

Rules & Bylaws of Meadowbank and St Johns Residents Association Incorporated

June 2017

Version 2.1

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The Society

1.0 Name

1.1 The name of the society is Meadowbank and St Johns Residents Association Incorporated ("the Society").

1.2 The Society is constituted by resolution dated 13th day of February 2013.

2.0 Registered Office

2.1 The Registered Office of the Society is 48A Meadowbank Road, Meadowbank, Auckland 1072.

3.0 Purposes of Society

3.1 The purposes of the Society are to:

(a) Promote the general wellbeing of the people of Meadowbank and St Johns, and encourage them to be active participants in a thriving and vibrant community,

(b) Create new or support existing events where people of Meadowbank and St Johns can get to know each other better, share resources, and find out about opportunities they might not have known about,

(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 Chair/President;

(b) The Secretary;

(c) The Treasurer;

(d) The Membership Convenor; and

(e) Such other Members as the Society shall decide.

4.2 Only **Financial** Members of the Society may be Committee Members.

4.3 There shall be a minimum of three Committee Members, in addition to the Officers.

5.0 Appointment of Committee Members

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

- (a) How large the Committee will be;
- (b) Who shall be the Chair/President, Secretary, Treasurer and **Membership Convenor**;
- (c) Whether any Committee Member may hold more than one position as an officer;
- (d) 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 for at least 28 days before an Annual General Meeting. Each candidate shall be proposed and seconded in writing by **Financial** Members and the completed nomination delivered to the Secretary. Nominations shall close at 5pm on the fifth day before the Annual General Meeting. [See also rule 21.4(b)] 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 how a person becomes a Member, and how a person stops being a Member;
- (h) Decide the times and dates for Meetings, and set the agenda for Meetings;
- (i) Decide the procedures for dealing with complaints;
- (j) Set Membership fees, including subscriptions and levies;
- (k) 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 Chair/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 Chair/President is responsible for:

- (a) Ensuring that the Rules are followed;

- (b) Convening Meetings and establishing whether or not a quorum (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.~~
- (b) Holding the Society's records, documents, and books except those required for 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 to allow the Society's financial position to be readily ascertained;
- (b) Preparing annual financial statements for presentation at each Annual General Meeting. These statements should be prepared in accordance with the Societies' accounting policies (see 8.1.d);
- (c) Providing a financial report at each Annual General Meeting;
- (d) Providing financial information to the Committee as the Committee determines.

9.4 The Membership Convenor is responsible for:

- (a) Keeping the Register of Members as set out in Rule 13.0;
- (b) Actively promoting the benefits of membership of the Society and thereby seeking to increase membership numbers;
- (c) Acting as an advocate on the Committee for all matters affecting membership;
- (d) Providing a membership report for the Annual General Meeting;

(e) Providing membership information to the Committee as the Committee determines.

10.0 Committee Meetings

10.1 Committee meetings may be held via video or telephone conference, or other formats as the Committee may decide;

10.2 No Committee Meeting may be held unless more than half of the Committee Members attend;

10.3 The Chair/President shall chair Committee Meetings, or if the Chair/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 Chair/President or person acting as Chair/President has a casting vote, that is, a second vote;

10.6 Only Committee Members present at a Committee Meeting may vote at that Committee Meeting.

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

10.8 The Chair/President or his nominee shall 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 the meeting, if convened upon requisition of members, shall be dissolved; in any other case, it shall stand adjourned to a day, time and place determined by the Chair/President/ of the Society, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The Chair/President may with the consent of any Society Meeting adjourn the same from time to time and from place to place but 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 Any person residing in, or in the opinion of the Committee having sufficient interests in or connection with, Meadowbank and St Johns may apply for membership of the Society.

11.2 A Member is either a Financial Member, an Associate Member or a Life

Member, but not an Honorary Member.

11.3 A **Financial** Member has the rights and responsibilities set out in these Rules.

11.4 An Associate Member has the rights and responsibilities set out in these rules other than the right to vote at Society Meetings.

11.5 A Life Member is a person who is acknowledged at an Annual General Meeting, on the recommendation of the Committee, as a longstanding Member of the Society deserving of such recognition. A Life Member has all the rights and responsibilities of a **Financial Ordinary** Member (including the right to vote), but does not have to pay fees, subscriptions, or levies.

11.6 An Honorary Member is a person who is acknowledged as providing or having provided important services to the Society. An Honorary Member has none of the rights or privileges of a Member.

12.0 Admission of Members

12.1 To become a **Financial or Associate Member**, a person ("the Applicant") must:

- (a) Complete an application form, if the Rules, Bylaws or Committee requires this; and
- (b) Supply any other information the Committee requires; and
- (c) **In the case of Financial Members, pay the annual membership subscription as set out by the Committee under Rule 8.1(j).**

12.2 The Committee may interview the Applicant when it considers Membership applications.

12.3 The Committee shall have complete discretion when it decides whether to allow the Applicant to 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 **Membership Convenor** 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 **Membership Convenor**.

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

13.4 Access to the Register of Members is at the discretion of the Committee.

14.0 Cessation of Membership

14.1 Any Member may resign by giving written notice to the **Membership Convenor**.

14.2 Membership 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 Committee's Notice"). The Committee's Notice must:

(i) Explain how the Member is breaching the Rules 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;

(iii) State that if, within 14 days of the Member receiving the Committee's Notice, the Committee is not satisfied, the Committee may in its absolute discretion immediately terminate the Member's Membership;

(iv) State that if the Committee terminates the Member's Membership, the Member may appeal to the Society.

(b) 14 days after the Member received the Committee's Notice, the Committee 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. The Termination Notice must state that the Member may appeal to the Society at the next Meeting by giving written notice to the **Membership Convenor** ("Member's Notice") within 14 days of the Member's receipt of the Termination Notice.

(c) If the Member gives the Member's Notice to **the Membership Convenor**, the Member will have the right to be fairly heard at a Society Meeting held within the following 28 days. If the Member chooses, the Member may provide the Membership Convenor with a written explanation of the events as the Member sees them ("the Member's Explanation"), and the Member may require the **Membership Convenor** to give the Member's Explanation to every other Member within 7 days of the **Membership Convenor** receiving the Member's Explanation. If the Member is not satisfied that the other Society Members have had sufficient time to consider the Member's Explanation, the Member may defer his or her right to be heard until the following Society Meeting.

(d) When the Member is heard at a Society Meeting, the Society may

question the Member and the Committee Members.

(e) The Society shall then by majority vote decide whether to let the termination stand, or whether to reinstate the Member. The Society's decision will be final.

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 of the society

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.

17.0 Joining Fees, Subscriptions and Levies

17.1 If any **Financial** Member does not pay a Subscription or levy by the **final due** date set by the Committee or the Society, the **Member's membership type, as set out in rule 11.2,** shall (without being released from the obligation of payment of any sums due to the Society) **become Associate Member with the membership rights pertaining to that membership type.**

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 April 1 of every year and ends on March 31 of the next year.

20.0 Assurance on the Financial Statements

20.1 No review or audit of the annual financial statements or any other financial statements is required unless a review or audit is requested by a quarter of the **Financial** Members at any properly convened Society Meeting or by **the** Committee. In which case, the Society shall appoint an Auditor or Reviewer to audit or review the annual financial statements of the Society. The Auditor or Reviewer must be a suitably qualified person, and must not be a member of the Committee, or an employee of the Society. If the Society appoints an Auditor or Reviewer who is unable to act for some reason, the Committee shall appoint another Auditor or Reviewer as a replacement. The Committee is responsible to provide the auditor/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 auditor or reviewer may request from the Committee for the purpose of the audit or review; and
- (c) Reasonable access to persons within the Society from whom the auditor or 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. The Committee must call a Special General Meeting if the Secretary receives a written request signed by at least 10% of the **Financial** Members.

21.4 The Secretary shall:

- (a) Give all Members at least 14 days Written Notice of the business to be conducted at any Society Meeting
- (b) Additionally, the Secretary will provide, **where** 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 Secretary must not provide Members with information exceeding 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 Society Meetings **but only Financial Members and Life Members may vote.**

21.6 No Society Meeting may be held unless at least ten **Financial** Members attend. (This will constitute a quorum.)

21.7 All Society Meetings shall be Chaired by the Chair/President. If the Chair/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 Chair/President shall in good faith determine whether to vote by:

- (a) Voices;
- (b) Show of hands; or
- (c) Secret ballot.

However, if any Member demands a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot. If a secret ballot is held, the Chair/President will have a casting, that is, second vote.

21.9 The business of an Annual General Meeting shall be:

- (a) Receiving any minutes of the previous Society's Meeting(s);
- (b) The Chair/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) The Membership Convenors report;**
- (e) Election of Committee Members;
- (f) Motions to be considered;
- (g) General business.

21.10 The Chair/President or his nominee shall 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 the meeting, if convened upon requisition of members, shall be dissolved; in any other case, it shall stand adjourned to a day, time and place determined by the Chair/President of the Society, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The Chair/President may with the consent of any Society Meeting adjourn the same from time to time and from place to place but 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 **Financial** Member may request that a motion be voted on ("Member's Motion") at a Society Meeting, by giving written notice to the Secretary at least 28 days before that meeting. The **Financial** Member may also provide information in support of the motion ("Member's Information"). The Committee may in its absolute discretion decide whether the Society will vote on the motion. However, if the **Financial** Member's Motion is signed by at least a quarter of **the Financial Members of the Society at the date that the**

written notice of the Member's Motion is given to the Secretary:

(a) It must be voted on at the Society Meeting chosen by the Financial Member; and

(b) The Secretary must give the Member's Information to all Members at least 14 days before the Society Meeting chosen by the Financial Member; or if the Secretary fails to do this; the Financial Member has the right to raise the motion at the following Society Meeting.

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

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 **Financial** Members present and voting.

24.2 Any proposed motion to amend or replace these Rules shall be signed by at least ten **Financial** 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: [see S.27 of the Act]
 - (i) anybody or bodies with similar charitable objects for the benefit of Meadowbank and St Johns residents

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) "Meadowbank and St Johns" is broadly defined by the 2006 Census boundary maps as Meadowbank North and South area unit, and St Johns area unit north of Merton Rd.

(g) It is assumed that

(i) Where a masculine is used, the feminine is included

(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

(h) Matters not covered in these rules shall be decided upon by the Committee.

Bylaw

- 1.1 The Committee may from time to time hold meetings of Members ("Member meetings").
- 1.2 The purposes of Member meetings will at all times comply with the Purposes of the Society as set out in Rule 3.0.
- 1.3 Member meetings are an opportunity for the Committee to provide information to Members on current and future activities of the Society as well as to possibly explain the position the Committee proposes to adopt on relevant current and future issues. The Committee may from time to time invite guest speakers to speak on activities and developments that are of interest to members.
- 1.4 Member meetings are an opportunity for the Committee to seek Member's feedback by way of discussion and while there may be attempts to gain an informal indication of the opinions of the individual Members present, these informal indications will not constitute a formal vote and will not be binding on the Committee or the Society.
- 1.5 Notice of Member meetings may be by way of notification in the issue of the Society's monthly e-newsletter immediately preceding the meeting or by such other means as the Committee may from time to time decide.
- 1.6 No quorum is required for Member meetings.