** is starting a procedure for resolving a dispute in accordance with the **Society**'s **Constitution**; and
    2. sets out the allegation to which the dispute relates.
3. The information given under subclause (1.2) or (2.2) must be sufficient to ensure that a person against whom an allegation is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.
4. A complaint may be made in any other reasonable manner permitted by the **Society**'s **Constitution**.

Person who makes complaint has right to be heard

1. 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.
2. If the **Society** makes a complaint—
    1. the **Society** has a right to be heard before the complaint is resolved or any outcome is determined; and
    2. an **Officer** may exercise that right on behalf of the **Society**.
3. 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—
    1. they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
    2. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
    3. an oral hearing (if any) is held before the decision maker; and
    4. the **Member**'s, **Officer**'s, or **Society**'s written or verbal statement or submissions (if any) are considered by the decision maker.

Person who is subject of complaint has right to be heard

1. This clause applies if a complaint involves an allegation that a **Member**, an **Officer**, or the **Society** (the 'respondent')—
    1. has engaged in misconduct; or

2. has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or this **Act**; or
3. has damaged the rights or interests of a **Member** or the rights or interests of **Members** generally.

2. The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
3. If the respondent is the **Society**, an **Officer** may exercise the right on behalf of the **Society**.
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—
    1. 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
    2. the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
    3. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
    4. an oral hearing (if any) is held before the decision maker; and
    5. the respondent's written statement or submissions (if any) are considered by the decision maker.

Investigating and determining dispute

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.
2. Disputes must be dealt with under the **Constitution** in a fair, efficient, and effective manner and in accordance with the provisions of the **Act**.

Society may decide not to proceed further with complaint

Despite the 'Investigating and determining dispute' rule above, the **Society** may decide not to proceed further with a complaint if—

1. the complaint is considered to be trivial; or
2. the complaint does not appear to disclose or involve any allegation of the following kind:
    1. that a **Member** or an **Officer** has engaged in material misconduct:
    2. 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 **Act**:

3. that a **Member**'s rights or interests or **Members'** rights or interests generally have been materially damaged:

3. the complaint appears to be without foundation or there is no apparent evidence to support it; or
4. the person who makes the complaint has an insignificant interest in the matter; or
5. the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the **Constitution**; or
6. there has been an undue delay in making the complaint.

Society may refer complaint

1. The **Society** may refer a complaint to—
    1. a subcommittee or an external person to investigate and report; or
    2. a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.
2. The **Society** 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).

Decision makers

A person may not act as a decision maker in relation to a complaint if 2 or more members of the **Committee** or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be—

1. impartial; or
2. able to consider the matter without a predetermined view.

Liquidation and removal from the register

Resolving to put society into liquidation

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

The **Committee** shall give 30 **Working Days** written **Notice** to all **Members** of the proposed resolution to put the **Society** into liquidation.

The **Committee** shall also give 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** present and voting.

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 30 **Working 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 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** present and voting.

Surplus assets

If the **Society** is liquidated or removed from the Register of Incorporated Societies, no distribution shall be made to any **Member**.

On the liquidation or removal from the Register of Incorporated Societies of the **Society**, its surplus assets — after payment of all debts, costs and liabilities — shall be vested in Stratford District Council.

However, in any resolution under this rule, the **Society** may approve a different distribution to a different not-for-profit entity from that specified above, so long as the **Society** complies with this **Constitution** and the **Act** in all other respects.

Alterations to the constitution

Amending this constitution

All amendments must be made in accordance with this **Constitution**. Any minor or technical amendments shall be notified to **Members** as required by section 31 of the **Act**.

The **Society** may amend or replace this **Constitution** at a **General Meeting** by a resolution passed by a two-thirds of majority of those **Members** present and voting.

That amendment may be approved by a resolution passed in lieu of a meeting but only if authorised by this **Constitution**.

Any proposed resolution to amend or replace this **Constitution** shall be signed by at least 50 per cent of eligible **Members** and given in writing to the **Committee** at least 30 **Working Days** before the **General Meeting** at which the resolution is to be considered and accompanied by a written explanation of the reasons for the proposal.

At least 30 **Working Days** before the **General Meeting** at which any amendment is to be considered the **Committee** shall give to all **Members** notice of the proposed resolution, the reasons for the proposal, and any recommendations the **Committee** has.

When an amendment is approved by a **General Meeting** it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in the **Act** for registration, and shall take effect from the date of registration.

Other

Bylaws

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