

Constitution

Introductory rules

Name

The name of the society is Ridge Resort Owners Support Group Incorporated (in this **Constitution** referred to as the '**Society**').

Charitable status

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

Definitions

In this Constitution, unless the context requires otherwise:

Act means the Incorporated Societies Act 2022 and any regulations made under it, as amended or replaced from time to time.

Annual General Meeting means the Society's annual general meeting of Members.

Committee means the governing body of the Society.

Constitution means this Constitution.

General Meeting means an Annual General Meeting or Special General Meeting.

Member means a person who has consented to become a Member and has not ceased to be a Member.

Officer has the meaning given in the Act.

Special General Meeting means a General Meeting other than an Annual General Meeting.

Working Day has the meaning given in the Act.

Purposes

- The primary purpose of the Society is to inform, connect and support all owners of a principal unit (both full owners and part owners) at Ridge Resort Queenstown.
- The Society must not operate for the financial gain of its Members and must comply with the Incorporated Societies Act 2022.

Act and Regulations

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.

Restrictions on society powers

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

The **Society's** capacity, rights, powers, and privileges are subject to the following restrictions (if any)—

- The **Society** does not have the power to borrow money.

Registered office

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

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**.

Contact person

The Society must have at least one and no more than three contact persons who meet the requirements of the Incorporated Societies Act 2022. The Committee shall appoint the Society's contact person or persons.

The Society must provide the Registrar with the information required by the Act and notify the Registrar of any changes within the time required by the Act.

Members

Minimum number of members

The Society must have at least the minimum number of Members required by the Incorporated Societies Act 2022.

Types of members

The Society has one class of membership, being **Members**.

A Member is a person who satisfies the eligibility requirements in this Constitution, has consented to become a Member, and has not ceased to be a Member.

Eligibility for membership

Membership is open to:

- an owner or part owner of a Principal Unit at Ridge Resort; or
- a person who has been appointed a **Nominee** by and for the owner or part owner of a Principal Unit at Ridge Resort.

Becoming a member

A person becomes a Member when the person:

- satisfies the eligibility requirements for membership; and
- consents to becoming a Member.

Consent may be given in writing or electronically.

No approval by the Committee is required for a person who satisfies the eligibility requirements and has consented to membership.

Members' obligations

Each Member must provide the Society with their name and contact details sufficient for the Society to maintain its register of Members.

A Member must notify the Society of any change to those details.

Members must support the purposes of the Society and must not knowingly act in a manner intended to bring the Society into serious disrepute.

Ceasing to be a member

A Member ceases to be a Member:

- by giving notice of resignation to the Society;
- when the Member no longer satisfies the eligibility requirements for membership;
or
- in any other circumstances provided for by this Constitution or the Incorporated Societies Act 2022.

A resignation takes effect when the Society receives the notice, or on any later date stated in the notice.

Register of Members

The Society must maintain its register of Members in accordance with the Incorporated Societies Act 2022 and this Constitution.

The Society must take reasonable steps to ensure that the register remains accurate and up to date.

General meetings

General Meetings must be conducted in accordance with the Incorporated Societies Act 2022 and this Constitution.

Each Member has one vote. Members may attend and participate in General Meetings in person or by any method permitted by this Constitution and the Act.

Decisions are made by a simple majority of Members entitled to vote and voting, unless otherwise required by this Constitution or the Act.

The Committee must give Members the notice required by the Act.

The Society must keep minutes of General Meetings.

Annual General Meetings

The Society must hold an Annual General Meeting each year in accordance with the Incorporated Societies Act 2022.

The Annual General Meeting must consider the matters required by the Act.

Special General Meetings

The Committee may call a Special General Meeting at any time.

The Committee must call a Special General Meeting when required by the Incorporated Societies Act 2022.

A Special General Meeting may consider only the business for which it was called.

Committee

Committee composition

The Committee shall consist of at least 3 and no more than 6 Officers, who must be Members of the Society.

A Member who is a current member of the Ridge Resort Body Corporate Committee is not eligible to serve on the Society's Committee but will remain a member.

A Society Committee member who becomes a member of the Ridge Resort Body Corporate Committee must immediately cease to hold office on the Society's Committee.

The Committee is responsible for managing the Society in accordance with the Incorporated Societies Act 2022 and this Constitution and has the powers necessary to do so.

Sub-committees

The Committee may establish sub-committees and delegate powers to them, subject to the Incorporated Societies Act 2022 and this Constitution.

Committee meetings

Committee meetings and decisions must be conducted in accordance with the Incorporated Societies Act 2022 and this Constitution.

Committee procedure

The Committee shall elect a Chairperson from among its members at its first meeting following each Annual General Meeting. The Chairperson shall not have a casting vote.

The quorum for a Committee meeting shall be a majority of the Committee.

Each Committee member has one vote, and decisions are made by a simple majority of those present and voting.

The Committee may regulate its own procedures, subject to this Constitution and the Incorporated Societies Act 2022.

Officers

Qualifications of officers

Every Officer must:

- be a natural person;
- have consented in writing to being an Officer of the Society; and
- certify in writing that they are not disqualified from being elected or appointed, or otherwise holding office, as an Officer under the Incorporated Societies Act 2022.

A person must not be elected or appointed, or otherwise hold office, as an Officer if they are disqualified under section 47(3) of the Incorporated Societies Act 2022.

Any consent and certification required by this clause must be retained in the Society's records.

Officers' duties

Every Officer must comply with the duties imposed on an Officer by the Incorporated Societies Act 2022.

In particular, each Officer must comply with sections 54 to 59 of the Act.

Election or appointment of officers

The Officers of the Society must be elected or appointed in accordance with this Constitution and the Incorporated Societies Act 2022.

The Society's Officers shall be elected by the Members at a general meeting.

If a vacancy occurs in an elected Officer position between general meetings, the Committee may appoint an eligible Member to fill the vacancy until the next general meeting, at which time the Members shall elect a person to fill the position.

Before taking office, every Officer must:

- consent in writing to being an Officer; and
- certify in writing that they are not disqualified from being an Officer under section 47(3) of the Incorporated Societies Act 2022.

Term

The term of office for all **Officers** elected to the **Committee** shall be 1 year(s), expiring at the end of the **Annual General Meeting** in the year corresponding with the last year of each **Officer's** term of office.

Removal of officers

An Officer may be removed from office by resolution of the Members at a General Meeting.

The Officer must be given reasonable notice of the proposed removal and the reasons for it and a reasonable opportunity to respond before the resolution is considered.

The Officer concerned must not vote on the resolution for their removal.

Ceasing to hold office

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**.

Each **Officer** shall within 10 **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**.

Conflicts of interest

An Officer who is interested in a matter relating to the Society must comply with sections 62 to 65 of the Incorporated Societies Act 2022.

In particular, an Officer who is interested in a matter must:

- disclose the nature and extent of the interest to the Committee and in the Society's interests register as soon as practicable after becoming aware of the interest;
- not vote or take part in a decision of the Committee relating to the matter, unless all members of the Committee who are not interested in the matter consent;
- not sign any document relating to the entry into a transaction or the initiation of the matter, unless all members of the Committee who are not interested in the matter consent; and
- comply with any other requirements imposed by the Incorporated Societies Act 2022.

An Officer who is prevented from voting on a matter because of an interest may nevertheless be counted for the purpose of determining whether a quorum is present.

If 50% or more of the members of the Committee are prevented from voting on a matter because of their interests, a special general meeting of the Society must be called to consider and determine the matter.

Records

Register of Members

- The Society must keep an up-to-date register of Members in accordance with the Incorporated Societies Act 2022 and the Incorporated Societies Regulations 2023.
- Each Member must provide the Society with their name and contact details and must notify the Society of any change to those details.
- The Society must retain the information required by the Act and regulations for former Members for the period required by law.

Interests Register

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

Access to information for members

A Member may request information from the Society in accordance with sections 80 to 83 of the Incorporated Societies Act 2022.

The Society and its Members must comply with the requirements of those sections.

Finances

Control and management

The funds and other property of the Society must be applied solely towards the purposes of the Society.

The Committee is responsible for the control and management of the Society's funds and property, subject to this Constitution and the Incorporated Societies Act 2022.

The Society must maintain accounting records in accordance with the Incorporated Societies Act 2022 and any other applicable legislation.

The Society must prepare financial statements and have them audited or reviewed where required by the Incorporated Societies Act 2022, this Constitution, or any other applicable legislation.

The Society must retain its accounting records for the period required by law.

Balance date

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

Dispute resolution

The Society's procedures for resolving disputes are those set out in Schedule 2 of the Incorporated Societies Act 2022, as amended from time to time.

Those procedures apply to disputes involving the Society, its Members and its Officers to the extent provided by the Act.

The Society and its Members must comply with the requirements of the Incorporated Societies Act 2022 relating to the resolution of disputes.

Liquidation and removal from the register

Liquidation and removal from the Register

The Society may be liquidated or removed from the Register of Incorporated Societies in accordance with the Incorporated Societies Act 2022.

Surplus assets

No surplus assets of the Society may be distributed to any Member. Any surplus assets remaining after payment of all debts, liabilities, and costs must be distributed in accordance with section 216 of the Incorporated Societies Act 2022 to an incorporated society, charitable entity, or other not-for-profit entity whose purposes are the same as, or substantially similar to, those of the Society.

Alterations to the constitution

The Society may amend or replace this Constitution in accordance with the Incorporated Societies Act 2022.