CONSTITUTION OF THE

NEW ZEALAND GEOTHERMAL ASSOCIATION INCORPORATED

(NZGA)

nzga
New Zealand
Geothermal Association

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Constitution of the New Zealand Geothermal Association Incorporated

1. Name

1.1. The name of the society is **New Zealand Geothermal Association Incorporated,** hereinafter called "**NZGA**" (in this Constitution referred to as the 'Society').

2. Charitable status

2.1. The Society is not and does not intend to be registered as a charitable entity under the Charities Act 2005.

3. Purposes

3.1. The primary purposes of the Society are to encourage, facilitate, promote and be an advocate for the use and development of geothermal resources and to support the co-ordination of national and international research, education and communication initiatives that enhance geothermal resource use sustainably and increase public awareness of the benefits that our unique geothermal taonga can offer.

3.2. The Society must not operate for the purpose of, or with the effect of:

a. distributing, any gain, profit, surplus, dividend, or other similar financial benefit to any of its Members (whether in money or in kind); or
b. having capital that is divided into shares or stock held by its Members; or
c. holding property in which its members have a disposable interest (whether directly, or in the form of shares or stock in the capital of the society or otherwise).

3.3. But the Society will not operate for the financial gain of Members simply if the Society:

a. engages in trade,
b. pays a Member for matters that are incidental to the purposes of the Society, and the Member is a not-for-profit entity,

c. distributes funds to a Member to further the purposes of the Society, and the Member:
    i. is a not-for-profit entity, and
    ii. is affiliated or closely related to the Society, and
    iii. has the same, or substantially the same, purposes as those of the Society.
d. reimburses a Member for reasonable expenses legitimately incurred on behalf of the Society or while pursuing the Society's purposes,
e. provides benefits to members of the public or of a class of the public and those persons include Members or their families,
f. provides benefits to Members or their families to alleviate hardship,
g. provides educational scholarships or grants to Members or their families,
h. pays a Member a salary or wages or other payments for services to the Society on arm's length terms (terms reasonable in the circumstances if the parties were connected or related only by the transaction in question, each acting independently, and each acting in its own best interests; or are terms less favourable to the Member than those terms and the payment for services, or other transaction, does not include any share of a gain, profit, or surplus, percentage of revenue, or other reward in connection with any gain, profit, surplus, or revenue of the Society),
i. provides a Member with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of the Society.
j. on removal of the Society from the Register of Incorporated Societies having its surplus assets distributed under subpart 5 of Part 5 of the Act to a Member that is a not-for-profit entity.

4. Act and Regulations

4.1. Nothing in this Constitution authorises the Society to do anything which contravenes or is inconsistent with the Act, any regulations made under the Act, or any other legislation.

5. Restrictions on society powers

5.1. The Society must not be carried on for the financial gain of any of its members.

5.2. The Society's capacity, rights, powers, and privileges are subject to the following restrictions:

a. The Society does not have the power to borrow money.

6. Registered office

6.1. The registered office of the Society shall be at such place in New Zealand as the Board from time to time determines.

6.2. Changes to the registered office shall be notified to the Registrar of Incorporated Societies at least 5 working days before the change of address for the registered office is due to take effect, and in a form and as required by the Act.

7. Contact person

7.1. The Society shall have at least 1 but no more than 3 contact person(s) whom the Registrar can contact when needed.

7.2. The Society's contact person must be at least 18 years of age, and ordinarily resident in New Zealand.

7.3. A contact person can be appointed by the Board or elected by the Members at a General Meeting.

7.4. Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including a physical address or an electronic address, and a telephone number.

7.5. Any change in that contact person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 20 Working Days of that change occurring, or the Society becoming aware of the change.

8. Members

8.1. The Society shall maintain the minimum number of Members required by the Act.

8.2. Every applicant for membership must consent in writing to becoming a Member.

8.3. Process to become a member:

8.3.1. An applicant must meet the eligibility criteria for the relevant class of membership as set out in the Society's Bylaws.

8.3.2. An applicant for membership must complete and sign any application form, supply any information, or attend an interview as may be reasonably required by the Board regarding an application for membership and will become a Member on acceptance of that application by the Board.

8.3.3. The Board may accept or decline an application for membership at its sole discretion. The Board must advise the applicant of its decision.

8.3.4. The signed written consent of every Member to become a Society Member shall be retained in the Society's membership records.

8.4. Members' obligations and rights:

8.4.1. Every Member shall provide the Society in writing with that Member's name and contact details (namely, physical and email address and a telephone number) and promptly advise the Society in writing of any changes to those details.

8.4.2. All Members shall promote the interests and purposes of the Society and shall do nothing to bring the Society into disrepute.

8.4.3. A member is entitled to the rights associated with their class of membership, as set out in the Society's Bylaws.

8.4.4. A Member is only entitled to exercise their rights of membership if all subscriptions and any other fees have been paid to the Society by their respective due dates.

8.4.5. No member is liable for an obligation of the Society by reason only of being a Member.

8.4.6. The Board may decide what access or use Members may have of or to any premises, facilities, equipment or other property owned, occupied or otherwise used by the Society, and to participate in Society activities, including any conditions of and fees for such access, use or involvement.

8.5. The Subscriptions and fees:

8.5.1. The annual subscription and any other fees for membership shall be set by resolution of the Board and communicated to the Membership prior to the start of the financial year.

8.5.2. Any Member failing to pay the annual subscription or any fees, within 20 Working Days of the date the same was due for payment shall be considered as 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 or to access or use the Society's premises, facilities, equipment and other property until all the arrears are paid. If such arrears are not paid within 40 Working Days of the due date for payment of the subscription, or any other fees the Board may terminate the Member's membership (without being required to give prior notice to that Member).

8.5.3. The Board may, at its discretion, make exceptions to the subscriptions or fees as provided for in the Bylaws.

8.6. Ceasing to be a member

8.6.1. A Member ceases to be a Member:

a. by resignation from that Member by written notice signed by that Member to the Board, or
b. on termination of a Member's membership following a dispute resolution process under this Constitution, or
c. on death (or on liquidation or deregistration, or if a partnership on dissolution of the partnership), or
d. by resolution of the Board where:
    i. The Member has failed to pay a subscription, levy or other amount due to the Society within 40 Working Days of the due date for payment.
    ii. In the opinion of the Board the Member has brought the Society into disrepute.

e. with effect from (as applicable):
    i. the date of receipt of the Member's notice of resignation by the Board (or any subsequent date stated in the notice of resignation), or
    ii. the date of termination of the Member's membership under this Constitution, or
    iii. the date of death of the Member (or from the date of liquidation or deregistration, or if a partnership from the date of its dissolution), or
    iv. the date specified in a resolution of the Board and when a Member's membership has been terminated the Board shall promptly notify the former Member in writing.

8.7. Obligations once membership has ceased:

8.7.1. A Member who has ceased to be a Member under this Constitution:

a. remains liable to pay all subscriptions and other fees to the Society's next balance date,
b. shall cease to hold himself or herself out as a Member of the Society, and
c. shall return to the Society all material provided to Members by the Society (including any membership certificate, badges, handbooks and manuals).
d. shall cease to be entitled to any of the rights of a Society Member.

8.8. Becoming a member again:

8.8.1. A former Member whose membership was not terminated as a result of a disciplinary or dispute resolution process may apply for re-admission in the same manner as a new applicant.

8.8.2. A former Member whose membership was terminated following a disciplinary or dispute resolution process may only be re-admitted by a resolution passed by the Board.

9. General meetings

9.1. Procedures for all general meetings:

9.1.1. The Board shall give all Members at least 20 Working Days' written Notice of any General Meeting and of the business to be conducted at that General Meeting.

9.1.2. That Notice will be addressed to the Member email notified to the Society and recorded in the Society's register of members. The General Meeting and its business will not be invalidated simply because one or more Members do not receive the Notice of the General Meeting.

9.1.3. Only Members may speak and vote at General Meetings:

a. in person, including by means of real-time audio or audiovisual communication, if such means are made available; and
b. proxy voting is not permitted.

9.1.4. No General Meeting may be held unless at least 10 eligible financial Members attend throughout the meeting and this will constitute a quorum.

9.1.5. If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting – if convened upon request of Members – shall be dissolved. In any other case it shall stand adjourned to a day, time and place determined by the President of the Society, and if at such adjourned meeting a quorum is not present those Members present in person shall be deemed to constitute a sufficient quorum.

9.1.6. A Member is entitled to exercise one vote on any motion at a General Meeting when attending in person, and voting at a General Meeting shall be by voices or by show of hands or, on demand of the President or of 2 or more Members present, by secret ballot.

9.1.7. Unless otherwise required by this Constitution, all questions shall be decided by a simple majority of those in attendance in person and voting at a General Meeting or voting by remote ballot.

9.1.8. Any decisions made when a quorum is not present are not valid.

9.1.9. The Society may pass a written resolution in lieu of holding a General Meeting. A written resolution will be deemed valid and effective for the purposes of the Act and this Constitution if:

a. The resolution is provided in writing (including by electronic means);

b. At least 20 Members entitled to vote respond to the resolution (quorum); and

c. At least 75 percent of those Members who respond vote in favour of the resolution.

A written resolution may consist of one or more documents in similar form, including electronic communications. A Member may indicate their approval by signing the resolution or by any other method of communication approved under this Constitution

9.1.10. Voting Exclusions for Written Resolutions:

a. Only Members who are financial and listed on the membership register at the time the resolution is issued shall be entitled to vote.
b. Any votes received after the deadline stated in the resolution notice shall be deemed invalid and excluded from the count.
c. The failure of a Member to receive the resolution notice shall not invalidate the result.

9.1.11. General Meetings may be held at one or more venues by Members present in person and/or using any real-time audio, audio and visual, or electronic communication that gives each Member a reasonable opportunity to participate.

9.1.12. All General Meetings shall be chaired by the President. If the President is absent, then the meeting shall be chaired by the Vice President. If the Vice President is absent, then the Board shall elect another Officer to chair that meeting.

9.1.13. Any person chairing a General Meeting has a deliberative and, in the event of a tied vote, a casting vote.

9.1.14. Any person chairing a General Meeting may:

a. With the consent of a simple majority of Members present at any General Meeting adjourn the General Meeting from time to time and from place to place but no business shall be transacted at any adjourned General Meeting other than the business left unfinished at the meeting from which the adjournment took place.
b. Direct that any person not entitled to be present at the General Meeting, or obstructing the business of the General Meeting, or behaving in a disorderly manner, or being abusive, or failing to abide by the directions of the chairperson be removed from the General Meeting, and
c. In the absence of a quorum or in the case of emergency, adjourn the General Meeting or declare it closed.

9.1.15. The Board may propose motions for the Society to vote on ('Board Motions'), which shall be notified to Members with the notice of the General Meeting.

9.1.16. The Society must keep minutes of all General Meetings.

9.2. Annual General Meetings

9.2.1. An Annual General Meeting shall be held once a year on a date and at a location and/or using any electronic communication determined by the Board and consistent with any requirements in the Act, and the Constitution relating to the procedure to be followed at General Meetings shall apply.

9.2.2. The Annual General Meeting must be held no later than the earlier of the following:

a. 6 months after the balance date of the Society,
b. 15 months after the previous annual meeting.

9.2.3. The business of an Annual General Meeting shall be to:

a. confirm the minutes of the last Annual General Meeting and any Special General Meeting(s) held since the last Annual General Meeting,

b. adopt the annual report on the operations and affairs of the Society,
c. adopt the Board's report on the finances of the Society, and the annual financial statements,
d. report any changes to subscriptions and fees implemented.
e. consider any motions of which prior notice has been given to Members with notice of the Meeting, and
f. consider any general business.

9.2.4. The Board must, at each Annual General Meeting, present the following information:

a. an annual report on the operation and affairs of the Society during the most recently completed accounting period,
b. the annual financial statements for that period, and
c. notice of any disclosures of conflicts of interest made by Officers during that period (including a summary of the matters, or types of matters, to which those disclosures relate).

9.3. Special General Meetings:

9.3.1. Special General Meetings may be called at any time by the Board by resolution.

9.3.2. The Board must call a Special General Meeting if it receives a written request signed by at least 10 percent of Members.

9.3.3. Any resolution or written request must state the business that the Special General Meeting is to deal with.

9.3.4. The rules in this Constitution relating to the procedure to be followed at General Meetings shall apply to a Special General Meeting, and a Special General Meeting shall only consider and deal with the business specified in the Board's resolution or the written request by Members for the Meeting.

10. Governance

10.1. Board Composition

10.1.1. The Board will consist of at least 3 Board Members and no more than 12 Board Members.

10.1.2. The roles of President, Vice-President, Secretary, and Treasurer shall be held by individuals who are elected as Board Members.

10.1.3. The majority of the Board members on the Board must be Members of the Society.

10.1.4. The Board may, by majority decision, co-opt individuals onto the Board to bring in specific expertise, improve representation, or support the effective governance of the Society. Co-opted individuals may be:

a. Members of the Society who are not currently serving on the Board; or
b. Non-members with relevant knowledge or skills, where permitted by this Constitution.

10.1.5. All co-opted Board Members shall have full voting rights and the same duties and responsibilities as elected Board members.

10.1.6. The term of any co-opted Board Member shall be until the next Annual General Meeting, at which point their co-option will lapse unless they are formally elected or reappointed by the Board. Co-opted members may be reappointed for further terms, subject to any maximum term limits applying to all Board members.

10.1.7. A co-opted Board Member may resign at any time by giving notice in writing to the Board; or may be removed at any time by resolution of the Board.

10.1.8. The Board may not exceed the maximum number of Board members set out in this Constitution through co-option.

10.1.9. The Board may, by a majority decision, invite an individual Member to attend Board meetings in the capacity of an Observer for a duration as determined and agreed upon by the Board. An Observer shall not possess any voting rights and shall not be considered a Board Member for any purpose under this Constitution.

10.1.10. The Board may include, in addition to its Board Members, a Chief Executive Officer, a Board Coordinator, and any other roles or positions that the Board may, from time to time, deem necessary for the effective conduct of the Society's affairs. The Board shall have the authority to appoint suitably qualified individuals to such roles and positions. All such appointees shall participate in Board meetings in a non-voting capacity and shall not be considered Board Members under this Constitution.

10.2. Functions and Powers of the Board

10.2.1. From the end of each Annual General Meeting until the end of the next, the Society shall be managed by, or under the direction or supervision of, the Board, in accordance with the Incorporated Societies Act 2022, any Regulations made under that Act, and this Constitution.

10.2.2. The Board has all the powers necessary for managing — and for directing and supervising the management of — the operation and affairs of the Society, subject to such modifications, exceptions, or limitations as are contained in the Act or in this Constitution.

10.2.3. The Board and any sub-committee may act by resolution approved during a conference call using audio and/or audio-visual technology or through a written ballot conducted by email, electronic voting system, or post, and any such resolution shall be recorded in the minutes of the next Board or sub-committee meeting.

10.2.4. Other than as prescribed by the Act or this Constitution, the Board or any sub-committee may regulate its proceedings as it thinks fit.

10.3. Sub-committees

10.3.1. The Board may appoint sub-committees consisting of such persons (whether or not Members of the Society) and for such purposes as it thinks fit as provided for in the Society's Bylaws.

10.4. Board meetings

10.4.1. The quorum for Board meetings is at least two-thirds of the number of current Board Members.

10.4.2. A meeting of the Board may be held either by a number of the members of the Board who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or by means of audio, or audio and visual, communication by which all members of the Board participating and constituting a quorum can simultaneously hear each other throughout the meeting.

10.4.3. A resolution of the Board is passed at any meeting of the Board if a majority of the votes cast on it are in favour of the resolution. Every Board Member on the Board shall have one vote.

10.4.4. If at a meeting of the Board, the President is not present, then the meeting shall be chaired by the Vice President. If the Vice President is absent, then the Board shall elect another Board Member to chair that meeting. The chairperson does have a casting vote in the event of a tied vote on any resolution of the Board.

10.4.5. Except as otherwise provided in this Constitution, the Board may regulate its own procedure.

10.4.6. The Board shall meet at least quarterly at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the President or Vice President.

10.4.7. The President, or the Vice President, or another Officer nominated by the Board, shall give to all Board members not less than 5 Working Days' notice of Board meetings, but in cases of urgency a shorter period of notice shall suffice.

11. Officers

11.1. Qualifications of Officers

11.1.1. Every Officer must be a natural person who has consented in writing to be an Officer of the Society, and certifies in writing that they are not disqualified from being elected, appointed, or otherwise holding office as an Officer of the Society under either this Constitution or the Act.

11.1.2. Officers must not be disqualified under section 47(3) of the Act from being appointed or holding office as an Officer of the Society.

11.1.3. Each certificate shall be retained in the Society's records.

11.2. Officers duties:

11.2.1. At all times each Officer:

a. shall act in good faith and in what he or she believes to be the best interests of the Society,
b. must exercise all powers for a proper purpose,
c. must not act, or agree to the Society acting, in a manner that contravenes the Act or this Constitution,
d. when exercising powers or performing duties as an Officer, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation:
    i. the nature of the Society,
    ii. the nature of the decision, and
    iii. the position of the Officer and the nature of the responsibilities undertaken by him or her
e. must not agree to the activities of the Society being carried on in a manner likely to create a substantial risk of serious loss to the Society or to the Society's creditors, or cause or allow the activities of the Society to be carried on in a manner likely to create a substantial risk of serious loss to the Society or to the Society's creditors, and
f. must not agree to the Society incurring an obligation unless he or she believes at that time on reasonable grounds that the Society will be able to perform the obligation when it is required to do so.

11.3. The roles of President, Vice-President, Secretary and Treasurer

11.3.1. The President shall be responsible for overseeing the management of the affairs of the Society and represent the Society in public affairs.

11.3.2. The President shall chair General Meetings and meetings of the Board.

11.3.3. The President may, with the approval of a simple majority of the Board, delegate any of his or her functions in writing. Approval shall not be required if the delegation is made to the Vice-President.

11.3.4. The Vice-President shall carry out any functions delegated by the President and shall assume the duties of the President in the event that the President is unable to perform them.

11.3.5. The Secretary, or the Board Coordinator acting on behalf of the Secretary, shall ensure that accurate records of the Society's policies and proceedings are maintained, including the Register of Members and the Register of Interests.

11.3.6. The Secretary must record the minutes of all General Meetings. The Secretary, or the Board Coordinator acting on behalf of the Secretary, shall records minutes of any other Board meetings.

11.3.7. The Secretary shall oversee the election process.

11.3.8. If the position of Secretary is vacant, or the Secretary is unable to act, the Chief Executive Officer shall perform the functions of the Secretary unless the Board appoints another person to do so.

11.3.9. The Treasurer shall be responsible for the accurate recording and management of the Society's financial affairs.

11.3.10. The Treasurer shall keep full and accurate accounts of receipts and disbursements, and shall deposit all monies and other valuable effects in the name, and to the credit of the Society in such depositories as may be approved by the Board.

11.3.11. The Treasurer is responsible for preparing, or facilitating the preparation of an annual budget, as well as regularly monitoring and comparing the actual revenues and expenses incurred against such budget. A treasury report and financial statements are presented by the Treasurer at the Annual General Meeting.

11.3.12. If the position of Treasurer is vacant, or the Treasurer is unable to act, the Chief Executive Officer shall perform the functions of the Treasurer unless the Board appoints another person to do so.

11.4. Election or appointment of Board Members:

11.4.1. All individuals who are currently financial members of the Association are eligible for election to the Board.

11.4.2. Board Members shall be elected by remote ballot at least one month before the Annual General Meeting.

11.4.3. The Board shall set the election date and appoint an Election and Appointment Sub-Committee for those elections to act on behalf of the Board.

11.4.4. The basis on which the candidates are selected shall be determined from time to time by a resolution of the Board. Such a resolution may specify, inter alia, eligibility criteria to be used by the Election and Appointment Sub-Committee.

11.4.5. The Election and Appointment Sub-Committee shall issue a Notice to all financial Members calling for nominations for Board Member positions that are to be filled. The Notice shall specify:

a. the requirements for nomination
b. the eligibility criteria, and
c. the deadline for submission

All nominations must be submitted to the Election and Appointment sub-committee no later than 10 working days prior to the commencement of voting.

11.4.6. Nominations made by the Election and Appointment Sub-Committee shall be determined by a majority vote of the Sub-Committee members and finalised no later than 10 working days prior to the commencement of voting.

11.4.7. Nomination shall be accompanied by the written consent of the nominee with a certificate that the nominee is not disqualified from being appointed or holding office as a Board Member and a short biography.

11.4.8. If the number of nominations to the Board (including those members who are not retiring) is equal or less than the vacancies, the Board may on the advice of the Election and Appointment Sub-Committee vote to accept the nominations as received as the new Board Member.

11.4.9. If the number of nominations exceed the number of vacancies, the Secretary, or the Board Coordinator acting on behalf of the Secretary, shall email (or cause to be emailed) ballots bearing the nominations to each eligible member at least 20 Working Days before the election close and ballots shall be returned and reach the Election and Appointment Sub-Committee for counting before voting closes for election.

11.4.10. Voting exclusions:

a. Individuals who become members of the Association after the issuance of the ballot shall not be eligible to vote on the matter to which that ballot pertains.

b. Votes submitted after the deadline shall be deemed invalid and excluded from the count.

11.4.11. The candidate(s) polling the highest number of votes of financial Members shall be declared elected by the Society. In the case of a tie of any nature, the non-retiring Board Members shall resolve such.

11.4.12. The failure for any reason of any financial Member to receive such Notice shall not invalidate the election.

11.4.13. The President and Vice-President shall certify the results of the election and acquaint the Board with the results of the election and, after approval of the President, the Secretary shall notify the successful candidates.

11.4.14. New members of the Board shall enter into office at the Annual General Meeting following their election by the membership. The retiring Board Members shall continue until that time, except in cases of resignation or expulsion.

11.4.15. Expression of Interest for the roles of President, Vice-President, Secretary, and Treasurer shall be elected by the new Board from its own Board members shortly after the election and prior to the Annual General Meeting.

11.4.16. If more than one Board Member expresses interest in a particular role, an election shall be held by the new Board. Where practicable, these positions will be elected (or re-elected) on a staggered three-year cycle.

11.4.17. The Board may, at any time, fill any vacancy in the roles of President, Vice-President, Treasurer or Secretary which may occur, from its own members. The person or persons so named shall hold the position until their successors are duly elected and start office at the next Annual General Meeting.

11.5. Term:

11.5.1. The term of office for all Board Members elected to the Board shall be 3 years, expiring at the end of the Annual General Meeting in the year corresponding with the last year of each Board Member's term of office.

11.5.2. No Board Member shall serve for more than 2 consecutive terms.

11.5.3. No President shall serve for more than 6 consecutive years as President.

11.6. Removal of officers:

11.6.1. An Officer may be removed as an Officer by resolution of the Board where in the opinion of the Board:

a. The Officer has been absent from 4 Board meetings in the financial year without leave of absence from the Board.
b. The Officer has brought the Society into disrepute.
c. The Officer has failed to disclose a conflict of interest.
d. The Board passes a vote of no confidence in the Officer.

11.6.2. Removal will take effect from (as applicable) the date specified in a resolution of the Board.

11.7. Cessation of Office:

11.7.1. An Officer ceases to hold office when they resign (by notice in writing to the Committee), are removed, die, or otherwise vacate office in accordance with section 50(1) of the Act.

11.7.2. Each Officer shall within 20 Working Days of submitting a resignation or ceasing to hold office, deliver to the Committee all books, papers and other property of the Society held by such former Officer.

12. Conflicts of interest

12.1. An Officer or member of a sub-committee who is an Interested Member in respect of any Matter being considered by the Society, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified) to the Board and or sub-committee, and in an Interests Register kept by the Board.

12.2. Disclosure must be made as soon as practicable after the Officer or member of a sub-committee becomes aware that they are interested in the Matter.

12.3. An Officer or member of a sub-committee who is an Interested Member regarding a Matter:

a. must not vote or take part in the decision of the Board and/or sub-committee relating to the Matter unless all members of the Board who are not interested in the Matter consent; and
b. must not sign any document relating to the entry into a transaction or the initiation of the Matter unless all members of the Board who are not interested in the Matter consent; but
c. may take part in any discussion of the Board and/or sub-committee relating to the Matter and be present at the time of the decision of the Board and/or sub-committee (unless the Board and/or sub-committee decides otherwise).

12.4. An Officer or member of a sub-committee who is prevented from voting on a Matter may still be counted for the purpose of determining whether there is a quorum at any meeting at which the Matter is considered.

12.5. Where 50 per cent or more of Officers are prevented from voting on a Matter because they are interested in that Matter, a Special General Meeting must be called to consider and determine the Matter, unless all non-interested Officers agree otherwise.

12.6. Where 50 per cent or more of the members of a sub-committee are prevented from voting on a Matter because they are interested in that Matter, the Board shall consider and determine the Matter.

13. Records

13.1. Register of Members

13.1.1. The Society shall keep an up-to-date Register of Members.

13.1.2. For each current Member, the information contained in the Register of Members shall include:

a. Their name, and
b. The date on which they became a Member (if there is no record of the date they joined, this date will be recorded as 'Unknown'), and
c. Their contact details, including a physical address, an electronic address, and a telephone number.

13.1.3. Every current Member shall promptly advise the Society of any change of the Member's contact details.

13.1.4. The Society shall also keep a record of the former Members of the Society. For each Member who ceased to be a Member within the previous 7 years, the Society will record:

a. The former Member's name, and
b. The date the former Member ceased to be a Member.

13.2. Interests Register

13.2.1. The Board shall at all times maintain an up-to-date register of the interests disclosed by Officers and by members of any sub-committee.

13.3. Access to information for members

13.3.1. A Member may at any time make a written request to the Society for information held by the Society.

13.3.2. The request must specify the information sought in sufficient detail to enable the information to be identified.

13.3.3. The Society must, within a reasonable time after receiving a request:

a. provide the information, or

b. agree to provide the information within a specified period, or
c. agree to provide the information within a specified period if the Member pays a reasonable charge to the Society (which must be specified and explained) to meet the cost of providing the information, or
d. refuse to provide the information, specifying the reasons for the refusal.

13.3.4. Without limiting the reasons for which the Society may refuse to provide the information, the Society may refuse to provide the information if:

a. withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
b. the disclosure of the information would, or would be likely to, prejudice the commercial position of the Society or of any of its Members, or
c. the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the Society, or
d. the information is not relevant to the operation or affairs of the society, or
e. withholding the information is necessary to maintain legal professional privilege, or
f. the disclosure of the information would, or would be likely to, breach an enactment, or
g. the burden to the Society in responding to the request is substantially disproportionate to any benefit that the Member (or any other person) will or may receive from the disclosure of the information, or
h. the request for the information is frivolous or vexatious, or
i. the request seeks information about a dispute or complaint which is or has been the subject of the procedures for resolving such matters under this Constitution and the Act.

13.3.5. If the Society requires the Member to pay a charge for the information, the Member may withdraw the request, and must be treated as having done so unless, within 10 Working Days after receiving notification of the charge, the Member informs the Society that the Member will pay the charge; or that the Member considers the charge to be unreasonable.

13.3.6. Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

14. Finances

14.1. Control and management

14.1.1. The funds and property of the Society shall be controlled, invested and disposed of by the Board, subject to this Constitution, and devoted solely to the promotion of the purposes of the Society.

14.1.2. The Board shall maintain bank accounts in the name of the Society.

14.1.3. All money received on account of the Society shall be banked within 10 Working Days of receipt.

14.1.4. All accounts paid or for payment shall be submitted to the President and the Treasurer, as delegated by the Board, for approval of payment.

14.1.5. The Board must ensure that the Society keeps at all times, accounting records which:

a. correctly record the transactions of the Society, and
b. enable preparation of financial statements that comply with:
    i. the Incorporated Societies Act 2022 (section 104 for "small societies"); and
    ii. the applicable XRB Not-for-Profit (PBE) accounting standards (for larger societies)
c. enable the financial statements to be readily and properly audited, if required by legislation, regulation, grant-making authorities, or clause 14.1.5(d); and

d. The Board must cause an audit of the Society's financial statements if the Society is required to have them audited under section 108 of the Act.

14.1.6. The Board must establish and maintain a satisfactory system of control of the Society's accounting records.

14.1.7. The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form. And the accounting records must be kept for the current accounting period and for the last 7 completed accounting periods of the Society.

14.2. Balance date

14.2.1. The Society's financial year shall commence on 01 January of each year and end on 31 December (the latter date being the Society's balance date).

15. Dispute resolution

15.1. Meanings of dispute and complaint

15.1.1. A dispute is a disagreement or conflict involving the Society and/or its Members in relation to specific allegations set out below.

15.1.2. The disagreement or conflict may be between any of the following persons:

a. 2 or more Members
b. 1 or more Members and the Society
c. 1 or more Members and 1 or more Officer
d. 2 or more Officers
e. 1 or more Officers and the Society
f. 1 or more Members or Officers and the Society.

15.1.3. The disagreement or conflict relates to any of the following allegations:

a. a Member or an Officer has engaged in misconduct
b. a Member or an Officer has breached, or is likely to breach, a duty under the Society's Constitution or Bylaws or the Act

c. the Society has breached, or is likely to breach, a duty under the Society's Constitution or Bylaws or the Act
d. a Member's rights or interests as a Member have been damaged or Member's rights or interests generally have been damaged.

15.2. How a complaint is made

15.2.1. A Member or an Officer may make a complaint by giving to the Board (or a complaints sub-committee) a notice in writing that:

a. states that the Member or Officer is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
b. sets out the allegation or allegations to which the dispute relates and whom the allegation is against; and
c. sets out any other information reasonably required by the Society.

15.2.2. The Society may make a complaint involving an allegation or allegations against a Member or an Officer by giving to the Member or Officer a notice in writing that:

a. states that the Society is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
b. sets out the allegation to which the dispute relates.

15.2.3. The information given to support the allegation(s) must be sufficient to ensure that a person against whom an allegation is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.

15.2.4. A complaint may be made in any other reasonable manner permitted by the Society's Constitution.

15.3. Person who makes complaint has right to be heard

15.3.1. 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.

15.3.2. If the Society makes a complaint:

a. the Society has a right to be heard before the complaint is resolved or any outcome is determined; and
b. an Officer may exercise that right on behalf of the Society.

15.3.3. 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:

a. they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
b. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
c. an oral hearing (if any) is held before the decision maker; and
d. the Member's, Officer's, or Society's written or verbal statement or submissions (if any) are considered by the decision maker.

15.4. Person who is subject of complaint has right to be heard

15.4.1. This clause applies if a complaint involves an allegation that a Member, an Officer, or the Society (the 'respondent'):

a. has engaged in misconduct; or
b. has breached, or is likely to breach, a duty under the Society's Constitution or Bylaws or this Act; or
c. has damaged the rights or interests of a Member or the rights or interests of Members generally.

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

15.4.3. If the respondent is the Society, an Officer may exercise the right on behalf of the Society.

15.4.4. Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if:

a. the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and

b. the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
c. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
d. an oral hearing (if any) is held before the decision maker; and
e. the respondent's written statement or submissions (if any) are considered by the decision maker.

15.5. Investigating and determining dispute

15.5.1. All Members (including the Board) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Society's activities.

15.5.2. 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.

15.5.3. Disputes must be dealt with under the Constitution in a fair, efficient, and effective manner and in accordance with the provisions of the Act.

15.6. Society may decide not to proceed further with complaint

15.6.1. Despite the 'Investigating and determining dispute' rule above, the Society may decide not to proceed further with a complaint if:

a. the complaint is considered to be trivial; or
b. the complaint does not appear to disclose or involve any allegation of the following kind:
    i. that a Member or an Officer has engaged in material misconduct
    ii. 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 Act
    iii. that a Member's rights or interests or Members' rights or interests generally have been materially damaged
c. the complaint appears to be without foundation or there is no apparent evidence to support it; or
d. the person who makes the complaint has an insignificant interest in the matter; or

e. the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the Constitution; or
f. there has been an undue delay in making the complaint.

15.7. Society may refer complaint

15.7.1. The Society may refer a complaint to:

a. a sub-committee or an external person to investigate and report; or
b. a sub-committee, an arbitral tribunal, or an external person to investigate and make a decision.

15.7.2. 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).

15.8. Decision makers

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

16. Liquidation and removal from the register

16.1.1. The Society may be liquidated in accordance with the provisions of Part 5 of the Act.

16.1.2. The Board shall give 20 Working Days written Notice to all Members of the proposed resolution to put the Society into liquidation.

16.1.3. The Board shall also give written Notice to all Members of the General Meeting at which any such proposed resolution is to be considered. The Notice shall include all information as required by section 228(4) of the Act.

16.1.4. Any resolution to put the Society into liquidation must be passed by a simple majority of all Members present and voting.

16.1.5. The Society may be removed from the Register of Incorporated Societies in accordance with the provisions of Part 5 of the Act.

16.1.6. The Board shall give 20 Working Days written Notice to all Members of the proposed resolution to remove the Society from the Register of Incorporated Societies.

16.1.7. The Board shall also give written Notice to all Members of the General Meeting at which any such proposed resolution is to be considered. The Notice shall include all information as required by section 228(4) of the Act.

16.1.8. Any resolution to remove the Society from the Register of Incorporated Societies must be passed by a simple majority of all Members present and voting.

16.2. Surplus assets

16.2.1. If the Society is liquidated or removed from the Register of Incorporated Societies, no distribution shall be made to any Member.

16.2.2. On the liquidation or removal from the Register of Incorporated Societies of the Society, its surplus assets — after payment of all debts, costs and liabilities — shall be vested in some other organisation or body having similar objects or to some charitable organisation or purpose within New Zealand.

16.2.3. In any resolution under this rule, the Society may approve a different distribution to a different not-for-profit entity from that specified above, so long as the Society complies with this Constitution and the Act in all other respects.

17. Alterations to the constitution

17.1. Amending this constitution

17.1.1. All amendments must be made in accordance with this Constitution. Any minor or technical amendments shall be notified to Members as required by section 31 of the Act.

17.1.2. The Society may amend or replace this Constitution at a General Meeting by a resolution passed by a simple majority of those Members present and voting.

17.1.3. That amendment may be approved by a resolution passed in lieu of a meeting but only if authorised by this Constitution.

17.1.4. Any proposed motion to amend or replace this Constitution shall be:

a. given by the Board; or
b. in the case of an Annual General Meeting, put forward as Notice of Motion; or
c. in the case of a Special General Meeting, put forward in accordance with Rule 9.3.

17.1.5. When an amendment is approved by a General Meeting it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in the Act for registration, and shall take effect from the date of registration.

18. Other

18.1. Common seal

18.1.1. The Society will have a common seal that must be kept in the custody of the President.

18.1.2. The common seal may be affixed to any document:

a. by resolution of the Board, and must be countersigned by 2 Board Members or
b. by such other means as the Board may resolve from time to time.

18.2. Bylaws

18.2.1. The Board from time to time may make and amend Bylaws, and policies for the conduct and control of Society activities and codes of conduct applicable to Members, but no such Bylaws, policies or codes of conduct applicable to Members shall be inconsistent with this Constitution, the Act, regulations made under the Act, or any other legislation.

18.2.2. The Bylaws of the Society may be altered, added to, or rescinded by resolution of the Board, provided that:

a. Written notice of the proposed amendment has been given to each member of the Board no less than 10 Working Days prior to the meeting at which it is to be considered; and

b. The amendment is approved by a two-thirds majority of the entire Board, including votes cast electronically by members unable to attend the meeting in person.

19. Definitions

In this Constitution, unless the context requires otherwise, the following words and phrases have the following meanings:

'Act' means the Incorporated Societies Act 2022 from the date the Society reregisters under that Act, or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.

'Annual General Meeting' means a meeting of the Members of the Society held once per year which, among other things, will receive and consider reports on the Society's activities and finances.

'Board' means the Society's governing body, acting as a Committee under the Act.

'Board Member' means a member of the Board, whether elected by the membership or co-opted by the Board in accordance with the Constitution.

'Bylaws' means the Bylaws adopted and amended by the Board from time to time.

'Committee' means the governing body of the Society. For the purposes of this Constitution, the Committee is referred to as the Board, and the terms may be used interchangeably.

'Constitution' means the rules in this document.

'**General Meeting**' means either an Annual General Meeting or a Special General Meeting of the Members of the Society.

'Interested Member' means a Member who is interested in a matter for any of the reasons set out in section 62 of the Act.

‘Interests Register’ means the register of interests of Officers, kept under this Constitution and as required by section 73 of the Act.

‘**Matter’** means:

- the Society’s performance of its activities or exercise of its powers; or
- an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the Society.

‘Member’ means a person who has consented to become a Member of the Society and has been properly admitted to the Society who has not ceased to be a Member of the Society.

‘Notice’ to Members includes any notice given by email, post, or courier.

‘Officer’ means a natural person who is:

- a member of the Board, or
- occupying a position in the Society that allows them to exercise significant influence over the management or administration of the Society, including the roles of Chief Executive and Board Coordinator.

‘President’ means the Board Member responsible for, among other things, overseeing the governance and operations of the Society and chairing General Meetings.

‘Register of Members’ means the register of Members kept under this Constitution as required by section 79 of the Act.

‘Secretary’ means the Board Member responsible for, among other things, ensuring that accurate records of the Society’s documents, policies and proceedings are maintained.

‘Society’ means New Zealand Geothermal Association Incorporated.

‘Special General Meeting’ means a meeting of the Members, other than an Annual General Meeting, called for a specific purpose or purposes.

‘Treasurer’ means the Board Member responsible for, among other things, overseeing the finances of the Society.

‘Vice President’ means the Board Member elected or appointed to deputise in the absence of the President.

‘Working Days’ mean as defined in the Legislation Act 2019. Examples of days that are not Working Days include, but are not limited to, the following — a Saturday, a Sunday, Waitangi Day, Good Friday, Easter Monday, ANZAC Day, the Sovereign’s birthday, Te Rā Aro ki a Matariki/Matariki Observance Day, and Labour Day.