

CONSTITUTION OF THE NORTHERN WAIROA VEGETABLE GROWERS ASSOCIATION INCORPORATED

1. NAME

- 1.1 The name of NWVGA shall be the **Northern Wairoa Vegetable Growers Association** Incorporated ("NWVGA").

2. OBJECTIVES

- 2.1 The primary objectives of NWVGA shall be:

- (a) to relieve poverty among persons who are or were engaged in activities and/or employment associated with the New Zealand vegetable growing industry;
- (b) to provide support, funding or grants to advance education among persons who are or were engaged in activities and/or employment associated with the New Zealand vegetable growing industry;
- (c) to provide relief to vegetable growers whose gardens, paddocks, produce and/or livelihood have suffered damage from natural disaster;
- (d) to promote, encourage, foster and/or undertake programmes, activities and projects that are related to the vegetable growing industries and beneficial to the New Zealand public, or any group, community or sector in New Zealand and charitable in nature;
- (e) to promote and encourage in the national interest research into and the dissemination of information relating to the growing or consumption of vegetables in New Zealand or to any other issue or matter whatsoever relating to vegetable growing that the Executive Committee considers to be in interests of the New Zealand public;
- (f) to promote the vegetable growing creating a positive industry profile;
- (g) to advocate for vegetable growing with stakeholders, central and local government;
- (h) to communicate with the members, run events for the members and the public and foster camaraderie between members;
- (i) to provide products and services to its members;
- (j) to make regulations and bylaws to advance the attainment of any of the above objects;
- (k) to do any act or thing ancillary to the attainment of any of the above objects.

- 2.2 Notwithstanding anything else in these Rules, NWVGA shall not pursue any objects or purposes that are not charitable within the meaning of the Charities Act 2005.

3. POWERS

- 3.1 In addition to its statutory powers, NWVGA:

- (a) May use such of its funds to pay the costs and expenses of furthering or carrying out its objects, and for that purpose may employ such people, consultants, researchers and companies as may seem expedient;
- (b) May purchase, lease, borrow, hire or otherwise acquire, may exchange, and may sell, lease, lend or otherwise dispose of property, rights or privileges to further or carry out its objects as may seem expedient;
- (c) May invest in any investment in which a trustee might invest;
- (d) Shall have power to borrow or raise money by debenture, bonds, mortgage and other means with or without security,

but such powers shall not be exercised other than by resolution of a General Meeting of which proposed resolution at least seven clear days written notice was given by circulation to all Members.

- 3.2 Any income, benefit or advantage shall be applied to the charitable purposes of NWVGA.
- 3.3 No individual member or associated person shall receive any form of private income, benefit or advantage from the operations of NWVGA, provided that a person may derive an income, benefit or advantage for providing professional services to NWVGA rendered in the course of the activities of NWVGA at no greater than current market rates.
- 3.4 No member of NWVGA or any person associated with a member shall participate in or materially influence any decision made by NWVGA in respect of the payment to or on behalf of the member or associated person of any income, benefit or advantage whatsoever.
- 3.5 The provisions and effect of this clause shall not be removed from these Rules and shall be included and implied in any document replacing these Rules.

4. **Membership**

- 4.1 The following are eligible for membership of the society:

Active Grower Members

- 4.2 Active Grower Members means any person who is actively engaged in commercial vegetable production and
- (i) has legal or beneficial ownership in a company, trust, partnership or other legal entity which, in the 12 month period preceding the date of application for membership, has paid a levy directly or indirectly to Horticulture New Zealand Incorporated pursuant to the Commodities Levy Act 1990; or
 - (ii) is employed by a company, trust, partnership or other legal entity which, in the 12 month period preceding the date of application for membership, has paid a levy directly or indirectly to Horticulture New Zealand Incorporated pursuant to the Commodities Levy Act 1990; or
 - (iii) has at least 3 years' experience working in the commercial production of vegetables and is approved for membership by the Executive Committee. For the purposes of this Rule "commercial vegetable production" shall include the growing or packing of vegetables.

Associate Members

- 4.3 Associate Members are persons actively engaged in the vegetable or related industries but who are not liable to pay a levy imposed on vegetable growers by Orders in Council made pursuant to the Commodity Levies Act 1990 (or any successor legislation), who apply for membership and are admitted to membership by the Executive Committee upon such terms with regard to the method of application and the amount of subscription payable as the committee thinks fit.
- 4.4 Associate Members are subject to the terms and conditions imposed on such members by the committee but are not entitled to vote or be a member of the Executive Committee.

Life Members

- 4.5 Life Membership may be granted to such persons honoured by the society for outstanding services rendered to the society in accordance with the following minimum criteria:
- Long-standing membership of NWVGA of at least 15 years; or

- Held national office for vegetable; or a past President or past Vice President; or such other similar exemplary service; or
 - Distinguished services and outstanding contribution to vegetable growing.
- 4.6 Life Members have no special voting rights or other rights in their capacity as Life Members apart from not being liable to pay a subscription. Life members are eligible to vote and be a member of the Executive Committee. The secretary shall keep a record of all Life Members.

5. MEMBERSHIP OBLIGATIONS

- 5.1 All Members shall promote the interests and the objects of NWVGA and shall do nothing to bring NWVGA into disrepute.
- 5.2 Every Member shall advise the Secretary of any change of address.

6. ADMISSION OF MEMBERS

- 6.1 Applicants for membership shall complete an application form provided by the Executive Committee and supply such information as may be required by the Executive Committee.
- 6.2 Membership applications shall be considered by the Executive Committee who may interview a membership applicant.
- 6.3 The Executive Committee shall have discretion whether or not to admit a membership applicant and shall advise the applicant of its decision.
- 6.4 The Secretary shall keep a membership register of corporate and individual Members recording their names and addresses and the date each member became a member.

7. CESSATION OF MEMBERSHIP

- 7.1 Any Member may resign from membership by written notice to the Secretary, and each resignation shall take effect from the end of NWVGA's then current financial year, but the Member resigning shall remain liable to pay all subscriptions to the end of the financial year. Upon the resignation taking effect, the Member shall then cease to hold himself or herself out as a member of NWVGA and shall return to NWVGA all material produced, owned or held by NWVGA.
- 7.2 After due inquiry and having given a Member the right to be heard, the Executive Committee may by letter invite any member within a specified period of time to resign for failure to comply with these Rules or any of Society's Regulations or By-laws, bringing NWVGA into disrepute or failure to comply with any other duties of a member. If the Member does not so resign, the Executive Committee may recommend to the General Meeting that the Member be expelled, and after the Member has been given the opportunity of being heard by or providing written comments to the General Meeting, that Meeting may expel the Member by resolution passed by two-thirds majority of those present and voting. Any such former member shall remain liable to pay all subscriptions to the end of NWVGA's then financial year, and the Member shall then cease to hold himself or herself out as a member of NWVGA and shall return to NWVGA all material produced, owned or held by NWVGA.

8. RE-ADMISSION OF FORMER MEMBERS

- 8.1 Any former member may apply for re-admission in the manner prescribed for new applicants, and may only be re-admitted by decision of the Executive Committee.

9. SUBSCRIPTIONS

- 9.1 The annual subscription for Members shall be set by resolution of a General Meeting.
- 9.2 Any member failing to pay the annual subscription within one calendar month of the date the same was set shall be considered unfinancial and shall (without being released from the obligation of payment) have no membership rights and shall not be entitled to participate in any Society activity until all the arrears are paid. If such arrears are not paid within six months, or such later date as the Executive Committee may determine, the Member's membership shall be deemed to have been terminated and the Member shall cease to hold himself or herself out as a member of NWVGA and shall return to NWVGA all material produced, owned or held by NWVGA.

10. ANNUAL GENERAL MEETINGS

- 10.1 An Annual General Meeting shall be held once in each financial year at a time and place to be determined by the Executive Committee but not later than 30 November.
- 10.2 The business of the Annual General Meeting shall be:
- (a) to give notice of Proxies;
 - (b) to approve the minutes of the previous Annual General Meeting and any Special Meeting;
 - (c) to approve the criteria (as recommended by the Executive Committee) for application of NWVGA's funds for its charitable objects and the education trust;
 - (d) to receive and consider the annual report of the Executive Committee;
 - (e) to receive and consider the annual financial statements;
 - (f) to approve a budget for the following year and set the subscriptions (if any) for the following year;
 - (g) to appoint an auditor and decide on what sort of audit should be conducted (if any)
 - (h) to hold the Executive Committee elections;
 - (i) to approve any honorarium for the Executive Committee and Sub-Committee Members;
 - (j) to consider motions and other business of which notice has been given or is accepted by the majority of Members entitled to vote who are present.

11. SPECIAL GENERAL MEETINGS

- 11.1 Special General Meetings may be called by the Executive Committee, or by written requisition to the Executive Committee signed by not less than a quarter of the financial Members.
- 11.2 Any requisition shall specify the objects or purpose of the meeting and the Executive Committee shall within one month after receipt of the requisition convene a Special General Meeting for a date not later than two months after the date on which the requisition was received.

- 11.3 At least seven clear days before any Special Meeting, the Secretary shall give all Members written notice of the business to be conducted at the Special General Meeting and a copy of the written requisition (if applicable). The failure by any Member to receive such notice shall not invalidate the meeting or its proceedings.

12. MEETING PROCEDURE

- 12.1 Any Member wishing to give notice of any motion for consideration at any General Meeting shall forward written notice of the same to the Secretary not less than 14 clear days before the date of the meeting. The Executive Committee may consider all such notices of motion and provide recommendation to the Members in respect of them.
- 12.2 At least seven clear days before any General Meeting the Secretary shall give all Members written notice of the business to be conducted at the General Meeting, including for the Annual General Meeting the annual statement of accounts and agenda including motions to be put to the meeting. The failure by any member to receive such notice shall not invalidate the meeting or its proceedings.
- 12.3 Any Member may attend and speak at a General Meeting, but only financial Members may vote.
- 12.4 A Member shall be entitled to vote by written proxy if received by the Secretary at the start of the General Meeting and given in favour of another financial Member present at the General Meeting, but no other proxy voting shall be permitted.
- 12.5 Voting at a General Meeting shall be by a show of hands or poll if so directed by the Chairperson, or if so demanded by not less than a quarter of financial Members present at that meeting.
- 12.6 At all General Meetings the quorum shall be ten Members of NWVGA, present in person or by telephone or video link.
- 12.7 At any General Meeting the Chairperson shall serve as chair of the meeting and in his absence the meeting shall elect a chair for that meeting.
- 12.8 Written resolutions may not be passed in lieu of a General Meeting.
- 12.9 The Board must ensure that full and accurate minutes are kept of all proceedings at Meetings of NWVGA. Minutes which have been signed correct by the chairperson of the Meeting are prima facie evidence of the proceedings.

13. ELECTION OF THE EXECUTIVE COMMITTEE

- 13.1 The Chairperson, Vice Chairperson, Secretary/Treasurer, Patron, and not less than three other Executive Committee Members shall be the NWVGA's Executive Committee and shall hold office until the next Annual General Meeting.
- 13.2 The Chairperson, Secretary/Treasurer, Patron, and the other Executive Committee Members shall be elected by Members at the Annual General Meeting.
- 13.3 The persons eligible for election to the Executive Committee are natural persons who are a Member of NWVGA and who are not disqualified under section 47(3) of the Incorporated Societies Act 2022.

- 13.4 Written nominations for election shall be received by the Secretary not less than 14 working days before the date of the Annual General Meeting at which the elections are to be held. Candidates must be nominated and seconded by a Member and be accompanied by the written consent of the nominee.
- 13.5 Further nominations may be received from the floor at the Annual General Meeting.
- 13.6 Voting shall be by show of hand or poll if so directed by the Chairperson, or if so demanded by not less than a quarter of financial Members present at that meeting.
- 13.7 Every Member shall have one vote for each position on the Executive Committee. The candidate or candidates who receive the greatest number of votes shall be elected. In the event of any vote being tied the tie shall be resolved by the incoming Executive Committee.

14. EXECUTIVE COMMITTEE

- 14.1 The administration, management and control of NWVGA is vested in the Executive Committee. Subject to these Rules and the resolution of any General Meeting the Executive Committee has the power to exercise all the powers and authorities of NWVGA for the purpose of carrying out its objects.
- 14.2 The Executive Committee is accountable to the Members of NWVGA for the implementation of the policies and decisions of NWVGA as approved by any General Meeting.
- 14.3 The Executive Committee shall meet at least four times a year at such times and places and in such manner (including by phone and video link) as it may determine and otherwise where and as convened by the Chairperson or the Secretary.
- 14.4 All Executive Committee meetings shall be chaired by the Chairperson or in his or her absence by some other Executive Committee member elected for that purpose by the meeting. The Chairperson shall have a deliberative and casting vote.
- 14.5 The Executive Committee may co-opt any person to the Executive Committee for a specific purpose, or for a limited period, or generally until the next Annual General meeting.
- 14.6 The quorum for Executive Committee meetings is four of its members including any co-opted member.
- 14.7 Only Executive Committee members and co-opted members who are present in person or by telephone or video link shall be counted in the quorum and entitled to vote. Each member and each co-opted member shall have one vote.
- 14.8 The Executive Committee may act by resolution approved by not less than 50% of Executive Committee members and co-opted members through a written ballot conducted by mail, facsimile or email.
- 14.9 Other than as prescribed by statute or by these Rules the Executive Committee may regulate its proceedings as it thinks fit.
- 14.10 The Executive Committee may receive such honoraria as may be set by resolution of a General Meeting.

- 14.11 The Society may reimburse Executive Committee members for expenses properly incurred by them in performing their duties as members of the Executive Committee, including air travel and accommodation.
- 14.12 Each Executive Committee member shall within one month of submitting a resignation or ceasing to hold office deliver to the Executive Committee all books, papers and other property of NWVGA.
- 14.13 A casual vacancy or vacancies on the Executive Committee may be filled by the remaining members of the Executive Committee appointing a financial Member who shall hold office only until the next Annual General Meeting.
- 14.14 At any meeting of the Executive Committee there may be present by invitation of the Executive Committee any other person.
- 14.15 The Members may, at a Meeting, by a motion with not less than two-thirds majority, which notice has been properly given in accordance with clause 12.1: remove any Executive Committee Member from office; and appoint any person who is not disqualified under section 47(3) of the Incorporated Societies Act 2022 in place of the Executive Committee Member so removed. An Executive Committee Member appointed in accordance with this clause will hold office for the balance of the term of office of the Executive Committee Member so removed.

15. URGENT DECISIONS

- 15.1 Any two of the following office holders: Chair, Vice Chair, or Secretary/Treasurer, together with any Executive Committee member they may request to assist, shall have the authority to make an urgent decision on behalf of the Executive Committee. Such a decision must be presented for noting at the next Executive Committee meeting and shall be regarded as having the same status as a decision made by the full Executive Committee. For the purposes of this clause, an “urgent decision” refers to any decision that, due to time constraints, must be made before the next scheduled Executive Committee meeting, and for which it is impractical to convene the full Executive Committee.

16. FUNCTIONS OF THE CHAIRPERSON

- 16.1 The Chairperson shall generally oversee and direct the affairs and business of NWVGA.
- 16.2 The Chairperson shall not have a casting vote in the case of an equality of votes.

17. FUNCTIONS OF THE SECRETARY/TREASURER

- 17.1 The Secretary/Treasurer shall record the minutes of all General Meetings, Special Meetings and Executive Committee Meetings, and all such minutes when confirmed by the next such meeting and signed by the chairperson of that meeting shall be prima facie evidence that the meeting was duly called and prima facie be a true and correct record of what occurred at the meeting.
- 17.2 The Secretary/Treasurer shall deal with and answer correspondence and perform such other duties as may be required by the Executive Committee.

- 17.3 The Secretary/Treasurer shall keep such books of account as may be necessary to provide a true record of NWVGA's financial position, report on NWVGA's financial position to each Executive Committee Meeting, and present annual financial statements to the Annual General Meeting together with a budget for the next financial year. The Society shall comply with all relevant financial reporting obligations applicable to it under law.
- 17.4 The Executive Committee shall maintain a bank account in the name of NWVGA, and all withdrawal forms shall be signed by, and all electronic transactions authorised by two of the following: the Chair, Vice Chair, or Secretary/Treasurer.
- 17.5 The Secretary/Treasurer shall ensure that all money received on account of NWVGA is banked within seven days of receipt.
- 17.6 The Secretary/Treasurer shall submit all accounts paid or for payment to the Executive Committee for approval of payment.
- 17.7 The Society may, by resolution of General Meeting, appoint an auditor, who is a member of Chartered Accountants Australia and New Zealand and not a Member of NWVGA, to either audit or review audit the annual accounts of NWVGA.
- 17.8 The financial year of NWVGA shall commence on 1 April of each year and end on 31 March in each year.
- 17.9 For the purposes of the Incorporated Societies Act 2022, the contact person of NWVGA shall be the Secretary/Treasurer.

18. SUBCOMMITTEES

- 18.1 The Executive Committee may appoint subcommittees consisting of such persons (whether or not members of NWVGA) and for such purposes as it thinks fit.
- 18.2 Unless otherwise resolved by the Executive Committee:
 - (a) The quorum of every subcommittee is half the members of the subcommittee.
 - (b) No subcommittee shall have power to co-opt additional members.
 - (c) No subcommittee may commit NWVGA to any financial expenditure without express authority
 - (d) No subcommittee may delegate any of its powers.
- 18.3 Any subcommittee may act by resolution approved by not less than two-thirds of the members of the subcommittee through a written ballot conducted by mail, facsimile or email.

19. DELEGATION OF FUNCTION AND POWERS

- 19.1 The Executive Committee may from time to time, either generally or specifically, delegate any of the Executive Committee's functions and powers to any of its subcommittees, officers, members, or employees.
- 19.2 The Executive Committee shall not delegate the power of delegation conferred by 21.1.
- 19.3 Every delegation must be in writing.
- 19.4 Any delegation may be made to:

- (a) a specified person; or
- (b) a person belonging to a specified class of persons; or
- (c) the holder for the time being of a specified office or appointment; or
- (d) the holder for the time being of an office or appointment of a specified class.

19.5 The committee or person to whom any such delegation is made may exercise or perform the delegated functions or powers in the same manner and with the same effect as if they were the Executive Committee.

19.6 Exercise of the delegation is subject to any general or special directions given or conditions imposed by the Executive Committee.

19.7 Every delegation under clause 19.1 is revocable at will, but the revocation does not take effect until it is communicated to the delegate.

19.8 A delegation continues in force according to its terms until it is revoked, notwithstanding any change in the membership of the Executive Committee or of any subcommittee.

19.9 No delegation under clause 19.1 prevents the performance or exercise of any function or power by the Executive Committee.

20. EXECUTION OF DOCUMENTS

20.1 The Common Seal of NWVGA shall be retained by the Secretary.

20.2 Documents shall be executed for NWVGA pursuant to a resolution of the Executive Committee:

- (a) By affixing the Common Seal witnessed by the Chairperson and one other member of the Executive Committee; or
- (b) Where the document is not required by law to be executed under common seal, by the Chairperson and one other member of the Executive Committee signing on behalf of NWVGA.

21. INDEMNITY FOR OFFICERS AND EXECUTIVE COMMITTEE

21.1 No officer or employee of NWVGA or member of the Executive Committee shall be liable for the acts or defaults of any other officer or employee of NWVGA or member of the Executive Committee or any loss occasioned thereby, unless occasioned by their wilful default or by their wilful acquiescence.

21.2 The officers, employees, Executive Committee and each of its members shall be indemnified by NWVGA for all liabilities and costs incurred by them in the proper performance of the functions and duties, other than as a result of their wilful default.

22. REGISTERED OFFICE

22.1 The registered office of NWVGA will be at such place as the Executive Committee from time to time determines.

23. ALTERATION OF RULES

- 23.1 These Rules may be amended or replaced by resolution of any General Meeting passed by two-thirds majority of those Members present and voting, provided that no amendment may be made which would alter:
- (a) the exclusively charitable nature of NWVGA.
 - (b) the Rules precluding Members from obtaining any personal benefit from their membership.
 - (c) the Rule as to winding up and disposal of surplus funds.
- 23.2 Any proposed motion to amend or replace these Rules shall, if proposed by Members, be signed by at least 5 Members and given in writing to the Secretary at least 14 clear days before the General Meeting at which the motion is to be considered, and accompanied by a written explanation for the reason for the proposal.
- 23.3 At least seven clear days before the General Meeting at which any proposal to amend the Rules (whether proposed by Members in accordance with clause 23.2 or otherwise by the Executive Committee) is to be considered the Secretary shall give written notice to all Members of the proposed motion, the reason for the proposal, and of any recommendations from the Executive Committee in respect thereof.

24. REGULATION, BYLAW AND POLICY MAKING POWER

- 24.1 The General Meeting from time to time may make and amend regulations, bylaws and policies for the conduct and control of Society activities, but no such regulations, bylaws and policies shall be inconsistent with these Rules. These Rules, and such regulations, bylaws and policies shall be available at all reasonable times for inspection by Members, and copies shall be provided (at cost) to any Member on request.

25. WINDING UP AND DISPOSAL OF SURPLUS FUNDS

- 25.1 The Society may be wound up in the manner prescribed by the Incorporated Societies Act 1908 (or its successor legislation).
- 25.2 If on the winding up or dissolution of NWVGA there remains after satisfaction of all its liabilities any property whatsoever the same shall not be paid or distributed among the Members of NWVGA but shall be given or distributed to such charitable organisation in New Zealand as determined by the Executive Committee.

26. NOTICES

- 26.1 Any notice required to be given in writing under these Rules may be delivered personally or sent by post, courier, facsimile or email.
- 26.2 **Deemed service:** Notices are deemed served at the following times:
- (a) when served personally, upon delivery;
 - (b) when sent by post, 3 Business Days after posting (or where sent by post outside New Zealand, on the 5th Business Day following the day on which it was posted);
 - (c) when sent by facsimile, upon receipt of the facsimile transmission confirming that the facsimile has been validly sent; and

- (d) in the case of email, when acknowledged by the addressee orally or by return email or otherwise in writing except that return emails generated automatically shall not constitute an acknowledgement, provided that any notice, in relation to paragraphs (a), (c) and (d), which has been served on a Saturday, Sunday or public holiday is deemed to be served on the first Business Day after that day.

27. DISPUTE RESOLUTION PROCEDURES

27.1 For the purposes of these procedures, “**the society**” refers to the Northern Wairoa Vegetables Growers Association.

27.2 How complaint is made

- (a) A member or an officer may make a complaint by giving to the committee (or a complaints subcommittee) a notice in writing that —
 - (i) states that the member or officer is starting a procedure for resolving a dispute in accordance with the society’s constitution; and
 - (ii) sets out the allegation to which the dispute relates and whom the allegation is against; and
 - (iii) sets out any other information reasonably required by the society.
- (b) The society 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 —
 - (i) states that the society is starting a procedure for resolving a dispute in accordance with the society’s constitution; and
 - (ii) sets out the allegation to which the dispute relates.
- (c) The information given under subclause 1b. or 2b. must be enough 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.
- (d) A complaint may be made in any other reasonable manner permitted by the society’s constitution.

27.3 Person who makes complaint has right to be heard

- (a) A member or an officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
- (b) If the society makes a complaint —
 - (i) the society has a right to be heard before the complaint is resolved or any outcome is determined; and
 - (ii) an officer may exercise that right on behalf of the society.
- (c) Without limiting the manner in which the member, officer, or society may be given the right to be heard, they must be taken to have been given the right if —

- (i) they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
- (ii) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
- (iii) an oral hearing (if any) is held before the decision maker; and
- (iv) the member's, officer's, or society's written statement or submissions (if any) are considered by the decision maker.

27.4 Person who is subject of complaint has right to be heard

- (a) This clause applies if a complaint involves an allegation that a member, an officer, or the society (the respondent) —
 - (i) has engaged in misconduct; or
 - (ii) has breached, or is likely to breach, a duty under the society's constitution or bylaws or the Incorporated Societies Act 2022; or
 - (iii) has damaged the rights or interests of a member or the rights or interests of members generally.
- (b) The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
- (c) If the respondent is the society, an officer may exercise the right on behalf of the society.
- (d) 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 —
 - (i) 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
 - (ii) the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - (iii) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - (iv) an oral hearing (if any) is held before the decision maker; and
 - (v) the respondent's written statement or submissions (if any) are considered by the decision maker.

27.5 Investigating and determining dispute

- (a) The society must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its constitution, ensure that the dispute is investigated and determined.
- (b) Disputes must be dealt with under the constitution in a fair, efficient, and effective manner.

27.6 Society may decide not to proceed further with complaint

- (a) Despite the clause 'Investigating and determining dispute' above, the society may decide not to proceed further with a complaint if —
 - (i) the complaint is trivial; or
 - (ii) the complaint does not appear to disclose or involve any allegation of the following kind:
 - A that a member or an officer has engaged in material misconduct:
 - B that a member, an officer, or the society has materially breached, or is likely to materially breach, a duty under the society's constitution or bylaws or the Incorporated Societies Act 2022:
 - C that a member's rights or interests or members' rights or interests generally have been materially damaged:
 - (iii) the complaint appears to be without foundation or there is no apparent evidence to support it; or
 - (iv) the person who makes the complaint has an insignificant interest in the matter; or
 - (v) the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the constitution; or
 - (vi) there has been an undue delay in making the complaint.

27.7 Society may refer complaint

- (a) The society may refer a complaint to —
 - (i) a subcommittee or an external person to investigate and report; or
 - (ii) a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.
- (b) 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).

27.8 Decision makers

- (a) A person may not act as a decision maker in relation to a complaint if 2 or more members of the committee or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be —
 - (i) impartial; or
 - (ii) able to consider the matter without a predetermined view.

Dated: 2025

SIGNED by a Member of NWVGA
by its authorised signatory:

Member name:
Signatory full name (printed):
Position:

SIGNED by a Member of NWVGA
by its authorised signatory:

Member name:
Signatory full name (printed):
Position:

SIGNED by a Member of NWVGA
by its authorised signatory:

Member name:
Signatory full name (printed):
Position: