

Constitution of Timaru Senior Citizens Association Incorporated

Adopted at the Special General Meeting on 13 February 2026

1. Name

The name of this Society is Timaru Senior Citizens Association Incorporated (**Society**).

2. Defined terms and interpretation

2.1 In this Constitution:

Act means the Incorporated Societies Act 2022 (and any statutory modification or re-enactment) and including any regulations made pursuant thereto.

AGM or Annual General Meeting means an annual general meeting of Members.

Annual Financial Statements means the annual financial statements of the Society prepared in accordance with the Act.

Approved Signatories means no less than two signatories from the Society's authorised signatories, one of whom must be either the Treasurer or the Secretary.

Committee means the Committee of the Society as set out in clause 8.

Committee Member means a member of the Committee.

Constitution means this Constitution.

Financial Interest has the meaning provided in clauses 13.5 and 13.6.

Financial Year means 1st January to 31st December each year or such other period as the Committee may determine.

General Meeting means the AGM or any Special General Meeting.

Incorporated Societies Register means the register of incorporated societies established under the Act.

Member means a current member of the Society.

Members Register means the register of Members to be kept pursuant to clause 6.

Older People includes every person who in the opinion of the Society warrants consideration or support by virtue of the Purpose.

Purpose means the charitable purpose of the Society as provided in clause 3.1.

Registrar means the Registrar of Incorporated Societies under the Act.

Registered Office denotes the place from which the Society conducts its business and shall be at such place in New Zealand as the Committee from time to time determines.

Society means this Society, Timaru Senior Citizens Association Incorporated.

Special General Meeting means all general meetings of Members other than an AGM.

2.2 Interpretation

In the Constitution, unless the context otherwise requires:

- (a) the headings appear as a matter of convenience and are not to affect the construction of the Constitution;
- (b) in the absence of an express indication to the contrary, references to clauses are to clauses of the Constitution;
- (c) a reference to any statute, statutory regulation or other statutory instrument includes the statute, statutory regulation or instrument as from time to time amended or re-enacted or substituted;
- (d) the singular includes the plural and vice versa and one gender includes the other genders;
- (e) another grammatical form of a defined word or expression has a corresponding meaning;
- (f) the words “written” and “writing” include facsimile and electronic communications and any other means of communication resulting in permanent visible reproduction;
- (g) the word “person” includes any association of persons whether corporate or unincorporate, and any state or government or department or agency thereof, whether or not having separate legal personality;
- (h) the words “day” and “days” mean calendar days; and
- (i) words or expressions defined in the Act have the same meaning where they are used in the Constitution.

3. Charitable status

- 3.1** The Society is already, or intends after incorporation, to be registered as a charitable entity under the Charities Act 2005.

4. Purposes of the Society

- 3.1** The Purpose of the Society is to act for charitable purposes to benefit the community in South Canterbury, Aotearoa New Zealand by working collaboratively with its Members to promote, support and enhance the quality of life, dignity, health, well-being and interests of Older People in Aotearoa New Zealand.
- 3.2** The Society will endeavour to ensure that its work in promoting the Purpose is consistent with the principles of the Treaty of Waitangi.
- 3.3** The Society aims to achieve the Purpose by:
- (a) cooperating with other organisations having a similar Purpose; and
 - (b) doing all such things as are incidental or conducive to the attainment and furtherance of the Purpose and any other charitable purposes under New Zealand law, which the Society deems desirable.

5. Membership of the Society

- 5.1 Eligibility:** Subject to clauses 5.2 to 5.4, Membership of the Society shall be open to all persons who support the Purposes.
- 5.2 Application:** All applications for Membership must be made in writing on a Society membership form, together with any required Membership fee or subscription. Such application made by the applicant, or a person acting under the applicant’s express or implied authority in accordance with

this clause will be considered the applicants written consent to becoming a Member. Applicants will be advised in writing of the outcome of their application.

5.3 Acceptance: The Committee may, in their sole discretion, determine the acceptability of any application.

5.4 Decision final: Decisions of the Committee in relation to Membership are final and cannot be challenged or appealed. Applicants are, however, permitted to re-apply from time to time.

6. Register of Members

6.1 The Society shall keep a register of Members containing the names, addresses and contact details of its Members, the category of membership and the date of admission to membership.

6.2 If a Member's details change, that Member will promptly give its new details to the Committee. The Committee must then update the Member's Register as soon as practicable.

7. Termination of membership

7.1 Resignation: A Member may resign from the Society by giving to the Committee at its Registered Office, not less than one calendar months' notice in writing of their resignation.

7.2 Overdue membership fee: The Committee may terminate the Member's membership by resolution of the Committee if the Member has failed to pay its membership fee to the Society within 60 days of the due date for payment, with effect from the date specified in a resolution and when a Member's membership has been terminated, the Committee shall promptly notify the former Member in writing.

7.3 Disrepute: If, in the opinion of the Committee, the Member has brought the Society into disrepute (including, but not limited to, the policies and activities of a Member being inconsistent with or not promoting the Purpose of this Society, the provisions of this Constitution or the Membership Standards), the Committee may:

- (a) give written notice to that Member, requiring that Member to remedy the said breach or inconsistency within a timeframe set by the Committee and specified in the notice; and
- (b) if that Member fails to remedy the breach or inconsistency within the specified timeframe, the Committee may, at any time thereafter in its absolute discretion so long as the breach subsists, terminate that Member's membership by resolution of the Committee, with effect from the date specified in a resolution and when a Member's membership has been terminated, the Committee shall promptly notify the former Member in writing.

7.4 Obligations once membership has ceased: A Member who has ceased to be a Member under this constitution remains liable to pay all Membership fees or other subscriptions to the Society's next balance date.

8. The Committee

8.1 Committee: The Society shall be governed by a Committee.

8.2 Powers: The Committee 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.

8.3 Functions

The Committee's functions are to manage, direct or supervise the operation and affairs of the Society, including:

- (a) carrying out the Purposes, and using money or other assets to do that;

- (b) controlling and managing the Society's financial affairs, including meeting the Committee's record keeping and reporting obligations under the Act;
- (c) delegating powers and duties of the Committee, where necessary or desirable;
- (d) ensuring that the Constitution is available to Members;
- (e) deciding the time and location of meetings;
- (f) setting the agenda for meetings.

8.4 Contact person: The Committee shall have the power to appoint a Committee member to the position of contact person and must ensure for the purposes of the Act, that Timaru Senior Citizens Association has a contact person at all times. The contact person shall be the person whom the Registrar can contact when needed.

8.5 Qualification of Committee Members: Every Committee Member must be a natural person who:

- (a) has consented in writing to be an officer of the Society; and
- (b) certifies that they are not disqualified from being elected or appointed or otherwise holding office as an Officer under section 47(3) of the Act or section 16 of the Charities Act 2005.

8.6 Composition

- (a) The Committee shall be no fewer than three and no more than ten persons, who are not precluded by any relevant legislation from being a Committee Member.
- (b) A majority of the Committee Members must be made up of Members.

8.7 Election of Committee Members

- (a) No Member may be elected as a Committee Member unless:
 - (i) that person has been nominated in writing to the Secretary by a current Member in writing who will be entitled to attend and vote at the AGM, and that nominated person has given his or her consent to such nomination;
 - (ii) that Member is a current financial member of the Society; and
 - (iii) that Member is not an employee of the Society with the exception of the Manager of Age Concern South Canterbury Charitable Trust.
- (b) The closing date for nominations is 7 days prior to the AGM.
- (c) If nominations received do not exceed the vacancies for Committee Members, the persons so nominated shall be declared elected at the AGM.
- (d) If there are insufficient nominations for the Committee or any office holders, nominations may be received from the floor at the AGM.
- (e) Subject to clause 8.7(f), the Committee Members shall be elected at each AGM.
- (f) The Committee Members shall elect from among the elected Committee Members, a Chair, Secretary and Treasurer as soon as reasonably practicable.

8.8 Term: Committee Members shall be elected for a term expiring at the end of the next AGM, subject to clause 8.9, and shall be eligible for re-election in accordance with clause 8.7.

- 8.9 Removal:** A Committee Member, may be removed either by a majority resolution of the Committee or by a majority resolution of the Members passed at a General Meeting.
- 8.10 Removal from office** Any Committee Member shall be deemed to vacate office immediately if that Committee Member resigns (by notice in writing to the Committee), is removed, dies, or otherwise vacates office in accordance with section 50(1) of the Act.
- 8.11 Casual Vacancy:** Where a Committee Member resigns from office before the end of their term, or is removed from office in accordance with clause 8.9, or otherwise ceases to be a Committee Member, then the Committee Members, may, by majority resolution appoint another person to hold the vacated position until the next AGM.
- 8.12 Co-option:** Subject to clause 8.5, the Committee may co-opt one or more persons to be an additional Committee Member but the persons so co-opted shall retire at the next AGM but will be eligible for election at that AGM.
- 8.13 Continuance of existing Members:** The persons who are Committee Members as at the date of adoption of the Constitution, shall be deemed to be the Committee Members under the Constitution until the end of the next AGM following registration of the Constitution with the Registrar.

9. Officers of the Society

9.1 Duties of Chair: The Chair shall:

- (a) preside over AGMs and Special General Meetings and meetings of the Committee;
- (b) provide an annual report on the operations of the Society to present to the Members at the AGM outlining the Society's activities since the previous AGM; and
- (c) ensure the affairs of the Society are properly conducted.

9.2 Casting Vote: The Chair will have a casting vote on any issue on any matter put to the Committee for resolution.

9.3 Deputy Chair: In the event that the Chair is absent from a Committee Meeting or AGM, the Committee will appoint a Deputy Chair, who has the same powers and duties as the Chair.

9.4 Duties of Secretary: The Secretary shall:

- (a) prepare and circulate and maintain a record of the agenda and minutes of all Committee Meetings and AGMs to those entitled to receive them;
- (b) maintain a register of Members in a form set out by the Committee and amended by the Committee from time to time;
- (c) receive and reply to correspondence on behalf of the Society as appropriate; and
- (d) file or cause to be filed all required documents with the Registrar.

9.5 Treasurer: The same person may be both the Secretary and the Treasurer.

9.6 Duties of Treasurer: The Treasurer shall:

- (a) be responsible for keeping proper accounting records;
- (b) prepare, or cause to be prepared, the Annual Financial Statements and present them to the Society at each AGM for approval;

- (c) provide financial information (Including the Annual Financial Statements) to the Committee and as appropriate the Members upon request;
- (d) be responsible for the receipt and deposit of funds; and
- (e) be responsible for the payment of bills of the Society.

9.7 Office Vacant: Should any office of Secretary or Treasurer become vacant, the position will be filled by the Committee at the next Committee Meeting.

10. Control and management of finances, auditor and annual return

10.1 Use of and control over Society's Funds

- (a) Any income, benefit or advantage must be used to advance the charitable Purpose of the Society as the Committee decides.
- (b) Any payment made by the Society must be made or approved by the Committee.

10.2 Accounting records: The Committee must ensure that at all times accounting records are kept in accordance with and as required by the Act.

10.3 Financial reporting: The Committee shall ensure that annual financial statements are prepared and registered in accordance with the Act and all other regulatory requirements.

10.4 Auditor: If required by the Act, or required by the Committee or the Members, the Society shall have an auditor or reviewer and at each AGM shall approve the appointment and remuneration of the auditor.

10.5 Annual Return: The Committee shall ensure that an annual return is given to the Registrar for registration in accordance with the Act.

11. Meetings of the Committee

11.1 Number of meetings: There shall be no fewer than ten meetings of the Committee annually, which shall be called by the Secretary with no less than 5 days' notice. The Secretary shall at the same time distribute an agenda. Meetings may be held in person or by teleconference or by audio visual or electronic communications or other means by which those participating may hear each other simultaneously if permitted by the Committee.

11.2 Quorum: A quorum of the Committee shall be a majority of the Committee Members.

11.3 Majority required: Resolutions at Committee meetings will be passed by a simple majority, subject to clause 9.2.

11.4 Resolution in writing: A resolution in writing agreed to by all Committee Members for the time being entitled to receive notice of a meeting of the Committee shall be valid and effectual as if it had been passed at a meeting of the Committee properly convened and held. Any such resolution may consist of:

- (a) several documents in similar form each signed by one or more Committee Members; or
- (b) several emails in similar form each sent or transmitted by a separate Committee Member.

12. Subcommittees

12.1 Appointment: The Committee may appoint subcommittees consisting of such persons (whether or not Members) and for such purposes as it thinks fit.

12.2 Procedure: Unless otherwise resolved by the Committee:

- (a) meetings of a subcommittee may be held in person or by teleconference or by other means by which those participating may hear each other simultaneously;
- (b) the quorum of every subcommittee is half the members of the subcommittee with fractions to be rounded up;
- (c) the subcommittee shall have power to co-opt additional members to the extent the subcommittee resolves that it is necessary to fulfil the applicable purpose of the subcommittee's formation;
- (d) no subcommittee shall have the authority to commit the Society to any obligation or financial expenditure without express written authority from the Committee; and
- (e) no subcommittee may delegate any of its powers or responsibilities.

12.3 Resolution in writing: A resolution in writing agreed to by all members of the subcommittee for the time being entitled to receive notice of a meeting of the subcommittee shall be valid and effectual as if it had been passed at a meeting of the subcommittee properly convened and held. Any such resolution may consist of:

- (a) several documents in similar form each signed by one or more members of the subcommittee; or
- (b) several emails in similar form each sent or transmitted by a separate member of the subcommittee.

13. Conflicts of interest

13.1 Interested party: Any Committee Member who has a Financial Interest (**Interested Party**) in a matter being considered by or affecting the Society must, as soon as practicably possible after he or she becomes aware of his or her Financial Interest in the matter, disclose the nature and extent of his or her Financial Interest to the Committee.

13.2 Voting and participation: Where an Interested Party has disclosed a Financial Interest in a matter:

- (a) he or she must not vote in any decision on that matter, however the Interested Party can be present at the time of the decision and can contribute to the discussion leading to the decision; but
- (b) the Committee may, where it considers it appropriate, exclude the Interested Party from any further discussion or involvement with that matter.

13.3 Part of quorum: An Interested Party who is prevented from voting on a matter because he or she has a Financial Interest in that matter may continue to be counted as part of the quorum.

13.4 General meeting requirement: Where 50 per cent or more of the Committee Members who would form a quorum are prevented from voting on the matter because they have disclosed a Financial Interest, then the Committee Members must call a Special General Meeting to determine the matter.

13.5 Definition of Financial Interest: A Committee Member has a Financial Interest in a matter if he or she:

- (a) may derive a financial benefit from the matter;
- (b) is the spouse, partner, child, or parent of a person who may derive a financial benefit from the matter;

- (c) may have a financial interest in a person to whom the matter relates; or
- (d) is a partner, director, officer, board member, or trustee of a person who may have a financial interest in a person to whom the matter relates.

13.6 Exclusions: The following interests are excluded from the definition of Financial Interest:

- (a) remote or insignificant interests of a nature that could not reasonably be regarded as likely to influence the Committee Member when carrying out their responsibilities;
- (b) an interest that the Committee Member has in common with other Members of the Society as a result of Membership; and
- (c) receipt of an indemnity, insurance cover, remuneration, or other benefits authorised by statute.

13.7 Register of disclosures: The Secretary will maintain a register of disclosures made by Committee Members of Financial Interests in matters that are being considered by or affect the Society. The Committee must present a summary at each AGM of the nature and extent of any disclosures recorded during the year (such summary does not need to disclose the identity of the Interested Party nor the details of the interest disclosed). The register of disclosures will not be open to inspection by Members or any other person.

14. Information

14.1 Request for information: A Member may at any time make a written request to the Society for information held by the Society, such request to specify the information sought in sufficient detail to enable it to be identified. The obligations of the Society to provide the information are set out in the Act.

14.2 Fee: The Committee may, at their sole discretion, request the Member to pay a fee to cover the cost of providing the Member with the information.

15. Subscriptions

15.1 Annual subscription: The membership fees shall be set annually by the Members at an Annual General Meeting and shall be payable by Members annually, within two months of the date of being fixed by the Committee.

15.2 Unfinancial Member: A Member will be deemed unfinancial if the annual subscription is not paid within three months of the annual subscription falling due and shall (without being released by the Committee from the obligation of payment) not be entitled to vote at any General Meetings, until all the arrears are paid.

16. Dispute resolution procedure: If there is any dispute or complaint (each as defined in the Act) the dispute or complaint will be referred to the dispute resolution process set out in Schedule 2 of the Act.

17. General Meetings

17.1 Attendance: A General Meeting may be held by a meeting of Members together at the time and place appointed by the Committee or by means of audio, audio and visual, electronic or any other form of communication permitted by the Committee in its discretion. A Member participating in a General Meeting by any of these methods shall be deemed to be present and in attendance.

17.2 Notice of General Meetings: The Committee will give at least 7 days' notice to Members informing them of the date, time and place of a General Meeting and the business to be conducted including an agenda. The Committee may propose motions for the Society to vote on which shall be notified to Members with the notice of the General Meeting. A General Meeting or related procedure

undertaken pursuant to this Constitution shall not be invalidated only by an accidental omission or irregularity of form (including, but not limited to, the form of any notice or the non-receipt by any person of that notice).

- 17.3 Entitlement to vote:** All Members shall be entitled to attend and vote at a General Meeting.
- 17.4 Casting of Votes:** Votes may be cast by the Member themselves (including if permitted by the Committee, by post, electronic or by a signed proxy in favour of some individual entitled to be present at the meeting and received by the Secretary not less than 48 hours before the commencement of the General Meeting). No other proxy voting shall be permitted.
- 17.5 Voting:** Resolutions put to the vote at a General Meeting shall be decided by a show of hands, or if permitted by the Committee an equivalent electronic process, of those Members eligible to vote (and including votes cast by post or electronic means if permitted by the Committee). Each Member shall have one vote (and the chair of the meeting a casting vote). Except where otherwise provided in the Constitution, a simple majority shall pass a resolution. A poll may be demanded by the chair of the meeting or at least three Members present and, if so, shall be taken in such a manner as the chair directs. The passing of written resolutions in lieu of a General Meeting is not permitted.
- 17.6 Postponement:** A General Meeting may be postponed or adjourned at the discretion of the chair of the meeting (or by an ordinary resolution passed by Members to that effect). Notice of the resumed meeting shall be given in accordance with this Constitution. Upon the resumption no new business shall be transacted.
- 17.7 Quorum:** No business shall be conducted at a General Meeting unless a quorum is present. A quorum is no fewer than 10 Members who are entitled to vote at the meeting and who are present (and if permitted by the committee, those who are present by post, electronic, or other means permitted by the Committee). If within half an hour of the time appointed for the meeting a quorum is not present the meeting shall be adjourned to the same day the following week at the same time and place, and if at such adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the Members present shall be a quorum.
- 17.8 Minutes:** The Secretary must ensure that minutes are taken of all General Meetings.

18. Annual General Meetings

- 18.1 Timing:** Subject to the Act, the Annual General Meeting shall be held as soon as is practical but no later than 6 months after the end of the Financial Year, and not more than 15 months after the last AGM. The Committee will determine when and where Member's will meet within those dates.
- 18.2 Business:** The information to be presented at the AGM shall include:
- (a) the election of the Committee as provided in clause 8;
 - (b) the consideration of the annual report of the Committee on the operation and affairs of the Society during the preceding Financial Year, which shall be presented by the Chair at the AGM;
 - (c) the consideration and approval of the Annual Financial Statements, which shall be presented by the Treasurer at the AGM;
 - (d) notice at the AGM by the Secretary of disclosures, or types of disclosures, of interest made in the previous Financial Year pursuant to clause 13 (including a brief summary of the matters or types of matters, to which those disclosures relate);
 - (e) the appointment of the auditor or reviewer if required as provided in clause 10.4;
 - (f) deciding on any resolution which may be duly submitted to the meeting which is either put forward by the Committee or of which notice in writing has been lodged by any Member with the Secretary not less than 14 days before the date of the meeting; and

- (g) any other business or matter which the Committee decides to bring before the Members.

19. Special General Meetings

- (a) The Committee may, whenever it thinks necessary or desirable, or shall within 14 days of receiving the written request of at least 15 Members to the Committee, give notice of a Special General Meeting.
- (b) No business other than that stated in the notice of Special General Meeting shall be transacted or considered at the meeting.

20. Constitution

20.1 Amendment

- (a) Subject to the Act, this Constitution may only be amended by a resolution passed by a 75% or greater majority of Members present and entitled to vote at and voting at a General Meeting of the Society and of which at least 14 days' notice has been given specifying the proposed amendment. If any such resolution is passed, then the Secretary shall file, or cause to be filed, the amendment with the Registrar in accordance with the Act.
- (b) Minor or technical amendments to the Constitution may be made by the Committee in accordance with and subject to the Act, and written notice of any such amendment must be sent to every Member within 14 days after the date of the Committee resolving to make the amendment.
- (c) No addition to or alteration or rescission of the Constitution shall be allowed that, in the opinion of the Committee may be detrimental to the Society's charitable status.
- (d) If the Society is registered as a charity under the Charities Act 2005 the amendment shall also be notified to Charities Services as required by section 40 of that Act.

20.2 Decision to liquidate or remove from Register: At a General Meeting (of which, for the purposes of section 228 of the Act, notice is given in accordance with clause 17.2) the decision may be taken by resolution passed by 75% or greater majority of those present and entitled to vote to liquidate the Society, or remove it from the Incorporated Societies Register, and that decision shall be effective from the date of that resolution.

20.3 Distribution of surplus assets: If the Society is liquidated, or removed from the Register of Incorporated Societies, no distribution shall be made to any Member, and if any property remains after the settlement of the Society's debts and liabilities, that property must be given or transferred to another organisation for a similar charitable purpose or purposes as defined in section 5(1) of the Charities Act 2005.