

**CONSTITUTION**  
**of the**  
**“WHANGAREI HEADS CITIZENS ASSOCIATION**  
**INCORPORATED”**



**This Constitution replaces in its entirety, the former Constitution registered with the Registrar of Incorporated Societies.**

## **1.NAME**

The name of the society will be the "Whangarei Heads Citizens' Association Incorporated", hereinafter referred to as 'the Association'. The Registered Office of the Association shall be at McLeod Bay Hall, McLeod Bay, Whangarei Heads or at such place as the Association from time to time determine. Due notice of any change in situation of the Office of the Association shall be given to the Registrar of Incorporated Societies by the Secretary of the Association in accordance with the provisions of the Incorporated Societies Act 1908.

## **2. OBJECTS**

- 2.1. To encourage and organise combined efforts to achieve the objects of the Association.
- 2.2. To pursue and undertake any activity with the object of establishing, improving or preserving social, cultural or sporting activities or amenities, and the unique natural environment of the area.
- 2.3. To present a community voice to local, regional and national statutory bodies and other organisations where matters arise of concern to the general community or an individual association member. The committee may decline to assist an individual member if it decides the issue is outside the committee's ability to help.
- 2.4. To co-operate with Statutory Bodies in looking after the affairs of the area and to secure the maximum fair expenditure of the rates and levies made by such bodies within the area for the benefit of ratepayers, residents and visitors.
- 2.5. To co-operate with or act in support of any person or organisation in or towards the achievements of the objects of the Association.
- 2.6. To maintain and/or improve the McLeod Bay Hall which residents of the Whangarei Heads area may use, on approval by the Association, for social, educational, spiritual or physical interests or activities.
- 2.7. From time to time to acquire either by sale or lease any area or areas of land that may in the opinion of the Association be necessary or expedient for all or any of the purposes aforesaid with the power to sell, mortgage, charge, transfer, let or sub-let the same or any part thereof or any buildings thereon for any of the purposes aforesaid with the approval of the Membership at an AGM or EGM.
- 2.8. To take, accept, or make any gifts or donations whether subject to any legal trust or not, for and in furtherance of all or any of the objects of the Association.
- 2.9. To raise money in such a manner as the Association may think fit.
- 2.10. To invest monies of the Association in such securities as may from time to time be determined and in accordance with the law respecting the investment of trust monies.
- 2.11. To be non-party political.



### **3. STRUCTURE OF THE ASSOCIATION**

- 3.1. Subject to such decisions as may be taken from time to time at the Annual ("AGM") or Extraordinary General ("EGM") Meetings, the management and control of the affairs of the Association shall be vested in the Committee, ("the Committee").
- 3.2. The Committee shall be entitled to exercise all powers which are not required to be exercised by an Annual or Extraordinary General Meeting under this Constitution and do all acts which do not require to be authorised by an Annual or Extraordinary General Meeting under these rules.
- 3.3. The Committee shall consist of up to thirteen persons; however, this can be increased at the discretion of the Committee if duly resolved at an AGM.
- 3.4. The following will form the Committee:
  - 3.4.1. President, Vice President, Secretary, Treasurer, plus an elected Committee of Financial Members.
  - 3.4.2. The Offices of Secretary and Treasurer may be combined in one member.
- 3.5. All positions will be elected at the AGM. Notwithstanding this, if it is not possible to fill all these positions at such a meeting, they may be subsequently appointed by the Committee.
- 3.6. All positions listed in Rule 3.4 shall have voting power at Committee meetings except where the Committee member is required to be excluded from the deliberation and voting process by virtue of rules 8.1 and 8.5.
- 3.7. Nominations for the positions of the Officers and the Committee can either be submitted in writing to the Secretary at least 2 weeks prior to the AGM or in person at the AGM. If the nominated person is not at the AGM, then the nomination must have been signed by the candidate as proof of their consent. Every candidate shall have been a member of the Association for at least 3 months prior to the AGM.
- 3.8. If only one valid nomination (or no more than the required number of the valid nominations in the case of the Committee) for any Office shall be received, then such nominee shall be deemed to be elected without the necessity of a ballot.
- 3.9. When more than the required number of candidates are nominated for any Office or the Committee the elections shall be by simple show of hands with the nominees involved being excluded from the room at the time of the vote unless a written ballot be demanded by at least two persons entitled to vote.
- 3.10. If the voting should result in a tied vote between two or more candidates, then a further vote will be taken between the candidates involved in the tie. If the second vote is also tied the Chair may either exercise his/her casting vote or call for the toss of a coin to decide.



- 3.11. Any extraordinary vacancy occurring in the Committee may be filled by the appointment by the remaining members of the Committee of some member in the place of the retiring member and such substitute shall hold office until the next General Meeting.
- 3.12. Patron - the appointment of a Patron or Patrons may be made, when necessary, at an AGM. Such appointment can only be made on the recommendation of the Committee and by a majority vote at said AGM. Such appointee does not become a member of the Committee.
- 3.13. Any Committee member who is absent for 3 consecutive Committee Meetings, without an apology and a reason acceptable to the rest of the Committee, shall forfeit their position on the Committee.
- 3.14 The Committee will act in good faith and in the best interests of the society, complying with the 2022 Act and the constitution, and exercising the care and diligence that a reasonable person would exercise in the circumstances.

#### **4. MEETINGS**

- 4.1 All Meetings shall be conducted under the Rules governing Parliamentary Procedure. All Members shall submit to the Chairpersons ruling, but a motion for leave to suspend standing orders shall be accepted by the Chair and decided by a majority vote.
- 4.1.2. Only current financial members shall be allowed to vote at any meeting.
- 4.2 All Meetings can either be held in person at a suitable location or via Teams/Zoom or similar electronic tool.
- 4.3. Annual General Meeting
- 4.3.1. The Annual General Meeting (AGM) of Whangarei Heads Citizens Association Inc. shall be held within fourteen months of the previous AGM.
- 4.3.2. Notice of the date, time, and place of the holding of the AGM shall be given by the Secretary at least (fourteen) 14 calendar days in advance of the meeting to members and affiliated groups either by mail, email, telephone, or posters.
- 4.3.3. The business to be transacted at an AGM shall include: -
- a) Accepting of apologies.
  - b) Reading of the minutes from the previous year's AGM.
  - c) Matters arising from those minutes.
  - d) President's Report.
  - e) Treasurer's Report and presentation of the annual audited financial statements.
  - f) Election of Officers and Committee.
  - g) Setting of the annual subscription/levy.



- h) Adoption of/changes to any By-Laws (Standing Orders).
- i) Dealing with any Notices of Motion.
- j) Transacting of any general business as the Chairperson of the meeting may allow.
- k) Any urgent matter may be raised and discussed if that is the wish of the majority present.

4.3.4. Notice of any resolution to be moved at an AGM shall reach the Secretary not less than seven (7) days before the date of the meeting.

4.3.5. The Secretary must, to the best of his/her ability, notify each ordinary member of any resolution under Rule 4.2.4 not less than three (3) days before the date of the meeting. However, the failure of any member to receive details of the resolution will not invalidate the proposing of such resolution.

4.3.6. A quorum at an AGM shall consist of twenty (20) members.

#### 4.4. Extraordinary General Meeting

4.4.1. An Extraordinary General Meeting (EGM) may be called by –

- a) The Committee at any time, or
- b) If five (5) ordinary members sign a request for an EGM, stating the purpose for which the meeting is to be held. Such a meeting shall be called within fourteen (14) days of such a request being presented to the Secretary or the Chairperson.

4.4.2. Not less than fourteen (14) days clear notice of the date, time and place of the holding of any EGM, shall be given by the Secretary, who shall comply with the procedure set out in Rule 4.2.2 so far as the context permits and shall give notice of the purpose of the meeting.

4.4.3. The procedure set out in Rules 4.2.1 to 4.2.8 inclusive shall apply to an EGM.

#### 4.5. Committee meetings

4.5.1. A minimum of eight (8) Committee Meetings be held each year.

4.5.2. A quorum at a Committee Meeting shall consist of more than 50% of the elected Committee.

### **5. MEMBERSHIP OF THE ASSOCIATION**

5.1. The Association shall consist of the members who have agreed to form the Association and have subscribed their names to these rules and shall consist of such other persons who shall hereinafter be admitted in accordance with the rules of the Association for the time being in force.

5.2. All owners of property and residents, whether permanent or temporary in the Whangarei Heads district shall be eligible for membership of the Association upon payment of the subscription fee hereinafter specified.



- 5.3. Any other person shall become eligible to become a member of the Association upon payment of the subscription fee hereinafter specified and upon being nominated and seconded by two members of the Association and approved by a majority in number of the Association at General Meeting thereof or by a majority in number of the Members of the Committee at any meeting of the committee.
- 5.4. The Association may, on the recommendation of the committee, elect Honorary Members or Life Members. Such recommendation should be for members who have given outstanding and long-term service to the Association. and in which case the subscription fee may be dispensed with at the option of the Committee.
- 5.5. On election of new members, the Secretary/Treasurer shall enter the names upon the Register of the Association upon payment by the new member of the subscription fee for the time being in force.
- 5.6. Any member may resign from the Association by giving notice in writing.
- 5.7. Any member in arrears for one year in respect of the membership subscription shall be deemed unfinancial and such member's name shall be removed from the Register of Members.
- 5.8. Should any member wilfully ignore the rules of the Association or otherwise act to the detriment of the interests thereof, such member may be expelled from the Association at an Extraordinary General Meeting called for that purpose and by resolution carried by at least 2/3 majority of those present at such meeting. Such members when expelled shall have no claims on the property or the funds of the Association but shall not thereby be released from their pecuniary obligations to the Association.
- 5.9. Each member shall pay annually to the Treasurer of the Association the subscription fee for the time being in force.
- 5.10. The membership subscriptions shall be set at each Annual General Meeting. If the AGM should decide on a "Family Membership" option, such "Family" shall be entitled to be represented at any AGM or EGM by two (2) voting members.
- 5.11. Proxy votes will not be allowed for.

## **6. ACCOUNT**

- 6.1. Bank account - a bank account shall be operated at any major clearing bank or any other banking institution that the Committee may decide. The account may be a 'Savings Account' or a "Current Account"
- 6.2. True and fair accounts - the Treasurer shall keep true and fair accounts of all monies received and expended. All monies shall be deposited into the bank account.
- 6.3. All Payments are to be authorised by the Committee and signed by any two (2) out of three (3) signatories. Should a signatory resign, a further appointment can be made at a Committee meeting.



- 6.4. Petty Cash - The Treasurer is authorised to operate a Petty Cash account for payments and/or reimbursements of less than twenty dollars (\$20).
- 6.5. Accounts Paid - shall be tabled at the next ordinary meeting of the Committee after they have been paid.
- 6.6. Cash book - all income and expenditure shall be recorded in a cash book. Income shall be supported by a receipt and expenditure with an invoice, statement or receipt.
- 6.7. Financial year - will run from 1st January to 31st December in each year. The annual accounts are to be prepared by the Treasurer shortly after years end and ensure they are subsequently reviewed or audited in accordance with rule 7 in time to be presented at the AGM.

## **7. ANNUAL AUDIT OR REVIEW OF FINANCIAL STATEMENTS**

- 7.1. The Committee shall, as soon as practicable after the end of every financial year of the Group, appoint a person (not a member of the Committee and not necessarily a member of the Institute of Chartered Accountants of New Zealand) to carry out a review or audit on the annual financial statements prior to presentation at the Annual General Meeting.
- 7.2. The person so appointed to carry out the annual review/audit shall be required to check, as a minimum –
  - a) the cashbook.
  - b) financial trail(s) involving invoices, receipts issued, bank statements.
  - c) sufficiency of records to evidence all receipts and expenditure.
  - d) petty cash records.
  - e) such other checks as the reviewer considers necessary to confirm that all cash receipts - raffle proceeds, grants, donations, and other income - have been accounted for in terms of good accounting practice for a charitable organization.
- 7.3. If so required, and at the discretion of the Committee, they may request that for any financial year, and in place of an annual financial review, an auditor (who is a member of the New Zealand Society of Accountants and not a member of the Committee) be appointed to audit the annual accounts of the Association and provide a certificate of correctness of the same.

## **8. NO PRIVATE PECUNIARY PROFIT FOR ANY INDIVIDUAL, RESTRICTIONS AND EXCEPTIONS**

- 8.1. Notwithstanding anything expressed or implied in this Constitution, the activities of the Association shall not be carried on for the personal pecuniary profit or benefit of any member or individual or associated person.
- 8.2. All funds and assets of the Association shall be applied within New Zealand towards furthering the charitable objects of the Association.



- 8.3. Nothing shall preclude any individual from receiving –
- a) Full reimbursement for all expenses properly incurred by that person in connection with the affairs of the Association and authorized by the Committee.
  - b) Reasonable and proper remuneration to any officer or servant of the Association in return for services actually rendered to the Association.
  - c) Payment for all usual professional, business or trade charges for services rendered, time expended, and all acts done by that person or by any firm or entity of which that person is a member, employee or associate in connection with the affairs of the Association.
  - d) Professional services provided to the Association rendered in the course of normal business and charged at no greater rate than current market rates; or
  - e) Payment of interest or rent not exceeding current market rates.
- 8.4. The Association, in determining all reimbursements, remuneration and charges payable in the terms of the foregoing rule or of any of the kinds referred to as income within the Income Tax Act 2004 and any successor, shall ensure that the restrictions imposed by the following rule are strictly observed.
- 8.5. Provided always and notwithstanding anything contained or implied in these Rules, any person who is
- an Officer or Member of the Association.
  - a shareholder or director of any company carrying on any business of the Association; or
  - a settlor or trustee of any trust which is a shareholder of any company carrying on any business of the Association; or
  - an associated person (as defined by the Income Tax Act 2004) of any such settlor, trustee, shareholder, or director; shall not, by virtue of that capacity be able to determine or materially influence in any way (whether directly or indirectly) whatsoever the
- 8.5.1. determination of the nature.
  - 8.5.2. the amount of any benefit or advantage or income.
  - 8.5.3. the circumstances in which it is or is to be or is able to be afforded to, or received, gained, achieved, or derived; as a result of their employment by or involvement with the Association and such persons shall not participate in any deliberations and proceedings by which such income, benefit or advantage is being determined
- 8.6. And notwithstanding anything expressed or implied in this Constitution, no commercial transaction, including the relinquishing of assets, will be entered into unless, having regard to the terms and conditions of the loan or agreement –
- 8.6.1. payment by way of interest or rent shall not exceed current commercial rates.



- 8.6.2. receipts by way of interest or rent shall not be at less than current commercial rates; and
- 8.6.3. sale of Association property will always be at current market value.
- 8.7. And any Officer or Member who has a material interest (whether direct or indirect) in any contract, undertaking, arrangement or dealing (proposed or otherwise) with the Association shall –
- 8.7.1. disclose the nature and extent of that interest at an Association Committee meeting and this disclosure shall be recorded within the minutes of that meeting; and
- 8.7.2. shall not take part in any deliberations of the Committee concerning that matter.
- 8.8. Professional account and influence: A person who in the course of and as part of the carrying on of his or her business of a professional public practice shall not, by reason only of his or her rendering professional services to the Association or to any company by which any business of the Association is carried on, be in breach of the terms of this rule.

## **9. POWERS**

In order to achieve the Association's Objectives, the Committee will have the following operating powers:

- 9.1. To operate a bank account/fund. Refer under heading "Bank Account".
- 9.2. No items over \$20 shall be purchased without having first been ratified at a committee meeting unless the expenditure is from grants already obtained for that specific purpose or if it is for urgent repairs or maintenance of equipment or buildings belonging to the Association.
- 9.3. To run raffles, stalls, entertainment, and social functions, apply for grants and undertake any other form of fund-raising activities which the committee feels would be a worthwhile effort in generating income to apply to the fund.
- 9.4. To receive donation, gifts, legacies, bequests, and grants. The Treasurer to issue a receipt for all cash donations. All other donations or gifts "in kind" are to be acknowledged within the minutes recording each meeting and a suitably worded acknowledgement letter is to be issued by the Secretary.
- 9.5. All payments from the fund, whether for general expenditure or in the form of assistance, reimbursement or similar is to be reported at the next Committee Meeting and documented within the minute record of that meeting.
- 9.6. To borrow or invest funds on such terms and security as the Committee deems reasonable, proper, and appropriate given the circumstances surrounding the investment borrowings and having regard always to the terms and conditions of the



- agreement. In applying this rule, regard will always be had to the conditions relating to personal pecuniary gain contained within Rule 8.
- 9.7. The Committee shall ensure that all property and assets owned and used are maintained in good and secure condition.
  - 9.8. To lend any equipment to affiliated groups or persons.
  - 9.9. Equipment may be stored at any member's residence. It is expected that such equipment will be covered by that member's own insurance policy.
  - 9.10. To insure any/all equipment and buildings which the Committee deems worthwhile to insure and especially where it is being stored in a public place.
  - 9.11. Solely at the discretion of the Committee, to employ coaches, tutors or similar (professional or amateur) and, where appropriate, to pay them in return for services actually rendered to or on behalf of Whangarei Heads Citizens' Association Inc.
  - 9.12. To use the funds of the Association as the Committee considers necessary and proper in payment of the costs and expenses of furthering or carrying out the objects of the Association including the engagement of all necessary persons in furthering the objects of the Association.
  - 9.13. To hire or purchase goods, services or equipment as the Committee considers necessary to the efficient and effective carrying out of the Association's Objectives.
  - 9.14. To use the funds of the Association for the purpose of acquiring property or altering, renovating, repairing or enlarging all or any buildings or improvements upon any property of the Association or for such erection of new buildings or building and the furnishing of the same.
  - 9.15. The Committee does not have the power to sell or transfer by way of gift or other valuable consideration or otherwise dispose of the whole or any part of the land or buildings owned by the Association to borrow upon mortgage to give a charge or lien to any bank or give or pledge upon security of land, goods or any other property of the Association for any purpose connected with the Objects and Powers of the Association without the approval of 75% of those Members present at an EGM.

## **10. ALTERATIONS TO THIS CONSTITUTION**

- 10.1. This Constitution may be altered, added to, rescinded, or otherwise amended by a resolution passed by a majority of members of the Association at an AGM or EGM, provided that no such amendment shall -
  - 10.1.1. detract from the exclusively charitable nature of the Association or result in the distribution of its assets, income or any other property that the Association owns, on winding up or dissolution for any purpose that is not exclusively charitable.
  - 10.1.2. will give effect to any application of funds beyond New Zealand.



10.1.3. result in the Association being de-registered in terms of the Charities Act 2005.

or

10.1.4. result in the Association losing any income tax exemptions currently held.

10.2. All changes will be registered with the Registrar of Incorporated Societies and the Charities Commission using the appropriate forms and within the required timeframe.

10.3. Such changes shall be included and implied into any document replacing this document.

## **11. DISSOLUTION**

11.1. The Association may be wound up voluntarily provided the intention is adequately advertised and an EGM is called for that purpose and the resolution is adopted by the votes of 75% of the persons present with a minimum quorum of twenty (20). If such quorum is not present within one (1) hour of the appointed starting time then a second EGM will be called within 14 days and, if there is still not a quorum of twenty (20) present then those in attendance will have the right to decide on the resolution by 75% of those in attendance.

11.2. Upon such dissolution, all property, and funds (real and personal), after payment and discharge of all liabilities, shall be passed over to another charitable organisation(s) within New Zealand that is registered with the Charities Commission and has similar aims and objectives to the Association.

11.3. The recipient(s) of all property in accordance with rule 11.2 shall be decided at that EGM by the majority there present with a minimum quorum of eleven (11) or as outlined in Rule 11.1.

11.4. No property of any kind shall be distributed or divided among the members or any individual.

11.5. In the event of default (the Association being unable to decide), all property is to be distributed as a Judge of the High Court so directs.

## **12. COMMON SEAL**

12.1 Where a common seal is held it may be used on documents signed by the Chairman and one other committee member. The Secretary will hold the seal.

## **13. EQUIPMENT**

13.1. Whangarei Heads Citizens Association Inc. may purchase or procure, with the consent of the Committee, any equipment or goods which are deemed necessary to the efficient and effective carrying out of the Aims and Objectives.

13.2. From time to time, the committee may request that a responsible and nominated person be in charge of various items of equipment.



13.3. All equipment or goods purchased or procured shall remain the property of The Association unless otherwise decided by the Committee or an AGM or EGM.

## **14. DISPUTE RESOLUTION**

### 14.1. How complaint is made

1. A member or an officer may make a complaint by giving to the committee (or a complaints subcommittee) a notice in writing that —
  - a. states that the member or officer is starting a procedure for resolving a dispute in accordance with the society's constitution; and
  - b. sets out the allegation to which the dispute relates and whom the allegation is against; and
  - c. sets out any other information reasonably required by the society.
2. The society may make a complaint involving an allegation against a member or an officer by giving to the member or officer a notice in writing that —
  - a. states that the society is starting a procedure for resolving a dispute in accordance with the society's constitution; and
  - b. sets out the allegation to which the dispute relates.
3. The information given under subclause 1b. or 2b. must be enough to ensure that a person against whom an allegation is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.
4. A complaint may be made in any other reasonable manner permitted by the society's constitution.

### 14.2. Person who makes complaint has right to be heard

1. A member or an officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
2. If the society makes a complaint —
  - a. the society has a right to be heard before the complaint is resolved or any outcome is determined; and
  - b. an officer may exercise that right on behalf of the society.
3. Without limiting the manner in which the member, officer, or society may be given the right to be heard, they must be taken to have been given the right if —
  - a. they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
  - b. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
  - c. an oral hearing (if any) is held before the decision maker; and
  - d. the member's, officer's, or society's written statement or submissions (if any) are considered by the decision maker.

### 14.3. Person who is subject of complaint has right to be heard

1. This clause applies if a complaint involves an allegation that a member, an officer, or the society (the respondent) —
  - a. has engaged in misconduct; or



- b. has breached, or is likely to breach, a duty under the society's constitution or bylaws or the Incorporated Societies Act 2022; or
  - c. has damaged the rights or interests of a member or the rights or interests of members generally.
2. The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
  3. If the respondent is the society, an officer may exercise the right on behalf of the society.
  4. Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if —
    - a. the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
    - b. the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
    - c. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
    - d. an oral hearing (if any) is held before the decision maker; and
    - e. the respondent's written statement or submissions (if any) are considered by the decision maker.

#### 14.4. Investigating and determining dispute

1. The society must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its constitution, ensure that the dispute is investigated and determined.
2. Disputes must be dealt with under the constitution in a fair, efficient, and effective manner.

#### 14.5. Society may decide not to proceed further with complaint

Despite the clause 'Investigating and determining dispute' above, the society may decide not to proceed further with a complaint if —

- a. the complaint is trivial; or
- b. the complaint does not appear to disclose or involve any allegation of the following kind:
  - i. that a member or an officer has engaged in material misconduct:
  - ii. that a member, an officer, or the society has materially breached, or is likely to materially breach, a duty under the society's constitution or bylaws or the Incorporated Societies Act 2022:
  - iii. that a member's rights or interests or members' rights or interests generally have been materially damaged:
- c. the complaint appears to be without foundation or there is no apparent evidence to support it; or
- d. the person who makes the complaint has an insignificant interest in the matter; or
- e. the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the constitution; or
- f. there has been an undue delay in making the complaint.



#### 14.6. Society may refer complaint

1. The society may refer a complaint to —
  - a. a subcommittee or an external person to investigate and report; or
  - b. a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.
2. The society may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

#### 14.7. Decision makers

A person may not act as a decision maker in relation to a complaint if 2 or more members of the committee or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be —

- a. impartial; or
- b. able to consider the matter without a predetermined view.

### **15. MATTERS NOT PROVIDED FOR**

- 15.1. Any matters not provided for in these Rules shall be decided by the Committee whose decision shall be binding until it is superseded by a resolution of an AGM, or an EGM called for that purpose.

### **16. INDEMNITY OF OFFICERS**

No duly elected Officer of Whangarei Heads Citizens' Association Inc. shall be liable for:

- a. The acts, receipts, neglects, or defaults of any other officer of The Association or
- b. For any loss occasioned by an error of judgement or oversight on his/her part, or
- c. For any other loss, damage, or misfortune whatever, which shall happen in the execution of the duties of his/her office or in relation thereto unless the same happens through his/her own wilful default or dishonesty.

