

CONSTITUTION
of the
UPPER CLUTHA AGRICULTURAL AND PASTORAL SOCIETY

**Incorporated under the Agricultural and Pastoral Society's Act
1908.**

**Adopted at the first General Annual Meeting of the Society held at Luggate on the
22nd day of November 1935 and as duly amended from time to time including
amendments on 18 December 2008, 25 November 2011, 30 August 2018, 4
September 2023, 11 September 2024 and this current amendment dated [22
October 2026]**

NAME

1. The name of the association shall be "The Upper Clutha Agricultural and Pastoral Society" ("**the Society**").

DEFINITIONS

2. In this Constitution, unless the context otherwise requires, the following words and phrases have the following meanings:

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.

Board means the Society's governing body.

Chairperson means the Member elected by the Board who is responsible for chairing General Meetings, Special General Meetings, Annual General Meetings and Board meetings.

Committee means a Committee approved by the Board in accordance with clause 41 and **All Committees** means the collective grouping of all of the individual Committees of the Society.

Constitution means the rules in this document.

Event means any show or event put on by the Society.

Event Terms and Conditions means the terms and conditions of the Society in respect of Events as notified by the Society to Members from time to time.

General Manager means the person appointed by the Board to carry out duties as prescribed by the Board.

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

Honorary Life Member means a person appointed by the Board in accordance with clauses 9 – 11 of this Constitution.

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, which are adopted for the purposes of this Constitution as a contractual standard, notwithstanding that the Society is incorporated under the Agricultural and Pastoral Societies Act 1908.

Interests Register means the register of interests of Officers, kept under this Constitution.

Matter means:

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

Member means an Ordinary Member or an Honorary Life Member whose membership has not ceased under this Constitution.

Officer means Board Members, General Manager and Finance Officer.

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

Vice Chairperson means the Board Member elected or appointed by the Board to deputise in the absence of the Chairperson.

Vote means for purposes of voting for the election of Board Members as per clauses 33-39 and voting at Annual and Special General Meetings, that each individual Member has one vote.

OBJECTIVES

3. The objects of the Society are as follows:

- (a) To promote the Agricultural and Pastoral Industry of New Zealand and more particularly of the Upper Clutha and surrounding districts.
- (b) To promote and hold Events and exhibitions for the purpose of showing, competing and exhibiting Agricultural and Pastoral produce, livestock and animal products, industrial, horticultural and handicraft exhibits, and all other exhibits and specimens on or connected with such industry as the

Society shall think fit.

- (c) To provide gardens and grounds and appliances for recreation and amusement.
- (d) To purchase, take on, lease, exchange or otherwise acquire any real or personal property and any rights or privileges either necessary or convenient for any of the purposes of the Society and to build, erect, maintain, improve or alter any buildings, premises or works as may be required.
- (e) To promote meetings, concerts and entertainments of every description for the benefit of the Upper Clutha region.
- (f) To borrow or raise money by the issue of debentures or upon mortgage or charge of any real or personal property of the Society, or without giving security.
- (g) To promote the exploration and advancement of agricultural and pastoral ventures and technologies through the distribution of society funds through scholarships or grants.
- (h) To do all such other things as are incidental or conducive to the attainment of the foregoing objects or any of them.

MEMBERSHIP

- 4. The Society shall consist of a Board (not to exceed 7 in number), Honorary Life Members and Ordinary Members.
- 5. The numbers of Members are unlimited and classed into Ordinary Members and Honorary Life Members.
- 6. Any person being of the age of eighteen years or over, who desires to become a Member, may do so upon payment of an annual membership fee as set by the Board from time to time.
- 7. By becoming a Member, each Member agrees to comply with this Constitution and any bylaws, Event Terms and Conditions, or other terms and conditions of the Society.
- 8. The Society shall keep a record of all Members including name, address and email address, and all Members are obliged to provide updated information to the Society on any change of details.

HONORARY LIFE MEMBERSHIP

- 9. An Honorary Life Member of the Society shall be entitled to all the benefits and advantages to which a Member of the Society is entitled, but shall not, except as provided by rule in this Constitution, be liable to pay any membership fee, levy or contribution of any kind whatsoever to the Society, nor shall he or she be liable for any membership fee for the then current year to which he or she would otherwise have been liable as a Member.
- 10. In every other respect an Honorary Life Member shall remain subject to this Constitution.
- 11. The Board may appoint 1 Honorary Life Member each year but there must not be more than 7 Honorary Life Members at any one time.

12. For the purposes of this Constitution, an Honorary Life Member shall be treated as a financial Member without being required to pay an annual membership fee.

MEMBERSHIP FEES

13. Each Member other than an Honorary Life Member shall pay to the Society an annual membership fee as set by the Board.
14. The financial year of the Society shall commence on the first day of June in each year and annual membership fees are open for payment from 1 June each year until the end of the first day of the annual A&P Show.
15. Ordinary membership of the Society is gained (subject to this Constitution) by the payment of the membership fee. Honorary Life Membership is gained by appointment under the Honorary Life Membership provisions of this Constitution.

RESIGNATION

16. Any Member may resign his or her Membership in writing delivered to the General Manager at any time, but any membership fee already paid for the current year will not be refunded.

EXPULSION

17. Any Member who shall willfully infringe the Constitution or by laws of the Society, or whose conduct shall be deemed to be injurious to the interest or standing of the Society, may be required to attend before the Board to answer any charges made against him or her.
18. Any proposed expulsion must be investigated and determined in accordance with the complaints process in this Constitution, set out below in clauses 89-98. If, following that process, the Board determines that expulsion is warranted, the Member will cease to be a Member and their membership fee for the then current year will be forfeited.

BOARD MEMBERS

19. The Board of the Society shall consist of not more than 7 Board Members, comprising up to 5 elected Board Members, the A&P Show President, and up to 1 Board Member appointed by the Board under this Constitution. All Board Members have voting rights at Board meetings.
20. All Board Members must be qualified to act as officers in accordance with section 36B of the Charities Act 2005.
21. Up to 5 members of the Board (other than the A&P Show President) shall be elected by eligible voters prior to the AGM in accordance with the election process set out in clauses 33-39 of this Constitution.
22. On the initial establishment of the Board in 2018, 2 Board Members were elected for one-year terms, 2 for 2-year terms and 1 for a 3-year term. Thereafter in each year, 1 or 2 Board Members shall be elected for 3-year terms through the election process conducted before the AGM to maintain the continuity of Board Members. Their terms shall commence at the close of that AGM. All Board Members shall be

- eligible for re-election from time to time.
23. The duly elected Board will have the power to appoint one further Board Member until the next AGM who is appointed to assist with any professional or other expertise that the Board deems necessary.
 24. The Board shall have full governance of the affairs of the Society and may exercise all such powers of the Society as are not by law or by this Constitution declared to be exercisable only by the Society in General Meetings. The Board shall furnish a report to each Annual General Meeting upon the activities and conduct of the Society as to its financial position.
 25. The Board will elect a Chairperson and may elect a Vice Chairperson from among the Board Members, all of whom must be financial Members of the Society. The A&P Show President is not eligible to be elected Chairperson or Vice Chairperson of the Board.
 26. When a vacancy arises in the Board by death, resignation or otherwise, the Board may appoint a person to fill the vacancy. If the vacancy is in an elected position, it shall be included in the election process conducted before that AGM and the person so appointed shall hold their office until the close of the next AGM of the Society, where they will be eligible for re-election in accordance with the election process set out in this Constitution.
 27. The Chairperson or in his or her absence the Vice Chairperson shall preside at all meetings of the Board and all Annual General or Special General Meetings of the Society and shall have a deliberative as well as a casting vote.
 28. The Board shall have the power to delegate such powers as they see fit to relevant Member Committees or employed staff, and in particular shall appoint a General Manager.
 29. The Board will meet together for the transaction of all Society business, adjourn and otherwise regulate its meetings and proceedings as they see fit and may determine the quorum for the transaction of business at such meetings.
 30. Unless otherwise determined by the Board, 4 Members of the Board will be a Quorum.
 31. Any Member of the Board absents him or herself from four consecutive meetings of the Board without apology or leave of absence shall forfeit his or her seat but may be re-elected at the discretion of the Board.
 32. No staff member, independent staff administration contractor or Committee Member is eligible to be a Board Member, except that the A&P Show President may chair joint meetings of All Committees in accordance with this Constitution.

ELECTION OF BOARD MEMBERS

33. The Board will direct the General Manager to notify the membership 6 weeks prior to the AGM of any vacancies or retirements by rotation of Board members, and call for nominations for Board positions, and at the same time advise the date for

opening and closing of voting.

34. Nominations will close two weeks after the above election notification is sent to members.
35. Each candidate will:
 - (a) be nominated and seconded by persons eligible to Vote as per clause 37 below.
 - (b) submit with their nomination a bio that must not exceed 250 words and must contain a photograph.
36. The Board will include in the voting pack a matrix of the Board's current skill sets and any specific requirements the Board feels would be a benefit to the Society. The Board may convene a "Meet the Candidates" meeting prior to the commencement of voting.
37. A person is eligible to Vote in Board elections if, at the time voting opens, that person is a Member and either:
 - (a) is an Honorary Life Member; or
 - (b) has paid the membership fee for the current membership year or the immediately preceding membership year.
38. Voting for Board Members shall be administered electronically by an independent system and the result verified by the Society's auditor or a Justice of the Peace.
39. Results of the election will be advised at the subsequent AGM.
40. At all times each Board Member:
 - (a) shall act in good faith and in what he or she believes to be the best interests of the Society;
 - (b) must exercise all powers for a proper purpose;
 - (c) must not act, or agree to the Society acting, in a manner that contravenes the A&P Societies Act 1908 or this Constitution;
 - (d) when exercising powers or performing duties as a Board Member, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account but without limitation:
 - i. the nature of the Society;
 - ii. the nature of the decision; and
 - iii. the position of the Board Member and the nature of the responsibilities undertaken by him or her,
 - (e) must not agree to, or cause or allow the activities of the Society being carried on in a manner likely to create a substantial risk of serious loss to the Society or to the Society's creditors and
 - (f) must not agree to the Society incurring an obligation unless he or she believes

at that time, and on reasonable grounds, that the Society will be able to perform the obligation when it is required to do so.

A&P SHOW COMMITTEES

41. The Board is responsible for approving suitable members of Committees to lead various competitive events held at the A&P Show. Management, in conjunction with the Committees coordinates competition planning, scheduling, class conditions and event delivery ensuring compliance with Society policies.
42. It is agreed that:
 - (a) Committee members must be current Society members.
 - (b) Committee membership shall be reviewed by the Board annually.
 - (c) Committees shall supply minutes of meetings to management.
 - (d) The A&P Show President shall chair joint meetings of All Committees.
 - (e) No staff member, independent staff administration contractor or Board Member is eligible to be a member of a Committee.

CONFLICTS OF INTEREST

43. A Board Member or Member of a Committee who is an Interested Member in respect of any matter being considered by the Society, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified):
 - (a) to the Board and or Committee, and
 - (b) in an Interests Register kept by the Board
44. Disclosure must be made as soon as practicable after the Board Member or Member of a Committee becomes aware that they are interested in the matter.
45. A Board Member or Member of a Committee who is an Interested Member regarding a matter:
 - (a) must not vote or take part in the decision of the Board and/or Committee relating to the matter unless all Members of the Board or Committee who are not interested in the matter consent; and
 - (b) must not sign any document relating to the entry into a transaction or the initiation of the matter unless all Members of the Board or Committee who are not interested in the matter consent; but

- (c) may take part in any discussion of the Board and/or Committee relating to the matter and be present at the time of the decision of the Board and/or Committee (unless the Board and/or Committee decides otherwise).
- 46. However, a Board Member or Member of a Committee who is prevented from voting on a matter pursuant to clause 45 above may still be counted for the purpose of determining whether there is a quorum at any meeting at which the matter is considered.

AUDITOR

- 47. A qualified accountant shall be appointed as auditor at the annual or other General Meeting held, or failing that, by the Board. It shall be his or her duty to audit the annual accounts and to certify that they are true and correct or otherwise, as the case may be.

GENERAL MANAGER

- 48. A General Manager shall be appointed by the Board who shall fix his or her remuneration and agree an employment contract including a position description setting out the General Manager's role and responsibilities. All payments on behalf of the Society shall be made by approved banking facility, under the authority of the Delegated Authorities policy as approved by the Board from time to time. The Board shall have the power to remove the General Manager when they think fit, subject to compliance with employment law and contractual obligations.
- 49. The General Manager must be an employee of the Society, and the General Manager's role and functions may not be outsourced or sub contracted.

A&P SHOW PRESIDENT

- 50. Candidates for election as A&P Show President will be nominated by the Committees of the Society. If there is more than one nominee, the A&P Show President will be selected by Vote of the members of those Committees. The candidate with the majority of the votes will be deemed elected as A&P Show President.
- 51. The A&P Show President will chair joint meetings of All Committees and will liaise between the Board, the Committees and the Event management on matters relating to the Committees.
- 52. The A&P Show President will report to the Board on Committee-related matters, and will likewise convey the views of the Board to the Committees.
- 53. The election of the A&P Show President shall be for a two-year term with such election run on same timeline as annual Board elections. At the end of the term the A&P Show President will be eligible for re-election for a maximum of one further two-year term.
- 54. The A&P Show President shall carry out such other duties as the Board and A&P Show President agree are appropriate.

GENERAL MEETINGS

55. Annual General Meetings (AGMs) of the Society shall be held within 6 months of the end of the financial year in each year on the date from time to time to be fixed by the Board.
56. The purpose of Annual General Meetings is to:
 - (a) receive the report of the Board;
 - (b) receive the Audited End of year financial accounts;
 - (c) announce Board Members elected at the immediately preceding election
 - (d) any such other business of which due notice shall have been given under clause 57 below; and
 - (e) discuss general business of the Society, including questions raised by Members, in accordance with clause 88.
57. Ten days' notice of any Annual General or Special General Meeting shall be given, either by advertisement in the local newspaper or in such other newspaper or electronic medium as the Society shall by resolution appoint for such purpose, or by notice provided electronically to each Member in accordance with the Notices section of this Constitution clause 75 below and such notice shall state in general terms the business proposed to be submitted to the meeting. Any Member desiring to move any resolution at a General Meeting shall give notice in writing thereof to the General Manager not less than seven days before the date of such meeting.
58. At all General Meetings of the Society ten Members shall constitute a quorum.
59. The General Manager shall call a Special General Meeting of the Society at the request of the Board, or of the Chairperson, or in his or her absence of a Vice Chairperson, or upon a request in writing signed by ten Members and left at the registered office of the Society. Every request for a Special General Meeting shall state the business for which the meeting is required, and no meeting shall be called unless such stated business may lawfully be carried into effect.
60. Business transacted at a Special General Meeting shall not be conducted unless it is such business for which the meeting was called.
61. Unless otherwise provided for by this Constitution, every resolution submitted to a General Meeting shall be decided in the first instance by a show of hands. If a poll be demanded by at least three Members at any General Meeting, it shall forthwith be taken in such manner as the Chairperson may direct. No proxies shall be allowed.
62. A Member is eligible to Vote at any Annual General Meeting or Special General Meeting if, at the time voting opens, that person is a Member and either:
 - (a) is an Honorary Life Member; or
 - (b) has paid the membership fee for the current membership year or the

immediately preceding membership year.

63. At all General and Special Meetings (subject to clause 61) a declaration by the Chairperson that a resolution has been carried, or carried by a particular majority, or lost or not carried by a particular majority, shall be conclusive.
64. Should there not be a quorum present at the Annual General Meeting or any Special General Meeting the Chairperson may adjourn the meeting to such time as they consider advisable but not more than one month from the date of such adjournment and if at such adjourned meeting a quorum is not present, those Members who are present shall form a quorum for the purposes of that meeting and may transact the business for which the meeting was called. Notice of time and place of the adjourned meeting shall be given in accordance with clause 57 above and the Notices section of this Constitution clause 75 below.

BOARD MEETING ORDER OF BUSINESS

65. The Minutes of all meetings of the Board shall be confirmed at the following meeting respectively and signed by the Chairperson. After the minutes of the previous meeting have been read and confirmed, the meeting's agenda shall proceed as follows:
 - (a) Interests register.
 - (b) Health and Safety Report
 - (c) GM Report
 - (d) Reports of Committees.
 - (e) Financial reports
 - (f) Ordinary business.
 - (g) Extraordinary business of which notice of motion has been given.

ALL EVENT TERMS AND CONDITIONS

66. All Event Terms and Conditions for the running of Events are within the sole jurisdiction of the Board. The Board may make, alter, modify and rescind Event Terms and Conditions as it thinks fit.
67. Event Terms and Conditions must be consistent with this Constitution and applicable law. They do not form part of this Constitution and may not amend it or override Members' rights under it.

REGISTERED OFFICE

68. The Registered Office of the Society shall be A&P Showgrounds, 15 McDougall Street, Wanaka, 9305 or at such other place as the Board shall from time to time determine.

BANK ACCOUNT

69. A banking account shall be opened and maintained in the name of the Society with a recognised Bank carrying on business at Wanaka, and the Bank shall be authorised to make payments drawn on such account signed or authorised

electronically in accordance with the Delegated Authorities policy as approved by the Board from time to time.

ALTERATION OF CONSTITUTION

70. This Constitution shall not be altered, added to or rescinded except by resolution passed at an Annual General Meeting or Special General Meeting by a majority of at least two thirds of the Members voting thereon.

ACTS OF COMMITTEE

71. All acts done at any meeting of the Board or any Committees appointed or elected by the Society or by any person acting under authority as a Member of the Board or any Committee shall, notwithstanding that there is some defect in the appointment of such Board or Committee or any Member of such, or that they or any of them were subsequently disqualified, such act is valid as if such Board or Committee or any Member thereof had been duly appointed and qualified to act thereon.

WINDING UP OF SOCIETY

72. The Society may at any time be wound up by resolution of two thirds of the Members present at any General Meeting of the Society convened for that purpose.
73. The notice calling such meeting to wind up the Society must state the object of the meeting and is to be posted or emailed to Members (at their last known address) at least ten days before the date for such meeting of the Society.
74. The Society may be put into liquidation if the Society, at a general meeting, passes a resolution by a two thirds majority appointing a liquidator, and the resolution is confirmed at a subsequent general meeting called together for that purpose and held not earlier than 30 days after the date on which the resolution to be confirmed was passed. In the event of a winding up of the Society, the property of the Society shall, subject to payment of its debts and liabilities and the costs and expense of such winding up, be devoted to such charitable object or objects as the Society shall determine by resolution.

NOTICES

75. Any Notice required by this Constitution may be given:
- (a) in writing and posted to the Member at his or her last known address or emailed to the Member's last advised email address; and/or
 - (b) by an advertisement in any local newspaper; and/or
 - (c) posted on any internet site approved by the Board and in particular posted on the website operated by the Society being <https://www.wanakashow.co.nz>.

MANAGEMENT OF EVENTS

76. The General Manager in conjunction with the Board shall have full power to make all such arrangements for the conduct of the Events and all other undertakings as they think fit.

77. The General Manager shall regulate and control the conduct of all official exhibitors, competitors, attendants and Members of the public entering upon the grounds of the Society and shall determine all questions and disputes arising between any persons at the Events, in relation to anything done or omitted to be done in reference to any competition.

DISQUALIFICATIONS

78. Notices of disqualification received from other Societies or Associations shall be considered and dealt with by the Board.
79. If any person be warned off, excluded or any exhibit be disqualified for any fraudulent or improper practice, all money or prizes which such person or exhibit may have won may be forfeited, or if previously paid, may be recovered by legal process.

FINES

80. Any penalties, forfeitures, fines and sums of money imposed in accordance with this Constitution or the Event Terms and Conditions shall be paid to the Society and, except where otherwise directed, will form part of the funds of the Society.

DECISION OF JUDGE

81. The decision of a competition judge shall be final as between all competitors unless an objection is made to any exhibit or competitor and such objection is allowed by the Board.

PROTESTS

82. Every objection or protest must be made in writing, signed by the person making such complaint and delivered to the General Manager. The objector shall at the time of making such objection lodge a bond in an amount to be determined by the Board from time to time which may be forfeited to the Board should the objection be considered frivolous or vexatious.
83. Notwithstanding anything contained in the above rule the Board may cause an investigation to be made or demand an explanation concerning any matter which in their opinion is considered necessary and to so enforce penalties, fines and forfeitures as is deemed expedient.
84. Protests and complaints against any exhibit must be made in writing. If lodged before judging has commenced the onus of disproof will rest upon the exhibitor; if after, the onus of proof will rest upon the person protesting. The Board shall have power to refuse to entertain any protest or complaint lodged more than twenty-four hours after the award has been made public.
85. All protests, objections and disputes relating to competitions, exhibits or Event matters shall be determined by the Board of whom four shall form a quorum and whose decision shall be absolutely final and binding on all parties.
86. All costs and expenses in relation to determining an objection shall be paid by the person decided against and every person making any protest or objection shall be deemed to have agreed to the payment of such costs and expenses as the Board

determining upon such objection or protest may assess.

CONDITIONS ETC IN SCHEDULES

87. The conditions, stipulations or requirements set out in the digital schedule and catalogue of the Society from time to time shall form part of the applicable Event Terms and Conditions and apply to exhibitors and competitors participating in the relevant Event. They are subordinate to, and do not form part of or amend, this Constitution.

ALTERATIONS OF RESOLUTION NOT TO BE RESCINDED AT SAME MEETING

88. Every Member of the Society present at an AGM or SGM must, if required, vote for or against every proposition put. No resolution shall be altered or rescinded at the same meeting at which it has been passed, unless by unanimous consent, but notice of motion affecting the same may be given and dealt with at the next meeting. Members may raise questions and discuss matters relating to the Society during general business at an AGM without prior notice. No binding resolution may be passed on a matter raised without prior notice. Substantive resolutions and proposed alterations to this Constitution remain subject to the applicable notice and approval requirements. Business at an SGM remains limited to the purposes for which that meeting was called.

COMPLAINTS PROCESS

89. A Member may make a complaint by giving to the Board a notice in writing that:
- a) states that the Member is starting a procedure for resolving a dispute in accordance with the Constitution;
 - b) sets out the allegation or allegations to which the dispute relates and whom the allegation is against; and
 - c) sets out any other information reasonably required by the Society.
90. The Society may make a complaint to the Board involving an allegation or allegations against a Member by giving to the Member (with copy to the Board) a notice in writing that:
- a) states that the Society is starting a procedure for resolving a dispute in accordance with the Constitution; and
 - b) sets out the allegation to which the dispute relates.
91. The information given under the complaint notice provisions above must be sufficient to ensure that a person against whom an allegation is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.

92. A Member who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
93. 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) a Board Member may exercise that right on behalf of the Society.
94. Without limiting the manner in which the Member 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);
 - b) an oral hearing is held if the Board considers that an oral hearing is needed to ensure an adequate hearing;
 - c) an oral hearing (if any) is held before the Board; and
 - d) the Member's or Society's written or verbal statement or submissions (if any) are considered by the Board.
95. 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.
96. Disputes must be dealt with under the Constitution in a fair, efficient, and effective manner and in accordance with applicable law.
97. Despite the 'Investigating and determining dispute' rule above, the Society may decide not to proceed further with a complaint if:
- I. the complaint is considered to be trivial; or
 - II. the complaint does not appear to disclose or involve any allegation of the following kind:
 - III. that a Member has engaged in material misconduct;
 - IV. that a Member or the Society has materially breached, or is likely to materially breach, a duty under the Society's Constitution;
 - V. that a Member's rights or interests or Members' rights or interests generally have been materially damaged;
 - VI. the complaint appears to be without foundation or there is no apparent evidence to support it;

- VII. the person who makes the complaint has an insignificant interest in the matter;
 - VIII. the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the Constitution; or
 - IX. there has been an undue delay in making the complaint.
98. 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, arbitration, facilitation, or a tikanga-based practice). If all parties do not agree to a referral, or the agreed process ends without resolving the complaint, the Board shall determine the complaint under this Constitution, except to the extent that the parties have agreed to binding arbitration or another binding determination.