



**UPPER CLUTHA
A&P SOCIETY**
SINCE 1933

Constitution Review – Explanatory Notes

Background

As part of the Board's work plan to develop and review policies and procedures, it became clear that parts of the Constitution needed to be reviewed and updated. The aim was to ensure the Society's governance, management, and constitutional arrangements are connected, aligned, and practical.

The Board was also mindful that the Constitution should remain enduring and fit for purpose for many years ahead, to avoid the need for constant amendments.

The proposed amendments have been worked on extensively over recent months in conjunction with the Society's legal advisor, Todd Walker. They have been unanimously approved by the Board and Todd Walker.

Approach

The review focused on modernising language, removing outdated detail, and clarifying how the Society operates. Key updates include:

- Updating terminology, such as replacing "subscriptions" with "membership fees", and clarifying rules around membership and Honorary members
- Correcting clauses relating to auditor remuneration.
- Removing detailed references to the General Manager role, as this is set by the Board from time to time under employment law.
- Refining the role of the President.
- Clarifying the role of Committees
- Removing references to the AGM electing Board members, as Board elections are undertaken by member vote prior to the AGM. The procedures for such votes are also spelled out.
- Updating references to Show "by-laws" so they are described as terms and conditions.
- Changing the definition of matters to be addressed at an AGM to include "General Business".
- Clarifying the "Winding Up" provisions so they are in line with the Agricultural and Pastoral Societies Act 1908 which is the governing statute.

Several outdated clauses have also been removed where the subject matter is now addressed elsewhere. For example, provisions relating to Shows are covered through other documents such as our Show Terms and Conditions, and the former punishment section has been replaced by a modernised dispute process.

The revised Constitution also adds clarity where the previous version was silent. In particular, it now outlines how Board members are elected and explains the responsibilities of Committees, and especially how the Committees fit into the modernized governance structure. This issue was never really clarified when the Board structure was put in place in 2018.

Special General Meeting

This Special General Meeting is particularly important as it will determine how members can vote in future Board elections.

When the Society adopted its Board governance model in 2018, the Constitution was not updated to formally allow all members to vote online in Board elections. The proposed new Constitution addresses this and ensures every member has the opportunity to have their say, whether or not they can attend the AGM.

If the proposed Constitution is not approved, voting in Board elections will be restricted to those physically attending the AGM – typically just 20–30 members. This would mean the majority of our membership would lose the opportunity to vote on who governs the Society.

Approval of the new Constitution requires a two-thirds majority of members attending and voting at the Special General Meeting. We strongly encourage members to attend, have their say and exercise their vote to help shape the future of the Society.

Summary

The proposed amendments do not change the purpose of the Society. Instead, they modernise the wording, remove redundant clauses, improve clarity and accuracy, and bring the Constitution into alignment with how the Society operates in practice.

Upper Clutha A&P Society Board

9 October 2026