

CONSTITUTION OF THE REMUTAKA CONSERVATION TRUST INCORPORATED

1. Name

- 1.1 The name of the Incorporated Society is Remutaka Conservation Trust Incorporated (in these Rules referred to as the “Trust”).
- 1.2 The Trust was formerly registered on 5 December 1988 under the Incorporated Societies Act 1908 as the Rimutaka Forest Park Charitable Trust Incorporated.

2. Charitable status

- 2.1 The Trust is registered as a charitable entity under the Charities Act 2005 with the Registration Number CC37211.
- 2.2 Since 2016 the Trust has operated as the Remutaka Conservation Trust or “RCT”.

3. Definitions

- 3.1 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:
- 3.2 “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.
- 3.3 “Annual General Meeting” means a meeting of the Members of the Trust held once per year which, among other things, will receive and consider reports on the Trust’s activities and finances.
- 3.4 “Chair/President” means the Committee Member responsible for, among other things, overseeing the governance and operations of the Trust and chairing General Meetings.
- 3.5 “Committee” means the Trust’s governing body.
- 3.6 “Committee Member” means a member of the Committee, including the Chair/President, Secretary and Treasurer.
- 3.7 “Deputy Chair/Vice President” means the Committee Member elected or appointed to deputise in the absence of the Chair/President.
- 3.8 “General Meeting” means either an Annual General Meeting or a Special General Meeting of the Trust.
- 3.9 “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.
- 3.10 “Interests Register” means the register of interests of Officers, including Committee Members, kept under these Rules.

- 3.11 “Member” means a person properly admitted to the Trust who has not ceased to be a member of the Trust.
- 3.12 “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.
- 3.13 “Register of Members” means the register of Members kept under these Rules.
- 3.14 “Rules” means the rules in this document.
- 3.15 “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.
- 3.16 “Special General Meeting” means a meeting of the Members, other than an Annual General Meeting, called for a specific purpose or purposes.
- 3.17 “Treasurer” means the Committee Member responsible for, among other things, overseeing the finances of the Trust.
- 3.20 “Working Days” mean as defined in the Legislation Act 2019.
- 3.19 Unless otherwise specified the term “in writing” shall include email.

4. Purposes

- 4.1 The Trust is established and maintained exclusively for charitable purposes (including any purposes ancillary to those charitable purposes), namely, to benefit the community by:
- (a) stimulating interest in the conservation estate through, among other things, promotion of a membership programme and appropriate conservation, research, and education activities and related publications;
 - (b) cooperating with the Department of Conservation in the development of the interpretive research and environmental programmes of the forest park system, for the benefit and enjoyment of the public;
 - (c) encouraging scientific investigation and research on matters concerning the conservation of natural and social values embraced by the park system; and
 - (d) engaging in both educational and commercial activities that may be appropriate to attaining the foregoing purposes.

5. Act and Regulations

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

6. Registered Office

- 6.1 The Registered Office of the Trust 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 Act.

7. Other powers

- 7.1 In addition to its statutory powers, the Trust may (subject to exercising the care and skill that a prudent person or business would exercise in managing the affairs of others) for the purposes of carrying on any operation within the scope of its objects:
- (a) use such of its funds to pay the costs and expenses of furthering or carrying out its objects, and for that purpose may employ such people as may seem expedient; and
 - (b) act in cooperation with any government agency or local authority or with any committee, Trust or institution in matters concerning the Purposes of the Trust.

8. Members

- 8.1 The Trust shall maintain the minimum number of Members required by the Act.
- 8.2 Any person may apply to become an Individual Member of the Trust who:
- (a) has a sincere desire to advance the aims of the Trust;
 - (b) agrees to be bound by the rules of the Trust; and,
 - (c) is over the age of 16.
- 8.3 The classes of membership and the method by which Members are admitted to different classes of membership are as follows:
- 8.4 **Individual Membership:** Individual Membership shall be granted to any person who has applied, been accepted by the Committee, and has paid the appropriate membership fee.
- 8.5 **Family Membership:** Family Membership shall be open to any specified member of a family, over the age of 16, living in one household, where one of the family is an Individual or Life Member. A Family Member shall pay 25% of the subscription for an Individual Member.
- 8.6 **Life Membership:** A Life Member is a person honoured for highly valued services to the Trust. The Trust may, at a General Meeting, elect by a simple majority of those Members present and voting, any Member to become a Life Member, who in the view of the Committee, has rendered outstanding service to the Trust. A Life Member shall be subject to all the same duties as a Member except those of paying subscriptions.
- 8.7 **Volunteer Membership:** All volunteers on being accepted and inducted into a programme organised by the Trust automatically become a Volunteer Member for as long as they remain active. No annual subscription is payable by a Volunteer Member. Volunteer Members may be given speaking rights at meetings but may not vote on formal motions and cannot be elected to the Committee. The definition of the term “active” shall be determined by the Committee.

- 8.8 **Associate Membership:** The Trust may, at a general meeting, elect as an Associate Member, by a simple majority of those Members present and voting, any company or corporation, or similar organisation (whether incorporated or not), which in the view of the Committee, has aims and/or activities that are consistent with the Objects of the Trust. Associate Member organisations shall pay a subscription equivalent to one Individual membership fee. Associate Member organisations may be represented at General Meetings, and may be given speaking rights, but may not vote on formal motions and cannot be elected to the Committee.
- 8.9 **Honorary Membership:** On the recommendation of the Committee, the Trust may, by resolution at a general meeting passed by simple majority of those present and voting, elect to Honorary Membership any person who is not a member of the Trust who, in the view of the Executive, has rendered outstanding service to the Trust. An Honorary Member has no membership rights, privileges or duties. Honorary Members may attend General Meetings but they shall have no right to speak or vote.
- 8.10 Every applicant for membership must consent in writing to becoming a Member.
- 8.11 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).

9. Obligations and rights

- 9.1 Every Member shall provide the Trust with their name and contact details (including any email address) and promptly advise the Trust of any changes to those details.
- 9.2 Membership does not confer on any Member any right, title, or interest (legal or equitable) in the property of the Trust.
- 9.3 All Members (including Committee Members) shall do nothing to bring the Trust into disrepute.
- 9.4 A Member is only entitled to exercise the rights of membership (including attending and voting at General Meetings, accessing or using the Trust's premises, facilities, equipment and other property) if all subscriptions and any other fees have been paid to the Trust by their respective due dates, but no Member is liable for an obligation of the Trust by reason only of being a Member.
- 9.5 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 Trust, including any conditions of and fees for such access or use.
- 9.6 Every person who becomes a Member of the Trust shall be entitled to be supplied free of charge with a copy of the Rules of the Trust. Each Member of the Trust shall be bound by these Rules, so far as they relate to that Member's class of membership.

10. Subscriptions and fees

- 10.1 The annual subscription and any other fees for membership shall be set by resolution of a General Meeting.

10.2 Any Member failing to pay the annual subscription within 3 calendar month(s) of the date the same was due for payment shall be considered as no longer financial and shall have no membership rights and shall not be entitled to participate in any Trust activity or to access or use the Trust's premises, facilities, equipment and other property until all the arrears are paid.

11. Ceasing to be a member

11.1 A Member ceases to be a Member:

- (a) on death; or
- (b) by resignation from that Member's class of membership by notice to the Secretary; or
- (c) on termination of a Member's membership under these Rules.

11.2 The Committee may declare that a Member is no longer a Member (from the date of the declaration or such other date as may be specified) if that Member is convicted of any indictable offence or offence for which a convicted person may be imprisoned, is adjudged bankrupt, makes a composition with creditors, or (if a body corporate) is wound up or placed in receivership or liquidation.

11.3 After due enquiry and having given the Member the right to be heard, the Committee may, in writing, invite any Member within a specified time to resign for failure to comply with these Rules or any of the other duties of a member. If the Member does not so resign, the Committee may recommend to a General Meeting that the Member be expelled, and after the member has been given the opportunity of being heard by or providing written comments to the General Meeting, that meeting may expel the Member by resolution passed by a two-thirds majority of those present and having the power to vote.

11.4 Any Member may resign from that Member's class of membership by written notice to the Secretary and the resignation shall take effect immediately or at any subsequent time mentioned in the notice.

11.5 Any Member who resigns or whose membership is terminated under these Rules:

- (a) shall cease to hold himself or herself out as a Member of the Trust;
- (b) shall return to the Trust all material provided to Members by the Trust; and
- (c) shall cease to be entitled to any of the rights of a Trust Member.

11.6 Any former Member may apply for re-admission in the manner prescribed for new applicants.

11.7 However, if a former Member's membership was terminated following a dispute resolution process, the applicant may be re-admitted only by a recommendation of the Committee.

12 General meetings

12.1 An Annual General Meeting shall be held in September or October each year on a date and at a location determined by the Committee and consistent with any requirements in the Act and the Rules relating to the procedure to be followed at General Meetings shall apply.

- 12.2 The business of an Annual General Meeting shall be to:
- (a) confirm the minutes of previous Trust Meeting(s);
 - (b) adopt the Treasurer's report on the finances of the Trust, and the annual financial statements;
 - (c) set any subscriptions for the current financial year;
 - (d) consider any motions;
 - (e) elect a Committee for the following year; and
 - (f) consider any general business.
- 12.3 The Committee must, at each Annual General Meeting, present the following information:
- (a) An annual report on the affairs of the Trust during the most recently completed accounting period;
 - (b) the annual financial statements for that period; and
 - (c) notice of any disclosures of conflicts of interest made by Committee Members during that period.
- 12.4 Special General Meetings may be called at any time by the Committee by resolution.
- 12.5 The Committee shall call a Special General Meeting if the Secretary receives a written request signed by at least 10 per cent of those Members normally entitled to vote at such meetings. Any resolution or written request must state the business that the Special General Meeting is to deal with.
- 12.6 The Rules relating to the procedure to be followed at Annual General Meetings shall apply to a Special General Meeting, and a Special General Meeting shall only consider and deal with the business specified in the Committee's resolution or the written request by Members for the Meeting.
- 12.7 The Secretary shall give all Members at least 20 Working Days' Notice of any General Meeting. The provisions of Section 3.13 regarding non-receipt of notices applies.
- 12.8 All Individual Members and Life Members may attend, speak and vote at General Meetings:
- (a) in person; or
 - (b) by a signed written proxy (an email 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.
 - (c) No other proxy voting shall be permitted.
- 12.9 The mode of voting on all questions at all general meetings shall be on voices or by a show of hands or, if the President or any three Members present shall so require, by secret ballot for which purpose a sufficient number of scrutineers shall be appointed at the meeting. In the event of an equality of votes, the President shall be entitled to a casting vote as well as a deliberative vote.

- 12.10 No General Meeting may be held unless at least 10 percent of eligible Members normally entitled to vote at such meetings, attend. This will constitute a quorum.
- 12.11 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. Any decisions made when a quorum is not present are not valid.
- 12.12 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.
- 12.13 All General Meetings shall be chaired by the Chair/President. If the Chair/President is absent, the Deputy or Vice Chair/President shall chair that meeting.
- 12.14 Any person chairing a General Meeting has a deliberative and, in the event of a tied vote, a casting vote.
- 12.15 Any person chairing a General Meeting may:
- (a) adjourn the General Meeting from time to time and from place to 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 absence of a quorum or in the case of emergency, adjourn the Meeting or declare it closed.
- 12.15 The Committee may put forward motions for the Trust to vote on (“Committee Motions”), which shall be notified to Members with the notice of the General Meeting.
- 12.16 Any Member may request that a motion be voted on (“Member’s Motion”) at a General Meeting, by giving notice to the Secretary at least 10 Working Days before that meeting. The Member may also provide information in support of the motion (“Member’s Information”).
- 12.17 The Secretary shall provide members with an agenda for any general meeting, including any notices of motion, at least five working days before any General Meeting.
- 12.18 Minutes must be kept of all General Meetings.

13. Committee

- 13.1 The Committee shall consist of no less than 8 and no more than 10 Committee Members who are:
- (a) Individual, or Life Members (subject to clause 13.3); and
 - (b) not disqualified by these Rules or the Act.
- 13.2 The Committee shall include:
- (a) a Chair/President;
 - (b) a Deputy Chair/Vice President; and

- (c) no less than 6 and no more than 8 other Committee Members, including a Secretary and a Treasurer, who may be the same person.
- 13.3 The requirements of clause 13.1(a) may be waived in the case of the Treasurer.
- 13.4 Prior to election or appointment, every Committee Member must consent in writing to be a 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.
- 13.5 Persons who fail to meet the requirements of Section 47 of the Act are disqualified from being appointed or holding office as a Committee Member.
- 13.6 The President, Vice President, and Committee Members shall be elected during Annual General Meetings. However, if it is not possible to fill all committee positions at the Annual General Meeting, or, should a vacancy in the position of any Committee Member occur between Annual General Meetings, that vacancy shall be filled by resolution of the Committee and any such appointee must, before appointment, supply a consent in writing to the appointment.
- 13.7 A candidate's nomination, accompanied by the written consent in writing of the nominee shall be received by the Secretary at least 10 Working Days before the date of the Annual General Meeting. If there are insufficient valid nominations received, further nominations may be accepted from the floor at the Annual General Meeting.
Any nominee elected from the floor must supply a consent in writing to the nomination.
- 13.8 Votes for election to the Committee 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).
- 13.9 Two Members (who are not nominees) appointed by the Chair/President shall act as scrutineers for the counting of the votes and destruction of any voting papers.
- 13.10 The term of office for all Committee Members shall be 1 year, expiring at the end of the Annual General Meeting of the following year.
- 13.11 Where a complaint is made about the actions or inaction of a Committee Member (and not in the Committee Member's capacity as a Member of the Trust) the following steps shall be taken:
- (a) the Committee Member who is the subject of the complaint, must be advised of all details of the complaint;
 - (b) the Committee Member who is the subject of the complaint, must be given adequate time to prepare a response;
 - (c) the complainant and the Committee 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 Committee (excluding the Committee Member who is the subject of the complaint) if it considers that an oral hearing is required; and

(d) any oral hearing shall be held by the Committee (excluding the Committee Member who is the subject of the complaint), and/or any oral or written statement or submissions shall be considered by the Committee (excluding the Committee Member who is the subject of the complaint).

13.12 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 simple majority of those present and voting.

13.13 A Committee Member shall be deemed to have ceased to be a Committee Member if that person ceases to be a Member.

13.14 Each Committee Member shall within 10 Working Days of submitting a resignation or ceasing to hold office, deliver to the Secretary all books, papers and other property of the Trust held by such former Committee Member.

13.16 Any member of the Committee who shall be absent from two consecutive meetings of the Committee without leave shall at the discretion of the Committee cease to be a member of the Committee.

14. Functions of the Committee

14.1 From the end of each Annual General Meeting until the end of the next Annual General Meeting, the Trust shall be governed by the Committee, which shall be accountable to the Members for the advancement of the Trust's purposes and the implementation of resolutions approved by any General Meeting.

14.2 At all times each Committee Member:

- (a) shall act in good faith and in what he or she believes to be the best interests of the Trust;
- (b) must exercise all powers for a proper purpose; and
- (c) must not act, or agree to the Trust acting, in a manner that contravenes the Act or these Rules.

14.3 Subject to these Rules and any resolution of any General Meeting the Committee may:

- (a) exercise all the Trust's powers, other than those required by the Act or by these Rules to be exercised by the Trust in General Meeting; and
- (b) enter into contracts on behalf of the Trust or delegate such power to a Committee Member, sub-committee, employee, or other person.

14.4 The Committee may appoint sub-committees consisting of such persons (whether or not Members of the Trust) and for such purposes as it thinks fit, under terms to be determined by the Committee.

14.5 The committee may delegate responsibility for managing specific Trust activities to members of the Trust, who are not a member of the Committee, provided that that an appropriate process for reporting on that activity to the Committee is in place.

- 14.6 The Committee 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 Committee meeting.
- 14.7 Other than as prescribed by the Act or these Rules, the Committee or any sub-committee may regulate its proceedings as it thinks fit.
- 14.8 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.

15. Committee meetings

- 15.1 Within 14 days after every Annual General Meeting the Secretary shall cause to be convened in the manner hereinafter provided, a meeting of the Committee.
- 15.2 The Committee shall meet at least six times per year and as required at such times and places and in such manner as it may determine and otherwise where and as convened by the Chair/President or Secretary.
- 15.3 Where circumstances prevent or do not necessitate the physical attendance of any or all Committee members, members may join a Committee meeting by virtual or electronic means, where possible, and shall be regarded as being personally present.
- 15.4 At least 10 working days notice of every such meeting shall be given by the Secretary to every member of the Committee by email or by notice in writing.
- 15.5 The quorum for Committee meetings is at least half the number of current Committee Members.
- 15.6 Committee decisions where possible shall be made by consensus. Where voting is necessary each member of the Committee shall have one vote and the President or other member presiding shall, in the event of an equality of votes, be entitled to a casting vote as well as a deliberative vote.
- 15.7 A resolution in writing agreed by all the members of the Committee for the time being entitled to receive notice of a meeting of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held, but must further be brought to the next Committee meeting for confirmation.
- 15.8 The Department of Conservation may be invited to appoint a representative, who may attend and speak at meetings of the Committee, but who shall have no right to vote.

16. Conflicts of interest

- 16.1 No Interested Member is allowed to take part in, or influence any decision made by the Trust in respect of payments to, or on behalf of, the Interested Member of any income, benefit, or advantage.
- 16.2 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.
- 16.3 An Officer or a member of the Committee and/or member of a sub-committee who is an Interested Member in respect of any matter being considered by the Trust, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified):
- (a) to the Committee and or sub-committee; and
 - (b) in an Interests Register kept by the Committee.
- 16.4 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.
- 16.5 A member of the Committee and/or sub-committee who is an Interested Member regarding a matter:
- (a) must not vote or take part in the decision of the Committee 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 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).
- 16.6 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.

17. Records and Access to Information

- 17.1 The Secretary, or other Member delegated by the Committee, 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.
- 17.2 The information contained in the Register of Members shall include each Member's:
- (a) postal address;
 - (b) phone number (landline and/or mobile);

- (c) email address (if any);
 - (d) the date the Member became a Member; and
 - (e) whether the Member is financial.
- 17.3 With reasonable notice and at reasonable times, the Secretary, or other Member delegated this task, shall make the Register of Members available for inspection by Members and Committee 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.
- 17.4 A Member may at any time make a written request to the Trust for information held by the Trust.
- 17.5 The Trust must, within a reasonable time after receiving a request:
- (a) provide the information; or
 - (b) refuse to provide the information, specifying the reasons for the refusal.

18. Finances

- 18.1 The funds and property of the Trust shall be controlled, invested and disposed of by the Committee, subject to these Rules
- 18.2 Any income, benefit, or advantage must be used to advance the charitable purposes of the Trust
- 18.2 The Trust shall not purchase shares or stock in any company.
- 18.3 The Trust shall not have the power to borrow monies.
- 18.4 No person shall authorise expenditure on behalf of the Trust of more than two hundred dollars without prior approval of the Committee.
- 18.5 Any two of the following shall be authorised to sign off electronic payments:
- (a) President;
 - (b) Treasurer;
 - (c) One other nominated member of the Committee.
- 18.6 No Member of the Trust or person associated with a Member shall participate in, or materially influence, any decision made by the Trust in respect of the payment to or on behalf of that Member or associated person of any income, benefit or advantage whatsoever, except where that income, benefit or advantage is derived from professional services to the Trust rendered in the course of business charged at no greater rate than current market rates.
- 18.7 The Trust's financial year shall commence on 01 July of each year and end on 30 June (the latter date being the Trust's balance date).
- 18.8 The financial statements shall be audited and presented to members at the Annual General Meeting.

18.9 Within six months of balance date the Trust shall provide copies of the audited financial statements to the Registrar.

19. Dispute resolution

- 19.1 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.”
- 19.2 These disputes procedures are designed to enable and facilitate the fair, prompt and efficient resolution of grievances and complaints.
- 19.3 The Committee shall, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with this Constitution, ensure that the dispute is investigated and determined.
- 19.4 Rather than investigate and deal with any grievance or complaint, the Committee 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 and the following requirements under this rule are satisfied.
- 19.5 The Committee or any such sub-committee or person considering any grievance or complaint is referred to hereafter as the "decision-maker".
- 19.6 Once a decision-maker has been appointed, the following steps shall be taken:
- (a) the complainant and the Member, or the Trust which is the subject of the grievance, must be advised of all details of the grievance;
 - (b) the Member, or the Trust 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 Trust 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; and
 - (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.
- 19.7 A Member may not participate as a decision-maker in regards to a grievance or complaint, if the Committee agrees that there are reasonable grounds to infer that the person may not approach the grievance or complaint impartially.
- 19.8 The decision-maker may:
- (a) dismiss a grievance or complaint; or
 - (b) uphold a grievance or complaint and make such directions as the decision-maker thinks appropriate (with which the Trust and Members shall comply).

20 Winding up

- 20.1 The Trust may be wound up, or liquidated, or removed from the Register of Incorporated Societies in accordance with the provisions of the Act.
- 20.2 The Secretary shall give Notice to all Members of:
- (a) the proposed motion to wind up the Trust or remove it from the Register of Incorporated Societies;
 - (b) the General Meeting at which any such proposal is to be considered;
 - (c) the reasons for the proposal; and
 - (d) any recommendations from the Committee in respect to such notice of motion.
- 20.3 Any resolution to wind up the Trust or remove it from the Register of Incorporated Societies must be passed by a two-thirds majority of all Members present and voting.
- 20.4 If the Trust 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 Trust's debts and liabilities, that property must be given or transferred to a not-for-profit or charitable organization.

21. Alterations to the Rules

- 21.1 These Rules shall not be altered except by resolution passed at a General Meeting pursuant to a motion of which at least 30 working days notice has been given.
- 21.2 At least 10 Working Days 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 Committee has
- 21.3 The Trust may amend, add to or replace these Rules at a General Meeting by a resolution passed by a two-thirds majority of those Members present and voting.
- 21.4 When an amendment is approved by a General Meeting it shall be notified to the Registrar of Incorporated Societies within 3 months of the date of the amendment in the form and manner specified in the Act for registration and shall take effect from the date of registration.
- 21.6 No alteration, addition or rescission of these Rules shall be approved which would affect the charitable nature of the Trust. The provisions and effect of this Rule shall not be removed from this document and shall be included and implied into any document replacing this document.

22. Contact person

- 22.1 The Trust shall have at least 1 but no more than 3 contact person(s) whom the Registrar can contact when needed.
- 22.2 The Trust's contact persons must be members of the Committee.

22.3 Any change in a contact person's name or contact details shall be advised to the Registrar of Incorporated Societies within 20 Working Days of that change occurring, or the Trust becoming aware of the change.