

Constitution of Living Streets Aotearoa Incorporated

(Incorporation Number 1235242) (Charities Services Registration Number CC22064)

Definitions

Consensus - agreement by all members who are involved in making a decision.

Consensus decision-making process - a process that seeks motions that everyone can support by taking account of all concerns regarding any motion. If initially there is not full agreement, members are asked to express their concerns and then efforts are made to address them by changing what is proposed or by explaining how those concerns would be dealt with by the motion. Consensus is achieved if nobody blocks consensus. If consensus is not achieved after reasonable attempts, a vote can be taken. A motion shall require a two-thirds majority to pass unless a Rule specifies a different threshold. Those who do not agree with the decision may choose to have their dissent recorded.

Pedestrians - people on foot and people who use mobility devices to overcome mobility impairments. It also includes children in prams or pushchairs.

Simple majority - more members vote in favour of a motion than vote against the motion.

The Act - the Incorporated Societies Act 2022 and subsequent revisions of it.

Two-thirds majority - at least twice as many members vote in favour of a motion as vote against the motion.

Walking - to move on foot or using a wheeled mobility assistance device to overcome mobility impairments or being pushed in a pram or pushchair.

1. Name

The name of the Society is Living Streets Aotearoa Incorporated (referred to in these Rules as the Society).

2. Objects

The Society is established to:

2.1 Promote the personal and community benefits (including social, health and well-being, environmental and economic benefits) of pedestrian-friendly communities

2.2 Promote walking as the universal means of transport and the most popular form of outdoor recreation

2.3 Promote walking as the most equitable and climate-friendly mode of transport

2.4 Promote walking through public engagement and to relevant authorities

2.5 Educate national, regional and local authorities, drivers, riders, pedestrians, and others on the benefits of walking and the needs of pedestrians

2.6 Promote improved access and conditions for pedestrians

- 2.7 Promote improved signage, maps, wayfinding, and other information for pedestrians
- 2.8 Promote clean, well-managed, well-lit, safe streets, suitable for use by pedestrians by day and by night
- 2.9 Promote greater representation of, and priority for, pedestrian concerns in land use and transport planning
- 2.10 Promote street design that makes streets pleasant, comfortable and safe for pedestrians
- 2.11 Promote walking as a tourist activity
- 2.12 Organise meetings, campaigns, publications and conferences to further the objects of the Society
- 2.13 Support Branches of the Society to achieve these Objects
- 2.14 Cooperate with other groups, locally, nationally and internationally, to further the Objects of the Society, and
- 2.15 Have particular regard for people with special mobility needs, and be inclusive and accessible in the Society's activities.

These Objects specifically exclude the financial gain of members other than in accord with Clauses 15.4 and 15.5.

3. Powers

To further the above charitable Objects, the Society shall have the following powers:

- 3.1 To purchase, lease, hire or otherwise acquire any property
- 3.2 To sell, let, mortgage, hire out or otherwise dispose of or deal with any of the property or assets of the Society
- 3.3 To construct, maintain or alter any buildings or property
- 3.4 To borrow, raise or invest money on such terms as may be thought fit
- 3.5 To enter into or terminate contracts of employment or contracts for services
- 3.6 To enter into or terminate any contract or arrangement with any society, government department, corporation, or other body
- 3.7 To accept and administer any gift, and
- 3.8 To do all such other things that will further the Objects of the Society.

4. Membership

4.1 Subject to their paying the relevant membership fee to the Society and satisfying the Executive Council that they support the Objects of the Society, individuals, families, organisations and community groups will be members of the Society once their names have been entered in the Society's register of members.

4.2 There are six classes of membership of the Society, namely:

- Individual (Waged)

- Individual (Unwaged)
- Family
- Organisation (Corporate and Governmental)
- Community Group (including NGOs and not-for-profits), and
- Honorary.

4.3 Members belonging to each membership class shall have only one vote each at annual and special General Meetings.

4.4 A non-individual member attending a General Meeting of the Society shall delegate one person to represent it at that meeting.

4.5 Honorary membership may be granted by the Executive Council to recognise distinguished service to the Society and to walking. Honorary members shall be granted free membership, and any further such privileges as the Executive Council may from time to time decide.

5. Termination of Membership

5.1 Any member may resign from the Society by submitting a written resignation to the Society's Secretary.

5.2 Any member who has failed to pay the appropriate annual membership fee to the Society by 1 July, being three months after the first day of the financial year on 1 April, shall cease to be a member and will be removed from the register of members.

5.3 If in the opinion of the Executive Council any member has acted in a manner that is harmful to the Society and efforts at dispute resolution carried out in accordance with Clause 16.1 have failed to resolve the matter, that member may be expelled by a two-thirds majority of the Executive Council, provided that:

- a) the Society notifies the member concerned of the proposed expulsion and the reasons for it, and
- b) the member concerned is given an opportunity to be heard by the Executive Council considering the expulsion, and
- c) the expelled member has a right of appeal to a Special General Meeting, exercisable within 20 working days of the Executive Council's decision being notified to the expelled member. The Executive Council shall give notice of the Special General Meeting at which the appeal will be considered in accordance with Clause 8.

6. Membership Fee

6.1 Membership fees for the different classes of membership shall be proposed by the Executive Council and ratified or altered by members present at the Annual General Meeting

6.2 New members who pay the membership fee to the Society on or after 1 January, being three months before the end of the financial year, shall have that payment cover the remainder of that financial year and the subsequent financial year.

7. Branches

7.1 Branches of the Society may be established, with the agreement of the Executive Council, by members of the Society resident in an agreed geographical area to further the Objects of the Society.

7.2 All members of a Branch must be members of the Society.

7.3 Membership of a Branch shall be offered to all Society members resident within the area of the Branch.

7.4 A Branch shall have the power to organise and control the work of the Branch within its defined area, provided that:

- a) matters that are of national significance shall be handled by the Executive Council
- b) matters that concern more than one Branch may be brought to the Executive Council for its consideration
- c) it represents itself as a Branch and not as the Society
- d) it adheres to the Society's Objects and policy
- e) it shall not do anything that brings the Society into disrepute.

7.5 Branches may apply to the Executive Council for funding for specific purposes. The Executive Council will consider such applications and determine whether they are granted and, if so, to what extent.

7.6 Branches shall not have the power to enter into financial obligations beyond the funds under their own control.

8. Notice of General Meetings

8.1 For the Annual General Meeting and any Special General Meetings, the Executive Council shall:

- a) give at least 20 working days' notice of the time and date and means or location of the meeting
- b) state the reasons for calling the meeting
- c) give at least ten working days' notice of all matters on which binding decisions will be made
- d) give instructions for casting votes, and
- e) specify the deadline for submission of motions to be considered at the General Meeting. Such motions include motions nominating members for positions on the Executive Council.

8.2 Proposed motions must name the mover and seconder and, other than for those motions nominating members for positions on the Executive Council, must include a brief explanation of the reason for the motion.

8.3 Proposed motions nominating members for positions on the Executive Council must include a brief biography of the candidate plus a statement by the candidate that the candidate agrees to being nominated and is not disqualified under the Act from being elected.

9. Quorum and Chairing of General Meetings

9.1 The quorum for Annual and Special General Meetings shall be ten members. They may be present in person or remotely using telecommunications technology.

9.2 The President of the Society shall ordinarily chair Annual and Special General Meetings but in that person's absence, the Vice-President shall do so. If neither the President nor the Vice-President is able to chair the meeting, then the Executive Council shall decide who will chair the meeting.

10. Annual General Meeting

10.1 The Annual General Meeting of the Society for each year shall be held not more than five months (31 August) after the end of the Society's financial year (31 March).

10.2 The business of the Annual General Meeting shall include the following:

- a) presenting the annual report
- b) presenting the annual financial accounts
- c) electing the Executive Council
- d) resolving to appoint an auditor or reviewer if required
- e) reporting any disclosures made since the previous Annual General Meeting, and
- f) considering any other business required to be considered under these Rules or that the Annual General Meeting believes should be considered noting that no binding decisions can be made on business of which members have not been given at least ten working days' notice, other than to refer it to the Executive Council for its consideration.

11. Special General Meetings

11.1 The Executive Council may at any time give notice of a Special General Meeting in accordance with Clause 8.1. It must give notice within 20 working days of:

- a) receiving a request from at least ten members specifying each of the motions to be put at the Special General Meeting, or
- b) receiving a request from a person whose membership of the Society the Executive Council has resolved to revoke in accordance with Clause 5.3, or
- c) receiving a request from a person whose membership of the Executive Council has been resolved by the Executive Council to be revoked, in accordance with Clause 13.5, or
- d) passing a motion to wind up the Society in accordance with Clause 18.1.

12. Minutes of General Meetings

12.1 Minutes shall be taken for all Annual General Meetings and Special General Meetings and submitted for approval as correct records of those meetings at the next Annual General Meeting.

13. Executive Council

13.1 The Executive Council and the named positions on it shall be elected at the Annual General Meeting for the period until the subsequent Annual General Meeting and current members of the Executive Council may seek re-election.

13.2 The Executive Council shall comprise the President, the Vice-President, the Secretary, the Treasurer and any other members elected from among eligible members of the Society at the Annual General Meeting or subsequently co-opted. They shall work to achieve the Objects of the Society using the powers vested in them.

13.3 No member of the Executive Council shall hold more than one named position on the Executive Council unless

- a) it is on an acting basis and for no longer than until the next Annual General Meeting, or
- b) one or more of those positions are shared with one or more other Executive Council members.

13.4 The membership of the Executive Council, including co-opted members, shall not exceed ten individuals nor be fewer than four.

13.5 If a member of the Executive Council is considered to have acted in a way that is contrary to Society Objects or policy or is harmful to the Society, and efforts at dispute resolution carried out in accordance with Clause 16.1 have failed to resolve the matter, that person may be removed from office by a two-thirds majority of the rest of the Executive Council provided that:

- a) the Executive Council notifies the member concerned of the proposed removal and the reasons for it
- b) the office holder member concerned is given an opportunity to be heard by the Executive Council considering the expulsion, and
- c) the removed office holder has a right of appeal to a Special General Meeting, exercisable within 20 working days of the Executive Council's decision being notified to the person. The Executive Council shall give notice of the Special General Meeting at which the appeal will be considered in accordance with Clause 8.

13.6 The functions of the Executive Council shall include:

- a) to carry out any motions approved at General Meetings
- b) to develop policy
- c) to keep proper books of account and handle the Society's finances
- d) to keep an up-to-date register of members
- e) to keep an up-to-date register of interests of Executive Council members
- f) to call General Meetings,
- g) to appoint a contact person to liaise with the Incorporated Societies Office, and
- h) to carry out all other aspects of the Society's affairs except those carried out by Branches.

13.7 The Executive Council may co-opt any other members.

13.8 The quorum of Executive Council meetings shall be four.

13.9 The President of the Society shall ordinarily chair meetings of the Executive Council but in that person's absence the Vice-President shall do so. If neither the President nor the Vice-President is able to chair the meeting, then the members of the Executive Council who are present shall elect a chairperson for that meeting.

13.10 The Executive Council may appoint sub-committees to carry out any of its functions. The Executive Council shall determine the powers and reporting requirements of the sub-committee.

14. Decision-making

14.1 Decision-making at all meetings shall be by a consensus decision-making process.

14.2 Voting at a meeting, if it occurs, shall be by a show of hands, whether conducted in-person or on-line.

14.3 The Executive Council may make decisions between scheduled meetings by email when a decision is needed before its next scheduled meeting.

14.4 There shall be no voting by proxy - members must be present at a meeting to vote on any motions being considered at it.

14.5 Every member shall have one vote on each motion. For the avoidance of doubt, this includes members in the Family, Organisation and Group memberships classes - they also have a single vote each. The chairperson does not have a casting vote.

14.6 Voting on nominations for positions on the Executive Council shall be voted on one at a time.

14.7 Only members shall be eligible to vote at any meeting.

15. Control of Funds

15.1 The Executive Council through the Society's Treasurer shall keep proper books of accounts.

15.2 All funds received by or on behalf of the Society shall be paid into one of the Society's bank accounts.

15.3 All expenditure from, or transfers between, any of the Society's accounts shall require authorisation by any two of three persons designated by a resolution of the Executive Council to make such authorisation. Any expenditure of \$5,000 or greater shall require approval by the Executive Council in advance.

15.4 The income and property of the Society shall be applied solely to further the Objects of the Society. No income or property shall be paid or transferred directly or indirectly to members except in accordance with Clause 15.5.

15.5 Clause 15.4 shall not prevent payment of reasonable remuneration or expenses to any member for any services performed or goods obtained by that member for the Society, upon submission by that member of an invoice or receipt in an approved format, or as otherwise specified in a contract or an employment agreement. By prior agreement of the Executive Council, a member may charge for any services carried out by that member where the Society would have had to pay for that service if it were provided by somebody who was not a member. Any such remuneration or expenses paid shall be reasonable and relative to that which would be paid in an arm's-length transaction (being the open-market value).

16. Dispute Resolution

16.1 In the case of any dispute between members of the Society the procedures for resolution of disputes shall be in accordance with the principles and procedures specified in Schedule 2 of the Act.

17. Changes to these Rules

17.1 These Rules may be added to, altered, or rescinded by a resolution of a General Meeting.

17.2 Notice of any proposed addition, alteration, or rescission shall be given in accordance with Clause 8.

17.3 No addition, alteration, or rescission shall derogate from the non-profit or charitable status of the Society. In particular, the provisions and effects of Clauses 15.4 and 15.5 shall not be removed from these Rules.

17.4 Changes to these Rules require at least two-thirds majority support.

18. Liquidation

18.1 The Society may be wound up if an Annual or Special General Meeting passes, with a two-thirds majority, a motion to do so and that resolution is confirmed at a subsequent Special General Meeting in accordance with Clause 18.2.

18.2 The subsequent Special General Meeting referred to in Clause 18.1 must be held no sooner than 20 working days after the meeting at which the first motion to wind up the Society was passed. Confirmation of that resolution to wind up the Society requires a simple majority.

18.3 The Special General Meeting referred to in Clause 18.2 shall, if the original motion to wind up the Society is confirmed, also decide, by simple majority, to which organisations any surplus assets shall be distributed. These organisations must be registered not-for-profit societies or not-for-profit organisations with similar aims to the Society within New Zealand.

18.4 If 18.1 and 18.2 are fulfilled then the Executive Council will appoint and instruct a liquidator to wind up the Society's affairs.