



www.societies.govt.nz | 0508 SOCIETIES | 0508 762 438

Send completed forms to: Companies Office, Private Bag 92061, Victoria Street West, Auckland 1142 or processing@societies.govt.nz

Certificate - Alteration of rules

Section 21 Incorporated Societies Act 1908

1. Name of society

Southland Multicultural Council Incorporated

2. Society number

951906

I certify that the alteration has been made in accordance with the rules of the society.

Name

Meggy Bartlett-McBride

Position

President of Society

Signature

13 / 02 / 2018

3. Complete this checklist before filing your application

- This certification has been completed by an officer of or a solicitor for the society.
- A copy of the rule alteration(s) is attached. **NOTE** | This can either be a complete copy of the updated rules with the alterations underlined or in bold type, or a copy of the particular rule(s) that were altered.
- The copy of the alteration to rules has been signed by three members of the society.

For society name changes --

- This rule alteration also includes a name change for the society, and
- We have checked that the new name of the society is available by conducting Register Searches at both www.societies.govt.nz and www.companies.govt.nz.

What must be included in your rules?

Section 6 of the Incorporated Societies Act 1908 requires that a society's rules include the following:

- The name of the society (ending with the word Incorporated)*
- The objects for which the society is established*
- How people become members of the society and cease being members of the society*
- How meetings of the society will be called and held and how voting will take place*
- How officers of the society will be appointed*
- Control and use of the common seal*
- How the society's funds will be controlled and invested*
- The powers (if any) that the society has to borrow money*
- How any property of the society will be distributed in the event of the society being wound up*
- How the rules of the society can be altered*

4. Your contact details

Name and postal address
Meggy Bartlett-McBride
Community House
46 Kelvin Street
Invercargill

Telephone **021 557 527**

Email (optional) president@southlandmulticultural.co.nz



Incorporation Number: 951906

Rules of the Southland Multicultural Council Incorporated

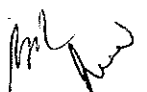
1. NAME

The name of the Council is "Southland Multicultural Council Incorporated (hereafter referred to as the "Council").

2. AIMS AND OBJECTIVES

The aims and objective of the Council will be charitable and specifically will be:

- a) To act as an organisation that promotes goodwill, tolerance, understanding and harmony amongst people of diverse ethnic cultures in Southland.
- b) To support the rights and responsibilities of ethnic individuals and groups to enjoy equal opportunities and have equitable access to, and an equitable share of the resources that local and national Government manages on behalf of the communities.
- c) To promote, preserve, support and share in the multi ethnic customs, languages and cultures of Southland through education, contact, festivals, liaisons and communication and to affirm the ongoing value and presence of multi ethnic cultures in Southland.
- d) To facilitate opportunities for education and information for the multi ethnic communities in Southland about Government legislation and policies, including local bylaws, that affect their rights as New Zealand citizens.
- e) To promote joint action and interaction between multi ethnic groups in Southland on areas of concern.
- f) To enable ethnic groups to openly express their commitment to and pride in New Zealand while at the same time protecting and sharing their ethnic heritage and identity.
- g) To represent members of ethnic communities and offer support if there are concerns surrounding racial discrimination.
- h) To facilitate and raise consciousness amongst the ethnic groups of the status of the Maori people as Tangata Whenua and their rights under the Treaty of Waitangi.
- i) To undertake any other functions which support the objectives of the Council.



3. ACTIVITIES LIMITED TO AOTEAROA/NEW ZEALAND

The activities of the Society will be limited to Aotearoa/New Zealand.

4. OFFICE

The office of the Society will be in such place in New Zealand as the Executive Committee determines.

5. THE EXECUTIVE COMMITTEE

5.1 The Society shall be run by an Executive Committee must be made up from eligible members of the Society and will have no less than four (4) Committee members and no more than eight (8) Committee members in total.

5.2 Nominations for Executive Committee members must be based on experience and skills that have been identified as essential for running the Society. All such nominations will also have been a member of the Society for at least 12 months prior to their nomination.

The Roles of Office Holders

CHAIRPERSON

The Chairperson shall be responsible for chairing all meetings and to ensure the smooth and effective running of all meetings.

THE SECRETARY (Please note that some or all of these functions may be delegated to employed staff or volunteers as the Executive Committee deems appropriate.)

The Secretary shall:

- Notify members of the Society of each meeting and give all such notices as may be required by these rules;
- Record the minutes and attendance of members of the Society at all meetings;
- Keep the Register of Members;
- Hold the Society records, documents, and books except those required for the Treasurer's function;
- Receive and reply to correspondence as required by the Society;
- Complete any other reasonable request in relation to the affairs of the Society as required.

THE TREASURER (Please note that some or all of these functions may be delegated to employed staff or volunteers as the Executive Committee deems appropriate.)

The Treasurer shall:



- Keep proper accounting records of financial transactions of the Society to allow its financial position to be readily ascertained;
- Provide a financial report at each monthly meeting which includes bank account reconciliations, budget expectations and forecasts;
- Provide financial information to the Society as it so determines;
- Prepare and/or assist in the preparation of annual financial statements for presentation at each Annual General Meeting. These statements should be prepared in accordance with the accounting policies of the Society.

THE CONTACT OFFICER (Please note that some or all of these functions may be delegated to employed staff or volunteers as the Executive Committee deems appropriate.)

Will be the contact point between the Society and the Registrar of Incorporated Societies and/or Department of Internal Affairs for all matters notifiable to the Companies Office.

The Contact Officer will:

- Advise the Registrar of Incorporated Societies of any rule changes;
- Be responsible for completing the Annual Return as required by the Registrar of Incorporated Societies;

5.4 The Executive Committee shall hold office for a term not exceeding 24 months and be eligible for reappointment at the next AGM.

5.5 A person will immediately be stood down or cease to be an Executive Committee member when she or he:

- a) resigns in writing;
- b) acts in a way that is harmful to the Society, its operational management, or reputation;
- c) dies;
- d) is declared bankrupt;
- e) or is diagnosed as a mentally disordered person on a Compulsory Treatment Order (CTO) within the meaning of the Mental Health (Compulsory Assessment Treatment) Act 1992 or subsequent enactment. However for those deemed to be mentally disordered under the Mental Health Act, should they become well again (and the CTO is revoked within six months of it being issued), the person shall be deemed to have been reinstated to their former role within the organisation if they so wish.

5.6 The Executive Committee will have the power to fill any vacancy that arises within itself or to appoint any additional members subject to clause 5.1. Any such appointees need not be members of the Society, but must be appointed based on skills they can bring to the Executive Committee.

- 5.7 The Executive Committee may continue to act notwithstanding any vacancy, but if their number is reduced below the minimum number of members as stated in this Constitution, the continuing members may act for the purposes of:
- (a) increasing the number of Executive Committee members to that minimum, and/or;
 - (b) satisfying any legal requirements with the aim of maintaining the charitable status of the Executive Committee until the number of Executive Committee members is increased to that minimum, but for no other purpose.
- 5.8 The Executive Committee may, by a motion decided by a two-thirds (2/3) majority of votes, terminate a person's position on the Executive Committee, if it believes that such action is in the best interests of the Society.

**6. MEETINGS:
EXECUTIVE COMMITTEE**

6.1 The procedure for Executive Committee meetings will be as follows:

- 6.1.1 A quorum will be at least half of its members.
- 6.1.2 If a Committee member, including an office-bearer, does not attend three (3) consecutive meetings of the Executive Committee without leave of absence that member may, at the discretion and on decision of the Executive Committee, be removed as a Committee member, and/or from any office of the Society which she or he holds.
- 6.1.3 All questions will if possible be decided by consensus. In the event that a consensus cannot be reached then a decision will be made by a majority vote.
Committee members may vote in several ways:
 - (a) At a meeting in person a resolution put to the vote will be decided by show of hands or by voice.
 - (b) A meeting of the Board may be held by means of audio, or audio visual communication by which a quorum of Board members participating can simultaneously hear each other throughout the meeting. In such meeting voting will be decided by voices.
 - (c) A written resolution signed by all the Committee members will be as valid and effectual as if it had been passed at a meeting of the Committee members. Any such resolution may consist of several documents in like form each signed by one or more Committee members.
- 6.1.4 In the event that a consensus cannot be reached, decisions shall be decided by a majority of votes. In the event of an equality of votes, the motion or remit shall fail and not be passed.



- 6.1.5 In the absence of the Chairperson, the Executive Committee will elect a person to chair the meeting from among the Committee members present.
- 6.2 The Executive Committee will meet at least eleven (11) times every year. Meetings may be held in person or by any other means of communicating as decided on by the Executive Committee from time to time. The Secretary will ensure that all members of the Executive Committee are notified of the meeting, either verbally or in writing, no later than one week before the meeting date.
- 6.3 The Executive Committee may hold public meeting to inform the public of the Society's activities. Such meetings will be held from time to time as the Executive Committee may decide.
- 6.4 The Secretary will ensure that minutes are kept of all meetings of the Board and any subcommittees, which will be available to any member of the Society and which, for each meeting of the Executive Committee, will record:
- 6.4.1 the names of those present;
 - 6.4.2 all decisions made by the Executive Committee; and
 - 6.4.3 any other matters discussed at the meeting.
- 6.5 Other than as prescribed to the contrary in this Constitution the Committee members shall have the power to regulate their own proceedings as they think fit.

SPECIAL and GENERAL MEETINGS

- 6.6 The Governance Committee or non office bearing members of the Society may request a Special or General Meeting at any time by giving written notice to the Secretary stating the reasons for requesting a Special or General Meeting.
- 6.6.1 The Secretary or delegated agent will give notice of a Special General Meeting no later than seven days after receiving the request.
 - 6.6.2 The Special General Meeting will take place no later than 10 days after the giving of such notice referred to in clause 6.6 hereof.
 - 6.6.3 The Notice for a Special General Meeting of the Society will include the reasons for calling the meeting.

ANNUAL GENERAL MEETINGS

- 6.7 The Annual General Meetings of the Society will be held each year not more than fifteen months after the previous Annual General Meeting.

The business of the Annual General Meeting will include:

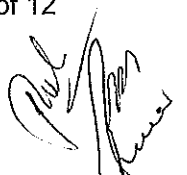


- 6.7.1 The Chairperson's Report.
- 6.7.2 The Co-ordinator's Report.
- 6.7.3 The Financial Review Report.
- 6.7.4 The election of the following office bearers, all of whom must be members of the Society:
 - Chairperson
 - Treasurer
 - SecretaryThe election of an Executive Committee comprising the office bearers and up to eight other members but not less than four, all of whom must be members of the Society.
- 6.7.5 The appointment of an independent qualified person to perform the financial review for the following financial year.
- 6.7.6 The consideration of any other general business pertaining to the affairs of the Society provided the Secretary has received written notice of the business no later than three days prior to the meeting.
- 6.7.8 An Annual report shall be issued to all members of the Society within one month of the AGM inclusive of the finalised Financial Review Report.

7. POWERS

The Executive Committee will, at all times, act in the best interests of the organisation. To enable them to act appropriately, in addition to the powers provided by the general law of New Zealand or contained in the Committee member Act 1956, the powers which the Executive Committee may exercise in order to carry out its charitable purposes are as follows:

- 7.1 To use the funds of the Society as the Executive Committee thinks necessary or expedient in payment of the costs and expenses of the Society, including the employment and dismissal of professional advisors, agents, officers and staff, according to principles of good employment and the Employment Relations Act 2000 or any subsequent enactment;
- 7.2 To purchase, take on, lease or hire or otherwise, acquire any real or personal property and any rights or privileges which the Executive Committee thinks necessary or expedient in order to attain the purpose of the Society and to sell, exchange, let, or lease, with or without option of purchase or, in any other manner, dispose of such property, rights or privileges;



- 7.3 To invest surplus funds with a Registered Trading Bank, in any way permitted by law for the investment of Charitable Society funds and upon such terms as the Executive Committee thinks fit;
- 7.4 To do all things as may from time to time be necessary or desirable to enable the Executive Committee to give effect to and attain the charitable purposes of the Society.

8. MEMBERSHIP

- a) Membership of the Council shall be open to individuals who express an active interest and show goodwill towards ethnic issues.
- b) Any individual over the age of 18 years may submit an application for membership to the Co-Ordinator. As soon as possible after receiving such an application the Co-Ordinator shall refer it to the Executive Committee for its approval. The applicant shall become a member of the Council from the date on which the Co-Ordinator advises them that their application has been approved.
- c) The Co-Ordinator shall keep a Register of Members, together with the date of joining and the address of each member Ethnic Group.
- d) Every member shall pay an annual membership fee as determined from time to time at the Annual General Meeting. Members joining part way through any financial year shall pay the fee upon joining.

8.2 CESSATION OF MEMBERSHIP

A member shall cease to be a member of the Society in any of the following circumstances:-

- a) Non-payment of membership fees – any member who has not paid membership fees within three months of notification of fees due shall cease to be a member.
- b) By resigning membership in writing to the Secretary/ Co-ordinator.
- c) If any member has acted in a way that is harmful to the Society that member may be expelled by a majority of the Executive Committee. The member concerned must:-
- i) Be given written notice of the proposed expulsion and the reasons, and
 - ii) Be given an opportunity to be heard at the meeting considering the expulsion.

10. INCOME, BENEFIT OR ADVANTAGE TO BE APPLIED TO CHARITABLE PURPOSES

- 10.1 Any income, benefit or advantage will be applied to the charitable purposes of the Society.



- 10.2 No Executive Committee member or members of the Society or any person associated with a member or Executive Committee member shall participate in or materially influence any decision made by the Executive Committee in respect of any payment to, or on behalf of, that member or Executive Committee member or any associated person of any income, benefit or advantage whatsoever.

Any such income paid shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value).

- 10.3 The provision and effect of this clause shall not be removed from this Constitution and shall be implied into any document replacing this Constitution of Society.

11. POWER TO DELEGATE

- 11.1 The Executive Committee may from time to time appoint any committee and may delegate any of its powers and duties to any such committee or to any person. The committee or person may, without confirmation by the Executive Committee, exercise or perform the delegated powers or duties in the same way and with the same effect as the Executive Committee could itself have done.

- 11.2 Any committee or person to whom the Executive Committee has delegated powers or duties will be bound by the terms of the Society and any terms or conditions of the delegation set by the Executive Committee.

- 11.3 The Executive Committee will be able to revoke such delegation at will, and no such delegation will prevent the exercise of any power or the performance of any duty by the Executive Committee.

- 11.4 Any person who is appointed to be a member of any such committee, or to whom such delegation is made, does not need to be a member of the Executive Committee.

12. FINANCIAL ARRANGEMENTS

- 12.1 The financial year of the Society will be from 1 April to 31 March.

- 12.2 At the first meeting of the Executive Committee in each financial year, the Board will decide by resolution the following:

12.2.1 How money will be received by the Society;

12.2.2 Who will be entitled to produce receipts for reimbursement;

12.2.3 What bank accounts will operate for the ensuing year, including the purposes of and access to accounts;



- 12.2.4 Who will be allowed to authorise the production of cheques or internet banking payments and the names of cheque or internet banking signatories; and
- 12.2.5 The policy concerning the investment of money by the Society, including what type of investment will be permitted.
- 12.3 The Treasurer will ensure that true and fair accounts are kept of all money received and expended by the Society.
- 12.4 The Executive Committee are wholly responsible to ensure that true and full records will be kept, inclusive of all receipts, credits, payments and liabilities.
- 12.5 The annual accounts will, if required by the Executive Committee, be reviewed by an appropriately qualified person appointed by the Society. The accounts will be kept at the Society offices or such other place as the Executive Committee see fit and will always be open to the inspection of the Executive Committee.

13. COMMON SEAL

- a) The Co-ordinator shall be responsible for the safe custody and control of the Seal at the registered office of the Society.
- b) Whenever the Common Seal is required to be affixed to any documents it shall be so affixed only pursuant to a resolution of the Executive Committee or the Council, and every instrument to which the Common Seal is affixed shall be signed by the President, or the person entitled in the President's absence to act in his/her place, and countersigned by the Secretary or Treasurer or by such other person appointed by the Executive Committee for that purpose.

14. MEDIATION & ARBITRATION

- 14.1 Any dispute arising out of or relating to this Constitution may be referred to mediation, a non-binding dispute resolution process in which an independent mediator facilitates negotiation between parties. Mediation may be initiated by either party writing to the other party and identifying the dispute which is being suggested for mediation. The other party will either agree to proceed with mediation or agree to attend a preliminary meeting with the mediator to discuss whether mediation would be helpful in the circumstances. The parties will agree on a suitable person to act as mediator or will ask the Arbitrators' and Mediators' Institute of New Zealand Inc. to appoint a mediator. The mediation will be in accordance with the Mediation Protocol of the Arbitrators' and Mediators' institute of New Zealand Inc.
- 14.2 The mediation shall be terminated by
- 14.2.1 The signing of a settlement agreement by the parties; or



- 14.2.2 Notice to the parties by the mediator, after consultation with the parties, to the effect that further efforts at mediation are no longer justified; or
 - 14.2.3 Notice by one or more of the parties to the mediation to the effect that further efforts at mediation are no longer justified; or
 - 14.2.4 The expiry of sixty (60) working days from the mediator's appointment, unless the parties expressly consent to an extension of this period.
- 14.3 If the mediation should be terminated any dispute or difference arising out of or in connection with this Constitution, including any question regarding its existence, validity or termination, shall be referred to and finally resolved by arbitration in New Zealand in accordance with New Zealand law and the current Arbitration Protocol of the Arbitrators' and Mediators' Institute of New Zealand Inc. The arbitration shall be by one arbitrator to be agreed upon by the parties and if they should fail to agree within twenty-one (21) days, then to be appointed by the President of the Arbitrators' and Mediators' Institute of New Zealand Inc.

15. EXECUTIVE COMMITTEE MEMBER LIABILITY

It is declared that:

- 15.1 The Executive Committee are liable only in respect of the money and securities they actually receive, or which, but for their own acts, omissions, neglects, or defaults they would have received;
- 15.2 The members of the Executive Committee are each answerable and responsible respectively only for their **own** acts, receipts, omissions, neglects and defaults and not for those of each other, or of any banker, broker, auctioneers, or other person with whom, or into whose hands, any Society money or security is properly deposited or has come;
- 15.3 No Executive Committee member shall be liable personally for the maintenance, repair, or insurance of any charges on any property belonging to the Society;
- 15.4 No Executive Committee member shall be liable for any loss unless such loss is attributable:
 - 15.4.1 To his or her own dishonesty; or
 - 15.4.2 To the wilful commission by him or her of an act known by him/her to be a breach of trust.
- 15.5 No Executive Committee member shall be bound to take any proceedings against a co-Committee member for any breach or alleged breach of trust.



15.6 The Executive Committee members shall be indemnified against all costs, charges, losses, damages, and expenses sustained or incurred by them or in or about the execution and discharge of their office or in or about any claim, demand, action, proceeding or defence at law or in equity in which they may be joined as a party.

16. VARIATION OF CONSTITUTION/RULES

16.1 The Executive Committee may, pursuant to a motion decided by a majority of 2/3rds or more members' votes, in the form of a supplemental Constitution, make alterations or additions to the terms and provisions of this Constitution provided that no such alteration or addition shall:

16.1.1 Detract from the exclusively charitable nature of the Society/Organisation
or

16.1.2 Result in the distribution of its assets on winding up or dissolution for any purpose that is not exclusively charitable; or

16.1.3 Remove the provision or effect of Clause 11 of this Constitution.

16.2 Every such approved alteration or addition shall be registered with the Registrar of Societies and the Charities Commission or their successors.

17. DISPOSITION OF SURPLUS ASSETS

On the winding up of the Society, or on its dissolution by the Registrar, all surplus assets, after the payment of costs, debts and liabilities will be given to other charitable organisation/s within New Zealand with similar objects as the Executive Committee will decide. If the Society is unable to make such a decision, the surplus assets will be disposed of in accordance with the directions of the High Court of NZ, pursuant to section 27 of the Charitable Trusts Act 1957 or any subsequent enactment.

18. MATTERS NOT STATED

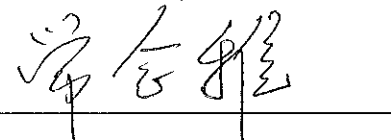
18.1 If any matter is not provided for in these rules, the Executive Committee shall have the power to deal with it.

18.2 The Executive Committee shall have the sole authority to interpret these rules. The decision of the Executive Committee on any question or interpretation or on any matter affecting the Society not provided for in these rules, shall be final and binding on all members.

This Constitution has been executed and witnessed by:

SIGNED by the above named

Elly Chan





as Committee member in the presence of:) _____

Full Name of Witness: Meggy Bartlett-McBride

Occupation: Beauty Therapist

Residential address: 9 Hinton Court Invercargill

SIGNED by the above named

) ~~_____~~ ANTHONY DARWIN PEIRIES

as Committee member in the presence of:) _____

Full Name of Witness: Meggy Bartlett-McBride

Occupation: Beauty Therapist

Residential address: 9 Hinton Court Invercargill

SIGNED by the above named

) Committee member
) Dinh Thi Thuong Giang

as Committee member in the presence of:) _____

Full Name of Witness: Meggy Bartlett-McBride

Occupation: Beauty Therapist

Residential address: 9 Hinton Court Invercargill

(All Committee members will be listed here)