

CONSTITUTION OF AUCKLAND PRIDE INCORPORATED

Approved 30 August 2025

1. NAME

- 1.1. The name of the Society is Auckland Pride Incorporated, in this Constitution referred to as the 'Society'.

2. DEFINED TERMS

- 2.1. In this Constitution, unless the context requires otherwise, the following words and phrases have the following meanings:
- a) **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;
 - b) **Agreement** means a legally enforceable obligation and includes a contract, or a deed;
 - c) **Annual Budget** means budget proposed for the financial year;
 - d) **Annual General Meeting (AGM)** means the Society's annual general meeting, which shall be held before 31 October in each calendar year on a date decided by the Board;
 - e) **Annual Plan** means a work plan referencing priorities laid out in the strategic plan. It outlines what will be delivered, when it will be delivered, and what measures of success look like for each financial year;
 - f) **Appointed Member** means the Takatāpui representative of the Board that have been appointed by the Board in accordance with the process set out in rule 9;
 - g) **Applicant** is anyone who has applied and not yet been confirmed as a Member of the Society;

- h) **Auckland Pride** means Auckland Pride Incorporated;
- i) **Auckland Pride Festival** means the annual festival organised by the Society in Tāmaki Makaurau Auckland;
- j) The **Board** means, collectively, all current Board Members at any given time;
- k) **Board Term** means the length of time that a Board Member serves on the Board before standing down. Typically these will be referred to in 'years', but in this case a year will most commonly mean the time between AGMs. For example, a two year Board term expires at the AGM in 2 years time, not on the calendar date anniversary of appointment to the Board;
- l) **Constitution** means the rules in this document, as amended or varied from time to time;
- m) **Co-opted Member** means the Board Members co-opted to the Board in accordance with the process set out in rule 8.10;
- n) **Elected Members** means members of the Board that have been elected by the Members in accordance with the procedure set out in rule 8.9;
- o) **Festival Dates** means the advertised dates of the annual Pride Festival. These dates are excluded from any timings when considering meeting obligations under these rules, such as those defined in rule 10.6;
- p) **Financial Statement** is defined in rule 11.4;
- q) **General Meeting** means either an Annual General Meeting, or Special General meeting of the Members of the Society;
- r) **Member** is a person who has consented to become a Member of the Society and been admitted as a Member and not ceased to be a Member;
- s) **Officer** means a person who is:
 - i) a member of the Board, or
 - ii) occupying a position in the Society that allows them to exercise significant influence over the management or administration of the Society, including any Executive Director;
- t) **Register of Members** means the electronic register of the Members of the Society as required by section 79 of the Act;
- u) **Society** means Auckland Pride Incorporated;
- v) **Society's member portal** means membership.aucklandpride.org.nz, or whatever is the current primary means for members to access information to member-only information;
- w) **Society's website** means aucklandpride.org.nz, or whatever the primary website for the society is at any given time;

- x) **Special General Meeting** means a meeting of the membership, called and notified as per rule 10;
- y) **Strategic Plan** means the document outlining the vision, mission, strategic areas of focus, and our values which guides the organisation for a defined period;
- z) **Takatāpui, MVPFAFF+, and Rainbow communities** in these rules, is intended to be used as an umbrella term to describe people whose sexual orientation, gender identity, gender expression or sex characteristics differ from majority, binary norms. This includes people who identify with terms like takatāpui, lesbian, gay, bisexual, intersex, transgender, queer, non-binary or fa'afafine, as well as people who don't use specific words for their identity, people whose identity changes over time, and people who are in the process of understanding their own identity and may not have 'come out' to themselves or others;
- aa) **Working Days** means as defined in the Legislation Act 2019. Examples of days that are not **working days** include, but are not limited to: a Saturday, a Sunday, Waitangi Day, Good Friday, Easter Monday, ANZAC Day, the Sovereign's birthday, Te Rā Aro ki a Matariki, and Labour Day.

2.2. In this Constitution it is assumed that:

- a) where the singular is used, plural forms of the noun are also inferred; and
- b) headings are a matter of reference and not a part of the Constitution.

2.3. The Board shall decide all other rules and other governance matters not expressly covered by this Constitution.

3. TE TIRITI O WAITANGI

- 3.1. Auckland Pride is committed to honouring Te Tiriti o Waitangi by collaboration and strengthening partnerships with whānau, hapū, rūnanga and iwi, as well as Māori exercising those rights and responsibilities in areas where Auckland Pride is active.
- 3.2. Auckland Pride is committed to full engagement with and participation of Tangata Whenua and tauiwi (non-Māori).

4. PURPOSES OF THE SOCIETY

- 4.1. The Society is established and maintained exclusively for charitable purposes (including any purposes ancillary to those charitable purposes), namely to:
 - a) facilitate and promote the delivery of an Auckland Pride Festival for

Takatāpui, MVPFAFF+ and Rainbow communities, and wider communities of Tāmaki Makaurau Auckland and Aotearoa New Zealand;

- b) provide opportunities for Takatāpui, MVPFAFF+ and Rainbow Communities to create and participate in cultural events and activities under the umbrella of an Auckland Pride Festival;
- c) foster an environment through the Auckland Pride Festival for Takatāpui, MVPFAFF+, and Rainbow communities to celebrate our diverse identities and experiences;
- d) form partnerships with other organisations that share similar values, aims and objectives to the Society;
- e) further the prospects of Takatāpui, MVPFAFF+, and Rainbow communities by advocating for their equality and liberation; and
- f) do anything necessary or helpful to further the above objectives.

4.2 Without derogating from the charitable purposes set out in rule 4.1 above, in pursuing Auckland Pride’s purpose, the Board and the members shall at all times endeavour to uphold the following principles:

- a) Rainbow diversity: recognise and respect the diversity of Takatāpui and Rainbow communities;
- b) Cultural diversity: recognise and respect the bicultural heritage of Aotearoa/New Zealand and its current cultural diversity;
- c) Equality: promote and act in accordance with individual’s rights not to be discriminated against, in particular based on their sexual orientation or gender identity; and
- d) Professionalism: act with professionalism and integrity and in a manner that maintains and enhances the mana and standing of Takatāpui and Rainbow communities and Auckland Pride.

4.3 Auckland Pride is fully committed to engaging and supporting all culturally diverse communities in all aspects governed by Auckland Pride Members.

5. POWERS

5.1. The Society has the powers of an individual and acts through the Board. The Society may act or refrain from acting, or exercise any rights or powers to achieve its objectives, including the following:

- a) enter into contracts or other partnerships that are beneficial to the Society’s purpose, aims or objectives;
- b) acquire, hold, deal with and dispose of property;

- c) charge for services and facilities;
- d) Raise funds and accept donations to further the Society's objectives; employ people to assist the Society to achieve its objectives;
- e) issue or defend any legal proceeding;
- f) Apply for, or acquire any license or permit, deemed necessary or expedient by the Board;
- g) invest money;
- h) borrow money and provide security for that money; and
- i) any other act or omission considered necessary or incidental by The Board to enable the Society to achieve its objectives.

6. CONTACT PERSON

- 6.1. The Society shall have at least 1 but no more than 3 contact person(s) whom the Registrar of Incorporated Societies can contact when needed.
- 6.2. Any contact person must be at least eighteen (18) years of age and ordinarily resident in Aotearoa New Zealand.
- 6.3. The Board will appoint appropriate Board members or employees to fill this role and provide the required contact details to the Registrar of Incorporated Societies.

7. MEMBERSHIP

- 7.1. The Society shall maintain the minimum number of Members required by the Act.
- 7.2. The Society will consist of two classes of membership:
 - a) Member;
 - b) Life Member.
- 7.3. The Board may, from time to time, define additional classes of members provided that those members do not have the ability to vote at an AGM, SGM or other meeting of Auckland Pride.
- 7.4. Membership of the Society will be available to any individual who is:
 - a) 16 years of age or older;
 - b) Supportive of the Society's purposes as set out in this Constitution; and

- c) Approved as a member following their application to become a member submitted in the form prescribed by the Board, and upon payment of the current annual membership fee.

7.5. Membership affords voting and speaking rights at any General Meeting.

Membership Applications

7.6. Applications for membership, submitted in the form prescribed by the Board, will be considered by the Board or its appointed agent(s).

7.7. Applicants must provide their name and contact details to become a member.

7.8. Every applicant for membership must consent in writing to becoming a member.

7.9. An applicant may be refused membership if:

- a) Such membership would violate any section of this Constitution;
- b) The applicant has been expelled at any time prior; or
- c) The applicant has acted in a manner contrary to the Purposes of the Society.

7.10. The Board or its appointed agent(s) may accept or decline an application for membership at its sole discretion and must advise the applicant of its decision. The Executive Board or its appointed agent(s) will use the membership and application guidelines detailed in this section when making its decision whether to accept or decline an application for membership.

7.11. No applications for membership shall be accepted within 12 working days of the date fixed for the convening of a General Meeting until the conclusion of that meeting.

Register of Members

7.12. The Board will maintain an up-to-date Register of Members of the Society.

7.13. The Board may appoint a membership secretary to manage the Membership Register. If no membership secretary is appointed, the Secretary of the Board shall manage the Membership Register.

7.14. The Register shall contain the names and email addresses numbers of all Members, the dates at which they became Members and the date for renewal of their membership.

7.15. An applicant is granted membership when the Board or its agent is satisfied that the applicant is eligible for membership and the applicant is notified and

their name is added into the Register of Members.

- 7.16. The register of members will be accessible only to the Board, employees, and Members of the Society.

Fees

- 7.17. The Board may from time to time set any annual membership fee, the payment of which may be a condition for ongoing membership of the Society.
- 7.18. The Board has the power to waive entirely or fix fees at concession rates, in appropriate cases.

Term of Membership

- 7.19. The membership year is 1 April until 31 March. Persons joining the Society after 1 January but before 1 April will be granted a full year's membership from 1 April, as well as whatever term of membership occurs before the 1 April membership anniversary.
- 7.20. The period of membership for a Board Member shall continue indefinitely, but shall expire on 31 March following the date on which the person ceases to be a Board Member.
- 7.21. At a reasonable time before the expiry of a Members' membership, the Society must cause to be sent to each member a notice of renewal (in a form prescribed by the Board) setting out:
- a) the annual membership fee for the following year; and
 - b) the method of renewal.
- 7.22. A Member paying the annual membership fee and complying with the method for renewal shall continue to be a Member of the Society.

Termination of Membership

- 7.23. A person ceases to be a Member if:
- a) written notice of the Members resignation from membership has been lodged with the secretary;
 - b) the person has not affected renewal within one month of the renewal date;
 - c) the person is expelled from the membership in accordance with this Constitution; or
 - d) the person dies.

- 7.24. The Board has the right to suspend or expel any member when the following two requirements are satisfied:
- a) The member has acted contrary to the purposes of the Society; acted in a significantly offensive manner, as determined by the Board; and/or acted in a manner that brings the Society into disrepute; and
 - b) The member has been notified in writing by the Board of the allegations against them and a disputes resolution process has been followed in accordance with this Constitution.
- 7.25. A person ceases to be a Member when they are removed from the Register of Members, and are notified of their removal. Notification of removal must happen within 48 hours from removal from the Register.
- 7.26. Cessation of membership does not relieve any member from any liability incurred prior to their ceasing to be a member.

Life Membership

- 7.27. Life Members are recommended to the Membership by the Board. The Board shall consider the proposed Life Member's service to the Society and to Takatāpui, MVPFAFF+, and Rainbow communities.
- 7.28. A Life Membership is conferred upon a proposed Life Member following:
- a) A majority vote of the membership at any general meeting; and
 - b) The individual consenting in writing to become a Life Member, and providing their name and contact details to the Board.
- 7.29. Life members will have the right to attend and vote at all General Meetings of the Society.
- 7.30. Life Members will not be required to pay any annual membership fee following their confirmation as a life member nor to renew their membership.
- 7.31. A Life Membership will only cease if the Life Member:
- a) Gives written notice of retirement to the Board; or
 - b) Acts in a way that is objectionable to the Board in its sole opinion, and the Board unanimously resolves to revoke that person's appointment as a Life Member. That person's membership ceases when the Board makes a unanimous resolution. The Board's decision is final.

8. BOARD MEMBERSHIP

- 8.1. A Board Member must be a Member of the Society who is eligible to be an Officer under section 36B of the Charities Act 2005 and may not:
- a) Be an employee of the Society;
 - b) Act in a paid role under the direction of the Society's employees;
 - c) Be an employee of the Society, or a person that has acted in a paid role under the direction of its employees may not stand as an elected board member for one year following the end of their paid role in the organisation.
- 8.2. The number of Board Members at the Annual General Meeting following the adoption of this Constitution shall be a maximum of ten.
- 8.3. The Board shall be made up of six elected members, up to four co-opted members, and including one appointed Takatāpui representative:
- a) The six Elected Members shall be elected by the membership at a General Meeting;
 - b) The Takatāpui representative will be appointed according to rule 8.10.b by a Rōpū Māori;
 - c) In co-opting the three co-opted Board Member positions according to rule 8.10.a, the Board will give consideration to the representation of diversity of Takatāpui, MVPFAFF+, and Rainbow communities and/or skill sets required by the Board;
 - d) A fourth co-opted member may be co-opted in the circumstances described in rule 8.10.b.iv.
- 8.4. Board Members shall be elected, co-opted or appointed for an initial Board term of:
- a) Until the 2nd subsequent AGM for elected members (typically two years, or less for members elected at an SGM);
 - b) Until the next AGM for co-opted Board Members (typically one year or less);
 - c) Until the 2nd subsequent AGM for the appointed Takatāpui representative.
- 8.5. A retiring Board Member shall be eligible to stand for re-election, co-option or appointment.
- 8.6. The number of positions available to be elected to at each AGM shall be the number of Elected Board Member positions that are empty, in considering the number of Board Members whose Board terms expire at

the AGM, and any other resignations.

- 8.7. Notwithstanding anything in the Constitution a Board Member may resign from the board at any time and not seek re-election.
- 8.8. All Board Members shall complete an application form, in a form prescribed by the Board. In doing so all Board applicants declare that they meet the requirements set out by the board, which include but aren't limited to: demonstrating they have detailed understanding of the Society's Constitution; and meets all requirements to be an officer under section 36B of the Charities Act 2005.

Elected Members

- 8.9. New Elected Members shall be elected by the Members at a General Meeting according to the following procedure:
 - a) Any two Members may nominate another Member for election;
 - b) The nomination must be in the format prescribed by the Board, endorsed by the two nominators, and lodged with the Board Secretary by the candidate no later than 10 working days prior to the General Meeting;
 - c) The Board Secretary will ensure that the candidates for election are circulated to all Members no later than 5 working days prior to the date of the General Meeting;
 - d) At the General Meeting, the Members shall vote for their preferred candidates by lot. The candidates with the most votes will be elected as Board Members;
 - e) Members may cast a vote of 'no confidence' in any candidate. Should the majority of votes for any candidate be 'no confidence', that candidate will not be elected to the Board;
 - f) In the case of a tie vote, a further election shall take place to determine the successful candidate;
 - g) In the case of Elected positions remaining unfilled following a General Meeting, the position remains unfilled until the next General Meeting;
 - h) Should the number of Elected Board Members fall below three, the Board must immediately hold an SGM (or bring forward the year's AGM if possible) to provide an opportunity for the election of new Elected Board Members.

Co-opted and Appointed Members

- 8.10. The Board may co-opt up to three Board Members, and appoint one Takatāpui representative. The procedures for appointing Board Members is as follows:
- a) The Board will, at its sole discretion, determine the methods through which Board Members will be co-opted. The Board is under no obligation to publicly advertise or call for expressions of interest in the role, although it may choose to do so;
 - i) Those co-opted to the Board must be members of the society prior to being co-opted to the Board;
 - ii) all current Board Members shall vote to co-opt new Board Members. A person is co-opted as a Board Member if 75% or more of all current Board Members vote in support of that person's appointment;
 - iii) Co-opted Members are appointed until the next AGM;
 - b) The Takatāpui representative will be appointed under advice from Māori:
 - i) The Board will make an appointment on the basis of a recommendation from the Rōpū Maori (or equivalent) if exists for the Society at the time of appointment;
 - ii) If no Rōpū Maori (or equivalent) exists at the time of appointment, then the Board will seek to convene an interim committee, comprised of three to four tangata whenua, the sole scope of which is to make a recommendation to the Board;
 - iii) On receiving the recommendation from the Rōpū Maori (or equivalent, or interim committee), the Board must minute the acceptance of the recommendation at their next Board meeting. The Takatāpui representative becomes a Board Member at the meeting the recommendation is minuted as accepted;
 - iv) If the Rōpū Maori advises that a current member of the board should fulfill the role of the Takatāpui representative, then the Rōpū Maori may recommend a further one person to be co-opted onto the board until the following AGM.

Removal of Board Members

- 8.11. A person will cease to be a Board Member if:
- a) they retire as a Board Member by giving two months' prior written notice to the Board. That person's membership ceases two months after they give

written notice of retirement to the Board; or

- b) they do not attend three consecutive Board meetings without prior approval of the Board. That person's membership ceases when the Board provides them with written notice that their membership has ceased; or
- c) The Board term to which they were appointed to the Board has expired; or
- d) they act in a way that is objectionable to the Board in its sole opinion, and the Board (excluding the Board Member(s) in question) unanimously resolves to revoke that/those persons' appointment as a Board Member. That/those persons' membership ceases when the Board makes a unanimous resolution to revoke that/those persons' membership. The Board's decision is a final decision; or
- e) the Members by ordinary resolution at a General Meeting vote to remove a Board Member from office.

- 8.12. An outgoing Board Member will deliver all Society property and documents within their possession to the Board within two weeks of the cessation of their membership.

Replacement of Board Members

- 8.13. The Board may replace a Board Member who ceases to be a member under 9.11.a or 9.11.b using the procedure set out in 9.10.a above.
- 8.14. Replacement Board Members are appointed until the next AGM.
- 8.15. All changes to the make-up of the Board (election, co-option, appointment, removal of Board Member) must be advised to the membership within 10 working days of the changes taking effect.

9. BOARD GOVERNANCE

- 9.1. The Board acts unanimously and:
- a) is made up of all current Board Members;
 - b) governs the Society and acts on its behalf to achieve its objectives;
 - c) exercises all powers and rights of the Society;
 - d) controls and manages the Society's administration of its affairs, its property and funds;
 - e) governs all matters relating to the Society which are not expressly covered by this Constitution;

- f) May delegate any of its powers it deems necessary to sub-committees, volunteers, staff or other persons involved with the Society as it sees fit;
- g) Decisions requiring a motion to be passed by the Board and which may not be delegated are:
 - i) The approval of the Annual Plan;
 - ii) The approval of the Annual Budget, and any subsequent updates to it;
 - iii) Decisions to spend money that aren't accounted for in the Annual Budget;
 - iv) Entering an Agreement which meets any of the following criteria:
 - a) Agreements, including employment agreements, that have a term of greater than 12 months;
 - b) Agreements under which another party provides funding to the Society by way of sponsorship, and that funding has a monetary value of more than \$20,000.
- h) May make any other decisions in accordance with rule 11.3, subject to this Constitution.

9.2. Office holders: By majority vote of the Board, the Board shall appoint certain Board Members to be:

- a) Chair, or Co-Chairs in the case of a joint role;
- b) Secretary; and
- c) Treasurer.

9.3. Board meetings:

- a) The Board will meet at least six times each calendar year.
- b) The quorum for a Board meeting is more than 50% of all current Board Members, but no less than four members.
- c) Only Board Members present at a Board meeting may vote at that Board meeting unless the Board permits votes by proxy. Proxy votes may only be made on motions proposed and circulated to the Board Members not less than 24 hours in writing in advance of the Board Meeting. Those wishing to submit a proxy vote must communicate that vote to the Board Secretary prior to the start of the meeting. The Board Member submitting a proxy vote does not count towards quorum of the meeting, and quorum for the meeting must still be achieved with the remaining Board Members present.

- d) The Board may choose to conduct meetings in a non-face to face manner. This includes (but is not limited to) communication options such as phone conference, video conference, email or other participatory methods where all rules governing meetings can be met.
- e) For any motion of the Board to pass, the number of votes for the motion must be equal to that of the quorum requirements of the meeting. For example, in a board of nine members, quorum for a meeting is five people. Should a meeting of six people be held, any motion must receive four votes in favour to pass.

9.4. Minutes:

- a) The Secretary shall record Board meeting minutes in writing.
- b) When required, the Chair or Co-Chairs (jointly or severally) shall sign the Board meeting minutes once they are read and confirmed.

10. GENERAL MEETINGS

10.1. Date of General Meeting:

- a) The Society's Annual General Meeting shall be held before 31 October in each calendar year on a date decided by the Board.
- b) The date of any Special General Meeting will be in accordance with rule 11.4.
- c) The Secretary shall inform all Members by email of the General Meeting date at least 25 working days before an Annual General Meeting and at least 10 working days before a Special General Meeting.
- d) The Secretary shall inform all Members by email of the time, place, agenda for the meeting and any motions to be put to the membership at least 10 working days before the General Meeting.
- e) To enable the society to best meet its objectives, no General Meeting may be held during the advertised festival dates.

10.2. Attendance & Voting:

- a) All classes of Members, may attend and vote at the Annual General Meeting. The quorum for a General Meeting is twenty (20) Members.
- b) If, at the end of 30 minutes after the time set out in the notice for the opening of the General Meeting, there is no quorum, the meeting shall

stand adjourned for one week.

- c) If at such a reconvened meeting a quorum required under clause 10.2.(b) is not present, then those Members entitled to vote who are present at the reconvened meeting will be the quorum and will be deemed to be competent to discharge the business of the meeting.
- d) The General Meeting shall be chaired by the Chair or Co-Chairs, or their delegate(s). The Chair/Co-Chairs of the meeting shall decide whether the vote at the General Meeting shall be by:
 - i) voice;
 - ii) show of hands; or
 - iii) secret ballot.
- e) Proxy votes can be cast by any member who cannot attend a General Meeting, only on motions that are part of the agenda advertised not less than 10 working days prior to the General Meeting. All proxy votes shall be submitted in a form determined by the Board, and received by the Secretary of the Board 24 hours prior to the advertised start time of the General Meeting. Members voting by proxy do not contribute to the quorum of the meeting, and the meeting quorum as prescribed in rule 12.2 must still be achieved from members present.

10.3. The Society must keep minutes of all General Meetings. Copies of the minutes of a General Meeting will be held at the offices of the Society, and will be available to any Member on request.

10.4. The Society may pass a written resolution in lieu of a General Meeting, and a written 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 90 percent of the eligible members voting on the resolution. A written 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 written resolution by signing the resolution or giving approval to the resolution in any other manner permitted by the constitution (for example, by electronic means).

10.5. Annual General Meeting Business:

- a) The business at an Annual General Meeting shall be:
 - i) receiving the minutes of the previous year's Annual General Meeting, and minutes from any Special General Meetings held in the time since;

- ii) the Chair/Co-Chairs' report on the Society's business;
- iii) the Treasurer's report on the Society's finances and its Financial Statement for that year;
- iv) The Executive Board provide notice of any disclosures of conflicts of interest made by Executive Board Members during that period (including a summary of the matters, or types of matters, to which those disclosures relate);
- v) the retirement and election of Board Members in accordance with rule 9.9; and
- vi) general business.

10.6. Special General Meetings:

- a) The Board may call a Special General Meeting (SGM) at any time;
 - i) The Membership may call a SGM by serving notice to the Board, with no less than ten percent of the current membership signed to the notice;
 - ii) The Board must respond to such a notice within 10 working days (not including Festival Dates), and hold the SGM within 30 working days (not including Festival Dates) of the notice being served to them;
 - iii) All notices received by the Board, and responses to those notices, will be published on the society website;
 - iv) The notice from members must include the exact motion(s), including exact wording, the signing members wish to be presented to the membership;
 - v) Should the Board receive several notices for an SGM within a short timeframe, the Board may choose to combine all requested motions into a single SGM provided it still meets the timeline set out in 13.3 (b) for all received notices;
 - vi) Should the Board receive notice(s) within 30 working days of an AGM, the Board may choose to present the motion(s) to the membership at the AGM instead;
 - vii) The Board may only reject a notice to call an SGM, or any individual motion(s) contained within, if:
 - The notice has not received the required number of signatories from membership on the date of submission; or

- The notice and/or motions are reasonably deemed to be illegible; or
- The motions are determined as being too similar to motions already received or to be put to the membership at an upcoming SGM or AGM; or
- Upon receiving professional legal advice, the advice determines the motion(s) requested do not meet the rules of the society.

viii) Once the Board has advertised to its members an upcoming SGM or AGM, no further notices (to call an SGM or for motions to be considered by the membership) may be received by the Board until after that General Meeting has taken place. Notices are not carried over and any notices received during this time will be discarded.

10.7. Motions considered at General Meetings:

- a) The Board must advertise any motions it wishes to be considered at a General Meeting 10 working days in advance of the meeting;
- b) Members may raise motions in advance of the General Meeting in accordance with rule 10.1.(c);
- c) Motions raised on the floor of a General Meeting:
 - i) Any member present may raise motions to be considered on the floor of a General Meeting during the general business section of the agenda;
 - ii) For the sake of clarity, proxy voting cannot apply to motions that are raised on the floor of a General Meeting;
 - iii) For the sake of clarity, motions raised on the floor of a general meeting cannot attempt to alter the rules of the society. All motions to amend the rules of the society must be advertised to all members 10 working days in advance of a General Meeting.

11. **BANK ACCOUNTS AND FINANCIAL RECORDS**

- 11.1. The Society's money must be kept in a bank account or bank accounts in the name of Auckland Pride Incorporated.
- 11.2. All amounts must be deposited into the Society's bank account as soon as practicable after receipt.
- 11.3. The Board must keep accurate written records and accounts, showing full and

accurate particulars of the Society's financial affairs.

- 11.4. The Treasurer must, as soon as practicable after the end of each financial year, ensure a written statement is prepared (Financial Statement) containing the following particulars:
 - a) Income and expenditure during the last financial year;
 - b) Assets and liabilities at the end of that financial year; and
 - c) all mortgages, charges and securities over any Property held by the Society at the end of that financial year.
- 11.5. The financial year end for the purposes of the Financial Statement is 30 June of each calendar year.
- 11.6. The Financial Statement must be approved by the Members at the Annual General Meeting.
- 11.7. The Treasurer must submit the Financial Statement to the Registrar of Incorporated Societies by the Registrar's deadline date.
- 11.8. The Financial Statement must be accompanied by a certificate signed by the Treasurer confirming that the Financial Statement has been approved by the Members at the Annual General Meeting.
- 11.9. If an agreement being entered into meets any of the Criteria defined in 12.1.g.iv, that Agreement must be signed by the Chair (or at least one Co-Chair) and countersigned by another Officer.

12. NO PECUNIARY GAIN

- 12.1. Any income, benefit or advantage shall be applied to the objectives of the Society.
- 12.2. No member of the organisation or any person associated with a member, shall participate in or materially influence any decision made by the organisation, in respect of the payment to or on behalf of that member or associated person of any income, benefit, or advantage whatsoever.
- 12.3. Any such income shall be reasonable and relative to that which would be paid in an arm's length transaction (being open market value).
- 12.4. The provisions and effect of this rule shall not be removed from this document and shall be included and implied into any document replacing this document.

13. DISPUTE RESOLUTION

- 13.1. A dispute is a disagreement or conflict involving the Society and/or its Members in relation to specific allegations set out below.
- 13.2. The disagreement or conflict may be between any of the following persons:
- a) Two (2) or more Members;
 - b) One (1) or more Members and the Society;
 - c) One (1) or more Members and one (1) of more Board Members;
 - d) Two (2) or more Board Members;
 - e) One (1) or more Board Members and the Society;
 - f) One (1) or more members or Board Members and the Society.
- 13.3. The disagreement or conflict relates to the following allegations:
- a) a Member or a Board Member has engaged in misconduct;
 - b) a member or a Board has breached, or is likely to breach, a duty under this constitution or the Act;
 - c) the Society has breached, or is likely to breach, a duty under this constitution or the Act; or
 - d) a Member's rights or interests as a Member have been damaged or Members' rights or interests generally have been damaged.
- 13.4. A Member or a Board Member may make a complaint by giving to the Board (or a complaints subcommittee) a notice in writing that:
- a) states that the Member or Executive Board Member is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
 - b) sets out the allegation(s) to which the dispute relates and whom this is against; and
 - c) sets out any other information or allegations reasonably required by the Society.
- 13.5. The Society may make a complaint involving an allegation against a Member or an Executive Board Member by giving to the Member or Executive Board Member a notice in writing that:
- a) states that the Society is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and

b) sets out the allegation to which the dispute relates.

- 13.6. The information setting out the allegations must be sufficiently detailed to ensure that a person against whom allegation(s) is made is fairly advised of the allegation(s) concerning them, with sufficient details given to enable that person to prepare a response.
- 13.7. All Members (including the Executive Board) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Society's activities.
- 13.8. The complainant raising a dispute, and the Executive Board, 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.
- 13.9. A Member or an Executive Board Member who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
- 13.10. If the Society makes a complaint, the Society has a right to be heard before the complaint is resolved or any outcome is determined, and an Executive Board Member may exercise that right on behalf of the Society.
- 13.11. Without limiting the manner in which the Member, Executive Board Member, 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 Member's, Executive Board Member's, or Society's written or verbal statement or submissions (if any) are considered by the decision maker.
- 13.12. The subject of a complaint under clause 27c. ('the respondent') has the right to be heard before a complaint is resolved or any outcome is determined.
- 13.13. If the respondent is the Society, an Executive Board member may exercise the right to be heard on behalf of the Society.
- 13.14. Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if:

- a) the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
 - b) the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - c) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - d) an oral hearing (if any) is held before the decision maker; and
 - e) the respondent's written statement or submissions (if any) are considered by the decision maker.
- 13.15. The Society must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with this Constitution, ensure that the dispute is investigated and determined.
- 13.16. Disputes must be dealt with under the Constitution in a fair, efficient, and effective manner and in accordance with the provisions of the Act.
- 13.17. 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 covered in clause 27c; or
 - 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.
- 13.18. The Society may refer a complaint to a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.
- 13.19. 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).
- 13.20. A person may not act as a decision maker in relation to a complaint if two (2)

or more members of the Board or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be impartial; or able to consider the matter without a predetermined view.

14. DISSOLUTION OF THE SOCIETY

- 14.1. The Society may be liquidated in accordance with the provisions of Part 5 of the Act;
- 14.2. The Board shall give 30 working days written notice to all Members of the proposed resolution to put the Society into liquidation;
- 14.3. The Board shall also give written 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;
- 14.4. Any resolution to put the Society into liquidation must be passed by a two-thirds majority of all Members present and voting;
- 14.5. The Society may be removed from the Register of Incorporated Societies following the same process and same notice and voting requirements;
- 14.6. On the dissolution of the Society all surplus assets less payments of any costs, debts and liabilities will, subject to any current obligations, be disposed of for such exclusively charitable purposes in Aotearoa New Zealand that the Society may determine by resolution at a SGM convened for that purpose;
- 14.7. The provision and effect of rule 14.6 shall not be removed from this document and shall be included and implied into any document replacing this document.

15. ALTERING THE CONSTITUTION

- 15.1. All amendments must be made in accordance with this Constitution. Any minor or technical amendments shall be notified to Members as outlined in section 31 of the Act.
- 15.2. The Society may amend or replace this Constitution at a General Meeting by a resolution passed by a three-quarters majority of those Members present and voting.
- 15.3. A Member may propose a motion to alter or replace this Constitution by giving it in writing to the Board at least 20 working days before the General Meeting at which the motion is to be considered, accompanied by a written explanation of the reasons for the proposal.

- 15.4. At least 10 working days before the General Meeting at which any amendment is to be considered, the Secretary shall give to all Members written notice of the proposal, and any recommendations the Board has.
- 15.5. When an amendment is approved by a General Meeting 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 that Act.
- 15.6. No addition to or alteration of the non-profit purposes, no pecuniary gain rule or the dissolution of the society rule shall be made which affect the tax exempt status. The provisions and effect of this rule shall not be removed from this document and shall be included and implied into any document replacing this document.