

TUAKAU & DISTRICTS DEVELOPMENT ASSOCIATION INCORPORATED

RULES

EXPLANATORY NOTE

- (i) Tuakau & Districts Development Association Incorporated was incorporated on 11 May 1998 under number 890380.
- (ii) In order to reflect the changing circumstances of the Society, the members have resolved to revise its rules.
- (iii) In accordance with the former rules of the Society, these present rules were adopted by resolution of the Society at a special general meeting on ...
- (iv) These present rules completely replace the former rules.
- (v) Nothing in this change of rules is designed or intended—
 - (a) to detract from the charitable nature of the Society; or
 - (b) to permit any member of the Society, or any person associated with any member of the Society, to obtain private pecuniary profit from the Society.

INTERPRETATION

In these rules,—

Society means Tuakau & Districts Development Association Incorporated;

member means a member of the Society;

Committee means the governing committee of the Society constituted under section 5; and

register means the register of members of the Society kept in accordance with section 17.

THE SOCIETY

1. Name

The name of the society is Tuakau & Districts Development Association Incorporated.

2. Registered Office

The registered office of the Society is the offices of Arnet Davies, Level 1, 7 Hall Street, Pukekohe 2120.

3. Purpose

3.1 The purpose of the Society is to help to create and sustain a strong economic foundation for the community of Tuakau and districts.

3.2 Pecuniary gain is not a purpose of the Society.

4. Powers

4.1 The Society has all of the powers reasonably necessary to achieve its purpose, including the power to borrow.

GOVERNANCE OF THE SOCIETY

5. Governing Committee

5.1 The Society shall have a governing committee comprising a minimum of five (5) and a maximum of nine (9) members.

5.2 The Committee shall, at its first meeting after the annual general meeting in each year, appoint the following officers:

- a) chairperson;
- b) secretary;
- c) treasurer; and
- d) such other offices as the Committee shall determine.

5.3 Only members of the Society may be members of the Committee.

5.4 A member of the Committee may hold more than one office simultaneously.

5.5 Vacancies in any of the offices of the Committee may be filled by resolution of the Committee at any ordinary meeting of the Committee.

6. Role of Committee

The role of the Committee is to—

- a) give effect to the purpose of the Society stated in section 3; and

- b) be responsible and accountable for the proper and effective governance of the Society in accordance with these rules; and
- c) discharge the responsibilities, perform the duties, and exercise the rights, conferred on them by these rules and by law; and
- d) ensure the performance of the activities and the achievement of the objectives set out in the business plan of the Society.

7. Powers of the Committee

7.1 The Committee has all of the powers of the Society, and decisions of the Committee bind the Society, unless—

- a) the Committee's power is expressly limited by these rules; or
- b) the Society resolves otherwise at an annual general meeting or special general meeting.

7.2 The Committee has the power to—

- a) regulate the conduct of its meetings; and
- b) determine the roles and responsibilities of its officers.

8. Nomination of Committee Members

8.1 Nominations for membership of the Committee shall be called for at least 28 days before an annual general meeting.

8.2 Every nomination shall be made in writing by a member and signed by three other members.

8.3 Every nomination shall be accompanied by a statement about the nominee containing sufficient information to enable the members to determine the matters described in section 9.2.

8.4 Nominations shall be delivered to the Committee in sufficient time for the nomination and accompanying information to be included in the agenda for the annual general meeting at which voting will take place.

9. Appointment of Committee Members

9.1 The members of the Committee must be appointed by ordinary resolution of the Society at an annual general meeting or special general meeting.

- 9.2 An appointment under subsection 9.1 may be made by the Society only in respect of a person whom the members are satisfied, on reasonable grounds, has the skills, knowledge, and experience to contribute to—
- a) the achievement of the purpose of the Society; and
 - b) the effective governance of the Society.
- 9.3 No member of the Committee may hold office for more than three (3) years without that member's position being subject to a further nomination and appointment process in accordance with these rules.
- 9.4 Nothing in this section entitles any person who, by the application of section 16 of the Charities Act 2005, is disqualified from being appointed or holding office as an officer of a charitable entity, to be appointed or to hold office as a member of the Committee.
- 9.5 Subsequent to the date of these rules, a person may not be appointed as a member of the Committee unless he or she has—
- a) consented in writing to being a member; and
 - b) certified that he or she is not disqualified by virtue of subsection 9.4.
- 9.6 Every person appointed as a member of the Committee under this section assumes the office as soon as the resolution referred to in subsection 9.1 is adopted.

10. Rotation of Committee Members

- 10.1 At the first meeting of the Committee after the adoption of these rules, the Committee shall choose, by lot,—
- a) two of its members to retire from the Committee at the next annual general meeting of the Society; and
 - b) a further two of its members to retire from the Committee at the annual general meeting after the next annual general meeting.
- 10.2 A Committee member who retires in accordance with clause 10.1 is eligible for renomination under clause 8.

11. Casual Vacancies

- 11.1 If the position of any member of the Committee becomes vacant between annual general meetings, the Committee may appoint another member to fill that vacancy until the vacancy is able to be filled in accordance with section 8.

11.2 A member appointed in accordance with section 11.1 must meet the criteria for appointment set out in section 9.2.

12. Continuing Power to Act

12.1 Should the number of Committee members fall below five (5), the remaining Committee members have the power to fill any vacancies in accordance with section 11.

12.2 A replacement appointment in accordance with section 12.1 must be made as soon as reasonably practicable after the occurrence of the vacancy.

12.3 To avoid doubt, it is declared that, if the number of Committee members falls below five, the remaining members retain the power to act as Committee members, provided however that this power is exercised solely for the purpose of increasing the number of Committee members under subsection 12.1.

13. Cessation of Committee Membership

13.1 A member of the Committee may resign by giving notice in writing or electronically to the remaining members of the Committee.

13.2 A member ceases to be a member of the Committee if he or she—

- a) resigns as a member of the Society; or
- b) becomes ineligible by virtue of section 9.4 to continue as a member; or
- c) fails or neglects to attend three consecutive duly-constituted meetings of the Committee without leave of absence, unless it appears to the other member of the Committee at their first meeting after the last of such absences that there is a proper reason in each instance for such non-attendance; or
- d) becomes ineligible by virtue of section 19.2 to continue as a member; or
- e) dies.

13.3 The member concerned shall cease to be a member of the Committee—

- a) in a case where subsection 13.2(c) applies, from the date of the Committee meeting after that member's third consecutive absence; or
- b) in all other cases, from the date of the event which causes the cessation of office.

14. Alternate Forms of Meeting

14.1 The contemporaneous linking together of the Committee members by telephone, videoconferencing or other electronic means of communication shall constitute a meeting of the Committee and the provisions of these rules shall apply to such meetings, provided the following conditions are met:

- a) each Committee member shall be entitled—
 - (i) to notice of the a meeting as if the meeting were an ordinary meeting of the Committee; and
 - (ii) to be linked for the purposes of the meeting:
- b) each of the Committee members taking part in the meeting must be able to hear, for the whole of the meeting, each of the other Committee members taking part in the meeting:
- c) at the commencement and conclusion of the meeting, each Committee member must acknowledge his or her presence for the purpose of the meeting:
- d) no Committee member may withdraw from the meeting without the express consent of the chairperson:
- e) a Committee member shall be conclusively presumed to have been present and to have formed part of the quorum of the meeting at all times during the meeting unless that Committee member has obtained the consent described in subsection d).

14.2 A minute of a meeting described by section 14.1 shall be sufficient evidence of the proceedings of the meeting, provided the minute is duly certified as a correct minute at a subsequent Committee meeting.

15. Alternate forms of decision-making

15.1 A resolution, or multiple copies of the same resolution, approved by every Committee member holding office for the time being, is as valid as if it had been passed at a properly-constituted meeting of the Committee.

15.2 Every resolution under section 15.1 must include an explanation of why the resolution is being made in this alternate form rather than at a properly-constituted meeting of the Committee.

15.3 The approval required by clause 15.1 may be given by e-mail or other electronic means, provided there are no grounds to doubt the validity of any approval so given.

MEMBERSHIP OF THE SOCIETY

16. Membership

16.1 The Committee has the power to—

- a) define different classes of membership of the Society;
- b) accord different rights to different classes of membership;
- c) establish criteria for membership; and
- d) determine the process or processes for obtaining membership.

16.2 The Committee has complete discretion over the granting of membership of the Society.

16.3 Members have the rights and responsibilities set out in these rules.

17. Register of Members

17.1 The Committee shall ensure that a register of members is kept.

17.2 The register shall contain the name, address, occupation and relevant contact information of every member, and the date upon which they became a member.

17.3 Members have an obligation to keep the Committee advised of their relevant contact information.

17.4 Access to the register shall be governed by the laws pertaining to the privacy of information.

18. Membership Fees

18.1 The Committee has the power to—

- a) determine the fees for membership of the Society, including different fees for different classes of membership;
- b) establish procedures for payment of membership fees; and
- c) determine the consequences of non-payment of membership fees.

19. Cessation of Membership

19.1 A member may resign by giving written notice to the Committee.

19.2 Membership may be terminated by the Committee on one or more of the following grounds:

- a) that the member is in breach of these rules:
- b) that the member is acting in a manner inconsistent with the purpose of the Society:
- c) that the member is bringing, or is likely to bring, the Society into disrepute.

19.3 Every decision of the Committee in respect of section 19.2 must be made with due process and in accordance with the principles of natural justice.

20. Benefits to Members

20.1 Any income, benefit or advantage accruing to the Society must be applied to the objects of the Society.

20.2 No member of the Society, nor any person associated with a member of the Society, shall obtain any personal financial gain from the Society, including as a result of any winding-up of the Society under section 28.

20.3 Despite section 20.2,—

- a) any member may receive full reimbursement for actual and reasonable expenses properly incurred by that member in connection with the affairs of the Society;
- b) any member may be paid all usual professional, business or trade charges for services rendered, time expended and all acts done by that member or by any firm or entity of which that member is a member, employee or associate in connection with the affairs of the Society; and
- c) the Society may pay reasonable remuneration to any member or servant of the Society in return for services actually rendered to the Society.

20.4 No member of the Society, nor any person associated with a member of the Society, shall participate in or materially influence any decision of the Society or of the Committee in respect of any payment to or on behalf of that member or associated person of any income, benefit or advantage whatsoever.

20.5 The provisions and effects of this section 20 shall not be removed from these rules and shall be implied into any document replacing these rules.

MEETINGS OF THE SOCIETY

21. Society Meetings

21.1 A meeting of the Society is either an annual general meeting or a special general meeting.

21.2 The Committee is responsible for—

- a) ensuring that an annual general meeting is held once every year no later than five months after the Society's balance date;
- b) ensuring that a special general meeting is held if 10% (ten per cent) of the members so request;
- c) determining when and where meetings are held; and
- d) ensuring that members receive appropriate notification of meetings, including notification of the substance of any matters to be determined at the meeting;

21.3 Subject to subsection 16.1b), every member of the Society is entitled to attend and vote at meetings of the Society.

21.4 No meeting of the Society may proceed unless a quorum of 15 members is present and voting.

21.5 The Committee has the power to determine the content, and regulate the conduct, of meetings of the Society, provided always that the Committee shall act in good faith in exercising this power.

21.6 Despite section 21.5, a meeting of the Society will consider and vote on a resolution proposed by a member provided—

- a) notice of the wording of the resolution and the reasons for the resolution are submitted to the Committee in time for the matter to be notified to members and properly considered prior to the meeting; and
- b) the request to determine the matter at a meeting of the Society is supported by the signatures of at least 10 members of the Society.

FINANCIAL MANAGEMENT

22. Financial Management

22.1 The financial year of the Society is from 1 July to 30 June.

22.2 The Committee is responsible for ensuring that the Society—

- a) complies with generally-accepted accounting principles; and
- b) has in place an appropriate range of financial planning and management policies.

23. Financial Statements

23.1 The Committee is responsible for ensuring—

- a) that the Society publishes financial statements which comply with the financial reporting strategy of the External Reporting Board under the Financial Reporting Act 1993; and
- b) that the financial statements are approved by the members at an annual general meeting.

23.2 The Committee is responsible for determining an appropriate level of assurance for the financial statements of the Society, taking into account—

- a) the wishes of the members; and
- b) the requirements of the Society's funders; and
- c) the desirability of transparency in the affairs of the Society.

OTHER PROVISIONS

24. Business Plan

24.1 The Society must, at all times, have in place a current business plan under this section.

24.2 The purposes of a business plan are to—

- a) give effect to the purpose of the Society; and
- b) provide a framework for—
 - (i) the decisions of the Committee; and
 - (ii) the activities of the Society; and
- c) set out the budget for the activities of the Society; and
- d) form the basis of the Committee's accountability to the members and (where relevant) to external parties.

24.3 A business plan adopted under this section must—

- a) cover a period of between one and three years; and
- b) be consistent with the purpose of the Society as set out in section 3; and
- c) be written in plain language.

24.4 The Committee may amend a business plan at any time.

24.5 Despite section 24.1, the Committee must comply with the requirements of this section within six (6) months of the date of these rules.

25. Dispute Resolution

25.1 In the event of a dispute in relation to the affairs of the Society, the Committee members agree—

- a) to use their best endeavours to resolve the dispute amongst the Committee members themselves or (as the case may be) the members; and
- b) in relation to disputes which cannot be resolved under subsection a) above, to submit the dispute to arbitration by an external arbitrator agreed on by the Committee members.

26. Common Seal

26.1 The Committee is responsible for the custody and control of the common seal of the Society.

26.2 The common seal may be affixed to any document the signing of which has been authorised by resolution of the Committee.

27. Altering these Rules

27.1 These rules may be altered or replaced at a meeting of the Society by a resolution passed by a two-thirds majority of the members present and voting.

27.2 Despite section 27.1,—

- a) no alteration, addition or revocation shall be made in respect of sections 3, 20 and 28 unless the prior written approval of the Inland Revenue Department is sought and obtained; and
- b) no alteration, addition or revocation shall detract from the charitable nature of the Society.

27.3 Any alteration of these rules under this section shall take effect when the alteration is registered with the Registrar of Incorporated Societies.

28. Winding Up

28.1 If the a majority of the members of the Society resolve at an annual general meeting or a special general meeting to wind up the Society,—

- a) the Society's debts, costs and liabilities shall be paid; and

- b) any surplus assets shall be distributed to one or more charitable organisations within New Zealand whose objects are similar to those of the Society; and
- c) no distribution shall be made to any member of the Society or to any person associated with any member of the Society.

AUTHORISATION

SIGNED by

(full name)

as Chairperson:

(signature)