

RULES OF YOUTHTOWN INCORPORATED

Name

1. The name of the society is Youthtown Incorporated (in these Rules referred to as the 'Society').

Definitions

2. In these Rules, unless the context requires otherwise, the following words and phrases have the following meanings:

- (a) 'Act' means the Incorporated Societies Act 1908 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.
- (b) '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.
- (c) 'Associate Member' means a person who has been granted associate membership under Rule 13.
- (d) 'Associated Person' means a person who:
 - (i) may obtain a financial benefit from any matter being dealt with by any Member (as a Committee Member, or in any General Meeting, or otherwise for the Society) where that person is the spouse, civil union partner, de facto partner, child, parent, grandparent, grandchild, or first cousin of that Member; or
 - (ii) may have a financial interest in a person to whom any matter being dealt with by any Member (as a Committee Member, or in any General Meeting, or otherwise for the Society) relates; or
 - (iii) is a partner, director, officer, board member, or trustee of a person who may have a financial interest in a person to whom any matter being dealt with by any Member (as a Committee Member, or in any General Meeting, or otherwise for the Society) relates; or
 - (iv) may be interested in the matter because these Rules so provide.

but no such Member shall be deemed to have any such interest:

- (v) merely because that Member receives an indemnity, insurance cover, remuneration, or other benefits authorised under this Act; or
- (vi) if that Member's interest is the same or substantially the same as the benefit or interest of all or most other members of the Society due to the membership of those members; or

- (vii) if that Member's interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence that Member in carrying out that Member's responsibilities under this Act or these Rules; or
 - (viii) if that Member is an officer of a union and that Member'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.
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- (e) 'Body Corporate' means a body corporate that is a company, an overseas company, an incorporated society, or another body corporate that may be put into liquidation under or in accordance with the relevant Act under which it is incorporated or registered.
 - (f) 'Chair/President' means the Committee Member responsible for, among other things, overseeing the governance and operations of the Society and chairing General Meetings.
 - (g) 'Chief Executive Officer' means the Chief Executive Officer of the Society.
 - (h) '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).
 - (i) 'Committee' means the Society's governing body.
 - (j) 'Committee Member' means a member of the Committee.
 - (k) 'Corporate Member' means a Body Corporate who has been granted corporate membership under Rule 13.
 - (l) 'General Meeting' means either an Annual General Meeting or a Special General Meeting of the Society.
 - (m) 'Life Member' means a person who has been granted life membership of the Society under Rule 13.
 - (n) '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.
 - (o) 'Member' means a person properly admitted to the Society who has not ceased to be a member of the Society.
 - (p) '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.
 - (q) 'Register of Interests' means the register of interests of Committee Members kept under these Rules.

- (r) 'Register of Members' means the register of Members kept under these Rules.
- (s) 'Rules' means the rules in this document.
- (t) 'Secretary' for the purposes of these Rules 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, regardless of whether that person is given the official title of secretary for the Society.
- (u) 'Special General Meeting' means a meeting of the Members, other than an Annual General Meeting, called for a specific purpose or purposes.
- (v) 'Youth Member' means a person who has been granted youth membership under Rule 13.

Purposes

- 3. The primary purposes of the Society are the following objects and purposes which are recognised by New Zealand law as being charitable:
 - (a) Empower young New Zealanders to be the best they can be.
 - (b) Do anything necessary or helpful to the attainment of the above purpose.
- 4. Notwithstanding rule 3, the Society must not operate for the purpose of, or with the effect of:
 - (a) any Member of the Society deriving any personal pecuniary gain from membership of the Society; or
 - (b) returning all or part of the surplus generated by the Society's operations to Members, in money or in kind; or
 - (c) conferring any kind of ownership in the Society's assets on Members –but the Society will not operate for the financial gain of Members simply if the Society:
 - (d) engages in trade;
 - (e) for matters that are incidental to the purposes of the Society, pays a Member of the Society that is a body corporate that is not, or are the trustees of a trust that are not, carried on for the private pecuniary profit of any individual;
 - (f) reimburses a Member for reasonable expenses legitimately incurred on behalf of the Society or while pursuing the Society's purposes;
 - (g) provides benefits to members of the public or of a class of the public and those persons include Members or their families;

- (h) pays a Member a salary or wages or other payments for services to the Society on arm's length terms (terms reasonable in the circumstances if the parties were connected or related only by the transaction in question, each acting independently, and each acting in its own best interests; or are terms less favourable to the Member than those terms);
 - (i) pays any Member interest at no more than current commercial rates on loans made by that Member to the Society; or
 - (j) provides a Member with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of the Society.
5. 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.
6. Any such income paid or benefit or advantage conferred must be reasonable and relative to that which would be received in an arm's length transaction (being the open market value). This Rule and its effect must not be removed from these Rules and must be included in any alteration, addition to or revision to these Rules.
7. Regardless of Rule 3, the Society must be limited in furthering or attaining its objects to the advancement of charitable purposes in New Zealand.

Act and Regulations

8. Nothing in these Rules authorises the Society to do anything which contravenes or is inconsistent with the Statute, any regulations made under the Statute, or any other legislation.

Registered office

9. 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.

Power to borrow money

10. The Society has the power to borrow money.

Other powers

11. 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.

Minimum number of members

12. The Society shall maintain the minimum number of Members required by the Act.

Types of members

13. The classes of membership and the method by which Members are admitted to different classes of membership are as follows:
- (a) Member: A Member is an individual or Body Corporate admitted to membership under Rule 15 and who or which has not ceased to be a Member. Membership shall be valid for one (1) year (except in the case of a Member who is a Committee Member and their membership shall be valid for the total period serving as a Committee Member).
 - (b) Youth Member: A Youth Member is an individual between the ages of 5 and 18 years old inclusive who is supportive of the objects of the Society and admitted as a Youth Member under Rule 15 (and who has not ceased to be a Youth Member). A Youth Member has no membership rights, privileges, or duties and is not a financial member.
 - (c) Associate Member: An Associate Member is an individual or Body Corporate who is supportive of the objects of the Society and admitted as an Associate Member under Rule 15 (and who has not ceased to be an Associate Member). An Associate Member has no membership rights, privileges, or duties and is not a financial member.
 - (d) Corporate Member: A Corporate Member is a Body Corporate who is supportive of the objects of the Society and admitted as a Corporate Member under Rule 15 (and who has not ceased to be a Corporate Member). A Corporate Member has no membership rights, privileges, or duties and is not a financial member.
 - (e) Life Member: A Life Member is a person honoured for meritorious services to the Society and elected as a Life Member by resolution of a General Meeting passed by a simple majority of those present and voting following recommendation from the Committee. A Life Member has no membership rights, privileges or duties and is not a financial member.

Existing Members

14. It is acknowledged and confirmed that the existing Members from the date these Rules are adopted are the Board members in office immediately prior to adoption of these replacement Rules along with all of the current members of the Society in their tenure.

Becoming a Member and Renewal of Membership

15. Every applicant for membership must consent in writing to becoming a Member, a Youth Member, an Associate Member, a Corporate Member or a Life Member.
16. An applicant for membership and an applicant for renewal of membership must complete and sign any application form, supply any information, or attend an interview, as required by the Committee.
17. The Committee has complete discretion and may accept or decline an application for membership and an application for renewal of membership. The Committee must advise the applicant of its decision (but is not required to provide reasons for that decision).
18. For clarity, any Youthsquad member or person who holds a “gym membership” or similar concession for the use of the Society’s facilities does not automatically confer membership as a Member of the Society.

Obligations and rights

19. 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.
20. Membership does not confer on any Member any right, title, or interest (legal or equitable) in the property of the Society.

Other obligations and rights

21. All Members (including Committee Members) shall promote the interests and purposes of the Society and shall do nothing to bring the Society into disrepute.
22. A Member is only entitled to exercise the rights of membership (including attending and voting at General Meetings) if all subscriptions and any other fees have been paid to the Society by due date, but no Member is liable for an obligation of the Society by reason only of being a Member.
23. 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.
24. 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.

Subscriptions and fees

25. 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).
26. Any Member failing to pay the annual subscription (including any periodic payment), any levy, or any capitation fees, within 3 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 5 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).

Ceasing to be a member

27. A Member ceases to be a Member:
 - (a) On expiry of annual membership (unless their application for membership renewal is accepted by the Committee), or
 - (b) on death (or if a body corporate on liquidation or if a partnership on dissolution of the partnership), or

- (c) by resignation from that Member's class of membership by notice to the Secretary, or
- (d) on termination of a Member's membership by the Committee if a Member (or their representative) fails to comply with these Rules, including any codes of conduct or requirements set out in the regulations, by-laws, policies, or procedures (from time to time) of the Society or inconsistent with the standards of behaviours expected of a Member or any other matter of dispute and following a dispute resolution process under these Rules –

with effect from the date of membership expiry or the date of death of the Member or the date of receipt by the Secretary, or any subsequent date stated in the notice of resignation, or termination of membership following a dispute resolution process under these Rules.

Obligations on resignation

28. A Member who resigns or whose membership is terminated under these Rules:

- (a) remains liable to pay all subscriptions and other fees to the Society's next balance date,
- (b) shall cease to hold himself or herself out as a Member of the Society,
- (c) shall return to the Society all material provided to Members by the Society (including any membership certificate, badges, handbooks and manuals), and
- (d) shall cease to be entitled to any of the rights of a Society Member.

Becoming a member again

29. 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.

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

Annual General Meetings

31. An Annual General Meeting shall be held once a 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.

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

- (a) confirm the minutes of previous Society Meeting(s),
- (b) adopt the annual report on Society business,
- (c) adopt the report on the finances of the Society, and the annual audited financial statements for the preceding financial year,
- (d) set any subscriptions for the current financial year,

- (e) consider any motions,
 - (f) consider any general business.
33. The Committee must, at each Annual General Meeting, present the following information:
- (a) an annual report on the affairs of the Society 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 (including a brief summary of the matters, or types of matters, to which those disclosures relate).

Special General Meetings

34. Special General Meetings may be called at any time by the Committee by resolution. The Committee must call a Special General Meeting if the Secretary receives a written request signed by at least 25 per cent of Members. Any resolution or written request must state the business that the Special General Meeting is to deal with.
35. The Rules relating to the procedure to be followed at General Meetings shall apply to a Special General Meeting, and a Special General Meeting shall only consider and deal with the business specified in the Committee's resolution or the written request by Members for the Meeting.

Meeting Procedure

36. The Committee shall give all Members at least 30 Clear Days' Notice of any General Meeting and of the business to be conducted at that General Meeting.
37. The General Meeting and its business will not be invalidated simply because one or more Members do not receive the Notice.
38. All financial Members may attend, speak and vote at General Meetings:
- (a) in person, or
 - (b) 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
 - (c) through the authorised representative of a body corporate as notified to the Secretary, and
 - (d) No other proxy voting shall be permitted.
39. No General Meeting may be held unless at least two-thirds of eligible financial Members attend. This will constitute a quorum.

40. 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 Chair/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.
41. 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.
42. All General Meetings shall be chaired by the Chair/President. If the Chair/President is absent, the meeting shall elect another Committee Member to chair that meeting
43. Any person chairing a General Meeting has a deliberative and, in the event of a tied vote, a casting vote.
44. Any person chairing a General Meeting may:
 - (a) 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.
 - (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.
45. 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.
46. 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 7 Clear Days before that meeting. The Member may also provide information in support of the motion ('Member's Information').
47. Minutes must be kept by the Secretary of all General Meetings.

Patron

48. The Society may appoint a patron or patrons who need not be a Member.

Committee Structure and Membership

49. The Committee will consist of between 6 and 9 Committee Members who are:
 - (a) Members (or an authorised representative of a body corporate that is a Member); and
 - (b) natural persons; and

- (c) not disqualified by these Rules or the Act,

and the initial Committee under these Rules shall be the members of the Board of the Society in office immediately prior to the adoption of these Rules.

- 50. The Committee will include such roles as the Committee considers appropriate.
- 51. 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.
- 52. The following persons are disqualified from being appointed or holding office as a Committee Member:
 - (a) a person who is under 16 years of age,
 - (b) a person who is an undischarged bankrupt,
 - (c) a person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993,
 - (d) a person who is disqualified from being a member of the Committee of a charitable entity under section 31(4)(b) of the Charities Act 2005,
 - (e) a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years:
 - (i) an offence under subpart 6 of Part 4,
 - (ii) a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961),
 - (iii) an offence under section 143B of the Tax Administration Act 1994,
 - (iv) an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (i) to (iii),
 - (v) a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere,
 - (f) a person subject to:
 - (i) an order under section 108 of the Credit Contracts and Consumer Finance Act 2003; or
 - (ii) a forfeiture order under the Criminal Proceeds (Recovery) Act 2009; or
 - (iii) 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.

53. Committee Members shall be elected by remote ballot in accordance with the procedures for giving Notice.
54. At least three months prior to the proposed Election Date, the Committee shall:
 - (a) Set the Election Date for elections to the Committee in the following January, and
 - (b) Appoint a Returning Officer for those elections to the Committee.
55. Within 5 Clear Days of determining the Election Date the Secretary shall give Notice to all financial Members calling for nominations for Committee positions requiring to be filled, and such Notice shall include a nomination form and shall specify the date such nominations must be in the hands of the Returning Officer, such date being not less than 35 Clear Days prior to the Election Date.
56. Nominees must be financial Members (or authorised representatives of body corporates who are financial Members), and a candidate's written nomination shall be 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 Committee Member by these Rules or the Act, and may be accompanied by a signed biography not exceeding one A4 page.
57. At least 25 Clear Days prior to the Election Date the Secretary shall give Notice to all financial Members of the nominations received for Committee positions and, in the event that there are a greater number than required for specific positions, forwarding a voting paper accompanied by the biographies of the candidates for election. Such voting paper shall specify the latest date (not less than 3 Clear Days prior to the Election Date) it must be in the hands of the Returning Officer appointed by the Committee to be counted as a valid vote.
58. In the event of a ballot being required the candidate/s polling the highest number of votes of financial Members shall be declared elected by the Secretary or the Returning Officer.
59. The failure for any reason of any financial Member to receive such Notice shall not invalidate the election.
60. 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).
61. The term of office for all 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 and a Committee Member shall be eligible for re-election on expiry of their term of office.
62. 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 Society) 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.
 - (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).
 - (e) 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.
63. A Committee Member shall be deemed to have ceased to be a Committee Member if that person or the Member they are representing ceases to be a Member.
64. Each Committee Member shall within 14 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.

Functions, Duties and Powers of the Committee

65. 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.
66. The Committee shall:
- (a) adopt and regularly review a strategic plan for the Society which will include a vision, goals, and values for long term success;
 - (b) ensure that its decisions are aligned to the Society's values, and support the pursuance and achievement of the Society's vision and goals;
 - (c) adopt clearly defined delegations of authority from the Committee to the Chief Executive Officer;
 - (d) adopt and regularly review an annual plan and budgets and to monitor results against the annual plan and budget; and
 - (e) ensure that the Society has in place all the necessary systems, controls, processes and procedures, including those for monitoring and reporting performance and results.
67. 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 Society,

- (b) must exercise all powers for a proper purpose,
- (c) must not act, or agree to the Society acting, in a manner that contravenes the Statute or these Rules,
- (d) 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,
- (e) 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
- (f) 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.

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

- (a) 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
- (b) enter into contracts on behalf of the Society or delegate such power to a Committee Member, sub-committee, employee, or other person.

69. 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:

- (a) the quorum of every sub-committee is half the members of the sub-committee unless the number of members of a sub-committee is less than three (3) in which case a quorum shall be all of the members of the sub-committee,
- (b) no sub-committee shall have power to co-opt additional members,
- (c) a sub-committee must not commit the Society to any financial expenditure without express authority, and
- (d) a sub-committee must not further delegate any of its powers.

70. 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.

71. Other than as prescribed by the Act or these Rules, the Committee or any sub-committee may regulate its proceedings as it thinks fit.
72. 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.

Conflicts of interest

73. 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:
- (a) may obtain a financial benefit from the matter; or
 - (b) 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
 - (c) may have a financial interest in a person to whom the matter relates; or
 - (d) 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.
74. However, a member of the Committee and/or sub-committee is not interested in a matter –
- (a) 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
 - (b) 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
 - (c) 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
 - (d) 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.
75. 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) –
- (a) to the Committee and/or sub-committee; and

- (b) in an interests register kept by the Committee.
76. 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.
77. A member of the Committee and/or sub-committee who is interested in 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).
78. 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.
79. 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.

Committee meetings

80. The Committee shall meet at least six (6) times a year 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 Chair/President or Secretary.
81. The quorum for Committee meetings is at least two-thirds of the number of Committee Members.

Remuneration and reimbursement of Committee Members

82. Subject to Rules 4, 5 and 6, a Committee Member may be remunerated for services provided by the Committee Member in connection with the Society (including services provided as a Committee Member), provided that any such remuneration is reasonable having regard to that Committee Member's duties and responsibilities, the services provided, and any remuneration paid to that Committee Member for services in accordance with Rule 6.
83. Subject to Rules 4, 5 and 6, any Committee Member engaged in any profession, business, or trade may be paid all usual professional, business and trade charges of services requested by the Society that are provided by that person or by that person's employee or partner, including acts which are the Committee Member, not being in any profession, business, or trade, could have done personally.

Indemnities

84. A Committee Member is entitled to be indemnified against and reimbursed for expenses properly incurred by the Committee Member in connection with the Society, including travel and other expenses in accordance with any Society policy from time to time.
85. To the fullest extent permissible under law, the Society shall indemnify the Committee Members, the Chief Executive Officer and other staff of the Society against all damages and costs (including legal costs) for which any such Committee Member, Chief Executive Officer and other staff may be or become liable as a result of their acts and omissions in performing their functions connected with the Society, except occurring as a result of their dishonesty, gross negligence, or wilful misconduct.

Youthtown Foundation

86. Youthtown Foundation is a charitable trust settled to support the Society to achieve its purpose of empowering young New Zealanders to be the best they can be.
87. The Chair/President and two other Committee Members of the Society are appointed trustees of the Youthtown Foundation.
88. To enable the relationship and communication between Youthtown Foundation and the Society the trustees of the Youthtown Foundation and the Committee Members of the Society will meet at least annually to discuss the Society's capital and income requirements in the coming year(s) and Youthtown Foundation's investment strategy.

Records of the Society

89. The Secretary shall keep an up-to-date Register of Members, recording for each Member their name, contact details, the date they became a Member, whether they are financial or unfinancial and any other information required by these Rules or prescribed by Regulations under the Act.
90. Every Member shall promptly advise the Secretary of any change of their contact details.
91. With reasonable notice and at reasonable times, the Secretary 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.
92. The Secretary shall at all times maintain an up-to-date register of the interests disclosed by Committee Members.
93. A Member may at any time make a written request to a society for information held by the society. The request must specify the information sought in sufficient detail to enable the information to be identified.
94. The Society must, within a reasonable time after receiving a request:
 - (a) provide the information, or
 - (b) agree to provide the information within a specified period, or

- (c) agree to provide the information within a specified period if the Member pays a reasonable charge to the Society (which must be specified and explained) to meet the cost of providing the information, or
 - (d) refuse to provide the information, specifying the reasons for the refusal.
95. Without limiting the reasons for which the Society may refuse to provide the information, the Society may refuse to provide the information if:
- (a) withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
 - (b) the disclosure of the information would, or would be likely to, prejudice the commercial position of the Society or of any of its Members, or
 - (c) the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the Society, or
 - (d) withholding the information is necessary to maintain legal professional privilege, or
 - (e) the disclosure of the information would, or would be likely to, breach an enactment, or
 - (f) 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
 - (g) the request for the information is frivolous or vexatious.
96. If the Society requires the Member to pay a charge for the information, the Member may withdraw the request, and will be deemed to have done so unless, within 10 working days after receiving notification of the charge, the Member informs the Society –
- (a) that the Member will pay the charge; or
 - (b) that the Member considers the charge to be unreasonable.

Finances

97. The funds and property of the Society shall be:
- (a) controlled, invested and disposed of by the Committee, subject to these Rules, and
 - (b) devoted solely to the promotion of the purposes of the Society.
98. The Society's financial year shall commence on 1 July of each year and end on 30 June.

99. An annual financial report compliant with relevant New Zealand accounting standards shall be prepared for the Committee and audited by a chartered accountant. The annual financial report for the preceding financial year shall be presented to each Annual General Meeting.
100. The Committee is responsible for the receipt and payment of all monies of the Society and all bank accounts must be operated in accordance with the policy determined by the Committee.
101. The Committee shall ensure correct accounting records are kept. The accounting records of the Society must be kept at the registered office of the Society or at such place as the Committee may otherwise determine.

Dispute resolution

102. Any grievance by a Member, and any complaint by anyone, is to be lodged by the complainant with the Secretary in writing and must provide such details as are necessary to identify the details of the grievance or complaint. All Members (including the Committee) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Society's activities.
103. The complainant raising a grievance or complaint, and the Committee, must consider and discuss whether a grievance or complaint may best be resolved through informal discussions, mediation or arbitration. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

Winding up

104. The Society may be wound up, or liquidated, or removed from the Register of Incorporated Societies in accordance with the provisions of the Act.
105. The 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 Committee in respect to such notice of motion.
106. 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.
107. If the Society is wound up, or liquidated, or removed from the Register of Incorporated Societies, no distribution shall be made to any Member.
108. On the winding up or liquidation or removal from the Register of Incorporated Societies of the Society, its surplus assets after payment of all debts, costs and liabilities shall be vested in such other not-for-profit or regulatory entity as, in the opinion of the Committee, best promotes the achievement of purposes similar to the objects of the Society.

Alterations to the Rules

109. The Society may amend or replace these Rules at a General Meeting by a resolution passed by a majority of those Members present and voting.

110. At least 7 Clear 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.
111. 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.

Common seal

112. The common seal of the Society must be kept in the custody of a Committee Member
113. The common seal may be affixed to any document by resolution of the Committee, and must be countersigned by two Committee Members.

Contact person

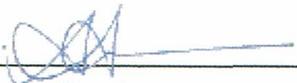
114. The Society's Contact Officer must be:
- (a) At least 18 years of age, and
 - (b) A Committee Member, and
 - (c) At all times be resident in New Zealand, and
 - (d) Not disqualified under the Statute from holding that office.
115. Any change in that Contact Officer or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 25 Clear Days of the Society becoming aware of the change.

Bylaws

116. The Committee from time to time may make and amend bylaws, and policies for the conduct and control of Society activities and codes of conduct applicable to Members, but no such bylaws, policies or codes of conduct applicable to Members shall be inconsistent with the Act, regulations made under the Act, or these Rules.

End

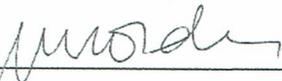
Signed by:



Member Signature

Andréé Atkinson

Member Name



Member Signature

William Moran

Member Name



Member Signature

Ross Pearce

Member Name

Being three members of Youthtown Incorporated