

CONSTITUTION OF DEVONPORT SCHOOLS WATERWISE SOCIETY INCORPORATED

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APPENDIX I

Constitution of Devonport Schools Waterwise Society Incorporated

The Society

1.0 Name

1.1 The name of the society is **Devonport Schools Waterwise Society Incorporated** ("the Society").

2.0 Office

2.1 The registered office of the Society shall be at such place in Auckland or elsewhere in New Zealand as the Society may from time to time determine.

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

- a) At least 5 working days before the change of address for the registered office is due to take effect; and
- b) In a form and as required under the Act.

3.0 Purpose

3.1 The Society is established exclusively for charitable purposes within New Zealand namely the education and welfare of children. The purposes of the Society as outlined from time to time by New Zealand Schools Waterwise Inc ("NZSWI") are:

- a) To establish an integrated outdoor education programme of aquatic awareness by developing:-
 - Self confidence
 - Water safety
 - Swimming and fitness
 - Rowing, canoeing and yachting skills.
- b) To cater for varying interests and abilities by planning sequential learning activities for each child.
- c) To place enjoyment, understanding of a water environment, awareness of personal limitations and knowledge of conditions which would cause danger, ahead of competitive endeavour.
- d) To encourage pupils to enjoy the marine environment of New Zealand safely and promote conservation, self-responsibility and common sense.

3.2 The Society may do anything necessary or helpful to the above purposes.

3.3 Pecuniary gain is not a purpose of the Society. The Society must not be carried on for the financial gain of any of its members.

4.0 Act and Regulations

4.1 Nothing in this Constitution authorises the Society to do anything which contravenes or is inconsistent with the Act, any regulations made under the Act, or any other legislation.

Management Of The Society

5.0 Contact Person

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

5.2 The Society's contact person must be at least 18 years of age and ordinarily resident in New Zealand.

5.3 A contact person can be appointed by the Committee or elected by the Members of the Society as listed in clause 16.2 (the "Society Members").

5.4 Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including a physical address or electronic address and a telephone number.

5.5 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 the Society becoming aware of the change.

6.0 Managing Committee

6.1 The Society shall have a Managing Committee ("the Committee") which shall have the power to deal with all matters concerning the business of the Society, the interpretation of these rules and determination of any matter not specifically provided for herein except the alteration of the rules of this Constitution.

6.2 The Committee will consist of at least 3 Officers and no more than 14 Officers.

7.0 Nomination of the Committee

- 7.1 Nominations for Officers of the Committee shall be called for at least 28 days before an Annual General Meeting of the Society. Up to two candidates shall be proposed in writing by each of the Society Members and the completed nominations delivered to the Secretary before the Annual General Meeting.
- 7.2 If the position of any Officer becomes vacant between Annual General Meetings, their place shall only be filled by a person representing the Society Member by which the Officer was originally chosen.
- 7.3 The Committee may decide by majority vote to co-opt up to four extra Officers in any one year during that Committee's term of office.
- 7.4 A majority of the Officers must be nominated as representatives of Society Members.

8.0 Qualifications of Officers

- 8.1 Every Officer must be a natural person who:
- a) has consented in writing to being an officer of the Society; and
 - b) certifies that they are not disqualified from being elected or appointed or otherwise holding office as an Officer of the Society.

9.0 Officers' Duties

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

10.0 Appointment of Special Officers

- 10.1 At an Annual General Meeting of the Society, the Society Members may decide by majority vote:
- a) Who shall hold the special offices of;
 - Chair
 - Vice Chair
 - Treasurer
 - Secretary
 - any other offices as required by NZSWI
 - b) Whether any Officer may hold more than one position as a special Officer.
- 10.2 If the position of any special Officer becomes vacant between Annual General Meetings, the Committee may appoint another Officer to fill that vacancy until the next Annual General Meeting.

11.0 Cessation of Office

- 11.1 Persons cease to be Officers when:
- a) They resign by giving written notice to the Committee;
 - b) They are removed by a resolution passed by not less than three quarters of the voting Officers present at a Committee meeting at which notice has been given to all Officers of the intention to consider such expulsion and provided further that the Officer concerned has been given notice of the intention of the meeting to consider their expulsion and has been given an opportunity of being heard in defence.
- 11.2 If a person ceases to be a Officer, that person must within one month give to the Committee all Society documents and property in their possession.

12.0 Role of the Committee

- 12.1 The role of the Committee is to:
- a) Administer, manage, and control the Society;

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- b) Carry out the purposes of the Society and Use Money or Other Assets to do that;
 - c) Manage the Society's financial affairs, including approving the annual financial statements for presentation at the Annual General Meetings;
 - d) Set accounting policies in line with generally accepted accounting practice;
 - e) Delegate responsibility and co-opt Officers where necessary;
 - f) Ensure that all Officers and Society Members follow the Constitution
 - g) Decide the times and dates for Meetings and set the agenda for Meetings;
 - h) Decide the procedures for dealing with complaints;
 - i) Propose Membership fees, including subscriptions and levies, for approval by Society Members;
 - j) Make regulations.
- 12.2 The Committee has all of the powers of the Society, unless the Committee's power is limited by this Constitution or by a majority decision of the Society.
- 12.3 Decisions of the Committee bind the Society, unless the Committee's power is limited by this Constitution or by a majority decision of the Society.

13.0 Roles of Special Officers

- 13.1 The Chair is responsible for:
- a) Ensuring that the Constitution is followed;
 - b) Convening Meetings and establishing whether or not a quorum is present;
 - c) Chairing Meetings, deciding who may speak and when;
 - d) Overseeing the operation of the Society;
 - e) Providing a report on the operations of the Society at each Annual General Meeting.
- 13.2 9.2 The Secretary is responsible for:
- a) Recording the minutes of all Meetings and distributing these minutes to all Officers
 - b) Keeping the Register of Society Members;
 - c) Holding the Society's records, documents, and books except those required for the Treasurer's function;
 - d) Receiving and replying to correspondence as required by the Committee;
 - e) Forwarding the annual financial statements for the Society to the Registrar of Incorporated Societies upon their approval by the Society Members at an Annual General Meeting.
 - f) Advising the Registrar of Incorporated Societies of any:
 - Changes to the Constitution;
 - Appointment of an Officer
 - Person ceasing to hold office as an Officer
 - Change in an Officer's name or contact details.
- 13.3 The Treasurer is responsible for:
- a) Keeping proper accounting records of the Society's financial transactions to allow the Society's financial position to be readily ascertained;
 - b) Preparing annual financial statements for presentation at each Annual General Meeting. These statements should be prepared in accordance with the Society's accounting policies.
 - c) Providing a financial report at each Annual General Meeting;
 - d) Providing financial information to the Committee as the Committee determines.

14.0 Committee Meetings

- 14.1 The Committee may hold meetings from time to time at any convenient time and place that they shall appoint and shall meet on not less than 4 occasions in each financial year.
- 14.2 The Chair may from time to time convene a Committee Meeting in addition to meetings required by clause 10.1 hereof, such meetings to be held at such convenient time and location as the Chair shall determine stating the purpose for which the meeting is required.
- 14.3 Committee Meetings may be held via video or telephone conference, or other formats as the Committee may decide.
- 14.4 The Secretary must give all Officers at least 14 days written notice of a Committee Meeting and 7 days written notice of the business to be conducted at any Committee Meeting
- 14.5 The quorum for such meetings shall be Officers representing five of the schools listed in clause 16.2.
- 14.6 The Chair shall chair Committee Meetings, or if the Chair is absent, the Vice Chair (or other Officer if the Vice Chair is also absent) shall chair that meeting.
- 14.7 Decisions of the Committee shall be by majority vote but in the case of equality of votes then the motion shall lapse.
- 14.8 Only one Officer representing each of the Society Members may vote at any Committee Meeting.
- 14.9 An Officer may vote by giving a written proxy (including by email) to the Committee prior to the commencement of the Committee Meeting in favour of another Officer present at the Committee Meeting.

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- 14.10 Subject to this Constitution, the Committee may regulate its own practices.
- 14.11 The Chair or their alternate shall adjourn the meeting if necessary.
- 14.12 If within thirty (30) minutes from the time appointed for a meeting a quorum is not present then the meeting shall be dissolved and stand adjourned to the same day of the next week at the same time and place or as otherwise agreed by those present and if at the adjourned meeting a quorum is not present within twenty (20) minutes from the time appointed for the meeting the members present in person or by proxy shall constitute a quorum. The Chair may with the consent of any meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

15.0 Conflicts of Interest

- 15.1 An Officer who is an Interested Officer in respect of any matter being considered by the Society must disclose as soon as practicable the nature and extent of the interest to the Committee and in an interests register kept by the Committee.
- 15.2 Any Officer who is an Interested Officer regarding a matter must not vote in a decision or sign any document relating to that matter unless all Officers who are not interested in the matter consent. However, the Interested Officer may take part in any discussion of the Committee relating to the matter and be present at any vote unless the Committee decides otherwise.
- 15.3 Any Officer who is prevented from voting under 15.2 may still be counted for the purpose of determining whether there is a quorum at any meeting.
- 15.4 Where 50% or more of the Officers are prevented from voting on a matter, a Special General Meeting must be called to consider and determine the matter.

Society Membership

16.0 Members of the Society

- 16.1 The Society shall maintain the minimum number of members required by the Act.
- 16.2 The Society Members are the Boards of Trustees of the following Primary schools.
 - a) Bayswater Primary School
 - b) Belmont Primary School
 - c) Devonport Primary School
 - d) Hauraki Primary School
 - e) St Leo's Catholic Primary School
 - f) Stanley Bay Primary School
 - g) Vauxhall Primary School
- 16.3 New members may be appointed who agree with the objects and will conform to the Constitution and who shall pay the annual membership fee from time to time prescribed and who are acceptable to all of the current Members of the Society at the time of the application.
- 16.4 An initial one-off joining fee (in addition to annual membership fee) may apply for new members. The amount of that fee will be determined by the Committee.
- 16.5 Society Members shall have the rights and responsibilities set out in this Constitution.

17.0 Admission of Society Members

- 17.1 To become a Society Member, a person ("the Applicant") must:
 - a) Be a school Board of Trustees (or equivalent school Board) acceptable to the Committee; and
 - b) Supply any information as the Committee requires; and
 - c) Consent to becoming a Society Member in writing.
- 17.2 The Committee may interview the Applicant when it considers Membership applications.
- 17.3 The Committee shall advise the Applicant of its decision, and that decision shall be final.
- 17.4 The signed written consent of every new Society Member shall be retained in the Society's membership records.

18.0 The Register of Society Members

- 18.1 The Secretary shall keep an up-to-date register of Society Members ("the Register"), which shall contain:
 - a) the names, the postal and email addresses and telephone numbers of all Society Members, the dates on which they became Members (if there is no record of the date they joined this will be recorded as 'unknown'); and
 - b) The name of each person who has ceased to be a Society Member within the previous 7 years and the date on which each person ceased to be a Society Member

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- 18.2 If a Society Member's contact details change, that Society Member shall promptly give the new postal or email address or telephone number to the Secretary and the Secretary will update the Register as soon as practicable.
- 18.3 Each Society Member shall provide such other details as the Committee reasonably requires.
- 18.4 Society Members shall have reasonable access to the Register of Members.

19.0 Register of Interests

- 19.1 The Committee shall at all times maintain an up-to-date register of the interests disclosed by Officers.

20.0 Cessation of Society Membership

- 20.1 Any Society Member may resign by giving 3 months written notice to the Secretary.
- 20.2 For any reason whatsoever, the Society may, at the request of at least 80% of Society Members and with immediate effect, expel from membership or suspend for any period or reprimand any Society Member willfully infringing the Constitution.

21.0 Obligations of Society Members

- 21.1 All Society Members (and Officers) shall promote the purposes of the Society and shall do nothing to bring the Society into disrepute.

22.0 Access to information for members

- 22.1 A Society Member may at any time make a written request to the Society for information held by the Society. The request must specify the information sought in sufficient detail to enable the information to be identified.
- 22.2 The Society must, within a reasonable time after receiving a request —
 - a) provide the information, or
 - b) agree to provide the information within a specified period, or
 - c) agree to provide the information within a specified period if the Society Member pays a reasonable charge to the Society (which must be specified and explained) to meet the cost of providing the information, or
 - d) refuse to provide the information, specifying the reasons for the refusal.
- 22.3 Without limiting the reasons for which the Society may refuse to provide the information, the Society may refuse to provide the information if —
 - a) withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
 - b) the disclosure of the information would, or would be likely to, prejudice the commercial position of the Society or of any of its Society Members, or
 - c) the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the Society, or
 - d) the information is not relevant to the operation or affairs of the Society, or
 - e) withholding the information is necessary to maintain legal professional privilege, or
 - f) the disclosure of the information would, or would be likely to, breach an enactment, or
 - g) the burden to the Society in responding to the request is substantially disproportionate to any benefit that the Society Member (or any other person) will or may receive from the disclosure of the information, or
 - h) the request for the information is frivolous or vexatious, or
 - i) the request seeks information about a dispute or complaint which is or has been the subject of the procedures for resolving such matters under this Constitution and the Act.
- 22.4 If the Society requires the Society Member to pay a charge for the information, the Society Member may withdraw the request, and must be treated as having done so unless, within 10 Working Days after receiving notification of the charge, the Society Member informs the Society —
 - a) that the Society Member will pay the charge; or
 - b) that the Society Member considers the charge to be unreasonable.
- 22.5 Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

Money and Other Assets of the Society

23.0 Use of Money and Other Assets

- 23.1 The Society may only Use Money or Other Assets if:
 - a) It is for a purpose of the Society;
 - b) It is not for the sole personal or individual benefit of any Society Member or Officers; and
 - c) That Use has been approved by either the Committee or a majority vote of the Society Members.

24.0 Subscriptions and Levies

24.1 If any Society Member does not pay a Subscription or levy by the date set by the Committee, the Secretary will give written notice to that Society Member that, unless the arrears are paid by a nominated date, the Membership will be terminated. After that date, the Society Member shall (without being released from the obligation of payment of any sums due to the Society) have no Membership rights and shall not be entitled to participate in any Society activity.

25.0 Additional Powers

25.1 The Society may:

- a) Employ people for the purposes of the Society;
- b) Invest all or any monies held by the Society on the Society's behalf and upon investment authorized by the law for the time being in force in New Zealand;
- c) Borrow money and provide security for that for the furtherance of the objects of the Society if authorised by majority vote at any Society Meeting;
- d) Effect insurance for Officers including in respect of their liability for any act or omission in their capacity as an Officer and any costs incurred by an Officer in defending any claim or proceeding relating to that liability, and any costs incurred by an Officer in defending criminal proceedings against the Officer in relation to any alleged act or omission in their capacity as an Officer in which they are acquitted; and
- e) Do all things which are necessary, convenient or coincidental to the carrying out of any one or more of the objects of the Society.

26.0 Financial Year

26.1 The financial year of the Society begins on the 1st day of January of every year and ends on the 31st day of December of the same year.

27.0 Accounts

27.1 The funds of the Society shall be dealt with as follows:

- a) The general funds of the Society shall be lodged with a trading or savings bank;
- b) All funds received on behalf of the Society by any person other than the Secretary and/or Treasurer shall be forthwith transmitted to the Secretary or the Treasurer of the Society;
- c) The Society's books of accounts shall be open for inspection at all reasonable times by any Society Member;
- d) The Secretary and Treasurer shall prepare, in the form required by the Committee, a statement of accounts and balance sheet as soon as may be reasonably practicable after the end of each financial year and such statement and balance sheet shall thereupon be submitted to the Annual General Meeting next following;
- e) All accounts payable by the Society shall be paid by cheque or online banking, receipts given and received and the Society's account shall be operated by any two of the following:-
 - The Chair;
 - The Vice-Chair;
 - The Secretary;
 - The Treasurer;
 - Such other persons as may be appointed by the Committee in each financial year.

Conduct of Society Meetings

28.0 Society Meetings

28.1 A Society Meeting is either an Annual General Meeting or a Special General Meeting. Society Meetings may be held in person and/or using any real-time audio, audio and visual or electronic communication that gives Society Members a reasonable opportunity to participate.

28.2 The Annual General Meeting shall be held once every year no later than six months after the Society's balance date. The Committee shall determine when and where the Society shall meet within that period.

28.3 Special General Meetings may be called by the Committee. The Committee must call a Special General Meeting if the Secretary receives a written request signed by at least 20% of the Society Members.

28.4 The Secretary shall:

- a) Give all Society Members at least 14 days written notice of the business to be conducted at any Society Meeting;
- b) Additionally, the Secretary will provide, if appropriate:
 - A copy of the Chair Report on the Society's operations and a copy of the Annual Financial Statements as approved by the Committee;
 - Notice of any motions and the Committee's recommendations about those motions;

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- 28.5 If the Secretary has sent a notice to all Society Members in good faith, the Meeting and its business will not be invalidated simply because one or more Society Members do not receive the notice.
- 28.6 All Officers may attend Society Meetings but only one Officer representing each Society Member shall be entitled to vote.
- 28.7 No Society Meeting may be held unless at least five of the Society Members are represented.
- 28.8 All Society Meetings shall be chaired by the Chair of the Committee. If the Chair is absent, the Vice Chair or another Committee officer shall chair that meeting.
- 28.9 On any given motion at a Society Meeting, the Chair shall in good faith determine whether to vote by:
- Voice;
 - Show of hands; or
 - Secret ballot.
- 28.10 However, if any Society Member demands a secret ballot before a vote by voice or show of hands has begun, voting must be by secret ballot.
- 28.11 Society Members may vote by giving a written proxy (including by email) to the Committee prior to the commencement of the Society Meeting in favour of another Officer present at the Society Meeting.
- 28.12 Motions shall be decided by majority vote but in the case of equality of votes then the motion shall lapse.
- 28.13 The business of an Annual General Meeting shall be:
- Receiving any minutes of the previous Society's Meeting(s);
 - The Chair's report on the business of the Society;
 - The Treasurer's report on the finances of the Society, and the Annual Financial Statements;
 - Acceptance of the nominations for Officers and election of special Officers;
 - Notice of any disclosures of conflicts of interest made by Officers since the previous Annual General Meeting;
 - Motions to be considered;
 - General business.
- 28.14 The Chair or their alternate shall adjourn the meeting if necessary.
- 28.15 If within thirty (30) minutes from the time appointed for a meeting a quorum is not present then the meeting shall be dissolved and stand adjourned to the same day of the next week at the same time and place or as otherwise agreed by those present and if at the adjourned meeting a quorum is not present within twenty (20) minutes from the time appointed for the meeting the members present in person or by proxy shall constitute a quorum. The Chair may with the consent of any Society Meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

29.0 Motions at Society Meetings

- 29.1 Any Society Member may request that a motion be voted on ("Member's Motion") at a particular Society Meeting, by giving written notice to the Secretary at least 28 days before that meeting. The Society Member may also provide information in support of the motion ("Member's Information").
- 29.2 The Committee may in its absolute discretion decide whether or not the Society will vote on the motion. However, if the Member's Motion is signed by at least four of the Society Members listed in clause 16.2:
- It must be voted on at the Society Meeting chosen by the Society Member; and
 - The Secretary must give the Member's Information to all Society Members at least 14 days before the Society Meeting chosen by the Society Member; or if the Secretary fails to do this, the Society Member has the right to raise the motion at the following Society Meeting.
- 29.3 The Committee may also decide to put forward motions for the Society to vote on ("Committee Motions") which shall be suitably notified.

30.0 Patrons and Vice Patrons

- 30.1 The Society may invite any person to become a patron or vice-patron of the Society.

Signing Documents

31.0 Signing Documents

- 31.1 Documents should be signed by whoever is authorised by the Committee.

Altering the Constitution

32.0 Altering the Constitution

- 32.1 This Constitution may be rescinded, added to or amended by special resolution (being a majority of 80% of the Society Members present and eligible to vote) passed at any General Meeting of the Society but shall not be altered so as to render the Society a non-charitable society. Notice of proposed changes to this Constitution must be given fourteen (14) days prior to the meeting and full copies of the proposed changes must be appended to such notice of meeting. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.
- 32.2 When an amendment is approved under 33.1 it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in the Act for registration and shall take effect from the date of registration. The amendment shall also be notified to Charities Services as required by section 40 of the Charities Act.

By-Laws

33.0 By-Laws to govern the Society

- 33.1 The Committee may from time-to-time make, alter or rescind by-laws for the general management of the Society, so long as these are not repugnant to this Constitution or to the law. All such by-laws shall be binding on members of the Society **PROVIDED HOWEVER that** the Committee shall not alter, rescind or amend by-laws relating to operating safety rules without the prior consent of the NZSWI.

Dispute Resolution

34.0 Dispute Resolution

Meanings of dispute and complaint

- 34.1 A dispute is a disagreement or conflict involving the Society and/or its Society Members in relation to specific allegations set out below.
- 34.2 The disagreement or conflict may be between any of the following persons—
- 2 or more Society Members
 - 1 or more Society Members and the Society
 - 1 or more Society Members and 1 or more Officers
 - 2 or more Officers
 - 1 or more Officers and the Society
 - 1 or more Society Members or Officers and the Society.
- 34.3 The disagreement or conflict relates to any of the following allegations—
- a Society Member or an Officer has engaged in misconduct
 - a Society Member or an Officer has breached, or is likely to breach, a duty under the Society's Constitution or bylaws or the Act
 - the Society has breached, or is likely to breach, a duty under the Constitution or bylaws or the Act
 - a Society Member's rights or interests as a Society Member have been damaged or Society Member's rights or interests generally have been damaged.
- 34.4 All Society Members (including the Committee) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Society's activities.
- 34.5 The complainant raising a dispute, and the Committee, must consider and discuss whether a dispute may best be resolved through informal discussions, mediation, arbitration, or a tikanga-based practice. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

How complaint is made

- 34.6 A Society Member or an Officer may make a complaint by giving to the Committee a notice in writing that—
- states that the Society Member or Officer is starting a procedure for resolving a dispute in accordance with the Constitution; and
 - sets out the allegation or allegations to which the dispute relates and whom the allegation is against; and
 - sets out any other information reasonably required by the Society.
- 34.7 The Society may make a complaint involving an allegation or allegations against a Society Member or an Officer by giving to the Society Member or Officer a notice in writing that—

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- a) states that the Society is starting a procedure for resolving a dispute in accordance with the Constitution; and
 - b) sets out the allegation to which the dispute relates.
- 34.8 The information setting out the allegations must be sufficient to ensure that a person against whom an allegation is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.

Person who makes complaint has right to be heard

- 34.9 A Society Member or an Officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
- 34.10 If the Society makes a complaint—
- a) the Society has a right to be heard before the complaint is resolved or any outcome is determined; and
 - b) an Officer may exercise that right on behalf of the Society.
- 34.11 Without limiting the manner in which the Society Member, Officer, or Society may be given the right to be heard, they must be taken to have been given the right if—
- a) they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - b) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - c) an oral hearing (if any) is held before the decision maker; and
 - d) the Society Member's, Officer's, or Society's written or verbal statement or submissions (if any) are considered by the decision maker.

Investigating and determining dispute

- 34.12 The Society must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its Constitution, ensure that the dispute is investigated and determined.
- 34.13 Disputes must be dealt with under the Constitution in a fair, efficient, and effective manner and in accordance with the provisions of the Act.

Society may decide not to proceed further with complaint

- 34.14 Despite the 'Investigating and determining dispute' rule above, the Society may decide not to proceed further with a complaint if—
- a) the complaint is considered to be trivial; or
 - b) the complaint does not appear to disclose or involve any allegation of the kind referred to in 35.3 above
 - c) the complaint appears to be without foundation or there is no apparent evidence to support it; or
 - d) the person who makes the complaint has an insignificant interest in the matter; or
 - e) the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the Constitution; or
 - f) there has been an undue delay in making the complaint.

Society may refer complaint

- 34.15 The Society may refer a complaint to—
- a) a subcommittee or an external person to investigate and report; or
 - b) a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.
- 34.16 The Society may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga based practice).

Winding up

35.0 Winding up

- 35.1 The Society may be wound up voluntarily if:
- a) A simple majority of the Society Members present at a meeting convened for the purpose resolves that the Society be wound up and shall appoint one or more liquidators to wind up the Society's affairs;

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- b) A second meeting shall be called (not earlier than 30 days after the first meeting) to confirm the winding up resolution;
 - c) Notice of such resolutions shall be sent to the Registrar of Incorporated Societies;
- 35.2 If the Society is liquidated or removed from the Register of Incorporated Societies, no distribution shall be made to any Society Member, and if any property remains after the settlement of the Society's debts and liabilities, that property must be used to further a charitable purpose or purposes as defined in section 5(1) of the Charities Act 2005.

Definitions


36.0 Definitions and Miscellaneous matters

- 36.1 In this Constitution:
- a) "Act" means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments from time to time), and any regulations made under the Act or under any Act which replaces it.
 - b) "Interested Officer" means an Officer who is interested in a matter for any of the reasons set out in section 62 of the Act.
 - c) "Majority vote" means a vote made by more than half of the Officers or Society Members who are present at a Meeting and who are entitled to vote and voting at that Meeting upon a resolution put to that Meeting.
 - d) "Money or Other Assets" means any real or personal property or any interest therein, owned or controlled to any extent by the Society.
 - e) "Officer" means a natural person who is a member of the Committee or who occupies a position in the Society that allows them to exercise significant influence over the management or administration of the Society.
 - f) "Society Meeting" means any Annual General Meeting, or any Special General Meeting, but not a Committee Meeting.
 - g) "Use Money or Other Assets" means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, Money or Other Assets.
 - h) "Written Notice" means communication by post, electronic means (including email, and website posting), or advertisement in periodicals, or a combination of these methods.
- 36.2 It is assumed that
- a) Where the singular is used, plural forms of the noun are also inferred;
 - b) Headings are a matter of reference and not a part of the Constitution;
 - c) Matters not covered in this Constitution shall be decided upon by the Committee.

DEVONPORT SCHOOLS WATERWISE SOCIETY INCORPORATED - CONSTITUTION

We, the undersigned, being Society Members of the Devonport Schools Waterwise Society Incorporated, certify that the foregoing Rules numbered 1 to 37 are the rules of said Society as adopted on the 20th day of June 2024.

Name: GAVIN DONALDSON

Signature: 

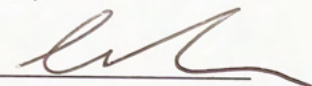
Bayswater Primary School

Name: MICHAEL CAREY

Signature: 

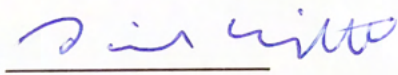
Belmont Primary School

Name: Geoff Palmer

Signature: 

Devonport Primary School

Name: DAVID KNIGHT

Signature: 


Hauraki Primary School

Name: Aston Talbot

Signature: 

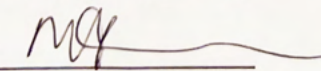
St Leo's Catholic Primary School

Name: Arvid Senbus

Signature: 

Stanley Bay School

Name: Marinka Teague

Signature: 

Vauxhall Primary School