

RULES

SHAPING OUR FUTURE INCORPORATED

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SHAPING OUR FUTURE INCORPORATED Rules

THE SOCIETY

1. NAME

1.1 The name of the society is Shaping Our Future Incorporated (“**Society**”).

2. INCORPORATION

2.1 The Society must be incorporated under the Incorporated Societies Act 1908 (“**Act**”) (or any legislation replacing the Act) and the Shaping our Future Board (“**Board**”) must ensure that the Society complies with all relevant obligations under the Act.

2.2 For the purpose of the Act, the registered office of the Society is Level 4, Remarkables House, 26 Hawthorne Drive, Remarkables Park, Frankton, or such other place as shall be decided by the Board from time to time and notified to the Registrar of Incorporated Societies under the Act (“**Registered Office**”).

3. PURPOSES AND POWERS

3.1 The overall purpose of the Society is to promote and facilitate the informed participation of the people and communities of the Queenstown Lakes District and surrounding region (“**Region**”) in open discussion and debate, in order to build Consensus and contribute towards better decision-making, in relation to the advancement of the Region, for the benefit of the people and communities of the Region and not for private profit.

3.2 In furtherance of the overall purpose of the Society as set out in Rule 3.1, the specific purposes of the Society are to:

- (a) enable the Region’s people and its communities to assist in developing and refining, on an ongoing basis, a vision for the future of the Region (“**Vision**”) and matters of priority for the Region in relation to realising that Vision (“**Priorities**”);
- (b) with reference to the Vision and Priorities for the Region, engage the Region’s people and its communities in discussion and debate on matters relating to the advancement of the Region, with a view to building Consensus and developing and delivering recommendations that reflect that Consensus, by:
 - (i) promoting and facilitating public forums that enable the Region’s people and its communities to identify, and to provide input and build Consensus in relation to, particular matters relating to the advancement of the Region (“**Forums**”);
 - (ii) establishing task forces to engage with Forums on particular matters, to develop and refine recommendations on those matters reflecting the input received and Consensus built through such Forums, and to deliver such recommendations to the relevant agencies for implementation (“**Task Forces**”); and

- (iii) ensuring that recommendations developed and delivered through such Forums and Task Forces:
 - (A) are aligned with and move toward the Vision for the Region;
 - (B) deliver on one or more of the Priorities for the Region, taking into account all costs and benefits; and
 - (C) are flexible enough to account for potential change;
- (c) facilitate partnerships of people and agencies in the Region for future-focused decision making;
- (d) build community leadership skills and capability through supporting suitable programmes; and
- (e) do anything necessary or incidental to the overall purpose of the Society and the specific purposes set out above.

3.3 The Society, acting by its Board and its Members as set out in these Rules, must exercise its powers, in a prudent and financially sustainable manner, to advance the purposes of the Society as set out in Rules 3.1 and 3.2. Subject to the restrictions contained in these Rules and any other applicable law:

- (a) the Society, acting by its Board and its Members as set out in these Rules, has:
 - (i) full capacity to carry on or undertake any business or activity, do any act, or enter into any transaction (including, for the avoidance of doubt, the power to invest and to borrow money); and
 - (ii) for the purposes of Rule 3.3(a)(i), full rights, powers and privileges;
- (b) the powers described in this Rule 3.3 are in addition to any other powers conferred on the Society by law and will not be limited or restricted by any principle of construction or rule of law or statutory power or provision except to the extent that it is obligatory.

3.4 Pecuniary gain is not a purpose of the Society. The assets and funds of the Society must be used by the Society in furtherance of the purposes of the Society as set out in Rules 3.1 and 3.2. Nothing in these Rules will permit any part of the assets or funds of the Society to be used, or to be available to be used, for the private pecuniary profit of any Member, any person associated with any Member (including, without limitation, any person who is a member of any body corporate Member), or any other person.

3.5 For the avoidance of doubt, the term “private pecuniary profit” does not include any remuneration, payment or other benefit in return for goods and/or services acquired in furtherance of the purposes of the Society, provided that the remuneration, payment or other benefit is reasonable and not more than what would be paid or given in an arms-length transaction for the supply of those goods and/or services.

THE BOARD

4. BOARD MEMBERSHIP

4.1 The Society shall have an non-executive committee ("**Board**"), comprising the following members ("**Board Members**"):

- (a) a maximum of ten members elected by the Members; and
- (b) a maximum of two members co-opted in accordance with Rule 5.4 ("Co-opted Members"); and
- (c) the Ex Officio Member.

4.2 The officers of the Society ("Officers") namely;

- (i) the Chair/President;
- (ii) the Secretary; and
- (iii) the Treasurer;

shall be Board Members and shall be elected by the Board.

4.3 The Board shall decide whether any Board Member may hold more than one Officer position.

4.4 There shall be a minimum of three Board Members elected by the Members in addition to the Officers and the Ex Officio Member.

4.5 A person will not be eligible for election as a Board Member, and if already so appointed will cease to hold office under Rule 6.1, if the person:

- (a) is not a Member or an individual appointed to represent a body corporate Member;
- (b) is an undischarged bankrupt;
- (c) has been convicted of a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961) and has been sentenced for that crime within the last 7 years;
- (d) 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 Securities Act 1978, the Securities Markets Act 1988, or the Takeovers Act 1993;
- (e) is disqualified from being an officer of a charitable entity under the Charities Act 2005;

- (f) is subject to a property order made under the Protection of Personal and Property Rights Act 1988, or has their property managed by a trustee corporation under section 32 of that Act.

5. APPOINTMENT AND ELECTION OF BOARD MEMBERS

5.1 The initial Board Members will be appointed by the Establishment Members, for which purpose the Establishment Members shall, as soon as reasonably practicable following the adoption of the Rules, either convene a meeting to pass a resolution (such resolution to be passed by a majority of the Establishment Members) or complete a written resolution in lieu of such meeting (to be signed by all of the Establishment Members), to appoint the Board Members and to deal with any other matters relating to the establishment and registration of the Society.

5.2 In relation to the subsequent appointment of Board Members:

- (a) Board Members shall be elected by the Members at each Annual General Meeting, except in the case of interim appointments to be made under Rule 6.3 or under Rule 7, the Ex Officio Member and Co-opted Members in accordance with Rule 5.4;
- (b) unless the Members determine otherwise, and subject to Rule 5.2(d), a Board Member elected by the Members will hold office as a Board Member for the Initial Term and if re-elected by the Members on expiry of the Initial Term will hold such office for the Subsequent Term. On the expiry of the Subsequent Term a Board Member may be further re-elected by the Members immediately following the Second Term on more than one occasion but will be permitted to hold such office for the Annual Term only on every such occasion;
- (c) any Board Member who stands down, including any member whose Initial Term, Second Term or Annual Term is about to expire, and any past Board Member, shall be eligible for re-election as a Board Member.

Board members shall reflect the geographical diversity of the district with a minimum of 3 members from west of the Crown Range and 3 from East of the Crown Range, subject at all times to the availability of Members within the above areas willing to hold such office.

5.3 In relation to nominations for the election of Board Members for the Board:

- (a) nominations shall be called for by the Secretary giving Written Notice to Members at least 28 days before each Annual General Meeting;
- (b) an individual nominated for election must be proposed and seconded by at least two Members (which may include the nominee, if the nominee is a Member, or a body corporate Member for which the nominee is a representative); and
- (c) Written Notice of the nomination must be given to the Society, and nominations shall close at 5pm on the fifth day before the Annual General Meeting.

5.4 Once the Board Members elected by the Members have been appointed at an Annual General Meeting in accordance with rule 5.2 the Board may decide if it wishes to appoint up to two Co-opted Members.

- 5.5 Upon decision that new Co-opted Member(s) shall be appointed, the Board shall agree on the selection procedure and the date when the Co-opted Members shall be appointed.
- 5.6 A Co-opted Member shall be a Board Member from the date of appointment until the next Annual General Meeting.

6. CESSATION OF BOARD MEMBERSHIP

- 6.1 Subject to Rule 6.3, a person ceases to be a Board Member when:
- (a) the person becomes ineligible to hold office as a Board Member under Rule 4.5;
 - (b) the person resigns by giving Written Notice to the Society;
 - (c) the person is removed by Special Resolution of the Members at a Society Meeting;
 - (d) the person's Term expires;
 - (e) the person has been absent from three consecutive meetings without leave of absence and the Chair/President has declared the person's position to be vacant.
- 6.2 When a person ceases to be a Board Member, that person must, within one week of ceasing to hold office, give to the Society all documents and assets of the Society that are in the possession or control of that person.
- 6.3 If the effect of the application of Rule 6.1 would be that the Board includes fewer than three Board Members in addition to the Officers elected by the Members (not the Board, under Rule 7), then prior to the application of Rule 6.1:
- (a) if a Society Meeting is not otherwise scheduled to occur within a reasonable timeframe, the Board must call a Society Meeting, and at that next Society Meeting additional Board Members shall be elected by the Members; and
 - (b) for this purpose, if that next Society Meeting is a Special General Meeting, Rules 5.2 and 5.3 shall apply in relation to the nomination and election of Board Members as if it were an Annual General Meeting.

7. INTERIM VACANCIES

- 7.1 If the position of any Officer becomes vacant between Annual General Meetings, as soon as reasonably practicable the Board shall appoint another Board Member to fill that vacancy until the next Annual General Meeting.
- 7.2 If the position of any Board Member becomes vacant between Annual General Meetings and the vacancy does not cause the Board to have less than three Board Members appointed by the Members in addition to the Officers, the Board, or the

Members at a Society Meeting, may choose to appoint another Member to fill that vacancy until the next Annual General Meeting.

- 7.4 If the position of a Co-opted Member of the Board becomes vacant between Annual General Meetings the Board may choose to appoint another Co-opted Member in accordance with Rules 5.4, 5.5 and 5.6 to fill that vacancy until the next Annual General Meeting.

8. ROLE AND POWERS OF THE BOARD

8.1 Subject to the Rules, the role of the Board is to:

- (a) administer, manage, and control the Society;
- (b) ensure that the purposes of the Society as set out in Rule 3.1 and 3.2 are carried out, and that the assets and funds of the Society are applied accordingly, for which purpose the Board's role shall include (without limitation);
 - (i) overseeing the development and refinement of the Vision and Priorities for the Region;
 - (ii) identifying and selecting particular matters relating to the advancement of the Region to be referred to Forums and Task Forces;
 - (iii) scheduling and arranging Forums to facilitate public discussion, debate and input in relation to such matters;
 - (iv) appointing and setting the terms of reference for Task Forces to focus on particular matters, and assisting such Task Forces with their work; and
 - (v) providing input into, and evaluating, the recommendations developed and delivered through such Forums and Task Forces;
- (c) manage the Society's financial affairs, including approving the Annual Financial Statements for presentation to the Members at Annual General Meetings;
- (d) set accounting policies for the Society in line with generally accepted accounting practice;
- (e) delegate responsibility and create sub committees, as the Board sees fit;
- (f) ensure that all Members follow the Rules;
- (g) decide matters relating to persons becoming and ceasing to be Members;
- (h) set any membership joining fees, subscriptions or levies;
- (i) decide the times and dates for Meetings and set the agendas for Meetings;

- (j) decide the procedures for dealing with complaints; and
 - (k) adopt bylaws and regulations, in accordance with Rule 25.
- 8.2** For the purpose of fulfilling its role, the Board may exercise all of the powers of the Society, except to the extent that the Board's exercise of such powers is limited by the Rules or by any decision of the Members at any Society Meeting.
- 8.3** Decisions of the Board shall be made:
- (a) by resolution passed at a meeting of the Board, in accordance with Rule 10.7; or
 - (b) by written resolution signed by all of the Board Members for the time being, provided that any such resolution may consist of several documents in like form each signed by one or more members, and a facsimile (including a scanned electronic copy) of such signed resolution shall be as valid and effectual as the original signed document.
- 8.4** Decisions of the Board bind the Society and its Members, except to the extent that any such decision is inconsistent with the Rules or any decision of the Members at any Society Meeting.

9. ROLES OF OFFICERS

- 9.1** The Chair/President is responsible for:
- (a) overseeing the operations of the Society;
 - (b) ensuring that the Rules are followed by the Board and Members;
 - (c) convening Meetings and establishing whether or not a quorum is established at any Meeting;
 - (d) chairing Meetings, including deciding who may speak and when at Meetings; and
 - (e) providing a report on the operations of the Society at each Annual General Meeting.
- 9.2** Subject to the provisions of the Rules relating to Meetings, the Board may appoint another Board Member to act in place of the Chair/President in relation to matters falling within the responsibilities of the Chair/President in the event that the Chair/President is unavailable to attend to such matters.
- 9.3** The Secretary is responsible for:
- (a) recording the minutes of Meetings;
 - (b) keeping and maintaining the Register;
 - (c) keeping and maintaining the Society's other records, documents, and books, except those required for the Treasurer's role;

- (d) receiving and replying to correspondence on behalf of the Society;
- (e) receiving and giving Written Notices on behalf of the Society in accordance with the Rules;
- (f) forwarding the Annual Financial Statements for the Society to the Registrar of Incorporated Societies and/or any other relevant authority following their approval by the Members at an Annual General Meeting;
- (g) filing any Rule Changes with the Registrar of Incorporated Societies, in accordance with the Act, and with any other relevant authority; and
- (h) filing any other documentation or information that the Society is required by law to file with Registrar of Incorporated Societies, under the Act, or with any other relevant authority.

9.4 The Treasurer is responsible for:

- (a) keeping and maintaining proper accounting records of the Society's financial transactions to allow the Society's financial position to be readily ascertained;
- (b) preparing or arranging the preparation of the Annual Financial Statements for presentation at each Annual General Meeting, to be prepared in accordance with the Society's accounting policies;
- (c) providing a financial report at each Annual General Meeting; and
- (d) providing financial information to the Board, as the Board determines.

9.5 The Board may appoint another Board Member to act in place of the Secretary or Treasurer in relation to matters falling within their responsibilities in the event that the Secretary or Treasurer is unavailable to attend to such matters.

9.6 Subject to the approval of the Board, matters falling within the responsibilities of the Secretary and the Treasurer may be delegated to another person to attend to those matters, provided that the appointed Secretary or Treasurer, as the case may be, shall remain responsible for, and oversee, that person's attendance to those matters.

9.7 The Board shall oversee the Officers' fulfilment of their responsibilities and if the Board becomes aware that any person appointed as an Officer is for any reason unable or unwilling to act in relation to any matter falling within the responsibilities of that Officer, the Board shall take responsibility for such matters.

10. BOARD MEETINGS

10.1 Meetings of the Board ("**Board Meetings**") must be held regularly, as determined by the Board, provided that such meetings may be requisitioned at any time by the Chair/President or by a majority of Board Members giving Written Notice to the Board.

10.2 Board Meetings may be held in person, by video or telephone conference, or other means by which participants can simultaneously hear each other throughout the meeting, or a combination of the same, as the Board may decide, provided that such meetings may be held exclusively by video or telephone conference, or other similar

means, only if all Board Members available for the date and time of a meeting can reasonably be expected to be able to participate by such means.

- 10.3** All Board Members must be given reasonable Written Notice of any proposed Board Meeting, in any event not less than 14 days prior to the proposed date of the meeting, unless such notice requirements are waived by all of the Board Members in relation to that meeting.
- 10.4** Notice of any proposed Board Meeting shall include the date and time of the meeting, the means of holding the meeting, and the proposed business of the meeting (which shall include general business).
- 10.5** For a quorum to be established and any business conducted at any Board Meeting, a minimum of five (5) Board Members must be present.
- 10.6** The Chair/President shall chair Board Meetings, or if the Chair/President is absent, the Board shall appoint a Board Member to act in place of the Chair/President at that meeting.
- 10.7** Decisions of the Board at Board Meetings shall be made by Majority Vote.
- 10.8** Only Board Members present at a Board Meeting (in person, by video or telephone, or by other means as the case may be) may vote at that Board Meeting.
- 10.9** The Chair/President, or the Board Member acting as Chair/President, has a casting vote, that is, a second vote.
- 10.10** Subject to the Rules, the Board may regulate its own practices in relation to Board Meetings.
- 10.11** The person chairing a Board Meeting may adjourn the meeting if that person considers such adjournment necessary.
- 10.12** If within 30 minutes after the time appointed for a Board Meeting a quorum is not established:
 - (a)** if requisitioned by a majority of Board Members, the meeting shall be dissolved; or
 - (b)** in any other case, the meeting shall stand adjourned to a date and time determined by the Chair/President, but if at the reconvention of the adjourned meeting a quorum is not established the meeting shall be dissolved without further adjournment.
- 10.13** No business shall be transacted at the reconvention of any adjourned Board Meeting other than the business left unfinished at the meeting when it was adjourned.
- 10.14** The Ex Officio Member may attend Board Meetings but shall have no right to vote.

MEMBERSHIP OF THE SOCIETY

11. TYPES OF MEMBERS

- 11.1 The members of the Society ("**Members**") shall include:
- (a) each of the initial members of the Society ("**Establishment Members**"); and
 - (b) any person, including any corporate body, who is admitted as a member of the Society and included on the Register in accordance with Rules 12 and 13 ("General Members");
 - (c) and the Mayor of the Queenstown-Lakes District Council who shall be an ex-officio member of the Society but shall have no voting rights ("Ex officio Member").
- 11.2 The membership of the Society may comprise different classes of membership, as decided by the Society.
- 11.3 Members have the rights and responsibilities set out in these Rules.
- 11.4 A body corporate Member must be represented by an individual appointed by that Member as its representative and the Member must give Written Notice of any such appointment to the Society.

12. ADMISSION OF MEMBERS

- 12.1 Any person may apply to the Society to become a General Member. For this purpose, the applicant must give Written Notice to the Society and:
- (a) supply any information the Board requires; and
 - (b) pay any joining fee, subscription or levy set by the Board, if required.
- 12.2 The Board may interview the applicant when it considers the Applicant's membership application.
- 12.3 The Board shall have complete discretion when it decides whether or not to allow the applicant to become a Member. The Board shall advise the applicant of its decision, and that decision shall be final.

13. REGISTER OF MEMBERS

- 13.1 The Society shall have a register of Members ("**Register**"), to be kept and maintained by the Secretary, which shall contain:
- (a) the name, postal and email addresses, and telephone number or numbers for each Member;
 - (b) details of the representative or representatives of each body corporate Member; and
 - (c) the date on which each Member becomes (and ceases to be) a Member.

- 13.2** Each Member shall provide, and the Secretary shall include on the Register, such other details as the Board may reasonably require for inclusion on the Register.
- 13.3** If any details of a Member required to be included on the Register change, that Member shall give Written Notice of the change to the Secretary as soon as reasonably practicable.
- 13.4** All Members shall have reasonable access to the Register.

14. OBLIGATIONS OF MEMBERS

- 14.1** All Members are bound by the Rules, and any bylaws or regulations adopted by the Board under the Rules, and shall promote the purposes of the Society and not do anything to bring the Society into disrepute.
- 14.2** All Members shall pay to the Society any joining fee, membership subscription or levy payable in relation to the relevant class of membership, by the date set by the Board.
- 14.3** If any Member does not pay any joining fee or membership subscription or levy by the date set by the Board:
- (a)** the Secretary shall give Written Notice to the Member that, unless the arrears are paid by a nominated date, the Member's membership will be terminated; and
 - (b)** if the arrears are not fully paid by the nominated date, from that date the Member (without being released from the obligation to pay any amount due to the Society, or any other obligation to the Society) shall have no membership rights and shall not be entitled to participate in any Society activity, and the Member's membership may be terminated under Rule 15.3.

15. CESSATION OF MEMBERSHIP

- 15.1** A person shall remain a Member until such time as the person ceases to be Member in accordance with this Rule 15, provided that the person may subsequently apply to become a Member at any time.
- 15.2** Any Member may resign their membership by giving Written Notice to the Society.
- 15.3** The Board has the authority to terminate the membership of any Member if:
- (a)** the Member has not paid any joining fee or membership subscription or levy under Rule 14.3; or
 - (b)** subject to Rule 15.4, the Board has determined that the Member does not meet any other membership requirement, or has committed a breach of the Rules or any bylaw or regulation adopted by the Board, or has otherwise acted in manner that is inconsistent with the purposes of the Society or that brings the Society into disrepute.
- 15.4** If the Board is to terminate any membership under Rule 15.3(b), the following process must be followed:

- (a) The Board shall give Written Notice to the relevant Member (**“Board Notice”**):
- (i) explaining to the Member the matter that may lead to the Member's membership being terminated;
 - (ii) stating what, if anything, the Member may do to remedy the matter; and
 - (iii) advising that the Member must give Written Notice to the Society of the steps that the Member has taken, or is to take, to remedy the matter and/or any reasons why the Board should not terminate the Member's membership (**“Member's Notice”**), within 14 days of receiving the Board Notice.
- (b) If the Member's Notice is not received by the Society within the 14 day period, the Board may, in its absolute discretion, decide to immediately terminate the Member's membership.
- (c) If the Member's Notice is received by the Society within the 14 day period, the Board shall, within 21 days of receiving the notice, consider the Member's position at a Board Meeting and shall give the Member a reasonable opportunity to be heard at that meeting. The Board shall determine whether or not to terminate the Member's membership at that meeting and give Written Notice to the Member within 7 days of the meeting (**“Board Decision”**):
- (i) confirming the Board's decision; and
 - (ii) if the Board has decided to terminate the Member's membership, advising the Member of their right to appeal the Board's decision to the Members at a Society Meeting, by giving Written Notice to the Society (**“Member's Appeal”**) within 14 days of receiving the Board Decision.
- (d) If the Member's Appeal is not received by the Society within the 14 day period, the termination of the Member's membership will take effect from the date of the Board Decision.
- (e) If the Member's Appeal is received by the Society within the 14 day period, the Member's position shall be considered and determined by the Members at a Society Meeting, and if a Society Meeting is not otherwise scheduled to occur within a reasonable timeframe, the Board shall, within 21 days of receiving the Member's Appeal, call a Special General Meeting. For this purpose, the Written Notice of the business to be conducted at the Society Meeting shall include:
- (i) notice that the Member's membership is an item of business; and
 - (ii) copies of the Board Decision and, if the Member so chooses, either the Member's Notice or a brief written response by the Member to the Board Decision.
- (f) At the Society Meeting, the Board shall explain its position, the Member shall be given a reasonable opportunity to be heard, and the Members shall be

given a reasonable opportunity to question the Board and the Member. The Members shall at that meeting determine whether or not to uphold or overturn the Board's termination of the Member's membership and the Members' decision shall be final.

- 15.5** Upon the cessation of a Member's membership, the Register shall be updated accordingly. The Member shall remain liable for any joining fee, membership subscription or levy, or any other amount due to the Society.

SOCIETY MEETINGS

16. ANNUAL AND SPECIAL GENERAL MEETINGS

- 16.1** A Society Meeting shall be either an Annual General Meeting or a Special General Meeting. Society Meetings shall be held by the Members meeting in person, provided that telephone or video conference or other means may be used to enable Members to join a Society Meeting if the Members so determine.
- 16.2** An Annual General Meeting shall be held once every calendar year no later than 5 months after the Society's Balance Date. Subject to that requirement, the Board shall determine the date, time and place of each Annual General Meeting.
- 16.3** The business to be conducted at an Annual General Meeting shall be:
- (a)** receiving the minutes of any previous Society Meeting(s);
 - (b)** the Chair/President's report on the operations of the Society;
 - (c)** the Treasurer's report on the finances of the Society, and presentation of the Annual Financial Statements for the most recently completed Financial Year;
 - (d)** election of Board Members;
 - (e)** any specific matters or motions to be considered; and
 - (f)** general business.
- 16.4** Special General Meetings may be called by the Board, and may be requisitioned at any time by Members giving Written Notice to the Board, signed or endorsed by 30% or more of the Members, requiring the Board to call a Special General Meeting.
- 16.5** The business to be conducted at a Special General Meeting shall be limited to any specific matters or motions notified as business to be conducted at the meeting.

17. NOTIFICATION AND CONDUCT OF SOCIETY MEETINGS

- 17.1** In relation to any Society Meeting, the Secretary shall:
- (a)** give all Members:
 - (i)** at least 28 days Written Notice of the date and time of the meeting; and

- (ii) at least 14 days Written Notice of further details of the meeting, including the business to be conducted at the meeting;
 - (b) provide to all Members, to the extent relevant to the business to be conducted at the meeting:
 - (i) a copy of the Chair/President's report on the Society's operations and a copy of the Annual Financial Statements as approved by the Board;
 - (ii) a list of Nominees for election to the Board, and information about those Nominees if it has been provided (provided that the Secretary must not provide Members with information exceeding one side of an A4 sheet of paper per Nominee);
 - (iii) notice of any specific motions to be voted on at the meeting (including any Member's Motion or Board Motion) and any Board recommendations in relation to such motions; and
 - (iv) any other document or information that it is necessary or expedient to provide to the Members for the purpose of the conduct of any business at the meeting.
- 17.2** If the Secretary has sent a notice of a Society Meeting to all Members in good faith, with reference to the membership details included on the Register, the Society Meeting and the business conducted at the meeting will not be invalidated simply because one or more Members did not receive the notice.
- 17.3** All Members may attend and vote at Society Meetings. Voting for Board members may be accepted remotely in accordance with the provisions of clause 17.4. A body corporate Member shall attend any such meeting by having a representative appointed by the Member attend the meeting. Each Member attending a Society Meeting shall have one vote.
- 17.4** Unless determined otherwise by the Board, voting for the election of Board members at Society Meetings may be accepted by the following alternative means addressed to the Secretary of the Society:
- (a) By posting by ordinary mail to the postal address notified to Members by the Secretary from time to time; or
 - (b) By email to the email address notified to Members by the Secretary of the Society from time to time.
- 17.5** All such alternative votes specified under clause 17.4 for the election of Board Members must be received by the Secretary no later than 24 hours prior to the notified Society Meeting date and time.
- 17.6** For a quorum to be established and any business conducted at any Society Meeting, there must be at least 15 Members in attendance, provided that for this purpose each body corporate Member in attendance will count as three members.
- 17.7** The Chair/President shall chair Society Meetings, or if the Chair/President is absent, the Members shall appoint another Board Member to act in place of the

Chair/President at that meeting. The person chairing the meeting has a casting vote, that is, a second vote.

17.8 Unless the Rules provide otherwise, decisions of the Society at any Society Meeting shall be by Majority Vote. On any motion to be voted on at a Society Meeting, the person chairing the meeting shall in good faith determine whether voting will be by:

- (a) voices;
- (b) show of hands; or
- (c) secret ballot.

However, if any Member demands a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot.

17.9 The person chairing a Society Meeting may, with the consent of the Members at the meeting, adjourn the meeting if necessary.

17.10 If within 30 minutes after the time appointed for a Society Meeting a quorum is not established:

- (a) if requisitioned by Members, the meeting shall be dissolved; and
- (b) in any other case, the meeting shall stand adjourned to a date and time determined by the Chair/President, but if at the reconvention of the adjourned meeting a quorum is not established the meeting shall be dissolved without further adjournment.

17.11 No business shall be transacted at the reconvention of any adjourned Board Meeting other than the business left unfinished at the meeting when it was adjourned.

18. MOTIONS AT SOCIETY MEETINGS

18.1 Any Member may request that a motion be voted on at a particular Society Meeting ("**Member Motion**"), by giving Written Notice to the Secretary at least 21 days before that meeting. The Member may also provide information in support of the motion ("**Member's Information**"). The Board may in its absolute discretion decide whether or not the Members will vote on the motion at the Society Meeting, unless the Member Motion is signed by at least 30% of Members in which case:

- (a) the Member Motion must be voted on at the Society Meeting chosen by the Member; and
- (b) the Secretary must give Written Notice of the Member Motion and of the Member's Information to all Members at least 14 days before the Society Meeting chosen by the Member, and if the Secretary fails to do this, the Member has the right to raise the motion at the following Society Meeting.

18.2 The Board may also decide to put forward any motion for the Members to vote on at any Society Meeting ("**Board Motion**"), and shall endeavour to notify Members of the motion at least 14 days before the Society Meeting.

- 18.3** For the avoidance of doubt, and unless the Rules provide otherwise, Rules 18.1 and 18.2 shall not preclude any altered or replacement motion on the same subject matter being put forward and voted on at the relevant Society Meeting, nor shall they preclude any motion being put forward and voted on as part of the general business conducted at any Annual General Meeting.

FINANCIAL REPORTING

19. ANNUAL FINANCIAL STATEMENTS

- 19.1** The financial year of the Society ("**Financial Year**") begins on 1st July of every year and ends on 30th June of the next year ("**Balance Date**"), unless the Members approve an alternative Balance Date.
- 19.2** As soon as reasonably practicable after the end of each Financial Year, financial statements must be prepared for the relevant Financial Year ("**Annual Financial Statements**") and approved by the Board for presentation at the next Annual General Meeting.
- 19.3** The Annual Financial Statements must give a true and fair view of the Society's financial position for the relevant Financial Year and must include:
- (a) a statement of financial position;
 - (b) a statement of financial performance; and
 - (c) notes to those statements.

20. REVIEW OF FINANCIAL STATEMENTS

- 20.1** The Society shall appoint an accountant to review the Annual Financial Statements of the Society at the end of each Financial Year ("**Reviewer**"). The Reviewer must be a suitably qualified person, preferably a member of the New Zealand Institute of Chartered Accountants, and must not be a Board Member, or an employee of the Society. If the Society appoints a Reviewer who is unable to act for some reason, another Reviewer shall be appointed as a replacement.
- 20.2** The Reviewer shall conduct an examination of the Annual Financial Statements with the objective of providing a report that nothing has come to the Reviewer's attention to cause the Reviewer to believe that the financial information is not presented in accordance with the Rules and the Society's accounting policies.
- 20.3** The Board is responsible for providing the Reviewer with:
- (a) access to all information of which the Board is aware that is relevant to the preparation of the Annual Financial Statements such as records, documentation and other matters;
 - (b) additional information that the Reviewer may request from the Board for the purpose of the review; and
 - (c) reasonable access to persons within the Society from whom the Reviewer determines it necessary to obtain evidence.

EXECUTION OF DOCUMENTS

21. CUSTODY AND USE OF COMMON SEAL

- 21.1 The Board shall provide a common seal for the Society and may from time to time replace it with a new one.
- 21.2 The Secretary shall have custody of the common seal, which shall only be used by the authority of the Board. Every document to which the common seal is affixed shall be signed by the Chair/President and countersigned by the Secretary or another Board Member.

22. EXECUTION OF DOCUMENTS

- 22.1 If a document to be executed by the Society is not required by law to be executed under common seal, the document may be executed:
- (a) under common seal, in accordance with Rule 21.2; or
 - (b) by at least two persons signing the document on behalf of the Society, each person being either a Board Member or a person acting on the written authority of the Board.

NOTIFICATION PROVISIONS

23. WRITTEN NOTICES

- 23.1 In relation to any Written Notice to be given by one person ("**Sender**") to another ("**Recipient**") under the Rules, the notice may be:
- (a) delivered to the Recipient directly or to an address provided by the Recipient to the Sender for such purpose;
 - (b) posted to an address provided by the Recipient to the Sender for such purpose;
 - (c) sent by facsimile transmission to a facsimile telephone number provided by the Recipient to the Sender for such purpose; or
 - (d) sent by electronic means (for example, by email or website posting) in accordance with details provided by the Recipient for the notice, or such notices, to be delivered by such means.
- 23.2 For the purpose of Rule 22.1 (and without limiting the means by which details may be provided for the purpose of receiving Written Notices):
- (a) if the Recipient of the notice is the Society, or any Officer or other Board Member, the Registered Office of the Society and any other details of the Society included on any public register shall be deemed to be details provided by the Recipient to the Sender for the purpose of receiving any notice; and

- (b) if the Recipient of the notice is a Member, the details of the Member included on the Register shall be deemed to be details provided to the Sender for the purpose of receiving any notice.
- 23.3 A notice given by a Sender to a Recipient in accordance with Rule 22.1 is deemed to be given and received:
 - (a) in the case of delivery, when the notice is handed to the Recipient or delivered to the address of the Recipient;
 - (b) in the case of posting, 2 days after it is posted;
 - (c) in the case of facsimile transmission, when the Sender receives a transmission report produced by the sending machine which indicates that the facsimile was sent in its entirety to the facsimile telephone number given by the Recipient to the Sender; and
 - (d) in the case of electronic means, at the time of transmission.

RULE CHANGES, BYLAWS AND REGULATIONS

24. RULE CHANGES

- 24.1 The Society may make an alteration to, or replace, the Rules (“**Rule Change**”) as set out in this Rule 24, provided that no purported alteration or replacement (including any alteration or replacement of this Rule 24.1(b)) will be valid or effective if:
 - (a) the relevant change would affect the purposes of the Society and/or the purpose or purposes for which any of its assets or funds may be used; and
 - (b) that change would cause the Society to be ineligible for any form of tax concession, including exemption from income tax, for which it would otherwise be eligible.
- 24.2 The Society may approve a Rule Change by a resolution passed at a Society Meeting by a two-thirds majority of Members present and entitled to vote at the meeting.
- 24.3 Any proposed motion to approve a Rule Change must be either recommended by the Board or signed by at least 50% of Members and Written Notice of the proposed motion, including details of the proposed Rule Change and an explanation of the reasons for the proposal, must be given to the Secretary at least 21 days before the Society Meeting at which the motion is to be considered.
- 24.4 At least 14 days before the Society Meeting at which the Rule Change is to be considered the Secretary shall give to all Members Written Notice of the proposed motion, the reasons for the proposal, and any recommendations of the Board in relation to the proposed motion.
- 24.5 When a Rule Change is approved at a Society Meeting, the Rule Change shall not take effect until the Secretary has filed the change with the Registrar of Incorporated Societies as required under the Act and the change has been registered by the Registrar. The Secretary must ensure that the approved Rule Change is filed with any other relevant authority, if required.

25. BYLAWS AND REGULATIONS

- 25.1** The Board may from time to time adopt, alter, replace or rescind bylaws and regulations considered necessary or expedient in relation to the conduct of the business and affairs of the Society, including any matter referred in the Rules, provided that such bylaws and regulations must be consistent with and not repugnant to the Rules and any provision of law.
- 25.2** All bylaws and regulations adopted by the Board for the time being in force shall be binding on all Members.
- 25.3** If the bylaws and regulations for the time being in force are not otherwise available on any public register, a copy of all such bylaws and regulations shall be made available for inspection by any Member upon request.

WINDING UP THE SOCIETY

26. WINDING UP PROCESS

- 26.1** If the Society is wound up:
- (a)** the Society's debts, costs and liabilities shall be paid;
 - (b)** any surplus money and other assets of the Society may be distributed or applied in accordance with:
 - (i)** a resolution passed in accordance with Rule 26.2; or
 - (ii)** the provisions of the Act;
- provided that the surplus money and other assets must be distributed or applied:
- (c)** to advance:
 - (i)** the purposes of the Society as set out in Rules 3.1 and 3.2; and/or
 - (ii)** any other Charitable Purpose;
- for the benefit of the people and communities of the Region and not for private profit; and
- (d)** not for the private pecuniary profit of any Member, or any person associated with any Member (including any person who is a member of a body corporate Member), or any other person.
- 26.2** The Society may be wound up by its Members as set out in this Rule 26 only if the proposed winding up of the Society is approved by the Establishment Members, either as part of the process for considering the winding up of the Society as set out in this Rule 26 or by the Establishment Members separately convening a meeting to pass a resolution (such resolution to be passed by a majority of the Establishment Members) or completing a written resolution in lieu of such meeting (to be signed by all of the Establishment Members) to approve the proposed winding up.

- 26.3** The Society may be wound up by resolution passed at a Society Meeting by a two-thirds majority of the Members present and entitled to vote at the meeting.
- 26.4** Any proposed motion to wind up the Society must be either recommended by the Board or signed by at least 50% of Members and Written Notice of the proposed motion, including an explanation of the reasons for the proposal, shall be given to the Secretary at least 21 days before the Society Meeting at which the motion is to be considered.
- 26.5** At least 14 days before the Society Meeting at which the proposed motion is to be considered the Secretary shall give to all Members written notice of the proposed motion, the reasons for the proposal, and any recommendations of the Board in relation to the proposed motion.

DEFINITIONS AND INTERPRETATION

27. DEFINITIONS

- 27.1** In the Rules, unless the context requires otherwise:

Annual Financial Statements means the financial statements of the Society prepared in relation to each Financial Year, in accordance with Rule 19.2;

Annual General Meeting means a meeting of Members convened after the end of a Financial Year in accordance with Rule 16.1;

Annual Term means the period commencing on the date of the Annual General Meeting at which a Board Member is elected to the Board and expiring on the date of the following Annual General Meeting, being a period of approximately one (1) year from election.

Balance Date means the date designated as the end of the Society's Financial Year under Rule 19.1;

Charitable Purpose means any purpose that is a charitable purpose as defined under the Charities Act 2005;

Chair/President means the person elected to hold that office under Rule 5;

Consensus means consensus as determined by the process adopted by the Society and its Board, Task Forces and Forums to understand the degree of support for any given motion, and shall exist only when, in accordance with that process, 80% or more of those voting on the matter support the motion;

Establishment Member means any person who is a Member, as referred to in Rule 11.1, on account of being one of the initial members of the Society signing this document;

General Member means any person who is not an Establishment Member but is admitted as a Member and accordingly included on the Register, as referred to in Rule 11.1;

Financial Year means the 12 month period ending on the Balance Date, as specified in Rule 19.1;

Forums means the public forums promoted or facilitated by the Society, as referred to in Rule 3.2;

Initial Term means the period commencing on the date of the Annual General Meeting at which a Board Member is elected to the Board and expiring on the date of the following second Annual General Meeting, being a period of approximately two (2) years from election.

Majority Vote means a vote in favour of a motion by more than half of those who are present and entitled to vote at a Meeting on any motion put to that Meeting;

Meeting includes any Board Meeting and any Society Meeting;

Member means any person who has become a member of the Society and includes each of the Establishment Members and each General Member, as referred to in Rule 11.1;

Officer means a Board Member who is the Chair/President, the Secretary or the Treasurer, as referred to in Rule 4.2

Priorities means the matters identified as priorities for the Region, as referred in Rule 3.2;

Region means the Queenstown Lakes District and surrounding region, as referred to in Rule 3.1;

Recipient means the recipient of a Written Notice, as referred to in Rule 23.1 ;

Register means the register of Members of the Society to be kept and maintained in accordance with Rule 13.1;

Registered Office means the registered office of the Society for the time being, as referred to in Rule 2.2;

Reviewer means the person appointed to review the Society's Annual Financial Statements, in accordance with Rule 20.1;

Rule Change means any alteration or replacement of the Rules, as contemplated under Rule 24.1;

Rules means the rules of the Society as set out in this document, and in any subsequent document altering or replacing any of the rules set out in this document;

Second Term means the period commencing on the date of the Annual General Meeting at which a Board Member is elected to the Board immediately following the Initial Term and expiring on the date of the following second Annual General Meeting, being a period of approximately two (2) years from election.

Secretary means the person appointed to hold that office under Rule 5;

Sender means the giver of a Written Notice, as referred to in Rule 17.23.1;

Society means the society with the name Shaping Our Future Incorporated, governed by these Rules;

Society Meeting means any Annual General Meeting or Special General Meeting but does not include any Board Meeting;

Special General Meeting means a meeting of Members convened in accordance with Rule 16.4;

Board means the executive committee of the Society, as referred to in Rule 4.1;

Board Meeting means a meeting of the Board, convened in accordance with Rule 10;

Board Member means a person who is a member of the Board, as contemplated under Rule 4.1;

Task Force means any task force established by the Society, in accordance with Rule 3.2;

Term means the term of office of a Board Member, as referred in Rule 5.2;

Treasurer means the person appointed to that office in accordance with Rule 5;

Vision means the Society's vision for the future of the Region, as referred to in Rule 3.2;

Written Notice means communication in writing, whether in hard copy or electronic form (including, for example, email or website posting).

28. INTERPRETATION

28.1 In relation to the interpretation of the Rules, unless the context requires otherwise:

- (a) headings are for ease of reference only and do not form any part of the context or affect the interpretation of the Rules;
- (b) singular words include the plural and vice versa;
- (c) references to persons include references to individuals, companies, corporations, partnerships, firms, joint ventures, associations, trusts, organisations, governmental or other regulatory bodies or authorities or other entities, whether or not having separate legal personality;
- (d) references to anything of a particular nature either before or after a general statement do not limit the general statement; and
- (e) references to any statutory provision include any statutory provision which amends or replaces it, and any subordinate legislation made under it or under any such amendment or replacement provision.

28.2 Matters not covered in the Rules, or any bylaws or regulations for the time being in force, shall be decided upon by the Board.

Changes to Rules of Society signatory:

Member 1:

Name _____

Signed _____ Date: / /2017

Member 2:

Name _____

Signed _____ Date: / /2017

Member 3:

Name _____

Signed _____ Date: / /2017