

# Constitution of Havelock Mussel Festival Incorporated

## 1. Name

1.1 The name of the society is Havelock Mussel Festival Incorporated ("the Society").

## 2. Purposes

2.1 The purposes of the Society are:

(a) To promote and celebrate the aquaculture industry, by organising an annual seafood and music festival in Havelock, Marlborough to celebrate, promote and to educate people about the aquaculture industry. Festival as decided by the Committee.

(b) To provide grants to local community organisations for charitable purposes, specifically in local areas where aquaculture marine farming exists. These areas are Rai Valley, Canvastown, Havelock, Okaramio, Linkwater, Kenepuru and Pelorus Sound area, including organisations that provide:

- (i) Emergency rescue services
- (ii) Public amenities and recreational facilities
- (iii) Public works and services
- (iv) Environmental protection
- (v) Animal welfare
- (vi) Health and education services

Grants will be awarded following the process outlined in the Grants Procedure (Section 14); members will not be eligible to apply for grants.

(c) To undertake any activities that support these goals.

2.2 The Society is not established for financial gain.

## 3. Activities limited to New Zealand

3.1 The activities of the Society will be limited to New Zealand.

## **4. Membership**

4.1 The society must always maintain a minimum of 10 active members.

4.2 Membership is open to any person who supports the purposes of the Society.

4.3 To become a member, a person must:

- (a) Complete an application form; and
- (b) Supply any other information the Committee requires.

4.4 The Committee may interview the applicant when considering the application.

4.5 The Committee shall have complete discretion when it decides whether to allow an applicant to become a member. The Committee shall advise the applicant of its decision, and that decision shall be final.

## **5. Register of Members**

5.1 The Secretary shall keep an up-to-date register of members.

5.2 The register must contain members' names, postal and email addresses, phone numbers, and the dates they became members.

5.3 Members shall provide the Secretary with their contact details and promptly advise of any changes.

## **6. Cessation of Membership**

6.1 Any member may resign by giving written notice to the Secretary.

6.2 A member shall cease to be a member if they:

- (a) Die; or
- (b) Are convicted of an indictable offence; or
- (c) Do not pay any required membership fees within three months of the due date.

6.3 The Committee may terminate a person's membership if:

- (a) The Committee is reasonably satisfied the member has failed to comply with these Rules; or
- (b) The Committee is reasonably satisfied the member has acted in a manner inconsistent with the purposes of the Society.

6.4 Before the Committee terminates a membership:

- (a) The Committee must give the member at least 14 days' written notice of the proposed termination, including the reasons.
- (b) The member has the right to be heard at a committee meeting before the decision is made.
- (c) The Committee must consider any written statement provided by the member.

6.5 When membership ends, the Secretary will remove the member's name from the register of members.

## **7. Obligations of Members**

7.1 All members shall:

- (a) Promote the purposes of the Society.
- (b) Do nothing to bring the Society into disrepute.
- (c) Pay any membership fees set by the Society.
- (d) No member has the right to take ownership of any property.

## **8. Committee**

8.1 The Society shall have a managing committee ("the Committee") comprising:

- (a) A Chairperson.
- (b) A Deputy Chairperson.
- (c) A Secretary.
- (d) A Treasurer; and
- (e) At least two and not more than six other members.

8.2 Only members of the Society may be Committee members.

8.3 Committee members shall be elected at the Annual General Meeting, except as provided in Rule 8.4.

8.4 If a vacancy on the Committee occurs between Annual General Meetings, that vacancy shall be filled by resolution of the Committee.

8.5 Committee members will serve a term of 12 months from the date of election at the Annual General Meeting.

8.6 Specific roles within the committee will be appointed at the first committee meeting after the Annual General Meeting. Committee members will self-nominate for each role and if more than one nomination is received for one role, a vote will take place.

8.7 Once the committee is in place, up to three contact persons will be nominated as official contacts for the society, this will be done by way of self-nomination. In the unlikely situation there are more than three nominations a vote will take place.

## **9. Nomination of Committee Members**

9.1 Nominations for Committee members shall be called for at least 28 days before an Annual General Meeting.

9.2 Nominations must:

- (a) Be in writing.
- (b) Be signed by a member and the nominee.
- (c) Be delivered to the Secretary at least 14 days before the Annual General Meeting.

9.3 If there are insufficient nominations to fill all vacancies, oral nominations may be accepted at the Annual General Meeting.

9.4 Retiring Committee members shall be eligible for re-election.

## 10. Role of the Committee

10.1 The Committee's role, subject to the Society's rules, includes:

- (a) Administering, managing, and overseeing the Society.
- (b) Pursuing the Society's purposes, utilising funds or assets as needed.
- (c) Managing the Society's finances, including approving annual financial statements for presentation at the Annual General Meeting.
- (d) Establishing accounting policies that align with generally accepted accounting practices.
- (e) Delegating responsibilities and co-opting members when necessary.
- (f) Ensuring all members adhere to the rules.
- (g) Determining membership processes, including how individuals join or leave the Society.
- (h) Scheduling meetings, setting their times, dates, and agendas.
- (i) Establishing procedures for handling complaints.
- (j) Setting membership fees, including subscriptions and levies.
- (k) Creating regulations.

10.2 The Committee holds all the powers of the Society, except where restricted by these Rules or a majority decision of the Society.

10.3 The Committee's decisions are binding on the Society unless restricted by these Rules or a majority decision of the Society.

## 11. Committee Meetings

Meetings can be attended either in person or virtually via a platform such as Teams or Zoom, virtual meeting links should be made available for each meeting date.

11.1 Scheduling of Meetings

- (a) The Committee will meet as often as required to fulfil its responsibilities, with a minimum of four meetings per year.
- (b) The Chairperson, or a majority of Committee members, may call a meeting by providing at least fourteen days' notice to all members.

11.2 Notice of Meetings

- (a) Notice of each meeting must include the date, time, location (or online platform), and a draft agenda.
- (b) Additional agenda items may be proposed by any member up to five days before the meeting.

11.3 Quorum

- (a) A quorum for Committee meetings is a minimum of half the committee, including at least one officer (e.g., Chairperson, Secretary, or Treasurer).
- (b) If a quorum is not present within thirty minutes of the scheduled start time, the meeting will be adjourned and rescheduled.

11.4 Meeting Conduct

- (a) The Chairperson will preside over meetings. In the absence of the Chairperson, the members present will appoint an acting Chairperson.
- (b) Discussions should remain respectful and focused on the agenda.

(c) Decisions will be made by a majority vote of those present, with each Committee member entitled to one vote.

(d) In the case of a tie, the Chairperson will have a casting vote.

#### 11.5 Minutes

(a) The Secretary will record the minutes of each meeting, including decisions, actions, and those responsible for implementation.

(b) Draft minutes will be circulated to all members within seven days of the meeting for review.

(c) Minutes will be approved at the following meeting and kept as a permanent record.

#### 11.6 Confidentiality

(a) Committee members must respect the confidentiality of discussions and decisions unless disclosure is authorised.

#### 11.7 Attendance

(a) Members are expected to attend all meetings or provide advance notice if unable to attend.

(b) Persistent absences may result in review by the Committee.

#### 11.8 Special Meetings

(a) Special meetings may be convened to address urgent matters.

(b) Notice requirements for special meetings may be waived with the consent of all Committee members.

#### 11.9 Adjournments

(a) The Chairperson may adjourn a meeting with the agreement of the majority of members present.

(b) Adjourned meetings must be rescheduled with proper notice to all members.

#### 11.10 Amendments to Procedure

(a) This procedure may be amended by a majority vote of the Committee, subject to the Society's rules.

## 12. General Meetings

12.1 A General Meeting is either an Annual General Meeting or a Special General Meeting.

### 12.2 Purpose of Meetings

- (a) AGMs are held annually to review the Society's activities, present financial statements, and address governance matters.
- (b) SGMs are called to address urgent or specific matters requiring member input.

### 12.3 Scheduling and Notification

#### (a) AGMs:

- (i) The AGM must be held within five months of the end of the financial year.
- (ii) Members must receive at least fourteen days' written notice, including the date, time, location, and agenda.

#### (b) SGMs:

- (i) An SGM may be called by the Committee or upon receiving a written request signed by at least 50% of its members.
- (ii) Members must receive at least seven days' notice, specifying the purpose of the meeting and agenda.

### 12.4 Quorum

- (a) A quorum for both AGMs and SGMs is five members or 50% of the membership, whichever is greater.
- (b) If a quorum is not present within 30 minutes of the scheduled start time, the meeting will be adjourned and rescheduled.

### 12.5 Meeting Agenda

#### (a) AGMs:

- Welcome and opening by the Chairperson.
- Apologies for absence.
- Confirmation of minutes from the previous AGM.
- Presentation of the annual report by the Chairperson.
- Presentation of the financial statements by the Treasurer.
- Election of Committee members (if applicable).
- Consideration of any motions or proposed rule changes.
- General business and member questions.
- Closing remarks and adjournment.

#### (b) SGMs:

- Focus on the specific matter(s) outlined in the notice of the meeting.

### 12.6 Submission of Motions

- (a) Members may submit motions for discussion at AGMs by providing written notice to the Secretary at least seven days before the meeting.
- (b) Motions for SGMs must relate directly to the stated purpose of the meeting.

## 12.7 Voting

- (a) Decisions are made by a majority vote of members present, unless otherwise specified by the Society's rules.
- (b) Each member has one vote, with the Chairperson holding a casting vote in the event of a tie.
- (c) Voting may be conducted by a show of hands, secret ballot, or other agreed method.

## 12.8 Minutes

- (a) The Secretary will record the minutes of AGMs and SGMs, including attendance, decisions, and any actions to be taken.
- (b) Draft minutes will be circulated to members within seven days for review.
- (c) Minutes will be confirmed at the next AGM or SGM and kept as a permanent record.

## 12.9 Conduct of Meetings

- (a) The Chairperson will preside over the meeting. If unavailable, another officer or member will be appointed to chair the meeting.
- (b) Discussions must remain respectful and relevant to the agenda.
- (c) Members may raise questions or make comments during designated agenda items.

## 12.10 Adjournments

- (a) The Chairperson may adjourn the meeting with the agreement of the majority of members present.
- (b) Adjourned meetings must be rescheduled with proper notice provided to all members.

## 12.11 Amendments to Process

- (a) This process may be amended by a majority vote at an AGM or SGM, in accordance with the Society's rules.

## 13. Financial Procedure

### 13.1 Purpose

This procedure ensures the Society's financial activities are managed responsibly, transparently, and in alignment with its purposes and rules.

### 13.2 Financial Oversight

- (a) The Committee is responsible for overseeing the Society's financial affairs, ensuring compliance with legal and regulatory requirements.
- (b) The Treasurer will maintain accurate records of all financial transactions and report to the Committee regularly.

### 13.3 Bank Accounts

- (a) The Society will maintain bank accounts in its name.
- (b) All accounts will require at least two signatories for withdrawals, including at least one Committee member.
- (c) Signatories will be appointed by the Committee and reviewed annually.

### 13.4 Financial Transactions

- (a) All payments and receipts must be supported by appropriate documentation, such as invoices, receipts, or contracts.
- (b) Payment of Approved Accounts
  - Approved accounts will be paid on the 20th day of the month following receipt, unless the account is being queried, or payment is needed sooner.
  - The close-off date for processing accounts is the 5th day of the month in which payment is to be made.
- (c) Approving Creditors' Invoices
  - All creditors' invoices will be entered into Xero, saved, and submitted for approval.
  - Once saved in Xero, the invoice will be sent to Approval Max, Committee members will be notified of a pending approval via email.
  - Committee members will log into Approval Max, review the invoice details, then approve the invoice if satisfied.
  - Once two Committee members approve the invoice, the invoice will be pushed back into Xero as approved and marked as awaiting payment. Each approval is time/date stamped with the approver's details for audit purposes.
- (d) Payment Process
  - The Treasurer, as an approved bank account signatory, will load the awaiting payments into the bank for payment and complete the first approval in the bank account.
  - Another approved Committee member then logs into the bank account and release the payment.



### 13.5 Budgeting and Expenditure

- (a) The treasurer will prepare an annual budget to guide spending and ensure alignment with the Society's purposes. This budget will be approved by the committee, then entered into Xero.
- (b) Expenditure outside the approved budget must be approved by the Committee.
- (c) The Society's funds will only be used for activities that further its purposes.

### 13.6 Income Management

- (a) The Treasurer will record all income sources, including donations, grants, membership fees, and event revenues.
- (c) Restricted funds (e.g., grants for specific projects) will be used only for their intended purposes.

### 13.7 Financial Reporting

- (a) The Treasurer will prepare monthly financial reports for Committee meetings, including income, expenditure, and account balances.
- (b) An annual financial statement will be prepared and presented to members at the Annual General Meeting.
- (c) Financial reports will comply with generally accepted accounting practices.

### 13.8 Audit and Review

- (a) The Committee may appoint an independent reviewer annually to review the Society's financial records.
- (b) The reviewer's report will be presented at the AGM.

### 13.9 Reserves and Investments

- (a) The Society may establish a reserve fund to ensure financial stability.
- (b) Any investments must be approved by the Committee and align with the Society's purposes and risk tolerance.

### 13.10 Reimbursement of Expenses

- (a) Members may be reimbursed for reasonable expenses incurred on behalf of the Society, with prior approval from the Committee.
- (b) Expense claims must be supported by receipts and submitted within ten days of the expense being incurred.

### 13.11 Membership Fees (if applicable)

- (a) Membership fees, subscriptions, or levies will be set annually by the Committee.
- (b) Fees must be paid by the due date specified.
- (c) Members who fail to pay their fees may have their membership suspended or terminated.

### 13.12 Handling Financial Misconduct

- (a) Any suspected financial misconduct must be reported to the Committee immediately.
- (b) The Committee will investigate and take appropriate action, which may include notifying relevant authorities.

### 13.13 Amendments to Procedure

- (a) This finance procedure may be amended by a majority vote of the Committee, subject to the Society's rules.

### 13.14 Record Keeping

- (a) Financial records, including receipts, invoices, and reports, must be retained for at least seven years.
- (b) Records will be stored securely and made available for inspection by authorised individuals.
- (c) Xero will be used for all record keeping.

## 14 Grants procedure

The grant process is at the discretion of the committee, a grants process is only possible if the festival has made a profit, that profit is then used for community grants.

A grant process may be triggered if the festival returns a profit of over \$50,000 after all bills and taxes have been paid.

Any profit over \$50,000, is available to be used for community grants, profits of under \$50,000 should be held in reserve as a contingency fund for the festival.

#### 14.1 Purpose

If the festival committee trigger a grant round, this procedure outlines the process for awarding grants to community organisations in a transparent, fair, and consistent manner, in alignment with the Society's purposes and goals.

#### 14.2 Eligibility Criteria

- (a) To be eligible for a grant, the organisation must:
  - Be based in the Rai, Canvastown, Havelock, Okaramio, Linkwater, Kenepuru, or Pelorus Sound area.
  - Be a registered charity or a non-profit organization providing services aligned with the Society's purposes (e.g., emergency services, public works, environmental protection, etc.).
- (b) Grants may not be awarded to individuals or for-profit organisations.

#### 14.3 Grant Application Process

- (a) Notification that the grant process is open will be advertised in local print media, local newsletters, the festival website, Facebook and Instagram.
- (b) Applications for grants must be submitted via the Havelock Mussel Festival website (<https://www.havelockmusselfestival.co.nz/grants/>) with all mandatory fields completed.

#### 14.4 Evaluation of Applications

- (a) The Committee will review all applications in line with the Society's priorities and available funds.
- (b) Each application will be assessed based on the following criteria:
  - Alignment with the Society's purposes.
  - The community benefit and impact of the project.
  - Financial need and transparency in the budget.
  - The organisation's capacity to carry out the project.
- (c) The Committee may request additional information or clarification from the applicant before making a decision.

#### 14.5 Grant Approval

- (a) The Committee will meet regularly to review and approve grant applications.
- (b) Decisions will be made based on the evaluation criteria and the available budget.
- (c) The Committee will inform successful applicants in writing, specifying the grant amount and any conditions attached to the funding. This will include an invite to the AGM where the grant will be publicly announced.
- (d) If the application is unsuccessful, the applicant will be notified, with feedback provided where possible.

#### 14.6 Disbursement of Funds

- (a) Approved grants will be paid in one lump sum or in instalments, depending on the nature of the project and the agreement with the applicant.
- (b) The Treasurer will handle the disbursement of funds, ensuring compliance with the terms of the grant agreement.

#### 14.7 Reporting & Accountability

- (a) Successful applicants must provide a progress report and financial statement, detailing how the funds were used and the outcomes of the project.
- (b) The reporting requirements will be specified in the grant agreement, typically due within twelve months of receiving the grant.
- (c) If the project is ongoing, interim reports may be requested.
- (d) The Society reserves the right to request a refund or take other action if the funds are not used in accordance with the terms of the grant.

#### 14.8 Review and Monitoring

- (a) The Committee will review all awarded grants annually to ensure funds are being used appropriately and to evaluate the impact on the community.
- (b) If necessary, the Committee may conduct site visits or request additional documentation from the grant recipients.

#### 14.9 Grant Conditions

- (a) Grants may be awarded with specific conditions, such as:
  - A requirement for the recipient to acknowledge the Society's support in promotional materials or reports.

- Regular progress updates and financial reports.

(b) The Committee may impose additional conditions based on the specific nature of the grant

#### 14.10 Amendments to Procedure

(a) This grant awarding procedure may be amended by the Committee as needed to ensure fairness and alignment with the Society's goals.

At the discretion of the committee a grants round may be triggered if the festival has made less than a \$50,000 profit in a year based on extenuating circumstances.

\*Management for this procedure can be found in our Financial Policy & Procedure document.

### **15 Support of community groups**

Outside of the Grants process, the Havelock Mussel Festival Incorporated is committed to helping and supporting as many local organisations as possible through the festival, this includes but is not limited to:

- Local Not for Profit groups
- School groups
- Sports groups
- Community groups

During the festival we are committed to engaging these groups to work as volunteers during the event so we can return a donation to their cause.

## 16. Complaints Procedure

### 16.1 Purpose

This procedure provides a clear process for handling complaints in a fair, transparent, and timely manner, ensuring they are addressed constructively and in alignment with the Society's rules and values.

### 16.2 Scope

This procedure applies to complaints involving:

- (a) Members of the Society
- (b) The Committee or its decisions
- (c) Activities or actions undertaken by the Society.
- (d) Complaints related to unlawful conduct may be referred directly to relevant authorities.

### 16.3 Submitting a Complaint

(a) Complaints must be submitted in writing to the Secretary (or another designated Committee member if the complaint involves the Secretary).

(b) The written complaint should include:

- The complainant's name and contact information.
- Details of the incident or issue, including dates, locations, and individuals involved.
- Supporting evidence, if available.
- The desired resolution or outcome.

### 16.4 Acknowledgment of Complaint

(a) The Secretary (or designated Committee member) will acknowledge receipt of the complaint in writing within 3 days.

(b) The acknowledgment will outline the next steps and expected timeframe for resolution.

### 16.5 Initial Assessment

(a) The Committee will review the complaint to determine its validity and whether it falls within the Society's scope to address.

(b) If the complaint is outside the Society's scope, the complainant will be notified with an explanation.

### 16.6 Investigation

(a) The Committee will appoint a panel of three members to investigate the complaint, ensuring impartiality and confidentiality.

(b) The investigation may involve:

- Gathering additional information from the complainant and others involved.
- Reviewing relevant documents or evidence.

(c) All parties will be given an opportunity to present their perspectives.

## 16.7 Resolution

(a) The Committee will decide on an appropriate resolution based on the investigation findings.

Possible outcomes include:

- No action (if the complaint is unfounded or outside the Society's scope).
- Mediation or conflict resolution between parties.
- Issuing a warning or directive to a member.
- Suspension or termination of membership, in line with the Society's rules.

(b) The complainant will be informed in writing of the decision and the reasons for it within fourteen days of the resolution.

## 16.8 Appeals

(a) If the complainant is dissatisfied with the resolution, they may submit a written appeal to the Committee within fourteen days of receiving the decision.

(b) The appeal will be reviewed by a different panel of Committee members or an external mediator, if deemed appropriate.

(c) The decision on the appeal will be final.

## 16.9 Confidentiality

(a) All complaints and related communications will be handled with strict confidentiality.

(b) Information will only be shared on a need-to-know basis with those involved in resolving the complaint.

## 16.10 Record Keeping

(a) The Secretary will maintain a secure record of all complaints, investigations, and resolutions.

(b) Records will be retained for seven years and reviewed periodically to identify patterns or areas for improvement.

## 16.11 Review of Procedure

(a) This complaints procedure will be reviewed annually by the Committee to ensure it remains effective and aligned with the Society's needs.

# 17. Common Seal

17.1 The Committee shall provide a common seal for the Society and may from time to time replace it with a new one.

17.2 The Secretary shall have custody of the common seal, which shall only be used by the authority of the Committee. Every document to which the common seal is affixed shall be signed by the Chairperson and countersigned by the Secretary or a member of the Committee.

## 18. Altering the Rules

18.1 The Society may alter or replace these Rules at a General Meeting by a resolution passed by a two-thirds majority of those members present and voting.

18.2 Any proposed motion to amend or replace these rules shall be signed by at least 50% of eligible members and given in writing to the Secretary at least 28 days before the General Meeting at which the motion is to be considered and accompanied by a written explanation of the reasons for the proposal.

18.3 At least 14 days before the General Meeting at which any rule change is to be considered the Secretary shall give to all members written notice of the proposed motion, the reasons for the proposal, and any recommendations the Committee has.

18.4 When a rule change is approved by a General Meeting no rule change shall take effect until the Secretary has filed the changes with the Registrar of Incorporated Societies.

## 19. Winding up

19.1 If the Society is wound up:

- (a) The Society's debts, costs and liabilities shall be paid.
- (b) Surplus Money and Other Assets of the Society may be disposed of:
  - (i) By resolution; or
  - (ii) According to the provisions in the Incorporated Societies Act 2022; but
- (c) No distribution may be made to any member.
- (d) The surplus Money and Other Assets shall be equally distributed to:
  - Marine Farming Association Incorporated; The Marine Farming Association is a regional industry body representing aquaculture interests in the top of the South Island of New Zealand (Te Taihū).  
Its objective is to promote, foster, advance, encourage, aid and develop the rights and interests of its members, and the marine farming industry in general.
  - Seafood Sector Support Network Trust t/a FirstMate New Zealand  
The Trusts principal objects are:
    - (a) the advancement of education.
    - (b) the relief of poverty.
    - (c) the improvement of wellbeing and resilience; and
    - (d) the general benefit of coastal communities,by promoting, facilitating and providing support and assistance to those working in, or associated with, the seafood industry, and their whānau, with respect to adverse and emergency events and stress and distress caused by personal and financial circumstances and the operating and natural environment.