

Rules of the Lyttelton Energy Transition Society Incorporated

1. Name

The name of the society is Lyttelton Energy Transition Society Incorporated (LETS) Incorporated.

2. Definitions

"Act" means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.

"Annual General Meeting" means a meeting of the Members of the Society held once per year which, among other things, will receive and consider reports on the Society's activities and finances.

"Co-chair" means two Committee Members who are jointly responsible for, among other things, overseeing the governance and operations of the Society and chairing Committee meetings and General Meetings.

"Committee" means the Society's governing body.

"Committee Member" means a member of the Society who is properly admitted to the Committee, including the two Co-chairs, Secretary and Treasurer.

"General Meeting" means either an Annual General Meeting or a Special General Meeting of the Society.

"Lyttelton" is as defined by Statistics New Zealand a small urban area of Christchurch including the neighbouring communities of Rāpaki, Cass Bay and Corsair Bay.

"Member" means a person properly admitted to the Society who has not ceased to be a member of the Society.

"Notice" to Member(s) includes any notice given by post, courier or email or other electronic means; and the failure for any reason of any Member to receive such Notice or information shall not invalidate any meeting or its proceedings or any election.

"Interested Member" means a member who is interested in a Matter for any of the reasons set out in section 62 of the Incorporated Societies Act 2022.

"Interests Register" means the register of interests of Officers and other Committee Members, kept under these Rules.

"Matter" means the Society's performance of its activities or exercise of its powers, or an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the Society.

"Officers" means the two Co-chairs, the Secretary and the Treasurer.

"Renewable Energy" is energy derived from natural sources that are replenished at a higher rate than they are consumed. In the Lyttelton context the term is used for instance for electricity generated from bioenergy, wave and/or tidal energy, solar energy using photovoltaic panels or from wind energy using wind turbines.

"**Rules**" means the rules in this document.

"**Secretary**" means the Committee Member responsible for, among other things, keeping the register of Members, the register of Interests, and recording the minutes of General Meetings and Committee meetings.

"**Society**" means Lyttelton Energy Transition Society Incorporated, a registered incorporated society under the Act.

"**Special General Meeting**" means a meeting of the Members, other than an Annual General Meeting, called for specific purposes.

"**Sub-Committee**" means one or more persons appointed by the Committee with delegated authority to perform specific tasks in lieu of the Committee.

"**Treasurer**" means the Committee Member responsible for, among other things, overseeing the finances of the Society.

"**Working Days**" means as defined in the Legislation Act 2019. Examples of days that are not Working Days include, but are not limited to, the following – a Saturday, a Sunday, Waitangi Day, Good Friday, Easter Monday, ANZAC Day, the Sovereign's birthday, Te Rā Aro ki a Matariki/Matariki Observance Day, and Labour Day.

3. Mission

The mission of the Society is to promote, support, manage and employ the generation and use of electricity from renewable energy sources in Lyttelton, to decentralise the generation of electricity in Lyttelton, to establish democratic control over the generation and distribution of locally generated electricity, and to ensure that the local community has equitable access to electric energy and becomes more secure, self-reliant and better prepared to sustain the effects of the phasing out of fossil fuels.

4. Objectives

- to facilitate the generation of renewable energy within the Lyttelton area for the use by local residents and local industry and under the control of local energy consumers;
- to promote, encourage and deliver energy resilience i.e. the ability to operate critical energy services during and in response to a major disruption;
- to identify, alleviate and address energy poverty in Lyttelton and ensure equitable and affordable access to energy;
- to increase the health, social and financial well-being of Lyttelton residents by helping to improve the efficiency and effectiveness of energy use;
- to develop, communicate, facilitate and implement measures that allow advanced demand management of electricity use;
- to liaise with and establish sound working relationships with Mana Whenua, local and central government officials, elected representatives, regulatory bodies, industry groups, and other interested organisations to further the objectives of the Society;

- to secure the necessary resources and finances to implement agreed objectives and strategies.

5. Charitable Purpose and Income, Benefit, or Advantage

- The Society shall carry out activities to advance exclusively charitable purposes in compliance with the Charities Act 2005. Any income, benefit, or advantage must be used to advance the charitable purposes of the Society.
- The Society intends to apply for registration with Charities Services and become a registered charity under the Charities Act 2005.
- Any payments made to a Member must be for goods and services that advance the charitable purpose and must be reasonable and comparable to payments that would be made in an arms-length transaction (being no more than the open market value).
- No member of the Society or any person affiliated with a Member shall participate, in or materially influence any decision made by the Society in respect of any payment of any income, benefit, or advantage to that member, or affiliated person.

6. Values and Culture

- Members have a deep respect and reverence for nature and work to protect the natural environment from damaging effects of human activity.
- In their dealings with each other and the wider community Members will always act in good faith.
- The relationship of Members with each other and with the wider community is based on cooperation, sharing of ideas and information, inclusiveness and consensus building.
- Members demonstrate a commitment to Te Tiriti o Waitangi and acknowledge Te Hapu o Ngati Wheke as mana whenua of this takiwa/district.

7. Registered office

The Registered Office of the Society shall be at such place in New Zealand as the Committee from time to time determines, and changes to the Registered Office shall immediately be notified to the Registrar of Incorporated Societies as required by the Act.

8. Membership

- Ordinary membership shall be open to all persons 16 years and older or body corporates who support the vision and objectives of the Society and pay all required subscriptions and other dues.
- All applications for membership shall be made in writing to the Society. All applicants for membership shall confirm in their application that they support the objectives of the Society and that they will comply with the Rules if their application for membership is accepted.

- The Committee may accept or decline an application for membership. The Committee must advise the applicant of its decision but is not required to provide reasons for that decision.
- Every Member shall provide the Society with that Member's name and contact details including postal address, telephone number(s), and any email address and promptly advise the Society of any changes to those details. Any Member that is a body corporate shall provide the Secretary with the name and contact details of the person who is the organisation's authorised representative, and that person shall be deemed to be the organisation's proxy for the purposes of communication and voting.
- Membership does not confer on any Member any right, title, or interest (legal or equitable) in the property of the Society.
- A Member is not liable for any obligation of the Society by reason only of being a Member.
- The Society shall maintain the minimum number of 10 members as required by the Act.

9. Rights and Obligations of Members

- All Members (including Committee Members) shall promote the interests and purposes of the Society and shall do nothing to bring the Society into disrepute.
- Members are entitled to attend, discuss and put forward motions, and vote at General Meetings.
- The Committee may decide what access or use Members may have of or to any premises, facilities, equipment or other property owned, occupied or otherwise used by the Society, including any conditions of and fees for such access or use.

10. Subscriptions and fees

- The annual subscription and any other fees for membership for the then current financial year shall be set by resolution of a General Meeting.
- The Committee may decide to terminate the membership of any Member who fails to pay the annual subscription or any other membership fee within 3 calendar months of the date the same was due for payment.
- The annual subscription or any other fee must be paid in full by the Member on or before the first day of each financial year. The first day of the financial year is the 1st April.
- The Committee shall have powers to set proportional payment fees for members joining during the financial year.

11. Ceasing to be a Member

A Member ceases to be a Member:

- on the date of death of a Member (or if a body corporate on the date of liquidation or de-registration);

- on the receipt of the Member's written resignation notice to the Society;
- on termination of a Member's membership under these Rules;
- on the date of a resolution by the Committee to terminate a membership.

Upon termination of the membership a Member shall:

- pay all outstanding subscriptions and other fees;
- shall cease to hold himself or herself out as a Member of the Society;
- shall return to the Society all Society's assets and intellectual property held in possession by the Member.

12. Governance of the Society

The affairs of the Society shall be managed by the Committee, which may exercise all powers of the Society and do on its behalf, all such acts as the Committee may deem necessary or expedient to further the objectives of the Society. In exercising such authorities and powers, the Committee shall be subject always to any limits to the powers that may be imposed by the Society in General Meeting. Further to managing the Society the role of the Committee will include to:

- provide strategic direction and set appropriate goals and targets;
- manage the Society's financial affairs, including approving the annual financial statements for presentation to the Members at Annual General Meetings;
- set accounting policies in line with generally accepted accounting practice and accounting standards set forth under the Charities Act 2005 and the Financial Reporting Act 2013;
- decide on membership applications and/or membership terminations;
- ensure that Members follow the Rules;
- decide the locations, dates and times for meetings, set the agenda for meetings, and conduct meetings;
- delegate responsibility and co-opt members where necessary;
- regularly inform Members at large about the activities of the Society;
- manage dispute resolution procedures in a fair and timely manner;
- maintain all necessary registers in accordance with the Act.

Subject to the Rules of the Society the Committee may amongst other decisions and actions:

- purchase, take on lease, or exchange, hire or otherwise acquire and improve, such property and assets as may be required for carrying out the objectives of the Society;

- have the power in the corporate name of the Society to enter into any agreement or contract it may think fit and necessary in the management of the Society;
- employ people and manage volunteers in accordance with the Health and Safety at Work Act (2015) and all other employment legislation;
- hold and invest money and/or hold trust funds for other groups or organisations that share purposes of the Society;
- apply for grants and sponsorship and/or provide grants and sponsorship to other groups or organisations that share the purposes of the Society;
- have power to borrow to such extent and on such terms and conditions as shall be decided at a General Meeting called for that purpose;
- promote or oppose resource consent applications, District or Regional Plans, other measures or rules, regulations or by-laws, or take any other legal action affecting the interests of the Lyttelton community;
- make representations by way of submission, appeal or otherwise in respect of any matters related or incidental to the objects of the Society.

13. Composition of Committee and qualification of Committee Members

The Committee will consist of a minimum of 4 and a maximum of 10 natural persons who are Members of the Society and who are not disqualified by these Rules.

The Committee includes Co-chairs (two Members), a Treasurer and a Secretary and up to 5 additional Members. A delegate of Te Hapū o Ngāti Wheke shall be member of the Committee ex officio. Prior to election or appointment, every Committee Member must consent in writing to be a Committee Member and certify in writing that they are not disqualified from being appointed or holding office as a Committee Member by these Rules or the Act.

The following persons are disqualified from being appointed or elected to the Committee or from holding office as a Committee Member:

- a person who is an undischarged bankrupt;
- a person who is prohibited from being a director or promoter of, or being concerned 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 has been convicted of an offence involving dishonesty and/or is sentenced to imprisonment or periodic detention during the last 7 years;
- a person who is otherwise disqualified from being a member of the committee under the Act or under the Charities Act 2005.

14. Committee Member's duty

A Committee Member shall observe the duty of care as required by these Rules and the Act. When exercising powers or performing duties for the Society's affairs, the Committee Member must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances.

The Committee Member shall not agree to activities or allow activities of the Society to being carried out in a manner likely to create a substantial risk to the Society or of serious loss to the Society's creditors.

15. Cessation of Committee membership

A Committee Member shall be deemed to have ceased to be a Committee Member if that person:

- ceases to be a Member;
- is not qualified to be a Committee Member any more;
- resigns by giving written notice to the Society;
- is removed by majority vote of the Society at a General Meeting or Special General Meeting;
- becomes mentally incapable under the Mental Health Act 1992 or subsequent enactment;
- is removed from the Committee as a result of a complaints procedure;
- if the term of the Committee Member's appointment or election has come to an end and the Committee Member is not re-elected.

If a person ceases to be a Committee Member, that person must within 14 days return to the Committee all the Society's property, keys, documents, data, access codes and passwords.

16. Committee Officers

Co-chair

Two Committee Members share the duties of chairperson. They jointly, or one as deputy for the other as agreed between them, represent the Society in dealings with the public, the media, and on formal occasions where representation is appropriate or required. They will chair Committee meetings and General Meetings.

Secretary

The Secretary shall conduct the correspondence of the Society and shall have the custody of the common seal, of all documents (in paper or digital format), correspondence, and books belonging to the Society.

The Secretary will keep full and accurate minutes of all meetings and maintain an up-to-date register of Members and an up-to-date register of Interests.

The Secretary shall communicate with all Members of the Society disseminating information and newsletters as directed by the chairpersons. The Secretary will ensure that the Society's details as recorded in the Incorporated Societies Register and the Charities Register are up-to-date.

Treasurer

The duties of the Treasurer shall include:

- receiving fees, subscriptions, levies, grants and other monies paid to the Society and issuing receipts;

- opening and operating current and interest bearing bank accounts in the name of the Society;
- making deposits and investments in the name of the Society as the Committee may determine from time to time;
- paying all accounts and making advances passed for payment by the Committee via dual signature online banking;
- keeping all financial records, passwords and access codes (in digital format or otherwise) of the Society and ensuring their safekeeping together with any security documents;
- preparing or causing to be prepared, and submitting to the auditor/reviewer as soon as practicable after each financial year, the financial statements for that financial year. The format of the financial statement must be compliant with the Act and the Charities Act 2005;
- preparing a monthly report of all financial transactions of the last reporting period for the Committee;
- submit the audited/financial report and the performance report to the Annual General Meeting for approval;
- submit the approved reports to the Incorporated Societies Register and the Charities Register as required by the Act and the Charities Act 2005.

17. Election or appointment of Committee Members

The Officers of the Society and the ordinary members of the Committee shall be elected at the Annual General Meeting. The Committee may also appoint additional Members to the Committee at any time during the year to fill vacancies, or vacant roles, or for other purposes. At any given time the Committee shall consist of a majority of elected members.

The election of Committee Members shall be conducted as follows:

- I. At least 7 Working Days before the date of the Annual General Meeting, the Secretary shall give Notice to all Members by posting or emailing to them such information (not exceeding one side of an A4 sheet of paper) as may be supplied to the Secretary by or on behalf of each nominee, in support of their nomination.
- II. Only Members who are not disqualified from being appointed or holding office as a Committee Member by these Rules or the Act may stand for election.
- III. If there are insufficient valid nominations received under this Rule, but not otherwise, further nominations may be received from the floor at the Annual General Meeting.
- IV. Votes shall be cast in such a manner as the Co-chair(s) of the Annual General Meeting shall determine.
- V. Two Members (who are not nominees) or non-Members appointed by the Co-chair(s) of the Annual General Meeting shall act as scrutineers for the counting of the votes and destruction of any voting papers if voting is not done by show of hands.
- VI. Committee Members are elected by simple majority of Members present at the Annual General Meeting provided the requirements for a quorum are met.

VII. In the event of any vote being tied the tie shall be resolved by the incoming Committee (excluding those Members in respect of whom the votes are tied).

VIII. When the position of Co-chair comes to the vote during the Annual General Meeting the nominee for that position shall not chair the proceedings but shall temporarily hand over the chair to another Committee Member.

The term of office for all Committee Members shall be approximately 1 year, expiring at the end of the Annual General Meeting with the inauguration of the new Committee. Any Committee Members who are serving as 'ex officio' members are not being elected by the Annual General Meeting.

No Committee Member shall serve for more than 3 consecutive terms without the agreement of Members voting at the General Meeting.

18. Committee meeting procedures

- A quorum shall be at least four Committee Members including at least two Officers.
- The purpose of meetings is to make decisions voted on through precisely and clearly worded motions. The Committee will seek consensus in decision-making where at all possible. Failing to achieve consensus, a motion can only be passed with a majority of 75% of the Committee Members present and voting.
- The Co-chair(s) must accept all relevant motions, except if they result in illegality, or conflict with these Rules.
- The Co-chair(s) must accept challenges to their rulings and put such challenges to the meeting for discussion and decision.
- Procedural motions, such as points of order, have precedence over motions under discussion and shall be put or ruled upon immediately.
- The proposer of a motion shall have the right to be the first to speak to that motion as well as having the right of reply.
- With the approval of the Committee meeting the Co-chair(s) shall sign the minutes of each previous meeting as a true and correct record of that meeting; the signed copy of the Minutes to be filed by the Secretary.

19. Committee meeting schedule

The Committee shall meet at least quarterly at such times and places and in such format (in person or by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the Co-chair(s) or Secretary.

The Secretary shall give Notice of the next Committee meeting to all Members at least 7 Working Days before the scheduled date. Such Notice is not required if all Committee Members agree on a regular date, time, location and format. The Secretary shall inform Members and the general public of upcoming Committee meetings by announcing event details online and in local publications.

20. Public forum

A period of up to 10 minutes, or such longer time as the Committee may determine, will be available for a public forum at the start of each Committee meeting. A Member or a person of the general public wishing to speak at a public forum can speak on any issue, idea or matter relevant to Society activities.

The Co-chair(s) may terminate a presentation in progress which is disrespectful or offensive, or where the Co-chair(s) has (have) reason to believe that statements have been made with malice.

21. Power to delegate

The Committee may from time to time appoint any Sub-Committee and may delegate any of its powers and duties to any such Sub-Committee, or to any single person who shall be a Member of the Society. The Sub-Committee may exercise or perform the delegated powers or duties in the same way and with the same effect as the Committee would itself have done.

Any Sub-Committee to whom the Society has delegated powers or duties will be bound by written terms of reference approved by the Committee.

The membership of a Sub-Committee and the functioning of its delegations shall be determined by the Committee and may be changed or revoked at any time by the Committee.

The quorum of every Sub-Committee (if consisting of 2 or more persons) is half the members of the Sub-Committee but not less than 2.

Each Sub-Committee (if consisting of 2 or more persons) shall have at least one Committee Member appointed to it and no Sub-Committee shall have the power to co-opt additional members.

The terms of reference may require the Sub-Committee to compile a business plan and/or budget for approval by the Committee. In that case the Sub-Committee has the authority to perform all management functions and financial transactions that are necessary to achieve the objectives of the business plan and/or budget. All transactions that are not within the scope set by the terms of reference or by the business plan/budget will require prior authorisation by the Committee.

Every Sub-Committee will provide a written report (including of any financial transactions) to each Committee meeting.

22. Conflicts of interest

An Officer or a Committee Member and/or member of a Sub-Committee who is an Interested Member in respect of any Matter being considered by the Society, must disclose details of the nature and the extent of the interest (including any monetary value of the interest if it can be quantified) to the Committee and or Sub-Committee.

Any disclosed interest is to be entered in an Interest Register, which is maintained by the Secretary.

The disclosure of an interest must be made as soon as practicable after the Committee Member or the member of a Sub-Committee becomes aware that they are interested in a Matter.

A Committee Member or a member of a Sub-Committee who is an Interested Member:

- must not vote or take part in the decision of the Committee and/or Sub-Committee relating to the Matter;
- must not sign any document relating to the entry into a transaction or the initiation of the Matter;
- may take part in any discussion of the Committee and/or Sub-Committee relating to the matter and be present at the time of the decision of the Committee and/or Sub-Committee (unless the Committee and/or Sub-Committee decides otherwise);
- however, a member of the Committee and/or Sub-Committee who is prevented from voting on a Matter may still be counted for the purpose of determining whether there is a quorum at any meeting at which the matter is considered;

Where 50% or more of Committee Members are prevented from voting on a Matter because they are interested in that Matter, a Special General Meeting must be called to consider and determine the Matter, unless all non-interested members agree otherwise, and where 50% or more of the members of a Sub-Committee are prevented from voting on a Matter because they are interested in that Matter, the Committee shall consider and determine the Matter.

23. Complaint about Committee Members

Where a complaint is made about the actions or inaction of a Committee Member (and not in the Committee Member's capacity as a Member of the Society) the following steps shall be taken:

- the Committee Member who is the subject of the complaint, must be advised of all details of the complaint;
- the Committee Member who is the subject of the complaint, must be given adequate time to prepare a response;
- the complainant and the Committee Member who is the subject of the complaint, must be given an adequate opportunity to be heard, either in writing or at an oral hearing by the Committee (excluding the Committee Member who is the subject of the complaint if the complainant requires this) if the Committee considers that an oral hearing is required;
- any oral hearing shall be held by the Committee (excluding the Committee Member who is the subject of the complaint if the complainant requires this), and/or any oral or written statement or submissions shall be considered by the Committee (excluding the Committee Member who is the subject of the complaint);

If the complaint is upheld the Committee Member may be removed from the Committee by a resolution of the Committee or of a General Meeting, in either case passed by a simple majority of those present and voting.

24. External validation of financial statements

The Committee shall appoint a suitably qualified independent financial practitioner with experience in New Zealand accounting standards, as they apply for not-for-profit entities, to audit or review the accounts of the Society for the year.

The audit or review shall comply with statutory requirements for charitable organisations and shall be presented at the Annual General Meeting.

25. Authorised signatures

Three or more Committee Members shall be accredited with the Society's bankers. Any two authorised Committee Members are to sign or authorise jointly transfers or payments, legal documents and, when required, witness the affixing of the Society's common seal.

26. Common seal

The common seal of the Society shall show the name of the Society, and shall be in the custody of the Secretary.

The Common Seal shall be affixed to any document only by resolution of the Committee, and must be countersigned by 2 Committee Members or by 1 Committee Member and the Secretary.:

27. Contact person

The two Co-chairs and the Secretary are the official contact persons of the Society. Any external or internal communication should be directed to either of these 3 persons either by post, courier or email or other electronic means.

Any change in the contact persons or the persons name or contact details shall be advised to the Incorporated Societies Register or the Charities Register within 20 Working Days of that change occurring, or the Society becoming aware of the change.

28. Annual General Meeting

An Annual General Meeting shall be held once a year not later than 4 months after the end of the financial year on a date, at a location and in a format (in person meeting or via audio, audio and visual, or electronic communication) determined by the Committee and consistent with any requirements in the Act.

The business of an Annual General Meeting shall be to:

- confirm the minutes of previous Society General Meeting(s);
- adopt the annual report by the Co-chair(s) on Society business;
- adopt the Treasurer's report on the finances of the Society, and the annual financial statements;
- set any subscriptions or other fees for the current financial year;
- elect Committee Members;
- consider any motions;
- consider any general business.

The Committee must, at each Annual General Meeting, present the following information:

- an annual report on the business and affairs of the Society during the most recently completed financial year;
- the annual financial statements for the most recently completed financial year;
- notice of any disclosures of conflicts of interest made by Committee Members during that period (including a brief summary of the matters, or types of matters, to which those disclosures relate).

29. Special General Meeting

A Special General Meeting may be called at any time by the Committee by resolution. The Committee must call a Special General Meeting if the Society receives a written request signed by 10 Members or at least 50% of Members whichever is less. Any such written request must state the business that the Special General Meeting is to deal with. A Special General Meeting shall only consider and deal with the business specified in the Committee's resolution or the written request by Members for the Meeting.

The date of the General Meeting shall be no more than 30 days from the date of the respective resolution or the date of receipt of the written request.

30. Notice of General Meeting

The Committee shall give all Members at least 14 Working Days' Notice of any General Meeting, of the business to be conducted at that General Meeting and of the date and time, location and format (in person or by audio, audio and visual, or electronic communication) of the General Meeting. The General Meeting and its business will not be invalidated simply because one or more Members do not receive the Notice of the General Meeting.

31. General Meeting procedures

No General Meeting may be held unless at least 6 eligible Members attend. This will constitute a quorum. If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting - if convened upon request of Members - shall be dissolved; in any other case it shall stand adjourned to a day, time, format (in person or by audio, audio and visual, or electronic communication) and place determined by the Committee of the Society. Any resolutions passed when a quorum is not present are not valid.

- General Meetings may be held at one or more venues using any real-time audio, audio and visual, or electronic communication that gives each Member the opportunity to participate and exercise rights and obligations as a Member as if that Member would attend in person.
- General Meetings shall be chaired by the Co-chair(s). If the Co-chair(s) is/are absent, the meeting shall elect another Committee Member to chair that meeting.
- Any person chairing a General Meeting has a deliberative and, in the event of a tied vote, a casting vote.

- The Committee may put forward motions for the Society to vote on ('Committee Motions'), which shall be notified to Members with the Notice of the General Meeting.
- Minutes must be kept by the Secretary of all General Meetings.

32. Changing the Rules

The Society may amend, add to or replace these Rules at a General Meeting by a resolution passed by a 66% majority of those Members present and voting.

At least 7 Working Days before the General Meeting at which any amendment is to be considered the Secretary shall give to all Members the full text of the proposed changes, the reasons for the proposal, and any recommendations the Committee has.

When an amendment is approved by a General Meeting it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in the Act for registration and shall take effect from the date of registration.

33. Winding up the Society

The Society may be wound up, or liquidated, or removed from the Register of Incorporated Societies, or the Charities Register in accordance with the provisions of the Act or the Charities Act 2005.

The Secretary shall give Notice to all Members of:

- the proposed motion to wind up the Society or remove it from the Register of Incorporated Societies;
- the General Meeting at which any such proposal is to be considered, the reasons for the proposal, and any recommendations from the Committee in respect to such notice of motion.

Any resolution to wind up the Society or remove it from the Register of Incorporated Societies must be passed by a simple majority of all Members present and voting.

If the Society is wound up, or liquidated, or removed from the Register of Incorporated Societies, no distribution shall be made to any Member, and if any property remains after the settlement of the Society's debts and liabilities, that property must be given or transferred to other charitable organisations in the Lyttelton area for a charitable purpose or purposes as defined in section 5(1) of the Charities Act 2005.