

# Constitution of the Nelson Tasman Climate Forum Incorporated

## Name

1. The name of the Society is the 'Nelson Tasman Climate Forum Incorporated' (in these Rules referred to as 'the Forum').

## Charitable status

2. The Forum intends, after incorporation, to apply for registration as a charitable entity under the Charities Act 2005.

## Definitions and Interpretations

3. In these Rules, words have the meaning set down in the Act. In all other instances, unless the context requires otherwise, the following words and phrases have the following meanings:

- a. 'Act' means the Incorporated Societies Act 2022 and its provisions and includes any regulations made under the Act including any amendments, extensions or re-enactments of the same from time to time.
- b. 'Annual General Meeting' means a meeting of the members of the Forum held once per year which, among other things, will receive and consider reports on the Forum's activities and finances.
- c. Co-Chair means the Leadership Group member responsible for, among other things, overseeing the governance and operations of the Forum and chairing general meetings.
- d. Charter means our founding principles, see Appendix 1.
- e. 'Leadership Group' means the Forum's governing body.
- f. 'Leadership Group Member' means a member of the Leadership Group, including the Co-Chair, Secretary and Treasurer.
- g. 'Deputy Co-Chair' means the Leadership Group Member elected or appointed to deputise in the absence of the Co-chair.
- h. 'General Meeting' means either an Annual General Meeting or a Special General Meeting of the Forum.
- i. 'Interested Member' means a member who is interested in a matter for any of the reasons set out in section 62 of the Incorporated Societies Act 2022.
- j. 'Interests Register' means the register of interests of Leadership Group members, kept under these Rules.
- k. Iwi Co-Chair means the advisory iwi representative nominated by iwi leaders and accepted by the elected Leadership members. The Iwi Co-Chair shares the iwi point of view on the Forum's activities, and doesn't need to be a Member of the Forum. They are not accountable in regard to article 53.

- l. 'Member' means a person who has consented to be a member of the Forum and has been admitted to the Forum.
- m. 'Notice' to members includes any notice given by post, courier or email; and the failure for any reason of any member to receive such notice or information shall not invalidate any meeting or its proceedings or any election.
- n. 'Officer' is a member of the Leadership group, defined in accordance with Section 5 of the Act.
- o. Project means a set of defined activities with a specific objective and a facilitator agreed by the Leadership Group.
- p. 'Register of Members' means the register of members kept under these Rules.
- q. 'Rules' means the rules in this document.
- r. 'Secretary' means the Leadership Group member responsible for, among other things, keeping the Register of members, the Register of interests, and recording the minutes of general meetings and Leadership Group meetings.
- s. 'Special General Meeting' means a meeting of the members, other than an Annual General Meeting, called for a specific purpose or purposes.
- t. 'Sub-Committee' means a group appointed by the Leadership Group for specific tasks.
- u. 'Treasurer' means the Leadership Group member responsible for, among other things, overseeing the finances of the Forum. This includes managing the funds of the Forum, preparing monthly financial reports for the Leadership Group, and preparing the annual financial reports of the Forum so they can be audited if necessary and then presented to members, alongside the annual report, at the Annual General Meeting of the Forum.
- v. 'Working Days' as defined in the Legislation Act 2019.

## Purposes

4. The Forum is established and maintained exclusively for charitable purposes (including any purposes ancillary to those charitable purposes), namely to weave individuals, households, community organisations, businesses, councils and iwi together around urgent, strategic action on anthropogenic climate change and other environmental threats to society and Nature, particularly in the Nelson Tasman region. It does this by:

- Working to educate the community about climate change.
- Working directly on projects to mitigate and adapt to climate change.
- Advocacy on climate change and related matters
- Responding to climate change in a way that recognises the rights of all living organisms, including people, now and in the future, and provides for a just, equitable and resilient society.
- Implementing the purposes expressed in the Charter of the Nelson Tasman Climate Forum (See appendix 1).
- Furthering these purposes in relation to the Nelson/Tasman region and secondly in relation to the rest of Aotearoa New Zealand and beyond.

The primary focus of the Forum is Climate Change, but it sees itself as part of the broader movement to protect and enhance our natural environment. We support efforts in:

- Promoting, enhancing and facilitating the conservation and restoration of the natural environment and the sustainable management of natural resources and the built environment, while at all times having regard to future generations.
- Addressing any or all threats to the health of our planet, including the risk of overshoot of scientifically-identified planetary boundaries for the safe habitation of all species in their natural ecosystems.

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

6. Pecuniary gain is not a purpose of the Forum.

7. The Forum must not operate for the purpose of, or with the effect of:

- a. Distributing any gain, profit, surplus, dividend, or other similar financial benefit to any of its members (whether in money or in kind); or
- b. Having capital that is divided into shares or stock held by its members.

### **Members' Interests**

8. No Interested Member is allowed to take part in, or influence any decision made by the Forum in respect of payments to, or on behalf of, the Interested Member of any income, benefit, or advantage.

9. Any payments made to an Interested Member must be for goods and services that advance the charitable purpose and must be reasonable and comparable to payments that would be made between unrelated parties or for the reimbursement of actual and reasonable expenses incurred by a member.

### **Tikanga / Culture**

10. The tikanga or culture of the Forum is to:

- a. Engage in appropriate decision-making and when possible, to make decisions by consensus;
- b. Act in good faith by dealing respectfully with each other, respecting our diversity and celebrating our differences;
- c. Aim to achieve balanced representation in appointments and elected roles;
- d. Ensure that members understand Te Tiriti o Waitangi and its importance to our kaupapa;
- e. Embed the Charter, Strategy and Te Tiriti o Waitangi in everything we do.

## **Consensus Decision-Making**

11. The Forum will use consensus decision-making whenever possible, with a culture of respectful conflict resolution. Consensus means making decisions by the consent of all participants, with dissenters and abstainers agreeing to accept the decision.

Participants are invited to choose one of five options:

- a. Support wholeheartedly;
- b. Support with reservations;
- c. Abstain;
- d. Disagree but not block consensus;
- e. Disagree and block consensus.

12. Consensus is achieved if nobody blocks consensus. If consensus is not achieved after reasonable attempts, the proposal may be dropped, deferred, or a vote can be taken. A motion shall be carried with a 75% majority of the votes cast by those eligible to vote. Those who do not agree with the decision may have their dissent recorded.

## **Act and Regulations**

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

## **Registered office**

14. The Registered Office of the Forum shall be at Flat 5, 17 Waimea Road, Nelson 7010.

## **Other powers**

15. In addition to its statutory powers, the Forum may (subject to exercising the care and skill that a prudent person of business would exercise in managing the affairs of others) for the purposes of carrying on any operation within the scope of its objectives:

- a. Use its funds to pay the costs and expenses to advance or carry out its objectives
- b. Employ or contract with such people as may be appropriate; and
- c. Invest in any investment.

## **Members**

### **Minimum number of members**

16. The Forum shall maintain the minimum number of members required by the Act.

### **Types of member**

17. 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 admitted to membership under these Rules and who has not ceased to be a member.
- b. Life Member: A life member is a person honoured for highly valued services to the Forum, elected as a life member by resolution at a general meeting, and passed unanimously by those members present and voting. A life member shall have all the rights and privileges of a member and shall be subject to the same duties as a member, except those of paying subscriptions if these are set.
- c. Honorary Member: An honorary member is a person honoured for services to the Forum or in an associated field, elected as an honorary member by resolution of a general meeting, and passed unanimously by those present and voting. An honorary member has no membership rights, privileges or duties.

18. Ex-Officio advisers are the representatives of Bodies Corporate affiliated with the Forum and are invited to attend Leadership Group meetings and General Meetings.

### **Becoming a member: consent and process**

19. An applicant for membership must agree in writing or digitally to sign the charter of the Forum and complete an application for membership. This form, including agreement with the Charter, will be kept by the Secretary as a record of membership.

20. Every member shall provide the Forum's Secretary with their name and contact details (including address, telephone number(s), and email address) and promptly advise the Secretary of any changes to those details.

21. The Leadership Group may accept or decline an application for membership. The Leadership Group must advise the applicant of its decision but is not required to provide reasons for that decision.

### **Members' Obligations and rights**

22. Membership does not confer on any member any right, title, or interest (legal or equitable) in the property of the Forum.

23. All members shall promote the interests and purposes of the Forum and shall do nothing to bring the Forum into disrepute.

24. A member is only entitled to exercise the rights of membership (including attending and voting at General Meetings, accessing or using the Forum's premises, facilities, equipment and other property) if their membership is current and all subscriptions and any other fees have been paid to the Forum by their respective due dates, but no member or life member is liable for an obligation to the Forum by reason only of being a member.

25. The Leadership Group may decide what access or use members may have to any premises, facilities, equipment or other property owned, occupied or otherwise used by the Forum, including any conditions of and fees for such access or use.

26. Public statements on behalf of the Forum shall be made only by a Co-Chair or deputy Co-Chair or such other member as the Leadership Group shall designate.

### **Membership Subscriptions**

27. An annual subscription (if sought) and any other fees for membership for the then current financial year shall be set by resolution of a General Meeting (at which it may also be decided whether payment can be made by periodic instalments).

### **Ceasing to be a member**

28. A member ceases to be a member:

- a. On death; or
- b. By resignation by giving notice to the Secretary; or
- c. By non-payment of a membership fee, if applicable, after more than two years unless exempted by the Secretary;
- d. On termination of a member's membership under these Rules.

with effect from (as applicable):

- e. The date of death of the member; or
- f. The date of receipt of the notice of resignation by the Secretary (or any subsequent date stated in the notice of resignation); or
- g. The date of termination of membership under these Rules; or
- h. The date specified in a resolution of the Leadership Group.

### **Obligations once membership has ceased**

29. A member who resigns or whose membership is terminated under these Rules:

- a. Shall return to the Forum all material provided to members by the Forum;
- b. Shall cease to hold himself or herself out as a member of the Forum; and

- c. Shall cease to be entitled to any of the rights of a Forum member.

## Becoming a member again

- 30. Any former member may apply for re-admission in the manner prescribed for new applicants, and may be re-admitted only by resolution of the Leadership Group.
- 31. However, if a former member's membership was terminated following a dispute resolution process, the applicant may be re-admitted only by a General Meeting on the recommendation of the Leadership Group.

## General meetings

### Procedures for general meetings

- 32. The Leadership Group shall give all members at least 3 weeks' notice of any general meeting and of the business to be conducted at that general meeting.
- 33. 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.
- 34. All members may attend, speak and vote at general meetings.
- 35. No general meeting may be held unless at least 20 eligible members attend. This will constitute a quorum.
- 36. 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 those present in person shall be deemed to constitute a sufficient quorum. Any decisions made when a quorum is not present are not valid.
- 37. General meetings may be held in person, or alternatively online using any real-time audio, audio and visual, or electronic communication that gives each member a reasonable opportunity to participate.
- 38. All general meetings shall be chaired by a Co-Chair or deputy Co-Chair, who may appoint a facilitator. If the Chair is absent, the Co-chair or Deputy Co-Chair or if not present then the members present will select a chair for that meeting.
- 39. Any person chairing a general meeting may:
  - a. With the consent of that general meeting adjourn the general meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place;
  - b. Direct that any person not entitled to be present at the meeting, obstructing the business of the meeting, behaving in a disorderly manner, being abusive,

- or failing to abide by the directions of the chairperson be removed from the meeting, and
- c. In the case of emergency, adjourn the meeting or declare it closed.

40. The Leadership Group may put forward motions for the Forum to vote on ('Leadership Group Motions'), which shall be notified to members with the notice of the general meeting.

41. Any member may put a proposal to a general meeting, by giving notice to the Secretary at least 2 weeks before that meeting. The member may also provide information in support of the motion ('member's Information'). These resolutions will then be advised to all members at least 1 week prior to the meeting.

## **Annual General Meetings**

42. An Annual General Meeting shall be held once a year on a date and at a location determined by the Leadership Group and consistent with any requirements in the Act, and the Rules relating to the procedure to be followed at general meetings shall apply. Three weeks' notice of an Annual General Meeting shall be given. Members' resolutions must be submitted no less than 2 weeks prior to the meeting. These resolutions will then be advised to all members at least 1 week prior to the meeting.

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

- a. Confirm the minutes of previous Forum's General meeting(s);
- b. Adopt the annual report on Forum business;
- c. Adopt the Treasurer's report on the finances of the Forum, and the audited, or reviewed annual financial statements;
- d. Set any subscriptions for the current financial year;
- e. Consider any motions properly notified in accordance with these rules;
- f. Consider any general business;
- g. Appoint the auditor or provide for a financial review for the upcoming year.

44. All AGM business will be dealt with at a formally constituted meeting. There is no provision to agree to any resolution through an out-of-session request for agreement to a particular resolution or paper.

45. The relevant Leadership Group members must, at each Annual General Meeting, present the following information:

- a. An annual report on the affairs of the Forum during the most recently completed accounting period; and
- b. The annual financial statements for that period; and
- c. Notice of any disclosures of conflicts of interest made by Leadership Group members during that period (including a brief summary of the matters, or types of matters, to which those disclosures relate); and
- d. Conduct the election of the incoming Leadership Group.

## **Special General Meetings**

46. Special general meetings may be called at any time by the Leadership Group by resolution. The Leadership Group must call a special general meeting if the Secretary receives a written request signed by at least 20 members. Any resolution or written request must state the business that the special general meeting is to deal with.

47. The Rules 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 Leadership Group's resolution or the written request by members for the meeting.

## **Minutes of Forum meetings**

48. Minutes must be kept by the Secretary of all special general meetings and Leadership Group meetings and when approved, a summary is published on the Forum's website.

## **Leadership Group**

### **Purpose**

49. To give effect to the Charter of the Forum as directed by the members at a General Meeting, by wisely applying the resources of the Forum in accordance with the consensus views expressed by members at a General Meeting, and representing the Forum in any process relevant to the Forum Charter.

### **Composition of the Leadership Group**

50. The Leadership Group will consist of a minimum of 4 and up to 10 Leadership Group Members who are not disqualified by the Act.

51. Members of the Leadership Group are Members of the Forum, and will include

- A Co-Chair and a Deputy Co-Chair;
- Up to eight selected Members of the Forum, including at least one person under the age of 25 and the Secretary and Treasurer (these latter two roles may be combined)

52. The meetings of the Leadership Group may include, in addition to the Leadership Group Members:

- A Co-Chair nominated by iwi leaders and accepted by the elected Leadership members;

- Up to two advisory representatives from each local council (currently Nelson City Council and Tasman District Council) being: one Councillor and a staff member;
- Up to four advisory iwi representatives nominated by iwi leaders and accepted by the elected members of the Leadership Group;

The participation of Ex-officio members to the Leadership group meetings is subject to their delegation authority from their institution and their role is to provide advice and perspectives to the Leadership Group but not participate in decision making.

53. The Leadership Group is accountable for ensuring the Forum meets its requirements as an incorporated society with Charitable status and has authority over these matters.

### **Qualifications required of every Leadership Group member**

54. Prior to election or appointment, every Leadership Group member must consent in writing to be a Leadership Group member and certify in writing that they are not disqualified from being appointed or holding office as a Leadership Group member by these Rules or the Act.

55. The following persons are disqualified from being appointed or holding office as a Leadership Group member:

- a. A person who is under 16 years of age;
- b. A person who is an undischarged bankrupt;
- c. A person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993;
- d. A person who is disqualified from being a member of the Leadership Group of a charitable entity under section 31(4)(b) of the Charities Act 2005;
- e. A person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years:
  1. an offence under subpart 6 of Part 4,
  2. a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961),
  3. an offence under section 143B of the Tax Administration Act 1994,
  4. an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs 1 to 3,
  5. a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere;
- f. A person subject to:
  1. an order under section 108 of the Credit Contracts and Consumer Finance Act 2003, or

2. a forfeiture order under the Criminal Proceeds (Recovery) Act 2009' or
  3. a property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act.
- g. A person who is otherwise disqualified from being a member of the Leadership Group of a charitable entity under section 16 of the Charities Act 2005.

## **Election or appointment**

56. The election, selection or appointment of Leadership Group members shall be conducted as follows

- a. Members part of the Leadership Group (or LG members) shall be appointed during annual general meetings. However, if a vacancy in the position of any Leadership Group member occurs between annual general meetings, that vacancy may be filled by resolution of the Leadership Group (and any such appointee must, before appointment, supply a signed consent to appointment and a written statement that the nominee is not disqualified from being appointed or holding office as a Leadership Group member by the Act).
- b. Leadership group members will be appointed by the members using the Forum's consensus decision-making process as set out in articles 11 and 12.

## **Term of office for all Leadership Group members**

57. The term of office for all Leadership Group members shall be one year, expiring at the end of the annual general meeting.

## **Removal of a Leadership Group member**

58. Where a complaint is made about the actions or inaction of a Leadership Group member in their capacity as a member of the Forum, the following steps shall be taken:

- a. The Leadership Group member who is the subject of the complaint, must be advised of all details of the complaint;
- b. The Leadership Group member who is the subject of the complaint, must be given adequate time to prepare a response;
- c. A Co-chair will appoint a leadership group member to work with the complainant and the person who is the subject of the complaint to try to arrive at a satisfactory solution.

59. If this is not possible then:

- a. The complainant and the Leadership Group member who is the subject of the complaint, must be given an adequate opportunity to be heard, either in writing or at an oral hearing by the Leadership Group (excluding the Leadership Group member who is the subject of the complaint).

- b. Any oral hearing shall be held by the Leadership Group (excluding the Leadership Group member who is the subject of the complaint), and/or any oral or written statement or submissions shall be considered by the Leadership Group (excluding the Leadership Group member who is the subject of the complaint).

60. If the complaint is upheld the Leadership Group member may be removed from the Leadership Group by a resolution of the Leadership Group or of a general meeting, in either case passed by consensus.

### **Cessation of Leadership Group membership**

61. A Leadership Group member shall be deemed to have ceased to be a Leadership Group member if that person ceases to be a member of the Forum for any reason, resign or are removed from their position on the Leadership Group.

62. Each Leadership Group member shall within 5 working days of submitting a resignation or ceasing to hold office, deliver to the Secretary all books, papers and other property of the Forum held by such former Leadership Group member.

### **Functions and responsibilities of the Leadership Group**

63. From the end of each Annual General Meeting until the end of the next Annual General Meeting, the Forum shall be governed by the Leadership Group, which shall be accountable to the members for the advancement of the Forum's purposes and the implementation of resolutions approved by any general meeting.

64. The Leadership Group will consider and approve

- a. The Strategic Climate Action Plan of the Forum;
- b. An annual operational plan and budget;
- c. Appointment of staff on the recommendation of a co-Chair;
- d. All financial contracts and all agreements with other organisations;
- e. An annual report to members including a financial report; and
- f. Specific delegations to subcommittees and to project leaders as appropriate to meet the Forum's objectives.

### **Leadership members' duties**

65. At all times each Leadership Group member:

- a. Shall act in good faith and in what they believe to be the best interests of the Forum;
- b. Must exercise all powers for a proper purpose;
- c. Must not act, or agree to the Forum acting, in a manner that contravenes the Act or these Rules;

- d. Must not agree to the activities of the Forum being carried on in a manner likely to create a substantial risk of serious loss to the Forum or to the Forum's creditors, or cause or allow the activities of the Forum to be carried on in a manner likely to create a substantial risk of serious loss to the Forum or to the Forum's creditors; and
- e. Must not agree to the Forum incurring an obligation unless they believe at that time on reasonable grounds that the Forum will be able to perform the obligation when it is required to do so.

## **Powers**

66. Subject to these Rules and any resolution of any general meeting the Leadership Group may:

- a. Exercise all the Forum's powers, other than those required by the Act or by these Rules to be exercised by the Forum in general meeting; and
- b. Enter into contracts on behalf of the Forum or delegate such power to a Leadership Group member, sub-Committee, employee, or other person;
- c. Approve and support specific projects that contribute to Forum objectives including delegating financial authority to set project budgets and approve project expenses, including the operation of subsidiary bank accounts for projects.

## **Sub-Committees of the Leadership Group**

67. The Leadership Group may appoint sub-committees consisting of such persons (whether or not Members of the Forum) and for such purposes as it thinks fit.

68. Unless otherwise resolved by the Leadership Group:

- a. The quorum of every sub-committee is half the members of the sub-Committees but not less than three.
- b. A sub-Committee must not commit the Forum to any financial expenditure without express authority; and
- c. A sub-Committee must not further delegate any of its powers.

## **General issues**

69. The Leadership Group and any sub-Committee may act by resolution approved in the course of 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 Leadership Group meeting.

70. Other than as prescribed by the Act or these Rules, the Leadership Group or any sub-Committee may regulate its proceedings as it thinks fit.

71. Subject to the Act, these Rules and the resolutions of general meetings, the decisions of the Leadership Group on the interpretation of these Rules and all

matters dealt with by it in accordance with these Rules and on matters not provided for in these Rules shall be final and binding on all members.

## **Conflicts of interest**

72. A member of the Leadership Group and/or member of a sub-Committee who is an Interested member in respect of any matter being considered by the Forum, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified)—

1. To the Leadership Group and or sub-Committee; and
2. In an Interests Register kept by the Leadership Group.

73. Disclosure must be made as soon as practicable after the member of the Leadership Group and/or sub-Committee becomes aware that they are interested in the matter.

74. A member of the Leadership Group and/or sub-Committee who is an Interested member regarding a matter:

- a. Must not vote or take part in the decision of the Leadership Group and/or sub-Committee relating to the matter; and
- b. Must not sign any document relating to the entry into a transaction or the initiation of the matter; but
- c. May take part in any discussion of the Leadership Group and/or sub-Committee relating to the matter and be present at the time of the decision of the Leadership Group and/or sub-Committee (unless the Leadership Group and/or sub-Committee decides otherwise).

75. However, a member of the Leadership Group and/or 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.

76. Where fifty per cent or more of Leadership Group members 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 members agree otherwise, and where fifty 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 Leadership Group shall consider and determine the matter.

## **Leadership Group meetings**

### **Procedure**

77. The quorum for Leadership Group meetings is at least half the number of Leadership Group members.

78. Leadership Group meetings will be chaired by a Co-Chair, Deputy Co-Chair, or other individual appointed by them for that purpose.

79. All meetings of the Leadership Group will be open to any member of the Forum . All agendas of Leadership Group meetings will be available in a timely manner to all members and participants mentioned in Article 52.

80. The frequency and timing of Leadership group meetings will be determined by the Leadership Group, but a minimum of five meetings a year will be held.

## Records

### Register of Members

81. The Secretary shall keep an up-to-date Register of members, recording for each member their name, contact details, the date they became a member, and any other information required by these Rules or prescribed by Regulations under the Act.

### Contents of Register of Members

82. The information contained in the Register of members shall include each member's:

- Email address;
- Postal address;
- Phone number (landline and/or mobile);
- The date the Member became a member.

Every member shall promptly advise the Secretary of any change of their contact details.

### Access to Register of Members

83. With reasonable notice and at reasonable times, the Secretary shall make the Register of members available for inspection by members and Leadership Group members. However, no access will be given to information on the Register of members to members or any other person, other than as required by law.

### Interests Register

84. The Secretary shall maintain an up-to-date register of the interests disclosed by Officers.

### Access to other information

85. A member may at any time make a written request to the Secretary of the Forum for information held by the Forum.

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

87. The Forum must, within a reasonable time after receiving a request:

- a. Provide the information; or
- b. Agree to provide the information within a specified period; or
- c. Agree to provide the information within a specified period if the member pays a reasonable charge to the Forum (which must be specified and explained) to meet the cost of providing the information; or
- d. Refuse to provide the information, specifying the reasons for the refusal.

88. Without limiting the reasons for which the Forum may refuse to provide the information, the Forum may refuse to provide the information if:

- a. Withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons; or
- b. The disclosure of the information would, or would be likely to, prejudice the commercial position of the Forum or of any of its member; or
- c. The disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the Forum; or
- d. Withholding the information is necessary to maintain legal professional privilege, or
  1. the disclosure of the information would, or would be likely to, breach an enactment, or
  2. the burden to the Forum in responding to the request is substantially disproportionate to any benefit that the member (or any other person) will or may receive from the disclosure of the information, or
  3. the request for the information is frivolous or vexatious.

89. If the Forum requires the member to pay a charge for the information, the member may withdraw the request, and must be treated as having done so unless, within two weeks of receiving notification of the charge, the member informs the Forum —

1. That the member will pay the charge; or
2. That the member considers the charge to be unreasonable.

90. Nothing in this Rule limits Information Privacy Principle 6 of the Privacy Act 2020.

## Finances

### Control and management

91. The funds and property of the Forum shall be:

- a. Controlled, invested and disposed of by the Treasurer acting on behalf of the Leadership Group, subject to these Rules, and
- b. Devoted solely to the promotion of the purposes of the Forum.

92. The Treasurer shall maintain on behalf of the Leadership Group bank accounts in the name of the Forum.

93. All money received on account of the Forum shall be banked within five working days of receipt.

94. All accounts paid or for payment shall be submitted to the Treasurer for approval of payment and all payments must be supported by two authorised signatories.

95. The Treasurer must ensure that there are kept at all times accounting records that:

- a. Correctly record the transactions of the Forum; and
- b. Allow the Forum to produce financial statements that comply with the requirements of the Act; and
- c. would enable the financial statements to be readily and properly audited (if required under any legislation or the Forum's Constitution).

96. The Treasurer must establish and maintain a satisfactory system of control of the Forum's finances and accounting records.

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

98. The Forum does not have the power to borrow money without prior approval of the members at a General Meeting.

## **Balance date**

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

## **Dispute resolution**

See Appendix 2

## Winding up

### Process

100. The Forum may be wound up, or liquidated, or removed from the Register of Incorporated Societies in accordance with the provisions of the Act.

101. The Secretary shall give notice to all members of:

- The proposed motion to wind up the Forum or remove it from the Register of Incorporated Societies; and
- The general meeting at which any such proposal is to be considered;
- The reasons for the proposal; and
- Any recommendations from the Leadership Group in respect to such notice of motion.

102. Any resolution to wind up the Forum or remove it from the Register of Incorporated Societies must be passed by consensus or by a 75 percent majority of all members present and voting at a General Meeting called for the purpose of dis-establishing the Forum .

103. All members should be notified and given the opportunity to express their view and have it considered on a proposed winding up.

### Surplus assets

104. If the Forum is wound up, or 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 Forum'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.

## Alterations to the Rules

### Amending these Rules

105. The Forum may amend, add to or replace these Rules at a general meeting by a resolution passed by consensus or a 75% majority of those members present and voting.

106. Any proposed motion to amend or replace these rules must be put to the Leadership Group, and, if passed, then approved at a general meeting of the membership.

107. At least 3 weeks before the general meeting at which any amendment is to be considered the Secretary shall give to all members notice of the proposed motion, the reasons for the proposal, and any recommendations the Leadership Group has.

108. 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.

109. When an amendment is approved by a general meeting it shall be provided to Charities Services within 3 months of the date of the amendment.

## Other

### Contact person

110. The Forum shall have at least one but no more than three contact person(s) whom the Registrar can contact when needed.

111. The Forum's contact person must be:

- At least 18 years of age; and
- An Officer; and
- Ordinarily resident in New Zealand; and
- Not disqualified under the Act from holding that office.

112. The Leadership Group will decide on the contact person/person(s).

113. Any change in that contact person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 4 weeks of that change occurring, or the Forum becoming aware of the change.

## Bylaws

114. The Leadership Group from time to time may make and amend bylaws, and policies for the conduct and control of Forum activities and codes of conduct applicable to members, but no such bylaws, policies or codes of conduct applicable to members shall be inconsistent with the Act, regulations made under the Act, or these Rules.

## Appendix 1: Charter of the Forum

### Acknowledgement

We acknowledge the kaitiaki status of Ngāti Kuia, Rangitāne o Wairau, Ngāti Apa ki te Ra Tō (Kurahaupo waka), Ngāti Kōata, Ngāti Rārua, Ngāti Toa Rangatira (Tainui waka), Ngāti Tama ki Te Waipounamu, Te Āti Awa o Te Waka a Māui (Tokomaru waka) and (Te Runanga o Ngai Tahu) rohe of Ngāti Waewae and Ngāti Kuri o

Kaikoura as Manawhenua, tangata whenua of this rohe. We recognise their continuous relationship to the land and pay our respects to tūpuna and kaumātua, both past, present and future.

## **Purpose Statement**

The Forum's purpose is to weave our communities together around urgent, strategic action on climate change.

Together, the Forum enables and supports expanded and accelerated action in our region to confront climate change, through the connection and alignment of people across and within communities and organisations.

## **Commitment**

Recognising that:

- Human-induced climate change represents one of the greatest threats to the living world that sustains us and, by extension, to future human generations globally, in Aotearoa and in this region, through its impact on the life-supporting capacity of the natural environment, specifically air, water, soil, and ecosystems.
- If societies take urgent, informed, sustained and collaborative climate action, we can decrease and manage the adverse impacts of climate change; and
- Most responses to climate change also generate positive outcomes for environmental well-being and human communities.

We, the members of the Forum, commit to working towards the goals outlined below for the Nelson and Tasman communities through:

- Inclusion and respect, particularly through acknowledging, respecting and working with nga Iwi tangata whenua;
- Acting promptly, purposefully and responsibly, together and individually; and
- Participating in good faith in the Forum.

## **Goals**

The Forum aims to enable, empower and support Nelson-Tasman communities to achieve the following Goals:

1. reduce our region's greenhouse gas emissions, increase carbon sequestration and undertake other climate-stabilising initiatives, consistent with the urgency of the situation.
2. Adapt to the likely adverse environmental effects of climate change and the resulting social and cultural effects, using inclusive and responsible decision-making to support these desirable outcomes.
3. Respond to climate change in a way that recognises the rights of all living organisms, including people, and provides for a just, equitable and resilient society.

## **Nature of the Forum**

The function of the Forum will be to bring together diverse views and interests to align and proactively lead community responses to climate change. It is a collective of organisations and individuals. It has no authority to make decisions that bind its

members to any specific action, including funding. Members participate in accordance with legal requirements that apply to them.

The Forum endeavours to work by consensus.

The Forum maintains a Nelson Tasman Strategic Climate Action Plan and facilitates its implementation. It will review and update the plan when required to respond to new information and changing circumstances.

## **Membership of the Forum**

Membership of the Forum is available to individuals only.

Members have endorsed the Charter and committed to act in good faith to support its goals. They also agree to work within the Operating Procedures developed and adopted by the Forum.

Regardless of the involvement of tangata whenua as Members under this Charter, the Forum will continue to engage with and work alongside tangata whenua as kaitiaki of the rohe and as partners under Te Tiriti o Waitangi.

## **Appendix 2: Dispute resolutions**

### **Raising disputes**

1. Any grievance by a member, and any complaint by anyone, is to be lodged by the complainant with the Secretary in writing and must provide such details as are necessary to identify the details of the grievance or complaint. All members (including the Leadership Group) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Forum's activities.
2. The complainant raising a grievance or complaint, and the Leadership Group, must consider and discuss whether a grievance or complaint may best be resolved through informal discussions, mediation or arbitration. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.
3. The resolution of all disputes must be conducted in a manner that is consistent with natural justice.

### **Investigating disputes**

4. This rule concerns any grievances of members relating to their rights and interests as members, and any complaints concerning the alleged conduct or discipline of members, collectively referred to as "disputes."
5. These disputes procedures are designed to enable and facilitate the fair, prompt and efficient resolution of grievances and complaints.

6. Rather than investigate and deal with any grievance or complaint, the Leadership Group may:

- a. Appoint a sub-committee to deal with the same, or
- b. Refer the same to an external arbitrator, arbitral tribunal, or external visitor (or referee), so long as minimum standards of natural justice (meaning the right to a fair hearing by impartial decision-makers) and the following requirements under this rule are satisfied.

7. The Leadership Group or any such sub-committee or person considering any grievance or complaint is referred to hereafter as the "decision-maker".

8. The decision-maker:

- a. Shall consider whether to investigate and deal with the grievance or complaint, and
- b. May decline to do so (for instance, if the decision-maker is satisfied that the complainant has insufficient interest in the matter or otherwise lacks standing to raise it; the matter is trivial or does not appear to disclose material misconduct or material; the matter raised appears to be without foundation or there is no apparent evidence to support it; some damage to members' interests may arise; or the conduct, incident, event or issue has already been investigated and dealt with by the Forum).

9. Where the decision-maker decides to investigate and deal with a grievance, the following steps shall be taken:

- a. The complainant and the member, or the Forum which is the subject of the grievance, must be advised of all details of the grievance;
- b. The member, or the Forum which is the subject of the grievance, must be given an adequate time to prepare a response;
- c. The complainant and the member, or the Forum which is the subject of the grievance, must be given an adequate opportunity to be heard, either in writing or at an oral hearing if the decision-maker considers that an oral hearing is required;
- d. Any oral hearing shall be held by the decision-maker, and/or any written statement or submissions shall be considered by the decision-maker.

10. Where the decision-maker decides to investigate and deal with a complaint, the following steps shall be taken:

- a. The complainant and the member complained against must be advised of all allegations concerning the member, and all details of the complaint;
- b. The member complained against must be given adequate time to prepare a response;

- c. The member complained against must be given an adequate opportunity to be heard, either in writing or at an oral hearing if the decision-maker considers that an oral hearing is required;
- d. Any oral hearing shall be held by the decision-maker, and/or any written statement or submissions shall be considered by the decision-maker.

11. A Member may not make a decision on or participate as a decision-maker in regards to a grievance or complaint, if two or more Leadership Group Members, or the decision-maker, consider that there are reasonable grounds to infer that the person may not approach the grievance or complaint impartially, or without a predetermined view. Such a decision must take into account the context of the Forum and the particular case, and may include consideration of facts known by the other members about the decision-maker, so long as the decision is reasonably based on evidence that proves or disproves an inference that the decision-maker might not act impartially.

## Resolving disputes

12. The decision-maker may:

- a. Dismiss a grievance or complaint; or
- b. Uphold a grievance and make such directions as the decision-maker thinks appropriate (with which the Forum and members shall comply);
- c. Uphold a complaint and:
  - reprimand or admonish the member, and/or
  - recommend to the Leadership group the suspension or termination of the member's membership, and/or
  - order the complainant (if a member) and/or the member complained against, to meet any of the Forum's reasonable costs in dealing with a complaint.