

# UNDER THE INCORPORATED SOCIETIES ACT 2022

## THE RULES OF

### DESTINATION WAIRARAPA INCORPORATED

#### 1. NAME

- 1.1 The name of the Society shall be "Destination Wairarapa Incorporated" (hereinafter referred to as "the Society")

#### 2. REGISTERED OFFICE

- 2.1 The registered office of the Society shall be situated at Destination Wairarapa, 10 Dixon Street, Masterton, 5810 or at such other place as the Society may from time to time determine. Notice of any change of place of the registered office shall forthwith be given to the Registrar of Incorporated Societies.

#### 3. OBJECTS

- 3.1 The objects of the Society are set out below:
- 3.2 To encourage, facilitate and develop tourism and associated industries and services within the Wairarapa including, but not limited to:
- 3.2.1 Promote events that encourage tourism
  - 3.2.2 Marketing the Wairarapa region as a preferred destination
  - 3.2.3 Providing tourism information
  - 3.2.4 Providing education on tourism services and activities.
- 3.3 To do any other lawful acts incidental to these objects or to the progress and enhancement of the Society and its aims.

#### 4. REGION OF INTEREST

- 4.1 The primary area of interest and activity of the Society shall be the Wairarapa, which is defined as the existing areas at present under the administration of the South Wairarapa District Council, the Carterton District Council and the Masterton District Council.
- 4.2 The Society may operate and conduct activities, whether inside the Wairarapa or elsewhere, to promote its objects.

#### 5. POWERS

- 5.1 The Society shall have and enjoy all such powers, authorities and rights as may be conducive to the achievement of its objects or any of them and for such purpose the Society may carry out or engage in any of the following powers.
- 5.2 To acquire, purchase or lease any real or personal property and to sell, hire out or dispose of the same in such manner as the Society may from time to time determine.
- 5.3 To raise funds in any manner appropriate, to or towards the objects of the Society.
- 5.4 To invest any moneys not immediately required in such manner and with or without security as the Society may from time to time deem appropriate.

- 5.5 To establish, operate and draw on bank or other accounts, to accept and negotiate bills of exchange, promissory notes and other negotiable instruments and generally to conduct any financial or business activities conducive to the purposes or objects of the Society.
- 5.6 To borrow, with or without security, funds by way of loan or mortgage and for such purpose to charge, mortgage or assign any of the assets of the Society.
- 5.7 To join and enter into guarantees of any type, for purposes associated with the objects of the Society.
- 5.8 To obtain, collect and generate funds by way of contributions, donations, subscriptions, legacies, licence fees, grants or any other lawful method whatsoever and to accept and receive gifts of property of any description and generally to enhance and promote the financial stability and security of the Society.
- 5.9 To accept donations or bequests by way of trusts, either general or specific, and to conduct and administer the same for any purpose attaching thereto.
- 5.10 To erect, maintain and improve and to make alterations to any land, buildings or other property in the ownership, care, custody or control of the Society.
- 5.11 To take such steps and engage in such activities as may be necessary, expedient or beneficial for the purposes of the Society and to encourage the production, earning and generation of income, donations or contributions to enable the Society to further its objects.
- 5.12 To engage and employ by way of contracts of service or otherwise any persons to perform services for the Society, on such terms and conditions as may be determined.
- 5.13 To reimburse any officers or employees of the Society for any expenses incurred in the business of the Society providing that the Board has pre-approved these expenses.
- 5.14 To co-operate with any person, party, body or institution in promoting the objects and purposes of the Society.
- 5.15 To enter into any arrangement, venture, enterprise or joint purpose arrangement conducive to the attainment of the objects of the Society.
- 5.16 To gather and disseminate any information, expertise or knowledge which may benefit the Wairarapa or the persons living therein.
- 5.17 To do all or any such other or additional things as the Society may deem necessary, incidental, expedient or conducive to the attainment of any of the objects of the Society.

## **6. Role of the Officers**

- 6.1 Subject to the rules of the Society (“The Rules”), the role of Officers is to:
  - (a) Act in good faith and in what the officer believes is the best interests of the society;
  - (b) Govern, manage and control the Society;
  - (c) Carry out the purposes of the Society and Use Money or Other Assets to do that;
  - (d) Exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances;
  - (e) Not agree to activities of the Society being carried on in a manner likely to create a substantial risk of serious loss to the Society’s creditors;
  - (f) Not agree to the Society incurring an obligation unless the officer believes at the time on reasonable grounds that the Society will be able to perform the obligation when it is required to do so;
  - (g) Manage the Society’s financial affairs, including approving the annual financial statements for presentation to the Members of the Annual General Meetings;

- (h) Set accounting policies in line with generally accepted accounting practice;
- (i) Delegate responsibility and co-opt members where necessary;
- (j) Ensure that all Members follow the Rules;
- (k) Decide how a person becomes a Member and how a person stops becoming a Member
- (l) Decide the times and dates for Meetings and set the agenda for Meetings;
- (m) Decide the procedures for dealing with complaints;
- (n) Set Membership fees including subscriptions and levies.

- 6.2 The Board has all of the powers of the Society unless the Board's power is limited by the Rules, or by a majority decision of the Society.
- 6.3 All decisions of the Board shall be by a majority vote. In the event of an equal vote, the Chair shall have a casting vote, that is, a second vote.
- 6.4 Decisions of the Board bind the Society, unless the Board's power is limited by these Rules or by a majority decision of the Society.
- 6.5 The duties of the Officers are owed to the Society.

## **7. Particular Roles of Officers**

- 7.1 The Chair is responsible for:
- (a) Ensuring that the Rules are followed;
  - (b) Convening Meetings and establishing whether or not a quorum is present;
  - (c) Chairing Meetings, deciding who may speak and when;
  - (d) Overseeing the operation of the Society;
  - (e) Providing a report on the operations of the Society at each Annual General Meeting.
- 7.2 The Contact Officer (being the General Manager who is appointed by the Board) is responsible for:
- (a) Recording the minutes of Meetings;
  - (b) Keeping the Register of Members;
  - (c) Holding the Society's records, documents, and books;
  - (d) Receiving and replying to correspondence as required by the Board;
  - (e) Forwarding the annual financial statements for the Society to the Registrar of Incorporated Societies upon their approval by the Members at an Annual General Meeting;
  - (f) Advising the Registrar of Incorporated Societies of any rule changes;
  - (g) Keeping proper accounting records of the Society's financial transactions to allow the Society's financial position to be readily ascertained;
  - (h) Preparing annual financial statements for presentation at each Annual General Meeting. These statements should be prepared in accordance with the Societies' accounting policies;
  - (i) Providing a financial report at each Annual General Meeting;
  - (j) Providing financial information to the Board as the Board determines.

## **8. MEMBERSHIP**

- 8.1 Any Company, individual who is resident in the Wairarapa region or who has an interest in the Wairarapa region, Local or Territorial Authority, Society, Club or any other legal entity may, on application, become a Member of the Society ("Member").
- 8.2 The Society shall maintain a register of Members, which register shall be held by the Board for the time being of the Society.
- 8.3 Membership of the Society may be made by request in writing signed by or on behalf of the person or body so applying. All applications for membership shall be considered and dealt with by the Board of the Society which shall have power in its absolute discretion to determine whether

or not to grant membership to any person or body so applying. The Board are not to give any reasons if membership is declined.

- 8.4 Any Member wishing to resign from the Society shall do so by notice in writing to that effect to be given or sent to the Society and the membership shall cease effective from the date of receipt of the letter by the Society provided that the Member shall remain liable for any unpaid membership fees and any other arrears.
- 8.5 An annual membership fee will be set by the Society by its Board and may be varied from time to time and membership and any voting rights (refer Section 12.10) shall depend on payment of a current subscription. Membership fees are payable on the anniversary of joining or as determined by the Board of the Society for a period of 12 months. A Member whose membership fee remains unpaid for three (3) months is no longer a financial Member and may be given notice by the Society that the Member shall cease to be a Member of the Society unless the unpaid membership fee is paid within seven (7) days of the date of the notice.
- 8.6 The Board shall have power at any time to suspend or expel any Member if in the reasonable opinion of the Board, the conduct of such Member is likely to endanger the good name, reputation, or welfare of the Society or be adverse to the interests and purposes of the Society. Before such suspension or expulsion the Member has the right to be heard (clause 11) at a meeting of the Board.
- 8.7 All references in this document to 'in writing' also mean 'by email'.

## **9. MAJOR STAKEHOLDER**

- 9.1 Any Company, individual who is resident in the Wairarapa region or who has an interest in the Wairarapa region, Society, Club or any other legal entity may be eligible to be classified as a Major Stakeholder.
- 9.2 A Major Stakeholder is willing to make a significant annual funding contribution to the Society, in excess of \$200,000.
- 9.3 At any time there will be only one Major Stakeholder and the Board is the sole determinator of whether or not someone or some organisation is the Major Stakeholder.

## **10. GOVERNANCE OF THE SOCIETY**

- 10.1 Subject to the general provisions of these Rules, and subject to the provisions of the Incorporated Societies Act 2022, and subject to any proper instructions from a general meeting of the Society, the entire governance of the Society shall be in the hands of the Board.
- 10.2 The Board shall consist of the following:
- (a) Three (3) non-councillor persons appointed by the three District Councils of South Wairarapa, Carterton and Masterton within 12 months of the triennial local body elections. Such appointment shall be for a period of three years calculated from the date of the triennial local body election to the date of the next triennial local body election. The District Councils shall have the power to remove any appointee from their position and shall have the power to appoint someone in replacement thereof (including if the person resigns or dies) the replacement shall be appointed only for the period that the person they replace was appointed for.
- (b) One (1) person appointed by the Major Stakeholder. Such appointment shall be for a period of three years, or for the period of the Major Stakeholder funding, whichever is the smaller period. The Major Stakeholder shall have the power to remove any appointee from their position and shall have the power to appoint someone in replacement thereof (including if

the person resigns or dies) the replacement shall be appointed only for the period that the person they replace was appointed for.

- (c) Three (3) persons elected at the Annual General Meeting (AGM) by the membership of the Society from nominations received from Members. (Refer Section 12.10 Voting). The election of two members shall be for alternating three year terms, with one member retiring at each AGM and the position filled by election. The initial election (2015) for the third person will have them retiring in 2018. Each of the two current elected persons will extend their terms for one more year.
- (d) One (1) person may be appointed by the Board to provide important background and competencies required by the Board. Such appointments are to be for such period of time as the Board determines when making the appointment.

10.3 Nominations for vacancies to be elected by the membership (Refer Clause 10.2(c)) must reach the General Manager of the Society not later than fourteen (14) days before the AGM. Nomination forms will be included with the notice of AGM sent to all Members. Nominations must be signed by at least two (2) Members of the Society entitled to vote and the nominee must sign acceptance of such nominations.

Board nominees and Contact Officer (General Manager) shall be disqualified from standing for any of the following reasons:

- i. Being an undischarged bankrupt
- ii. Being disqualified, banned or subject to certain other types of orders under various Acts (e.g. Companies Act, Charities Act)
- iii. Being convicted of certain offences as outlined in the Act (e.g. crimes involving dishonesty, tax evasion, money laundering) and sentenced within the last seven years
- iv. Being subject to a property order under the Protection of Personal and Property Rights Act 1988

10.4 Board members (Officers) and the Contact Officer (General Manager) must retire if they become disqualified for the reasons listed in 10.3.

The actions of the Contact Officer (General Manager) or Board members are not invalid merely because their appointment was defective or they were not qualified for the appointment.

10.5 An election by ballot will be held at the AGM if there are more nominations than vacancies otherwise those nominated shall be declared at the AGM to have been elected.

10.6 The Board shall appoint from its members a chairperson. If the Chairperson is not at a meeting then the members present at that meeting, by majority decision, shall determine who will chair that particular meeting. The Board shall elect a Deputy Chairperson using the same election process as that for the Chairperson.

10.7 The Board shall exercise all powers of the Society and shall take all such measures as it may deem necessary to further and promote the objects of the Society.

10.8 Any member of the Board who fails to attend three or more consecutive meetings of the Board, without prior leave of absence or an apology subsequently accepted, shall be deemed to have vacated office or membership of the Board.

10.9 The Board shall be responsible for the handling of all funds of the society and for the proper and accurate maintenance of all associated records and for the presentation to the annual general meeting in each year of independently audited financial statements of the Society detailing the movement of all funds handled by the Society during the year under review.

10.10 The meetings and procedures of the Board shall be determined at such times and in such fashions and according to such proper rules of procedure as the Board may from time to time determine.

- 10.11 A quorum of the Board shall consist of one half of its members and each member present shall have one (1) vote.
- 10.12 Proper and sufficient records shall be kept and maintained in respect of all meetings of the Board and all annual or special general meetings of the Society.
- 10.13 In the event of any Board member being in a position of having a "conflict of interest" arising in any way from involvement with the affairs of the Society or of the Board, then the existence of that situation is to be declared by the person so concerned to the Board, and thereafter the procedures to be followed and the steps to be taken shall be in compliance with the relevant sections of the Local Authorities (Members' Interests) Act 1968 and Board members shall behave and conduct themselves in this regard in accordance with the requirements of that legislation.

## **11. COMPLAINT & GRIEVANCE RESOLUTION**

- 11.1 Members have the right to be heard if they have a complaint or grievance or if a complaint or grievance is brought against them;
- 11.2 A member will be taken to have been given the right to be heard if the member is advised of all allegations concerning the member with sufficient details and time given to enable the member to prepare a response; and
- 11.3 The member has a reasonable opportunity to be heard in writing or in person at a meeting of the Board before any decision is made;
- 11.4 The Board may elect to not investigate if they consider the grievance:
  - 11.4.1 is trivial
  - 11.4.2 lacks foundation or evidence
  - 11.4.3 lacks a substantial connection to the member
  - 11.4.4 has already been dealt with by the Board

## **12. GENERAL MEETINGS**

- 12.1 The annual general meeting of the Society shall be held in each year within four (4) months of the end of the financial year of the Society.
- 12.2 No fewer than 15% of the financial Members of the Society, or three or more members of the Board, may at any time call a special general meeting. The purpose for which such special general meeting is called must be specified by written notice, of which notification must be given to every financial Member of the Society and not less than 21 clear days' notice of the time and place of the holding of such meeting shall be given in the notice. No business other than the business specified in the notice may be dealt with at a special general meeting.
- 12.3 Notice in writing of all annual general meetings shall be given to all financial Members of the Society at least 21 days prior to the date of such meeting and may be given by letter, circular, electronic mail, facsimile, telephone or by way of advertisement in any local newspaper circulating within the Wairarapa.
- 12.4 The notice of any annual general meeting shall specify by way of agenda the matters to be dealt with at that meeting which shall include, but not be limited to, the presentation of an annual report, the presentation of annual financial statements, the minutes of any previous annual general meeting, appointment of Auditor, and such other business as any Member on notice, or the Board may bring.
- 12.5 The Chairperson of the Society shall take the chair at all general meetings of the Society or in the absence of the Chairperson the chair shall be taken by the Deputy chairperson or in their absence taken by a member of the Board of the Society chosen by a majority of those present or if no Board members are present then the Members present shall choose one of their number (by majority decision) to chair the meeting.

- 12.6 All financial Members and Board members of the Society shall have equal speaking rights on all matters.
- 12.7 Quorum. The minimum number of Members required for the holding of a general meeting of the Society shall be not fewer than ten (10) Members entitled to vote.
- 12.8 All Board member declarations of conflict of interest for the past 12 months will be disclosed at the meeting.
- 12.9 Notices of Motion. Any matter which a Member wishes to bring before an annual general meeting of the Society shall be specified in writing, to be given to the General Manager at least 14 days prior to the date of any such meeting, and the General Manager shall include in the Notice calling the meeting to be given to Members, reference to any matters so raised. At the holding of an annual general meeting of the Society any Member may, with the prior leave of the Chairperson at such meeting, raise any other matter of general or other business, relevant to the affairs of the Society which that Member may wish to bring forward.
- 12.10 Voting. Voting at general meetings of the Society shall be decided in the first instance by way of voices or a show of hands. The chair or at least two (2) Members present and entitled to vote may demand a ballot which will be carried out as directed by the chair either immediately or after an interval or adjournment and the demand for a ballot shall not prevent the continuation of the meeting or any other business. The election of Board members (Refer Section 10.2e by ballot. Only financial Members of the Society (Refer Section 8.5) are entitled to vote.
- 12.11 In the case of a ballot, Members shall have voting power on the basis of one (1) vote per paid up membership.
- 12.12 The Chairperson shall not have a casting vote at the AGM or any special general meeting.
- 12.13 Members may appoint a proxy (he / she must be an individual Member, a representative of a Member or a current Board member of the Society) who shall vote on behalf of the proxy giver either under specific directions of the proxy giver or at the absolute discretion of the proxy holder (if the proxy giver has given no directions then it is deemed to be an absolute discretion). The proxy must be appointed in writing on the form provided by the Society with the written appointment being deposited with the General Manager at least 48 hours before the meeting commencement time.

### **13. AUDITOR**

- 13.1 The finances of the Society shall in each year be audited by a person being a member of the Institute of Chartered Accountants of New Zealand who shall certify his or her view as to the correctness of the accounts.
- 13.2 An auditor shall be appointed at an annual general meeting of the Society.

### **14. EXCLUSION OF LIABILITY**

- 14.1 No officer or member of the Board of the Society, acting within the powers and objects of the Society, shall be liable for acts, neglects or defaults of any other officer or employee of the Society nor for any loss occasioned by any error of judgement or oversight on the part of such person nor for any other loss, damage or misfortune which might arise from or occur in the execution of the duties of office, unless the same shall be through willful default or dishonesty.
- 14.2 The Society will within the limits of its Liability insurance policy, meet the costs the Officer incurs in defending or settling a claim or proceeding relating to their liability as described in 14.1

- 14.3 No Member shall be liable in respect of any contract debt or other obligation made or incurred by the Society by virtue of being a Member of the Society.

## **15. ALTERATION OF RULES**

- 15.1 The Rules of the Society may from time to time be altered at a special or general meeting of the Society of which not less than 21 days' notice in writing has previously been given to all financial Members, such notice to specify the change proposed and the reasons therefore, for which a two thirds majority of the votes cast at the meeting of the financial Members of the Society personally present (no proxies allowed) and voting at such meeting may approve.

## **16. COMMON SEAL**

- 16.1 The Society shall have a Common Seal which shall be kept in the custody of the Board and shall not be affixed to any document without the authority of a resolution by the Board duly moved and passed. The affixing of the common seal shall be attested by the Chairperson and one other member of the Board.

## **17. NO OPERATIONS FOR PECUNIARY GAIN**

- 17.1 Any income, benefit or advantage must be used to advance the objects of the Society.
- 17.2 No Member of the Society, or anyone associated with the Member is allowed to take part in, or influence any decision made by the organisation in respect of payments to, or on behalf of, the Member or associated person of any income, benefit or advantage.
- 17.2 Any payments made to a Member of the Society, or person associated with a Member, must be for goods or services that advance the objects and must be reasonable and relative to payments that would be made between unrelated parties.

## **18. DISSOLUTION OF SOCIETY**

- 18.1 The Society may be wound up pursuant to resolutions to that effect duly moved and passed at two special or general meetings of the Society of which not less than 21 days prior notice in writing has been given or circulated to all financial Members in respect of the second such meeting and which motion has been passed at each meeting by a majority of not less than two thirds of the total votes cast by the Members of the Society personally present (no proxies allowed) and voting at such meeting.
- 18.2 Upon the passing of the second of any such motions for the dissolution of the Society, the affairs of the Society shall be terminated and wound up in an orderly fashion by the Board and if, after satisfaction of all debts and liabilities, any assets remain, then such assets shall go to a body or Organisation, preferably within the Wairarapa, which is not-for-profit under New Zealand law.

## **19. MATTERS NOT PROVIDED FOR**

- 19.1 Matters relating to the management of the Society that are not provided for in the foregoing Rules shall be dealt with by the Board who shall determine and adjudicate thereon as the Board may think fit and such decision shall be final and binding on all parties.

**Agreed at the AGM-----**