CONSTITUTION

OF

DUNTROON AND DISTRICT DEVELOPMENT ASSOCIATION INC

Incorporation Number: DN/1194976
7th March 2002

Charities Commission Number: CC38632
30th June 2008

Updated Version: November 2025

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DUNTROON AND DISTRICT DEVELOPMENT ASSOCIATION (Inc)

29th Nov 2001
Updated October 2015
This version updated November 2025

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PART ONE NAME

1.1 The name of the Society is **Duntroon and District Development Association Incorporated** referred to in this Constitution as ‘the **Society**’.

PART TWO DEFINITIONS AND OPERATIVE DATE

2.1 In this Constitution, unless the context otherwise requires:

- **Act** means the Incorporated Societies Act 2022 including all amendments to 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.
- **Elected Committee Member** means the person elected as an **officer** of the **Society**.
- **Member** means a person whose name appears on the membership list.
- **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 specified in this **Constitution**.
- **Treasurer** means the **Officer** responsible for financial matters specified in this **Constitution.**

2.2 **Operative Date**
This Constitution shall be effective on and from the date of its adoption.

PART THREE OBJECTIVES

3.1 The objectives of the Society are:

a) To ensure the preservation, enhancement, renovation and appropriate redevelopment of Duntroon and District, its buildings, public amenities and environment.

b) To promote a civic environment whereby the Town of Duntroon, its surrounding District, and its adjacent countryside becomes a resource for the use, benefit and enjoyment of the local community, North Otago citizens and all visitors to the area.

c) To stimulate public interest in and care for the natural beauty, history and character of the Town of Duntroon and its surrounding District.

d) To preserve, develop and improve buildings and features of public amenity or historic interest or beauty.

e) To create or maintain features of beauty and of interest in and about the Town of Duntroon and District.

f) To encourage where it is considered desirable the use of historic buildings for tourist and commercial purposes promoting employment and business opportunities for the citizens of Duntroon and District.

g) To obtain and manage sponsorship and exercise budgetary control to achieve these objects.

h) To engage in any other activities which are consistent with the objects of the Society as may be agreed by the members from time to time in accordance with this Constitution.

i) To carry out such activities as a non-profit organisation, applying all surplus funds from time to time towards the furtherance of these objects.

PART FOUR MEMBERSHIP

4.1 General

a) A person becomes a Member of the Society by entering their name on the Society's membership list.

b) A person ceases to be a member:

- upon resignation of membership; or
- upon removal from the roll of members of the Society in accordance with the Constitution of that Society.
- upon the death of the Member.
- Failing to pay the membership fee set from time to time by the Committee within three months of such fee (if any) falling due for payment.

4.2 Life Members

a) An Annual General Meeting may on the recommendation of the Committee elect any past or present member as a Life Member in recognition of special services to or on behalf of the Society.

b) Life Members have the status of membership which will include the right to vote at General Meetings of the Society.

c) Life Membership shall only be conferred for services rendered to or on behalf of the Society and not for any monetary contribution or consideration.

PART FIVE THE COMMITTEE

5.1 The Committee

The Society shall be governed by the Committee.

5.2 Composition of the Committee

a) The Committee shall consist of:
  - The Chairperson
  - The Secretary
  - The Treasurer
  - At least **three** but no more than **five** elected members

b) A member of the Committee may resign by giving notice in writing to the Committee.

c) A member of the Committee is absent without leave for two consecutive meetings will forfeit and vacate office and the Committee may appoint a replacement to hold office until the next general meeting at which the election of officers is to be held.

d) The Committee may appoint a person who is a member to fill a casual vacancy for a period during which a retiring or outgoing Committee member would have held office, and for any period during which a committee member is absent with leave.

e) Where the numbers of the Committee fall below four the remaining members may only act for the purposes of filling vacancies or of calling a general meeting.

f) The Committee may invite any person to join the Committee as a co-opted member. Co-opted person will not count in determining a quorum. The tenure of office of co-opted persons may be determined by the Committee at any time without notice or reason.

g) The Chairperson and the Elected Committee Members will hold office for a period of two years. At each Annual General Meeting the Chairperson and those elected members of the Committee who have completed their two-year term will retire from office. A member retiring pursuant to this sub-rule is eligible for re-election or reappointment. The Chairperson and the elected members of the Committee will hold office until the conclusion of the Annual General Meeting at which their respective successors are elected or appointed, or their earlier resignation is accepted.

h) At the first Annual Meeting after the date of incorporation no less than half of the elected persons will retire from office (but being eligible for re-election pursuant to sub rule **(g)** with the individuals so retiring being determined by agreement of the Committee or, in the absence of agreement, then by ballot.

i) Record member consents and keep the member register up to date by electronic copies.

j) Record any Conflicts of Interest and keep the Conflict register up to date by electronic copies.

k) The committee must appoint or elect one contact person but no more than three people. 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.

5.3 Powers

The Committee may exercise all or any of the powers, functions and discretions vested in the Society including but not limited:

a) To carry out the objects of the Society.

b) Control and administer the funds of the Society.

c) Committee can raise money by the forms of funding, grants or other methods that the committee members agree upon.

d) Rent, lease, hire, purchase, acquire or sell, lease, surrender or dispose of any interest in real or personal property.

e) Invest funds in any manner as the Committee determines, and in the investment of funds the Committee has all the powers of an ordinary person. Subject to legal advice.

f) Receive and allocate money coming to the Committee subject to and in accordance with any directions and conditions attached to it ***PROVIDED*** such powers, functions or discretions are not exercised for a non-charitable purpose.

g) The committee has the power to employ, manage and dismiss employees.

Committee Meetings

a) The Committee will meet a minimum of ***five times*** per year.

b) In the absence of the Chairperson, a Chairperson shall be appointed by the meeting from those present.

c) ***Three*** voting members of the Committee will form a quorum for a meeting of the Committee.

d) A Special Meeting of the Committee may be called at any time on the direction of the Chairperson or any ***two*** members of the Committee.

e) Minutes shall be recorded of all meetings of the Committee. The minutes will record the names of the members present, all resolutions and the proceedings of each meeting. The minutes, if signed by the Chairperson of a meeting or by the Chairperson of the next meeting, shall be conclusive evidence of the matters recorded. The minutes of all meetings shall be open to inspection by all Members.

f) At a committee meeting each member is entitled to one vote. Meetings will attempt to make consensus decisions. If consensus is not attainable, a motion may be carried by a 60% majority.

g) Any Manager appointed by the Committee shall attend and participate at Committee meetings unless the Chairperson requests the Manager to leave. The Manager shall not have voting rights.

PART SIX OFFICERS

6.1 The officers of the Society are:

Executive Officers

- The Chairperson
- The Secretary
- The Treasurer
- Elected Members

Non-Executive Officers

- The Auditor
- The Solicitor

6.2 Eligibility to Hold Office

a) All members of the Committee other than co-opted members of the Committee must be Members of the Society.

b) Employees of the Society are not eligible for election or appointment to the Committee.

6.3 Appointment and Election of Officers

a) The Chairperson, Secretary, Treasurer and elected committee members will be elected at Annual General Meetings.

b) Candidates for election as Chairperson must be nominated and seconded in writing by a member, with the full name and address of the nominee, and the signature of the nominee. The nominations must be received by the Secretary before 5pm on the day prior to the Annual General Meeting.

c) Candidates for election as Committee Members may be nominated in writing by a member with the full name and address of the nominee and the signature of the nominee and seconded by a member to be received by the Secretary before 5pm on the day prior to the Annual General Meeting.

d) The Chairperson and elected Committee Members shall take office at the conclusion of the Annual General Meeting.

e) The Solicitor will be appointed by the Committee.

f) An auditor or reviewer shall be appointed by the committee.

6.4 Ballots

Where there are more nominees for any position than the number of vacancies available a secret ballot shall be conducted. A successful candidate must secure 50% of the valid votes cast in the ballot. In the case where no candidate achieves that level of votes the lowest polling candidate shall drop off and a further ballot shall be conducted.

6.5 Indemnity

Executive officers of the Society are indemnified by the society against all losses and expenses incurred by them in carrying out their duties except when due to their wilful neglect or dishonesty.

PART SEVEN: ADMINISTRATION AND POWERS

7.1 Governance

The Society shall be governed by the Committee which shall have the entire superintendence, control and management of the Society subject only to the provisions of this Constitution and any amendments to it, and to any directions given at any general meeting of the Society.

7.2 Capacity

Subject to this Constitution the Society may do anything which it is permitted or required to do by this Constitution, or by any enactment or rule of law including the borrowing or raising of money by Bank Overdraft or by the issue of or upon bonds, debentures, bills of exchange, promissory notes or securities of the Society or by mortgage or charge on all or part of the property of the Society.

7.3 Common Seal

The Common Seal may only be used with the authority of the Committee. Every document to which the common Seal is fixed must be signed by any two members of the Committee. A register of every document to which the Common Seal is affixed shall be maintained and tabled at each meeting of the Committee and be made available for inspection by any member upon request.

7.4 **Funds and Property**

The funds and property of the Society shall be administered by the Committee in accordance with this Constitution.

a) All money received is to be paid to the credit of the Society at such bank as the Committee appoints.

b) Payments and other negotiable instruments are to be signed or endorsed in such manner as the committee directs.

c) The financial year of the Society shall end on the 30th day of June in each year, with the annual performance report completed by the 31st day of December in each year.

d) The books and accounts of the Society are to be audited or reviewed annually by a suitably qualified person who is not a member of the committee.

e) A suitably qualified person may be a practising practising Charted Accountant, a Retired Member of NZICA, an Associate Accountant or another suitably qualified person who has a reasonable knowledge of finance and accounting.

PART EIGHT: GENERAL MEETINGS

8.1 Annual General Meetings

a) The Annual General Meeting will be held at a time and place determined by the Committee. To be held no later than 6 months after the society's balance date, refer to 7.4 c) and no more than 15 months after the previous Annual General Meeting.

b) The society will not accept written resolutions in lieu of a general meeting.

c) At each Annual General Meeting the following business shall be transacted:

- consideration of the Annual Report.
- consideration of the Statement of Accounts of the Society and the reviewer's or auditor's report.
- election of officers.
- consideration of any notice of motions submitted by any Member in respect of which proper notice has been given.
- disclosures of any conflicts of interest.

d) Notice of the date and place of the meeting shall be given by way of advertisement in the newspapers circulating in the North Otago district giving 15 working days' notice of the Annual General Meeting.

e) The Committee shall also ensure each Committee Member is advised in writing of the date and place of the Annual General Meeting and shall give such notice 15 working days of the scheduled Annual General Meeting.

8.2 Special General Meetings

a) A Special General Meeting may be called at any time by the committee, or on the written request of not less than on-fifth of the members. When making a written request the request must state the objectives of the proposed meeting.

b) Notice of the date and place of the meeting shall be given by way of advertisement in the newspapers circulating in the North Otago district giving 15 working days notice of the Special General Meeting.

c) The Committee shall also ensure each Committee Member is advised in writing of the date and place of the Special General Meeting and shall give such notice 15 working days of the scheduled Special General Meeting.

8.3 Voting Delegates

Each Member present in person shall have one vote.

8.4 Conduct of Meetings

a) The Chairperson will chair all general meetings of the Society. In the absence of the Chairperson the members will elect a chairperson.

b) Five members present in person will form a quorum.

c) Where a consensus decision is not attainable and a vote is required, the Chairperson shall have a deliberative vote and may exercise a casting vote if there is an equality of votes such casting vote is to be exercised in favour of the status quo.

d) Decisions at General meetings shall whenever possible be consensus decisions. If consensus is not attainable any resolution at any General Meeting except those pertaining to changes to this Constitution shall be carried by a majority of the votes of the members present in person. Voting is to be by a show of hands, unless a member demands a ballot.

e) If a quorum is not present within 30 minutes of the time set down for the commencement of the meeting, then the meeting if it has been called pursuant to Rule **8.2** will lapse. In the case of an Annual General Meeting the meeting will be adjourned until the same time on a date two weeks later and if a quorum is not present then, those voting members present in person will form a quorum and may deal with the business for which the meeting was originally called but no other business may be considered.

PART NINE: RESLOVING DISPUTES

9.1 Meanings of a Dispute and Complaint.

A dispute is a disagreement or conflict involving the **Society** and/or its **members** in relation to specific allegations:

- An officer or a member has engaged in misconduct
- A member's rights or interests have been damaged
- There has been or a potential breach by members, officers, or the society of a duty under your society's constitution or the incorporated societies act 2022.

9.2 How a complaint is made.

Any member or officer can make a complaint by putting a notice in writing to committee.

a) Information on what the dispute is and who is it against, also any other information that is required by the society.
b) The information must be enough to ensure that the alleged person is advised of the complaint against them and they have enough details to enable them to prepare a response.
c) A complaint can be made in any other way permitted by the society.
d) The society can also make a complaint by giving a member or officer a notice in writing and follows same procedures as a) to c).

9.3 All members have the right to be heard.

a) The member or officer who makes a complaint has the right to be heard.
b) The respondent has the right to be heard before the complaint is resolved or any outcome determined.
c) The society has the right to be heard before the complaint is resolved or any outcome is determined.
d) Any officer may exercise that right on behalf of the society.
e) All members, officers and the society have the right be heard in writing or at oral hearing.
f) An oral hearing is held if the decision maker considers this necessary to ensure that all adequate information is considered.
g) The respondent's written statement is considered by the decision maker.

9.4 Investigating and Determining the Dispute.

a) The society once aware of receiving a complaint in accordance with the constitution, must investigate and determine the dispute as soon as practicable.
b) Disputes to be dealt with under the constitution to be fair, efficient and in an effective manner.

9.5 Society deciding not to proceed with complain if:

a) Complaint is minor
b) Complaint does not appear to involve any misconduct, members interest not damaged, or society materially breached under the society's constitution or Inc. Societies Act 2022.
c) Complaint has no apparent evidence to support dispute.
d) Undue delay in making a complaint.

9.6 Complaint Referral.

a) The society may refer a complaint to an external party for investigation, decision, or legal advice.
b) The society may with consent of all parties refer a complaint to a dispute resolution eg: mediation.

9.7 Decision Makers.

A person may not act as a decision maker if the committee believes the person my not be impartial or able to conder the matter without predetermined view.

PART TEN: RULE CHANGES AND WINDING UP

10.1 Rule Changes

a) Subject to the provisions of the Act, the Constitution of the Society may be amended in whole or in part by a consensus decision made at a General Meeting of the Society of which the required notice has been given or where a consensus decision is not attainable then by resolution carried by a two-thirds majority of the votes of the voting members present, in person or by proxy, at any such General Meeting of the Society.

b) No amendment shall be approved if it has the effect of altering the charitable nature of the objectives of the Society.

10.2 Winding Up

a) The Society may be put into liquidation or dissolved in any of the ways provided for in the Act.

b) In the event of liquidation or dissolution of the Society the Committee shall call a Special General Meeting to resolve how the surplus assets are to be disposed of and ensure that those assets will be applied for charitable purposes in New Zealand, which as near as possible, resemble the objectives of the society and preferably are in the North Otago region. A resolution under the Rule as to the disposal of the surplus assets must be passed by a majority vote or two-thirds of the members present in person.

c) If a resolution is not passed in accordance with the preceding Rule the surplus assets shall be applied exclusively for the charitable purposes in New Zealand as directed by a judge of the High Court of New Zealand and the provisions of Section 27 of the Act shall apply.

PART ELEVEN: MISCELLANEOUS

11.1 MATTERS NOT PROVIDED FOR

If any matters shall arise which is not in the opinion of the Committee provided for under this Constitution, the same shall be determined by the Committee in such manner as it shall deem fit and every such determination shall be binding upon the Society and its members unless or until set aside by resolution of a General Meeting.

11.2 PRIVATE PECUNIARY PROFIT

- Any income, benefit or advantage shall be applied to the objects of the Society.
- 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 the payment to or on behalf of that member or associated person of any income, benefit or advantage whatsoever.
- Any such income paid shall be reasonable and relative to that which would have been paid in an arms-length transaction, being the open market value.
- The provisions and effect of this Rule **11.2** shall not be removed from these Rules and shall be included and implied into any replacement Constitution.

October 2015 version contains the following alterations registered with DIA.

In accordance with Rule 9.1 of the Constitution and by a resolution passed at the Annual General Meeting by members of the Duntroon and District Development Association on the **24/9/2015** it was resolved to make the following changes to the Rules:

Rule 6.3 (a) Remove the words: ~~and the auditor~~

Rule 6.3 (f) Add: **An auditor or reviewer shall be appointed by the committee.**

Amend Rule 7.4 (d) to read:
The books and accounts of the Society are to be audited **or reviewed** annually by ~~the auditor~~ **a suitable qualified person who is not a member of the committee.**

Add Rule
7.4 (e) A suitably qualified person may be a practising Charted Accountant, a Retired Member of NZICA, an Associate Accountant or another suitably qualified person who has a reasonable knowledge of finance and accounting.

Amend Rule 8.1 (b) (ii) to read:
"Consideration of the Statement of Accounts of the Society and **the Reviewer's or** Auditor's Report.

November 2025 version contains the following alterations registered with DIA.

In accordance with Rule 10.1 of the Constitution 2025 and by a resolution passed at the Annual General Meeting by members of the Duntroon and District Development Association on the **24 November 2025** it was resolved to make the following changes to the Rules:

Add to Contents: **Part Nine: Resolving Disputes**.

Amend Rule 2.1 to remove & add: Remove the word <u>1908</u>. Change to Act **2022.**
Add to Rule 2.1: Added definitions – **Annual General Meeting, Chairperson, Constitution, Officer, Secretary & Treasurer.**

Amend Rule 5.2 a): Remove the word <u>one</u>. Change to **three.**
Add Rule 5.2 i): **Record membership consent and keep members register up to date by electronic copies.**
Add Rule 5.2 j): **Record any Conflict of Interests and keep register up to date by electronic copies.**
Add Rule 5.2 k): **The committee must appoint or elect one contact person but no more than 3 as per Act 2022.**

Amend Rule 5.3 c) to read: **Committee can raise money in the form of funding, grants or any method that the committee agrees upon.**
Add to Rule 5.3 e): **Subject to legal advice.**
Amend Rule 5.3 g) to read: **The committee has the power to employ, manage and dismiss employees.**

Amend Rule 6.3 b) to remove & add: Remove the word <u>on the day</u>. Change to **prior to….**

Amend Rule 7.4 b) to remove & add: Remove the word <u>Cheques</u> and change to **Payments.**
Add to Rule 7.4 c): **with the financial report completed by the 31st of December in each year.**

Remove part of Rule 8.1 a): from time to time ……… by the committee.
Add to Rule 8.1 a): **To be held no later than 6 months after the society's balance date refer to 7.4 c) …….**
Add to Rule 8.1 b): **The society will not accept written resolution in lieu of a general meeting.**
Add to Rule 8.1 c): **Disclosures of any conflict of interest.**
Amend Rule 8.1 d) & e): Remove 14 clear days. Change to **15 working** days….
Amend Rule 8.2 b) & c): Remove 14 clead days. Change to**15 working** days……

Add Rule: **Part Nine: Resolving Disputes. How a compliant is made. All members to be heard. Investigate. Complaint Referral and Decision making.**