



Constitution

Riders Against Cancer
Incorporated

13 October 2024

Definitions

In these Rules, 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.

'Branch' means a branch of the society. This is not the governing body of the society.

'Clear Days' means complete days, excluding the first and last named days (for instance, excluding the date a Notice of meeting is posted or sent to Members and the date of the meeting).

'Committee' means the Society's governing body, either national or branch.

'Committee Member' means a member of the Committee, including the President, Secretary and Treasurer.

'General Meeting' means either an Annual General Meeting or a Special General Meeting of the Society.

'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 properly admitted to the Society who has not ceased to be a member of the Society.

'National' means the national governing body of the society.

'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.

'President' means the Committee Member responsible for, among other things, overseeing the governance and operations of the Society or Branch and chairing General Meetings.

'Register of Interests' means the register of interests of Committee Members kept under these Rules.

'Register of Members' means the register of Members kept under these Rules.

'Rules' means the rules in this document.

'Secretary' means the Committee Member responsible for, among other things, keeping the Register of Members, the Register of Interests, and recording the minutes of General Meetings and Committee meetings.

'Society'

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

'Treasurer' means the Committee Member responsible for, among other things, overseeing the finances of the Society or Branch.

'Vice President' means the Committee Member elected or appointed to deputise in the absence of the President.

Initials: President



Secretary:



1. Name
 - a. The name of the society is **Riders Against Cancer Incorporated** (in these Rules referred to as the 'Society').

2. Purposes
 - a. The Society is established and maintained exclusively for charitable purposes (including any purposes ancillary to those charitable purposes), namely benefit the community by raising funds to help cancer related causes and events.
 - b. Any income, benefit, or advantage must be used to advance the charitable purposes of the Society.
 - c. No Member, or Associated Person, is allowed to take part in, or influence any decision made by the Society in respect of payments to, or on behalf of, the Member or Associated Person of any income, benefit, or advantage.
 - d. Any payments made to a Member or Associated Person must be for goods and services that advance the charitable purpose and must be reasonable and relative to payments that would be made between unrelated parties.

3. Act and Regulations
 - a. Nothing in this Constitution authorises the Society to do anything which contravenes or is inconsistent with the Statute, any regulations made under the Statute, or any other legislation.

4. Registered office
 - a. The Registered Office of the Society shall be at such place in New Zealand as the Committee from time to time determines, and changes to the Registered Office shall immediately be notified to the Registrar of Incorporated Societies in a form and as required by the Statute.

5. Power to borrow money
 - a. The Society does not have the power to borrow money.

6. Other powers - In addition to its statutory powers, the Society:
 - a. may use its funds to pay the costs and expenses to advance or carry out its purposes, and to employ or contract with such people as may be appropriate, and
 - b. may invest in any investment in which a trustee may lawfully invest.

7. Members
 - a. Minimum number of members - The Society shall maintain the minimum number of Members required by the Act.
 - b. Types of members - The classes of membership and the method by which Members are admitted to different classes of membership are as follows:
 - i. Member: A Member is an individual or body corporate admitted to membership under these Rules and who or which has not ceased to be a Member.
 - ii. Life Member: A Life Member is a person honoured for highly valued services to the Society elected as a Life Member by resolution of a General Meeting passed by a simple majority of those Members present and voting. A Life Member shall have all the rights and privileges of a Member and shall be

Initials: President



Secretary:



subject to all the same duties as a Member except those of paying subscriptions. Life Membership can be given posthumously.

- iii. Honorary Member: An Honorary Member is a person recognised for their support of the Society. They do not pay a subscription, nor do they have voting rights at the AGM. They do have all other membership benefits as a Member.
- c. Becoming a member: consent - Every applicant for membership must consent in writing to becoming a Member.
- d. Becoming a member: process - An applicant for membership must complete and sign any application form or online application, supply any information, or attend an interview, as required by the Committee. The Committee may accept or decline an application for membership. The Committee must advise the applicant of its decision (but is not required to provide reasons for that decision).
- e. Obligations and rights - Every Member shall provide the Society with that Member's name and contact details (including postal address, telephone number(s), and any email address) and promptly advise the Society of any changes to those details. Membership does not confer on any Member any right, title, or interest (legal or equitable) in the property of the Society.
- f. Other obligations and rights - All Members (including Committee Members) shall promote the interests and purposes of the Society and shall do nothing to bring the Society into disrepute. A Member is only entitled to exercise the rights of membership (including attending and voting at General Meetings, accessing or using the Society's premises, facilities, equipment and other property) if all subscriptions and any other fees have been paid to the Society by due date, but no Member or Life Member is liable for an obligation of the Society by reason only of being a Member. Any Member that is a body corporate shall provide the Secretary with the name and contact details of the person who is the organisation's authorised representative, and that person shall be deemed to be the organisation's proxy for the purposes of voting at General Meetings. The Committee may decide what access or use Members may have of or to any premises, facilities, equipment or other property owned, occupied or otherwise used by the Society, including any conditions of and fees for such access or use.
- g. Subscriptions and fees - The annual subscription and any other fees for membership for the then current financial year shall be set by resolution of a General Meeting (which can also decide that payment be made by periodic instalments). Any Member failing to pay the annual subscription (including any periodic payment), any levy, or any capitation fees, within 1 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 and shall not be entitled to participate in any Society activity or to access or use the Society's premises, facilities, equipment and other property until all the arrears are paid. If such arrears are not paid within 2 months of the due date for payment of the subscription, any other fees, or levy the Committee may terminate the Member's membership (without being required to give prior notice to that Member).



- h. A Member ceases to be a Member—
- i. by resignation from that Member's class of membership by written notice signed by that Member to the Committee, or
 - ii. on termination of a Member's membership following a dispute resolution process under this Constitution, or
 - iii. on death (or if a body corporate on liquidation or deregistration, or if a partnership on dissolution of the partnership), or
 - iv. by resolution of the Committee where—
 - v. The Member has failed to pay a subscription, levy or other amount due to the Society within 30 Working Days of the due date for payment.
 - vi. In the opinion of the Committee the Member has brought the Society into disrepute.
 - vii. with effect from (as applicable)—
 1. 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
 2. the date of termination of the Member's membership under this Constitution, or
 3. the date of death of the Member (or if a body corporate from the date of its liquidation or deregistration, or if a partnership from the date of its dissolution), or
 4. the date specified in a resolution of the Committee and when a Member's membership has been terminated the Committee shall promptly notify the former Member in writing.
- i. Obligations once membership has ceased
- i. A **Member** who has ceased to be a **Member** under this **Constitution**—
 1. remains liable to pay all subscriptions and other fees to the **Society's** next balance date,
 2. shall cease to hold himself or herself out as a **Member** of the **Society**, and
 3. shall return to the **Society** all material provided to **Members** by the **Society** (including any membership certificate, badges, handbooks and manuals).
 4. shall cease to be entitled to any of the rights of a **Society Member**.
- j. Becoming a member again
- i. 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 **Committee**.
 - ii. But, if a former **Member's** membership was terminated following a disciplinary or dispute resolution process, the applicant may be re-admitted only by a resolution passed at a **General Meeting** on the recommendation of the **Committee**.




8. Dispute Resolution

a. How complaint is made

- i. A member or an officer may make a complaint by giving to the committee (or a complaints subcommittee) a notice in writing that —
 1. states that the member or officer is starting a procedure for resolving a dispute in accordance with the society's constitution; and
 2. sets out the allegation to which the dispute relates and whom the allegation is against; and
 3. sets out any other information reasonably required by the society.
- ii. The society may make a complaint involving an allegation against a member or an officer by giving to the member or officer a notice in writing that —
- iii. states that the society is starting a procedure for resolving a dispute in accordance with the society's constitution; and
- iv. sets out the allegation to which the dispute relates.
- v. The information given under sub clause 8(a) must be enough to ensure that a person against whom an allegation is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.
- vi. A complaint may be made in any other reasonable manner permitted by the society's constitution.

b. Person who makes complaint has right to be heard

- i. A member or an officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
- ii. If the society makes a complaint —
 1. the society has a right to be heard before the complaint is resolved or any outcome is determined; and
 2. an officer may exercise that right on behalf of the society.
- iii. Without limiting the manner in which the member, officer, or society may be given the right to be heard, they must be taken to have been given the right if
 1. they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 2. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 3. an oral hearing (if any) is held before the decision maker; and
 4. the member's, officer's, or society's written statement or submissions (if any) are considered by the decision maker.

c. Person who is subject of complaint has right to be heard

- i. This clause applies if a complaint involves an allegation that a member, an officer, or the society (the respondent) —
 1. has engaged in misconduct; or
 2. has breached, or is likely to breach, a duty under the society's constitution or bylaws or the Incorporated Societies Act 2022; or
 3. has damaged the rights or interests of a member or the rights or interests of members generally.
- ii. The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
- iii. If the respondent is the society, an officer may exercise the right on behalf of the society.

Initials: President



Secretary:



- iv. Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if —
 - 1. the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
 - 2. the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - 3. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - 4. an oral hearing (if any) is held before the decision maker; and
 - 5. the respondent's written statement or submissions (if any) are considered by the decision maker.
- d. Investigating and determining dispute
 - i. The society must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its constitution, ensure that the dispute is investigated and determined.
 - ii. Disputes must be dealt with under the constitution in a fair, efficient, and effective manner.
- e. Society may decide not to proceed further with a complaint.
 - i. Despite the clause 'Investigating and determining dispute' above, the society may decide not to proceed further with a complaint if —
 - 1. the complaint is trivial; or
 - 2. the complaint does not appear to disclose or involve any allegation of the following kind:
 - a. that a member or an officer has engaged in material misconduct;
 - b. that a member, an officer, or the society has materially breached, or is likely to materially breach, a duty under the society's constitution or bylaws or the Incorporated Societies Act 2022;
 - c. that a member's rights or interests or members' rights or interests generally have been materially damaged;
 - d. the complaint appears to be without foundation or there is no apparent evidence to support it; or
 - e. the person who makes the complaint has an insignificant interest in the matter; or
 - f. the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the constitution; or
 - g. there has been an undue delay in making the complaint.
- f. Society may refer complaint
 - i. The society may refer a complaint to —
 - 1. a subcommittee or an external person to investigate and report; or
 - 2. a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.
 - ii. The society may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

Initials: President



Secretary:



g. Decision makers

- i. A person may not act as a decision maker in relation to a complaint if 2 or more members of the committee or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be —
 1. impartial; or
 2. able to consider the matter without a predetermined view.

9. General Meetings

- a. A National Annual General Meeting shall be held once a year on a date and at a location determined by the National Committee and consistent with any requirements in the Act, and the Rules relating to the procedure to be followed at General Meetings shall apply.
- b. Procedure for all General Meetings
 - i. The Committee shall give all Members at least 20 Clear Days' Notice of any General Meeting and of the business to be conducted at that General Meeting.
 - ii. If this is a Branch General Meeting 'all members' refers to the Members of that branch.
 - iii. The General Meeting and its business will not be invalidated simply because one or more Members do not receive the Notice.
 - iv. All financial Members may attend, speak and vote at General Meetings:
 1. in person, or
 2. by a signed original written proxy (an email or copy not being acceptable) in favour of some individual entitled to be present at the meeting and received by, or handed to, the Secretary before the commencement of the General Meeting, or
 3. through the authorised representative of a body corporate as notified to the Secretary, and
 4. No other proxy voting shall be permitted.
 5. No General Meeting may be held unless at least 6 eligible financial Members attend. This will constitute a quorum.
 - v. 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 President of the Society, and if at such adjourned meeting a quorum is not present those present in person or by proxy shall be deemed to constitute a sufficient quorum. Any decisions made when a quorum is not present are not valid.
 - vi. General Meetings may be held at one or more venues using any real-time audio, audio and visual, or electronic communication that gives each member a reasonable opportunity to participate.
 - vii. All General Meetings shall be chaired by the President. If the President is absent, the meeting shall elect another Committee Member to chair that meeting
 - viii. Any person chairing a General Meeting has a deliberative and, in the event of a tied vote, a casting vote
 - ix. Any person chairing a General Meeting may:

Initials: President



Secretary:



1. With the consent of any 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.
 2. 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
 3. In the absence of a quorum or in the case of emergency, adjourn the Meeting or declare it closed.
- x. The Committee may put forward motions for the Society to vote on ('Committee Motions'), which shall be notified to Members with the notice of the General Meeting.
- c. Minutes - Minutes must be kept by the Secretary of all General Meetings.

10. Committee

- a. Composition - The National Committee will consist of at least 4 Committee Members who are:
- i. Members; and
 - ii. natural persons; and
 - iii. not disqualified by these Rules or the Act.
- b. The Committee will include:
- i. a President,
 - ii. a Vice President, and
 - iii. a Secretary and a Treasurer, who may be the same person
- c. Qualifications
- i. Prior to election or appointment, every National Committee Member must consent in writing to be a National Committee Member and certify in writing that they are not disqualified from being appointed or holding office as a Committee Member by these Rules or the Act.
 - ii. The following persons are disqualified from being appointed or holding office as a Committee Member:
 1. a person who is under 16 years of age,
 2. a person who is an undischarged bankrupt,
 3. 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,
 4. a person who is disqualified from being a member of the Committee of a charitable entity under section 31(4)(b) of the Charities Act 2005,
 5. a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years:
 - a. an offence under subpart 6 of Part 4,
 - b. a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961),
 - c. an offence under section 143B of the Tax Administration Act 1994,




- d. an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs(i) to (c),
- e. a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere,
- 6. a person subject to:
 - a. an order under section 108 of the Credit Contracts and Consumer Finance Act 2003; or
 - b. a forfeiture order under the Criminal Proceeds (Recovery) Act 2009; or
 - c. 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.
- 7. a person who is disqualified from being a member of the Committee of a charitable entity under section 16 of the Charities Act 2005.
- d. Election or appointment - The election of Committee Members shall be conducted as follows:
 - i. Officers shall be elected during Annual General Meetings. However, if a vacancy in the position of any Officer occurs between Annual General Meetings, that vacancy shall 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 a Officer (as described in the 'Qualification of Officers' rule above). Any such appointment must be ratified at the next Annual General Meeting.
 - 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 a Officer (as described in the 'Qualification of Officers' rule above) shall be received by the Society at least 20 Working 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).
 - iv. Two Members (who are not nominees) or non-Members appointed by the Chairperson shall act as scrutineers for the counting of the votes and destruction of any voting papers.
 - v. The failure for any reason of any financial Member to receive such Notice of the general meeting shall not invalidate the election.
 - vi. 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



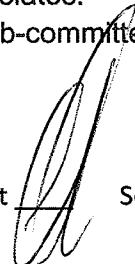

that the nominee is not disqualified from being appointed or holding office as an Officer (as described in the 'Qualification of Officers' rule above).

- e. Term
 - i. Founding Members of the Society that hold national committee roles shall hold a national committee role for their lifetime or until they resign, unless the office holder is disqualified from holding office. Refer to section 10(c)ii.
 - ii. The term of office for all other Committee Members shall be 3 year(s), expiring at the end of the Annual General Meeting in the year corresponding with the last year of each Committee Member's term of office.
- f. Removal
 - i. If there is a complaint against a Committee Member, the disputes procedure must be followed (8).
 - ii. If the complaint is upheld the Committee Member may be removed from the Committee by a resolution of the Committee or of a General Meeting, in either case passed by a two-thirds majority of those present and voting.
- g. Cessation of Committee membership
 - i. A Committee Member shall be deemed to have ceased to be a Committee Member if that person ceases to be a Member.
 - ii. Each Committee Member shall within 7 Clear Days of submitting a resignation or ceasing to hold office, deliver to the Secretary all books, papers and other property of the Society held by such former Committee Member.
- h. Functions
 - i. From the end of each Annual General Meeting until the end of the next, the Society shall be governed by the Committee, which shall be accountable to the Members for the advancement of the Society's purposes and the implementation of resolutions approved by any General Meeting.
- i. Officers' duties Mandatory - At all times each Committee Member
 - i. shall act in good faith and in what he or she believes to be the best interests of the Society,
 - ii. must exercise all powers for a proper purpose,
 - iii. must not act, or agree to the Society acting, in a manner that contravenes the Statute or this Constitution,
 - iv. when exercising powers or performing duties as a Committee Member, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation, the nature of the Society, the nature of the decision, and the position of the Committee Member and the nature of the responsibilities undertaken by him or her,
 - v. must not agree to the activities of the Society being carried on in a manner likely to create a substantial risk of serious loss to the Society or to the Society's creditors, or cause or allow the activities of the Society to be carried on in a manner likely to create a substantial risk of serious loss to the Society or to the Society's creditors, and
 - vi. must not agree to the Society incurring an obligation unless he or she believes at that time on reasonable grounds that the Society will be able to perform the obligation when it is required to do so.
- j. Powers - Subject to these Rules and any resolution of any General Meeting the Committee may:



- i. exercise all the Society's powers, other than those required by the Act or by these Rules to be exercised by the Society in General Meeting, and
 - ii. enter into contracts on behalf of the Society or delegate such power to a Committee Member, sub-committee, employee, or other person.
- k. Branch Committees - The National Committee may appoint the president, vice president, secretary and treasurer branch committee roles (elected roles) when a new branch is formed.
 - i. These roles will be on a six month trial and formalised after this by National Committee vote.
 - ii. After the trial period, the elected branch committee roles will adhere to sections 12(e-i) of this constitution.
 - iii. Elected branch roles will be re-elected at the end of their term through a General Meeting held at their branch and formalised at the National Annual General Meeting
- l. Sub-committees - The Committee may appoint sub-committees consisting of such persons (whether or not Members of the Society) and for such purposes as it thinks fit. Unless otherwise resolved by the Committee:
 - i. the quorum of every sub-committee is half the members of the sub-committee,
 - ii. no sub-committee shall have power to co-opt additional members,
 - iii. a sub-committee must not commit the Society to any financial expenditure without express authority, and
 - iv. a sub-committee must not further delegate any of its powers.
- m. General issues
 - i. The Committee and any sub-committee may act by resolution approved in the course of a telephone conference call 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 meeting.
 - ii. Other than as prescribed by the Act or these Rules, the Committee or any sub-committee may regulate its proceedings as it thinks fit.
 - iii. Subject to the Act, these Rules and the resolutions of General Meetings, the decisions of the Committee 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.
- n. Conflicts of interest
 - i. A member of the Committee and/or of a sub-committee is interested in a matter if the member of the Committee and/or sub-committee:
 - 1. may obtain a financial benefit from the matter; or
 - 2. is the spouse, civil union partner, de facto partner, child, parent, grandparent, grandchild, or first cousin of a person who may obtain a financial benefit from the matter; or
 - 3. may have a financial interest in a person to whom the matter relates; or
 - 4. is a partner, director, member of the Committee and/or sub-committee, board member, or trustee of a person who may have a financial interest in a person to whom the matter relates.
 - ii. However, a member of the Committee and/or sub-committee is not interested in a matter—

Initials: President



Secretary:



1. merely because the member of the Committee and/or sub-committee receives an indemnity, insurance cover, remuneration, or other benefits authorised under the Act; or
 2. if the member of the Committee's and/or sub-committee's interest is the same or substantially the same as the benefit or interest of all or most other Members due to the membership of those Members; or
 3. if the member of the Committee's and/or sub-committee's interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence the member of the Committee in carrying out the member of the Committee's and/or sub-committee's responsibilities under the Act or the Rules; or
 4. if the member of the Committee and/or sub-committee is a member of the committee of a union and the member of the Committee's and/or sub-committee's interest is merely as an employee that will benefit from the union acting in the ordinary course of promoting its members' collective employment interests.
- iii. A member of the Committee and/or sub-committee who is interested in a matter relating to 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)—
1. to the Committee and/or sub-committee; and
 2. in an interests register kept by the Committee.
- iv. Disclosure must be made as soon as practicable after the member of the Committee and/or sub-committee becomes aware that they are interested in the matter.
- v. A member of the Committee and/or sub-committee who is interested in a matter -
1. must not vote or take part in the decision of the Committee and/or sub-committee relating to the matter; and
 2. must not sign any document relating to the entry into a transaction or the initiation of the matter; but
 3. 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).
- vi. However a member of the Committee 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.
- vii. Where 50 per cent or more of Committee 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 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.




11. Committee meetings

- a. Frequency - The National Committee shall meet at least quarterly 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 President or Secretary. Branch committees shall meet at least half yearly, not including the Annual General Meeting.
- b. Procedure - The quorum for all Committee meetings is at least half the number of Committee Members.

12. Records

- a. Register of members
 - i. 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 —
 1. A physical address or an electronic address, and
 2. A telephone number.
 3. The register will also include each Member's email address (if any)
- c. Every current Member shall promptly advise the Society of any change of the Member's contact details.
- d. 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.
- e. Interests Register
 - i. 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.
- f. Access to information for members
 - i. A Member may at any time make a written request to the Society for information held by the Society.
 - ii. The request must specify the information sought in sufficient detail to enable the information to be identified.
 - iii. The Society must, within a reasonable time after receiving a request —
 1. provide the information, or
 2. agree to provide the information within a specified period, or
 3. agree to provide the information within a specified period if the Member pays a reasonable charge to the Society (which must be specified and explained) to meet the cost of providing the information, or
 4. refuse to provide the information, specifying the reasons for the refusal.
 - iv. Without limiting the reasons for which the Society may refuse to provide the information, the Society may refuse to provide the information if —

1. withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
2. the disclosure of the information would, or would be likely to, prejudice the commercial position of the Society or of any of its Members, or
3. 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 Society, or
4. the information is not relevant to the operation or affairs of the society, or
5. withholding the information is necessary to maintain legal professional privilege, or
6. the disclosure of the information would, or would be likely to, breach an enactment, or
7. the burden to the Society 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
8. the request for the information is frivolous or vexatious, or
9. the request seeks information about a dispute or complaint which is or has been the subject of the procedures for resolving such matters under this Constitution and the Act.
10. Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

13. Finances

- a. Control and management - The funds and property of the Society shall be:
 - i. controlled, invested and disposed of by the National Committee, subject to these Rules, and
 - ii. devoted solely to the promotion of the purposes of the Society.
- b. Balance date
 - i. The Society's financial year shall commence on 01/08 of each year and end on 31/07 (the latter date being the Society's balance date).

14. Winding up

- a. Process
 - i. The Society may be wound up, or liquidated, or removed from the Register of Incorporated Societies in accordance with the provisions of the Act.
 - ii. The National Secretary shall give Notice to all Members of the proposed motion to wind up the Society, or remove it from the Register of Incorporated Societies and of the General Meeting at which any such proposal is to be considered, of the reasons for the proposal, and of any recommendations from the National Committee in respect to such notice of motion.
 - iii. Any resolution to wind up the Society or remove it from the Register of Incorporated Societies must be passed by a two-thirds majority of all Members present and voting.
- b. Surplus assets
 - i. If the Society 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 Society's debts and liabilities,




that property must be given or transferred to The Cancer Society of NZ Inc for a charitable purpose or purposes as defined in section 5(1) of the Charities Act 2005.

15. Alterations to the Rules

- a. The Society may amend or replace these Rules at a General Meeting by a resolution passed by a two-thirds majority of those Members present and voting.
- b. Any proposed motion to amend or replace these Rules shall be signed by at least 20 percent of eligible Members and given in writing to the National Secretary at least 20 Clear Days before the General Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.
- c. At least 7 Clear Days before the General Meeting at which any amendment is to be considered the National Secretary shall give to all Members notice of the proposed motion, the reasons for the proposal, and any recommendations the National Committee has.
- d. 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.
- e. When an amendment is approved by a General Meeting it shall be provided to Charities Services within three months of the date of the amendment.

Declaration - Riders Against Cancer Incorporated hereby adopts and accepts this constitution as a current operating guide regulating the actions of members.

Dorothy Harrison
Name
Position: President
Date: 13/10/2024

[Signature]
Signature

Sandy Carter
Name
Position: Secretary
Date: 13/10/2024

[Signature]
Signature

Initials: President [Signature] Secretary: [Signature] 15