

The Rules of the Freemans Bay Residents Association Incorporated

Incorporate Society No. 2594322

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FREEMANS BAY RESIDENTS ASSOCIATION INCOPORATED RULES

1. Definitions and Interpretation

- 1.1. The capitalised words and phrases used in these Rules shall mean as follows:

“**AGM**” means the Annual General Meeting of the Association as described in Rule 12.1 (General Meetings).

“**Appointed Committee Member**” means a person appointed as a Committee Member in accordance with these Rules.

“**Association**” means the Freemans Bay Residents Association Incorporated and where relevant includes its Officers, employees, contractors and agents.

“**Chairperson**” and/or “**Co-Chairperson**” means the person described in Rule 15.3 (Chairperson) and for the purposes of General Meetings the person described in Rule 13.5.

“**Casual Vacancy**” means a vacancy which arises:

- (a) due to the office holder resigning prior to the expiry of their term of office;
- (b) where the office holder has been removed from office in accordance with these Rules;
- (c) where the office holder is no longer eligible to remain in office as specified in these Rules;
- (d) where there are insufficient applications for the available positions of Elected Committee Members and the position is left unfilled following an election;
- (e) due to the Committee Member being absent from more than 3 consecutive meetings without having their absence approved by the Chairperson, or without reasonable excuse; or
- (f) due to the death of the office holder.

“**Committee**” means the Association Committee as described in these Rules.

“**Committee Members**” means the people elected and appointed to the Committee in accordance with these Rules.

“**Day**” means any day of the week (including a Saturday, Sunday, and a public holiday). Where an action is required to be done within a specified time (such as 30 Days) this means clear days, so it is to be calculated by

excluding the date of the notice (or other relevant action) and the date of the meeting (or other relevant activity).

“Deputy Chairperson” means the person described in Rule 15.4 (Deputy Chairperson).

“Elected Committee Member” means a person elected as a Committee Member in accordance with these Rules.

“Freemans Bay” means the area of land comprising both East and West Freemans Bay as specified by Statistics New Zealand in its last national census.

“Freemans Bay Citizens” means a person who resides permanently or from time to time in Freemans Bay or pays rates in respect to a property located in Freemans Bay or has a personal interest in the wellbeing of Freemans Bay.

“General Meeting” means an AGM or a SGM of the Association.

“Member” means those persons signing the application for incorporation together with any person eligible to be a member in accordance with clause 7 who makes application in accordance with clause 8;

“Objects” means the objects of the Association as specified in Rule 3 (Objects).

“Officers” means the Patron and all Committee Members.

“Patron” means the individual elected under Rule 18 (Patron).

“Postal and Electronic Voting” means the methods of voting for General Meetings as described in Rule 14.2(c) (Electronic Ballot). For the avoidance of doubt, a Postal Vote means a vote made on the voting form prescribed by the Committee and received by it by physical delivery. An Electronic Vote means a vote made on the voting form prescribed by the Committee, in the manner prescribed by the Committee and received by it.

“Rules” means these Rules.

“Secretary” means the secretary of the Association described in Rule 19.

“SGM” means a Special General Meeting of the Association as described in Rule 12 (General Meetings).

“Special Resolution” means a resolution passed by two-thirds of the votes properly cast by those entitled to vote.

1.2. **Interpretation:** In these Rules:

- (a) the singular includes the plural and vice-versa;

- (b) any reference to legislation includes a modification or re-enactment of, legislation enacted in substitution of, or a regulation, order-in-council or other instrument from time to time issued or made under, that legislation;
- (c) any agreement includes that agreement as modified, supplemented, novated or substituted from time to time;
- (d) any obligation not to do something includes an obligation not to suffer, permit, or cause that thing to be done;
- (e) a reference to persons includes bodies corporate;
- (f) a reference to a person includes the legal and personal representatives, successors and permitted assignees of that person; and
- (g) headings and the contents page are for reference only and are to be ignored in interpreting these Rules.

2. Name

- 2.1. The name of the Association is **FREEMANS BAY RESIDENTS ASSOCIATION INCORPORATED** ("the Association") and may be variously referred to as the "Freemans Bay Residents Association" or the "Freemans Bay RA".

3. Objects

- 3.1. The objects of the Association shall be:
 - (a) To promote and protect the interests and welfare of the citizens of Freemans Bay and to provide the means whereby their views can be ascertained, presented to the appropriate authorities and organisations for implementation.
 - (b) To conserve and improve the environment of Freemans Bay and to ensure that any development takes into account the principles of ecology and Freemans Bay's historical heritage.
 - (c) To encourage active participation of Freemans Bay's Citizens irrespective of age and ethnicity in the affairs of their community.
 - (d) To ensure that Resource Management including traffic control within Freemans Bay respects the rights and reflects the interests of Freemans Bay's Citizens.
 - (e) To assist the Waitemata Community Board, Auckland Council, other Regional authority, State or private sector organisation in its work and activities to enhance the best interests of Freemans Bay's Citizens or

any grouping of other Citizens and to avoid adverse effects of any proposals for works or failure or appropriately undertaking works within Freemans Bay.

- (f) To acquire by way of purchase, gift or lease any real or personal property or buildings for the purpose of the Association.
- (g) To make representations, lodge any applications, make any submissions on applications to Auckland Council and any other body having jurisdiction over Freemans Bay where they are under the Resource Management Act 1991 or any other Act, regulation, by-law or ordinance or any state organisation.
- (h) To carry out, conduct and manage works, entertainments, money raising schemes, charitable projects, polls, referenda, clubs (whether sporting, speaking, debating, recreational or otherwise) and competitions of all types, in the interests and for the benefit of the Association in representing the residents and ratepayers of Freemans Bay.
- (i) To support, affiliate, combine or amalgamate with or take over the affairs of any other Society, body or organisation having charitable objects similar or ancillary to the objects of this Association; and
- (j) To take all such actions as an individual living in or around the vicinity of Freemans Bay could take in order to further the above objectives.

3.2. Each of the above objects is separate and independent and none is subservient to any others.

3.3. The Association does not have as objectives the:

- (i) Pecuniary gain of any member or group of members;
- (ii) Promotion of political candidates or political parties.

4. Registered Office

4.1. The registered office of the Association shall be at such location as the Committee may determine from time to time.

4.2. Notice of every change of situation of the registered office shall be duly sent to the Registrar in accordance with the Incorporated Societies Act 1908.

5. Status

5.1. The Association is an incorporated society established under the Incorporated Societies Act 1908.

6. Powers of the Association

6.1. The Association shall have all the powers of a natural person that are necessary to enable it to carry out its Objects including but not limited to:

- (a) Acquire, hold, deal with, and dispose of any real or personal property;
- (b) Open and operate bank accounts;
- (c) Invest its money –
 - (i) in any security in which trust moneys may be invested; or
 - (ii) in any other manner authorised by the Rules of the Association;
- (d) Borrow money upon such terms and conditions as the Association thinks fit;
- (e) Give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
- (f) Appoint agents and employees to transact any business of the Association on its behalf for reward or otherwise;
- (g) Build, construct, erect, maintain, alter and repair any premises, building or other structure of any kind and to furnish equipment and improve the same for use by the Association;
- (h) Accept donations and gifts in accordance with the objects of the Association;
- (i) Print and publish any information by any media including newsletters, newspapers, articles, leaflets or website for promotion of the Association;
- (j) Provide gifts and prizes in accordance with the objects of the Association;
- (k) Organise social events for Members and the promotion of the Association; and
- (l) Enter into any other contract the Association considers necessary or desirable.

7. Membership

7.1. Membership of the Association shall be open to any person residing permanently or casually or owning property in Freemans Bay, or any other person who has a frequent and close association with the Freemans Bay community, and who agrees with the principles and objects of the Association.

- 7.2. All members shall promote the purposes of the Association and shall do nothing which brings the Association into disrepute.
- 7.3. No private pecuniary profit shall be made by any member of the Association, except that:
- (a) Any member may receive full reimbursement for all expenses properly incurred by that member in connection with the affairs of the Association; and
 - (b) The Association may pay reasonable and proper remuneration to any member of the Association in return for services actually rendered to the Association. Provided however that any member, or any person associated with a member, who is to receive remuneration in accordance with this clause shall not by virtue of that member's capacity in any way determine or materially influence the amount of the remuneration to be paid.

8. Application for Members

- 8.1. Any eligible person desiring to become a Member shall make application, in writing or electronically, to the Chairperson who shall circulate a copy of the application to each member of the Committee.
- 8.2. Subject to 8.3 the application shall be accepted at the first meeting of the Committee following circulation of the application.
- 8.3. A majority of 80 per cent or more of the members of the Committee by resolution may determine that the application be declined. No reasons are to be given for declining any application unless approved by the Committee.

9. Termination of Membership

- 9.1. Any Member may resign from his or her membership by giving to the Association notice in writing to that effect and every such notice unless otherwise expressed shall take effect immediately. Such Members shall not be released from any liability to the Association for any matters arising prior to the end of the date of resignation. The Member shall not be entitled to any refund of any subscription or levy paid by him or her prior to their resignation.

10. Offences, Suspension, Expulsion

- 10.1. A Member shall be liable to be suspended, to be asked to resign or, in default, to have his or her membership cancelled by notice in writing which shall be effective immediately. If a simple majority of Members entitled to vote, or 80 per cent of the Committee, consider that any Member has breached the Rules or, having regard to the objects of the Association, consider that any Member is no longer suitable for membership of the Association.
- 10.2. A Member shall have the right to be heard and make any submissions at any extraordinary general meeting before any of the sanctions set out in clause 10.1 are imposed. The Member shall not be entitled to be represented by legal counsel without the approval of the majority of Members at the meeting.
- 10.3. An expelled Member may appeal against their expulsion. The grounds of appeal are to be set out in writing and are to be physically delivered to either the Chairperson or the registered office within 15 days commencing from the date of the decision cancelling the Member's membership. All appeals are to be determined via a referee to arbitration by a single arbitrator who shall be a barrister appointed by the President of the New Zealand Law Society. The Arbitration Act 1996 shall apply and costs in the matter shall be awarded by the arbitrator.

11. Fees, Subscriptions and Levies

- 11.1. Every Member shall pay to the Association, by a date to be specified by the Committee, any fee, subscription or levy that may be from time to time determined and set by the Committee. Only upon payment of this subscription shall the person be entitled to the rights and privileges of a Member.
- 11.2. Notwithstanding clause 11.1, any Member whose fee, subscription or levy, or any other money due to the Association, remains unpaid for three months after the due date may be removed from membership by the Committee but shall still be liable to pay all arrears of such fees, subscriptions, levies or other moneys.

12. Meetings of Members – Annual and Special General Meetings

- 12.1. **General Meetings:** The Association must hold an annual meeting of the Members once in each calendar year on a date to be fixed by the Committee ("AGM"). Any other General Meeting of the Members shall be a Special General Meeting ("SGM").

- 12.2. **Method of General Meeting:** A General Meeting may be held subject to these Rules, by means of audio, or audio and visual, communication by which all persons participating and constituting a quorum can simultaneously communicate with each other throughout the meeting. Participation by a Member at a General Meeting held in this manner shall constitute the presence of that person at that meeting.
- 12.3. The procedure at the AGM shall be:
- (c) **Committee Report:** receive the Committee's report and statement of accounts for the past year;
 - (d) **Elect:** elect the Patron and any vacancies arising in positions of Elected Committee Members;
 - (e) **Auditor:** appoint an auditor in accordance with Rule 23.2 (Audit);
 - (f) **Other Notified Business:** consider any other business of which at least 30 Days' notice has been given in writing or electronically to the Chairperson; and
 - (g) **General Business:** consider any other business for discussion only.
- 12.4. **Convening SGM:** A SGM may be called at any time by the Committee or shall be called by the Chairperson on receipt of a requisition stating the objects of such meeting signed on behalf of not less than 20 percent of the Members. In the event there are insufficient Committee Members to achieve a quorum the Committee may still call a SGM.
- 12.5. **Time of SGM:** SGMs shall be held not more than 30 Days after the day on which the Committee calls for a SGM or on which the requisition was received by the Chairperson, as the case may be.
- 12.6. **Notices of Meeting:** The Chairperson shall give not less than 20 days' notice to all Members of all business which is to be considered at any General Meeting, and of the time, date and place of the General Meeting.

13. **Proceedings at Meetings of Members**

- 13.1. **Notice:** General meetings shall be convened by giving no less than 14 clear days' notice to all Members specifying the business to be conducted and no other business shall be brought before such general meetings provided that the notice requirements may be waived if it is agreed to do so by a majority of all Members having the right to attend and vote at any such general meeting.
- 13.2. The non-receipt of a notice by any Member and their consequent absence shall not invalidate any proceedings at any general meeting.
- 13.3. **Quorum:** No business may be transacted at any General Meeting if a quorum is not present. A quorum for a General Meeting is present if five (5) Financially Current Members are present.

- 13.4. If within half an hour from the time appointed for a general meeting a quorum is not present the general meeting if convened upon the requisition of Members shall be dissolved. In any other case the general meeting shall stand adjourned to the same day in the next week at the same time and place and if at the adjourned general meeting a quorum is not present within half an hour from the time appointed for the adjourned general meeting the Members present shall be a quorum.
- 13.5. **Chairperson:** The chairperson of all General Meetings will be the Chairperson or, if absent, the Deputy Chairperson or, in the absence of both, a person decided by the Committee.
- 13.6. The Chairperson shall chair all general meetings. In the absence of the Chairperson the Members present shall be entitled to elect a chairperson for the meeting.
- 13.7. **Casting Vote:** The Chairperson shall not have a casting vote. The Chairperson may exercise a deliberative vote(s) if the Chairperson has the right to vote.
- 13.8. **Regulation of Procedure:** The Chairperson of a General Meeting shall regulate the proceedings at the General Meeting.
- 13.9. The Chairperson may with the consent of any general meeting at which a quorum is present (and shall if so directed by the general meeting) adjourn the general meeting from time to time and from place to place but no business shall be transacted to any adjourned general meeting other than business left unfinished at the general meeting from which the adjournment took place. When a general meeting is adjourned for 30 days or more, notice of the adjourned general meeting shall be given as in the case of an original general meeting. Except as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned general meeting.
- 13.10. Any Member desiring to move any motion at an annual general meeting shall notify the Chairperson before 31 March in each year and the Chairperson shall send a copy of the motion with the proposer's name to each Member or, where this is not practicable, shall send a summary of the motion and shall state where the full text of the motion may be seen with the notice of annual general meeting.
- 13.11. **Minutes:** The Chairperson will appoint a person to take the minutes of the meeting. Ordinarily that person would be the Association Secretary.

14. **Voting at General Meetings**

- 14.1. **Scrutineers:** For each General Meeting at least two witness scrutineers shall be appointed by the meeting to keep a record of and count votes cast at the General Meeting.

14.2. **Voting:** Voting at General Meetings may be by voice, a show of hands, or ballot and electronic ballot as follows:

- (a) **Voting by Voice or Show of Hands:** If no objection is voiced voting will be carried out by voice. Where voting is to be by voice, the Chairperson must call for votes in favour of the resolution to be voiced, and then call for votes against the resolution to be voiced. If votes are voiced for and against the resolution a Member may, before or after the result is declared by the Chairperson, request that the voting be by a show of hands, by ballot in accordance with the next Rule 14.2(b) (Voting by Ballot);
- (b) **Voting by Physical Ballot:** if there is an objection voiced, the Chairperson will propose a resolution that voting be by poll. If voting is by poll, the scrutineers must record the votes at the General Meeting in respect of each resolution as follows:
 - (i) votes cast whether by show of hands or in writing, will be counted by the scrutineers who will deliver to the Chairperson a certificate setting out the number of votes cast in favour and against the resolution; and
 - (ii) the Chairperson will convey the result (but not in the case of a vote for election to office the numbers of votes for each candidate received) of the poll to the General Meeting.
- (c) **Voting by Electronic Ballot:** The Chairperson must include all votes on all matters cast by electronic poll:
 - (i) votes cast, will be counted by the scrutineers who will deliver to the Chairperson a certificate setting out the number of votes cast in favour and against the resolution; and
 - (ii) the Chairperson will convey the result (but not in the case of a vote for election to office the numbers of votes for each candidate received) of the voting by electronic ballot to the General Meeting.
- (d) **Pecuniary Interest:** The Chairperson may in their sole discretion disallow any vote of a person who has a pecuniary interest in the subject matter of a resolution that has been put to the vote.

15. Committee

15.1. **Role of the Committee:** The Committee is responsible for governing and managing the affairs of the Association. Subject to these Rules, the Committee may exercise all the powers of the Association and do all things that are not expressly required to be undertaken at a General Meeting.

15.2. **Composition:** Except where a Casual Vacancy arises during an incumbent Committee Member's term of office, the Committee shall consist of:

- (a) **Four (4)** Elected Committee Members.
 - (b) Up to **two (2)** **Seconded** Committee Members
- 15.3. **Chairperson:** The first Committee meeting following each AGM, the Committee shall appoint a Chairperson or two Co-Chairpersons of the Committee from amongst the Committee Members ("Chairperson"). The role of the Chairperson is to chair meetings of the Committee and to publicly represent the Committee and the Association. If the Chairperson or Co-Chairperson vacates office as the Chairperson (whether or not they remain on the Committee), the Committee shall appoint a new Chairperson or Co-Chairperson from amongst the Committee Members.
- 15.4. **Deputy Chairperson:** At the first meeting following each AGM the Committee, if there is no Co-Chairperson, shall appoint a deputy chairperson of the Committee from amongst the Committee Members ("Deputy Chairperson"). The Deputy Chairperson may exercise all of the functions and powers of the Chairperson in relation to a matter if:
- (a) the Chairperson is unavailable; or
 - (b) the Chairperson has a conflict of interest in the matter.
- 15.5. **Resignation:** The Chairperson or Deputy Chairperson may, without resigning as a Member, resign from being the Chairperson or Deputy Chairperson (as applicable) by written notice to the Committee. The notice of resignation must state the date on which the resignation takes effect.
- 15.6. **Relegation:** The Committee may agree that the Chairperson shall be relegated to be a Committee Member but not the Chairperson provided that at least two-thirds of all Committee Members agree and provided that:
- (a) the Chairperson is notified that a Committee meeting is to be held to discuss their relegation from office as the Chairperson; and
 - (b) the Chairperson is given an opportunity to make submissions about the proposed motion to the Committee in writing prior to the Committee meeting and/or by submission in person at the Committee meeting.
- 15.7. **Temporary Chair:** The Committee may, by resolution, appoint a temporary Chairperson from amongst their number, who may exercise all the functions and powers of the Chairperson in relation to a matter if:
- (a) there is no Co-Chairperson or Deputy Chairperson ; or
 - (b) the Co-Chairperson or Deputy Chairperson is unavailable; or
 - (c) the Co-Chairperson or Deputy Chairperson has a conflict of interest in the matter.

- 15.8. **Term of Office of Members:** The term of office of each Member is 2 years. The term of office of each Elected Committee Member shall commence at the conclusion of the General Meeting at which they are elected and the term of office of each Appointed Committee Member shall commence on a date they are appointed as a Committee Member of the Committee. This Rule is subject to Rule 15.15 (Casual Vacancies), Rule 15.16 (Removal of Committee Member(s) at a SGM), Rule 15.17 (Removal of a Committee Member by the Committee) which may reduce the term of office of Members.
- 15.9. **Election of Committee Members:** Elected Committee Members are elected at a General Meeting as described in these Rules, except as provided in Rule 15.10.
- 15.10. **First Election of Committee Members:** The first election of a Committee will be called by the Chairman as soon as practical, but no later than 6 months after incorporation. Upon calling the meeting the Chairman will seek applications for election which will include a biography of the Member wishing to be elected. The Chairman will circulate these biographies electronically to all Members and the vote will take place electronically. To avoid confusion this procedure is not an General Meeting, and the Committee will be called the Interim Committee.
- 15.11. **Appointment of Committee Members:** The Committee may appoint up to two appointed Members. The process of appointment is to be determined by the Committee.
- 15.12. **Application to be a Committee Member:** Every person seeking appointment or election to the Committee must complete the application form prescribed by the Committee and indicate whether they are seeking appointment or election.
- 15.13. **Ineligibility of Committee Members:** A person shall **not** be eligible to be appointed, elected, or to remain in office as a Committee Member if they are, or become:
- (a) **Bankrupt:** a person who is a bankrupt who has not obtained a final order of discharge or whose order of discharge has been suspended for a term not yet expired, or is subject to a condition not yet fulfilled, or to any order under section 299 of the Insolvency Act 2006;
 - (b) **Offence:** a person who has been convicted of an offence and has been sentenced to a term of imprisonment of 3 months or more, unless that person has obtained a pardon or has served the sentence;
 - (c) **Disqualified Director:** a person who is prohibited from being a director of, or being concerned or taking part in, the management of, an incorporated or unincorporated body under the Companies Act 1993, Securities Act 1978, the Securities Markets Act 1988, the Takeovers Act 1993, or from being an officer of a charitable entity under the Charities Act 2005;

- (d) **Property Order:** a person who is subject to a property order made under sections 30 or 31 of the Protection of Personal and Property Rights Act 1988; or
- (e) **Incapacity:** a person who becomes mentally incapable as defined in the Protection of Personal and Property Rights Act 1988.

15.14. **Cessation of Office:** If any of the circumstances listed in Rule 15.12 (Ineligibility of Committee Members) apply to a Committee Member, that Committee Member shall be deemed to have vacated his or her office as soon as the circumstance applies. This Rule does not limit the right to suspend a Committee under Rule 15.18 (Suspension of Committee Member).

15.15. **Schedule of Rotation:** If 4 or more Committee Members vacate office at the conclusion of the same AGM, the Committee shall decide, at the first Committee meeting following the AGM a schedule of rotation to ensure that at least one Elected Committee Member and one Appointed Committee Member vacate their office at successive AGMs. The Committee shall advise the Chairperson or Deputy Chairperson of the schedule of rotation who shall in turn advise the Voting Members of the vacancies that will arise in Committee Member positions prior to the AGM.

15.16. **Casual Vacancies:** If a Casual Vacancy arises on the Committee, then the Committee shall undertake one of the following:

- (a) call a SGM and fill the Casual Vacancy if it is a vacancy of a position held by an Elected Committee Member; or
- (b) fill the vacancy if it is a vacancy of a position held by an Appointed Committee Member; or
- (c) leave the Casual Vacancy unfilled until the next AGM, provided that there are sufficient remaining Committee Members to enable Rule 16.5 (Quorum) to be complied with.

In the event a position is filled under this Rule then the term of office for the person filling the vacancy shall be the balance of the term of office of the vacating Committee Member (unless specified otherwise in these Rules).

15.17. **Removal of Committee Member(s) at a SGM:** Members at a SGM called for this purpose may, by Special Resolution, remove any Committee Member(s) or the Committee as a whole, before the expiry of their term of office. The following procedure shall apply:

- (a) upon the Chairperson or Deputy Chairperson receiving a request (provided it has been made in accordance with 12.4 – Convening SGM) to call a SGM to remove any Committee Member(s), or the Committee as a whole, the Chairperson or Deputy Chairperson shall send the notice of the SGM to the Committee Member(s) concerned or the Committee (as the case may be), and the persons specified in Rule 12.6 (Notices of Meeting); and

- (b) following notification under Rule 12.6 and before voting on the motion to remove any Committee Member(s), or the Committee as a whole, the Committee Member(s) or the Committee (as the case may be) affected by the proposed motion shall be given the opportunity prior to the SGM to make submissions in writing to the Members about the proposed motion.

15.18. **Removal of a Committee Member by the Committee:** The Committee may, with the approval of a motion by no less than two-thirds of the Committee, remove any Committee Member from the Committee, before the expiry of their term of office if the Committee considers the Committee Member concerned has seriously breached their duties as specified in Rule 17.2 (Duties of Committee Members) such that immediate removal is considered appropriate. Before considering such a motion the following procedure shall apply:

- (a) the Committee Member concerned shall be notified that a Committee meeting is to be held to discuss the proposal to remove the Committee Member from office; and
- (b) the Committee Member concerned shall be given an opportunity to make submissions about the proposed motion to the Committee in writing prior to the Committee meeting and/or by submission in person at the Committee meeting.

15.19. **Suspension of Committee Member:** If any Committee Member is alleged to have brought the Association into disrepute or materially damaged the trust and confidence of the Committee then after reasonable enquiry and giving the Committee Member concerned the right to be heard, suspend the Committee Member from the Committee pending the determination of such allegation, notice or charge.

16. Proceedings of the Committee

16.1. **Notices:** Not less than 5 Days' notice of a Committee meeting must be given to Committee Members.

16.2. **Irregularity in Notice:** An irregularity in the notice of a meeting is waived if all Committee Members entitled to receive notice of the meeting attend the meeting without protest as to the irregularity or if all the Committee Members entitled to receive notice of the meeting agree to the waiver.

16.3. **Adjournment:** A meeting of the Committee may be adjourned to such date and place as the meeting shall decide.

16.4. **Method of Meeting:** A meeting of the Committee may be held as follows:

- (a) **Actual Meeting:** by a number of the members of the Committee who constitute a quorum being assembled together at the place, date and time appointed for the meeting; or

- (b) **Contemporaneous Linking:** by the contemporaneous linking together by means of audio, or audio and visual, communication by which all members of the Committee participating and contributing to a quorum can simultaneously hear each other throughout the meeting.
- 16.5. **Quorum:** The quorum for a Committee meeting shall be 4 Committee Members. No business may be transacted at a Committee meeting if a quorum is not present.
- 16.6. **Majority:** All matters for decision at Committee meetings will be decided by a majority of votes of Committee Members present.
- 16.7. **Number of Votes:** All Committee Members have one vote. The Chairperson shall have a deliberative and a casting vote, and if the Chairperson exercises their deliberative vote they must do so at the same time as other Committee Members. If the Chairperson does not vote on the motion no casting vote may be exercised.
- 16.8. **Counting of Votes:** Voting at Committee meetings may be by voice or show of hands but if it is desired by any Committee Member present, it will be by ballot. Votes cast will be counted and the result declared by the Committee Members who shall have been appointed by the Chairperson to act as scrutineers.
- 16.9. **Voting by Electronic Ballot:** The Chairperson must include all votes on all matters cast by electronic poll:
- (a) votes cast, will be counted by the scrutineers who will deliver to the Chairperson a certificate setting out the number of votes cast in favour and against the resolution; and
 - (b) the Chairperson will convey the result (but not in the case of a vote for election to office the numbers of votes for each candidate received) of the voting by electronic ballot to the General Meeting.
- 16.10. **Minutes:** The Committee must ensure that minutes are kept of all proceedings at meetings of the Committee.
- 16.11. **Resolution in Writing:** A resolution in writing signed by 75% of Committee Members is as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held provided that the members of the Committee signing the resolution would have power to pass such resolution at a meeting of the Committee. Any such resolution may consist of several documents in identical form each signed by one or more Committee Members. Any such document sent by a Committee Member by facsimile transmission or other electronic means approved by the Committee is deemed to have been signed by such Committee Member.
- 16.12. **Conflicts of Interest:** The Committee shall have a conflicts of interest policy for managing any actual or potential conflicts of interest of Committee Members.

- 16.13. It shall be the duty of the Committee to conduct and manage the affairs of the Association, to keep the usual and proper books of account and other records and to notify all Members of intended general meetings and of the business to be transacted at general meetings and to prepare and submit to the annual general meeting a statement of the affairs of the Association as at 31 March in each year.
- 16.14. The Committee shall meet together for the despatch of its business as, when and where it thinks fit, but not less than once in each year.
- 16.15. The Committee may appoint sub-committees for any particular matter concerning the activities of the Association, which shall act in all respects in such manner and subject to such directions as the Committee may from time to time prescribe.

17. Powers and Duties of the Association

- 17.1. **Powers:** Subject to these Rules, the Association delegates to the Committee the governance, and the management of the affairs of the Association; and in particular the Committee's following powers as well as those expressly provided elsewhere in these Rules:
 - (a) **Powers of the Association:** to exercise any and/or all of the powers of the Association other than those required to be exercised by the Voting Members at a General Meeting;
 - (b) **Delegate:** to delegate any of its powers to such person or persons as the Committee may determine from time to time and on such terms as the Committee determines;
 - (c) **Sub-Committees:** to appoint sub-committees of the Committee, and to delegate any of the Committee's powers to any such sub-committee of the Committee. The membership, terms of reference and powers of any such sub-committee shall be set out by the Committee when the sub-committee or committee is established. A member of a sub-committee need not be a Committee Member provided that a person must not be appointed as a member of a committee unless, before appointment, he or she discloses to the Committee the details of any interest the person may have if he or she were a member of that committee;
 - (d) **Fees:** to determine the membership fees or Member levies each year; and
 - (e) **Other:** to do all such other things that are necessary to give effect to the Objects of the Association.
- 17.2. **Duties of Committee Members:** The duties of each Committee Member are to:

- (a) at all times, act in good faith and in the best interests of the Association;
- (b) exercise the powers of the Committee for proper purposes;
- (c) act, and ensure the Association acts, in accordance with these Rules and its Regulations;
- (d) exercise the care, diligence and skill that a reasonable Committee Member would exercise in the same circumstances;
- (e) disclose to the Committee the nature and extent of any interest in a transaction or proposed transaction as soon as the Committee Member becomes aware of the fact that he or she has such interest. For the purposes of this Rule, an interest in a transaction or proposed transaction shall have the same meaning as defined in section 139(1) of the Companies Act 1993 (or any equivalent provision under any replacement legislation). Such interest shall also be recorded on the Committee's interests register;
- (f) take such other steps as determined by the Committee in respect of any interest specified in Rule 17.2(e), which may include, without limitation, abstaining from deliberations and/or any vote regarding such interest;
- (g) not disclose information that the Committee Member would not otherwise have available other than in his or her capacity as a Committee Member, to any person, or make use of or act on the information except:
 - (i) as agreed by the Committee for the purposes of the Association;
 - (ii) as required by law; or
 - (iii) to persons, or for reasons identical to those specified in sections 145(2) and 145(3) of the Companies Act 1993; and
- (h) make reasonable efforts to attend all Committee Meetings and General Meetings of the Association.

17.3. **Committee to Interpret:** If any difference of opinion arises as to the meaning of any Rule in these Rules it shall be determined by the Committee or, if it occurs at a General Meeting, by the Chairperson of that meeting, in each case:

- (a) acting in a manner which would best achieve the Objects; and
- (b) in such a manner as it deems expedient.

17.4. **Saving:** If any matter arises which, in the opinion of the Committee, is not provided for in these Rules, it shall be determined by the Committee in the manner it sees fit.

17.5. **Ratification:** The purported exercise by a Committee Member, the Chairperson or a sub-committee of the Committee of a power vested in the Committee may be ratified or approved by the Committee. The purported exercise of a power ratified under this Rule is deemed to be, and to always have been, a proper and valid exercise of that power.

17.6. **Funds and Investment:** The funds and property of the Association shall be controlled, invested and disposed of by the Committee subject to these Rules. The funds shall be devoted solely to the furtherance of the Objects of the Association.

17.7. **Indemnity of Officers:** Each Committee Member, the Chairperson, the Patron and any other employee or servant of the Association (each "Indemnified Party"):

(a) is indemnified by the Association from and against all losses and expenses incurred by that Indemnified Party or in or about the discharge of that Indemnified Party's duties; and

(b) is not liable for the acts or omission of any other person being a Committee Member, the Chairperson, the Patron or any other employee or servant of the Association or for joining in any act or receipt or for any act of conformity or for any loss happening to the Association;

unless due to the Indemnified Party's own wilful default.

18. Patron

18.1. **Appointment of Patron:** At each AGM the Voting Members may elect a Patron who should hold that position until the expiry of the following AGM.

19. Secretary (Treasurer)

19.1. The Committee may appoint a person to perform the functions of a secretary/treasurer (the "Secretary"). The office can be filled by the appointment from the Members of the Committee to the position or alternatively persons from outside the Committee may be appointed to the position.

19.2. The Secretary shall attend all general meetings of the Association if a Secretary is appointed by the Committee. The Secretary shall record minutes of the proceedings and conduct the correspondence of the Association. The Secretary shall also act as the Association Treasurer and lodge with the Association's bank all moneys received belonging to the Association. If no Secretary is appointed the foregoing responsibilities will be that of the Chairperson.

20. Bank Account

- 20.1. All cheques and withdrawal slips shall be signed on behalf of the Association by not less than two Members of the Committee.
- 20.2. All electronic payments are to be made using a bank assigned confirmation code which is to be sent to at least one Member of the Committee, not being the Member who effects the payment.

21. Funds of the Association

- 21.1. The funds of the Association shall be under the control of the Committee and any surplus funds may be invested in the name of the Association from time to time in any trustee investments under the Trustee Act 1956 and any investment may be varied or transposed.

22. Power to Borrow

- 22.1. The Association shall have the power to receive money on deposit or loan, to borrow money, to mortgage, charge or grant a lien over all or any of its undertaking and property both present and future or to issue any securities whether outright or as security for any debt, liability or obligation of the Association or of any third party and to give or receive guarantees or indemnities for the payment of moneys or the performance of obligations, all of which powers shall be exercised by the Committee in such manner as the Committee thinks fit.

23. Finance and Audit

- 23.1. **Financial Year:** The financial year of the Association will commence on 1 April and end on 31 March next following, unless otherwise determined by the Committee.
- 23.2. **Audit:** The accounts of the Association may be audited by an auditor appointed at the AGM if the members deem necessary. The auditor shall not hold any other office in the Association.

24. Common Seal

- 24.1. **Common Seal:** The Association shall not have a common seal unless at a General Meeting a resolution is passed to have a common seal for a period of no longer than 5 years. The Committee shall determine when and by whom the common seal may be used and shall make provision for its safe custody, subject to the Incorporated Societies Act 1908.

25. Regulations

- 25.1. The Association may from time to time by resolution in general meeting make, amend or rescind regulations not inconsistent with these Rules governing procedure at its meetings and publication (if any) of reports and of the business of the Association in the press.

26. Alteration of the Rules

- 26.1. The Rules, subject to Rule 26.3, may added to or altered by resolution passed by a two-thirds majority vote of Members at a general meeting of which not less than 14 days' notice shall have been given.
- 26.2. Every such notice shall set forth the purport of the proposed alteration, addition, rescission or other amendment.
- 26.3. No Addition to or alteration of the objects (Rule3), payments to members (Rule 7.3) or the winding-up (Rule 30) rules shall be approved without the approval of the Department of Inland Revenue. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.
- 26.4. The Secretary shall notify the Registrar of Incorporated Societies of the alteration of the Rules within one month.

27. Matters not provided for

- 27.1. In case any matter or subject shall at any time be found not to be provided for in the Rules or in case any doubt shall arise as to the interpretation, effect or construction of any Rule of the Association or of any condition or regulation of sale or of any purpose, subject or matter, every such matter or doubt shall be determined by the Committee whose decision on it shall be final and binding on all Members.

28. Notices

- 28.1. Any notice required to be given shall be in writing and may be served on a Member either personally, by posting it in a pre-paid envelope or emailing it to the Member at the address last notified by the Member to the Association.

29. Dissolution

- 29.1. If, on the winding up of the Association, any property of the Association remains after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of that winding up, that property shall be

distributed or paid among the members but shall be distributed or transferred to:

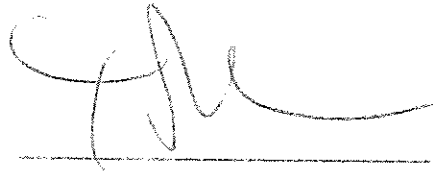
- (a) Another incorporated association having objects similar to those of the Association; or
- (b) For charitable or benevolent purpose within New Zealand, which incorporated Association or purposes, as the case requires, shall be determined by resolution of the members.

30. Winding Up

30.1. The Association shall not be wound up except by appropriate resolutions passed in accordance with section 24 of the Incorporated Societies Act 1908 in which case clause 29 shall apply.

Signed by:

Trevor Lund



David Alison



Lynne Butler

