

Whangarei Film Society Incorporated

Rules and Constitution

THE SOCIETY:

1.0 Name

1.1. The name of the society is the **Whangarei Film Society Incorporated** (Hereinafter, "WFS" or "the society").

1.2. The society is constituted by a resolution dated 1st July, 2003

2.0. Registered office

2.1. The Registered Office of WFS is 14 Hassard St Kensington, Whangarei, 0112

2.2. The Registered Charity Commission Number of WFS is CC 25963

2.3 The NZBN for WFS is 9429 0431 08435

2.4 The IRD ID for WFS is 100 167 956

2.5 The address for electronic communication is secretary@whangareifilmsociety.org

3.0. Purposes of the Society

The purposes of the society are to:

- a) Facilitate the promotion and exhibition of films and documentaries for the local community other than for financial gain;
- b) Foster, encourage and promote the appreciation and understanding of films within its membership and the wider public;
- c) Collaborate with individuals or institutions that the society considers may further its purposes or be of benefit to the society or the community;
- d) Make its resources available to members or organisations where the committee agrees that it may further the objectives of the society, individual or group.
- e) Do anything necessary or helpful to further the above purposes.

3.1 Pecuniary gain is not a purpose of the Society;

4.0. Tikanga / Culture

The tikanga or culture of WFS is as follows:

To be supportive and welcoming of all people who have an interest in furthering the experiences promoted by the Society and these rules shall be interpreted as having regard to that tikanga or culture.

MANAGEMENT OF THE SOCIETY:

5.0. Managing Committee

5.1. WFS shall have a managing committee ("the committee"), comprising the following volunteer officers and members; Chairperson, Secretary, Treasurer and such other members as the society may decide;

5.2. Only members of WFS may be committee members;

5.3. There shall be a minimum of three committee members, in addition to the officers;

5.4. At a WFS AGM, members in attendance may decide by majority vote;

- How large the committee will be;
- Who shall be the officers of the society;

5.5 The term of office for a committee member is not limited so long as they fulfil their role in accordance with the rules of the constitution.

6.0. Nomination and appointment of Committee members

6.1. Members of the committee shall be elected by a majority of those members present;

6.2. Nominations for committee members may be received by the secretary in writing where the nominee, the proposer and seconder have signed a written nomination up to 14 days prior to the Annual General Meeting. By signing the nomination, the nominee gives their permission for their name to be considered for committee membership;

6.3. Retiring committee members shall be eligible for re-election.

6.4. If the position of any officer or committee member becomes vacant between Annual General Meetings, the committee may appoint another committee member to fill that vacancy until the next Annual General Meeting.

6.5. If any officer or committee member is absent from three consecutive meetings without leave of absence, the Chairperson may declare that person's position to be vacant.

Qualification of Committee members

Prior to election or appointment, every committee member must consent to be a committee member and certify that they are not disqualified from being appointed or holding office as a committee member by these rules or by information contained in the Companies, Incorporated Societies or Charity Acts.

Persons seeking to become a committee member must have been a financial member of the Whangarei Film Society for no less than six months.

The following persons shall be disqualified from being appointed or holding office as a committee member:

- a person under 16 years of age;
- a person who is an undischarged bankrupt;
- a person who is prohibited from being a director or promoter of, or being concerned with 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;
- 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;
- a person who is disqualified from being a member of the committee of a charitable entity under section 36c of the Charities Act 2005.
- a person who has been convicted of an offence as described under section 4(c) of The Incorporated Societies Act 2022
- a person who is subject to the orders as outlined in section 47 (f) of The Incorporated Societies Act 2022

7.0. Role of the Committee

7.1. Subject to the WFS rules, ("The Rules"), the role of the committee shall be to:

- Administer, manage, and control the activities of the society;
- Facilitate the purposes of the society, and use money or other assets to do so;
- Appoint a suitably qualified accountant to review the society's accounts in preparation for the Annual General Meeting;

- Manage the society's financial affairs, including approving the annual financial statements for presentation to the members at the Annual General Meetings;
- Set accounting policies in line with generally accepted accounting practices;
- Delegate responsibility and co-opt members where necessary;
- Ensure that all members follow the rules;
- Decide how a person becomes a member, and how a person stops being a member;
- Decide the times and dates for meetings, and set the agenda for meetings;
- Manage the procedures for dealing with complaints;
- Set membership fees, including subscriptions and levies;
- Make regulations.

7.2. The committee has all of the powers of the society, unless the committee's power is limited by these rules, or by a majority decision of the members of the society.

7.3. All decisions of the committee shall be by a majority vote. In the event of an equal vote, the Chairperson (or their nominee) shall have a casting vote, that is, a second vote.

7.4. Decisions of the Committee bind the society, unless the Committee's power is limited by these rules.

7.5 The committee will elect one member to be the contact person for members and the general public.

7.6 The committee will elect a member to be the contact person who will handle notifications to and enquiries from the Registrar.

8.0. Roles of Committee members

8.1. The Chairperson shall be responsible for:

- Ensuring that the rules are followed;
- Convening meetings and establishing whether or not a quorum (half of the Committee) is present;
- Chairing meetings, deciding who may speak and when;
- Overseeing the operation of the society;
- Providing a report on the operations of the society at each Annual General Meeting;
- Managing the society's calendar of events in collaboration with the Committee;
- Managing the selection of films for screening.

8.2. The Secretary shall be responsible for:

- Recording the minutes of meetings;
- Keeping the Register of Members;
- Holding and managing the society's records, and documents;
- Receiving and replying to correspondence as required by the Committee;
- Forwarding the annual financial statements of the society to the Registrar of Incorporated Societies upon approval by members at an Annual General Meeting;
- Updating society documents as required.

8.3. The Treasurer shall be responsible for:

- Keeping proper accounting records of the Society's financial transactions to allow the society's financial position to be readily ascertained;

- Liaising with the appointed reviewer in order to prepare annual financial statements for presentation at each Annual General Meeting. These statements should be prepared in accordance with the society's accounting policies;
- Providing a financial report at each Annual General Meeting;
- Providing financial information to the committee as the committee determines;
- Managing and operating the accounts in collaboration with the society's financial reviewer;
- Informing committee members of the transactions and account balances at each meeting of the Committee;
- Ensuring that accounts are paid in a timely manner
- Maintaining the society's bank account and ensuring all monies paid to the society are paid into the society's bank account in a timely manner;
- Providing a financial report to the committee at each committee meeting.

9.0. Cessation of Committee membership

9.1. A person ceases to be a committee member when:

- They resign by giving written notice to the committee;
- They are removed by majority vote of WFS members at a WFS special meeting;
- They are deceased.

9.2. If a person ceases to be a committee member, that person (or their representative) shall, within one month, return all WFS documents and/or property that they have held.

10.0. Committee meetings

10.1. Committee meetings may be held via video or telephone conference, or other formats as the committee may decide;

10.2. No committee meeting may be held unless a quorum (that being four) of committee members are in physical or electronic attendance;

10.3. The Chairperson shall chair committee meetings, or in their absence, the committee may elect a committee member to chair that meeting; this person is referred to as 'their nominee'.

10.4. Decisions of the committee shall be by majority vote;

10.5. The Chairperson (or their nominee) shall have a casting vote, that is, a second vote, should it be required;

10.6. Only Committee members present at a committee meeting (in person or by electronic means) may vote at that committee meeting;

10.7. Subject to these rules, the committee may regulate its own practices and has the authority to pass written resolutions (by unanimous vote) in lieu of a special meeting ;

10.8. The Chairperson (or their nominee) may adjourn a meeting if necessary.

10.9. The Secretary will keep minutes of each meeting and distribute those minutes at a later date to gain approval by the other members that the minutes taken are a true and accurate record of events;

10.10. The committee may not pass written resolutions unless it is at a committee meeting with a quorum.

10.11. Adjourned meetings

- If, within half an hour after the time appointed, a quorum is not present, the meeting shall be dissolved;

- In any other case it shall stand adjourned to a day, time, format and place determined by the Chairperson or their nominee;
- If, at such adjourned meeting a quorum is still not present, the meeting shall be dissolved without further adjournments;
- The Chairperson or their nominee may, with the consent of any society meeting, adjourn the same from time to time and from place to place. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

11.0. Society membership

All people in Aotearoa New Zealand are eligible to be members of the Society when they complete the membership form and pay any entrance fee or membership fee that has been set at a general meeting.

All financial members are entitled to a copy of these rules on application to the Secretary.

11.1. Types of Members

11.2. Membership may comprise different classes of membership as decided by the society;

11.3. Members shall have the rights and responsibilities set out in these rules;

11.4. Classes of Membership:

Membership classes of the society shall be:

i. Individual Member;

This class is for members who want to view films at a discounted rate.

ii. Associate Member;

This class is for members who want to view films without signing up for membership. It allows them to view films on a casual basis at their discretion. Associate members pay \$5 extra as an Associate Membership fee, per film.

iii. Honorary Life Member;

This membership may be conferred upon any person (whether a member of the society or not), who, in the opinion of the society, has rendered especially meritorious service to the society. It shall serve as a mark of the society's respect and appreciation of service;

Honorary Life Members shall enjoy all the rights and privileges of other members of the society and be subject to the rules governing the society. They shall not be liable for a subscription and may view films free of charge.

Individuals wishing to become members must:

- a) complete the first time membership form, either using the online form downloadable from the society's web site (www.whangareifilmsociety.org) or, complete a printed version of the form available from the secretary and return it;
- b) supply any other information the committee requires;
- c) Pay the current membership fee as set by the Committee.
- d) The committee shall have complete discretion to decide whether or not an applicant may be accepted as a member. The committee shall advise the applicant of its decision and that decision shall be final;

- e) Acceptance of membership and payment of the annual subscription signifies that the applicant gives their permission for them to become members of the society;

Upon acceptance, and once the annual subscription is paid, the individual shall be entitled to:

- a) have access to preferential ticket prices for any WFS screening during the period of their membership;
- b) receive the society's newsletter.

11.5. Should a member's details change, the member is responsible for informing the secretary so that the register can be updated;

11.6. Persons included in the register are considered to have given their permission to be members of the society.

12.0. Register of members

12.1. The secretary shall keep a Register of Members ("the register"), which shall contain the names and contact details of all financial members and other relevant details.

12.2. Each member shall provide such other details as the Society requires;

12.3. Any request for information about a member shall be guided by the principles of The Privacy Act 2020 Part 3, Subpart 1 Information Privacy Principles.

13.0. Cessation of membership

13.1. A person ceases to be a member:

- on death; or
- A member may resign by giving written notice to the secretary at any time; or
- on termination of a member's membership by the Committee following a dispute resolution process under these rules: or
- if they fail to pay the annual subscription fee within the time frame set by the committee.

13.2. Disputes, Complaints and Grievance Procedure:

The society shall maintain a Grievance Procedure and a Code of Conduct (Refer to Appendix A) designed to guide the Committee in the case of a complaint or dispute by an individual or group.

The procedures outlined in these documents shall be consistent with sections 38 to 44 and Schedule 2 of the Incorporated Societies Act 2022 and shall follow the guidelines in respect to natural justice.

As stated in the guidelines, the Committee is to be informed of outcomes of discussions.

The Society shall review these policies and guidelines annually so that they remain fit for purpose and consistent with legislation.

The guidelines uphold the rights of an individual or group in stating:

- How a complaint may be made;
- The right of the complainant to be heard;
- The right of an individual or group who are the subject of the complaint to be heard;
- How an investigation may be undertaken so that the process is fair, efficient

and effective;

- The right of the Society to not proceed with a complaint;
- The right of the Society to refer the complaint to an independent body or individual;
- How a decision maker may be appointed.

13.3. Termination of Membership:

If, for any reason, the Committee is of the view that a member is breaching the rules or acting in a manner inconsistent with the purposes of the Society, the Committee may give written or electronic notice of this to the member/group. (“the Committee’s Notice.”)

If any member has acted in any way harmful to the Society, that member may be expelled by a majority vote of a committee meeting. The member concerned must :

- a) be given notice of the proposed expulsion and the reasons for it; and
- b) be given an opportunity to be heard at a Committee meeting at the time the Committee is considering the expulsion.

The Committee’s Notice shall:

- Explain how the member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society;
- State what the member must do in order to remedy the situation; or state that the member must write to the Committee giving reasons why the Committee should not terminate their membership;
- State that if, within 14 days of the member receiving the Committee’s Notice, the Committee is not satisfied, the Committee may terminate the member’s membership by issuing in written or electronic form, a Termination Notice;
- State that if the Committee terminates an individual’s membership, the member may appeal to the Society;
- A member will have the right to be heard at a Society meeting held within 28 days. The member may provide the secretary with a written explanation of the events as the member sees them (“the Member’s Explanation”),
- The Committee shall then, by majority vote, decide whether to let the termination stand, or whether to reinstate the member. The Committee’s decision will be final.

A member who resigns or whose membership is terminated under these rules:

- is not eligible for any refund of their current subscription already paid
- shall cease to be a member of the Society;
- shall return to the Society all material or equipment provided to them by the Society;
- shall cease to be entitled to any of the rights of a Society member.

14.0. Obligations of members:

14.1. All members shall promote the purposes of the Society and shall do nothing to bring the Society into disrepute.

15.0. Society meetings

A Society Meeting is either an Annual General Meeting, a Committee Meeting or a Special General Meeting.

15.1. The Annual General Meeting shall be held once a year no later than five months after the Society's balance date. The Committee shall determine when and where the Society shall meet within those dates.

For an Annual General Meeting the secretary will provide:

- Fourteen days notice to members stating the time, date, and the place of the meeting.
- In liaison with the treasurer, a copy of the reviewed Annual Financial Statements;
- A list of nominees for the committee, and information about those nominees if it has been provided;
- Notice of any motions and the Committee's recommendations regarding those motions;
- Voting slips where a vote may be requested;
- A register of members who attended the Annual General Meeting.

15.2. The Business of the Annual General Meeting shall be to:

- Confirm the minutes of the Society's previous Annual General Meeting;
- Receive the Chairperson's annual report on the business and activities of the Society for the preceding year;
- Review and approve the Treasurer's report on the finances of the Society, and the Annual Financial Statements;
- Disclose any conflicts of interest applying to current or potential future Committee members;
- Elect the Officers and Committee members for the coming year;
- Consider any motions brought forward by members.

15.3. Alterations and additions to rules

The Society may alter, add or cancel any rules at an AGM provided that:

- written notice of the proposed change is included in the notice calling the meeting;
- the meeting may amend the proposed change;
- a majority of the members present at the meeting agree to the change;
- no alterations, additions or cancellation will be made to these rules that are in conflict with the aims of the Society;
- no addition or alteration or rescission of the rules shall be approved if it affects the pecuniary profit clause or the winding up clause.

15.4. Committee meetings of the Society

The Committee for the Society shall have monthly meetings as needed, at which the regular business and management of the Society shall be conducted;

The secretary shall:

- Give all Committee members at least 7 days written / electronic notice of the agenda to be considered;
- If the secretary has sent a notice to all committee members in good faith, the meeting and its business shall not be invalidated simply because one or more committee members do not receive the notice;

- The quorum for a Committee meeting will be four;
- Such meetings will be open to all committee members.

Resolutions of Committee meetings will be by consensus but failing that, by a simple majority vote of the Committee members present.

Sub-committees may be formed by resolution of the Committee and each sub-committee will be directly answerable to the Committee.

The Committee may co-opt persons to assist the Committee in its operation.

15.5. Protocol of meetings

The business of the Committee meeting shall be to:

- Conduct the business of the Society in support of the Society's purpose;
- Receive the monthly financial report and approve payment of accounts;
- Assign tasks to individual Committee members;
- Receive reports from Committee members assigned particular tasks;
- Manage the affairs of the Society;
- Implement policy set at meetings;
- Carry out the aims and objectives of the Society.

The committee makes decisions through motions, which are debated, moved, seconded and put to the vote. In addition:

- The chairperson or members may ask the mover to write down the motion before it is acted upon;
- Each motion deals with only one matter or issue;
- Debate must be limited to the issue at hand. Speakers who stray from the issue or attempt to introduce new matters should be ruled out of order;
- Each speaker should be allowed to speak once on a subject under debate;
- A member may rise to a point of order at any time. After the point of order has been stated, the Chairperson issues a ruling. The Chairperson's ruling is final;
- Only one motion at a time will be considered by the Committee. That motion may be amended. Votes on amendments must be taken before the motion is further considered. If the amendment is agreed upon it becomes part of the motion;
- The member proposing the motion may speak first to the motion and has the right of final reply. Any amendments to the motion must be put forward before the right of final reply;
- After motions have been passed or rejected, no further discussion on the same issue should be allowed at the same meeting, other than another motion to consider;
- Meetings shall be conducted under the rules as defined in Appendix A;
- Voting shall be by a show of hands;
- In the result of a tied vote, the Chairperson may exercise their casting vote;
- Notification of meetings may be by email.

A written record is kept of all meetings and signed as accurate at the following meeting. Minutes are available for public scrutiny upon written request to the secretary.

15.6. Election of the Society's Committee

Nomination forms for all Committee positions will be available from the Secretary.

Nominations for a position on Committee shall be delivered to the secretary no later than 14 days prior to the date of the Annual General Meeting.

All nominations shall be submitted in writing by a financial member and seconded by a financial member and shall bear the signature of the candidate.

If only one nomination (or no more than the required number of nominations in the case of the Committee) for any office shall be received, then such nominee shall be deemed to be elected without the need of a ballot.

When more than the required number of candidates are nominated for any office or the Committee, the election shall be by show of hands.

In the result of a tied vote between two or more candidates, then a further vote will be taken. If this second vote is also tied the chair may exercise their casting vote.

In the case of a tied vote for the role of Chairperson, voting will continue until a resolution is reached.

Any extraordinary vacancy occurring in the Committee may be filled by the appointment by the remaining members of the Committee or some member in the place of the retiring member and such substitute shall hold the office until the next Annual General Meeting.

If no nominations or insufficient nominations are received as provided for above, then the Chairperson of the Annual General Meeting of the Society shall call for nominations from the floor for the positions for which nominations are required. The nominee must be financial, must be present and must be allowed to accept or reject their nomination.

16.0. Special General Meetings

16.1. Special General Meetings may be called by the Committee. The Committee must call a Special General Meeting if the secretary receives a written or electronic request signed by at least 10% of members of the Society. Such meetings shall only consider the item of business/circumstances as specified in the request for a Special General Meeting.

The Secretary will give notice in which they will specify the objectives of the Special General Meeting no later than 21 days after receiving request.

The notice for a Special General Meeting of the Society will include the reason for calling the meeting.

All Society meetings shall be chaired by the Chairperson. If they are absent, the Committee shall elect another Committee member to chair that meeting. Any person chairing a Special General Meeting shall have a casting vote.

17.0 Adjourned Meetings

17.1. The Chairperson or their nominee may adjourn any meeting if necessary.

17.2. If within half an hour after the time appointed for a meeting a quorum (4 Committee members) is not present, the meeting, if convened upon request of Society

members, shall be adjourned to a day, time and place determined by the Chairperson of the Society (or their nominee Chairing the meeting).

17.3. If, at such adjourned meeting, a quorum is still not present, the meeting shall be dissolved without further adjournments.

17.4. The Chairperson may, with the consent of the Committee members present, adjourn the meeting from time to time and from place to place.

17.5. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

18.0. Money and other assets of the Society

18.1. The society may only use money and other assets if:

- It is for a purpose of the society;
- It is not for the sole personal or individual benefit of any member;
- Its use has been approved by a majority vote of the committee.

18.2. No member of the society, or anyone associated with a member, may 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.

18.3. Any payments made must be for goods or services that advance the charitable purpose of the society and must be reasonable and relative to payments that would be made between unrelated parties.

18.4 All funds received by the Society will be paid into its bank account.

18.5 The income and property of the Society is to be applied solely to further the aims of the Society. No income or property is to be applied or transferred directly or indirectly to any members or individual. This will not prevent payment of reasonable remuneration or expenses to any officer or employee of the Society or to any members for any services performed by them for the Society.

18.6 No member or person associated with a member of the organisation shall derive any income, benefit or advantage from the organisation, except where that income, benefit or advantage is derived from professional services to the organisation rendered in the course of business and charged at no greater than current market rates.

19.0 Duty to disclose conflict of interest:

19.1 A member who may have an interest in a matter relating to a committee decision must disclose details of the nature and extent of the interest (including any monetary value) to the Chairperson.

19.2 Disclosure must be made as soon as practicable once the member becomes aware that he or she has an interest.

19.3 The member may not take part in any further discussion or decision pertaining to the matter in question in which they have declared an interest.

20.0. Joining fees, subscriptions and levies:

20.1. The committee shall set the annual membership fee and ticket price for its members and associate members at the Annual General Meeting.

21.0. Additional Powers

21.1. The society may:

- Employ individuals, groups or contractors for the purposes of the Society;
- Exercise any power a trustee might reasonably exercise;
- Invest in any investment that a trustee might reasonably invest in;
- Borrow money and provide security for that if authorised by a majority vote

at any committee meeting.

21.2 In addition to its statutory powers, the society 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. As such, the Society may:

- Enter into any agreement or contract with any Individual, government department or corporate body;
- Pay all or any of the expenses incurred in establishing and running the Society;
- Employ or engage staff, advisers or other people and their wages, salaries and/or their expenses on terms suitable to the Society;
- Alter the powers and rules of the Society provided that no alterations or additions detract from the purposes of the Society;
- Do all things that in the opinion of the Society will further its aims.

22.0. Financial year:

22.1. The financial year of the Society begins on January 1st of every year and ends on December 31st of the same year.

23.0. Assurance on the financial statements:

23.1. The society shall appoint an independent inspector to review the annual financial statements of the society.

23.2. The reviewer shall report on whether the financial statements are prepared in accordance with the society's accounting policies and the requirements of legislation.

23.3. The reviewer must be a suitably qualified person. They may not be a member of the Committee, or an employee of the Society. The committee treasurer shall give the appointed reviewer:

- Access to all information of which the Committee is aware that is relevant to the preparation of the financial statements such as records, documentation and other matters;
- Additional information that the reviewer may request for the purpose of the review; and reasonable access to persons within the Society from whom the reviewer determines it necessary to obtain evidence.

24.0. Amendment to the constitution:

24.1. The society may alter or replace these rules at an AGM by a resolution passed by a majority of those members present and voting.

24.2. At least 21 days before the AGM (at which a rule change is to be considered) the secretary shall give all members either a written or electronic copy of the proposed motion, the reasons for the proposal, and any recommendations the committee has.

24.3. When a rule change is approved by an AGM, no rule change shall take effect until the secretary has filed the changes with the Registrar of Incorporated Societies.

25.0. Code of conduct:

25.1. The society's Code of Conduct and the Grievance Procedure (see appendix A) shall apply to all members. The documented procedures and expectations shall provide guidance and discretionary requirements of how the society shall approach a complaint or a matter of unacceptable behaviour.

25.2. The Code of Conduct and the Grievance Procedure shall be reviewed annually to ensure that they remain fit for purpose and consistent with required legislation.

26.0. Winding up:

26.1. The Society may be wound up if:

- A majority of members present at an Annual General Meeting pass a resolution to wind up the Society;
- A second meeting is then held not earlier than 30 days since the first meeting to confirm or reject the resolution;
- At the second meeting, a majority of the members present must confirm the resolution for it to be valid.

27.0 Distribution of surplus assets:

27.1. If the Society is to be wound up:

- The Society's debts, costs and liabilities shall be paid;
- Surplus money and other assets of the Society may be disposed of by resolution.

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II. **27.2.** In accordance with the provisions in the Incorporated Societies Act 2022, any property or assets remaining once all debts have been paid shall be disposed of at the discretion of the society.

III. **27.3.** Funds, equipment and property shall be transferred on resolution of the society to like-minded groups which are a registered charity.

IV. **27.4.** No distribution may be made to any member.

28.0. Definitions and miscellaneous matters:

28.1. In these Rules:

- "Majority vote" means a vote made by more than half of the members who are present at a meeting and who (as financial members) are entitled to vote on a resolution put to that meeting;
- "Money or Other Assets" means any real or personal property or any interest therein, owned or controlled to any extent by the society;
- "Use Money or Other Assets" means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, money or other assets;
- "Written Notice" means communication by post, electronic means (including email, and website posting) or a combination of these methods.

28.2. It is assumed that:

- Where a masculine is used, the feminine is included so that terminology within the Constitution is gender-neutral;
- Where the singular is used, plural forms of the noun are also inferred;
- Matters not covered in these rules shall be decided upon by the Committee;
- Headings are a matter of reference and not a part of the rules.

Appendix A - WFS Code of Conduct

Terms of Reference

Members: means all financial members of the Whangarei Film Society Inc. This includes the Committee, Crew, Volunteers and all persons involved in activities associated with film screenings for the general public.

Key Principles

The Society is committed to maintaining an environment free from discrimination, victimisation, harassment and bullying. This Code of Conduct sets out both the standard of behaviour expected from members, crew and volunteers, and behaviour that is not acceptable and could lead to expulsion from the society.

All volunteers and members are required to be respectful of the society's property.

Volunteers and crew are expected to:

- be polite, courteous and respectful towards each other, members and the general public;
- to honour all commitments, they have made to WFS.

Discrimination

The society aims to ensure that all members and volunteers who provide services to WFS receive equal treatment irrespective of:

- age;
- gender (including gender reassignment);
- marital or civil partnership status;
- sexual orientation;
- race, colour, ethnic or national origins;
- religion or belief;
- pregnancy;
- disability.

Under New Zealand legislation, there are two forms of discrimination: direct and indirect.

Direct discrimination generally constitutes less favourable treatment because of one or more of the characteristics listed above.

Indirect discrimination generally occurs where a provision, criterion or practice which may appear neutral and apply equally to all, in fact inadvertently puts a group of people who share one or more of the characteristics listed above at a disadvantage in comparison with others.

Discrimination may also occur as a result of victimisation, harassment or bullying.

If a person or group considers themselves to be disabled and that this prohibits or limits their involvement at WFS, they are asked to speak with a member of the Committee who will consider the case and advise if there are any adjustments that could reasonably be made to the premises and/or facilities that would better enable participation.

Harassment

Harassment generally consists of unwanted conduct (based on one or more of the above characteristics) which has the purpose or effect of:

- violating a person's dignity;
- creating an intimidating, hostile, unsafe, degrading or offensive environment.

It is irrelevant whether the alleged harassment is intentional or not.

Dispute/Complaints procedure:

A person who perceives that they may have been a victim of any form of discrimination, victimisation, harassment or bullying may make a complaint by talking in confidence to a member of the Committee who can provide them with a copy of the complaints procedure as outlined below.

Procedures:

WFS understands that occasionally members and/or volunteers may wish to raise issues or concerns and possibly seek redress for a grievance.

WFS seeks to ensure that issues are properly addressed and, where possible, resolved as quickly as practicable and to the satisfaction of all concerned.

All matters (including any records produced and any follow up action) will be handled in confidence.

Where it is necessary to speak to any others in connection with the issues raised, the importance of confidentiality will be impressed on them.

In some circumstances, it may be necessary to discuss the issues with outside agencies for example: where there is a duty of care to report the matter.

In serious cases, it may be necessary to report the matter to appropriate authorities.

Informal Procedure:

A person may raise a concern or complaint informally with any member of the WFS Committee.

The Committee accepts that a person with a complaint has a right to be heard.

The Committee member will attempt to resolve the matter by discussing it with the complainant and with any others involved in the matter, as they consider to be necessary and will report the outcome of such discussions to the Committee.

In the event that the Committee member does not feel comfortable in dealing with the issue, they may pass the issue to the Chairperson.

Formal procedure:

If the matter cannot be resolved informally, or the issue is considered serious and not appropriate for informal discussion, a complainant may send their complaint or concern in writing to the Chairperson.

The issue will be considered, in Committee, at the next meeting, or earlier, if serious. The Committee may carry out such investigations it considers appropriate before reaching a majority decision.

Where it is deemed necessary to hold meetings to discuss the issues with the complainant and any other parties, the meeting(s) may be recorded and minutes taken.

The Committee's decision will be communicated in writing to all parties involved as soon as reasonably practicable after the meeting.

The Committee's decision is final and no further discussion or correspondence will be entered into.