

**CONSTITUTION (RULES) OF THE
LAINGHOLM AND DISTRICT CITIZENS ASSOCIATION
(1998) INCORPORATED**

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1. INTRODUCTORY RULES

a. Name

The society shall be known as "The Laingholm and District Citizens Association (1998) Incorporated" (herein known as the "**LDCA**").

b. Charitable Status

The Society is not and does not intend to be registered as a charitable entity under the Charities Act 2005.

c. Definitions

In this **Constitution**, unless the context requires otherwise, the following words and phrases have the following meanings:

'**Act**' means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the **Act** or under any Act which replaces it.

'**Annual General Meeting**' means a meeting of the Members of the Society held once per year which, among other things, will receive and consider reports on the Society's activities and finances.

'**Conflict of Interest**' is when a Member, Committee Member or Officer is taking part in a decision AND can potentially benefit from the outcome of that decision - whether financially or otherwise.

'**Constitution**' means the rules in this document.

'**District**' in 'Laingholm and District' means the areas directly adjacent to **Laingholm**.

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

'**Laingholm**' means the area bounded by:

- Woodlands/Waiohua Stream from behind Fawcett Road to Exhibition Drive,
- from there following Exhibition Drive to Mackies Rest,
- from Mackies Rest to the Nihotupu carpark following Huia Road
- and from the carpark following the stream to Big Muddy Creek.
- On the Manukau side, the area is bounded by the foreshore between the Nihotupu Dam outlet and Woodland/Waiohua Stream outlet.

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

d. The **PURPOSE** of the **LDCA**

- i. To act as a non-profit body *to support and promote the economic, social, cultural and environmental wellbeing and long-term benefit of the residents and ratepayers of **Laingholm***.
 1. in relation to relevant activities and plans of local government and its agencies, private interests, or the activities and plans of the New Zealand government and its agencies where outcomes may be relevant to the LDCA's Purpose.
 2. in any other endeavours or activities where the LDCA's Purpose can be furthered.
 3. LDCA's Purpose can be extended to the areas adjacent to **Laingholm** when it is deemed by the Committee to be important, doable and mutually beneficial.
- ii. The LDCA will carry out its Purpose by (*inter alia*):
 1. Promoting and providing community and social amenities, facilities and improvements.
 2. Cooperating with, or supporting through its resources or networks, other community groups or bodies or their activities.
 3. Acquiring, purchasing, letting or leasing any property real or personal, moveable or immovable.
 4. Communicating and meeting with people from the private, government or business sectors, as well as writing submissions, reports or any other material.
 5. Generally, to do any such things as would help to attain or further the LDCA's Purpose.
 6. In so doing the LDCA shall not at any time seek to affiliate itself with any political organisation or formally endorse any candidate for political office.
 7. The LDCA must not be carried on for the financial gain of any of its members.
 8. The LDCA does not have a purpose of financial gain of any members merely because with the agreement of the Committee:
 - A. It engages in trade
 - B. It distributes funds, to a member in order that that member may pay for services or goods that are necessary to carry out matters incidental to the purposes of the society
 - C. It reimburses a member for reasonable expenses legitimately incurred on behalf of the society or while pursuing the society's purposes.
 - D. It provides benefits to members or any class of person, to alleviate hardship, or to further education, or in the form of a grant.

- E. It pays a member a salary, wages or any other payments for services or enters into any other transaction with a member on arm's-length terms.
- F. On the dissolution or winding up of the LDCA, it distributes its assets to a member that is a non-profit entity as described in the class of entities nominated in the Winding Up section of this constitution.

e. Registered Office

The registered office of the **LDCA** shall be at such place in New Zealand as the **Committee** from time to time determines.

Changes to the registered office shall be notified to the Registrar of Incorporated Societies—at least 5 working days before the change of address for the registered office is due to take effect, and in a form and as required by the **Act**.

f. Contact Person

The LDCA shall have at least 1 but no more than 3 contact person(s) whom the Registrar can contact when needed.

The LDCA's contact person must be:

- At least 18 years of age, and
- Ordinarily resident in New Zealand.

A contact person can be appointed by the **Committee** or elected by the Members at a **General Meeting**.

Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including:

- a physical address or an electronic address, and
- a telephone number.

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

2. MEMBERSHIP:

Registration as a Member is required in order to vote at **Annual or Special General Meetings** of the LDCA. Members may also call a **Special General Meeting** and be considered for membership of the Committee of the LDCA.

a. Membership Requirements

Membership of the LDCA is open to people who are at least 16 years old and are:

- i. permanent residents in **Laingholm** and have been for at least 30 consecutive days preceding their membership application, or
- ii. do not reside in **Laingholm** but make a significant positive contribution to **Laingholm** through their volunteering or work and have done so for at least six consecutive months preceding their membership application.
- iii. An organisation that consists of members fulfilling the criteria set out in above can be accepted as a member of the LDCA and will have the same status as one individual member.

b. Membership Applications`

- i. Applicants must provide their name, physical and postal address, proof of physical address (if required), telephone number and email address, together with a statement that they consent to be a member of the LDCA.
- ii. Application may be made using the candidate's own email address, or in a physical and signed written form, to any member of the Committee. Where such means are available and are decided by the Committee as appropriate for membership applications, application may also be made to an email address nominated by the Committee for general communications with the LDCA, or via a form accessed from the LDCA's website.
- iii. The LDCA will store member details securely, and in accordance with the requirements set out in the Privacy Act 2020 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.

c. Membership Consent

The **Committee** may accept or decline an application for membership at their sole discretion:

- i. For applicants under 2 a (i) above in order for the membership application to be accepted any committee member can:

1. Notify all Committee Members with details of the application and receive at least one approval and no objections from other Committee Members for 7 days, or
 2. Have at least half of the Committee Members approve the application.
- ii. For applicants under 2.a.(ii) / (iii) at least three quarters of the Committee Members must approve the application in order for it to be accepted.
 - iii. The Committee must advise the applicant of its decision but is not required to provide reasons for that decision.

d. Minimum Number of Members

The LDCA shall consist of at least ten (10) members.

e. Members' obligations and rights

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

- i. All Members shall promote the interests and purposes of the Society and shall do nothing to bring the Society into disrepute.
- ii. Any Member that is a body corporate shall provide the Committee, in writing, 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**.
- iii. 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, and to participate in Society activities, including any conditions of and fees for such access, use or involvement.

f. Terms of membership

- i. Unless otherwise agreed at an **Annual or Special General Meeting**, membership of the LDCA or its Committee will not be subject to any limitation of tenure.
- ii. Re-election of Committee members takes place at each **Annual General Meeting** by a simple majority vote of Members present.

g. Confidentiality

i. **Access to Register**

1. **Officer Access:**

An officer of the LDCA may access the register of members only if necessary for the performance of their official functions or the exercise of their official powers. Any access and use of member information must strictly comply with the Privacy Act, ensuring that member details are protected and used only for legitimate purposes.

2. **Member Access:**

The register of members is confidential and will not be made available to any member of the LDCA. Access is strictly limited to officers as outlined above, in order to protect the privacy and safety of all members.

h. Ceasing to be a member

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

1. by resignation from that Member's class of membership by written or electronic notice signed by that Member to the Committee, or
2. by resolution of the Committee requiring three quarters of the committee vote OR majority committee vote if the member no longer meets criteria under 2.a.
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.

ii. **Obligations once membership has ceased**

A Member who has ceased to be a Member under this **Constitution** shall promptly return to the LDCA all funds & materials provided by the LDCA (including any equipment, membership certificate, badges, handbooks and manuals).

iii. **Becoming a member again**

Any former Member may apply for re-admission in the manner prescribed for new applicants and may be re-admitted only by unanimous **Committee** vote.

i. Termination of Membership:

The Committee shall have power to terminate the membership of any Member for reasons of misconduct against the LDCA, or for any other sufficient cause, after a grievance or complaints procedure under Rule 5 has been undertaken and the Committee considers that termination is appropriate. The termination takes immediate effect. Grounds for termination include where a member:

- i. Persistently opposes or constrains the **LDCA's Purpose** or its ability to fulfil its purpose
- ii. Brings, or threatens to bring, the LDCA into public ridicule or contempt,
- iii. Such other conduct that in the Committee's view seriously affects the LDCA, or impairs, or threatens to impair the wellbeing of the **Laingholm** Area and residents.
- iv. In the case of a Committee member, the Committee reserves the right to terminate their Committee membership if they are presumed, by dint of long-term absence from meetings and communications, to have withdrawn.

3. GENERAL MEETINGS

a. Procedure

The Chairperson shall preside at all Meetings provided for in these Rules, except that in the Chairperson's absence the Vice-Chair (if such officer exists) shall preside, and if both are absent, the members present shall elect one of them to preside

b. Minutes

The Society must keep minutes of all **General Meetings**. After circulating the draft minutes to the Members who were present at the **General Meeting**, the Secretary shall give the Members at least one week to propose corrections. Once all valid corrections are implemented the Secretary shall circulate the minutes to all Members.

c. Quorum

The quorum for **General Meetings** is ten LDCA Members or two thirds of the total LDCA Members, whichever is lesser.

d. Annual General Meeting

- i. The **Annual General Meeting** of the LDCA shall be held no later than six months after the balance date of the LDCA and no later than 15 months after the previous **Annual General Meeting**.
- ii. The **Annual General Meeting** may be called by the Chairperson, co-Chairperson or Secretary as directed by the Committee and with his/her agreement to do so.
- iii. The **Annual General Meeting** shall:
- iv. receive the minutes of the LDCA's previous meeting(s),
- v. receive the presentation of:
 1. the annual report on the affairs of the LDCA during the most recently completed accounting period,
 2. the financial statements of the LDCA for that period,
 3. a summary of any disclosures or the types of disclosures made by committee members of an interest in matters being considered by or affecting the LDCA, recorded since the previous **Annual General Meeting**,
- vi. carry out the election of committee members and officers
- vii. consider any motions of which prior notice has been given to Members with notice of the Meeting
- viii. any general business.

e. Special General Meeting

- i. A **Special General Meeting** of the LDCA can be called at any time:
 1. By the Chairperson
 2. Upon the request of a majority of Committee Members
 3. By a resolution of the Committee.
 4. By a resolution signed by ten (10) Members and received by the Secretary thirty (30) days prior to any given date.
 5. The means of requisitioning the meeting shall state the nature of business to be placed before the meeting.
- ii. Notification and conduct of **Annual General Meetings** and **Special General Meetings**:
 1. Notice of **General Meetings** shall be sent out giving the date, time, appointed place and general particulars of business, and providing at least ten days' notice:
 - A. For **Annual General Meetings**: by advertisement in at least one (1) newspaper circulating in Laingholm - if such a newspaper exists, and
 - B. For **Annual General Meetings** and **Special General Meetings**: by the most convenient and effective means to Members.
 2. Notice of any motions must also be provided, including any information provided by a member in support of the member's motion, and the committee's recommendation about any motions.

3. In the case of a **Special General Meeting** the notice shall clearly state the main business to be transacted.
4. The LDCA's constitution (rules) shall be altered, added to or rescinded only by resolution passed by a two thirds majority of those Members present at an **Annual General Meeting** or **Special General Meeting**. No addition to, alteration, or deletion of the LDCA's rules shall be made in any manner that could render the LDCA non-compliant with any legal framework by which it is bound.
5. For the amendment of the constitution (rules), at least 14 days before the meeting at which the change proposed by the Committee is to be considered, all members will be given written notice of the proposed motion and the reasons for the proposal.
6. The committee may put forward any motion to be voted on at a meeting.
7. Motions may also be proposed by members if presented in writing to the Secretary at least two weeks before the meeting at which the motion is to be considered and accompanied by a written explanation of the reasons for the proposal.
8. The Committee must decide whether or not the Society will vote on such a motion and can reject it with a 2/3 majority Committee vote. However, if the Member's motion is signed by at least 25 percent of members, it must be voted on at the meeting chosen by the member.
9. If the Secretary in good faith has made reasonable efforts to send all members written notice, the meeting and its business will not be invalidated simply because members do not receive the notice.
10. Ordinary rules of debate shall be adhered to as far as possible in all proceedings of the LDCA.

4. COMMITTEE

a. Function of the Committee

- i. From the end of each **Annual General Meeting** until the end of the next, the Society shall be managed by, or under the direction or supervision of, the Committee, in accordance with the Incorporated Societies Act 2022, any Regulations made under that **Act**, and this **Constitution**.

b. Appointment of the Committee

- i. Membership of the **Committee** may be offered to any natural person eligible to be a Member of the LDCA who has a strong interest in furthering the Purpose of the LDCA and whose appointment is approved by a majority of existing Committee members and, at the time of an **Annual General Meeting**, the majority of Members voting.
- ii. The Committee shall be elected at the **Annual General Meeting** of the LDCA or a **Special General Meeting** and shall consist of at least five (5) Members, outside of exceptional circumstances outlined in (vi) below, and shall not exceed ten (10) Members.
 1. Only a member of the LDCA that is a natural person can be a committee member.
 2. If for any reason an **Annual General Meeting** is not held when due, the members of the Committee holding offices at that time shall continue to hold offices until such time as a meeting of the LDCA can be convened to conduct the business of an **Annual General Meeting** and/or such other business as the Committee consider necessary in the circumstances.
 3. Members and Officers of the Committee shall be elected by a majority of Members present at such meetings by secret ballot or another voting system approved by the majority of Members present.
 4. Where an office remains vacant, appointment may be made by the Committee at the first possible Committee Meeting following the **Annual General Meeting**. Any position becoming vacant during the term of the Committee shall be elected by the Committee.
 5. Members may be admitted to the Committee during the elected term by receipt of an application, or by co-option following a nomination from the Committee and membership will be confirmed by a two-thirds majority vote of those present at the next Committee meeting.
 6. In exceptional circumstances, where it is not possible to form a Committee of five members, the existing Committee may elect an Interim Committee:
 - a) to consist of a minimum of three members to perform the functions of Chairperson, Secretary, & Treasurer.

- b) In such circumstances, the LDCA will endeavour as soon as possible to recruit sufficient Committee members to make up the required minimum number.
- c) If the minimum number cannot be found by the time of the next **Annual General Meeting**, the Committee will make a formal decision regarding the future of the LDCA.

c. Sub Committees

- i. Sub-Committees shall be appointed by the Committee as required
 - 1. Sub-Committees shall only have the power to enquire and recommend unless the Committee makes special provision otherwise.
 - 2. A Sub-Committee shall have the power to co-opt and shall consist of at least one member of the Committee.

d. Powers, Functions and Duties of Committee members:

- i. The committee has all the powers necessary for managing, and for directing and supervising the management of, the operation and affairs of the LDCA.
- ii. The committee's functions are to manage, direct, or supervise the operation and affairs of the LDCA, including:
 - 1. carrying out the purposes of the LDCA, and using money/other assets to do so
 - 2. controlling and managing the LDCA's financial affairs, including meeting the committee's record keeping and reporting obligations under the **Act**,
 - 3. delegating powers and duties of the committee, where necessary or desirable
 - 4. ensuring that the rules of the LDCA are available to members
 - 5. deciding the time and location of meetings
 - 6. setting the agenda for meetings.
- iii. The duties of Committee members shall be:
 - 1. To act in good faith and in the best interests of the LDCA and use his or her powers for a proper purpose
 - 2. To comply with the Incorporated Societies Act and with the LDCA's **constitution**/rules, except where the rules contravene the **Act**;
 - 3. To exercise the degree of care and diligence that a reasonable person with the same responsibilities would exercise in the circumstances applying at the time
 - 4. Not to allow the activities of the LDCA to be carried on in a manner that is likely to seriously contravene the LDCA's duties to any party or authority with whom it has a legal agreement or statutory obligation
 - 5. Not to support the LDCA in incurring obligations that the member does not reasonably believe the LDCA will be able to fulfil.

5. OFFICERS

a. Qualifications of Officers

Every Officer must be a natural person who:

- i. has consented in writing to be an officer of the Society, and
- ii. certifies that they are not disqualified from being elected or appointed or otherwise holding office as an Officer of the Society.
- iii. Officers must not be disqualified under section 47(3) of the **Act** from being appointed or holding office as an Officer of the Society.

b. Officer Positions

- i. The following positions must be held by Committee members. Other positions may be created as the Committee determines. One Committee member may hold more than one position, but the Chairperson may not also hold the position of Treasurer:
 1. the Chairperson OR Co-Chairpersons,
 2. the Secretary,
 3. the Treasurer OR Co-Treasurers,
 4. the Hall Manager(s),
 5. Contact Person(s) or Statutory Officer(s).
- ii. No-one who is bankrupt or has applied to take the benefit of any law for the relief of bankrupt or insolvent debtors may hold the position of Treasurer.
- iii. Every office holder's term shall end at the next **Annual General Meeting**.
- iv. Office holders shall be eligible for re-election when their office expires.
- v. No member shall be re-elected to any office in his or her absence unless he or she has lodged notice of willingness to accept such office with the Chairperson, Secretary or Treasurer.

c. The Role of the Officers

- i. The Chairperson is responsible for:
 1. Ensuring that the Rules are followed
 2. Convening meetings and establishing whether a quorum is present
 3. Chairing meetings, or nominating another person to do so
 4. Overseeing the operation of the LDCA
 5. Providing a report on the operations of the LDCA at each **Annual General Meeting**
 6. *Representing the LDCA in such a way as to represent the documented decisions of the Committee while promoting the objectives of the LDCA.*
- ii. The Secretary is responsible for:
 1. Recording the proceedings at all Committee meetings, **Annual General Meetings** and **Special General Meetings** and distributing these to Committee members for perusal and to propose amendments.

2. Maintaining a list of Members, including officers and members of the Committee and their addresses, for submission to The Companies Office or other agencies as if required under law.
- iii. The Treasurer is responsible for:
 1. Keeping accurate records of the LDCA's financial transactions to allow its financial position to be readily ascertained.
 2. Reporting financial information to meetings of the Committee and as the Committee determines.
 3. Preparing an annual statement of finances for presentation to the **Annual General Meeting** of the LDCA.
 4. Monitoring the LDCA's fiduciary obligations and advising the Committee on obligations it needs to fulfil
- iv. The Contact Person or Statutory Officer is responsible for:
 1. Submitting to the Registrar of Incorporated Societies whatever returns are required in accordance with the Incorporated Societies Act
 2. Being the primary contact for communications between the LDCA and the Register of Incorporated Societies
 3. The person responsible for updating Officer details on to the Register
 4. Advising the Registrar of Incorporated Societies of any rule changes

6. COMMITTEE MEETINGS

a. Frequency

- i. Committee Meetings shall be held at least every two months, except that meetings may not be held in December and January at the discretion of the Officers of the LDCA. Meetings will be held at such times and places and in such manner (including in person, by audio, audio and visual, or electronic communication) as may be determined and convened by the Chairperson or Secretary.
- ii. A Committee meeting may be called at any time by any member of the Committee, where a quorum can be present, and with the agreement of the majority of the committee, for one or more purposes stated by them in writing.
- iii. The Secretary, or other Committee member nominated by the Committee, shall give to all Committee members not less than 1 weeks' notice of Committee meetings, but in cases of genuine urgency a shorter period of notice shall suffice.

b. Quorum

- i. A Quorum for a Committee meeting shall consist of a majority (more than half) of the total number of Committee Members, or four (4) Committee Members, whichever is greater.

- ii. If a Quorum is not attained due to absences or lost due to Committee Member/s leaving during the meeting, no decisions shall be made without a Quorum present.

c. Procedure

- i. At its meetings, the Committee shall do all such things, make delegations or submissions and issue directions as they may consider necessary or expedient for the wellbeing of the LDCA and the conduct of its affairs. The decisions of the Committee shall be binding unless and until set aside by a Meeting of the LDCA convened for that purpose.
- ii. The Chairperson shall preside at all Meetings provided for in these Rules, except that in the Chairperson's absence the Vice-Chair (if such officer exists) shall preside, and if both are absent, the Committee members present shall elect one of them to preside
- iii. **Decisions:** Only Members of the LDCA are eligible to vote on decisions, as prescribed in these Rules.
 - 1. Voting at any meeting shall be by show of hands or otherwise as the member presiding at the meeting directs.
 - 2. In the event of a motion not being decided by a show of hands, a secret ballot shall be called for which voting papers shall be issued by the Chairperson or other person at the time in control of the meeting. On conclusion of the vote the voting papers shall be counted by two scrutineers appointed by the meeting and acting under supervision of the presiding Chair.
 - 3. All decisions at meetings shall be on motions proposed and seconded and, unless otherwise provided in the Rules, carried by a majority of members in attendance who are eligible to vote.
 - 4. On motions of the Committee, each Committee member shall have one vote. The member/s presiding as Chairperson shall in addition have a casting vote if required.
 - 5. Any five Members present at a Meeting of the LDCA or two such members at a Committee meeting may demand a vote to be taken on any matter to be dealt with.
 - 6. In the absence of specific Rules therein, the Rules of Parliamentary Procedure shall apply for the conduct of business at meetings
- iv. **Proxy Votes:** The proxy votes shall not be accepted by default, unless voted by at least 2/3 majority Committee vote at least 28 days prior to the **General Meeting** in question.

d. Conflict of interest

- i. Members of the Committee shall disclose any **Conflict of Interest** they may have in any matter being considered or affecting the LDCA as soon as practicable after the member concerned becomes aware of that interest. After disclosure, the Committee member will not participate in any decision on the matter and may be excluded by the rest of the Committee from discussion on the matter. If a decision is made, the **Conflict of Interest** shall be recorded in the minutes of the meeting.
- ii. If a **Conflict of Interest** is discovered after a decision has already been made and/or actioned, any two Committee Members can halt the process and initiate a review of the decision by the Committee, reversing it if necessary, in doing so taking into account the **Conflict of Interest** and excluding the Member(s) with **Conflict of Interest** from participating in this review.

e. Decisions made outside Meetings

Actions, Submissions and Communication on behalf of the LDCA or Concerning the Business of the LDCA:

- i. Whenever a committee member wishes to carry out an action or make a formal response to a central or local government proposal (a 'submission') or a communication that purports to represent the view of the LDCA or any of its members in the public arena or to other parties generally:
- ii. The member may proceed with actions and communications that have been explicitly approved by an earlier vote at a committee meeting
- iii. The committee member may proceed with actions and communications that have not been explicitly approved but are completely aligned with and/or constitute a reasonable operational part of what has been approved by an earlier group vote
- iv. For all actions and communications that do not meet the above criteria, and for all submissions, the committee member must submit an action proposal to the committee.
- v. This action proposal must contain all relevant details, implementation, due date, background information and communication / submission drafts (if applicable) to enable committee members to make a decision.
- vi. An action proposal must be delivered to all committee members at least seven days before its implementation is due. The action proposal may be delivered via the telephone, in person or electronically.
- vii. In genuinely exceptional circumstances where the decision must be made very urgently, the action proposal must be served by the chairperson no less than three days before its implementation is due and the subject of electronic communication must contain the prefix "URGENT".
- viii. The committee members may respond with approval, rejection, abstain or propose changes to the action proposal to improve it.

- ix. The action proposal can only be actioned if all the below conditions are met:
 - 1. The committee has had seven days (or three days in genuinely exceptional circumstances) to discuss the proposal and vote on it, OR at least two thirds of total committee members both approved the proposal and agreed that it should be acted upon more urgently.
 - 2. At least two thirds of committee members who responded have either approved the proposal or abstained.
 - 3. At least one third of the total number of committee members approve the proposal.

7. DISPUTE RESOLUTION

Procedure for Resolving Disputes between members (in their capacity as members) and between members and the LDCA:

a. Complaints about a member

- i. The Committee must consider a complaint or institute a disciplinary process regarding alleged misconduct of a member.
- ii. The member has a right to be heard before a complaint or procedure is resolved or any outcome determined.
- iii. The member will be fairly advised of all allegations concerning them, with sufficient details and time given to enable the member to prepare a response.
- iv. The member will be given reasonable opportunity to be heard in writing / an oral hearing (if held) and their written statement or submissions will be considered by the Committee.

b. A member's grievance against the LDCA or another member

- i. A member can raise with the committee a concern or complaint concerning any practice by the LDCA or another member that they allege has damaged or could damage their rights or interests as a member, or the rights or interests of any other member.
- ii. The member will be heard before the grievance is resolved or any outcome is determined.

c. Investigating and determining a complaint or grievance

- i. The Committee must, as soon as is reasonably practicable after receiving a complaint or grievance, investigate and determine the complaint or grievance.

d. Committee may decide not to progress complaint or grievance

- i. Despite Rule 5.i. the Committee may decide not to proceed with a matter further if the Committee determines that
 - 1. The matter is trivial, or
 - 2. The complaint or grievance does not appear to disclose, in the case of a complaint, any material misconduct, or in the case of grievance, any material damage to any member's rights or interests, or
 - 3. The person bringing a complaint or grievance has an insignificant interest in the matter, or
 - 4. The conduct, incident, event or issue has already been investigated and dealt with by or on behalf of the LDCA.

e. Committee may refer complaint to subcommittee or other investigators

- i. The Committee may refer a complaint or grievance 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.

f. Decision makers

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

8. COMMUNICATIONS

a. Confidentiality

- i. Confidentiality: communications to or from LDCA or its members (in digital or any other form), should not be forwarded, copied or shared with other groups or individuals without the authors' approval.
- ii. Public sharing: any public and non-sensitive information from, or shared with, LDCA committee can be shared with other groups or individuals in a separate communication.

- iii. Including others: when including non-LDCA members in a communication within the LDCA committee, inclusion must be made apparent in the greeting, for example "Hi LDCA Team, Roundabout Committee and Daniel".
- iv. Decisions of the LDCA are public information. However, if details of LDCA discussions or decision process are shared outside the Committee, no statement or non-public information should be attributed to a specific individual or group without their permission.

9. ASSETS, & FINANCES

a. Property and Assets

- i. For the purposes of attaining or furthering the LDCA's purposes, and with the authority of a resolution of any Meeting of the Committee, the LDCA may:
 - 1. Raise funds by way of subscriptions, donations, grants or such other lawful means as may be determined by a Meeting of the LDCA or its Committee
 - 2. Borrow money and secure the repayment thereof on any of the LDCA's assets specified by such resolution by way of mortgage or otherwise
 - 3. Acquire, purchase, hold in trust or sell land, buildings or cooperate in doing so with other LDCAs or bodies
 - 4. Lease and rent out property or provide services related to the hire of such property
- ii. Any real or personal property, however acquired by the LDCA in accordance with these rules shall be vested in the LDCA and be under the control of the Committee for the time being as Trustees of the LDCA.

b. Personal benefit

- i. Notwithstanding anything expressed or implied in this **Constitution**, the activities of the LDCA shall not be carried on for the personal monetary profit or benefit of any member or individual or associated person except as set out in 9 b (iii) below.
- ii. Any **Conflict of Interest** that any individual Member may have regarding any activity listed in 9a (i) above and that member shall not take part in any discussion or voting on any issue in which they stand to receive personal benefit as a result of that **Conflict of Interest**.
- iii. Any payments made by the LDCA to any member or anyone associated with him or her for services rendered, or goods supplied shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value).

c. Control of Funds

- i. The control of funds and financial affairs of the LDCA shall be the responsibility of the Committee, and no expenditure of the LDCA's funds shall be incurred or committed except with the authority of the Committee, except for:
 1. Regular payments where the LDCA is contracted to pay for utilities and services shall be made by the authority of the Treasurer
 2. Payments that are below a set dollar amount and periodic spend threshold pre-approved by the Committee can be made by an officer authorised by the Committee.
- ii. Records of financial transactions shall be kept by the Treasurer under the direction of the Committee, who shall see to it that a summary report is presented to each **Annual General Meeting** of the LDCA.
 1. The Treasurer/s shall also provide a list of all transactions and payments for the Committee to review at regular intervals set by the Committee.
- iii. The LDCA's funds shall be banked in one or more accounts with a reputable bank.

10. LIQUIDATION & REMOVAL FROM REGISTER

a. Winding Up

- i. If the LDCA is liquidated or removed from the Register of Incorporated Societies, no distribution shall be made to any Member.
- ii. In the event of the liquidation or removal from the Register of Incorporated Societies, if there remains, after the satisfaction of all its debts and liabilities any monies, real and personal property whatsoever, the same shall be held in trust until such time as another LDCA along similar lines as the existing LDCA is formed in **Laingholm**.
- iii. If no LDCA is formed within four years of the date of the winding up, any such monies, real and personal property shall be vested in The Laingholm Volunteer Fire Brigade.
- iv. However, in any resolution under this rule, the LDCA may approve a different distribution to a different not-for-profit entity from that specified above, so long as the LDCA complies with this **Constitution** and the **Act** in all other respects.
- v. The winding up of the LDCA shall be carried out in accordance with the Incorporated Societies Act 1908 and any amendments to this **Act**.

11. COMMON SEAL

a. Usage

- i. The LDCA will hold a physical or digital Common Seal where the LDCA is likely to enter into agreements with other bodies that require it.
- ii. The Common Seal shall only be used by a person pre-authorised by an LDCA Chairperson, Treasurer or Secretary, or by agreement of the LDCA Committee.
- iii. The Common Seal shall be affixed to all documents requiring sealing, pursuant to a resolution of the Committee or a legal requirement to this effect and witnessed by the custodian of the Seal and another Committee member.

