

## **Rules of**

### **Akaroa Ratepayers and Residents Association Incorporated**

#### **THE SOCIETY**

##### **1.0 Name**

1.1 The name of the society is Akaroa Ratepayers and Residents Association Incorporated ("the Society").

1.2 The Society is constituted by resolution dated 20 October 2018.

##### **2.0 Registered Office**

2.1 The Registered Office of the Society is 649 Hickory Bay Rd, Banks Peninsula.

##### **3.0 Purposes of Society**

3.1 The purposes of the Society are to:

- a. Represent the interests of the ratepayers and residents with regard to dealings and interactions with local government bodies and agencies
- b. Preserve and promote the wellbeing of the local community
- c. Do anything necessary or helpful to the above purposes.

3.2 Pecuniary gain is not a purpose of the Society.

#### **MANAGEMENT OF THE SOCIETY**

##### **4.0 Managing Committee**

4.1 The Society shall have a managing committee ("the Committee"), comprising the following persons:

- a. The President;
- b. The Secretary;
- c. The Treasurer; and
- d. Such other Members as the Society shall decide.

4.2 Only Members of the Society may be Committee Members.

4.3 The positions of Secretary and Treasurer may be held by the same person

4.4 There shall be a minimum of two Committee Members, in addition to the Officers.

## **5.0 Appointment of Committee Members**

5.1 At a Society Meeting, the Members may decide by majority vote:

- a. How large the Committee will be;
- b. Who shall be the President, and Secretary, and Treasurer;
- c. How long each person will be a Committee Member ("the Term").

## **6.0 Cessation of Committee Membership**

6.1 Persons cease to be Committee Members when:

- a. They resign by giving written notice to the Committee.
- b. They are removed by majority vote of the Society at a Society Meeting.
- c. Their Term expires.

6.2 If a person ceases to be a Committee Member, that person must within one month give to the Committee all Society documents and property.

## **7.0 Nomination of Committee Members**

7.1 Nominations for members of the Committee shall be called at an Annual General Meeting. Each candidate shall be proposed and seconded by Members at that meeting. All retiring members of the Committee shall be eligible for re-election.

7.2 If the position of any Officer becomes vacant between Annual General Meetings, the Committee may appoint another Committee Member to fill that vacancy until the next Annual General Meeting.

7.3 If the position of any Committee Member becomes vacant between Annual General Meetings, the Committee may appoint another Society Member to fill that vacancy until the next Annual General Meeting.

7.4 If any Committee Member is absent from three consecutive meetings without leave of absence the Chair/President may declare that person's position to be vacant.

## **8.0 Role of the Committee**

8.1 Subject to the rules of the Society ("The Rules"), the role of the Committee is to:

- a. Administer, manage, and control the Society;
- b. Carry out the purposes of the Society, and Use Money or Other Assets to do that;
- c. Manage the Society's financial affairs, including approving the annual financial statements for presentation to the Members at the Annual General Meetings;
- d. Set accounting policies in line with generally accepted accounting practice
- e. Delegate responsibility and co-opt members where necessary
- f. Ensure that all Members follow the Rules;
- g. Decide the times and dates for Meetings, and set the agenda for Meetings;
- h. Set any change to Membership fees;
- i. Make regulations.

8.2 The Committee has all of the powers of the Society, unless the Committee's power is limited by these Rules, or by a majority decision of the Society.

8.3 All decisions of the Committee shall be by a majority vote. In the event of an equal vote, the President shall have a casting vote, that is, a second vote.

8.4 Decisions of the Committee bind the Society, unless the Committee's power is limited by these Rules or by a majority decision of the Society.

## **9.0 Roles of Committee Members**

9.1 The President is responsible for:

- a. Ensuring that the Rules are followed;
- b. Convening Meetings and establishing whether or not a quorum (at least half of the Committee) is present;
- c. Chairing Meetings, deciding who may speak and when;
- d. Overseeing the operation of the Society;
- e. Providing a report on the operations of the Society at each Annual General Meeting.

9.2 The Secretary is responsible for:

- a. Recording the minutes of Meetings;
- b. Keeping the Register of Members, and holding the Society's records, documents, and books, except those relating to the Treasurer's function;
- c. Receiving and replying to correspondence as required by the Committee;
- d. Forwarding the annual financial statements for the Society to the Registrar of Incorporated Societies upon their approval by the Members at an Annual General Meeting;
- e. Advising the Registrar of Incorporated Societies of any rule changes;

9.3 The Treasurer is responsible for:

- a. Keeping proper accounting records of the Society's financial transactions, and preparing annual financial statements in accordance with the Societies' accounting policies;
- b. Providing a financial report at each Annual General Meeting;
- c. Providing financial information to the Committee as the Committee determines.

## **10.0 Committee Meetings**

10.1 Committee meetings may be held in person or via electronic conference, or via other formats as the Committee may decide;

10.2 No Committee Meeting may be held unless at least half of the Committee Members attend;

10.3 The President shall chair Committee Meetings, or if the President is absent, the Committee shall elect a Committee Member to chair that meeting;

10.4 Decisions of the Committee shall be by majority vote;

10.5 The President or person acting as President has a casting vote, that is, a second vote;

10.7 Subject to these Rules, the Committee may regulate its own practices;

10.8 The President or his nominee may adjourn the meeting if necessary.

10.9 Adjourned Meetings: If within half an hour after the time appointed for a meeting a quorum is not present at a meeting, the meeting shall stand adjourned to a day, time and place determined by the President/ of the Society, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

## **SOCIETY MEMBERSHIP**

### **11.0 Types of Members**

11.1 Membership may comprise different classes of membership as decided by the Committee.

11.2 Members have the rights and responsibilities set out in these Rules.

### **12.0 Admission of Members**

12.1 To become a General Member, a person (“the Applicant”) must:

- a. Complete an application form, which may be via electronic means; and
- b. Be a resident or ratepayer of the Banks Peninsula area
- c. Supply any other information the Committee requires
- d. Pay the prescribed membership fee.

12.3 The Committee shall have complete discretion when it decides whether or not to allow the Applicant become a Member. The Committee shall advise the Applicant of its decision, and that decision shall be final.

### **13.0 The Register of Members**

13.1 The Secretary shall keep a register of Members (“the Register”), which shall contain the names, the postal and email addresses and telephone numbers of all Members, and the dates at which they became Members.

13.2 If a Member’s contact details change, that Member shall give the new postal or email address or telephone number to the Secretary.

13.3 Each Member shall provide such other details as the Committee requires.

13.4 Members shall have reasonable access to the Register of Members.

#### **14.0 Cessation of Membership**

14.1 Any Member may resign by giving written notice to the Secretary.

14.2 Membership may be terminated in the following way:

- a. If, for any reason whatsoever, the Committee is of the view that a Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society, the Committee may give written notice of this to the Member. The Notice must:
  - i. Explain how the Member is breaching the Rules, or is in arrears regarding membership payment, or acting in a manner inconsistent with the purposes of the Society;
  - ii. State what the Member must do in order to remedy the situation; or state that the Member must write to the Committee giving reasons why the Committee should not terminate the Member's Membership.
- b. Fourteen days after the Member received the Committee's Notice, the Committee will consider any information received from the Member, and may in its absolute discretion by majority vote terminate the Member's Membership by giving the Member written notice ("Termination Notice"), which takes immediate effect.

#### **15.0 Obligations of Members**

15.1 All Members (and Committee Members) shall promote the purposes of the Society and shall do nothing to bring the Society into disrepute.

### **MONEY and OTHER ASSETS**

#### **16.0 Use of Money and Other Assets**

16.1 The Society may only Use Money and Other Assets if:

- a. It is for a purpose of the Society;
- b. It is not for the sole personal or individual benefit of any Member; and
- c. That Use has been approved by either the Committee or by majority vote of the Society.

16.2 The collection, management, and expenditure of money is to be managed by the Treasurer. The expenditure of money must be authorised by the Committee, and that authorisation must be made not more than 90 days after the actual date of the expenditure.

## **17.0 Membership Fee**

17.1 The annual membership fee shall be set at \$5 per person, effective from the incorporation date of the Society. The annual membership fee may be changed at a meeting of the committee. There will be no additional joining fee.

17.2 If any Member does not pay a Membership Fee by the date set by the Committee or the Society, the Secretary will give written notice that, unless the arrears are paid by a nominated date, the Membership will be terminated. After that date, the Member shall (without being released from the obligation of payment of any sums due to the Society) have no Membership rights and shall not be entitled to participate in any Society activity.

## **18.0 Additional Powers**

18.1 The Society may:

- a. Employ people for the purposes of the Society;
- b. Exercise any power a trustee might exercise;
- c. Invest in any investment that a trustee might invest in;
- d. Borrow money and provide security for that if authorised by Majority vote at any Society Meeting.

## **19.0 Financial Year**

19.1 The financial year of the Society begins on 1 April of every year and ends on 31 March of the next year.

## **20.0 Assurance on the Financial Statements**

20.1 No review of the annual financial statements is required unless a review is requested by 5% of the Members at any properly convened Society Meeting, or unless a review is required by the Committee.

20.2 If required, the Society shall appoint an accountant to review the annual financial statements of the Society (“the Reviewer”). The Reviewer shall conduct an examination with the objective of providing a report that nothing has come to the Reviewer’s attention to cause the Reviewer to believe that the financial information is not presented in accordance with the Society’s accounting policies. The Reviewer must be a suitably qualified person, preferably a member of the New Zealand Institute of Chartered Accountants, and must not be a member of the Committee, or an employee of the Society. If the Society appoints a Reviewer who is unable to act for some reason, the Committee shall appoint another Reviewer as a replacement.

The Committee is responsible to provide the Reviewer with:

- a. Access to all information of which the Committee is aware that is relevant to the preparation of the financial statements such as records, documentation and other matters
- b. Additional information that the reviewer may request from the Committee for the purpose of the review; and

- c. Reasonable access to persons within the Society from whom the reviewer determines it necessary to obtain evidence.

## CONDUCT OF MEETINGS

### 21.0 Society Meetings

21.1 A Society Meeting is either an Annual General Meeting or a Special General Meeting.

21.2 The Annual General Meeting shall be held once every year no later than five months after the Society's balance date. The Committee shall determine when and where the Society shall meet within those dates.

21.3 Special General Meetings may be called by the Committee. In addition, the Committee must call a Special General Meeting if the Secretary receives a written request signed by at least 10% of the Members.

21.4 The Secretary shall:

- a. Give all Members at least 7 days Written Notice of the business to be conducted at any Society Meeting, and the location and date for that meeting
- b. Additionally, the Secretary will provide, as appropriate:
  - i. A copy of the Chair/President's Report on the Society's operations and of the Annual Financial Statements as approved by the Committee,
  - ii. A list of Nominees for the Committee, and information about those Nominees if it has been provided. (The information must not exceed one side of an A4 sheet of paper per Nominee)
  - iii. Notice of any motions and the Committee's recommendations about those motions.
  - iv. If the Secretary has sent a notice to all Members in good faith, the Meeting and its business will not be invalidated simply because one or more Members do not receive the notice.

21.5 All Members may attend and vote at Society Meetings. Society Meetings may be held in person, or via electronic conference, or via other formats as the Society may decide;

21.6 No Society Meeting may be held unless at least 10 % of eligible Members attend, and this number will constitute a quorum.

21.7 All Society Meetings shall be Chaired by the President. If the President is absent, the Society shall elect another Committee Member to Chair that meeting. Any person Chairing a Society Meeting has a casting vote.

21.8 On any given motion at a Society Meeting, the President shall in good faith determine whether to vote by:

- a. Voices;
- b. Show of hands; or

- c. Secret ballot.
- d. Other means appropriate to electronic media

21.9 The business of an Annual General Meeting shall be:

- a. Receiving any minutes of the previous Society's Meeting(s);
- b. The President's report on the business of the Society;
- c. The Treasurer's report on the finances of the Society, and the Annual Financial Statements;
- d. Election of Committee Members;
- e. Motions to be considered;
- f. General business.

21.10 The President or his nominee may adjourn the meeting if necessary.

21.11 Adjourned Meetings: If within half an hour after the time appointed for a meeting a quorum is not present at a meeting, the meeting shall stand adjourned to a day, time and place determined by the President/ of the Society, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

## **22.0 Motions at Society Meetings**

22.1 Any Member may request that a motion be voted on ("Member's Motion") at a particular Society Meeting, by giving written notice to the Secretary at least 7 days before that meeting. The Member may also provide information in support of the motion ("Member's Information"). The Committee may in its absolute discretion decide whether or not the Society will vote on the motion. However, if the Member's Motion is signed by at least 20 % of eligible Members:

- a. It must be voted on at the Society Meeting chosen by the Member; and
- b. The Secretary must give the Member's Information to all Members at least 3 days before the Society Meeting chosen by the Member

22.2 The Committee may also decide to put forward motions for the Society to vote on ("Committee Motions") which shall be suitably notified.

## **Common seal**

### **23.0 Common seal**

23.1 The Committee shall provide a common seal for the Society and may from time to time replace it with a new one.

23.2 The Secretary shall have custody of the common seal, which shall only be used by the authority of the Committee. Every document to which the common seal is affixed shall be signed by the President and countersigned by the Secretary or a member of the Committee.



## **Altering the rules**

### **24.0 Altering the Rules**

24.1 The Society may alter or replace these Rules at a Society Meeting by a resolution passed by a two-thirds majority of those Members present and voting.

24.2 Any proposed motion to amend or replace these Rules shall be signed by at least 20% of eligible Members and given in writing to the Secretary at least 28 days before the Society Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.

24.3 At least 14 days before the General Meeting at which any Rule change is to be considered the Secretary shall give to all Members written notice of the proposed motion, the reasons for the proposal, and any recommendations the Committee has.

24.4 When a Rule change is approved by a General Meeting no Rule change shall take effect until the Secretary has filed the changes with the Registrar of Incorporated Societies.

## **Bylaws**

### **25.0 Bylaws to govern the Society**

25.1 The Committee may from time-to-time make, alter or rescind bylaws for the general management of the society, so long as these are not repugnant to these rules or to the provisions of law. All such bylaws shall be binding on members of the Society. A copy of the bylaws for the time being, shall be available for inspection by any member on request to the Secretary.

## **Winding up**

### **26.0 Winding up**

26.1 If the Society is wound up:

- a. The Society's debts, costs and liabilities shall be paid;
- b. Surplus Money and Other Assets of the Society may be disposed of:
  - i. By resolution; or
  - ii. According to the provisions in the Incorporated Societies Act 1908; but
- c. No distribution may be made to any Member;
- d. The surplus Money and Other Assets shall be distributed to:
  - i. Akaroa Civic Trust Incorporated

## Definitions

### 27.0 Definitions and Miscellaneous matters

#### 27.1 In these Rules:

- a. “Majority vote” means a vote made by more than half of the Members who are present at a Meeting and who are entitled to vote and voting at that Meeting upon a resolution put to that Meeting.
- b. “Money or Other Assets” means any real or personal property or any interest therein, owned or controlled to any extent by the Society.
- c. “Society Meeting” means any Annual General Meeting, or any Special General Meeting, but not a Committee Meeting.
- d. “Use Money or Other Assets” means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, Money or Other Assets.
- e. “Written Notice” means communication by post, electronic means (including email, and website posting), or advertisement in periodicals, or a combination of these methods.
- f. It is assumed that
  - i. Where a masculine is used, the feminine is included and vice versa.
  - ii. Where the singular is used, plural forms of the noun are also inferred
  - iii. Headings are a matter of reference and not a part of the rules
- g. Matters not covered in these rules shall be decided upon by the Committee.