THE TE HORO HALL SOCIETY INCORPORATED

Constitution (Updated for the Incorporated Societies Act 2022)

1. Name and Registered Office

1.1 Name

The name of the Society is **The Te Horo Hall Society Incorporated** ("Society").

1.2 Date of Incorporation

The Society was constituted by resolution dated 22 November 1933.

1.3 Registered Office

The Registered Office of the Society is 56 School Road, Te Horo, 5582.

1.4 Definitions

Society Member – Member of The Te Horo Hall Society Incorporated

Registrar - Registrar of the Incorporated Societies Act 2022

Trustee - See Notes – Clause 10

Circular – correspondence or electronic medium

2. Purposes of the Society

The purposes of the Society are to:

- be beneficial to the community by providing opportunities for Te Horo residents and visitors to meet for social and recreational activities
- build, repair, maintain, alter and improve the Te Horo Hall and other Society assets
- provide such assets with utilities and other necessities
- accept subscriptions, gifts, donations and bequests
- manage all assets and property of the Society
- enter into contracts or agreements for the hire and use of the Society's assets
- do anything necessary or helpful to achieve these purposes.

3. Society Membership

3.1 Society Members

The Society has Members and must have a minimum of ten Members.
All Committee Members are automatically Members of the Society.

3.2 Eligibility

Any person may apply to become a Society Member.

Members must provide the required details to enable the Society to update the Membership Register.

The Committee may choose to set a membership fee. Membership fees need to be tabled and passed by a majority vote at an Annual General Meeting ("AGM") or Special General Meeting ("SGM").

3.3 Becoming a Society Member

A person becomes a Society Member when:

- they complete and submit an application and consent form
- they give their express consent to becoming a member

The Committee has the right to reject an application and does not need to supply any reason as to why it was rejected. Should this be disputed then this will be addressed under Clause 13.

3.4 Life Members

A Life Member is a person who has provided important service to the Society.
Life Members may be approved by the Committee by 75% majority. Life Members have the same rights as Society Members.

Life Members need to comply with all membership requirements.

3.5 Ceasing Membership

A Society Member ceases to be a member if they:

- resign by written notice to the Secretary; or
- fail to confirm continued membership when requested; or
- are removed under the dispute-resolution procedures; or
- no longer meet eligibility requirements.

Termination of Membership must be communicated in writing.

4. Register of Society Members

The Secretary must maintain a Register of Members once a member is approved or ceases to be a member. The Register will be updated at the request of members.

5. Committee

5.1 Composition

The Committee consists of:

- Chairperson
- Secretary
- Treasurer
- And up to nine additional Committee Members elected at the AGM / SGM

A minimum of three Committee Members is required.

5.2 Appointment of Committee Members

The positions of Chairperson, Secretary and Treasurer ("Officeholders") and up to nine other Committee Members will be filled, if possible, at the AGM.

If any position is not filled or is made vacant during the year, the Committee may vote to fill it at a subsequent Committee Meeting.

5.3 Nominations

Nominations for the Committee will be requested at an AGM or SGM.

If more than one candidate is nominated for the positions of Chair, Secretary or Treasurer, then a ballot will be undertaken.

If there are more than 9 nominations for Committee positions, then a ballot will be undertaken.

This will normally be by a show of hands, but a secret ballot may be requested by any Member.

The Chair and Secretary of the outgoing Committee are responsible for administering nominations and voting at an AGM / SGM.

The term of Committee Members is one year as each Committee Member is re-elected at each AGM. There is no limit to the number of terms a Committee Member may stand.

5.4 Officer Eligibility

An Officer must:

- consent in writing to being an Officer
- not be disqualified under section 47 of the Incorporated Societies Act 2022 ("the Act")
- meet all eligibility requirements of the Act and other relevant legislation.

5.5 Ceasing being a Committee Member

Committee Members cease to be Committee Members if they:

- resign by written notice to the Secretary; or
- are removed under the dispute-resolution procedures; or
- no longer meet eligibility requirements.

The Committee may remove an Officer or Committee Member by 75% majority vote.

Termination of Committee Membership must be communicated in writing.

If a person ceases to be a Committee Member, that person must within one month give to the Committee all Society documents and property in their possession.

6. Role of the Committee

The role of the Committee is to:

- administer, manage, and control the Society
- carry out the purposes of the Society, and use any asset to do that
- manage the Society's bank accounts
- decide the times and dates for meetings
- administer the dispute resolution process.
- approve expenses and enter into agreements to achieve the above
- Ensure that the Society is administered and operated in accordance with the Constitution and other relevant legislation.

All documents or property used or created for the purposes of the Hall remain Hall property.

6.1 Powers of the Society

The Committee has all the powers of the Society, unless the Committee's power is limited by the Constitution

7. Roles of Officers

7.1 Chairperson

The Chairperson must:

- ensure the Rules of the Constitution are followed
- convene and chair meetings
- have the right to a casting vote
- oversee the operation of the Society
- report annually to the AGM.

7.2 Secretary

The Secretary must:

- set meeting agendas
- notify Committee Members of meetings
- record minutes
- maintain the Register of Members
- hold the Society's records
- manage correspondence
- notify the Registrar of changes to the Constitution as per Clause 15

7.3 Treasurer

The Treasurer must:

- receive and bank all payments within seven days
- maintain accurate financial records
- provide year-end financial reports at each AGM and Committee Meeting
- arrange an audit review if authorised
- file annual financial statements and annual returns with the Registrar.

8. Conflict of Interest

- An Officer has an interest if they may benefit financially, have a close relationship with someone who may benefit financially, or hold a conflicting role.
- An Officer must disclose any interest to the Chair as soon as practicable.
- An interested Officer must not vote on the matter and may only speak if permitted by the Chair.
- All disclosures must be recorded in writing

9. Use of Money and Other Assets

The Society may only use money and assets if:

- it is for a purpose of the Society or progresses a purpose of the Society
- it is not for the personal benefit of any Member or their family

All payments must be approved by two authorised signatories.

The Society must maintain a bank account and ensure all money received is deposited into the account unless agreed and recorded in the minutes at a committee meeting.

Any expenditure over $500 must be:

- agreed by a majority of the Committee in advance
- recorded in Committee minutes
- supported by multiple quotations
- approved by Committee vote

The Committee may by passing a Resolution by a majority vote, agree not to seek multiple quotations for work less than a total of $20,000.

10. Additional Powers

The Society may, if authorised by majority vote of the Committee:

- employ persons
- exercise trustee powers
- invest in trustee-approved investments
- borrow money.

11. Auditor

The Committee may appoint an auditor.
The Auditor must be a Chartered Accountant and not a Committee Member.

12. Meetings

12.1 Types of Meetings

- Annual General Meeting (AGM)
- Special General Meeting (SGM)
- Committee Meeting

12.2 Annual General Meeting (AGM)

Held annually within six months of the financial year end.

12.3 Special General Meeting (SGM)

Must be called if requested in writing by at least 33% of Committee Members or Members.

12.4 Notice for AGM and SGM

Notice must be given 21 calendar days in advance of an AGM or SGM and:

- displayed outside the Hall and
- communicated to Members by email and
- by being notified via the Hall's website.

12.5 Attendance and Voting

- Only Committee Members may vote at Committee meetings.
- No Committee meeting, AGM or SGM, may be held, unless at least 50% of the Committee Members are present.
- Only Members can vote at an AGM and SGM
- Committee meetings must be a minimum of six times each year, or more as agreed by the Committee.
- Committee meetings, AGMs or SGMs may be held in person or electronically.
- Approvals and Resolutions may be passed by Circular or electronic medium.

12.6 Chairing

The Chairperson chairs meetings; if absent, the Secretary; if both absent, another Committee Member nominated by the Chair.

12.7 AGM Business

- Minutes of previous AGM
- Chairperson’s report
- Treasurer’s report and financial statements
- Election of Officers and Committee Members
- Motions
- General business

13. Dispute Resolution

The Society adopts the dispute-resolution procedures in **Schedule 2 of the Incorporated Societies Act 2022**.

All disputes must be handled in accordance with natural justice.

14. Contact Person

The Treasurer of the Society is the nominated Contact responsible for communications with the Registrar.

Up to two other Contact Persons may be appointed by the Committee.

15. Altering the Constitution

- The Constitution may be altered or replaced by a two-thirds majority vote by eligible Members in attendance at an AGM / SGM
- Any proposed motion to amend or replace the Constitution shall be communicated in writing to the Secretary and Chair at least 14 days before the AGM / SGM at which the motion is to be considered and accompanied by a written explanation of the amendment and reasons for the proposal. The proposed change must also be communicated to the Members seven days prior to the AGM/SGM.
- Changes take effect only when agreed in accordance with this Constitution and registered with the Registrar.

16. Winding Up

If the Society is wound up:

- debts and liabilities must be paid.
- surplus assets, must be transferred by the Society to the Kapiti Coast District Council or a registered charitable organisation nominated by that Council.
- no surplus may be distributed to Members.

Winding up must comply with the Incorporated Societies Act 2022 and other relevant legislation.

Notes to Constitution

Clause 10 - Explanation of Additional Powers

Clause titled "10. Additional Powers" outlines specific powers the Society may exercise if authorised by a majority vote of the Committee. These powers expand the Society's operational capacity and clarify what the Committee is permitted to do under the Incorporated Societies Act 2022. The key powers include:

1. Employ persons — Allows the Society to hire staff or contractors to support operations, such as administrators, cleaners, or groundskeepers.
2. Exercise trustee powers — Enables the Society to hold property or funds in trust, manage assets on behalf of others, or comply with trust-law obligations when necessary.
3. Invest in trustee-approved investments — Permits the Society to invest surplus funds in legally recognised, low-risk investment vehicles, following the prudent investor standard under the Trusts Act 2019.
4. Borrow money — Authorises the Society to take out loans or other forms of borrowing for purposes such as building maintenance, capital improvements, or cash-flow management.

These powers provide flexibility for the Society to operate effectively and responsibly, ensuring the Committee can make necessary financial and operational decisions without requiring a full members' meeting each time.