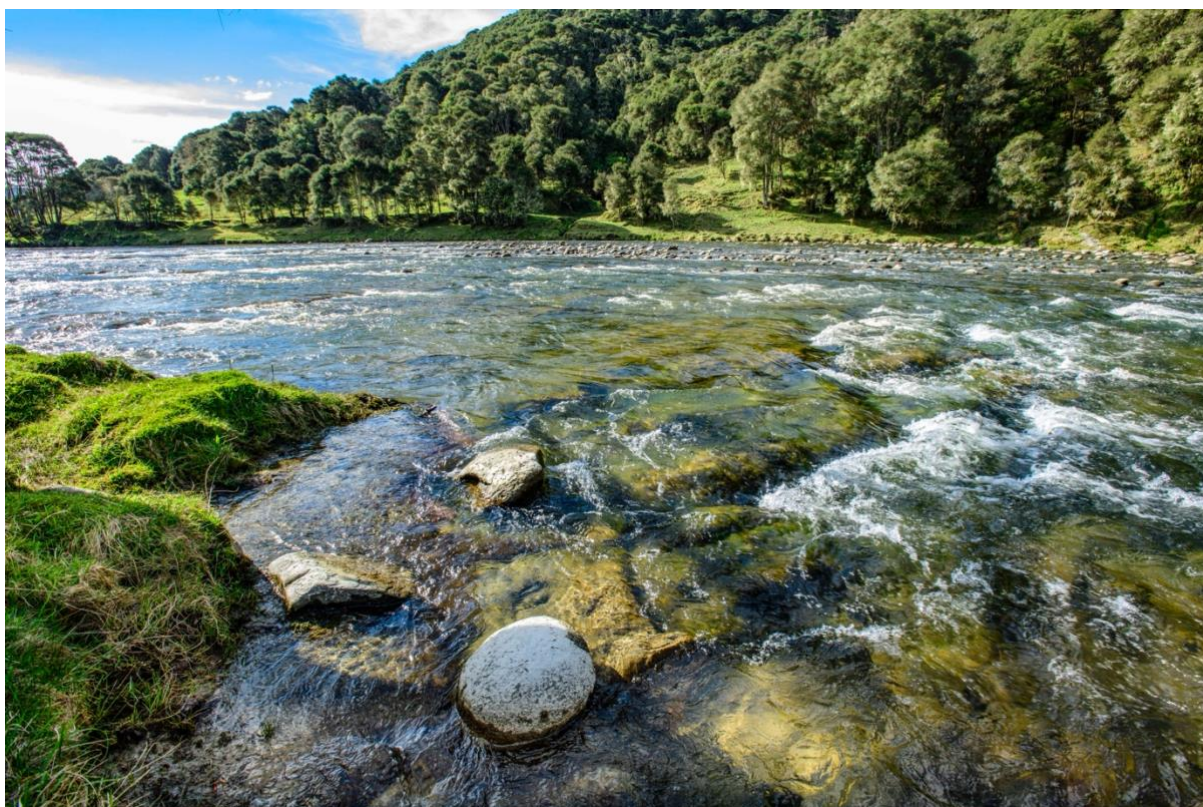


# Guardians of the Ruakituri Incorporated

## Constitution & Rules



*Revised for the Incorporated Societies Act 2022 and Charities Amendment Act 2023*

# GUARDIANS OF THE RUAKITURI INCORPORATED CONSTITUTION & RULES

**Adopted: 15 May 2026 Registered Office: 1149 Ruakituri Rd, RD 5, Wairoa 4195**

*A charitable organisation dedicated to the protection, restoration, and sustainable development of the Ruakituri catchment.*

**Version:** May 2026 Revision

**Prepared for:** Registration under the *Incorporated Societies Act 2022* and *Charities Amendment Act 2023*

**Status:** FINAL APPROVED

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# CONSTITUTION & RULES

## 1. Name

The name of the Society is Guardians of the Ruakituri Incorporated (“the Society”).

## 2. Purposes

The Society is established and maintained exclusively for charitable purposes, including any purposes ancillary to those charitable purposes.

The purposes of the Society are to: To leverage the Guardians’ collective strength, identity, and capability to:

- Enhance community life,
- build a thriving and attractive valley,
- enable good farming practice and compliance,
- Create opportunities that support both farming and non-farming families across Ruakituri.
- We exist to unite the valley, lift standards, and build a future where people want to stay, invest, and belong.

No Member or Associated Person may influence decisions regarding payments to themselves. Any payment must be for goods or services that advance the Society’s purposes and must be reasonable and at market value.

## 3. Compliance With the Law

The Society must comply with the Incorporated Societies Act 2022, the Charities Act 2005, and all other applicable legislation. This includes a minimum of a 3 year review cycle to confirm that all documents are still fit for purpose and if not changing them.

Documents to be reviewed include Charities rules/Constitution.

An annual return is to be filed with the Charities Services containing details as required.

## 4. Registered Office

The Registered Office shall be at a location in New Zealand determined by the Committee. Any change must be notified to the Registrar.

## 5. Powers

The Society may:

- use its funds to advance its purposes
- employ or contract people
- borrow money
- invest in any investment lawful for trustees

## 6. Membership

### 6.1 Minimum Number

The Society must maintain the minimum number of 10 Members as required by the Charities Act 2005 and the Charities Amendment Act 2023.

### 6.2 Becoming a Member

Applicants must:

- consent in writing
- complete any required form or interview
- be approved by the Committee, which may decline an application without giving reasons

### 6.3 Society Member Obligations

Members must provide and update their contact details. Membership does not give any Member a legal or equitable interest in the Society's property.

### 6.4 Subscriptions and Fees

Annual subscriptions and fees are set by a General Meeting. Any Member who fails to pay within 3 months becomes unfinancial and loses membership rights until payment is made. After 6 months, the Executive Committee may terminate any non-financial membership.

### 6.5 Ceasing Membership

Membership ends by:

- death
- resignation
- termination following dispute resolution

Resigning Members must return all Guardians of the Ruakituri property and remain liable for fees to the next balance date.

## 7. General Meetings

### 7.1 Annual General Meeting

An AGM must be held once each year. Business includes:

- confirming minutes
- receiving the annual report
- receiving the financial statements
- setting subscriptions
- considering motions
- general business
- election of officers as required

### 7.2 Special General Meetings

An SGM may be called by the Executive Committee or by written request of at least 75% of the Society Members.

### 7.3 Notice

At least 14 clear days' notice must be given for an AGM however a special general meeting can be called within 5 days notice if 75% of members agree.

### 7.4 Quorum

A quorum is 4 Members and must include at least 75% of the Executive Committee. To qualify as a member they must be financially paid up.

### 7.5 Participation

Members may attend:

- in person
- by original signed proxy
- via real time audio or audiovisual communication

### 7.6 Chairing

The Chair, chairs meetings. If absent, another Executive Committee Member is elected to chair. All Committee members have an equal vote. A genuine attempt for consensus is required however a simple majority vote will be binding, except when considering changes to this constitution.

## 8. Executive Committee

### 8.1 Composition

The Executive Committee consists of at least 4 Members of the society, who must be:

- natural persons
- Members of the Society
- not disqualified under the Act

The optimum Executive Committee includes:

- Chair
- Deputy Chair
- Secretary
- Treasurer (may be combined with Secretary)
- Financial support (power to provide a second approval for a requested spend)
- Contact Officer (this person can be engaged to complete this function, not necessarily an executive member)

### 8.2 Qualifications

Executive Committee Members must certify in writing that they are not disqualified. By not meeting the limitations of the Charities Act 2025.

### 8.3 Election

Nominations close 7 clear days before the AGM. If insufficient nominations are received, further nominations may be taken from the floor.

### 8.4 Term

Committee Members serve 3 year terms. The Chair may serve a maximum of 3 consecutive terms in that role, unless 100% of the Executive Committee vote to retain the chair for an extended time beyond the preferred 9 years.

### 8.5 Cessation

An Executive Committee Member ceases office if they:

- cease to be a Member
- resign
- become disqualified

All Guardians of the Ruakituri property must be returned within 7 days.

## 9. Executive Committee Duties

Executive Committee Members must:

- act in good faith and in the best interests of the Society
- use powers for proper purposes
- comply with the Act and these Rules
- exercise reasonable care and diligence
- avoid substantial risk of serious loss
- not agree to obligations the Society cannot meet

## 10. Executive Committee Powers

The Committee may:

- exercise all powers not reserved for General Meetings
- enter contracts
- delegate powers to sub committees or individuals

## 11. Sub committees

Sub committees may be appointed and must:

- have a quorum of half their members
- not co opt additional members
- not incur expenditure without authority
- not delegate their powers further

## 12. Conflicts of Interest

Executive Committee Members must disclose interests and record them in an interests register. Owning or managing a property within the Catchment area is an expectation and not treated as a Conflict of Interest. However Conflict may be considered if there is direct financial benefit to that property. Interested Members:

- may speak but not vote
- may be counted for quorum
- must not sign related documents If 50% or more of the Committee are interested, the matter must go to a Special General Meeting unless all non interested members agree otherwise.

## 13. Committee Meetings

The Executive Committee meets as required, including electronically. Quorum is two thirds of Executive Committee Members.

## 14. Records

### 14.1 Register of Executive Committee Members

The Secretary must maintain an up to date Register of Executive Committee Members including:

- name
- postal address
- phone number
- email address
- date joined
- occupation
- financial status

### 14.2 Access

Executive Committee Members may inspect the Register except for restricted information.

### 14.3 Register of Interests

The Secretary must maintain a Register of Interests disclosed by Executive Committee Members.

## 15. Finances

The Executive Committee controls the Society's funds and property, which must be used solely for the Society's purposes. All spends must be approved by any two nominated Executive Committee Members (Secretary, Treasurer, Financial controller). Good financial practices must be maintained at all times including full transparency with in the Executive Committee and with the General Committee at AGM, record keeping must meet best practice and no less than minimum standards as required by law or Grant contracts.

**Financial year:** 1 April – 31 March

## 16. Dispute Resolution

Disputes may be resolved through:

- informal discussion
- mediation
- arbitration
- investigation by the Committee or an external decision maker

Natural justice must be followed.

The decision maker may:

- dismiss the matter
- uphold a grievance
- reprimand, suspend, or terminate a Member
- order costs

## 17. Winding Up

If the organisation is wound up:

- no Member may receive any distribution
- surplus assets must be transferred to another organisation with similar charitable purposes

## 18. Amending the Rules

Rules may be amended by 75% majority at a General Meeting. Proposed amendments must be:

- signed by 10% of eligible Members
- submitted 30 clear days before the meeting
- notified to Members at least 5 clear days before the meeting

Approved amendments must be filed with the Registrar and notified to Charities Services.