

Special Resolutions for amendments to the Constitution of Trust Democracy

For consideration at the Annual General Meeting held on 12 May 2025

Special Resolution 1: Amendments required by the Incorporated Societies Act 2022

- (a) In Rule 3.1 where 'Act' is defined, replace '1908' with '2022'.
- (b) In Rule 3.1 in the definition of 'Registrar' replace '3' with '240'.
- (c) In Rule 18.1 delete 'and' at the end of paragraph (b) and insert a new paragraph '(c) the date on which the Member's Membership ceased; and'. Re-number the current paragraph (c) to be paragraph (d).
- (d) Insert after Rule 18.4 the following new Rule: '18.5 Retention of Information: The information collected by the Society in rule 18.1 shall be retained for a period of seven years after that person ceases to be a Member.'
- (e) In Rule 28 insert at the start '28.1 Appointment:'. After the end of the second sentence ending with 'of the Society.' add a new paragraph '28.2 Notification:'. After the sentence 'The name and contact details of the Contact Officer shall be notified to the Registrar in accordance with the Act.' insert the following: 'If there is a change to who holds the position of the Contact Officer, or to any information that the Registrar has recorded about the contact information for the Contact Officer, the Society shall advise the Registrar of the new information and/or Contact Officer as soon as practicable after the change has been made.'

Special Resolution 2: Substantive amendments proposed by the Committee of Trust Democracy

- (a) In Rule 22.1 replace '6' with '8'.

Special Resolution 3: Amendments proposed by the Committee of Trust Democracy to tidy up other matters (typos, errors, definitions)

- (a) In Rule 1, delete the second instance of the word 'Incorporated'.
- (b) In Rule 3.1 move the definitions of 'Bylaw', 'Chairperson', and 'Charities Act' to the appropriate alphabetical location in the list of terms defined in Rule 3.1.

- (c) In Rule 3.1 in the appropriate alphabetical location, insert ‘Electronic has the meaning given by section 209 of the Contract and Commercial Law Act 2017;’.
- (d) In Rule 3.1 in the appropriate alphabetical location, insert ‘Electronic Communication means a communication by Electronic means;’.
- (e) In Rule 3.1 in the appropriate alphabetical location, insert ‘Electronic Mail means a written communication sent by Electronic means;’.
- (f) In Rule 3.1 in the appropriate alphabetical location, insert ‘Hybrid Meeting means a meeting where some of the participants are physically in the same location as each other, and some of the participants are contemporaneously linked by telephone, or Electronic Communication, or some other means of instant audio, or audio and visual, communication, whereby all participants can simultaneously hear each other throughout the meeting;’.
- (g) In Rule 3.1 in the definition of ‘Notice’ replace ‘email’ with ‘Electronic Mail’.
- (h) In Rule 3.1 in the appropriate alphabetical location, insert ‘Privacy Act means the Privacy Act 2020;’.
- (i) In Rule 3.1 in the definition of ‘Related Person’ replace ‘9’ with ‘10’.
- (j) In Rule 3.1 at the end of the definition of ‘Tax Act’ delete ‘and’
- (k) In Rule 3.1 in the definition of ‘Teleconference Meeting’ delete ‘skype,’.
- (l) In Rule 3.1 in the definition of ‘Teleconference Meeting’ after ‘telephone,’ insert ‘Electronic Communication,’; before ‘other means’ insert ‘some’; after ‘communication’ insert ‘, whereby all participants can simultaneously hear each other throughout the meeting; and’.
- (m) In Rule 3.1 in the appropriate alphabetical location, insert ‘Website means any Internet site maintained by, or on behalf of, the Society for the publication of information.’
- (n) In Rule 5 replace ‘142 Coromandel St, Newtown, Wellington 6021’ with ‘3b Cromarty Place, Papakowhai, Porirua 5024’.
- (o) In Rule 5 add at the end ‘The Electronic Mail address of the Society is that which is published on the Website of the Society’.
- (p) In Rule 8.2(a) replace the word ‘Institute’ with ‘Foundation’.
- (q) In Rule 8.2(b) replace the word ‘Institute’ with ‘Foundation’.

- (r) In Rule 15.1(a) replace '7' with '5'.
- (s) In Rule 18.3 delete '1993'.
- (t) In Rule 23.2 after 'Society,' insert 'either by post or by Electronic Mail,'.
- (u) In Rule 25.1(b)(i) after 'by notice in writing' insert 'or by Electronic Mail'.
- (v) In Rule 32.1(c) insert after 'the Charities Act' ' (if registered as a charity)'.
- (w) In Rule 36.5 replace 'electronic communication' with 'Electronic Communication'.
- (x) In Rule 37.2(b) after 'conducted' delete 'wholly or partially'; and after 'as a' insert 'Hybrid Meeting or'
- (y) In Rule 37.4 after 'ordinary' add 'post' and replace 'electronic mail' with 'Electronic Mail'.
- (z) In Rule 38.1 after 'Registered Office,' insert ' by post or Electronic Mail,'.
- (aa) In Rule 39.3(c) after '(b)' insert ', such that it is a Hybrid Meeting'.
- (bb) Replace Rule 39.4 with the following:
 - 'In the case of a Teleconference Meeting or a Hybrid Meeting:
 - (a) a Member attending by means of Electronic Communication or telephone is considered to be present when their presence is acknowledged by others taking part in the meeting; and
 - (b) a Member must not leave or disconnect their means of communication without the prior consent of the chairperson of the meeting.'
- (cc) Insert after Rule 39.4 add the following new Rule: '39.5 A Member is conclusively deemed to have been present and to have formed part of the quorum at all times during the meeting unless and until they have previously obtained the express consent of the chairperson to leave or disconnect from the meeting.'
- (dd) Re-number what was Rule 39.5 to be Rule 39.6.
- (ee) In Rule 41.6 after 'Teleconference Meeting' insert 'or Hybrid Meeting'; and replace 'the internet' with 'Electronic Communication'; and replace 'skype' with 'live video-conference software'.
- (ff) In Schedule 1 Rule 2.1 replace 'email' with 'Electronic Mail'.
- (gg) In Schedule 1 Rule 2.2 replace 'email' with 'Electronic Mail'.

- (hh) In Schedule 1 Rule 3.1 paragraph (b) after 'by a' insert 'Hybrid Meeting or'
- (ii) In Schedule 1 Rule 3.2 after 'In the case of a' insert 'Hybrid Meeting or'.
- (jj) In Schedule 1 Rule 3.2 paragraph (b) after 'must not' insert 'leave or'.
- (kk) In Schedule 1 Rule 3.3 after 'to leave' insert 'or disconnect from'.
- (ll) In Schedule 1 Rule 7.2 replace '6.4' with '6.2'.
- (mm) In Schedule 1 Rule 7.4 replace 'electronic transmission' with 'Electronic Communication'.
- (nn) In Schedule 1 Rule 9.3 delete '1993'.
- (oo) In Schedule 1 Rule 10.3 replace 'Trustee' with 'Officer' and replace 'Trust' with 'Society'.

Special Resolution 4: Transmit a copy of the consolidated constitution to the Registrar for re-registration under the 2022 Act

After all the agreed changes to the Constitution of the Society have been made, the Chairperson shall transmit a consolidated and clean copy of the Constitution to the Registrar to take effect on the society's re-registration under the Incorporated Societies Act 2022, as soon as practicably possible after adoption.