Constitution of Plimmerton Residents' Association Incorporated

1. Introductory rules

1.1 Name

The name of the **Society** is Plimmerton Residents' Association Incorporated (in this Constitution referred to as the '**Society**').

1.2 Charitable status

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

1.3 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 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.

'Chairperson' means the **Officer** responsible for chairing **General Meetings** and committee meetings, and who provides leadership for the **Society**.

'Committee' means the **Society**'s governing body.

'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—

a) the **Society's** performance of its activities or exercise of its powers; or
b) 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, courier, newsletter, social media channel, email, public notification such as poster or advertisement, or any other means as determined by the **Committee**.

'Officer' means a natural person who is;

a) a member of the **Committee**, or
b) occupying a position in the **Society** that allows them to exercise significant influence over the management or administration of the **Society**, including any Chief Executive or Treasurer.

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

'Secretary' means the **Officer** responsible for the matters specifically noted in this **Constitution**.

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

'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.

1.4 Purposes

The **Society** is established and maintained exclusively for charitable purposes (including any purposes ancillary to those charitable purposes), namely:

(a) to work on behalf of the residents of Plimmerton and Camborne and the immediately surrounding areas on matters affecting their interests and the amenities of the district,

(b) to pursue matters of wider interest affecting the citizens of our city,

(c) to promote better understanding of local body affairs and to actively maintain a dialogue with the Mayor, Councillors and administration of Porirua City and other agencies of relevance to the district,

(d) to liaise with other community-based groups in matters of common interest, and

(e) to keep residents informed on matters affecting their interests.

Any income, benefit, or advantage must be used to advance the charitable purposes of the **Society.**

1.5 Restrictions on society powers

The **Society** must not be carried on for the financial gain of any of its members. The **Society** does not have the power to borrow money.

1.6 Contact person

(a) The **Society** shall have at least 1 contact person whom the Registrar can contact when needed. The **Society**'s contact person must be:

(i) at least 18 years of age, and
(ii) ordinarily resident in New Zealand.

(b) A contact person is appointed by the **Committee**. 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.

(c) 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.

2. Members

2.1 Minimum number of members

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

2.2 Types of members

The classes of membership and the method by which **Members** are admitted to different classes of membership are as follows:

(a) **Member**
A **Member** is an individual or body corporate admitted to membership under this **Constitution** and who or which has not ceased to be a **Member**.

(b) **Life** Member
A **Life Member** is a person honoured for highly valued services to the **Society**, nominated by the Committee and elected as a **Life Member** by resolution of a **General Meeting** passed by a majority of those **Members** present and voting. A **Life Member** shall have all the rights and privileges of a **Member** and shall be subject to all the same duties as a **Member** except those of paying subscriptions and levies.

2.3 Becoming a member: consent and process

(a) An applicant for membership must complete an application form, and supply any information, as may be reasonably required by the **Committee** regarding an application for membership, and will become a **Member** on payment of the appropriate subscription.

(b) Consent to become a **Member** is deemed to have been given on payment of the annual subscription by an applicant for membership or by an existing **Member**.

(c) The **Committee** may accept or decline an application for membership at its sole discretion. The **Committee** must advise the applicant of its decision.

2.4 Members' obligations and rights

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

(b) A **Member** is only entitled to exercise the rights of membership (including attending and voting at **General Meetings)** if all subscriptions and any other fees have been paid to the **Society** by their respective due dates, but no **Member** or **Life Member** is liable for an obligation of the **Society** by reason only of being a **Member**.

2.5 Subscriptions and fees

(a) The annual subscription and any other fees for membership for the following financial year shall be set by resolution of a **General Meeting** following a recommendation from the **Committee**.

(b) The annual subscription is to be paid annually per **Member**.

(c) Any **Member** failing to pay the annual subscription, any levy, or any capitation fees, within 3 calendar month(s) 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 until all the arrears are paid. If such arrears are not paid within 3 calendar months of the due date for payment of the subscription, any other fees, or levy the **Member**'s membership will be terminated (without prior notice to that **Member**).

2.6 Ceasing to be a member

A **Member** ceases to be a **Member**—

(a) by resignation from that **Member**'s class of membership by written notice signed by that **Member** to the **Committee**, or

(b) on termination of a **Member's** membership following a dispute resolution process under this **Constitution**, or

(c) on death (or if a body corporate on liquidation or deregistration, or if a partnership on dissolution of the partnership), or

(d) when the **Member** has failed to pay a subscription, levy or other amount due to the **Society** within three calendar months of the due date for payment,

with effect from (as applicable)—

(i) the date of receipt of the **Member**'s notice of resignation by the **Committee** (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

(iv) three calendar months from the due date for payment.

3. General meetings

3.1 Procedures for all general meetings

(a) The **Committee** shall give at least 14 days' **Notice** of any **Annual General Meeting** and at least 7 days' notice of any **Special General Meeting**, and at least 7 days' notice of the business to be conducted at any **General Meeting**.

(b) That **Notice** will be by means as determined by the **Committee**, including but not limited to newsletter, social media channels, email or public notification such as poster or advertisement. 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**.

(c) Only financial **Members** may vote at **General Meetings**—

(i) in person, or

(ii) through the authorised representative of a body corporate as notified to the **Committee**, and

(iii) no other proxy voting shall be permitted.

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

(e) 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 **Committee** of the **Society**, and if at such adjourned meeting a quorum is not present those **Members** present in person or by proxy shall be deemed to constitute a sufficient quorum.

(f) A **Member** is entitled to exercise one vote on any motion at a **General Meeting** in person, and voting at a **General Meeting** shall be by voices or by show of hands or, on demand of the **Chairperson** or of 5 or more **Members** present, by secret ballot.

(g) 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.

(h) Any decisions made when a quorum is not present are not valid.

(i) The **Society** may pass written resolutions in lieu of a **General Meeting**, and a written resolution is as valid for the purposes of the **Act** and this **Constitution** as if it had been passed at a **General Meeting** if it is approved by no less than 50 percent of the eligible financial **Members** voting on the resolution. A written resolution may consist of 1 or more documents in similar form (including letters, electronic mail, or other similar means of communication) each proposed by or on behalf of 1 or more **Members**. A **Member** may give their approval to a written resolution by signing the resolution or giving approval to the resolution in any other manner permitted by the **Constitution** (for example, by electronic means).

(j) **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.

(k) All **General Meetings** shall be chaired by the **Chairperson**. If the **Chairperson** is absent, the **Committee** shall elect another member of the **Committee** to chair that meeting.

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

(m) Any **Member** may request that a motion be voted on (**'Member's Motion'**) at a **General Meeting**, by giving notice to the **Secretary** or **Committee** at least 7 days before that meeting. The **Member** may also provide information in support of the motion (**'Member's Information'**). If notice of the motion is given to the **Secretary** or **Committee** before written **Notice** of the **General Meeting** is given to **Members**, notice of the motion shall be provided to **Members** with the written **Notice** of the **General Meeting**.

3.2 Minutes

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

3.3 Annual General Meetings: when they will be held

(a) 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 **Committee** and consistent with any requirements in the **Act**, and the **Constitution** relating to the procedure to be followed at **General Meetings** shall apply.

(b) The **Annual General Meeting** must be held no later than the earlier of the following—

(i) 6 months after the balance date of the **Society**

(ii) 15 months after the previous **Annual General Meeting**.

3.4 Annual General Meetings: business

(a) The business of an **Annual General Meeting** shall be to—

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

(ii) adopt the annual report on the operations and affairs of the **Society**,

(iii) adopt the **Committee**'s report on the finances of the **Society**, and the annual financial statements,

(iv) set any subscriptions for the following financial year,

(v) elect a **Committee** to govern the **Society** until the next **Annual General Meeting**,

(vi) consider any motions of which prior notice has been given to **Members** with notice of the meeting, and

(vii) consider any general business.

(b) The **Committee** must, at each **Annual General Meeting**, present the following information—

(i) an annual report on the operation and affairs of the **Society** during the most recently completed accounting period,

(ii) the annual financial statements for that period, and

(iii) 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).

3.5 Special General Meetings

(a) **Special General Meetings** may be called at any time by the **Committee** by resolution.

(b) The **Committee** must call a **Special General Meeting** if it receives a written request signed by at least 20 percent of **Members**.

(c) Any resolution or written request must state the business that the **Special General Meeting** is to deal with.

(d) 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 **Committee's** resolution or the written request by **Members** for the **Meeting**.

4. Committee

4.1 Committee composition

(a) The **Committee** will consist of at least 5 **Officers** and no more than 12 **Officers**.

(b) **Officers** on the **Committee** must be either:

(i) **Member**s of the **Society**, or

(ii) representatives of bodies corporate that are **Member**s of the **Society**.

4.2 Functions of the committee

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 **Committee**, in accordance with the Incorporated Societies Act 2022, any Regulations made under that **Act**, and this **Constitution**.

4.3 Powers of the committee

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**.

4.4 General matters: committees

(a) The **Committee** 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 **Committee** or sub-committee meeting.

(b) Other than as prescribed by the **Act** or this **Constitution**, the **Committee** or any sub-committee may regulate its proceedings as it thinks fit.

5. Committee meetings

5.1 Procedure

(a) The quorum for **Committee** meetings is at least half the number of members of the **Committee**.

(b) A meeting of the **Committee** may be held either—

  (i) by a number of the members of the **Committee** who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or

  (ii) by means of audio, or audio and visual, communication by which all members of the **Committee** participating and constituting a quorum can simultaneously hear each other throughout the meeting.

(c) A resolution of the **Committee** may also be proposed by electronic means such as email provided all **Officers** on the Committee are notified of the resolution and given the opportunity to discuss the resolution prior to voting.

(d) A resolution of the **Committee** is passed at any meeting of the **Committee** or electronically if a majority of the votes cast on it are in favour of the resolution. Every **Officer** on the **Committee** shall have one vote.

(e) The members of the **Committee** shall elect one of their number as **Chairperson** of the **Committee**. If at a meeting of the **Committee**, the **Chairperson** is not present, the members of the **Committee** present may choose one of their number to be chairperson of the meeting. The **Chairperson** has a casting vote in the event of a tied vote on any resolution of the **Committee**.

(f) The members of the **Committee** shall also elect a Treasurer and a **Secretary** from among their number.

(g) Except as otherwise provided in this **Constitution**, the **Committee** may regulate its own procedure.

5.2 Frequency and right to attend committee meetings

(a) The **Committee** shall usually meet at least monthly (but need only meet once in the December-January period) 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 **Chairperson** or **Secretary**.

(b) The **Secretary**, or other **Committee** member nominated by the **Committee**, shall give to all **Committee** members not less than **7 days'** notice of **Committee** meetings, but in cases of urgency a shorter period of notice shall suffice.

(c) **Committee** meetings will be open to all **Members** to attend and speak on issues of concern to them, but not to take part in any decisions. The **Committee** may agree to go into committee to discuss any particular matter, and during such discussions any attendees who are not **Committee** members may be asked to leave.

6. Officers

6.1 Qualifications of officers

(a) Prior to election or appointment as an **Officer** a person must —

(i) consent in writing to be an **Officer**, and

(ii) certify in writing that they are not disqualified from being elected or appointed as an **Officer** either by this **Constitution** or the **Act**.

(b) Note that only a natural person may be an **Officer** and each certificate shall be retained in the **Society's** records.

6.2 Election or appointment of officers

(a) The election of **Officers** shall be conducted as follows.

(i) **Officers** shall be elected to the Committee during **Annual General Meetings** according to the rules for passing resolutions at General Meetings as stated in section 3.1(g) above. However, if a vacancy in the position of any **Officer** occurs between **Annual General Meetings,** that vacancy may be filled by resolution of the **Committee** (and any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as an **Officer** (as described in the 'Qualification of Officers' rule above).

(ii) A candidate's written nomination, accompanied by the written consent of the nominee with a certificate that the nominee is not disqualified from being appointed or holding office as an **Officer** (as described in the 'Qualification of Officers' rule above) shall be received by the **Society** at least 7 days before the date of the **Annual General Meeting**. If there are insufficient valid nominations received, further nominations may be received from the floor at the **Annual General Meeting**.

(iii) Votes shall be cast in such a manner as the person chairing the meeting determines. In the event of any vote being tied, the tie shall be resolved by the incoming **Committee** (excluding those in respect of whom the votes are tied).The failure for any reason of any financial **Member** to receive such **Notice** of the **General Meeting** shall not invalidate the election.

(b) In addition to **Officers** elected under the foregoing provisions of this rule, the **Committee** may appoint other **Officers** for a specific purpose, or for a limited period, or generally until the next **Annual General Meeting.** Unless otherwise specified by the **Committee** any person so appointed shall have full speaking and voting rights as an **Officer** of the **Society.** Any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as an **Officer** (as described in the 'Qualification of Officers' rule above). The Committee may also co-opt **Members** or others to assist in special projects or duties.

6.3 Term

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

6.4 Removal of officers

An **Officer** shall be removed as an **Officer** by resolution of the **Committee** or the **Society** where the **Committee** passes a vote of no confidence in the **Officer** with effect from (as applicable) the date specified in a resolution of the **Committee** or **Society**.

6.5 Ceasing to hold office

(a) 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**.

(b) Each **Officer** shall within 21 days' of submitting a resignation or ceasing to hold office, deliver to the **Committee** all books, papers, electronic files, passwords and other property of the **Society** held by such former **Officer**.

6.6 Conflicts of interest

(a) 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)—

  (i) to the **Committee** and or sub-committee, and

  (ii) in an Interests Register kept by the **Committee**.

(b) 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**.

(c) An **Officer** or member of a sub-committee who is an **Interested Member** regarding a **Matter**—

  (i) must not vote or take part in the decision of the **Committee** and/or sub-committee relating to the **Matter** unless all members of the **Committee** who are not interested in the **Matter** consent; and

  (ii) must 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; but

  (iii) may take part in any discussion of the **Committee** and/or sub-committee relating to the **Matter** and be present at the time of the decision of the **Committee** and/or sub-committee (unless the **Committee** and/or sub-committee decides otherwise).

(d) However, 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.

(e) 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.

(f) 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 **Committee** shall consider and determine the **Matter**.

7. Records

7.1 Register of Members

(a) The **Society** shall keep an up-to-date Register of **Members**.

(b) For each current **Member**, the information contained in the Register of **Members** shall include –

(i) their name, and

(ii) 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

(iii) their contact details, including a physical address or an electronic address.

(c) The **register** may also include each **Member's** –

(i) postal address (if known)

(ii) email address (if known)

(iii) telephone number (if known)

(iv) whether the **Member** is financial or unfinancial.

(d) Every current **Member** shall promptly advise the **Society** of any change to the **Member's** contact details.

(e) 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:

(i) the former **Member's** name, and

(ii) the date the former **Member** ceased to be a **Member**.

7.2 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.

7.3 Access to information for members

(a) A **Member** may at any time make a written request to the **Society** for information held by the **Society**. A valid request must specify the information sought in sufficient detail to enable the information to be identified.

(b) If the request is valid, the **Society** must, within a reasonable time after receiving a request from a **Member** —

(i) provide the information, or

(ii) agree to provide the information within a specified period, or

(iii) refuse to provide the information, specifying the reasons for the refusal.

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

8. Finances

8.1 Control and management

(a) The funds and property of the **Society** shall be—

(i) controlled, invested and disposed of by the **Committee**, subject to this **Constitution**, and

(ii) devoted solely to the promotion of the purposes of the **Society**.

(b) The **Committee** shall maintain bank accounts in the name of the **Society**. At least 3 Trustees will be appointed from the **Society**'s **Member**s of whom the Treasurer will be one. The signature of any 2 Trustees will be able to operate the bank account(s).

(c) All money received on account of the **Society** shall be banked within 10 **Working Days** of receipt.

(d) All accounts paid or for payment shall be submitted to the **Committee** for approval of payment.

(e) The **Committee** must ensure that there are kept at all times accounting records that—

(i) correctly record the transactions of the **Society**, and

(ii) allow the **Society** to produce financial statements that comply with the requirements of the **Act**, and

(iii) would enable the financial statements to be readily and properly audited (if required under any legislation or the **Society's Constitution**).

(f) The **Committee** must establish and maintain a satisfactory system of control of the **Society's** accounting records.

(g) 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**.

8.2 Balance date

The **Society**'s financial year shall commence on 1 July of each year and end on 30 June (the latter date being the **Society**’s balance date).

9. Dispute resolution

The **Society** will adopt a procedure for dispute resolution which complies with the **Act** and follows the principles of natural justice.

10. Liquidation and removal from the register

10.1 Resolving to put society into liquidation

(a) The **Society** may be liquidated in accordance with the provisions of Part 5 of the **Act**.

(b) The **Committee** shall give 30 days’ written **Notice** to all **Members** of the proposed resolution to put the **Society** into liquidation.

(c) The **Committee** shall also give written Notice to all **Member**s 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**.

(d) Any resolution to put the **Society** into liquidation must be passed by a two-thirds majority of all **Members** present and voting.

10.2 Resolving to apply for removal from the register

(a) The **Society** may be removed from the Register of Incorporated Societies in accordance with the provisions of Part 5 of the **Act**.

(b) The **Committee** shall give 30 days’ written **Notice** to all **Members** of the proposed resolution to remove the **Society** from the Register of Incorporated Societies.

(c) The **Committee** shall also give written **Notice** to all **Member**s 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**.

(d) Any resolution to remove the **Society** from the Register of Incorporated Societies must be passed by a two-thirds majority of all **Members** present and voting.

10.3 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 and as approved by a resolution passed at a **General Meeting.**

11. Alterations to the constitution

11.1 Amending this constitution

(a) All amendments must be made in accordance with this **Constitution**. Any minor or technical amendments shall be notified to **Members** as outlined in section 31 of the **Act**.

(b) 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.

(c) That amendment could be approved by a resolution passed in lieu of a meeting but only if allowed by this **Constitution**.

(d) Any proposed resolution to amend or replace this **Constitution** shall be given in writing to the **Committee** at least 30 days before the **General Meeting** at which the resolution is to be considered and accompanied by a written explanation of the reasons for the proposal.

(e) At least **14 days** before the **General Meeting** at which any amendment is to be considered the **Committee** shall give to all **Members** notice of the proposed resolution, the reasons for the proposal, and any recommendations the **Committee** has.

(f) 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.

(g) 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.

12. Other

12.1 Policies, Guidelines and Codes of Conduct

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