

FLIGHTPLAN2050 INCORPORATED

CONSTITUTION

25/11/23

1. Introductory rules

1.1 Name

The name of the society is FlightPlan2050 Incorporated (in this **Constitution** referred to as 'FP2050').

1.2 Charitable status

FP2050 will seek registration as a charitable entity under the Charities Act 2005.

1.3 Definitions

In this **Constitution**, where defined words are used in the text of the rules, they appear in bold type as a reminder that they are specifically defined in Schedule 1.

1.4 Purposes

FP2050 advocates for the **Central Lakes'** future **airport infrastructure** to ensure that it best promotes the whole region's **future environmental, social, cultural, and economic well-being**, including through:

- A. Promoting the adoption of a national-level investigation and decision framework for determining the region's **airport infrastructure**.
- B. Promoting informed debate that supports a holistic understanding of the effects of alternative airport scenarios on the region's **future environmental, social, cultural, and economic well-being**.
- C. Identifying, researching, and monitoring issues affecting our primary purpose, and developing and implementing programmes to increase public awareness and understanding of these and related issues.
- D. Undertaking, promoting, organising and participating in seminars, research projects, conferences, public meetings, and other educational activities which deal with issues relating to the objects of the Society.

Any income, benefit, or advantage must be used to advance the purposes of FP2050.

1.5. Restrictions on FP2050's powers

FP2050's performance of its activities or exercise of its powers must not be carried out for the financial gain of any of its members.

FP2050's capacity, rights, powers, and privileges are subject to the restriction that it does not have the power to borrow money.

1.6 Registered office

The registered office of FP2050 shall be at such place in New Zealand as the **Committee** from time to time determines.

1.7. Contact person

A FP2050 contact person shall be appointed by the **Committee** or elected by the **Members** at a **General Meeting**.

2. Members

2.1 Minimum number of members

FP2050 shall consist of no less than 10 (ten) **Members**.

2.2 Membership

Membership is open to all individuals, body corporate, and any other person who is not an individual and admitted to membership under this **Constitution** and who has not ceased to be a **Member**.

2.3. Becoming a member: consent

Every applicant for membership must consent to becoming a **Member**.

2.4. Becoming a member: process

An applicant for membership must complete any application form and supply any information as may be reasonably required by the **Committee** regarding an application for membership and will become a **Member** on acceptance of that application by the **Committee**.

The **Committee** may accept or decline an application for membership at its sole discretion. The **Committee** must advise the applicant of its decision.

2.5. Members' obligations and rights

Every **Member** shall provide FP2050 with that **Member's** name and contact details (namely, email address, or, in the absence of an email address, a physical address, and a telephone number) and promptly inform FP2050 of any changes to those details.

All **Members** shall promote the interests and purposes of the **Society** and shall do nothing to bring the **Society** into disrepute.

Any **Member** that is a body corporate shall provide the committee with the name and contact details of the person who is the organisation's authorised representative, and that person shall be deemed to be the organisation's proxy for the purposes of voting at **General Meetings**.

A **Member** is entitled to exercise the rights of membership (including voting at **General Meetings**), but no **Member** is liable for an obligation of FP2050 by reason only of being a **Member**.

2.6. Ceasing to be a member

A **Member** ceases to be a **Member**—

- by resignation from that membership by notice by that **Member** to the **Committee**, or
- on termination of a **Member**'s membership following a dispute resolution process under this **Constitution**, or
- on death, or
- by resolution of the **Committee** where in the opinion of the **Committee** the **Member** has brought FP2050 into disrepute.

with effect from (as applicable)—

- the date of receipt of the **Member**'s notice of resignation by the **Committee** (or any subsequent date stated in the notice of resignation), or
- the date of termination of the **Member**'s membership under this **Constitution**, or
- the date of death of the **Member**, or
- the date specified in a resolution of the **Committee**.

2.7. Becoming a member again

Any former **Member** may apply for re-admission in the manner prescribed for new applicants, and may be re-admitted only by resolution of the **Committee**.

But, if a former **Member**'s membership was terminated following a disciplinary or dispute resolution process, the applicant may be re-admitted only by a resolution passed at a **General Meeting** on the recommendation of the **Committee**.

3. General meetings

3.1 Procedures for all general meetings

The arrangements and requirements which will apply to all **General Meetings** are set out in section 3 of the Standing Orders in Schedule 2.

3.2 Minutes

FP2050 must keep minutes of all **General Meetings**.

3.3 Annual General Meetings: when they will be held

An **Annual General Meeting** shall be held once a year on a date and at a location and/or using any electronic communication determined by the **Committee**. The **Annual General Meeting** must be held no later than the earlier of (a) 6 months after the balance date of FP2050 or (b) 15 months after the previous annual meeting.

3.4 Annual General Meetings: business

The business of an **Annual General Meeting** shall be to—

- confirm the minutes of the last **Annual General Meeting** and any **Special General Meeting(s)** held since the last **Annual General Meeting**,
- adopt the **Committee's** annual report on the operations and affairs of FP2050,

- adopt the **Committee's** report on the finances of the **Society**, and the annual financial statements,
- consider any motions of which prior notice has been given to **Members** with notice of the **Meeting**,
- if any **Committee** or **Chairperson** vacancies, through, for example, resignation or end of term, elect member(s) to the **Committee** and the **Chairperson** for the ensuing term, and
- consider any general business.

3.5 Special General Meetings

Special General Meetings may be called at any time by the **Committee** by resolution.

The **Committee** must call a **Special General Meeting** if it receives a request signed by at least 6 **Members**.

Any resolution or request must state the business that the **Special General Meeting** is to deal with.

A **Special General Meeting** shall only consider and deal with the business specified in the **Committee's** resolution or the request by **Members**.

4. Committee

4.1 Committee composition

The **Committee** will consist of at least 3 **Officers** and no more than 9 **Officers**.

A majority of the **Officers** on the **Committee** must be **Members** of FP2050.

The election or appointment, terms of office, and grounds for removal of **Officers** are set out in section 6 of the Standing Orders contained in Schedule 2.

4.2 Functions of the committee

From the end of each **Annual General Meeting** until the end of the next, FP2050 shall be managed by, or under the direction or supervision of, the **Committee**.

4.3 Powers of the committee

The **Committee** has all the powers necessary for managing — and for directing and supervising the management of — the operation and affairs of FP2050, subject to such modifications, exceptions, or limitations as are contained in the **Act** or in this **Constitution**.

4.4 Sub-committees

The **Committee** may appoint sub-committees consisting of such persons (whether or not **Members** of FP2050) and for such purposes as it thinks fit. Unless otherwise resolved by the **Committee**—

- the quorum of every sub-committee is half the members of the sub-committee but not less than 2,
- a sub-committee must not commit FP2050 to any financial expenditure without express authority from the **Committee** or the **Treasurer**, and
- a sub-committee must not further delegate any of its powers.

4.5 General matters: committees

The **Committee** and any sub-committee may act by resolution approved during a conference call using audio and/or audio-visual technology or through a written ballot conducted by email, electronic voting system, or post, and any such resolution shall be recorded in the minutes of the next **Committee** or sub-committee meeting.

Other than as prescribed by this **Constitution**, including in the Standing Orders in Schedule 2 relating to procedure and frequency of meetings (section 5) and the handling of conflicts of interest (section 7), the **Committee** or any sub-committee may regulate its proceedings as it thinks fit.

5. Records

5.1 Register of Members

FP2050 shall keep an up-to-date Register of Members containing the information specified in section 8 of the Standing Orders in Schedule 2.

5.2 Interests Register

The **Committee** shall at all times maintain an up-to-date register of the interests disclosed by **Officers** and by members of any sub-committee.

5.3 Access to information for members

A **Member** may at any time make a written request to FP2050 for information held by FP2050 in accordance with the process set out in section 9 of the Standing Orders in Schedule 2.

6. Finances

6.1 Control and management

The funds and property of FP2050 shall be—

- controlled, invested, and disposed of by the **Committee**, subject to this **Constitution**, including the arrangements stipulated in section 10 of the Standing Orders in Schedule 2, and
- devoted solely to the promotion of the purposes of FP2050.
- no member of the organisation, or anyone associated with a member, is allowed to take part in, or influence any decision made by the organisation in respect of payments to, or on behalf of, the member or associated person of any income, benefit, or advantage.
- any payments made must be for goods or services that advance the charitable purpose and must be reasonable and relative to payments that would be made between unrelated parties.

6.2 Balance date

FP2050's financial year shall commence on 01/07 of each year and end on 30/06 (the latter date being FP2050's balance date).

7. Dispute resolution

A disagreement or conflict involving FP2050 and/or its **Members** in relation to specific allegations shall be dealt with in accordance with the procedures for resolving disputes contained in Schedule 3.

8. Liquidation and removal from the register

8.1 Resolving to put FP2050 into liquidation

FP2050 may be liquidated in accordance with the provisions of Part 5 of the **Act**.

The **Committee** shall give 20 **Working Days Notice** to all **Members** of the proposed resolution to put FP2050 into liquidation.

The **Committee** shall also give Notice to all **Members** of the **General Meeting** at which any such proposed resolution is to be considered. The **Notice** shall include all information as required by section 228(4) of the **Act**.

Any resolution to put FP2050 into liquidation must be passed by a two-thirds majority of all **Members** present and voting.

8.2 Resolving to apply for removal from the register

FP2050 may be removed from the Register of Incorporated Societies in accordance with the provisions of Part 5 of the **Act**.

The **Committee** shall give 20 **Working Days Notice** to all **Members** of the proposed resolution to remove FP2050 from the Register of Incorporated Societies.

The **Committee** shall also give **Notice** to all **Members** of the **General Meeting** at which any such proposed resolution is to be considered. The **Notice** shall include all information as required by section 228(4) of the **Act**.

Any resolution to remove FP2050 from the Register of Incorporated Societies must be passed by a two-thirds majority of all **Members** present and voting.

8.3 Surplus assets*

If FP2050 is liquidated, or removed from the Register of Incorporated Societies, no distribution shall be made to any **Member**, and if any property remains after the settlement of FP2050's debts and liabilities, that property must be given or transferred to another not-for-profit organisation for the purposes in rule 1.4.

9. Alterations to the constitution

9.1 Amending this constitution

All amendments must be made in accordance with this **Constitution**.

FP2050 may amend or replace this **Constitution** at a **General Meeting** by a resolution passed by a two-thirds majority of those **Members** present and voting and otherwise in accordance with the procedure set out in section 12 of the Standing Orders in Schedule 2.

Any minor or technical amendments shall be dealt with by the expedited procedure outlined in section 12 of the Standing Orders in Schedule 2.

10. Bylaws

The **Committee** from time to time may make and amend bylaws, and policies for the conduct and control of FP2050 activities and codes of conduct applicable to **Members**, but no such bylaws, policies, or codes of conduct applicable to **Members** shall be inconsistent with this **Constitution**, the **Act**, regulations made under the **Act**, or any other legislation.

Schedule 1

Definitions

In this **Constitution**, unless the context requires otherwise, the following words and phrases have the following meanings:

‘Act’ means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.

‘Airport infrastructure’ means –

1. the infrastructure and equipment for the provision of airport services by the airport to airlines and various other businesses and service providers,
2. the region’s network providing air connectivity, including:
 - a. existing, planned, or imagined airports,
 - b. Urban and infrastructure development for business, logistics, and other commercial operations and services directly or indirectly associated with airports.
3. the region’s surface transport networks, operation, modality, and behaviours that are developed for, related to, or become consequent to the region’s air connectivity infrastructure.
4. the region’s urban development, commercial, residential, and community amenity, that does or could result from or be enabled by the airport(s) location(s), operations, and associated surface transport network.

‘Annual General Meeting’ means a meeting of the **Members** of FP2050 held once per year which, among other things, will receive and consider reports on FP2050’s activities and finances.

‘Central Lakes’ means that area being the natural catchment for an airport or airports that complement those existing in Invercargill, Dunedin, and Christchurch. It includes, though is not confined to, the area within the boundaries of the Queenstown Lakes District Council and the Central Otago District Council.

‘Chairperson’ means the **Officer** responsible for chairing **General Meetings** and **Committee** meetings, and who provides leadership for FP2050.

‘Committee’ means FP2050’s governing body.

‘Constitution’ means the rules in this document.

‘Deputy Chairperson’ means the **Officer** elected or appointed to deputise in the absence of the **Chairperson**.

‘Future environmental, social, cultural, and economic well-being’ means –

1. the four well-beings as identified in section 10(1)(b) of the Local Government Act 2002 [as replaced, on 14 May 2019, by section 6(1) of the Local Government (Community Well-being) Amendment Act 2019],
2. as measured by The Treasury’s Living Standards Framework,

3. including an emphasis on long-term sustainability and being consistent with IPCC climate change mitigation strategies, and
4. placing greater value on structural and network effects that enable ongoing systemic improvement in future well-being.

‘General Meeting’ means either an **Annual General Meeting** or a **Special General Meeting** of the **Members** of FP2050.

‘Interested Member’ means a **Member** who is interested in an issue for any of the reasons set out in section 62 of the **Act**.

‘Interests Register’ means the register of interests of **Officers**, kept under this **Constitution** and as required by section 73 of the **Act**.

‘Matter’ means—

1. FP2050’s performance of its activities or exercise of its powers; or
2. an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by FP2050.

‘Member’ means a person who has consented to become a **Member** of FP2050 and has been properly admitted to FP2050 who has not ceased to be a **Member** of FP2050.

‘Notice’ to **Members** includes any notice given by email or other electronic means, post, or courier.

‘Officer’ means a natural person who is:

- a member of the **Committee**, or
- occupying a position in FP2050 that allows them to exercise significant influence over the management or administration of FP2050, including any Chief Executive or **Treasurer**.

‘Register of Members’ means the register of **Members** kept under this **Constitution** as required by section 79 of the **Act**.

‘Special General Meeting’ means a meeting of the **Members**, other than an **Annual General Meeting**, called for a specific purpose or purposes.

‘Treasurer’ means the **Officer** elected or appointed to lead the **Committee’s** financial control and management of FP2050.

‘Working Days’ mean as defined in the Legislation Act 2019. Examples of days that are not **Working Days** include, but are not limited to, the following — a Saturday, a Sunday, Waitangi Day, Good Friday, Easter Monday, ANZAC Day, the Sovereign’s birthday, Te Rā Aro ki a Matariki/Matariki Observance Day, and Labour Day.

Schedule 2

Standing Orders¹

1. Registered Office

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

- at least 5 working days before the change of address for the registered office is due to take effect, and
- in a form and as required by the **Act**.

2. Contact Person

FP2050 shall have at least 1 but no more than 3 contact person(s) whom the Registrar of Incorporated Societies can contact when needed. FP2050's contact person must be:

- At least 18 years of age, and
- Ordinarily resident in New Zealand.

Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including:

- a physical address or an electronic address, and
- a telephone number.

Any change in that contact person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 20 **Working Days** of that change occurring, or FP2050 becoming aware of the change.

3. General Meetings

The **Committee** shall give all **Members** at least 10 **Working Days' Notice** of any **General Meeting** and of the business to be conducted at that **General Meeting**.

The **Notice** to all **Members** will be addressed to the **Member** at the contact email address notified to FP2050 and recorded in FP2050's register of members (or in the absence of an email address, the physical address notified and recorded). The **General Meeting** and its business will not be invalidated simply because one or more **Members** do not receive the **Notice** of the **General Meeting**.

Members may vote at **General Meetings** in person, or by a signed original written proxy (an email or copy not being acceptable) in favour of some individual entitled to be present at the meeting and received by, or handed to, the **Committee** before the commencement of the **General Meeting**.

No **General Meeting** may be held unless at least 6 **Members** attend throughout the meeting and this will constitute a quorum.

If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting – if convened upon request of **Members** – shall be dissolved. In any other case it shall stand

¹ The term, Standing Orders, is adopted from the local government context as being: "... rules for the conduct of the proceedings of ... committees, to enable ... [the] exercise [of] decision-making responsibilities in a transparent, inclusive and lawful manner. ..." (LGNZ Guidelines)

adjourned to a day, time, and place determined by the **Chairperson**, and if at such adjourned meeting a quorum is not present those **Members** present in person or by proxy shall be deemed to constitute a sufficient quorum.

A **Member** is entitled to exercise one vote on any motion at a **General Meeting** in person or by proxy, and voting at a **General Meeting** shall be by voices or by show of hands or, on demand of the chairperson or of 2 or more **Members** present, by secret ballot.

Unless otherwise required by this **Constitution**, all questions shall be decided by a simple majority of those in attendance in person or by proxy and voting at a **General Meeting** or voting by remote ballot.

Any decisions made when a quorum is not present are not valid.

FP2050 may pass a resolution in lieu of a **General Meeting**, and a resolution is as valid for the purposes of the **Act** and this **Constitution** as if it had been passed at a **General Meeting** if it is approved by no less than 75 percent of the **Members** voting on the resolution. A resolution may consist of 1 or more documents in similar form (including letters, electronic mail, or other similar means of communication) each proposed by or on behalf of 1 or more **Members**. A **Member** may give their approval to a resolution by signing the resolution or giving approval to the resolution in any other manner permitted by the **Constitution** (for example, by electronic means).

General Meetings may be held at one or more venues by **Members** present in person and/or using any real-time audio, audio and visual, or electronic communication that gives each **Member** a reasonable opportunity to participate.

All **General Meetings** shall be chaired by the **Chairperson**. If the **Chairperson** is absent, the **Deputy Chairperson** shall chair that meeting.

Any person chairing a **General Meeting** has a deliberative and, in the event of a tied vote, a casting vote.

Any person chairing a **General Meeting** may —

- With the consent of a simple majority of **Members** present at any **General Meeting** adjourn the **General Meeting** from time to time and from place to place but no business shall be transacted at any adjourned **General Meeting** other than the business left unfinished at the meeting from which the adjournment took place.
- Direct that any person not entitled to be present at the **General Meeting**, or obstructing the business of the **General Meeting**, or behaving in a disorderly manner, or being abusive, or failing to abide by the directions of the chairperson be removed from the **General Meeting**, and
- In the absence of a quorum or in the case of emergency, adjourn the **General Meeting** or declare it closed.

The **Committee** may propose motions for FP2050 to vote on (**'Committee Motions'**), which shall be notified to **Members** with the notice of the **General Meeting**.

Any **Member** may request that a motion be voted on (**'Member's Motion'**) at a **General Meeting**, by giving notice to the **Committee** at least 3 **Working Days** before that meeting. The **Member** may also provide information in support of the motion (**'Member's Information'**). If notice of the motion

is given to the **Committee** before **Notice** of the **General Meeting** is given to **Members**, notice of the motion shall be provided to **Members** with the **Notice** of the **General Meeting**.

4. Committee reporting to the AGM

The **Committee** must, at each **Annual General Meeting**, present the following information—

- an annual report on the operation and affairs of FP2050 during the most recently completed accounting period,
- the annual financial statements for that period, and
- notice of any disclosures of conflicts of interest made by **Officers** during that period (including a brief summary of the matters, or types of matters, to which those disclosures relate).

5. Committee Meetings

The quorum for **Committee** meetings is at least half the number of members of the **Committee**.

A meeting of the **Committee** may be held either—

1. by a number of the members of the **Committee** who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or
2. by means of audio, or audio and visual, communication by which all members of the **Committee** participating and constituting a quorum can simultaneously hear each other throughout the meeting.

A resolution of the **Committee** is passed at any meeting of the **Committee** if a majority of the votes cast on it are in favour of the resolution. Every **Officer** on the **Committee** shall have one vote.

At their first meeting after the **Annual General Meeting** at which the **Officers** were elected, the members of the **Committee** shall elect one of their number as **Deputy Chairperson** of the **Committee**, and one of their number as the **Treasurer** of FP2050.

If at a meeting of the **Committee**, the **Chairperson** or the **Deputy Chairperson** are not present, the members of the **Committee** present may choose one of their number to be chairperson of the meeting. The **Chairperson** does have a casting vote in the event of a tied vote on any resolution of the **Committee**.

The **Committee** shall schedule monthly meetings (but need only meet once in the December-January period) at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the **Chairperson**.

The **Chairperson**, or other **Committee** member nominated by the **Committee**, shall give to all **Committee** members not less than 5 **Working Days**' notice of **Committee** meetings, but in cases of urgency a shorter period of notice shall suffice.

6. Officers

Prior to election or appointment as an **Officer**, a person must —

- consent in writing to be an **Officer**, and
- certify in writing that they are not disqualified from being elected or appointed as an **Officer** either by this **Constitution** or the **Act**.

Note that only a natural person may be an **Officer** and each certificate shall be retained in FP2050's records.

At all times each **Officer** shall act in good faith and in what he or she believes to be the best interests of FP2050.

The election of **Officers** shall be conducted as follows.

1. **Officers** shall be elected during **Annual General Meetings**. However, if a vacancy in the position of any **Officer** occurs between **Annual General Meetings**, that vacancy shall be filled by resolution of the **Committee** (and any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as a **Officer**). Any such appointment must be ratified at the next **Annual General Meeting**.
2. A candidate's written nomination, accompanied by the written consent of the nominee with a certificate that the nominee is not disqualified from being appointed or holding office as a **Officer** shall be received by FP2050 at least 5 **Working Days** before the date of the **Annual General Meeting**. If there are insufficient valid nominations received, further nominations may be received from the floor at the **Annual General Meeting**.
3. Votes shall be cast in such a manner as the person chairing the meeting determines. In the event of any vote being tied, the tie shall be resolved by the incoming **Committee** (excluding those in respect of whom the votes are tied).
4. Two **Members** (who are not nominees) or non-**Members** appointed by the **Chairperson** shall act as scrutineers for the counting of the votes and destruction of any voting papers.
5. The failure for any reason of any **Member** to receive such **Notice** of the general meeting shall not invalidate the election.
6. In addition to **Officers** elected under the foregoing provisions of this rule, the **Committee** may appoint other **Officers** for a specific purpose, or for a limited period, or generally until the next **Annual General Meeting**. Unless otherwise specified by the **Committee** any person so appointed shall have full speaking and voting rights as an **Officer** of FP2050. Any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as an **Officer**.

The term of office for all **Officers** elected to the **Committee** shall be 3 years, expiring at the end of the **Annual General Meeting** of their third year.

An **Officer** shall be removed as an **Officer** by resolution of the **Committee** or FP2050 where in the opinion of the **Committee** or FP2050 —

- The **Officer** elected to the **Committee** has been absent from 5 committee meetings without leave of absence from the **Committee**; or
- The **Officer** has brought FP2050 into disrepute,

with effect from (as applicable) the date specified in a resolution of the **Committee** or FP2050.

An **Officer** ceases to hold office when they resign (by notice to the **Committee**), are removed, become disqualified to hold office, die, or otherwise vacate office.

Each **Officer** shall within 5 **Working Days** of submitting a resignation or ceasing to hold office, deliver to the **Committee** all books, papers and other property of FP2050 held by such former **Officer**.

7. Conflicts of interest

An **Officer** or member of a sub-committee who is an **Interested Member** in respect of any **Matter** being considered by FP2050, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified)—

1. to the **Committee** and or sub-committee, and
2. in an **Interests Register** kept by the **Committee**.

Disclosure must be made as soon as practicable after the **Officer** or member of a sub-committee becomes aware that they are interested in the **Matter**.

An **Officer** or member of a sub-committee who is an **Interested Member** regarding a **Matter**—

1. must not vote or take part in the decision of the **Committee** and/or sub-committee relating to the **Matter** unless all members of the **Committee** who are not interested in the **Matter** consent; and
2. must not sign any document relating to the entry into a transaction or the initiation of the **Matter** unless all members of the **Committee** who are not interested in the **Matter** consent; but
3. may take part in any discussion of the **Committee** and/or sub-committee relating to the **Matter** and be present at the time of the decision of the **Committee** and/or sub-committee (unless the **Committee** and/or sub-committee decides otherwise).

However, an **Officer** or member of a sub-committee who is prevented from voting on a **Matter** may still be counted for the purpose of determining whether there is a quorum at any meeting at which the **Matter** is considered.

Where 50 percent or more of **Officers** are prevented from voting on a **Matter** because they are interested in that **Matter**, a **Special General Meeting** must be called to consider and determine the **Matter**, unless all non-interested **Officers** agree otherwise.

Where 50 percent or more of the members of a sub-committee are prevented from voting on a **Matter** because they are interested in that **Matter**, the **Committee** shall consider and determine the **Matter**.

8. Register of Members

For each current **Member**, the information contained in the Register of Members shall include —

- Their name, and
- The date on which they became a **Member** (if there is no record of the date they joined, this date will be recorded as 'Unknown'), and
- Their contact details, including —
 - email address or, in the absence of an email address, a physical address, and
 - a telephone number.

Every current **Member** shall promptly advise FP2050 of any change of the **Member's** contact details.

FP2050 shall also keep a record of the former **Members** of FP2050. For each **Member** who ceased to be a **Member** within the previous 7 years, FP2050 will record:

- The former **Member's** name, and
- The date the former **Member** ceased to be a **Member**.

9. Access to information for members

The **Member's** request must specify the information sought in sufficient detail to enable the information to be identified.

FP2050 must, within a reasonable time after receiving a request —

1. provide the information, or
2. agree to provide the information within a specified period, or
3. agree to provide the information within a specified period if the **Member** pays a reasonable charge to FP2050 (which must be specified and explained) to meet the cost of providing the information, or
4. refuse to provide the information, specifying the reasons for the refusal.

Without limiting the reasons for which FP2050 may refuse to provide the information, FP2050 may refuse to provide the information if —

1. withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
2. the disclosure of the information would, or would be likely to, prejudice the commercial position of FP2050 or of any of its **Members**, or
3. 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 FP2050, or
4. the information is not relevant to the operation or affairs of FP2050, or
5. withholding the information is necessary to maintain legal professional privilege, or
6. the disclosure of the information would, or would be likely to, breach an enactment, or
7. the burden to FP2050 in responding to the request is substantially disproportionate to any benefit that the **Member** (or any other person) will or may receive from the disclosure of the information, or
8. the request for the information is frivolous or vexatious, or
9. the request seeks information about a dispute or complaint that is or has been the subject of the procedures for resolving such matters under this **Constitution**.

If FP2050 requires the **Member** to pay a charge for the information, the **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 **Member** informs FP2050 —

1. that the **Member** will pay the charge; or
2. that the **Member** considers the charge to be unreasonable.

Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

10. Financial control and management

The **Committee** may maintain bank accounts in the name of FP2050.

All money received on account of FP2050 shall be banked within 10 **Working Days** of receipt.

All accounts paid or for payment shall be submitted to the **Committee** for approval of payment. Any payment in excess of \$250.00 shall require prior approval of either the **Committee** or both the **Treasurer** and the **Chairperson** or **Deputy Chairperson**.

Entering into an agreement on behalf of FP2050 must be authorised / ratified by a resolution of the Committee and (other than a contract for services) be signed by two Committee members (one of whom shall be the **Chairperson**, **Deputy Chairperson** or **Treasurer**).

The **Committee** must ensure that there are kept at all times accounting records that—

1. correctly record the transactions of FP2050, and
2. allow FP2050 to produce financial statements that comply with the requirements of the **Act**, and
3. would enable the financial statements to be readily and properly audited (if required under any legislation or this **Constitution**).

Following the balance date and prior to the subsequent **Annual General Meeting**, the **Committee** must consider whether the financial statements should be independently reviewed or audited.

The **Committee** must establish and maintain a satisfactory system of control of FP2050's accounting records.

The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form. The accounting records must be kept for the current accounting period and for the last 7 completed accounting periods of FP2050.

11. Reporting Obligations

The **Committee** must discharge the following FP2050 reporting obligations:

Incorporated Societies Registrar:

- Change to the registered office (section 1 above),
- Change to the contact person details (section 2 above), and
- Alterations to this Constitution (section 12 below).

Charities Services:

- Annual Return and performance report or financial statements,
- Change in balance date, address, telephone numbers, or **Officer** details,
- Review of governance procedures (once every 3 years), and
- Alterations to this Constitution (section 12 below).

12. Alterations to the Constitution

FP2050 may amend or replace this **Constitution** at a **General Meeting** by a resolution passed by a two-thirds majority of those **Members** present and voting.

That amendment could be approved by a resolution passed in lieu of a meeting, but only if allowed by this **Constitution**.

Any proposed resolution to amend or replace this **Constitution** shall be signed by at least 6 **Members** and given in writing to the **Committee** at least 20 **Working Days** before the **General Meeting** at which the resolution is to be considered and accompanied by an explanation of the reasons for the proposal.

At least 10 **Working Days** before the **General Meeting** at which any amendment is to be considered the **Committee** shall give to all **Members** notice of the proposed resolution, the reasons for the proposal, and any recommendations the **Committee** has.

If the amendment (a) has no more than a minor effect; or (b) corrects errors or makes similar technical alterations, the **Committee** may deal with the amendment by the following process:

- (1) The **Committee** must ensure that notice of the amendment is sent to all **Members** stating the text of the amendment; and the right of a **Member** to object to the amendment.
- (2) If no objection from a **Member** is received within 20 working days after the date on which the notice is sent, the **Committee** may make the amendment.
- (3) However, if such an objection is received, FP2050 may not make the amendment under this process.

When an amendment is approved by a **General Meeting** or by the process for minor or technical amendments, 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 2005.

Schedule 3

Dispute resolution

1.1 Meaning of dispute and complaint

A dispute is a disagreement or conflict involving FP2050 and/or its **Members** in relation to specific allegations set out below.

The disagreement or conflict may be between any of the following persons—

1. 2 or more **Members**
2. 1 or more **Members** and FP2050
3. 1 or more **Members** and 1 or more **Officers**
4. 2 or more **Officers**
5. 1 or more **Officers** and FP2050
6. 1 or more **Members** or **Officers** and FP2050.

The disagreement or conflict relates to any of the following allegations—

1. a **Member** or an **Officer** has engaged in misconduct
2. a **Member** or an **Officer** has breached, or is likely to breach, a duty under the **Constitution** or bylaws or the **Act**
3. FP2050 has breached, or is likely to breach, a duty under the **Constitution** or bylaws or the **Act**
4. a **Member's** rights or interests as a **Member** have been damaged or **Member's** rights or interests generally have been damaged.

A **Member** or an **Officer** may make a complaint by giving to the **Committee** (or a complaints subcommittee) a notice in writing that—

1. states that the **Member** or **Officer** is starting a procedure for resolving a dispute in accordance with the **Constitution**; and
2. sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against; and
3. sets out any other information or allegations reasonably required by FP2050.

FP2050 may make a complaint involving an allegation against a **Member** or an **Officer** by giving to the **Member** or **Officer** a notice in writing that—

1. states that FP2050 is starting a procedure for resolving a dispute in accordance with the **Constitution**; and
2. sets out the allegation to which the dispute relates.

The information setting out the allegations must be sufficiently detailed to ensure that a person against whom an allegation or allegations is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.

A complaint may be made in any other reasonable manner permitted by the **Constitution**.

All **Members** (including the **Committee**) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to FP2050 activities.

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.

1.2 How complaint is made

1. A **Member** or an **Officer** may make a complaint by giving to the **Committee** (or a complaints subcommittee) a notice in writing that—
 1. states that the **Member** or **Officer** is starting a procedure for resolving a dispute in accordance with the **Constitution**; and
 2. sets out the allegation or allegations to which the dispute relates and whom the allegation is against; and
 3. sets out any other information reasonably required by FP2050.
2. FP2050 may make a complaint involving an allegation or allegations against a **Member** or an **Officer** by giving to the **Member** or **Officer** a notice in writing that—
 1. states that FP2050 is starting a procedure for resolving a dispute in accordance with the **Constitution**; and
 2. sets out the allegation to which the dispute relates.
3. The information given under subclause (1.2) or (2.2) 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.
4. A complaint may be made in any other reasonable manner permitted by the **Constitution**.

1.3 Person who makes complaint has right to be heard

1. A **Member** or an **Officer** who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
2. If FP2050 makes a complaint—
 1. FP2050 has a right to be heard before the complaint is resolved or any outcome is determined; and
 2. an **Officer** may exercise that right on behalf of FP2050.
3. Without limiting the manner in which the **Member**, **Officer**, or FP2050 may be given the right to be heard, they must be taken to have been given the right if—
 1. they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 2. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 3. an oral hearing (if any) is held before the decision maker; and
 4. the **Member's**, **Officer's**, or FP2050's written or verbal statement or submissions (if any) are considered by the decision maker.

1.4 Investigating and determining dispute

1. FP2050 must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with this Schedule, ensure that the dispute is investigated and determined.

2. Disputes must be dealt with in a fair, efficient, and effective manner.

1.5 FP2050 may decide not to proceed further with the complaint

Despite the 'Investigating and determining dispute' rule above, FP2050 may decide not to proceed further with a complaint if—

1. the complaint is considered to be trivial; or
2. the complaint does not appear to disclose or involve any allegation of the following kind:
 1. that a **Member** or an **Officer** has engaged in material misconduct;
 2. that a **Member**, an **Officer**, or FP2050 has materially breached, or is likely to materially breach, a duty under the **Constitution** or bylaws or the **Act**;
 3. that a **Member's** rights or interests or **Members'** rights or interests generally have been materially damaged;
3. the complaint appears to be without foundation or there is no apparent evidence to support it; or
4. the person who makes the complaint has an insignificant interest in the matter; or
5. the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the **Constitution**; or
6. there has been an undue delay in making the complaint.

1.6 FP2050 may refer complaint

1. FP2050 may refer a complaint to—
 1. a subcommittee or an external person to investigate and report; or
 2. a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.
2. FP2050 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).

1.7 Decision makers

A person may not act as a decision maker in relation to a complaint if 2 or more members of the **Committee** or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be—

1. impartial; or
2. able to consider the complaint without a predetermined view.