Rules of Lake Wānaka Tourism Incorporated

THE SOCIETY

1. Name

1.1 The name of the society is Lake Wānaka Tourism Incorporated ("the Society").

1.2 The Society was incorporated on 24 February 1993.

2. Registered Office

2.1 The Registered Office of the Society shall be situated at such a place in the town of Wanaka as the Board may, from time to time, determine.

3. Purposes of Society

3.1 The purposes of the Society are:

a. To promote the Wānaka region as a four-season destination to the world: to inspire people to visit, stay for a while and share their experiences with family friends and fellow traveller;

b. To grow and develop tourism in the Wānaka region by bringing stakeholders together to collaborate, identify needs and design and implement strategies to effect those development goals.

c. To advocate, support and facilitate on behalf of members and visitors to further the purposes above and the values below.

d. To promote the core values of the society as they are determined from time to time.

As of 2022 those values in accordance with the annual plan were:

i. Guardianship for our people, our place, our planet — We want Wānaka to be and feel like a thriving place, with a thriving vibrant community that understands the contribution it can make towards the wellbeing of people and planet.

ii. Inclusive and respectful — We are inclusive of everyone who visits, respectful of difference and appreciative of the diversity of people who live in and visit our place.

iii. Living with a sense of balance — We cherish and make the most of our access to the outdoors and recognise the privilege and responsibility of living in such a beautiful place.

iv. Bold and free thinking — We like to challenge the status quo and what's expected or possible. We don't do 'cookie cutter'.

e. To develop and oversee the implementation of the Strategic Plan of the Society in effect from time to time which sets out approaches designed to achieve the above and the general purpose of furthering regional growth and development in tourism; and

3.2 Pecuniary gain is not a purpose of the Society.

MANAGEMENT OF THE SOCIETY

4. The Board

Board constitution

4.1 The Society shall have a Board ("the Board") to be constituted in the following manner:

a. A maximum of six (6) members elected at each year's Annual General Meeting; and

b. One member appointed by the Queenstown Lakes District Council;

c. Up to four (4) special purpose Co-opted members (optional) appointed by the Board from time to time;

i. Co-opted members perform an advisory function only. They are not permitted to vote on Board issues with the exception of clause 4.2 below.

Minimum number of Board Members

4.2 The Board must have no less than four (4) Board Members at any time. In the event there is less than four Board Members a Co-opted Member may, if directed by the Board, act as an interim Board Member with full voting rights until a replacement Board Member is appointed or until the Board terminates the Co-opted Member's temporary appointment.

Positions within Board

4.3 The following positions within the Board are to be filled by Board members:

a. The Chair

b. The Deputy Chair

c. The Secretary

d. The Treasurer

e. Destination Southern Lakes Representative; and

f. Such other positions as the Board shall decide.

Board Members must be Society Members

4.4 Only Members of the Society may be Board Members.

5. Term of Board Members

5.1 Each Board term ("the Term") is for three (3) years.

5.2 A Board Member may serve no more than two consecutive Terms.

6. Rotation of Board Members

6.1 At each year's Annual General Meeting Board Members elected pursuant to clause 4.1 shall retire by rotation.

Board Members retiring by rotation shall be eligible for re-appointment.

7. Appointment of Board Member Positions

7.1 At the first Board Meeting each year the Board Members shall elect by majority vote:

a. The Chair, Deputy Chair, Secretary, and Treasurer;

b. Whether any Board Member may hold more than one position as an officer.

7.2 All candidates for Board Membership may be vetted by the current Board or a committee formed for the purpose, of ensuring all candidates are respectable, responsible, aligned to the mission and values of the Society and any other such criteria that the committee reasonably determines.

8. Cessation of Board Membership

8.1 Persons cease to be Board Members when:

a. They resign by giving written notice to the Board;

b. They are removed by majority vote of the Society at a Society Meeting;

c. Their Term expires or they retire by rotation.

8.2 If a person ceases to be a Board Member, that person must within one (1) month return to the Board all Society documents and property.

9. Nomination of Board Members

Nominations

9.1 Nominations for Members of the Board shall be called for at least twenty-eight (28) days before an Annual General Meeting. Each candidate shall may be proposed and seconded by Members by email/online form to the Society's nominated email address. Nominations shall close at 5pm on the seventh day before the Annual General Meeting. All retiring Members of the Board shall be eligible for re-election.

Vacancy of office

9.2 If the position of any Officer becomes vacant between Annual General Meetings, the Board may appoint another Board Member to fill that vacancy until the next Annual General Meeting.

9.3 If the position of any Board Member becomes vacant between Annual General Meetings, the Board may appoint another Society Member to fill that vacancy until the next Annual General Meeting.

Absence of elected Board Member

9.4 If any Board Member is absent from three (3) consecutive meetings without leave of absence the Chair may declare that person's position to be vacant.

Nominees equal to number of vacancies

9.5 Where in any year, the number of nominations is equal to the number of vacancies for the elected members the Board may, at its absolute discretion and following appropriate vetting, deem all or some of those nominees elected.

Shortfall in nominees

9.6 Where there are fewer nominees than positions available the Chair may call for nominations from the floor immediately prior to the election.

9.7 The Chair shall accept no such nomination unless the nominee is present at the meeting and signifies their consent to the nomination of the Chair.

10. Roles and Powers of the Board

10.1 Subject to the rules of the Society ("The Rules"), the Board has all of the powers necessary to perform all of the roles set out below:

a. Administer, govern, and control the Society;

b. Develop and approve short, mid and long term strategic plans for achieving the Society's purposes and appoint appropriate executive management functions to implement them;

c. Carry out the purposes of the Society, and Use Money or Other Assets to do that;

d. Delegate responsibility and co-opt members where necessary, this includes appointing and revoking sub-committees of any two or more Society members to perform any such function or exercise prescribed by the Board from time to time;

e. Approve the Society's annual business plan;

f. Manage the Society's financial affairs, including:

i. Approve the annual financial statements for presentation to the Members at the Annual General Meetings;

ii. Approve an annual budget;

iii. Set accounting policies in line with generally accepted accounting practice;

iv. Prepare / administer an Honorarium Policy;

v. Invest money not immediately required and such securities as are authorised by law for the investment of trust funds or placed on deposit with any bank, municipal authority or building society or other similar monetary institution as the Board determines;

vi. Borrow or raise money with or without security in such manner as the Society thinks fit;

g. Purchase, hire, take on lease or receive by way of gift or otherwise acquire for the purposes of the Society any real or personal property and to likewise dispose of the same on such terms and conditions as the Board deems fit;

h. Construct, maintain, alter, improve, enlarge, pull down, remove or replace, manage or control any offices, rooms, houses, sheds, or any other buildings, yards or improvements likely to advance the Society's interest directly or indirectly;

i. Engage and dismiss a Chief Executive Officer on such salary, terms and conditions as the Board deems fit;

j. Enter into all such negotiations, contracts, agreements in the name of and on behalf of the Society as the Board considers expedient for the purposes and good governance of the Society;

k. Represent the Society in its dealings with all government institutions, community groups, and the wider community generally;

l. Ensure that all Members follow the Rules;

m. Decide how a person becomes a Member, and how a person stops being a Member;

n. Decide the times and dates for Meetings, and set the agenda for Meetings;

o. Decide the procedures for dealing with complaints;

p. Develop and implement Health and Safety policy and procedures in line with current New Zealand legislative requirements;

q. Set Membership fees, including subscriptions and levies; and

r. Make regulations.

10.2 The Board has all of the powers of the Society, unless the Board's power is limited by these Rules, or by a majority decision of the Members.

10.3 All decisions of the Board shall be by a majority vote when a quorum is present. In the event of an equal vote, the Chair/President shall have a casting vote, that is, a second vote.

10.4 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.

11. Board Member Positions

Chair

11.1 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 and governance of the Society; and

e. Providing a report on the operations and governance of the Society at each Annual General Meeting;

f. Communicating with the appointed Chief Executive Officer.

11.2 The Deputy Chair is to perform the functions and have all the powers of the Chair when the latter is absent, unwilling, or otherwise unable to perform those functions.

Secretary

11.3 The Secretary is responsible for:

a. Recording the minutes of Meetings

b. Keeping the Register of Members;

c. Holding the Society's minutes, records, documents, and books except those required for the receiving and replying to correspondence as required by the Board;

d. Keeping the board conflict of interest register;

e. Recording meeting attendances and ensuring the required quorum is present;

f. 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; and

g. Advising the Registrar of Incorporated Societies of any rule changes.

11.4 The Secretary can delegate the tasks set out in 11.3 (a) to (f) above to a Member or contracted person but retains ultimate responsibility for their completion.

Treasurer

11.5 The Treasurer is responsible for:

a. The keeping of proper accounting records of the Society's financial transactions to allow the Society's financial position to be readily ascertained;

b. Ensuring annual financial statements are prepared for presentation at each Annual General Meeting. These statements should be prepared in accordance with the Societies' accounting policies;

c. A financial report is provided at each Annual General Meeting;

d. Providing financial information to the Board as the Board determines;

e. Providing financial advice to the Chief Executive Officer as required; and

f. Arranging with the Society's bank Authority to Operate the Society's bank accounts.

11.6 The Treasurer can delegate the tasks set out in 11.5(a) to (e) above to a Member or contracted person but retains ultimate responsibility for their completion.

12. Board Meetings

Frequency

12.1 The Board must have no less than (6) Board Meetings per annum with a provision for 2 special meetings.

12.2 The Board must meet within fourteen (14) days following an Annual General Meeting.

Meetings via alternative methods of communication

12.3 Board Meetings may be held via video or telephone conference, or other formats as the Board may decide.

Minimum attendance - Quorum

12.4 No Board Meeting may be held unless a quorum is present. A quorum is four eligible voting Board Members in attendance. Attendance can be via video or telephone conference.

Chair of Board Meetings

12.5 The Chair/President shall chair Board Meetings, or if the Chair/President is absent, the Deputy Chair/ President shall chair that meeting, or shall elect a chairperson to chair that meeting.

Adjournment

12.6 The Chair/President or his nominee shall adjourn the meeting if necessary.

12.7 Adjourned Meetings: If within half an hour after the time appointed for a meeting a quorum is not present the meeting, if convened upon requisition of members, shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the Chair/President/ of the Society, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The Chair/President may with the consent of any Society Meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

Voting

12.8 Decisions of the Board shall be by majority vote.

12.9 A Board Member may cast their vote via video or telephone conference, or other format or method as the Board may decide as acceptable.

12.10 A Board Member may cast their vote via proxy provided they are familiar with the materials being voted on and give twenty four (24) hours notice to the Board of their intention to do so.

12.11 Subject to clauses 12.9 and 12.10 only Board Members present at a Board Meeting may vote at that Board Meeting.

12.12 The Chair/President or person acting as Chair/President has a casting vote, that is, a second vote.

Board to self-regulate

12.13 Subject to these Rules, the Board may regulate its own practices.

13. Conflict of Interest

13.1 A Board Member who will or may derive directly or indirectly a material financial benefit from any transaction or contract proposed to be entered into by the Board must declare the interest and its nature (the “interest”) to the Board at or before the meeting at which the transaction or contract is being considered. That interest must be discussed at the Board meeting. The interested Board Member must not be present during the Board’s discussion on the transaction, unless the majority of the Board determines they can be present.

13.2 A Board Member is prohibited from voting on any transaction or contract in which they have an interest unless an exception is granted by a quorum of the Board in its absolute discretion.

14. Prohibition on Members Receiving Remuneration

14.1 A Member is not to receive any remuneration for their services except where they are paid by honorarium or when they are providing goods and / or services at market rate to the Society which may be described as otherwise at arm’s length.

15. Officers

15.1 The Board can appoint Officers, Servants and Agents as it sees fit and on such terms and under such conditions as it may, from time to time, consider necessary for the effective carrying out of the objectives of the Society. The Board shall define in writing the duties of each such Officer, Agent or Servant, and the remuneration.

Chief Executive Officer to be appointed

15.2 A Chief Executive Officer is to be appointed by the Board for a term the Board determines. The appointment may be revoked at any time for any reason whatsoever by the Board within the bounds of the current agreed employment contact.

15.3 The role of the Chief Executive Officer is to:

a. Produce and present the annual business plan and the annual budget for approval by the Board;

b. Manage the employment, management and administration of Society employees;

c. Provide updates to the Chair/President at intervals set by the Chair/President; and

d. Report to the Board on all of the above when the Board requires and when the Chief Executive Officer considers it pertinent.

15.4 The Board’s power to appoint Officers, Servants and Agents pursuant to clause 15.1, apart from the Chief Executive Officer and the remuneration payable, may be delegated to the Chief Executive Officer.

16. Society Membership

Types of Members

16.1 The classes of Membership are:

a. Subscription Members; and

b. Commercial and Mixed Use Members within the Queenstown Lakes District.

c. Any other class of members that the board sees fit.

Entity Membership

16.2 A Member may be a sole trader, firm, partnership, company, estate, trust or corporate body but such Members shall lodge with the society in writing their nominee who is an individual to exercise the Member's voting privileges and promptly notify the society of any change. [A nominee shall be eligible for election as a Board Member of the Society and may hold a place on the board]. Only the nominated person may exercise the voting rights on behalf of the members.

16.3 Entities eligible for Membership must apply in writing in the form prescribed by the Board from time to time.

Membership rights and responsibilities

16.4 Members have the rights and responsibilities set out in these Rules.

Membership fees and levies

16.5 Subscription Members are to pay the annual Membership fees and levies as set by the Board from time to time.

16.6 Commercial Ratepayer Members and Mixed Use Ratepayer Members are not required to pay annual Membership fees or levies for so long as those fees are incorporated into the rates that those Members pay to the Local Authority.

17. Admission of Subscription Members

17.1 To become a Subscription Member, a person or Entity ("the Applicant") must:

a. Complete an application form, if the Rules, Policies or Board requires this; and

b. Supply any other information the Board requires.

17.2 The Board may interview the Applicant when it considers Membership applications.

17.3 The Board shall have complete discretion when it decides whether or not to allow the Applicant to become a Member. The Board shall advise the Applicant of its decision, and that decision shall be final.

18. Admission of Commercial Ratepayer Members

Eligibility

18.1 In these Rules, a Commercial Ratepayer or a Mixed Use Ratepayer is a person or Entity whose name appears on the rating roll of the Queenstown Lakes District Council in respect of commercial, industrial or mixed use premises. Subject to clauses 18.2 and 18.4 that person is eligible to become a Member.

Person or Entity appearing on rating roll has leased or rented the premises

18.2 When the whole interest in the relevant commercial premises owned by the person or Entity on the rating roll is leased or rented to another party, Commercial Ratepayer Membership entitlement attaches to *either* the ratepayer or the lessee or tenant, but not both. The parties are to decide between themselves which of them will be eligible under this clause.

Person or Entity appearing on rating roll is a tenant occupying the premises

18.3 Where the person appearing on the rating roll is a tenant in occupation of the premises, that person and no other person is eligible for Membership as a commercial ratepayer.

Premises divided into two or more units - One person on rating roll

18.4 Where the premises in respect of which a person or Entity appears on the rating roll are divided into two or more self-contained shops or offices, (each of which are individually occupied by different tenants):

a. The number of persons eligible for Membership shall equate to the number of self-contained shops or offices subject of the rates assessment;

b. The persons eligible for Membership shall be each of the occupiers of individual premises or any one or more of the occupiers together with the person whose name appears on the rating roll provided that the number of members shall not exceed the number of self-contained shops or offices.

Purpose of Rules 18.1 to 18.4

18.5 For clarity the purpose of Rules 18.1 to 18.4 is:

a. To ensure that a rateable property shall give rise to eligibility for one Member only in respect of that property unless the property is divided into self-contained and independently operated shops or offices. The decision of the Board as to what constitutes a self-contained individually occupied shop or office shall be final and binding.

b. Nothing in these rules shall, however, prevent a person who is ineligible as a commercial ratepayer from joining as a subscription Member.

Application process

18.6 To become a Commercial Ratepayer Member, a person or Entity (“the Applicant”) must:

a. Complete an application form, if the Rules, Bylaws or Board requires this; and

b. Supply any other information the Board requires, including but not limited to:

i. Evidence of legal tenancy of a property which is subject to payment of commercial rates

ii. Where one or more persons are eligible for Membership in respect of the same premises the application for Membership shall be accompanied by the consent in writing of any other person so eligible and evidence of payment of commercial rates in the Queenstown Lakes District. Any person giving consent to an application of Membership by a person sharing the same right of eligibility may become a Member by way of subscription or upon resignation of the Member so applying.

18.7 The Board may interview the Applicant when it considers Membership applications.

18.8 The Board shall have complete discretion when it decides whether or not to allow the Applicant to become a Member. The Board shall advise the Applicant of its decision, and that decision shall be final.

19. The Register of Members

19.1 The Secretary shall keep a register of Members ("the Register"), which shall contain the names, the postal and email addresses and telephone numbers of all Members, and the dates at which they became Members.

19.2 If a Member's contact details change, that Member shall give the new postal or email address or telephone number to the Secretary.

19.3 Each Member shall provide such other details as the Board requires.

19.4 Members shall have reasonable access to the Register of Members. The Register is to contain a list of all Member's names, but does not include their contact details.

20. Cessation of Membership

20.1 Any Member may resign by giving written notice to the Secretary.

20.2 The Board may terminate a Member's Membership as set out below:

a. If, for any reason whatsoever, the Board is of the view that a Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society, the Board may give written notice of this to the Member ("the Board's Notice"). The Board's Notice must:

i. Explain how the Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society;

ii. State what the Member must do in order to remedy the situation; or state that the Member must write to the Board giving reasons why the Board should not terminate the Member's Membership.

iii. State that if, within fourteen days (14) days of the Member receiving the Board's Notice, the Board is not satisfied, the Board may in its absolute discretion immediately terminate the Member's Membership.

iv. State that if the Board terminates the Member's Membership, the Member may appeal to the Society.

b. Fourteen days (14) after the Member received the Board's Notice, the Board may in its absolute discretion by majority vote terminate the Member's Membership by giving the Member written notice ("Termination Notice"), which takes immediate effect. The Termination Notice must state that the Member may appeal to the Society at the next Meeting by giving written notice to the Secretary ("Member's Notice") within fourteen (14) days of the Member's receipt of the Termination Notice.

c. If the Member gives the Member's Notice to the Secretary, the Member will have the right to be fairly heard at a Society Meeting held within the following twenty eight (28) days. If the Member chooses, the Member may provide the Secretary with a written explanation of the events as the Member sees them ("the Member's Explanation"), and the Member may require the Secretary to give the Member's Explanation to every other Member within seen (7) days of the Secretary receiving the Member's Explanation. If the Member is not satisfied that the other Society Members have had sufficient time to consider the Member's Explanation, the Member may defer his or her right to be heard until the following Society Meeting.

d. When the Member is heard at a Society Meeting, the Society may question the Member and the Board Members.

e. The Society shall then by majority vote decide whether to let the termination stand, or whether to reinstate the Member. The Society's decision will be final.

21. Obligations of Members

21.1 All Members (and Board Members) shall promote the purposes of the Society and shall do nothing to bring the Society into disrepute.

21.2 In the event a Member has any type of issue or concern with the Society, any of its Members, policies, or general conduct and decision making, the Member agrees to put such concerns to the Board directly, either in writing or in person, and allow a reasonable period for response and remedy, before taking any steps outside of the Society or making comments within the community in regards to those issues that would bring the Society into disrepute.

22. Use of Money and Other Assets

22.1 The Society may only Use Money and Other Assets if:

a. It is for a purpose of the Society;

b. It is not for the sole personal or individual benefit of any Member, unless that benefit is provided in accordance with 14.1; and

c. That Use is consistent with any annual business plan in effect from time to time and been approved by either the Board or by majority vote of the Society.

23. Joining Fees and Levies

23.1 If any Member does not pay a fee or levy by the date set by the Board or the Society, the Secretary will give written notice that, unless the arrears are paid by a nominated date, the Membership will be terminated. After that date, the Member shall (without being released from the obligation of payment of any sums due to the Society) have no Membership rights and shall not be entitled to participate in any Society activity.

24. Additional Powers

24.1 The Society may:

a. Employ people for the purposes of the Society;

b. Exercise any power a trustee might exercise;

c. Invest in any investment that a trustee might invest in; and

d. Borrow money and provide security for that if authorised by Majority vote at any Society meeting.

25. Finance

Financial Year

25.1 The financial year of the Society begins on 1 July of every year and ends on 30 June of the next year. *Society Bank Account*

25.2 Any money received by the Society is to be deposited into the bank of the Society as soon as possible after it is received. The Society's bank account is to be operated upon and cheques and other bills of exchange and instruments endorsed by such signatories and otherwise in such manner as the Board may, from time to time, determine.

Society to reimburse reasonable out of pocket expenses and arms length costs

25.3 Approved reasonable out-of-pocket expenses, and other payments approved on arms length terms, incurred by Members, employees, and agents of the Society will be reimbursed or paid on application. Such application shall be supported by appropriate documentation.

26. Annual Review or Audit

26.1 The Society's finances must be reviewed or audited each financial year. In deciding whether to conduct a review or an audit, the Board is to consider and be guided by any current legislation applicable to incorporated societies and the requirements of their funders.

Review

26.2 In the event a review is conducted, the Society shall appoint an accountant to review the annual financial statements of the Society ("the Reviewer"). The Reviewer shall conduct an examination with the objective of providing a report that nothing has come to the Reviewer's attention to cause the Reviewer to believe that the financial information is not presented in accordance with the Society's accounting policies. The Reviewer must be a suitably qualified person, preferably a member of the New Zealand Institute of Chartered Accountants, and must not be a member of the Board, or an employee of the Society. If the Society appoints a Reviewer who is unable to act for some reason, the Board shall appoint another Reviewer as a replacement.

26.3 The Board is responsible to provide the Reviewer with:

a. Access to all information of which the Board is aware that is relevant to the preparation of the financial statements such as records, documentation and other matters.

b. Additional information that the reviewer may request from the Board for the purpose of the review; and

c. Reasonable access to persons within the Society from whom the reviewer determines it necessary to obtain evidence.

Audit

26.4 In the event an audit is conducted, the Society shall appoint an Auditor to audit the annual financial statements of the Society. The Auditor shall report on whether the financial statements are prepared in all material respects in accordance with the Society's accounting policies. The Auditor must be a suitably qualified person and preferably be a member of the New Zealand Institute of Chartered Accountants, and must not be a member of the Board, or an employee of the Society. If the Society appoints an Auditor who is unable to act for some reason, the Board shall appoint another Auditor as a replacement.

26.5 The Board is responsible to provide the auditor with:

a. Access to all information of which the Board is aware that is relevant to the preparation of the financial statements such as records, documentation and other matters

b. Additional information that the auditor may request from the Board for the purpose of the audit; and

c. Reasonable access to persons within the Society from whom the auditor determines it necessary to obtain evidence.

27. Society Meetings

27.1 A Society Meeting is either an Annual General Meeting or a Special General Meeting (together "Society Meeting").

Notice of Society Meeting

27.2 Members are to be notified of Society Meetings at least fourteen (14) days prior to the meeting.

27.3 Notification is to be effected by way of advertisement in one local publication and email to Members. In the event a Member does not have email facilities notification is to be effected by post.

Annual General Meeting

27.4 The Annual General Meeting shall be held once every year no later than the last day of November in each year at such time and place as the Board shall determine after taking into account the wished of Members.

27.5 The Board is to be elected at the Annual General Meeting.

27.6 In the event of a tie for the last position of the Board, a further ballot is to be conducted between the tied candidates. The candidate who procures the majority of the votes in that ballot is to be appointed to the position.

Special General Meeting

27.7 Special General Meetings may be called by the Board at any time. If the Secretary has sent a notice to all Members in good faith, the Meeting and its business will not be invalidated simply because one or more Members do not receive the notice.

27.8 The Board must call a Special General Meeting if the Secretary receives a written request from at least 10% of the members.

Meeting Information

27.9 The Secretary shall:

a. Give all members at least fourteen (14) days Written Notice of the business to be conducted at any Society meeting. Written Notice is to be effected by email to all Members and publication in at least one local publication.

b. provide, (where appropriate):

i. A copy of the Chair/President's Report on the Society's operations and of the Annual Financial Statements as approved by the Board;

ii. A list of Nominees for the Board, and information about those Nominees if it has been provided. (The Secretary must not provide Members with information exceeding one side of an A4 sheet of paper per Nominee);

iii. Notice of any motions and the Board's recommendations about those motions.

Members' Entitlement to Vote

27.10 Subject to clause 27.11, all Members may attend and vote at Society Meetings.

27.11 A Member is not entitled to vote if their Membership fees or levies are in arrears

Minimum Number of Members – Quorum

27.12 No Society Meeting may be held unless at least 10 % of Members entitled to vote attend the meeting; OR they can vote by proxy via online form/email; OR attend via a video link; OR send a representative. This will constitute a quorum

Chair/President Has Casting Vote

27.13 All Society Meetings shall be Chaired by the Chair. If the Chair is absent, the Board shall elect another Board Member to Chair that meeting. Any person Chairing a Society Meeting has a casting vote.

Method of Voting

27.14 On any given motion at a Society Meeting, the Chair shall in good faith determine whether to vote by:

a. Voices;

b. Show of hands; or

c. Secret ballot.

27.15 However, if any Member demands a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot. If a secret ballot is held, the Chair will have a casting, that is, second vote.

Meeting Agenda

27.16 The business of an Annual General Meeting shall be:

a. Receiving any minutes of the previous Society's Meeting(s);

b. The Chair's report on the business of the Society;

c. The Treasurer's report on the finances of the Society, and the Annual Financial Statements;

d. Election of Board Members;

e. Motions to be considered;

f. Receiving the annual report of the Chief Executive Officer; and

g. General business.

Adjournment

27.17 The Chair or his nominee shall adjourn the meeting if necessary.

27.18 Adjourned Meetings: If within half an hour after the time appointed for a meeting a quorum is not present the meeting, if convened upon requisition of members, shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the Chair/President of the Society, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The Chair/President may with the consent of any Society Meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

28. Motions at Society Meetings

28.1 Any Member may request that a motion be voted on ("Member's Motion") at a particular Society Meeting, by giving written notice to the Secretary at least twenty eight (28) days before that meeting. The Member may also provide information in support of the motion ("Member's Information"). The Board may in its absolute discretion decide whether or not the Society will vote on the motion. However, if the Member's Motion is signed by at least ten (10) percent of eligible Members:

a. It must be voted on at the Society Meeting chosen by the Member; and

b. The Secretary must give the Member's Information to all Members at least fourteen (14) days before the Society Meeting chosen by the Member; or

c. If the Secretary fails to do this, the Member has the right to raise the motion at the following Society Meeting.

28.2 The Board may also decide to put forward motions for the Society to vote on ("Board Motions") which shall be suitably notified.

29. Common seal

29.1 The Board shall provide a common seal for the Society and may from time to time replace it with a new one.

29.2 The Secretary shall have custody of the common seal, which shall only be used by the authority of the Board. Every document to which the common seal is affixed shall be signed by two Board Members.

30. Altering the rules

30.1 The board may alter or replace these Rules at an Annual or Special General Meeting by a resolution passed by a majority of those Members present and voting.

30.2 Any proposed motion to amend or replace these Rules by the members shall be given in writing to the Secretary at least twenty eight (28) days before the Annual or Special General Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.

30.3 At least fourteen (14) days before the Annual or Special General Meeting at which any Rule change is to be considered the Secretary shall give to all Members written notice of the proposed motion, the reasons for the proposal, and any recommendations the Board has.

30.4 A proposed Rule change will be enacted if a majority of Members present and voting at an Annual General meeting or a Special General Meeting approve it.

30.5 When a Rule change is approved by an Annual or Special General Meeting no Rule change shall take effect until the Secretary has filed the changes with the Registrar of Incorporated Societies.

30.6 No alteration to these Rules is permitted if it will affect the District Improvement Tax Exemption granted by the Commissioner of the Inland Revenue Department.

31. Winding up

31.1 The Society is to be wound up if at a General Meeting of members a resolution to that effect is passed ("the initial resolution"), and is confirmed by a second resolution at a subsequent General Meeting of Members held no sooner than thirty (30) working days and no later than sixty (60) working days after the date of the initial resolution.

31.2 If the Society is wound up:

a. The Society's debts, costs and liabilities shall be paid;

b. Surplus Money and Other Assets of the Society may be disposed of:

i. By resolution; or

ii. According to the provisions in the Incorporated Societies Act 1908; but

c. No distribution may be made to any Member;

d. The surplus Money and Other Assets shall be distributed to: [see S.27 of the Act]

i. any concern or Association or concerns or Associations, having substantially similar objectives and activities to those of the Society to be used by it or by them for purposes similar to the objectives for which the Society was established and in such manner and upon such conditions as the then members of the Society in General Meeting may determine, or

ii. if at the time of winding up or dissolution of the Society there is not existent any other concern or Association having similar objectives and activities to those of the Society or if the then members of Lake Wanaka Tourism do not in General Meeting determine that the property shall be transferred to or applied towards any such concern or Association, then the property of the Society shall be applied towards a charitable organisation recognised by the Commissioner of Inland Revenue.

32. Definitions and Miscellaneous matters

32.1 In these Rules:

a. “Majority vote” means a vote made by more than half of the Members who are present at a Meeting and who are entitled to vote and voting at that Meeting upon a resolution put to that Meeting.

b. “Money or Other Assets” means any real or personal property or any interest therein, owned or controlled to any extent by the Society.

c. “Member” means of member of the Society.

d. “Society Meeting” means any Annual General Meeting, or any Special General Meeting, but not a Board Meeting.

e. “Use Money or Other Assets” means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, Money or Other Assets.

f. “Written Notice” means communication by post, electronic means (including email, and website posting), or advertisement in periodicals, or a combination of these methods.

g. It is assumed that

i. Where a masculine is used, the feminine is included

ii. Where the singular is used, plural forms of the noun are also inferred

iii. Headings are a matter of reference and not a part of the rules

h. Matters not covered in these rules shall be decided upon by the Board.