

Constitution of Sustainable Otago/Christchurch

1. NAME

The name of the Society will be Sustainable Otago/Christchurch Incorporated, in this Constitution called "the Society".

2. VISION for the future

Recognising the relationship of a city to its environs, the people of Otago/Christchurch, in Aotearoa/New Zealand, practise, live and demonstrate sustainability in all that they do.

3. AIMS

Recognising Te Tiriti O Waitangi/The Treaty of Waitangi, to actively contribute within Otago/Christchurch to opportunities and means for achievement of long-term sustainability. In doing so, to seek to ensure that all people have their basic needs satisfied, so that they can live in dignity, in healthy communities, while having the minimum adverse impact on natural systems, now and in the future.

4. OBJECTIVES

The primary objects within Aotearoa/New Zealand for which the Society is established are:

- 4.1 To facilitate and promote education about the ethics and practice of sustainability in the community.
- 4.2 To encourage education about sustainability by the promotion of innovative planning and design of urban developments and projects.
- 4.3 To promote, conduct and publish research as part of a programme to educate about a whole systems approach to sustainability.
- 4.4 To carry out any other charitable activities which are considered practicable and desirable in reaching the vision, aims and objectives outlined above.

5. POWERS

The Society will have and exercise the following powers:

- 5.1 To use its funds as the Society thinks necessary or proper in payment of its costs and expenses, including the employment and dismissal of counsel, solicitors, agents, Officers and staff, according to principles of good employment and in compliance with prevailing employment legislation.

- 5.2 To purchase, take on lease or in exchange, hire, or otherwise acquire any real or personal property and any rights or privileges which the Society thinks necessary or proper for the purpose of attaining the objects of the Society; and to sell, exchange, let, or lease, with or without option of purchase or, in any other manner, dispose of such property, rights or privileges.
- 5.3 To invest surplus funds in any way permitted by law for the investment of incorporated Society funds and upon such terms as the Society thinks fit (see also 14.2.5).
- 5.4 To receive gifts and to borrow or raise moneys from time to time with or without security and upon such terms as to priority or otherwise as the Society thinks fit.
- 5.5 To carry on any business or transactions, to directly or indirectly benefit the Society, and for that purpose to take or otherwise acquire and hold and dispose of shares in any company or trust having objects similar to the Society.
- 5.6 To link and involve members of the Society in a forum to promote information exchange and a mutually-supportive voice for sustainability in Otago/Christchurch.
- 5.7 To maintain communication with and co-operation with persons, councils and corporate bodies in Aotearoa/New Zealand for the purposes of promoting directly or indirectly the objects of the Society.
- 5.8 To do all things as may from time to time be necessary or desirable to give effect to and attain the charitable objects of the Society.

6. COMMON SEAL

- 6.1 The Common Seal of the Society shall be kept in the custody and control of the Secretary.

6.2 When required, the Common Seal will be affixed to any document following a resolution of the Society and will be signed by the Treasurer and one other person appointed by the Executive Committee.

7. MEMBERSHIP

- 7.1 Any person or organisation who agrees with the vision, aims and objectives of the Society may become a member of the Society by application in writing and upon payment of the membership subscription set from time to time by a General Meeting of the Society.
- 7.2 The Secretary shall maintain a register of members of the Society in accordance with the provisions of the Incorporated Societies Act 1908, and subsequent enactments.

- 7.3 Any person may resign membership of the Society by giving oral or written notice to the Secretary. The Secretary will maintain a record of any resignation.
- 7.4 If a member has not paid a current subscription, membership will cease six months after a subscription has lapsed.

Expulsion of members

- 7.5 The procedure for expulsion of members will be as follows:
- 7.5.1 Any person or organisation may make a complaint to the Executive Committee that the conduct of a member of the Society is or has been injurious to the character of the Society. Every such complaint will be in writing and addressed to the Secretary.
- 7.5.2 If the Executive Committee considers that there is sufficient substance in the complaint; it may invite the member to attend a meeting of the Executive Committee and to offer a written and/or oral explanation of the member's conduct.
- 7.5.3 The Executive Committee will give the member at least fourteen (14) days written notice of the meeting. The notice will:
- 7.5.3.1 Sufficiently inform the member of the complaint so that the member can offer an explanation of the member's conduct; and
- 7.5.3.2 Inform the member that if the Executive Committee is not in due course satisfied with the member's explanation the Executive Committee may offer the option of mediation (see clause 17.3 below) or expel the member from the Society.
- 7.5.4 A member expelled by the Executive Committee may, within 14 days, give written notice of appeal to the Secretary. The Secretary will then call a Special General Meeting to take place within 40 days of receipt of the notice of appeal. If that meeting passes a resolution rescinding the expulsion, the member will be reinstated immediately.
- 7.5.5 If in the Executive meeting the Executive Committee decides to expel the member from the Society, and no appeal is lodged, then the member will cease to be a member of the Society.

8. GENERAL MEETINGS

- 8.1 "General Meeting" refers to both Annual General Meetings and Special General Meetings, unless otherwise specified.
- 8.2 The quorum for a General Meeting will be no less than nine (9) members present in person. A member organisation may be

represented in person at a General Meeting by one nominee authorised in writing by that member organisation.

- 8.3 At least twenty eight (28) days written notification of each General Meeting will be given to members at the current address for such members recorded in the register of members. It will be the responsibility of members to keep the office of the Society informed of their contact details.
- 8.4 Notification of a General Meeting will specify the time, date and place of the meeting. Notification will also describe in a general way all the matters that will arise to be considered and specify what further and more detailed information on these matters is attached or available from the Executive Committee. Full information will be provided concerning any proposed amendments to the Constitution, or any matter that is the business of a Special General Meeting. Such information will be supplied promptly in writing to any member requesting it.
- 8.5 The General Meeting will be chaired by the current Chairperson of the Executive Committee or in her/his absence the vice-chairperson. In the absence of both the Chairperson and the vice-chairperson, the meeting will, at its scheduled starting time, elect a person to chair the meeting from among the members present.
- 8.6 A member may be represented at a General Meeting by a proxy, i.e. a nominee appointed by notice in writing to the Secretary and received by the Secretary before the meeting. A member will have the right at any time to change, withdraw or revoke the appointment of the member's nominee by notice in writing to the Secretary,
- 8.7 Any representative of a member organisation may not represent more than two organisations, including representation by proxy.
- 8.8 All matters will if possible be decided by consensus. However, where a consensus decision cannot be reached on a matter, and the decision is blocked, a further Special General Meeting will be called. If that subsequent meeting also fails to reach consensus, the decision will, unless otherwise specified in this Constitution, be made by a majority vote.
- 8.9 Voting will be by a show of hands unless members indicate an alternative preference. If any member requests a secret ballot on any vote or election, a secret ballot will be held.
- 8.10 If voting is tied, the chair of the meeting will have a casting vote.

9. ANNUAL GENERAL MEETINGS

- 9.1 The Annual General Meeting will be held annually before 30 June.
- 9.2 The Annual General Meeting will carry out the following business:
- 9.2.1 Receive the minutes of the previous Annual General Meeting and of any other General Meeting held since the last Annual General Meeting.

- 9.2.2 Receive the Executive Committee's report on the activities of the Society over the last year, including current delegations made by the Committee (see clause 13.5 below) and the proposed priorities and directions for the Society in the current year.
- 9.2.3 Receive the balance sheet and statement of income and expenditure for the past year ending 31 March and the estimate of income and expenditure for the current year.
- 9.2.4 Elect the Officers and other ordinary members of the Executive Committee of the Society (see clause 11.1).
- 9.2.5 Appoint an auditor of the Society's accounts, who shall not be a member of the Society. The auditor shall have the right of access, by appointment, to the books, accounts and vouchers of the Society and shall be entitled to require from the Executive Committee of the Society such information and explanations as may be necessary for the performance of her/his duties.
- 9.2.6 Conduct any other business that may properly be brought before the meeting, with 28 days agenda notice of the matter upon which a decision is sought. Constitutional amendments shall require longer advance notice, of 60 days (see also clause 16 below).
- 9.2.7 Bring items to the attention of the Executive Committee for consideration at their next meeting

10. SPECIAL GENERAL MEETINGS

- 10.1 Special General Meetings may be called by the Executive Committee or by a written request made by at least seven members and delivered to the Secretary. The meeting will be called or held within 40 days of the decision being made by the Executive or the meeting being requested by these members (see clause 8.3 for the agenda notice period required).
- 10.2 A Special General Meeting will only consider business related to the reason for which it is called, as notified to the members (see clause 8.4).

11. EXECUTIVE COMMITTEE and OFFICERS

- 11.1 The Executive Committee will be composed of a Chairperson, Vice-chairperson, Secretary, and Treasurer, and at least four but no more than eight ordinary members, provided always that the office of Secretary and Treasurer may be held by one person and when this happens an additional ordinary member should be elected to the Committee.
- 11.2 The Executive Committee will have the power to fill any places vacant following the Annual General Meeting, or any vacancy that arises in the Executive Committee or among its named Officers until the next Annual General Meeting.

- 11.3 Elected members of the Executive Committee will retire at each Annual General Meeting, but will be eligible for re-election at the same and subsequent meetings. Newly elected Executive Committee members will take office immediately upon their election.
- 11.4 Nominations for elected positions on the Executive Committee, including office-bearers, may be by way of written nomination signed by a current member and endorsed with the consent of the nominee and delivered to the Secretary at least 40 days before the day fixed for the Annual General Meeting. Nominations received shall be listed on the AGM agenda. Oral nominations may also be received at the Annual General Meeting, provided that no member will be elected who has not consented to being nominated.
- 11.5 The procedure for Executive Committee meetings will be as follows:
 - 11.5.1 A quorum will be at least half of the Committee's members.
 - 11.5.2 All matters will if possible be decided by consensus. In the event that a consensus cannot be reached then a decision will be made by a majority vote by show of hands.
 - 11.5.3 If the voting is tied, the Chair of the meeting will exercise a casting vote.
 - 11.5.4 Each meeting will be chaired by the Chairperson of the Society or, in her/his absence, the vice-chairperson. In the absence of both these post-holders the Executive Committee will elect a person to chair the meeting on that occasion from among its members.
 - 11.5.5 Any member of the Society shall be entitled to attend Executive meetings, with speaking right at the discretion of the Committee.
- 11.6 The Executive Committee will meet at least six times every year. Meetings may be held in person or by any other mutually-agreed means of accessible communicating as decided on by the Executive Committee from time to time. All members of the Executive Committee including office-bearers, will be given at least seven days notice of the meeting by the Secretary, verbally or in writing.
- 11.7 The Secretary will ensure that a minute book is maintained which is available to any member of the Society and which, for each meeting of the Executive Committee, records
 - 11.7.1 The names of those present;
 - 11.7.2 All decisions which are required by the Constitution or by law to be made by the Society; and
 - 11.7.3 Any other matters discussed at the meeting.
- 11.8 A resolution required urgently between Executive meetings may be prepared, in writing, by two of the Officers of the Society and once signed by a majority of Executive Committee members, shall be as

valid and effectual as if it had been passed at a meeting of the Executive Committee duly convened and held. Any such resolution must be ratified by the subsequent Executive meeting and duly recorded in the minute book.

Disqualification of an Executive Committee member

The office of member of the Executive Committee (including that of any Office-bearer) shall be vacated if the member:

- (a) Goes bankrupt or makes any arrangement or composition with his/her creditors generally; or
- (b) Becomes of unsound mind; or
- (c) Resigns his or her office by notice in writing to the Society; or
- (d) Has for more than five (5) consecutive months been absent without permission of the Executive Committee from meetings of the Executive Committee held during that period; or
- (e) Ceases to be a member of the Society.

12. INCOME, BENEFIT OR ADVANTAGE TO BE APPLIED TO CHARITABLE OBJECTS

- 12.1 Any income, benefit or advantage will be applied to the objects of the Society, and no part shall be transferred by way of money, goods, dividend, bonus or otherwise by way of profit, to members of the charity; provided that nothing in this document shall prevent any payment in good faith by the Society for services performed for or on behalf of the Society.
- 12.2 No member of the Society or any person associated with a member shall participate in or materially influence any decision made by the Society in respect of any payment to or on behalf of that member or associated person of any income, benefit or advantage whatsoever. Any member's financial interest in proposed projects or activities of the Society should be declared prior to the decision and minuted.
- 12.3 Any such income paid to a member or any person associated with a member shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value).
- 12.4 The provision and effect of this clause shall not be removed from this Constitution and shall be implied into any document replacing this Constitution.

13. POWER TO DELEGATE

- 13.1 The Executive Committee may from time to time appoint any committee and may delegate any of its powers and duties to any such committee or to any person. Such decisions must be minuted. The committee or person holding the delegation may, without confirmation by the Executive Committee, exercise or perform

these previously-delegated powers or duties in the same way and with the same effect as the Executive Committee could itself have done.

- 13.2 Any committee or person to whom the Society has delegated powers or duties will be bound by the charitable terms of the Society and any terms or conditions of the delegation set by the Executive Committee.
- 13.3 The Society will be able to revoke such delegation at will, and no such delegation will prevent the exercise of any power or the performance of any duty by the Executive Committee.
- 13.4 It will not be necessary for any person who is appointed to be a member of any such committee, or to whom such delegation is made, to be a member of the Society.
- 13.5 A written list of delegations made by the Executive Committee, applying during the year reported, shall be presented to the AGM for information.

14. FINANCIAL ARRANGEMENTS

- 14.1 The financial and membership year of the Society will be from 1st April to 31st March the following year.
- 14.2 At the first meeting of the Executive Committee following each Annual General Meeting, the Executive Committee will decide by resolution the following:
 - 14.2.1 How money will be received by the Society.
 - 14.2.2 Who will be entitled to produce receipts.
 - 14.2.3 What bank accounts will operate for the ensuing year, including the purposes of and access to accounts.
 - 14.2.4 Who will be allowed to authorise the production of cheques and the names of at least three (3) cheque signatories, with any two having power to sign for withdrawals from the Society's bank accounts.
 - 14.2.5 Delegations by the Committee to officers or others (note reporting requirement in clause 13.5).
 - 14.2.6 Policy concerning the investment of money by the Society including what type of investment will be permitted. The Committee may, if they wish, apply ethical criteria to such investments
- 14.3 The Treasurer will ensure that true and fair accounts are kept of all money received and expended.
- 14.4 The Executive Committee shall, as soon as practicable after the end of the financial year of the Society, arrange for the Society's accounts for that financial year to be audited by a person appointed for that purpose (see clause 9.2.5 above).

15. INDEMNIFYING OF OFFICERS AND COMMITTEE MEMBERS

- 15.1 No Officer or member of the Executive shall be liable for the acts or defaults of any other Officer or member of the Executive or any loss occasioned thereby, unless occasioned by their wilful default or by their wilful acquiescence.
- 15.2 The Officers, Executive and each of its members shall be indemnified by the Society for all liabilities and costs incurred by them in the proper performance of the functions and duties, other than as a result of their wilful default.

16. ALTERATION OF RULES

- 16.1 The rules of the Society may only be altered, added to, rescinded or otherwise amended in any way by a two-thirds majority of eligible members personally present at any Annual or Special General Meeting, provided that no addition to or alteration of the Objects clause (clause 4), the Pecuniary Benefit clause (clause 12), the Activities Limited to New Zealand clause (clause 18), or the Winding Up and Disposition of Surplus Assets clause (clause 19) will be approved without the prior consent of the Department of Inland Revenue or other appropriate authority.
- 16.2 Duplicate copies of any such alteration, addition, rescission or amendment shall forthwith be delivered to the Registrar in accordance with the requirements of and in the manner prescribed by the Incorporated Societies Act 1908.

17. MEDIATION AND ARBITRATION

- 17.1 Any dispute arising out of or relating to this Constitution may be referred to mediation, a non-binding dispute resolution process in which an independent mediator facilitates negotiation between parties. Mediation may be initiated by either party writing to the other party and identifying the dispute that is being suggested for mediation. The other party will either agree to proceed with mediation or agree to attend a preliminary meeting with the mediator to discuss whether mediation would be helpful in the circumstances. The parties will agree on a suitable person to act as mediator or will ask the Arbitrators' and Mediators' Institute of New Zealand Incorporated, or its successor, to appoint a mediator. The mediation will be in accordance with the Mediation Protocol of the Arbitrators' and Mediators' Institute of New Zealand Incorporated.
- 17.2 The mediation shall be terminated by-
- 17.2.1 The signing of a settlement agreement by the parties; or
 - 17.2.2 Notice to the parties by the mediator, after consultation with the parties, to the effect that further efforts at mediation are no longer justified; or
 - 17.2.3 Notice by one or more of the parties to the mediation to the effect that further efforts at mediation are no longer justified; or
 - 17.2.4 The expiry of sixty (60) working days from the mediator's appointment, unless the parties expressly consent to an extension of this period.

- 17.3 If the mediation should be terminated as provided in 17.2.2, 17.2.3, 17.2.4 any dispute or difference arising out of or in connection with this Constitution, including any question regarding its existence, validity or termination, shall be referred to and finally resolved by arbitration in New Zealand in accordance with New Zealand law and the current Arbitration Protocol of the Arbitrators' and Mediators' Institute of New Zealand Incorporated. The arbitration shall be by one arbitrator to be agreed upon by the parties and if they should fail to agree within twenty-one (21) days, then to be appointed by the President of the Arbitrators' and Mediators' Institute of New Zealand Incorporated.

18. ACTIVITIES LIMITED TO AOTEAROA/NEW ZEALAND

The activities of the Society will be limited to Aotearoa/New Zealand.

19. WINDING UP AND DISPOSITION OF SURPLUS ASSETS

- 19.1 The Society may be wound up if at an Annual or Special General Meeting of its members, it passes by majority a resolution to wind up, and the resolution is confirmed, again by majority, at a subsequent General Meeting, called together for that purpose with due agenda notice and held not earlier than 40 days after the date on which the wind-up resolution to be confirmed was passed.
- 19.2 Any surplus assets after the satisfaction of all liabilities will be distributed among such community organisations in New Zealand that have similar charitable objects to the Society and as the members will decide in a General Meeting. If the Society is unable to resolve any disagreement over the distribution of surplus assets then the provisions of Section 27 of the Incorporated Societies Act 1908, or the relevant provisions of subsequent enactments, will apply

20. BY-LAWS

The Executive Committee shall have power to make by-laws for regulating and carrying out the affairs of the Society. These may usefully include descriptions of the intended duties of officers and staff, rules for media statements or publishing, and other administrative detail not required in a charitable constitution. These shall not conflict with the Charitable terms of the Society.

(Signed 2005)

Christine Williams (Chair)

John Peet (Treasurer)

Katherine Peet (Committee Member)