

# **Free Beaches NZ Incorporated Constitution**

## **Title and Commencement**

1.1 This Constitution may be cited as the FREE BEACHES NEW ZEALAND INCORPORATED CONSTITUTION 2022.

1.2 This Constitution shall come into force on the 7<sup>th</sup> day of September 2022.

## **Interpretation**

2.1 In this constitution unless there is something in the text clearly repugnant to such meaning, “the Society” means Free Beaches New Zealand Incorporated; “the Committee” means the National Committee for the time being of the Society; “year” means the period from the 1st day of August of one year to the 31st day of July of the next year.

2.2 Unless the contrary is expressly provided for or unless there is something in the context clearly repugnant thereto, words importing the singular shall include the plural, and words importing the plural shall include the singular.

## **FREE BEACHES NEW ZELAND INCORPORATED**

3. There shall be a society known as “FREE BEACHES NEW ZEALAND INCOPRPORATED” (FBNZ).

## **Objects of the Society**

4.1 To promote naturism in healthy activities.

4.2 To protect the rights of skinny-dippers and beach naturists

4.3 To foster public acceptance and respect for the concept and practice of clothesoptional recreation at beaches and other appropriate locations.

4.4 To identify suitable localities for clothes-free recreation and to inform members and others of these.

- 4.5 To provide a social framework within which members may share the use of these localities and other facilities for social nudity.
- 4.6 To issue publications which in whole or in part promote the Objects of the Society or explain its activities.
- 4.7 To liaise with other organisations for the purposes of these Objects.
- 4.8 To accept subscriptions and other monies, donations (whether real or personal estates) devises and bequests for all or any of the purposes aforesaid.
- 4.9 To affiliate with or subscribe to the funds of those bodies which in the opinion of the Committee by their identity of interests are deserving of the support of the Society.
- 4.10 To do all such other acts and matters as may be incidental and conclusive to the attainment of the principal Object statement or any of the sub-statements.

## **Membership**

- 5.1 Membership shall be open, by application, to all persons aged eighteen years and over. Persons under this age may join with the written consent of a parent or guardian.
- 5.2 Membership of the Society shall be as a Unit, which is defined as either
- a single individual or
  - two people in a relationship or
  - a family of one or more parents or caregivers and children who are financially dependent on those parents or caregiver(s).

References to Members throughout this Constitution shall include any or all persons in the Unit.

- 5.3 Each member shall complete a form of application which shall state his or her name, full postal address, as required by the Incorporated Societies Act. In addition, each member shall provide an email address, if they have one, for distribution of notices and newsletters.

5.4 Membership shall be on a Provisional basis until the Committee has completed enquiries to determine that the applicant is genuinely sympathetic to the aims of the Society, and has a suitable temperament, at which point the member will be accepted as a full member or have their membership application declined, provided that the Committee is not bound to give any reason for that restriction.

5.5 Each new member shall be sent a copy of the Constitution.

5.6 Every member shall comply with and be bound by the Constitution of the Society

5.7 Any member may resign from membership by giving the Secretary notice in writing to that effect, such resignation to take immediate effect upon receipt. Such resignations shall not however release the said member from paying subscriptions due or other monies outstanding, provided however that the Committee may in its absolute discretion refund or remit the whole or any portion of the subscription or other monies as it shall think fit.

5.8 The Committee shall be empowered to suspend without prejudice membership of any member whose behaviour is such as to bring the Society or its Objects into disrepute, or who deliberately persists in causing offence to other members, or who breaches any of the rules contained in the Constitution of the Society, or against whom a complaint is made by another member.

While a member is suspended the National Committee shall decide

- a) That no action be taken;
- b) That endeavours shall be made to solve the matter in committee by consultation and agreement with all parties to the issue/complaint;
- c) That if no resolution is likely in Committee and the matter should be dealt with by a special general meeting of members then the committee shall call such meeting in accordance with Clause 8.1.
- d) At such special general meeting, the parties to the matter shall be afforded the same opportunity to present their views and any relevant evidence. If it is the opinion of a simple majority of financial members present, that the membership shall be terminated, the secretary shall notify the member of the meeting's decision and the membership termination shall take immediate effect.

e) Any member terminated under this rule shall not be entitled to any refund of subscriptions paid. Such member shall cease to have any right or interest in the property or concerns of the Society.

f) Any such person can appeal or request a review of suspension.

5.9 A member who has given extraordinary service to the Society may be made a Life Member. Life Members shall be elected by resolution of an Annual General Meeting of the Society at the recommendation of the National Committee and shall have all rights and privileges of full membership.

5.10 Associate membership (free of charge and without voting rights) is available to other groups, societies or organisations who may wish to indicate their support for the principles of Free Beaches New Zealand. The associate membership does not include current or past member 'unit' of the Society.

## **Subscriptions**

6.1 Each member shall pay an annual subscription of an amount to be decided by the Annual General Meeting. The subscription shall fall due on the day after the Annual General Meeting, and any member not having paid by three calendar months after that date shall be deemed to have resigned. Any such member may however revive his or her membership without further formality by payment of the sum due during the financial year. The Committee may also at its discretion allow those joining during the autumn or winter to pay a reduced subscription for such period.

6.2 Life members are exempt from the requirement to pay a subscription.

6.3 For the purpose of subscriptions, "member" shall be taken to mean a single person, couple, or family unit, as defined in Clause 5.2.

## **Rights and Privileges of Members**

7.1 Members shall be entitled to receive Society newsletters, notices of meetings, lists of localities for nude recreation, lists of social events, and other information. Only those however who have agreed to appear in the lists of members shall receive such lists.

7.2 Members shall be entitled to participate in social events, outings to beaches and like activities organised by the Committee or members acting on

its behalf, subject to the agreement of the owners of any premises used for such activities.

7.3 In the event of any legal action being taken against a member or members arising out of nude recreation in a place and at a time which the Committee considers suitable, the Society will render such assistance as the Committee may consider appropriate and within the resources of the Society

## **Meetings**

8.1 The Annual General Meeting shall be held during the month of August each year, or as soon as possible thereafter, at a place and time convenient to as many members as possible. A Special General Meeting, may be called by the Committee whenever it deems expedient to do so. At least 30 days' notice shall be given of any General Meeting, and in the case of a Special General Meeting shall state the business of the meeting. Notice shall be by letter or newsletter.

8.1.1 Participation in meetings is to be in accordance with Section 87 of the Incorporated Societies Act 2022 (Thus in person, by means of audio link, audiovisual link, or other electronic communication, or by a combination of both).

8.2 The business of the Annual General Meeting shall be the presentation of Reports of Officers, consideration and adoption of Accounts and general business.

8.3 Voting at General Meetings shall be by show of hands or if requested by secret ballot, in which case the meeting shall appoint two scrutineers who shall count the votes and report the votes to the Chair who shall declare the result and have the ballot papers destroyed forthwith.

8.4 A quorum for a General Meeting is present if twenty persons having the right to vote are present in person or by proxy or have cast postal votes, except that the quorum for a Regional Meeting shall be ten persons. Every member as defined in clauses 5 and 6 shall have one vote.

## **Management**

9.1 The business of the Society shall be managed and controlled by a National Committee consisting of a President, Secretary, Treasurer, and members of a number to form a committee not exceeding eight persons. The National Committee shall be elected by postal ballot; in the case of resignation, a committee member may be appointed in an acting capacity. The Committee may appoint Vice President(s) and shall have the power to co-opt members as required. Committee meetings shall be open to all members and an electronic copy of the minutes shall be provided on request.

9.1.2 Regional committees of the Society shall comprise a Chairperson, Secretary, Treasurer, and Committee, members of a number to be decided at the Regional Annual General Meeting. Regional Committees shall be governed by the Constitution of the Society.

9.1.3 The committee shall act in good faith and in the best interest of the Society, comply with the constitution and the Incorporated Societies Act 2022.

9.2 In addition to such powers and duties as are laid down elsewhere in the Constitution, the Committee shall have the following powers:

9.2.1 To hire or purchase suitable premises for the purposes of the Society, and to provide all necessary furnishings.

9.2.2 To institute, conduct, defend, compromise or abandon any legal proceedings by or against the Society or its officers or otherwise concerning the affairs of the Society.

9.2.3 To claim, sue for and recover in the name of the Society or otherwise all or any subscriptions or other monies due for payment to the Society.

9.2.4 To enter into all such negotiations and contracts and rescind and vary all such contracts, execute and do all such acts and deeds in the name of the Society as it may consider expedient for the purposes of the Society except that in the matter of expenditure of the Society monies, the approval of a General Meeting shall be required for expenditure on any one item of an amount in excess of one thousand dollars (\$1000), excluding any fees to be paid to NZNF. Notification of intention to forward a motion requiring such approval must be given in the notice calling the meeting.

9.2.5 From time to time to purchase all goods or things necessary or required by the Society for the carrying out of its Objects.

9.2.6 To borrow monies from any Corporation or persons in such amounts, at such rates of interest, and subject to such terms and conditions as the Committee may think fit, and the Committee may mortgage or pledge the whole or any part of its property and assets as security for any monies so borrowed.

9.3 Notwithstanding the powers conferred on the Committee in the Constitution it shall at all times comply with resolutions of General Meetings except in so far as changes of circumstances make this impossible or inadvisable, in which case the Committee shall refer the matter back to members and ask that the resolution be rescinded.

9.4 The quorum for a Committee meeting shall be four persons, with no casting vote from the chair.

### **Duties of Officers**

10.1 It shall be the duty of the President to attend and preside at all General Meetings and Committee meetings, to keep order, to decide all points of order and to sign all minutes of previous meetings. In the absence of the President a deputy shall be appointed by the meeting who shall have all the powers of the President.

10.2 The Secretary shall attend all meetings and shall take minutes, conduct correspondence, issue notices of meetings and perform other usual duties.

10.3 The Treasurer shall collect and duly account for all monies due to the Society and shall make such disbursements as are authorised by the Committee. He or she shall submit to each Annual General Meeting a balance sheet, together with a full statement of income and expenditure, He or she shall at all times when requested to do so by the Committee, furnish it with such information as it may require concerning the finances of the Society.

10.4 It shall be the responsibility of any officers to disclose any conflict of interest the person has in terms of Section 62-73 of the Incorporated Societies Act 2022.

10.5 Elected officers must comply with Section 47 of the Incorporated Societies Act 2022 and complete a “consent and certificate of officer” form.

## **Financial**

11.1 The Treasurer shall deposit monies in an account or accounts at a bank. Any monies requiring to be drawn on such accounts shall be authorised by the Treasurer and such other Committee member as the Committee shall determine.

11.2 The financial year shall be from the 1st day of August to the 31st day of July.

11.3 No member shall at any time receive any financial gain from the funds of the Society, provided that this Constitution shall not prevent members receiving sums in payment for goods or services provided or disbursements made on behalf of the Society.

11.4 At no time may any two members of a family, or both spouses in a relationship, or two members of the same membership unit, be signatory concurrently to any national or regional bank account owned or operated by the Society.

11.5 The accounts shall be peer reviewed by an elected officer before any Annual General Meeting.

## **Liquidation**

12.1 The Society can only be liquidated with the consent of all active Regional Committees in accordance with the provisions of the Incorporated Societies Act 2022 .

12.2 On the liquidation of the Society or its dissolution by the Registrar of Incorporated Societies, all surplus assets after payment of all costs, debts and liabilities shall be disposed of in such a manner as shall be determined by the votes of a majority of the members personally present and entitled to vote at a Special General Meeting called for such purpose provided that such property shall be applied in fostering the objects of the nudist movement through the New Zealand Naturist Federation (Incorporated) or such other body with comparable objectives as may be determined at that Special General Meeting.



## **Indemnity**

13.1 The Committee shall be indemnified from the funds of the Society in respect of all legal proceedings that may be instituted by or against them, in consequence of the performance or non-performance of their duties as covered by this Constitution.

## **By-Laws**

14.1 The Committee shall have power to make, amend, or revoke any By-law for carrying out the Constitution and its own proceedings as it may deem expedient, providing that such By-laws shall not be inconsistent with the Constitution nor conflict with the provisions of the Incorporated Societies Act 2022. Such acts of the Committee shall however, be confirmed by a motion or motions passed at the next ensuing General Meeting.

## **Alterations of the Constitution**

15.1 This Constitution may be amended or revoked by resolution of two thirds of the members present at a General Meeting of the Society provided that no amendment shall in any way affect the non-profit status of the Society as defined by Inland Revenue Department.

15.2 Notice of proposed amendments shall be in the hands of the Secretary by the 30th day of April or in the case of a Special General Meeting one month beforehand.

15.3 The agenda sent to each member before any meeting shall include a clear statement of any amendments to be proposed at the meeting.

## **Common Seal**

16 The Common Seal of the Society shall consist of the words "THE COMMON SEAL OF FREE BEACHES NEW ZEALAND INCORPORATED". The seal shall be in the custody of the Secretary. It shall be affixed to such documents as the Committee may from time to time direct in the presence of the President, the Secretary and one other Committee member.

## **Registered Office**

17 The Registered Office of the Society shall be situated at such address as the Committee may decide from time to time, and the Secretary shall, when necessary, notify the Registrar of Incorporated Societies of such address and any change thereof.

## **Revocation**

18 All previous Constitutions of the Society are hereby revoked