Constitution of

NEW ZEALAND DEERSTALKERS' ASSOCIATION (BAY OF PLENTY BRANCH) INCORPORATED

Incorporated Society Number 213697

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1 NAME AND BACKGROUND

1.1 The NEW ZEALAND DEERSTALKERS' ASSOCIATION BAY OF PLENTY BRANCH INCORPORATED (the **Branch**) was incorporated under the Incorporated Societies Act 1908 on the 6th of November 1961 and has, or will, transition under the Incorporated Societies Act 2022 on or about the 1st of July 2025.

1.2 This Constitution sets out the rules of the Branch. This constitution is subject to the terms of the National Association's constitution.

1.3 The Branch is a branch of the National Association. Branch members are also members of the National Association and must comply with the rules and fulfil the obligations of both the Branch and the National Association, and are subject to the liabilities or obligations incident to the National Association and the Branch, whether under the Act, these rules, or the National Association's constitution and policies, or any other applicable laws.

1.4 Schedule One sets out the standing orders for conduct at all meetings.

2 REGISTERED OFFICE AND CONTACT OFFICER

2.1 The registered office of the Branch is R617 State Highway 29, Tauriko, Tauranga, 3110, New Zealand, or any other office notified from time to time by the Secretary, to which all communications may be addressed.

2.2 The Secretary is the 'contact officer' of the Branch in accordance with the provisions of section 113 of the Act and all correspondence and notices may be delivered to the Secretary.

3 PURPOSE AND OBJECTS

The not-for-profit purpose and objects for which the Branch is established are:

3.1 The encouragement and advancement of the sport of hunting, bush craft, shooting and the like in the local area of the Branch and to provide all members with facilities for the same;

3.2 The fostering and application of ideals, rules and codes of ethics of the National Association;

3.3 To provide the machinery and organisation for consultation and dispute resolution between Branch members;

3.4 To represent and take action to protect the interests of hunters and to carry out the decisions of the National Association's Conference or AGM;

3.5 To assist the National Association;

3.6 The settlement of all questions referred to the Branch; and

3.7 To do all things as are incidental or conducive to the attainment of Rule 3.1 to Rule 3.6 (inclusive) above and the purpose and objects of the National Association.

4 POLICY

4.1 All policy, rules and the like of the National Conference and the NZDA Board and the code of ethics of the National Association shall form the policy of the Branch and shall be accepted as such and loyally supported by all members of the Branch.

4.2 No member of the Branch shall make any report or public statement contrary to the national policy of the National Association or the policy of the Branch.

4.3 To the extent of any inconsistency between the policy, rules and like of the National Association and the Branch, the policy, rules and the like of the National Association prevail.

5 MEMBERSHIP

5.1 (***Qualification for Membership***) Membership of the Branch shall be open to persons qualified for membership by reference to the membership categories and types pursuant to the National Association in accordance with its rules and who reside within the area fixed from time to time by the NZDA Board as being the territory of the Branch.

5.2 "***Day Members"***. The Branch will register non-members as "Day Members" for insurance purposes at the TECT Park Ranges. A Day Member charge will be levied on each non-member as prescribed by the committee to be determined from time to time.

5.3 (***Centralised Administration System***) The Committee may, at its discretion, delegate certain aspects of membership administration of the Branch to the National Association from time to time as the Committee determines.

5.4 (***Life Membership***) Subject to obtaining the approval of the NZDA Board the Branch may, by Ordinary Resolution passed at a General Meeting, confer life membership on any member in recognition of their outstanding service to the Branch.

5.5 (***Honorary Membership***):

(a) Honorary membership may be conferred by the Committee on persons in recognition of conspicuous services to hunting, or related activities, or assistance provided to the Branch.

(b) Honorary members are entitled to take part in the activities of the National Association and receive the same advantages as Financial Members, but may not vote at meetings or hold office on the Committee.

(c) Honorary members shall remain as Honorary members at the pleasure of the Committee, and shall not pay any subscription.

5.6 Every member of the Branch, excluding Day Members, is deemed to be a member of the National Association and liable for all the obligations of membership in accordance with that Act.

5.7 Subject to Rule 5.1 above, members of the Branch shall be persons who qualify for membership in accordance with these rules, the National Association rules, and whom have been approved by the Committee in accordance with Rule 5.8 below.

5.8 (***Application for Membership***):

(a) Every person who wishes to become a member of the Branch must consent to becoming a member of both the Branch and (except for Day Members) the National Association and apply on the then current application form as prescribed by the Committee and/or the National Association, as applicable.

(b) The completed form must be provided to the Branch or, if otherwise directed, to the National Association, together with payment of the applicable membership fee.

(c) If the application form is duly and validly completed and the applicant provides evidence of a current valid firearms licence, the application for membership of the Branch shall be granted.

(d) If the application form for an applicant is duly and validly completed but the applicant does not provide evidence of a current valid firearms licence, the Membership Secretary will submit the applicant for election to membership of the Branch to the Committee at the next practical Committee meeting or by digital communication.

(e) The Committee shall vote on conferring membership to any applicants who do not hold a current valid firearm licence.

(f) The Membership Secretary shall promptly notify the National Association and the applicant of the outcome of the vote.

5.9 (***Ceasing* membership**) A member may cease to be a member by giving notice to the Secretary and the National Association in accordance with the National Association constitution. A member automatically ceases to be a member:

(a) on their death; and

(b) of the Association if expelled from the Branch and vice versa.

5.10 (***Register***) The Branch must maintain a register of its members in accordance with section 79 of the Act, containing the information required by the Act or the Regulations. The National Association maintains a register of all its members, including Branch members, and the Committee will provide updated information to the National Association as required under Rule 5.10 to ensure accuracy.

5.11 The Committee will provide any up to date information about its members, including a copy of its register, on request from the National Association to ensure the National Association register is up to date and accurate.

5.12 The Committee will not disclose its members' details or its register to any person unless expressly required by law. To the extent permitted by the Act, the members register may be accessed by members of the Branch on receipt of reasonable request by a member. The Branch will observe all requirements of privacy law prior

to disclosing the register to third-parties and will liaise with the National Association before releasing any member's personal information.

5.13 (***Financial Members only to receive privileges***) Only Financial Members may vote at General Meetings, are eligible for competitions, and may stand as a Committee Member. No member whose subscription is in arrears shall be entitled to any of the privileges of membership, enter competitions, to speak or vote at any meeting of the National Association or the Branch or participate on any committee.

5.14 (***Removal of non-paying members from the Register***) A member of the Branch may be removed from the Register of Members after non-payment of the current year's annual subscription, if:

(a) the member is in arrears for more than 3 calendar months after the final due date for payment of the relevant subscription;

(b) the Committee (or the National Office) has notified the member of the arrears or otherwise endeavoured to procure the member becomes a Financial Member; and

(c) the member has not otherwise notified the Committee and/or National Office providing sufficient justification (satisfactory to the Committee) for the non-payment and requesting to remain on the Register of Members.

The Secretary may, on the instruction of the Committee, notify the National Office who shall promptly remove the member from the Register of Members of the Branch.

5.15 (***Complaints and Misconduct by members***):

(a) The Committee may call on any member of the Branch for an explanation of any complaint, charge of misconduct, or disrepute brought against them by any other member or members of the National Association or the Branch or for any other sufficient cause or grievance and if, in the opinion of the Committee, the situation and facts warrant their doing so.

(b) The Committee shall apply the dispute resolution procedure set out in Schedule Two.

(c) The Committee may, following due process, in its sole discretion expel such member and promptly cancel their membership. The expelled member is not entitled to any subscription refund. Expelled members have a right of appeal at a General Meeting of the Branch. Notice of such an appeal is to be given to all members by the Secretary no later than 7 days before the proposed meeting. All Financial Members present may vote to confirm, rescind or vary the decision of the Committee. The vote is to be passed by Ordinary Resolution. The member shall have the further and final right of appeal as set out in Schedule Two, clause 7.

5.16 (***Members to notify of changes to personal details***) Every member of the Branch shall communicate to the Secretary and the National Association any change of postal address and/or email address and all notices delivered by the Branch or the National Association in accordance with Rule 28.3 are deemed to be effective.

5.17 (***Information to National Association***): The Committee will deliver, and provide on request, all information required by the National Association in respect of the Branch's members, activities, subscription, and financials, as required pursuant to the National Association's constitution.

6 DISAFFILIATION

6.1 The Branch may, by Special Resolution passed at a General Meeting convened only to consider disaffiliation and no other business (a **Disaffiliation Meeting**), resolve to disaffiliate from, and no longer be a branch of, the National Association (the **Disaffiliation Resolution**).

6.2 The Secretary will give the NZDA Board 10 days' prior notice of a Disaffiliation Meeting. Any two members of the NZDA Board are entitled to attend and speak at the Disaffiliation Meeting.

6.3 Following passing a Disaffiliation Resolution, the Branch shall promptly change its name by deleting the words associating it to the "New Zealand Deerstalkers Association" and amend these rules accordingly.

6.4 When the Branch ceases to be a branch of the National Association, the Committee will:

(a) promptly return all unused New Zealand Deerstalkers Association branded stationery or badges;

(b) provide a statement that the Branch is no longer a branch of the New Zealand Deerstalkers Association; and

(c) advertise its disaffiliation in a newspaper circulating in the Bay of Plenty region.

6.5 Disaffiliation shall not relieve the Branch or its members from any antecedent liabilities to the National Association.

7 SUBSCRIPTIONS

7.1 This Rule 7 is subject to Rule 9 (*Subscriptions and Levies*) of the National Association's constitution, and the Branch will comply with the terms of that Rule.

7.2 Every member (other than a life, endowment, or honorary member) of the Branch shall pay to, or on account of, the Branch (or to the National Association as directed by the Branch, subject to Rule 7.5 below) the annual subscription fee amount, including the Branch's subscription fee component, as may from time to time be fixed by its members at the AGM.

7.3 Once fixed for a year the annual Branch's subscription amount may not be varied by the Committee or by any subsequent meeting of members held in the financial year and all subscriptions may be subject to a rebate, if paid within a specified discount period, with eligibility for rebate, amount of rebate and the specified discount period, to be determined in the same manner as the rate of subscription at the AGM. A member shall not be deemed to be a Financial Member until the annual subscription has been paid in full.

7.4 All membership fees, levies, capitation and subscriptions shall be payable, initially, on application for membership and, thereafter, within the time period specified on the invoice delivered to each member for the relevant year.

7.5 The Committee may, from time to time, delegate invoicing, collection and administration of annual fees, subscriptions, capitation and levies to the National Association, i.e., the centralised administration system.

7.6 The Committee will notify the National Association of its annual Branch subscription fee as soon as practicable once determined but by no later than the due date set out in a request from the National Association or otherwise required by the National Association's constitution or rules.

8 FEES FOR ACCESS TO SHOOTING RANGES AND OTHER FACILITIES

8.1 The committee shall set access and/or usage fees for Branch facilities and equipment to cover costs associated with the use of those facilities or equipment.

8.2 Usage or "*Hire*" fees for access or use by non-NZDA organisations shall cover fair wear and tear and may include an "*inconvenience*" component.

8.3 At the committee's discretion, a fee discount or waiver may be applied, for charitable purposes, to any person, organisation or group the committee deems appropriate.

9 MEETINGS AND QUORUMS

9.1 Branch membership meetings and events may be held in any manner determined by the Branch and its Committee.

9.2 A general meeting of the Branch may be held by a quorum:

(a) being assembled together at the place, date and time appointed for the meeting; or

(b) participating in the meeting by means of audio, audio and visual, or electronic communication; or

by a combination of both of the methods described in paragraphs (a) and (b),

and no matter or question can be passed by written resolution in lieu of a general meeting.

9.3 No business shall be transacted at any General Meeting or any Committee meeting unless a quorum of members is present at the time when the meeting proceeds to business, other than pursuant to an adjourned meeting held pursuant to Rule 9.5 below.

9.4 The quorum is:

(a) 30 members for a General Meeting; and

(b) 8 members for any Committee meeting.

9.5 If, within half an hour from the time appointed for the meeting, a quorum is not present then the meeting:

(a) if an EGM, is dissolved and any question or motion is deemed not to have passed; and

(b) in respect of any other meeting, such meeting is deemed to be adjourned to the same day in the following week, at the same time and place, and the members present at the adjourned meeting that attend the reconvened meeting may transact any business as if they constituted a full quorum.

10 ANNUAL GENERAL MEETINGS

10.1 The AGM of the Branch is to be held in the month of:

(a) May;

(b) June; or

(c) July,

each year, at such date, time and place determined by the Committee.

10.2 (***Notice period***) At least 14 days prior notice, stating the nature of the business and all motions, including notice of Disclosures, must be notified to all members of the Branch.

10.3 (***Due date for motions***) Any proposed notice of motion or remit by Members of the Committee must delivered to the Secretary 28 days before the meeting at which such motion is intended to be moved so it can be duly notified in accordance with Rule 10.2 above.

10.4 (***Business at AGMs***) The business to be transacted at AGM must include:

(a) a presentation by the Committee of the Branch's annual report on the operations and affairs of the Branch;

(b) a presentation of the Financial Statements for the preceding Financial Year-End and presentation of any Disclosures, or types of disclosures, made under section 63 of the Act during that period (including a brief summary of the matters, or types of matters, to which those closures relate);

(c) a presentation of the budget estimating the receipts and expenditure for the following year;

(d) setting the annual subscription amounts, including any discounts or rebates of the Branch;

(e) appointing or replacing an auditor;

(f) subject to Rule 10.3, discuss and vote on any remit, resolution or other matter which has been duly submitted;

(g) election of the Committee of the Branch for the following year; and

(h) induction of newly appointed Committee Members to their respective offices.

The business may be transacted in any order save that the inductions under paragraph 10.4(h) are the final matter to be dealt with at the AGM.

11 EXTRAORDINARY GENERAL MEETINGS

11.1 The Committee:

(a) may whenever it thinks fit; and

(b) shall upon requisition in writing by at least 1/3 of the Financial Members (a **Requisition Request**),

convene an EGM.

11.2 Requisition Requests must:

(a) specify the objects of the meeting;

(b) be signed by all the relevant members of the Branch lodging the requisition; and

(c) be deposited in writing with the Secretary of the Branch.

11.3 Following receipt of a Requisition Request, the Committee must as soon as practical take steps to hold an EGM by no later than 14 working days from such receipt. If the Committee fails to notify members of the required EGM on the date that is 14 working days of receiving the Requisition Request then the requisitionists, or a majority of them, may take all necessary steps to convene an EGM which is to be held not later than 3 calendar months after the date of such deposit of the relevant Requisition Request.

11.4 An EGM must be convened for the sole purpose specified in the Requisition Request.

11.5 Notice of an EGM must be given to members at least 7 days prior to being held specifying the venue, date, time and purpose for which the EGM is to be held either by (a) advertisement in a public newspaper circulating in the district in which the Branch operates, (b) written notice sent by post or email, (c) being personally hand served on members, and/or (d) notice in an official publication of the National Association which is circulated to all members.

12 MEETINGS OF COMMITTEES

12.1 Meetings of the Committee shall be held at the Committee's discretion at least 8 times a calendar year.

12.2 The President or any 8 Committee Members may, at any time, convene a meeting of the Committee.

12.3 The management and control of all the properties real and personal of the Branch and the investment of the funds of the Branch shall be vested in the Committee who may exercise all such powers and do all such things as may be exercised or done by the Branch and are not hereby or by the rules of the National Association or by statute expressly directed or required to be exercised or done by the Branch at a General Meeting.

13 ADJOURNMENT OF MEETINGS

The chair of any meeting, whether an AGM, EGM or Committee meeting, may, with the consent of those attending the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at a reconvened meeting other than the business left unfinished at the meeting from which the adjournment took place.

14 PROCEDURE AT MEETINGS

14.1 All meetings are subject to the Standing Orders, if any, applicable from time to time.

14.2 Any question or resolution submitted to any General Meeting of the Branch or to the Committee at a Committee meeting shall be decided in the first instance on the voices or by a show of hands and, unless a poll is demanded by:

(a) the chair; or

(b) by at least 3 members present and entitled to vote,

a declaration by the chair that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the books of proceedings of the Branch shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

14.3 If a poll is demanded, a poll shall be taken in such manner and at such time as the chair of the meeting may direct, and the result of the poll shall be deemed to be a resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question or resolution on which a poll has been demanded.

14.4 On a show of hands every Financial Member present in person and entitled to vote shall have one vote and upon a poll every such member shall have one vote. Only Financial Members may vote. Votes shall be given personally and not by proxy. The chair of any meeting shall have both a deliberate and a casting vote.

14.5 Unless otherwise specified in these rules, all resolutions at a General Meeting or Committee meeting shall be decided by an Ordinary Resolution (a simple majority of the votes of those entitled to vote and voting on the question).

15 MINUTES

The Secretary shall cause minutes to be duly entered in the books provided for that purpose:

(a) of all appointments of officers;

(b) of the names of the Committee Members present at any meeting of the Committee, and any guests or observers;

(c) of all resolutions and proceedings at General Meetings and Committee meetings; and

(d) any other matter required by the Act.

16 BRANCH COMMITTEE AND OFFICERS

16.1 The administration of the affairs and business of the Branch shall be controlled and managed by a committee comprised of such Financial Members not being less than eight (8) or more than fifteen (15) in number, in each case, as elected at the AGM or otherwise in accordance with Rule 16.8 of these rules, presided over by:

(a) President;

(b) Vice President; and

(c) Immediate Past President.

16.2 (***Secretary and Treasurer***) The Committee shall appoint two of their number to act as Secretary (subject to Rule 19) and Treasurer, provided that, if necessary and at the discretion of the Committee, one member may be appointed with the responsibilities of both Secretary and Treasurer or two persons may be jointly appointed to hold each of the positions of Secretary and Treasurer or, at the discretion of the Committee, a paid Secretary may be appointed in lieu of a Committee member holding that honorary position.

16.3 (***Expenses***) The Committee Members are entitled to all reasonable out-of-pocket expenses incurred in conducting business and affairs on behalf of the Branch.

16.4 (***Sub-committees***) The Committee may appoint sub-committees consisting of members of the Branch, the members of which need not be members of the Committee for any purpose within the powers of the Committee. The decisions of any sub-committee shall be required to be ratified by the Committee before they become effective and binding on the Branch.

16.5 (***Branch representatives***) The Committee shall appoint all necessary delegates or representatives to represent the Branch on any body or organisation and may appoint and dismiss officers or officials to control any section of the Branch's affairs. The Committee shall determine the conditions and terms of appointment of such officers or officials. (Refer to Rule 18 below for Conference delegate appointment.)

16.6 (***Re-election***) All standing members of the Committee are eligible for re-election from year to year at the end of each year of office. Every standing Committee Member, unless they have signified to the Secretary the desire not to stand for re-election, is deemed to be duly nominated for re-election.

16.7 (***Nominations to Committee***) Each candidate for office on the Committee must be a Financial Member, satisfy all qualifying criteria under the Act and Arms Act, and,

unless eligible for re-election under Rule 16.6, be proposed and seconded by Financial Members. Nominations of members to fill positions of President, Vice-President, and a member on the Committee, which shall be signed by the proposer and seconder, together with written acceptances thereof, shall be submitted to the Secretary not later than 14 days prior to the date of the AGM. In the event of insufficient nominations being received for positions on the committee further nominations shall be called for at the AGM.

16.8 In the event of there being an insufficient number of nominations to fill the vacancies arising or in the event of a Committee Member vacating office then such vacancies shall be deemed casual and filled by appointment by the Committee at its discretion. The Committee has the power to appoint additional members of the Committee if deemed necessary, but at all times there must be no less than the number required by Rule 16.1 above.

16.9 (***Removal of Committee*** **Members**) A Committee Member must vacate their office:

(a) if absent from 3 consecutive Committee meetings without leave;

(b) if, by notice in writing to the Committee, they resign;

(c) at the discretion of the Committee, if a member becomes bankrupt or becomes of unsound mind or brings the Branch and/or National Association into disrepute;

(d) ceases to qualify as a 'officer' for incorporated societies or shooting clubs in accordance with the Act or Arms Act, as applicable; or

(e) if removed from office by resolution passed at an EGM.

16.10 In the event of a Committee Member being removed from office in manner provided by Rule 16.9(e), then a successor Committee Member must be appointed at that EGM.

16.11 The Committee must keep and maintain a register of interests and disclosures and each officer and Committee Member shall update the register as soon as practicable after becoming aware that they are interested in a matter.

17 INDEMNITY OF OFFICERS

17.1 The Committee and all officers of the Branch are indemnified by the Branch from all losses, damages and expenses (other than such as may arise out of the death of such officer) or legal costs incurred by them in or about the discharge of their respective duties, except that which happens as a result of own respective neglect or act contrary to this Constitution.

18 CONFERENCE - APPOINTMENT OF DELEGATES

18.1 If the Branch elects to send delegates to the National Association's Conference or general meetings then 'delegates' are required to be appointed by the Committee to attend every conference of the National Association and shall, if possible, be members of the Committee. One delegate must be nominated as the 'Delegate' (as

defined in the National Association's constitution) to attend, vote and speak and National Conferences and general meetings.

18.2 Delegates are entitled to have all reasonable costs and expenses incurred in attending conferences paid and/or reimbursed by the Branch.

19 APPOINTMENT OF SECRETARY

19.1 Pursuant to Rule 16.2 the Committee must appoint a Secretary. The Secretary may be a paid officer or honorary. The Committee shall fix:

(a) the honorarium or remuneration;

(b) the period of their engagement; and

(c) such other terms and conditions of employment as the Committee thinks fit.

19.2 If the Secretary appointed is a member of the Branch, they are deemed to be a Committee Member and have a vote at meetings but a person who is not a member of the National Association shall not be a Committee Member and has no vote at meetings.

20 PERSONAL BENEFIT

(a) As a not-for-profit organisation, the officers and members may not receive any distributions of profit or income.

(b) Paragraph (a) above does not prevent officers, volunteers or members:

(i) receiving reimbursement of actual and reasonable expenses incurred; or

(ii) entering into any transactions with the branch for goods or services supplied to or from them, which are at arm's length, relative to what would occur between unrelated parties,

provided no officer, volunteer or member is allowed to influence any such decision made by the branch in respect of payments or transactions between it and them, their direct family or any associated entity.

21 GENERAL POWERS

The Branch and the Committee is empowered with the full administration and operation of the affairs and business of the Branch pursuant to sections 18 and 46 of the Act, respectively.

22 INVESTMENT OF FUNDS

22.1 The Branch is empowered to invest any moneys of the Branch not required for immediate use:

(a) on any form of security which is or may be approved for trustee under any Public Act of New Zealand;

(b) on real securities in New Zealand provided that the amount advanced on any one security shall not exceed the amount recommended by the Branch's valuer or financial advisor, such amount not being more than two thirds of the lesser of:

(i) the total real securities in any one security; or

(ii) value placed on the whole security by such valuer;

(c) on deposit either at interest bearing or term deposit accounts or at current account in any reputable registered bank carrying on business in New Zealand; and

(d) in any other investment which is approved by Special Resolution at a General Meeting.

22.2 Any such investments may be varied from time to time.

22.3 It shall be permitted for the Committee, if it thinks fit, to retain in its original form any gift or bequest which may not be in the form expressly approved under this Rule 22.

23 BORROWING MONEY

23.1 The Committee shall have power, if authorised by Special Resolution at a General Meeting, to borrow or raise money and secure payment of the same or to secure payment of any money owing by the Branch or the satisfaction or performance of any obligation or liability incurred or undertaken by the Branch in such manner as the Branch shall, by such resolution determine, and in particular by the issue of debentures or by mortgage or charge or lien upon the whole or any part of the Branch's property or assets (whether present or future). Save as is provided in this Rule the Branch shall not have the power to borrow money.

23.2 The Committee may purchase redeem or pay off security or securities.

24 ACCOUNTS

24.1 (***Books and accounts***) The Committee shall cause true accounts to be kept:

(a) of all sums of money received and expended by the Branch and the matters in respect of which such receipt and expenditure takes place; and

(b) of all assets, credits and liabilities of the Branch including all mortgages, charges and securities of any description affecting any of the property of the Branch.

24.2 The Treasurer shall at all times ensure these rules are complied with in respect to the finances and accounts of the Branch and shall be entitled to require that the accounts be kept in such form or that such subsidiary records are kept as will enable the Treasurer to present to the Committee at such intervals as it shall require an up-to-date explanation of the finances, investments and accounts of the Branch.

24.3 The books of account shall be kept at the offices of the Branch or at such other place as the Committee may determine and they shall be open for inspection by members of the Branch at such reasonable times and places as shall be determined by the Committee. All moneys received must be promptly paid or deposited into a bank account with a reputable bank (to be appointed by the Committee) after being entered in the books of the Branch as being received. All accounts, payment and invoices shall be passed by the Committee for payment or receipt.

24.4 (***Authorised signatories***) In respect of the bank account(s) and any other accounts of the Branch, the Committee will nominate persons of whom at least any 3 persons (one being the Treasurer) may operate the account(s) (the **Authorised Signatories**).

24.5 There must be at least 3 Authorised Signatories at all times who must be members of the Committee or immediate past-members of the Committee. The Authorised Signatories are permitted to be an authorised signatory and operate the bank account(s) and are permitted to access and manage online banking services, as directed by resolution of the Committee under Rule 2424.3.

24.6 Payment of moneys shall be by direct debit or authorised electronic funds transfer actioned by any two Authorised Signatories.

24.7 At the AGM, the Committee shall present to the Branch the Financial Statements signed by the Treasurer and the Auditor setting out the income and expenditure and a balance sheet containing a summary of the assets and liabilities of the Branch as at the Financial Year-End. Every such statement shall be accompanied by a report of the Committee as to the state and condition of the affairs of the Branch.

25 RETURNS

25.1 The Branch shall make the annual filing required by the Act, which shall contain the particulars and requirements under that Act, including lodge all returns, financial statements and certificates required by Sections 33, 52, 102, 109, and 116 of the Act.

25.2 The filing must be carried out by the Committee by the end of the month after the AGM approving the annual Financial Statements. For example, if the AGM month is April, the financial statements are due to be filed before 30 May.

26 AUDITOR

26.1 Branch may appoint a qualified auditor at its discretion.

26.2 Any auditor may be appointed or removed at a General Meeting or by resolution of the Committee on the advice of the Treasurer.

26.3 The Branch's annual Financial Statements may be audited by a qualified auditor who must comply with all applicable auditing and assurance standards.

27 MEMBERSHIP CARDS

27.1 The Branch and its members acknowledge that a membership card may be issued to each member of the Branch which shall be provided by the National Association in

accordance with the rules of the National Association. No other membership card shall be issued by the Branch. The membership card remains the property of the National Association.

27.2 Each member on receiving a membership card will abide by any terms of issue and use, pursuant to the rules of the National Association.

27.3 Membership cards are only issued to members only on payment of subscriptions.

27.4 Any member of the Committee may ask for a member to produce evidence of their authority to participate in Branch activities, competitions and meetings by disclosing to that Committee member their membership card.

28 NOTICES

28.1 (***General***):

(a) Communications or notices may, at the discretion of the Secretary (unless expressly required otherwise), be delivered by mail, email or electronic message.

(b) The address and email address of each member of the Branch for any communication to be made or delivered is that identified in the application form delivered pursuant to Rule 5.7 by the member or any substitute address or email address as a member may notify in writing to the Branch from time to time.

28.2 (***Notices relating to meetings***) A notice of meeting must be a written notice delivered to the relevant person(s), or sent to the address or an electronic mail message sent to the electronic mail address, which the Secretary has on record provided to the Branch for that purpose, or if an address or electronic mail address, is not provided, then a written notice to his or her last place of residence or electronic mail address known to the Branch.

28.3 (***Delivery***) Any communication to be made or delivered by the Branch will be taken to be effective or delivered:

(a) if by way of letter or any physical communication, when it has been left at the relevant address or five days after being deposited in the post postage prepaid in an envelope addressed to it at that address; or

(b) if by way of email, when it is dispatched by the sender to the email address specified by the recipient, unless the sender receives an automatic notification that the e-mail has not been received.

29 WINDING UP

29.1 The procedure leading to a voluntary winding up shall be in accordance with Subpart 4 of the Act. Fourteen days' prior notice of the required General Meeting shall be called by way of written notice, electronic or otherwise or by advertisement inserted once in one or more public newspapers circulating in the areas fixed as being the territory of the Branch. Every Financial Member present in person shall on a show of hands and on a poll have one vote.

29.2 If upon the winding up or dissolution of the Branch there remains, after the satisfaction of all liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Branch but shall be given or transferred to another branch of the National Association or to the National Association for charitable purposes. If there are no other charitable branches of the National Association or the National Association does not exist, at that time, then surplus assets must be transferred to an organisation for charitable purposes similar to the purposes of the Branch, to be determined by a resolution passed by a majority of the members of the Branch present in person at the general meeting to be held according to these rules at or before the winding up or dissolution of the Branch.

30 ALTERATIONS OF RULES

30.1 The rules of the Branch may, by Special Resolution, be altered, added to or rescinded at a General Meeting of the Branch for which at least 14 days' notice has been given to members either by way of personal newsletter or mail, electronic or otherwise, the notice must contain a copy of the proposed changes or state briefly in sufficient detail the nature of the resolution to be moved.

30.2 No addition to, deletion from or alteration of these rules shall be made which would allow personal pecuniary profits to any individuals.

30.3 This constitution cannot be amended by written resolution passed in lieu of a general meeting.

30.4 Prior to taking effect, any alterations, additions and rescissions to or of these rules or any portion must be approved by the NZDA Board. Until such approval is granted the proposed changes shall be unenforceable and of no effect.

30.5 Copies of all such additions, rescissions and alterations shall forthwith be sent to the National Secretary and to the Registrar in accordance with the Act.

31 INTERPRETATION

31.1 In this constitution, unless the context requires otherwise the following expressions have the following meanings:

1908 Act means the Incorporated Societies Act 1908.

Act means the Incorporated Societies Act 2022 (or any replacement legislation).

AGM means an annual general meeting of the Branch.

Arms Act means the Arms Act 1983 (or any replacement legislation).

Authorised Signatory has the meaning given to that term at Rule 24.4.

Committee means the Committee Members who number not less than the required quorum acting together as the committee of the Branch.

Committee Member means a person elected as a committee member of the Branch in accordance with these rules.

Disclosures means the disclosures, or types of disclosures, made under section 63 (disclosure of interests) of the Act (including a brief summary of the matters, or types of matters, to which those disclosures relate).

EGM means an extraordinary general meeting of the Branch.

Financial Member means a member of the Branch who has paid all necessary membership fees and costs for the relevant year of the Branch and National Association.

Financial Statements means, in respect of a period, a:

(a) statement of financial position as at the end of that period;

(b) statement of income and expenditure during the last period; and

(c) summary of all mortgages, charges, and securities of any description affecting any of the property of the Branch as at the end of that period.

Financial Year-End means the last day of February of each year.

General Meeting means an AGM or EMG.

Immediate Past President means, at any time, the person who previously held the office of President of the Branch.

National Association means the New Zealand Deerstalkers Association Incorporated (registration number 216679).

National Secretary means the National Secretary of the National Association and shall include, if necessary, the Acting National Secretary.

NZDA Board means the National Association's board (formerly known as the National Executive) as referred to and duly appointed in accordance with the National Association's constitution.

Ordinary Resolution means a resolution approved by a simple majority of the votes of those entitled to vote.

President means the President of the Committee elected in accordance with these rules.

Regulations means the Incorporated Societies Regulations 2023.

Requisition Request has the meaning given to that term at Rule 11.1(b).

Secretary means the person appointed by the Committee or elected as the secretary of the Branch in accordance with these rules.

Special Resolution means a resolution approved by 2/3 of the votes of those entitled to vote and voting on the question.

Standing Orders means the standing orders set out at the Schedule One (as amended from time to time).

Treasurer the person appointed by the Committee or elected as the treasurer of the Branch in accordance with these rules.

written or *in* ***writing*** in relation to words, figures and symbols includes all modes of presenting or reproducing those words, figures and symbols in a tangible and visible form.

31.2 The singular includes the plural and vice versa, and words importing one gender include the other genders.

31.3 A reference to an enactment or any regulations is a reference to that enactment or those regulations as amended, or to any enactment or regulations substituted for that enactment or those regulations.

SCHEDULE ONE - STANDING ORDERS FOR CONDUCT OF MEETINGS

The procedure at General Meetings of the Branch and (as far as they apply) Committee meetings shall be governed by the following standing orders:

1.1 The members shall assemble at the place and time notified. The President shall preside as chairperson or, in their absence, the Vice-president.

1.2 The meeting shall sit on such days and times as it is notified and may also sit at such other times as determined upon by separate resolution.

1.3 The meeting may be adjourned by resolution to such time and place as seen fit.

1.4 Except to the extent required under a Rule in the Constitution or these Standing Orders, any business, whether on the order paper or not, may be transacted at any meeting and failing any decision of the chair to the contrary shall be taken in the order in which it appears on the order paper. Unless otherwise specified in these Standing Orders or the Constitution, all resolutions shall be decided by an Ordinary Resolution. The meeting may by resolution alter such order.

1.5 Where a ruling of the chair of the meeting is challenged, the challenge shall be seconded whereupon the meeting shall appoint a temporary chair to conduct the proceedings on the challenge. The member raising the challenge shall then speak and the chair of the meeting shall reply and the matter shall be forthwith put to the vote without further debate. A challenge not seconded shall lapse. As soon as the challenge has been decided by the meeting the temporary chair shall leave the position as chairperson and the chair of the meeting shall resume their seat.

1.6 The chair may require any motion or amendment to be put in writing by the proposer. Every motion shall be seconded before being debated. Every notice of motion shall be clearly written and signed by the proposer and handed to the chair. Every motion of which notice in writing has been given shall, when subsequently moved at the meeting, be seconded before further debate. After notice of a motion has been given, the terms of that motion may be altered by the proposer (or may be withdrawn by the proposer) on leave being granted without any negative voice.

1.7 A motion may be superseded by adjournment either on the motion "that this meeting now adjourn", or on notice being taken, that a quorum is not present, or by the previous question, viz.: "That the question be not now put" being proposed and carried, or by amendment.

1.8 Every member shall obey the orders and rulings of the chair. Any member may by motion object to any ruling of the chair. Any question of order that may arise in a debate shall be at once disposed of by the chair.

1.9 The mover and seconder of a motion shall be allowed five minutes and three minutes, respectively, in which to address the meeting and other members shall have three minutes. The mover shall be entitled to a reply of three minutes. By leave of the chair a member who has already spoken may speak

again for the purpose of clearing up a misunderstanding. Extra time may be allowed by a majority vote.

1.10 No motion or amendment may be proposed which is the same in substance as any motion which during the sitting, has been decided. A motion or amendment which is different in substance may be proposed. The meeting shall have power to re-open any matter already decided upon and to rescind a resolution. A member may move (or second) only one amendment to the same motion (or amendment) but may speak on a further amendment. A member who has moved or seconded an original motion may not move or second an amendment to it.

1.11 The meeting may appoint such committees or sub-committee and as it thinks fit to deal with any separate subject or subjects. Such committees or sub-committee shall regulate their own meetings. At the time of appointment of such committees or sub-committees a convenor shall be selected.

1.12 Standing orders may be suspended on a vote of 4/5 of those members present at the relevant meeting.

SCHEDULE TWO – DISPUTE RESOLUTION PROCEDUE

This schedule sets out the procedure for disputes and complaints:

1 (**How a complaint or appeal is made**):

1.1 A financial member or an officer of a Branch may make a complaint or lodge an appeal by giving to the Secretary a notice in writing that states that the person is starting a procedure for resolving a dispute in accordance with this constitution.

1.2 The Branch 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 states that the person is starting a procedure for resolving a dispute in accordance with this constitution.

1.3 A person who makes an appeal must follow the process under clause 5.14.

1.4 A notice must set out the allegation to which the dispute relates and whom the allegation is against and give enough information to ensure that a person against whom an allegation is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.

2 (**Person who makes complaint has right to be heard**):

2.1 A person who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined. If the Branch makes a complaint, a Committee Member may exercise that right on behalf of the Branch.

2.2 Without limiting the manner in which the member, an officer, or the Branch 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) a written statement or submissions (if any) are considered by the decision maker.

3 (**Person who is subject of complaint has right to be heard**):

3.1 This clause applies if a complaint involves an allegation that a member, a Committee Member, an officer of a Branch, or the Branch (the **respondent**)—

(a) has engaged in misconduct; or

(b) has brought the Branch or the Association into disrepute; or

(c) has behaved in a manner contrary to the purpose and objects or Code of Ethics of the Association; or

(d) has breached, or is likely to breach, a duty under the constitution, a policy, bylaws or the Act; or

(e) has damaged the rights or interests of a member or the rights or interests of members generally.

3.2 The respondent has a right to be heard before the complaint is resolved or any outcome is determined.

3.3 If the respondent is the Branch, an officer may exercise the right on behalf of the Branch.

3.4 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.

4 (**Investigating and determining dispute**):

4.1 The Committee 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.

4.2 Disputes must be dealt with under the constitution in a fair, efficient, and effective manner.

5 (**Decisions not to proceed further with complaint**):

5.1 Despite clause 4, an investigation into a complaint shall not proceed if—

(a) the complaint is trivial; or

(b) the complaint does not appear to disclose or involve any allegation of the following kind:

(i) that a member or an officer has engaged in material misconduct or brought the Association into disrepute:

(ii) that a member, an officer, a Branch, or the Association has materially breached, or is likely to materially breach, a duty under the constitution, bylaws or the Act:

(iii) that a member's rights or interests or members' rights or interests generally have been materially damaged:

(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.

6 (**Decision makers**): A person may not act as a decision maker in relation to a complaint if two or more members of the Committee 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.

7 (**Right of Appeal**) Following the determination of a dispute under clause 4, or an appeal at a General Meeting under Rule 5.14(c), a member may lodge a final appeal with the National Association. This appeal must be submitted in writing to the National Secretary within 14 days of the Branch's decision, specifying the grounds for appeal. The National Association's disputes and complaints resolution provisions, as set out in its constitution, will apply, and its decision shall be final and binding on the Branch and the member.

8 (**Costs**):

8.1 After determining a complaint, if the decision maker finds that the complaint was vexatious, made in bad faith, or frivolous, they may order the complainant to pay all or part of the costs reasonably incurred by the Branch, Association and/or the respondent in relation to the complaint.

8.2 In making such an order, the decision maker shall consider the circumstances, including but not limited to:

(a) whether the complaint was dismissed under clause 5.1 and the reasons for such dismissal;

(b) whether the complainant had reasonable grounds for making the complaint;

(c) whether the complainant acted in good faith; and

(d) the conduct of the parties during the dispute resolution process.

8.3 The decision maker may also consider any other relevant factors in determining whether to award costs and the amount of such costs.