

Constitution of GRINZ Incorporated

The Society

1.0 Name

1.1 The name of the society is GRINZ Incorporated ("the Society").

1.2 The Society is constituted by resolution dated 19 May 2013

2.0 Registered Office

2.1 The Registered Office of the Society is 1 Stadium Rd, Western Springs, Auckland 1021.

3.0 Purposes of Society

3.1 The purposes of the Society are to:

(a) Support and encourage the participation of queer people in playing rugby whether in domestic competitions or in international tournaments, by operating teams playing rugby in one or more of its forms.

(b) Do anything necessary or helpful to the above purposes.

3.2 Pecuniary gain is not a purpose of the Society.

Management of the Society

4.0 Managing Committee

4.1 The Society will have a managing committee ("the Committee"), comprising the following persons:

(a) The President aka Club Chairman

(b) The Secretary aka Club Secretary.

(c) The Treasurer aka Club Treasurer

(d) Such other Members as the Society will decide.

4.2 Only financial Members of the Society may be Committee Members.

4.3 "Officer" means any one of the President, the Club Secretary, and the Treasurer. For the avoidance of doubt this definition does not have any application to the term 'Officer' as that term is used in the Incorporated Societies Act 2022 ("the Act").

4.4 There will be a minimum of three Committee Members, in addition to the Officers.

5.0 Appointment of Committee Members

5.1 At a Society Meeting, the Members may decide by majority vote:

(a) How large the Committee will be, provided that the number of Committee Members decided by the Members must not be fewer than the minimum number required by this Consitution;

(b) Who will be the Chair/President, Secretary, and Treasurer;

(c) How long each person will be a Committee Member ("the Term").

5.2 For the purpose(s) of ensuring the greatest possible transparency and checks and balances on the exercise of functions, no person may hold more than one Officer position at any time.

6.0 Cessation of Committee Membership

6.1 Persons cease to be Committee Members when:

(a) They resign by giving written notice to the Committee.

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

(c) Their Term expires.

6.2 If a person ceases to be a Committee Member, that person must within one month give to the Committee all Society documents and property.

7.0 Nomination of Committee Members

7.1 Nominations for members of the Committee will be called for at least 28 days before an Annual General Meeting. Each candidate will be proposed and seconded in writing by Members and the completed nomination delivered to the Secretary. Nominations will close at 5pm on the fifth day before the Annual General Meeting. [See also rule 21.4(b)] All retiring members of the Committee will be eligible for re- election.

7.2 If the position of any Officer becomes vacant between Annual General Meetings, with the effect that the number of Committee Members is fewer than the minimum number required by this Constitution, the Committee may appoint another Committee Member to fill that vacancy until the next Annual General Meeting.

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

7.4 If any Committee Member is absent from three consecutive meetings without leave of absence the Chair/President may declare that person's position to be vacant.

8.0 Role of the Committee

8.1 Subject to Constitution of the Society ("Constitution"), the role of the Committee is to:

- (a) Administer, and manage, the Society;
- (b) Carry out the purposes of the Society, and Use Money or Other Assets to do that;
- (c) Manage the Society's financial affairs, including approving the annual financial statements for presentation to the Members at the Annual General Meetings;
- (d) Set accounting policies in line with generally accepted accounting practice
- (e) Delegate responsibility and co-opt members where necessary
- (f) Ensure that all Members follow Constitution;

- (g) Decide how a person becomes a Member, and how a person stops being a Member;
- (h) Decide the times and dates for Meetings, and set the agenda for Meetings;
- (i) Decide any question however arising with respect to the procedure(s) for dealing with complaints where the question is not already provided for by this Constitution;
- (j) Set Membership fees, including subscriptions and levies;
- (k) Make regulations.

8.2 The Committee has all the powers of the Society, unless the Committee's power is limited by this Constitution, the Rules (if any), or by a majority decision of the Society.

8.3 All decisions of the Committee will be by a simple majority vote. In the event of an equal vote, the Chair/President will have a casting vote, that is, a second vote.

8.4 Decisions of the Committee bind the Society, unless the Committee's power is limited by this Constitution, the Rules (if any), or by a majority decision of the Society.

9.0 Roles of Committee Members

9.1 The Chair/President is responsible for:

- (a) Ensuring that this Constitution, and the Rules (if any) are followed;
- (b) Convening Meetings and establishing whether or not a quorum (half of the Committee) is present;
- (c) Chairing Meetings, deciding who may speak and when;
- (d) Overseeing the operation of the Society;
- (e) Providing a report on the operations of the Society at each Annual General Meeting.

9.2 The Secretary is responsible for:

- (a) Recording the minutes of Meetings;
- (b) Keeping the Register of Members as required by the Act;
- (c) Holding the Society's records, documents, and books except those required for the Treasurer's function;
- (d) Receiving and replying to correspondence as required by the Committee;
- (e) Forwarding the annual financial statements for the Society to the Registrar of Incorporated Societies upon their approval by the Members at an Annual General Meeting.
- (f) Advising the Registrar of Incorporated Societies of any rule changes;

9.3 The Treasurer is responsible for:

- (a) Keeping proper accounting records of the Society's financial transactions to allow the Society's financial position to be readily ascertained;
- (b) Preparing annual financial statements for presentation at each Annual General Meeting. These statements should be prepared in accordance with the Societies' accounting policies (see 8.1.d).
- (c) Providing a financial report at each Annual General Meeting;
- (d) Providing financial information to the Committee as the Committee determines.

10.0 Committee Meetings

10.1 Committee meetings may be held in-person, or via video or telephone conference, as the Committee may decide;

10.2 No Committee Meeting may be held unless more than half of the Committee Members attend;

10.3 The Chair/President will chair Committee Meetings, or if the Chair/President is absent, the Committee will elect a Committee Member to chair that meeting;

10.4 Decisions of the Committee will be by majority vote;

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

10.6 Only Committee Members present at a Committee Meeting may vote at that Committee Meeting.

10.7 Subject to Constitution, the Committee may regulate its own practices;

10.8 The Chair/President or the Chair/President's nominee will adjourn the meeting if necessary.

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

Society membership

11.0 Types of Members

11.1 "Member" means any person the Society enters into the register required by section 79 of the Act.

11.2 "Financial Member" means any Member who has paid subscription fee, playing fees, membership fees, or any other payment as directed by the Committee, between the closure of one Annual General Meeting ("AGM") and the proposal of the first matter to be voted on at the next AGM.

11.3 Membership may comprise different classes of membership as decided by the Society.

11.4 Members have the rights and responsibilities set out in these Constitution.

12.0 Admission of Members

12.1 To become a Member, a person (“the Applicant”) must:

- (a) Complete an application form, if this Constitution, the Rules (if any), or the Committee, so requires; and
- (b) Supply any other information the Committee requires.

12.2 The Committee may interview the Applicant when it considers Membership applications.

12.3 Where the Committee resolves by simple majority that it may not be appropriate for an Applicant to become a Member of the Society, then the question of whether the Applicant should become a Member of the Society must be resolved according to the process for dispute resolution provided by this Constitution.

13.0 The Register of Members

13.1 The Secretary will keep a register of Members (“the Register”), which will contain the information required by the Act as provided by the relevant Member.

13.2 If a Member’s contact details change, that Member will give the new postal or email address or telephone number to the Secretary.

13.3 Each Member will provide such other details as the Committee requires.

13.4 Members will have reasonable access to the Register of Members.

14.0 Cessation of Membership

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

14.2 Membership terminated in the following way:

- (a) If, for any reason whatsoever, the Committee is of the view that a Member is breaching the Constitution, the Rules (if any), or acting in a manner inconsistent with the purposes of the Society, the Committee may give written notice of this to the Member (“the Committee’s Notice”). The Committee’s Notice must:

(i) Explain how the Member is breaching Constitution, the Rules (if any), or acting in a manner inconsistent with the purposes of the Society;

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

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

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

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

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

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

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

15.0 Obligations of Members

15.1 All Members (and Committee Members) will promote the purposes of the Society, and will not do anything that brings the Society into disrepute.

Money and other assets of the society

16.0 Use of Money and Other Assets

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

- (a) It is for a purpose of the Society;
- (b) No private pecuniary profit will be made by any member of the Society, except that:
 - Any member may receive full reimbursement for all expenses properly incurred by that member in connection with the affairs of the Society;
 - The Society may pay reasonable and proper remuneration to any member of the Society in return for services actually rendered to the Society. Provided however that any member, or any person associated with a member, who is to receive remuneration in accordance with this clause will not by virtue of that member's capacity in any way determine or materially influence the amount of the remuneration to be paid.
- (c) That Use has been approved by either the Committee or by majority vote of the Society.

17.0 Joining Fees, Subscriptions and Levies

17.1 The Committee has the power to set amounts payable by Members, or with respect to particular activities of the Society, from time to time.

17.2 No Member will cease to be a member due to non-payment of any amount of money, but will not be a Financial Member unless they have paid all sums due at the time the question arises of whether or not they are a financial member.

18.0 Additional Powers

18.1 The Society may:

- (a) Employ people for the purposes of the Society;
- (b) Exercise any power a trustee might exercise;
- (c) Invest in any investment that a trustee might invest in;
- (d) Borrow money and provide security for that if authorised by Majority vote at any Society Meeting.

19.0 Financial Year

19.1 The financial year of the Society begins on 1 April of every year and ends on 30 March of the next year.

20.0 Assurance on the Financial Statements

Explanation: The organisation needs to consider what assurance over the financial statements it wants or needs. If a reviewer is required, use paragraph 20.1, if an auditor, use paragraphs 20.2, or use 20.3.

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

The Committee is responsible to provide the Reviewer with:

- (a) Access to all information of which the Committee is aware that is relevant to the preparation of the financial statements such as records, documentation and other matters

(b) Additional information that the reviewer may request from the Committee for the purpose of the review; and

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

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

The Committee is responsible to provide the auditor with:

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

(b) Additional information that the auditor may request from the Committee for the purpose of the audit; and

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

20.3 No review or audit of the annual financial statements is required unless a review or audit is required by a resolution passed by a simple majority at any properly convened Society Meeting.

Conduct of meetings

21.0 Society Meetings

21.1 A Society Meeting is either an Annual General Meeting or a Special General Meeting.

21.2 The Annual General Meeting will be held once every year no later than six

months after the Society's balance date. The Committee will determine when and where the Society will meet within those dates.

21.3 Special General Meetings may be called by the Committee. The Committee must call a Special General Meeting if the Secretary receives a written request signed by at least 10% of the Members.

21.4 The Secretary will:

- (a) Give all Members at least 14 days Written Notice of the business to be conducted at any Society Meeting
- (b) Additionally, the Secretary will provide, as appropriate:
 - (i) A copy of the Chair/President's Report on the Society's operations and of the Annual Financial Statements as approved by the Committee,
 - (ii) A list of Nominees for the Committee, and information about those Nominees if it has been provided. (The Secretary must not provide Members with information exceeding one side of an A4 sheet of paper per Nominee)
 - (iii) Notice of any motions and the Committee's recommendations about those motions.
 - (iv) If the Secretary has sent a notice to all Members in good faith, the Meeting and its business will not be invalidated simply because one or more Members do not receive the notice.

21.5 All Members may attend Society Meetings.

21.6 To be eligible to vote on any resolution, a Member must be a Financial Member.

21.6 No Society Meeting may be held unless at least 25% of Financial Members attend. (This will constitute a quorum.)

21.7 All Society Meetings will be Chaired by the Chair/President. If the Chair/President is absent, the Society will elect another Committee Member to Chair that meeting.

21.8 On any given motion at a Society Meeting, the Chair/President will in good faith determine whether to vote by:

- (a) Voices;
- (b) Show of hands; or
- (c) Secret ballot.

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

21.9 The business of an Annual General Meeting will be:

- (a) Receiving any minutes of the previous Society's Meeting(s);
- (b) The Chair/President's report on the business of the Society;
- (c) The Treasurer's report on the finances of the Society, and the Annual Financial Statements;
- (d) Election of Committee Members;
- (e) Motions to be considered;
- (f) General business.

21.10 The Chair/President or the Chair/President's nominee will adjourn the meeting if necessary.

21.11 Adjourned Meetings: If within half an hour after the time appointed for a meeting a quorum is not present the meeting, if convened upon requisition of members, will be dissolved; in any other case it will stand adjourned to a day, time and place determined by the Chair/President of the Society, and if at such adjourned meeting a quorum is not present the meeting will be dissolved without further adjournments. The Chair/President may with the consent of any Society Meeting

adjourn the same from time to time and from place to place but no business will be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

22.0 Motions at Society Meetings

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

- (a) It must be voted on at the Society Meeting chosen by the Member;
and
- (b) The Secretary must give the Member’s Information to all Members at least 14 days before the Society Meeting chosen by the Member; or If the Secretary fails to do this, the Member has the right to raise the motion at the following Society Meeting.

22.2 The Committee may also decide to put forward motions for the Society to vote on (“Committee Motions”) which will be suitably notified.

22.3 Except as otherwise provided in this Constitution, in order to pass a motion must receive a simple majority of votes in favour of the motion.

22.4 If any motion receives an equal number of votes in favour of and against the motion, the motion is deemed to be defeated.

Common seal

23.0 Common seal

23.1 The Society will not have any common seal, and any common seal previously used by the Society will no longer be of any effect.

Altering Constitution

24.0 Altering Constitution

24.1 The Society may alter or replace this Constitution at a Society Meeting by a resolution passed by a two-thirds majority of those Financial Members present and voting.

24.2 Any proposed motion to amend or replace these this Constitution must be:

- a. signed by at least 10% of eligible Members and given in writing to the Secretary at least 28 days before the Society Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal; or
- b. at the instigation of the Committee, by resolution of the Committee passed by a simple majority of Committee Members voting on the resolution.

24.3 At least 14 days before the General Meeting at which any Constitution change is to be considered the Secretary will give to all Members written notice of the proposed motion, the reasons for the proposal, and any recommendations the Committee has.

24.4 When change or replacement of this Constitution is approved by a General Meeting will take effect as provided for by the Act.

24.5 No addition to or alteration of the aims/objectives, payments to clause 16 or the winding-up clause will be made without the approval of Inland Revenue. The provisions and effect of this clause will not be removed from this document and will be included and implied into any document replacing this document.

Rules

25.0 Rules to govern the Society

25.1 The Committee may from time-to-time make, alter or rescind Rules for the general management of the society, so long as these are not repugnant to this Constitution or to the provisions of all applicable laws. All such Rules will be binding on members of the Society. A copy of the Rules for the time being, will be available for inspection by any member on request to the Secretary.

25.2 In the event of any conflict or inconsistency between any provision of this Constitution and any provision in the Rules, the provision of this Constitution will prevail.

26.3 Any Member may propose a resolution to be voted on at a Society Meeting, for a provision of the Rules to be deleted from the Rules, in the same manner as required by this Constitution for a Member to propose the alteration or replacement of this Constitution, and the resolution will be notified to the Membership and voted on in the same manner as required for the alteration or replacement of this Constitution.

Dispute Resolution

26.0 Dispute Resolution

26.1 How complaint is made

- (a) Any Member may make a complaint by giving written notice to the Secretary in writing. If Secretary makes the complaint, then the written notice is given to Chair/President.
- (b) The Committee may make a complaint involving an allegation against a Member by giving to the Member a notice in writing.

26.2 Person who makes complaint has right to be heard

- (a) A Member who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
- (b) If the Committee makes a complaint, Chair/President may exercise that right on behalf of the Committee. If Chair/President is the person subject to the complaint, then rest of the Committee Members must nominate a Committee Member to exercise that right on behalf of the Committee.

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

- (a) The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
- (b) If the respondent is the Committee, Chair/President may exercise the right on behalf of the society. If Chair/President is the person made the complaint, then rest of the Committee Members must nominate a Committee Member to exercise that right on behalf of the Committee.

26.4 The rights to be heard set-out above include the right to be heard in-person.

26.4 Investigating and determining dispute

- (a) The Committee will ensure that the dispute is investigated and discussed as early as practicable, and no later than at the next Committee Meeting, then determined as soon as the process is finalised.
- (b) Disputes must be dealt with under the Constitution in a fair, efficient, and effective manner.

26.5 Society may decide not to proceed further with complaint

Despite the clause 'Investigating and determining dispute' above, the Committee may decide not to proceed further with a complaint if —

- (a) the complaint is trivial; or
- (b) the complaint does not appear to disclose or involve any allegation of the following kind:
 - (i) that a Member has engaged in material misconduct:
 - (ii) that a Member or the Committee has materially breached, or is likely to materially breach, a duty under the society's constitution or bylaws or the Incorporated Societies Act 2022:
 - (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) there has been an undue delay in making the complaint.

26.6 Society may refer complaint

The Committee 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).

Winding up

27.0 Winding up

27.1 If the Society is wound up:

- (a) The Society's debts, costs and liabilities will be paid;
- (b) for the avoidance of doubt, where funds have been given to the Society on the condition that if they are not used (including where the requirement is that they be used for a specific purpose) they must be returned to the person who gave them to the Society, the Society must return those funds to the person who gave them to the Society.
- (c) Surplus Money and Other Assets of the Society may be disposed of:
 - (i) By resolution; or
 - (ii) According to the provisions in the Incorporated Societies Act 1908; but
- (d) No payment or distribution may be made to any Member;
- (e) The surplus Money and Other Assets will be given or transferred to some other LGBTQI+ organisation having similar objectives within New Zealand, or if none, to another LGBTQI+ organisation that in the sole and exclusive opinion of the Committee has a sufficiently similar purpose to the Society.

Definitions

28.0 Definitions and Miscellaneous matters

28.1 In these Constitution:

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

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

(c) “Society Meeting” means any Annual General Meeting, or any Special General Meeting, but not a Committee Meeting.

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

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

(f) It is assumed that

(i) Where the singular is used, plural forms of the noun are also inferred

(ii) Headings are a matter of reference and not a part of the Constitution

(g) Matters not covered in this Constitution will be decided upon by the Committee.