

# **CONSTITUTION**

## **of the**

# **ONSLOW RESIDENTS' COMMUNITY ASSOCIATION**

## **The Society**

### **1.0 Name**

1.1 The name of the society is Onslow Residents' Community Association Incorporated ("the Society").

1.2 The Society is constituted by resolution dated 22 November 2017.

### **2.0 Registered Office**

2.1 The Registered Office of the Society is 13 Satara Crescent, Khandallah, Wellington, 6035.

### **3.0 Definitions**

3.1 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 type whatsoever or any interest therein, owned or controlled to any extent by the Society.
- c. "Society Meeting" means any Annual 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. "Working day" means any day of the week other than—
  - i. Saturday, Sunday, Good Friday, Easter Monday, Anzac Day, Labour Day, the Sovereign's birthday, Wellington Anniversary Day, and Waitangi Day; and

- ii. a day in the period commencing with 25 December in any year and ending with 15 January in the following year; and
  - iii. if Waitangi Day or Anzac Day falls on a Saturday or Sunday, the following Monday; and
  - iv. while any restriction on meeting is in force as directed under an Act of Parliament, for example, a state of local or national emergency declared under the Civil Defence Emergency Management Act 2002.
- f. "Written Notice" means communication by post, electronic means (including email, and website posting), or advertisement in periodicals, or a combination of these methods.
- g. It is assumed that
- i. Where the singular is used, plural forms of the noun are also inferred
  - ii. 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.

#### **4.0 Boundaries**

4.1 The Sphere of operations of the Society shall be the suburbs of Khandallah, Broadmeadows and Kaiwharawhara as defined by the Wellington City Council district map.

4.2 All residents and groups operating in this boundary are welcome at any Association meeting or event and are encouraged to participate in the life of the Association to help Khandallah, Broadmeadows and Kaiwharawhara become a better place for all who live and work there.

#### **5.0 Purposes of Society**

5.1 The purposes of the Society are to:

- a) To promote, develop and improve amenities and facilities for the betterment of our residents and the wider city.
- b) To promote the betterment of the Khandallah, Broadmeadows and Kaiwharawhara communities through conducting research into issues for our residents and others who have some stake in our area and bringing the research to the attention of the local authorities or controlling bodies and other organisations in a way which will be beneficial to the community.
- c) To foster community resilience and spirit through services and co-operation in the achievement of the objects of the Association.

- d) To act as an information hub for Khandallah, Broadmeadows and Kaiwharawhara to foster inclusiveness, connectedness and the wellbeing of our residents.
- e) To work collaboratively with other community organisations and alone to connect residents to each other for improved appreciation of our cultural diversity, community well-being and the mutual sharing of resources.
- f) To advocate for the benefit of the community in that it furthers the objects of this Society
- g) To undertake such social and fundraising activities as the Society considers contribute to the benefit of the community and furthers the objects of the Society.”
- h) To be non-political, non-secretarian in all our activities.

## **MANAGEMENT OF THE SOCIETY**

### **6.0 Managing Committee**

6.1 The Society shall have a managing committee (“the Committee”), comprising an executive as well as the general members of the committee. The executive comprises of the following persons:

- a. The President /Chair
- b. Vice President/Deputy Chair
- c. The Secretary
- d. The Treasurer

6.2 The Management of the Society shall be vested in the Committee of not less than three (3) and no more than twelve (12) committee members, plus the executive as set out above. The executive and the Committee shall be elected at the Annual Meeting and shall have the power to co-opt members to fill vacancies arising between Annual Meetings.

6.3 The executive can be elected, in any position, for a term of one year and re-elected for not more than three years. There is no term limit on serving as a member of the Committee.

### **7.0 Cessation of Committee Membership**

7.1 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.

7.2 If a person ceases to be a Committee Member, that person must within two weeks give to the Committee all Society documents, copies of computer records and property.

## **8.0 Nomination of Committee Members**

8.1 Nominations for members of the Committee shall be called for at least eight working days before an Annual Meeting. Each candidate shall be proposed and seconded in writing by Members and the completed nomination delivered to the Secretary. Nominations shall close at 5pm two working days prior to the Annual Meeting. All retiring members of the Committee shall be eligible for re-election except as set out section 6.3.

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

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

8.4 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.

## **9.0 Role of the Committee**

9.1 Subject to the rules of the Society ("The Rules"), the role of the Committee includes, without limitation, to:

- a. Administer, manage, and control the Society
- b. Carry out the purposes of the Society, and use the Society's money or other assets to do so
- c. Manage the Society's financial affairs, including approving the annual financial statements for presentation to the Members at the Annual Meetings;
- d. Set accounting policies in line with generally accepted accounting practice
- e. Delegate responsibility and co-opt members where necessary
- f. Publicise the work of the Society

- g. Keep records of the business of the Society and to notify members of intended meetings and business to be transacted thereat
- h. Engage in activities such as soliciting donations from ordinary members, provide services for cash returns, or otherwise raise sufficient funds so as to be able to operate effectively
- i. Decide the times and dates for Meetings, and set the agenda for Meetings;
- j. Decide procedures for dealing with complaints;
- k. Recommend Membership fees, including subscriptions and levies;
- l. Develop policies and procedures for the Society

9.2 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.

9.3 All decisions of the Committee shall be by a majority vote. In the event of an equal vote, the Chair/President shall have a second, casting, vote. In most instances this should represent the status quo.

9.4 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 either before the event or after it.

## **10.0 Roles of Committee Members**

10.1 The Chair/President is responsible, without limitation 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. Presiding over all meeting of members and the Committee and to carry out such other duties as pertains to this office
- d. Representing the Society and being its official spokesperson
- e. Overseeing the operation of the Society
- f. Providing a report on the operations of the Society at each Annual Meeting.

10.1.1. Vice President/Chair is responsible, without limitation for:

- a. In the absence of the President, presiding over all meetings of members and the Committee and carrying out such other duties as pertains to this office

- b. Acting in the place of President when requested to do so.

10.2. The Secretary is responsible, without limitation, for:

- a. Ensuring the recording the minutes of Meetings
- b. Keeping the Register of Members
- c. Holding the Society's records, documents, and books except those required for the Treasurer's function
- d. Receiving and replying to correspondence as required by the Committee
- e. Forwarding the annual financial statements for the Society to the Registrar of Incorporated Societies upon their approval by the Members at an Annual Meeting.
- f. Advising the Registrar of Incorporated Societies of any rule changes
- g. Dealing with the requirements of the Charities Commission.

10.3 The Treasurer is responsible, without limitation, 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 Meeting. These statements should be prepared in accordance with the Societies' accounting policies (see 9.1.d).
- c. Providing a financial report at each Annual Meeting
- d. Providing such financial information to the Committee as the Committee may determine.

## **11.0 Committee Meetings**

11.1 Committee meetings may be held in person or via video or telephone conference, email, or other formats as the Committee may decide

11.2 One officer and 50% of the current committee or (6) six ordinary members constitute a quorum for any ordinary Committee Meeting. The Committee may set up sub-Committees containing a smaller number of members to deal with special projects.

11.3 The Chair/President shall chair Committee Meetings, or if the Chair/President is absent, the Vice Chair/President shall preside.

11.4 Decisions of the Committee shall be by majority vote

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

11.6 Subject to these Rules, the Committee may regulate its own procedures.

11.7 The Chair/President or nominee shall adjourn the meeting if necessary.

11.8 Adjourned Meetings: If within half an hour after the time appointed for a meeting a quorum is not present at the meeting, the meeting may go ahead to discuss business but no voting on motions may occur. An email resolution may be circulated and voted on within one week of the meeting with the voting record minuted. If the meeting was convened upon requisition of members, it shall be dissolved; in any other case it shall stand adjourned to a day, time, and place determined by the Chair/President.

## **Society membership**

### **12.0 Types of Members**

12.1 There shall be two types of membership of the Society and these shall be:

- a) Ordinary Membership
- b) Honorary Life Membership

12.2 Any resident who lives within the boundaries of the Society (see clause 4) and has attained the age of 16 years shall be entitled to be an Ordinary Member of the Society. For the purposes of membership, "resident" includes people living in dwellings in the boundary area and also includes community organisations and businesses (whether incorporated or not) operating in the boundary area. Such community organisations and businesses must nominate in writing to the Secretary one person to represent them at Society Meetings. The person so nominated shall have one vote and does not need to personally reside within the boundaries of the Society.

12.3 Each Ordinary Member whose subscription to the Society is current and each Honorary Life Member shall have the right to one (1) vote at any Society Meeting on issues placed before it and voted on at such meetings.

12.4 Any ordinary member who wishes to opt out of membership may do so by notice in writing to the Secretary.

12.5 Membership shall automatically cease on a resident losing the residential qualification.

12.6 Honorary Life Membership of the Association may be conferred by vote at the Annual Meeting. This will be in recognition of long service or extraordinary service. For avoidance of doubt, an Honorary Life Member shall be exempt from the residential requirement and from paying a subscription.

### **13.0 Admission of Ordinary Members**

13.1 To become an Ordinary Member, with voting rights to the Association, a person (“the Applicant”) must:

- a. Live in the area described in Section 4 or be a person representing an organisation in this area.
- b. Complete an application form, if the Rules, Bylaws, or Committee requires this.
- c. Supply any other information the Committee requires.
- d. Pay a subscription fee in the amount recommended by the Committee and approved an Annual Meeting. The Committee may recommend to the Annual Meeting a fee structure for different groups of Ordinary Members.

### **14.0 The Register of Ordinary Members**

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

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

14.3 Each Ordinary Member shall provide such other details as the Committee may require.

14.4 Ordinary Members shall have reasonable access to the Register.

### **15.0 Cessation of Membership**

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

15.2 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 10 working 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. Fourteen 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 Secretary (“Member’s Notice”) within 10 working days of the Member’s receipt of the Termination Notice.
- c. If the Member gives the Member’s Notice to the Secretary, the Member will have the right to be fairly heard at a Society Meeting held within the following 20 working days. If the Member chooses, the Member may provide the Secretary with a written explanation of the events as the Member sees them (“the Member’s Explanation”), and the Member may require the Secretary to give the Member’s Explanation to every other Member within five working days of the Secretary 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.

## **16.0 Obligations of Members**

16.1 All Ordinary Members (and Committee Members) shall do nothing to bring the Society into disrepute.

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

17.1 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 Ordinary Member;  
and
- c. That Use has been approved by either the Committee or by majority vote of the Society ex ante.

## **18.0 Joining Fees, Subscriptions and Levies**

18.1 If any Ordinary Member does not pay a Subscription or levy 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, Membership will be terminated and the Ordinary Member will become a “Resident member” with no Voting Rights.

## **19.0 Additional Powers**

19.1 The Society may:

- a. Employ people for the purposes of the Society;

## **20.0 Financial Year**

20.1 The financial year of the Society begins on 1 January of every year and ends on 31 December of that year.

## **21.0 Assurance on the Financial Statements**

21.1 The Society shall follow the framework of the External Reporting Board ('XRB') and the review of the annual financial statements of the Society will be conducted in accordance with the requirements for Not-for-profit public benefit entities. All current accounting standards and other pronouncements issued by the XRB Board or the NZASB must be applied.

21.2 No review of the annual financial statements is required unless a review is requested by 5% of the Ordinary Members attending any properly convened Society Meeting.

21.3 If a Review or Audit is requested by more than 5% of the ordinary membership then the following shall apply.

21.4 If the Society appoints an accountant, on request of the membership, 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.

21.5 If the Society appoints an Auditor, on request of the membership to audit the annual financial statements of the Society. The Auditor shall report on whether the financial statements are prepared in all material respects in accordance with the Society’s accounting policies. The Auditor must be a suitably qualified person and preferably be 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 an Auditor who is unable to act for some reason, the Committee shall appoint another Auditor as a replacement.

The Committee is responsible to provide the auditor 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 may request from the Committee for the purpose of the audit; and
- c. Reasonable access to persons within the Society from whom the auditor determines it necessary to obtain evidence.

## **Conduct of meetings**

### **22.0 Society Meetings**

22.1 Any Society Meeting may be held in any of the following means at the discretion of the Committee:

- a. By a “physical” meeting, i.e. at a venue approved by the Committee with members attending in-person; or
- b. By a “virtual” meeting, i.e. in which members attend by audio, audio and visual, and/or electronic means; or
- c. By way of “hybrid” meeting, i.e. in which the meeting is held by use of a “physical” meeting with members also having the choice to attend a “virtual” meeting.

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

22.3 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 Ordinary Members.

22.4 The Secretary shall:

- a. Give all Ordinary and Life Members at least 10 working days Written Notice of the business to be conducted at any Society 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 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 Ordinary and Life Members in good faith, the Meeting and its business will not be invalidated simply because one or more Ordinary or Life Members do not receive the notice.

22.5 All Members may attend Society Meetings. Only Ordinary and Honorary Life Members may vote at such meetings

22.6 No Society Meeting may be held unless at least 10 eligible Ordinary Members are present. (This will constitute a quorum.)

22.7 All Society Meetings shall be Chaired by the Chair/President. If the Chair/President is absent, the Vice Chair/President shall chair the meeting and have a second, casting vote. In most instances this should represent the status quo.

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

- a. Voice
- b. Show of hands
- c. Secret ballot.

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

22.9 The business of an Annual Meeting shall be:

- a. Receiving any minutes of the previous 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. Election of Committee Members
- e. Motions to be considered
- f. General business.

22.10 The Chair/President or nominee shall adjourn the meeting if necessary.

22.11 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.

### **23.0 Motions at Society Meetings**

23.1 Any Ordinary or Honorary Life 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 eight working 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 10 % 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 four working days before the Society Meeting chosen by the Member; or
- c. If the Secretary fails to do this, the Member has the right to raise the motion at the following Society Meeting.

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

### **Common seal**

#### **24.0 Common seal**

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

24.2 The Secretary shall have custody of the common seal, which shall only be used with 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**

### **25.0 Altering the Rules**

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

25.2 Any proposed motion to amend or replace these Rules shall be signed by at least 10 % of eligible Members and given in writing to the Secretary at least seven working 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.

25.3 At least eight working days before the Meeting at which any Rule change is to be considered the Secretary shall give to all Ordinary and Life Members written notice of the proposed motion, the reasons for the proposal, and any recommendations the Committee may have.

25.4 When a Rule change is approved by a Meeting no Rule change shall take effect immediately. The Secretary must file the changes with the Registrar of Incorporated Societies within five working days of the meeting.

## **Bylaws**

### **26.0 Bylaws to govern the Society**

26.1 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 Ordinary and Life 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**

### **27 Winding up**

27.1 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 (or any subsequent legislation providing for the formation and regulation of incorporated societies); 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] to a local charity as decided at the Society meeting.

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