

## CONSTITUTION OF PALMY BID INCORPORATED

Adopted on 10/3/2026 pursuant to the Incorporated Societies Act 2022

This Constitution sets out the purposes, powers, membership, governance and other procedures of the Society. The Constitution is comprised of the Schedule and the Rules, which together form the governing document of the Society.

### SCHEDULE

1	<b>Name of Society</b>	Palmy BID Incorporated
2	<b>Purposes</b>	<p>The purposes of the Society which expressly preclude the pecuniary gain of any Member are as follows:</p> <ul style="list-style-type: none"><li>A. To advocate for and support the business community within the Palmerston North Central precinct, including working with BID Participants, Council, iwi, business associations, government agencies, police, and other stakeholders to promote the safety, wellbeing, heritage, and commercial interests of the city centre.</li><li>B. To promote and encourage the vibrancy and economic development of the city centre, including through marketing, events, beautification, and initiatives that attract trade, visitors, residents, and investment.</li><li>C. To administer and apply Business Improvement District funding and other resources in conjunction with the Council for the benefit of the Targeted Rating Area.</li><li>D. To provide sustainability and support for members, including training opportunities, collaboration, and investment in amenities and property as needed to further the purposes of the Society.</li><li>E. To undertake all things incidental or conducive to the attainment of these purposes, provided that no Member may derive any personal pecuniary benefit except as permitted by the Act and this Constitution.</li></ul>
3	<b>Member Requirements</b>	Membership is open to all BID Participants.
4	<b>BID Participants</b>	<p>BID Participants are:</p> <ul style="list-style-type: none"><li>A. Any Business that is a ratepayer on the Council rating list for a property within the</li></ul>

		<p>Targeted Rating Area and is liable for the Targeted Rate; and</p> <p>B. Any Business that is operating from premises within the Targeted Rating Area; and</p> <p>C. Any other person, company, or organisation approved by the Executive Committee as having a substantial interest in, or connection with, the economic wellbeing of the Targeted Rating Area.</p>
5	<b>Targeted Rating Area</b>	The defined geographical area of the Palmerston North central precinct in respect of which the Palmerston North City Council sets and collects the Business Improvement District Targeted Rate under section 16 of the Local Government (Rating) Act 2002 (or any equivalent legislation), as that area may be determined or amended by the Council from time to time.
6	<b>Registered Office</b>	74 Grey Street, Palmerston North, 4410, New Zealand or such other registered office as the Executive Committee resolves
7	<b>Minimum Number of Committee Members</b>	No fewer than six Committee Members.
8	<b>Maximum Number of Committee Members</b>	No more than eleven Committee Members.
9	<b>Balance Date</b>	30 June in each year
10	<b>AGM Deadline</b>	30 November in each year
11	<b>General Meeting Quorum</b>	No fewer than 10 Members.
12	<b>Dispute Resolution Procedure</b>	Disputes are to be determined in accordance with the final clause in the Rules of this Constitution. The Executive Committee may resolve the matter itself, or refer it to an independent barrister or solicitor, or to mediation or arbitration, as provided for in that Rule.

## RULES

### 1 Definitions and Interpretations

1.1 The definitions set out in the Schedule apply to these Rules and vice versa.

1.2 The following words and phrases have the corresponding meaning:

- a. **Act** means the Incorporated Societies Act 2022
- b. **AGM** means the annual general meeting of the Society required to be held by the AGM Deadline specified in the Schedule.

- c. **Business** means any natural person or body corporate carrying on a trade, profession, occupation, or other commercial or service activity, whether for profit or not.
  - d. **Business Improvement District Programme** means the economic development and place-management programme for the Targeted Rating Area, undertaken in partnership between the Society, the Council, and other stakeholders, to promote, co-ordinate, improve, and develop the city centre, including activities such as marketing, events, safety initiatives, advocacy, beautification and business support.
  - e. **Committee Member** means a person elected or appointed to the Executive Committee under these Rules who has voting rights at meetings of the Executive Committee.
  - f. **Contact Person** means a person appointed by the Executive Committee to be a contact person under section 115 of the Act
  - g. **Council Representative** means a person nominated by the Palmerston North City Council to attend meetings of the Executive Committee as an observer.
  - h. **General Manager** means the person appointed by the Executive Committee, whether as an employee of the Society under a written employment agreement or in a voluntary capacity, to administer and co-ordinate the Business Improvement District Programme and the day-to-day operations of the Society, and to carry out the administrative functions set out in these Rules
  - i. **General Meeting** means an SGM or AGM
  - j. **Executive Committee** means the governing body of the Society responsible for managing its affairs, comprising the Committee Members elected or appointed under these Rules
  - k. **Members** means the persons who are members of the Society in accordance with these Rules and whose names are entered in the Register of Members.
  - l. **Officer** has the meaning given in section 6 of the Incorporated Societies Act 2022 and includes the General Manager.
  - m. **Register of Members** means the register of Members maintained by the General Manager containing the information required by section 74 of the Act
  - n. **Society** means this incorporated society.
  - o. **SGM** means a special general meeting of the Society called in accordance with these Rules.
  - p. **Working Day** means any day in which registered banks are open for trading (but not Saturday or Sunday) in the district in which the Registered Office is located.
- 1.3 The Executive Committee may adopt any reasonable interpretation of these Rules where their meaning is unclear or disputed. Any such interpretation is binding on all Members unless and until overturned by resolution of a General Meeting or by a court of competent jurisdiction.
- 1.4 When reading these Rules:
- a. Headings are for convenience only and do not affect interpretation.

- b. The singular includes the plural and vice versa.

## **2 Name**

- 2.1 The name of the Society is as set out in Item 1 of the Schedule.

## **3 Purposes**

- 3.1 The purposes of the Society are as set out in Item 2 of the Schedule.
- 3.2 The Society must not carry on any activity for the private pecuniary gain of Members.
- 3.3 Private pecuniary gain does not include:

- a. the payment in good faith of reasonable remuneration to any Member or Officer for services actually rendered to the Society;
- b. the reimbursement of expenses properly incurred on behalf of the Society; or
- c. the provision of goods or services to, or by, any Member in the ordinary course of business on arms-length terms.

## **4 Powers**

- 4.1 The Society has the powers of a body corporate under the Act to further its purposes, subject to these Rules and the Act.

## **5 Bylaws**

- 5.1 The Executive Committee may make, amend, or rescind bylaws consistent with these Rules and the Act for the internal management of the Society.
- 5.2 All bylaws must be notified to Members and take effect from the date of notification, unless otherwise specified.

## **6 Membership**

- 6.1 On the date of re-registration of the Society under the Incorporated Societies Act 2022, every person or body who was a Member under the previous constitution of the Society will be deemed to continue to be a Member of the Society if they:
  - a. Meet the Membership Requirements; and
  - b. Have provided the Society with consent in writing to continue as a Member.
- 6.2 The Society must maintain a minimum of ten Members at all times. For the purposes of this requirement, a body corporate counts as three Members, in accordance with the Act.
- 6.3 Membership is open to those who meet the Member Requirements as described in Item 3 of the Schedule and who are approved for membership by the Executive Committee.

- 6.4 Applications must be made in writing, with the applicant's consent, and accompanied by any subscription.
- 6.5 The Executive Committee decides all applications for membership in its sole discretion.
- 6.6 The General Manager must maintain the Register of Members.
- 6.7 Membership ends on resignation, death, expulsion, or, in the case of non-payment of any subscription or levy, on failure to pay within 20 Working Days after written notice of arrears from the Society.
- 6.8 Former Members remain liable for obligations incurred while a Member.

## **7 Expulsion of Members**

- 7.1 The Executive Committee may propose to expel a Member if it determines that the Member has:
- a. breached these Rules; or
  - b. acted in a way seriously inconsistent with the purposes or interests of the Society.
- 7.2 Before a Member is considered expelled, that Member must be given written notice of the proposed expulsion and the reasons for it.
- 7.3 On the giving of written notice, the Member has 20 Working Days from receipt of the notice to invoke the Dispute Resolution Procedure.
- 7.4 If the Member does not invoke the Dispute Resolution Procedure within that period, the expulsion takes effect automatically at the expiry of the 20 Working Days.
- 7.5 If the Member does invoke the Dispute Resolution procedure within that period, the expulsion is suspended until that procedure is concluded. Following the conclusion of the procedure:
- a. if the decision maker upholds the proposed expulsion, the Member is expelled with effect from the date of that decision; or
  - b. if the decision maker does not uphold the expulsion, the Member remains a Member of the Society in good standing.

## **8 Subscriptions and Levies**

- 8.1 Annual subscriptions are set by the AGM. The subscription may be set at nil.
- 8.2 The Executive Committee may impose a levy in any year of up to 50% of the annual subscription without further approval.
- 8.3 Any levy exceeding 50% of the annual subscription must be approved by resolution of a General Meeting.
- 8.4 Subscriptions and levies are payable within 30 days of notice being given to Members or within such longer period as is determined when the subscription or levy is set.

## **9 The Executive Committee**

- 9.1 The Society is managed by the Executive Committee.
- 9.2 The Executive Committee manages the affairs and property of the Society and may fill vacancies until the next AGM.
- 9.3 The Executive Committee may form sub-committees and delegate powers, including to the General Manager in accordance with this constitution.

## **10 Executive Committee Procedures**

- 10.1 The Executive Committee has control of and regulates its own procedures, subject to the requirements of this Constitution and the Act.
- 10.2 A Committee Member with a conflict of interest must declare it and not vote on the matter in which there is a conflict. If half or more of the Committee Members are prevented from voting on a matter due to conflicts, the society must call a Special General Meeting to decide that matter.
- 10.3 The quorum for an Executive Committee meeting is a majority of the Committee Members then in office. No business may be transacted unless a quorum is present.
- 10.4 The Chairperson presides at Executive Committee meetings. If the Chairperson is absent, the Committee Members present must elect one of their number to chair the meeting.
- 10.5 Each Committee Member has one vote. In the event of a tied vote, the Chairperson has a casting vote.
- 10.6 Executive Committee meetings may be held in person, by telephone, by audiovisual link, or by any combination of these methods, provided that all Committee Members participating can hear and be heard by each other.
- 10.7 Written resolutions signed or approved in writing (including by email or other electronic means) by a majority of the Committee Members entitled to vote have the same effect as a resolution passed at a meeting of the Executive Committee.
- 10.8 The Palmerston North City Council may nominate a Council Representative to attend meetings of the Executive Committee. A Council Representative is entitled to receive notices of meetings, to attend and speak at meetings, and to participate in discussion, but is not a Committee Member, does not form part of the quorum, and has no vote.
- 10.9 The General Manager is entitled to attend and speak at meetings of the Executive Committee and to receive meeting papers, but is not a Committee Member, does not form part of the quorum and has no vote.

## **11 Composition of the Executive Committee**

- 11.1 The Executive Committee must at all times have not fewer than six (6) Committee Members, which must include the Chairperson and Treasurer.
- 11.2 Additional Committee Members may serve on the Executive Committee up to the number set out in Item 8 of the Schedule.
- 11.3 If the number of Committee Members falls below the minimum number required under clause 11.1, the Executive Committee may act only for the purpose of:

- a. calling an SGM; or
- b. filling vacancies in Committee Member positions to restore compliance with clause 11.1.

## **12 Appointment and Removal of Committee Members**

12.1 A majority of the Committee Members must be:

- a. Members of the Society; or
- b. representatives of bodies corporate that are Members of the Society.

12.2 Every Committee Member must be eligible to hold office under the Act.

12.3 On adoption of this constitution:

- a. the persons holding office as members of the Executive Committee immediately before re-registration continue in office as Committee Members under this Constitution; and
- b. those Committee Members hold office until the conclusion of the next AGM following re-registration, unless they resign or are removed in accordance with this Constitution.

12.4 Committee Members are elected at each AGM and hold office until the conclusion of the next AGM, unless they resign, are removed, or otherwise cease to hold office earlier.

12.5 The Executive Committee will set all procedures for the election or co-option of Committee Members.

12.6 If the number of Committee Members is below the Maximum Number of Committee Members, the Executive Committee may co-opt such eligible persons to serve as Committee Members until the next AGM, subject to the majority requirements in clause 12.1. However, the positions of Chairperson and Treasurer may only be filled by election at a General Meeting or by appointment under clause 12.10 to fill a vacancy.

12.7 A Committee Member may resign by giving written notice to the Executive Committee.

12.8 Committee Members may be removed from office by:

- a. resolution of an SGM; or
- b. by a two-thirds majority resolution of the Executive Committee.

12.9 A Committee Member ceases to hold office if they:

- a. cease to be a Member of the Society;
- b. become ineligible to be an officer under the Act; or
- c. die.

12.10 A Committee Member must hand over all Society property, funds, and records in their possession when leaving office. No person may be appointed as a Committee Member without first providing written consent to serve in that role.

12.11 Should a Committee Member resign, be removed, or otherwise cease to hold office before the next AGM, the Executive Committee may appoint another eligible Member to fill the vacancy until the next AGM.

### **13 Recommended Slate of Committee Members**

13.1 In advance of each AGM, the Executive Committee may prepare and present to the Members a recommended slate of eligible candidates for election as Committee Members.

13.2 The recommended slate may be voted on collectively, provided that each candidate listed on the slate is individually eligible for appointment as a Committee Member under this Constitution and has consented in writing to being nominated.

13.3 The presentation of a recommended slate does not limit the right of any Member in good standing to nominate alternative eligible candidates for Committee Member positions, whether individually or as part of a competing slate, in accordance with the nomination procedures determined under clause 12.4.

13.4 Where the number of eligible candidates exceeds the number of available Committee Member positions, the candidates must be voted on individually, and those receiving the highest number of votes shall be declared elected until all positions are filled.

### **14 Roles of Committee Members and General Manager**

14.1 The Chairperson:

- a. Chairs General Meetings and Executive Committee meetings.
- b. Provides leadership to the Society and has the right to speak for it.
- c. In respect of Executive Committee meetings, has a casting vote in the event of a tie.

14.2 The Deputy Chairperson:

- a. Supports the Chairperson in carrying out their duties.
- b. Acts as Chairperson when the Chairperson is absent or otherwise unable to perform their role.
- c. Exercises the powers and functions of the Chairperson while acting in that capacity.

14.3 The Treasurer:

- a. Oversees the Society's finances.
- b. Ensures proper accounting records are kept and that payments are properly authorised.
- c. Prepares financial statements for approval by the Executive Committee and presentation to the AGM.

14.4 The General Manager:

- a. Maintains the Register of Members as required by the Act.
- b. Ensures that proper notice is given of meetings.
- c. Keeps minutes of General Meetings and Executive Committee meetings.
- d. Manages the records of the Society.

14.5 All other Committee Members:

- a. Share collective responsibility for managing the affairs of the Society; and
- b. Contribute to decision-making and carry out duties delegated by the Executive Committee.

**15 General Manager - Operational Role and Delegation**

- 15.1 The Executive Committee may appoint a General Manager, either as an employee of the Society or in a voluntary capacity, to administer and co-ordinate the Business Improvement District Programme and the day-to-day operations of the Society, and to carry out the administrative functions set out in clause 14.4.
- 15.2 Where the General Manager is engaged as an employee, the appointment must be on the basis of a written employment agreement that complies with New Zealand employment law.
- 15.3 The Executive Committee may delegate to the General Manager such powers and responsibilities as are necessary for the efficient management of the Society's operations and the Business Improvement District Programme.
- 15.4 The General Manager must report regularly to the Executive Committee on the exercise of delegated powers and the performance of the Society's operations.

**16 Interest Register**

- 16.1 The Society must maintain an interest register recording all disclosures made by Officers of any actual or potential conflict of interest, as required by the Act.
- 16.2 Each Committee Member must, as soon as practicable after becoming aware of the fact, disclose to the Executive Committee any interest they have in a matter being considered by the Executive Committee.
- 16.3 The disclosure must include the nature and extent of the interest and be recorded in the interest register.
- 16.4 The interest register must be available for inspection by any Member on reasonable notice, subject to the redaction of personal contact details or other sensitive information where appropriate.

**17 General Meetings**

- 17.1 The AGM must be held by 30 November following the balance date in Item 9 of the Schedule.
- 17.2 All BID Participants are entitled to attend and speak at General Meetings. Only Members are entitled to vote.

- 17.3 The business to be conducted at an AGM must include:
- a. receiving and approving the annual financial statements;
  - b. whether an auditor or reviewer will be appointed;
  - c. receiving reports from the Executive Committee;
  - d. receiving a summary of disclosures of conflicts of interest made by Committee Members since the last AGM;
  - e. electing the Committee Members; and
  - f. considering any other business properly notified.
- 17.4 An SGM may be called by the Executive Committee or by written request of at least 10% of Members.
- 17.5 At least 10 Working Days' notice must be given of any General Meeting.
- 17.6 Any Member wishing to raise a motion or matter at a General Meeting (other than those initiated by the Executive Committee) must give written notice to the General Manager at least 5 working days before the meeting, so that it can be included in the agenda/notice to members
- 17.7 The quorum for any General Meeting is the General Meeting Quorum set out in Item 11 of the Schedule.
- 17.8 General Meetings will be presided over by the Chairperson or, in the Chairperson's absence, the Deputy Chairperson. If neither the Chairperson nor Deputy Chairperson is present, the Members present must elect a Committee Member to chair the meeting.
- 17.9 The following applies to voting at a General Meeting:
- a. Each Member has one vote;
  - b. The method of voting to be determined by the Committee Member presiding over the General Meeting;
  - c. A tied vote results in the motion not passing;
  - d. Members must exercise their votes personally (including via authorized electronic participation) and not by proxy unless the Executive Committee, in its discretion, allows otherwise.
- 17.10 Minutes must be kept of all General Meetings.
- 17.11 General Meetings may be held by audio-visual link or other electronic means that allow Members to participate effectively.
- 17.12 Written resolutions of Members have the same effect as a resolution passed at a General Meeting provided that:
- a. the proposed resolution has been sent to all Members; and

- b. at least 75% of Members entitled to vote have given written assent to the resolution within 20 working days of its circulation.

17.13 Assent may be given by signed document, email, or other electronic communication accepted by the Executive Committee, and the resolution is effective on the date the required threshold of assent is reached.

## **18 Financial Matters**

18.1 The financial year of the Society ends on the balance date specified in Item 9 of the Schedule.

18.2 All money must be deposited into bank accounts in the Society's name.

18.3 The Executive Committee may invest Society funds in investments authorised under the Act and consistent with the Society's purposes and prudent management.

18.4 Payments must be approved by any two authorised signatories, one of whom must be the Treasurer or General Manager.

18.5 The Executive Committee must keep proper accounting records and prepare financial statements in accordance with the Act.

18.6 The Society's financial statements must be audited or reviewed if required by the Act or by resolution of a General Meeting.

18.7 If not required, the Executive Committee may arrange for an audit or review at its discretion.

18.8 Any auditor or reviewer must be a qualified accountant independent of the Executive Committee.

## **19 Indemnity and Insurance**

19.1 The Society may indemnify and effect insurance for all officers, employees, contractors and volunteers to the extent permitted by the Act. The scope and cost of any insurance must be consistent with prudent management and the Society's funding agreements with the Council.

19.2 The Society expressly authorises indemnity or insurance for Officers in respect of liability (other than criminal liability) for breaches of duties under the Act and the costs of defending or settling proceedings as permitted by section 98.

19.3 No indemnity or insurance may cover criminal liability, bad faith or improper personal gain.

## **20 Contact Person**

20.1 The Executive Committee must appoint at least one and no more than three Contact Persons under the Act, each of whom must be an individual who resides in New Zealand.

20.2 Contact Persons are appointed by a majority vote of the Executive Committee at the first Executive Committee meeting following the AGM, subject to the consent of the appointees.

20.3 A Contact Person may resign by notice in writing to the Executive Committee.

20.4 If a Contact Person resigns or otherwise becomes unable or unwilling to perform the duties of a Contact Person then:

- a. If that person is the sole Contact Person, the Executive Committee must appoint a replacement;
- b. If there are other Contact Persons, the Executive Committee may appoint a replacement in its discretion.

20.5 If the Executive Committee has not appointed a Contact Person, the General Manager is deemed to have been appointed the Contact Person. The term of a Contact Person is one year, and they may be reappointed.

## **21 Registered Office**

21.1 The registered office of the Society is as set out in Item 6 of the Schedule.

21.2 The Executive Committee may change the registered office of the Society by resolution and must promptly notify all Members and the Contact Person of any such change.

## **22 Execution of Documents**

22.1 Contracts and other binding commitments must be in writing and signed by two Committee Members or another authorised person.

22.2 If a common seal is adopted, it must be kept in the custody of the General Manager or another person authorised by the Executive Committee.

22.3 The common seal may be affixed to any document only by authority of a resolution of the Executive Committee, and must be witnessed by at least two Committee Members.

## **23 Alteration of Constitution**

23.1 No addition to or alteration, amendment, or revision of these Rules shall be made except by the vote of a majority of the Members present and voting at a General Meeting.

23.2 No addition to or alteration or revision of the Rules shall be approved if it affects the winding up provisions set out in Rule 24.

23.3 No addition to, deletion from or alteration of the rules may be made which alters the non-profit and District Improvement promoter nature of the organisation or enables any private pecuniary benefit to any members or associates.

23.4 The provisions and effect of this clause 23 should not be removed from this document and shall be included and implied into any document that replaces this document.

## **24 Winding Up**

24.1 The Society may be wound up or liquidated in accordance with the Act.

24.2 Without limiting clause 24.1, the Society may be wound up voluntarily if the Members, at a General Meeting, pass a special resolution requiring the Society to be wound up by a majority of not less than 75% of those Members entitled to vote and voting on the question at each meeting, and that resolution is confirmed at a subsequent General Meeting called together for that purpose and held not earlier than thirty (30) days after the date on which the resolution to be confirmed was passed.

- 24.3 If, upon winding up or dissolution of the Society there remains, after the satisfaction of all costs, debts and liabilities, any property or assets whatsoever, those assets must be given or transferred to one or more organisations having objects substantially similar to the objects of the Society and which are charitable organisations or have tax-exempt status under New Zealand law, as determined by resolution of the Members at the final General Meeting or, if no such resolution is passed, as determined by the liquidator in consultation with the Executive Committee (if still in existence).
- 24.4 Any such organisation must also have rules that prohibit the distribution of its assets on winding up in the same (or substantially similar) manner as is imposed by this Constitution.
- 24.5 If no such organisation exists or no decision is made, the surplus assets must be applied for charitable purposes in New Zealand, as determined by the liquidator.

## **25 Notices**

- 25.1 Every Member must provide the Society with a current email address for the purpose of receiving notices. Each Member must promptly notify the General Manager of any change to that address.
- 25.2 A notice may be given by the Society to any Member either personally, by post to the Member's address recorded in the Register of Members, or by electronic means (including email) to the Member's last notified email address.
- 25.3 A notice sent by post is deemed to have been received three Working Days after posting, provided it is correctly addressed and has sufficient postage.
- 25.4 A notice sent by electronic means is deemed to have been received on the day it is sent, unless sent after 5:00 pm on a Working Day or sent on a day that is not a Working Day, in which case it is deemed to have been received on the next Working Day.
- 25.5 The Society and its Officers are entitled to rely on the last email address notified by the Member as being correct, and non-receipt of notice at that address will not invalidate any proceedings.
- 25.6 The accidental omission to give notice to, or the non-receipt of notice by, any Member does not invalidate the proceedings of any meeting or decision of the Society.

## **26 General Savings**

- 26.1 No act or proceeding of the Society or the Executive Committee is invalid merely because of:
- a. a defect in the appointment or election of any Member or Officer;
  - b. any person acting in any capacity who was not properly appointed or elected, or was disqualified; or
  - c. any accidental irregularity in the convening or conduct of a meeting or in voting that does not affect the substantive decision made.
- 26.2 This clause does not excuse any deliberate breach of the Act or these Rules.

## **27 Dispute Resolution**

- 27.1 This clause applies to any dispute between:

- a. a Member and another Member in their capacity as Members;
  - b. a Member and a Committee Member; or
  - c. a Member and the Society.
- 27.2 A Member raising a dispute must set it out in writing to the Chairperson (or if the Chairperson is a party to the dispute, to the Deputy Chairperson, or if the Deputy Chairperson is also a party, to another Committee Member), who must notify the Executive Committee and the other party.
- 27.3 The Executive Committee (excluding any Committee Member who is a party to the dispute) must ensure that the parties are given:
- a. a fair opportunity to be heard; and
  - b. a decision in writing within a reasonable time.
- 27.4 In dealing with a dispute, the Executive Committee may:
- a. meet with the parties (in person or by audiovisual link);
  - b. refer the matter to a solicitor or barrister of not less than seven years' experience, to act as independent decision-maker (with the costs of such referral to be borne by the Society unless the independent decision-maker determines that one or both parties acted unreasonably or in bad faith, in which case costs may be allocated accordingly);
  - c. refer the matter to mediation or arbitration if the parties agree.
- 27.5 Where the Executive Committee refers the matter for independent determination by a solicitor or barrister, the decision of the appointed person is binding on the parties and the Society.
- 27.6 Otherwise, the Executive Committee's decision is final and binding on the parties, subject to any rights the parties may have under general law, unless the parties agree to refer the dispute to independent mediation or arbitration.
- 27.7 In all cases, the principles of natural justice apply as required by the Act.

*This constitution was adopted at a duly convened special general meeting of the Society at 74 Gray Street, Palmerston North, at 8.00 am. at which it was resolved that the society would re-register under the Incorporated Societies Act 2022.*

*Bernice Adams  
Bleer  
Chairperson*

*Savanna Mabey  
[Signature]  
Treasurer.*