



**PROJECT
PARORE**

Membership Policy

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Purpose of Document

This document defines membership policies for the Uretara Estuary Managers Incorporated Society. UEMI trades as Project Parore.

The Incorporated Societies Act 2022 and associated regulations, which came into full force on 5th October 2023, have been taken into account in the preparation of these policies.

Decisions about Membership

The Board of UEMI will make the final decision about any application for membership, based on these policies.

Membership Role

The primary role of the society membership is to elect a Chair for the society, who also chairs the Society Board.

Society members also elect the Board itself, sign off the annual report and approve the appointment of auditors. They can present motions (in accordance with the Constitution) at Annual General Meetings and call for Special General Meetings when they can muster a quorum.

In other words, the society members help to hold the executive accountable.

Any proposed changes to the Constitution must be approved by a majority of the membership.

Membership of a society does not confer on a member any right, title, or interest, either legal or equitable, in the property of the society*¹.

Membership Numbers and Register

The Society Secretary is required to maintain a current register of members.

The register must contain*—

- (a) the name of each member; and
- (b) the last known contact details of each member; and
- (c) the date on which each person became a member; and
- (d) the name of each person who has ceased to be a member of the society within the previous 7 years; and
- (e) the date on which each person ceased to be a member.

Project Parore has a policy of maintaining a membership limited to 20. It must have a minimum of 10 members*.

Note that Body Corporate members (see “Tangata Whenua”) count as 3 members each for the purposes of this part of the Act (see [Appendix A](#))*:-

¹ Asterisked statements are drawn from the Incorporated Societies Act 2022. Otherwise most of the rules above are drawn from the UEMI Constitution.

Membership Policies

Locale

Rationale

- As a community led organisation, we want our members to be representative of our community.

Policy Statements

- a. To become a member of UEMI, a candidate must be an individual who resides within the area in which UEMI is active, except for the local marae who may become body corporate members (see below).
- b. When a member leaves the district, they are required to resign from the Society.

Conflicted Interests

Rationale

- If a member has a conflict of interest with UEMI, then they will be unable to perform their key roles in elections and approving changes to the rules and Constitution.

Policy Statements

- a. Membership of the UEMI society is not available to paid staff members. They are accountable to the Board through the General Manager and have a financial dependency on the Society.
- b. If a prospective member is in a role where they manage a commercial relationship with UEMI, they are ineligible to become a member – except where that relationship is solely related to land that they own.
- c. If an existing member takes a role in another organisation, where they will be managing a commercial relationship with UEMI, they are required to resign their membership of UEMI.

Preference for already Involved People

Rationale

- People who already volunteer their time to support UEMI, or own land undergoing remediation in partnership with UEMI, should be able to have a say in its governance.

Policy Statements

- a. If a vacancy arises in the Society membership, it will first be offered to existing volunteers and involved landowners.

Tangata Whenua

Rationale

- UEMI has signed a memorandum of understanding with the three local marae, to co-operate and collaborate on matters pertaining to the Taiao.

Policy Statements

- a. A society membership will be reserved for each marae. The marae are free to nominate a representative to attend society general meetings and special meetings, where they have one vote each.

Appendix A - Membership Regulations - Incorporated Societies Act 2022

The Society is subject to the [Incorporated Societies Act 2022](#). The following are the key clauses pertaining to membership. The Act requires that

Section 8 Eligibility to be incorporated society

- (1) Any 10 or more persons may apply to incorporate a society under this Act for any lawful purpose other than a purpose of being carried on for the financial gain of any of its members.

Section 14 Body corporate treated as equivalent to 3 members in some cases

A body corporate that is a proposed member or a member of a society must be treated as being 3 members for the purpose of determining the number of members under [sections 8\(1\)](#) and Subpart 5 [74](#).

Section 26 What constitution must contain²

- (1) The constitution must contain the following matters:
 - (c) how a person becomes a member of the society, including a requirement that a person must consent to be a member (see section 76); and
 - (d) how a person ceases to be a member of the society; and
 - (j) procedures for resolving disputes, including providing for how a complaint may be made (see sections 38 to 44);

Sections 38-44 Procedures in constitution for resolving disputes

See the legislation online [here](#):-

<https://www.legislation.govt.nz/act/public/2022/0012/latest/link.aspx?id=LMS534242>

Section 76 Consent to become member

- (1) A person must consent to become a member of a society.
- (2) The consent of a body corporate (A) to become a member of a society may be given on A's behalf in writing by a person acting under A's express or implied authority.

Section 78 Liability of members

- (1) A member is not liable for an obligation of a society by reason only of being a member.
- (2) The liability of a person to a society in their capacity as a member is limited to—
 - (a) any amount unpaid on the membership of the member:
 - (b) any liability as a member expressly provided for in the society's constitution.
- (3) Nothing in this section affects the liability of a member of a society to the society under a contract, or for any tort, breach of a fiduciary duty, or other actionable wrong committed by the member.

² UEMI is going to update its constitution in 2024 now that relevant regulations have been finalised, and these matters will be covered in the new constitution. When they are this policy will be updated to reflect any relevant changes. The existing constitution is somewhat vague on these matters.

Section 80 Information for members

- (1) A member may at any time make a written request to a society for information held by the society.
- (2) The request must specify the information sought in sufficient detail to enable it to be identified.
- (3) The society must, within a reasonable time after receiving a request,—
 - (a) provide the information; or
 - (b) agree to provide the information within a specified period; or
 - (c) agree to provide the information within a specified period if the member pays a reasonable charge to the society (which must be specified and explained) to meet the cost of providing the information; or
 - (d) refuse to provide the information, specifying the reasons for the refusal.

Section 81 Grounds for refusing request

- (1) A society may refuse to provide the information if—
 - (a) withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons; or
 - (b) the disclosure of the information would, or would be likely to, prejudice the commercial position of the society or of any of its members; or
 - (c) the disclosure of the information would, or would be likely to, prejudice the commercial position of any other person, whether or not that person supplied the information to the society; or
 - (d) the information is not relevant to the operation or affairs of the society; or
 - (e) the request for the information is frivolous or vexatious.

Section 88 Right of access to financial statements and minutes of meeting

- (1) A member may, at any time, make a written request to the society for either or both of the following:
 - (a) the financial statements of the society that were presented at the most recent annual general meeting of the society;
 - (b) the minutes of the most recent general meeting of the society.
- (2) The society must, within a reasonable period after receiving the request and without charge, provide the requested information to the member.

Subpart 5—Members

(74) Society must have at least 10 members

- (1) A society must continue to have at least 10 members.
- (2) An act of a society or the transfer of property to or by a society is not invalid merely because the society does not have at least 10 members.