

RULES OF PAUATAHANUI RESIDENTS ASSOCIATION INCORPORATED

1. NAME

The name of the Society shall be PAUATAHANUI RESIDENTS ASSOCIATION INCORPORATED (hereinafter referred to as 'the Association')

2. INTERPRETATION

In these rules unless the context requires a different interpretation:

'APPOINTED' means appointed to office whether by election or otherwise and 'appointment' has a corresponding meaning.

'MEMBER' means a natural person or corporate body admitted to membership of the Association in accordance with Rule 5.

'MANAGEMENT COMMITTEE' means the executive body of the Association appointed in accordance with Rule 6.

'COMMITTEE MEMBER' means a member of the Management Committee appointed from time to time in accordance with these Rules.

'RESIDENT' means any natural person aged over 16 years or corporate body that owns land or resides in Pauatahanui.

'PAUATAHANUI' means that area of Porirua City surrounded by the boundaries of Whitby, Hutt City, Upper Hutt, Kapiti District, Pukerua Bay, Plimmerton and Camborne.

3. OBJECTIVES OF THE ORGANISATION

- a) To act as a voluntary organisation supported by its members, to promote development beneficial to the whole community of Pauatahanui [This includes Pauatahanui, Paekakariki Hill and Judgeford; all adjacent rural localities of Porirua City] by organising or participating in projects designed to :
 - Maintain or improve the community and its environment for all residents, while preserving its rural character and scenery
 - Promote the advancement of environmental protection or improvement to its rivers and waterways, with particular emphasis on the Pauatahanui Inlet
 - Encourage residents to preserve and protect its flora and fauna

- Preserve, protect and record the unique history of the area, both Maori and European.
- b) To do all of the above in cooperation with existing or new organisations that are involved in each area
 - c) To cooperate with other Resident Associations in the Porirua area on wider issues involving local residents
 - d) To do all such things as are incidental or conclusive to the attainment of the above objectives.

4. POWERS

Incidental or conducive to the carrying out of all the above objectives, the Association shall have the following powers:

- a) To purchase, take on lease or exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Association may think necessary or convenient.
- b) To fund its activities by subscriptions, fees, income, grants, gifts or any other lawful means including the granting of any right or privilege.
- c) To borrow, raise or secure the payment of money in such a manner as the Association shall think fit with or without security.
- d) To invest, lend, advance, and deal with the moneys of the Association not immediately required in such investments as the Association may think fit.
- e) To appoint, remove or suspend any employees of the Association and direct and control them and fix their remuneration.
- f) To make, adopt, vary and publish rules, bylaws and regulations dealing with any of the matters comprised in the above mentioned objectives and take all such steps as shall be deemed necessary or advisable for enforcing such rules, regulations, bylaws and conditions.
- g) To receive or take any gifts of money or property for any of the purposes and objectives of the Association whether subject to any special trusts or not, and whether as sole trustee or not, with the exception that the Management Committee may decline to accept any gift or donations or take over or hold any property which has annexed to it any condition or obligation not approved by the Management Committee.
- h) To make, draw, accept, discount and execute any promissory notes, bills of exchange, debentures or other negotiable instruments.

- i) To subscribe to, become a member of, and co-operate with, any other society whether incorporated or not whose objectives are altogether or in part similar to those of the Association and to procure from and communicate to such society such information as may be to forward the objectives of the Association.
- j) To provide services for and assistance to any other persons or groups whether incorporated or not whose objectives are altogether or in part similar to those of the Association.
- k) To acquire or subscribe for shares or other equity securities in any company or other incorporated body.
- l) To enter into any contract, make any arrangement or undertake any activity for the financial or other benefit of the Association.
- m) To do all such other acts and things as are incidental or conducive to the attainment of the objectives of the Association.

5. MEMBERSHIP

- a) Membership of the Association may consist of:
 - (i) Individual Members
 - (ii) Corporate Members
 - (iii) Associate MembersLife Members
- b) Any person over the age of 16 resident in and/or a ratepayer of Pauatahanui.
- c) Corporate Members shall be Ratepayers
- d) Admittance to any category of membership shall be subject to acceptance by the Management Committee and upon payment of the appropriate subscription. Members in each category of membership shall have rights and privileges, and shall pay subscriptions, in accordance with these Rules. In the case of an associate member, the rights and privileges and the subscription payable shall be as determined from time to time by the Management Committee.
- e) Any member may resign from membership by giving the Association notice to that effect, and every such notice shall, unless otherwise expressed, take effect one month after giving of that notice but shall not in any case release the member from payment of any subscription, fees or other payments owing to the Association at the time of resignation.
- f) The Management Committee shall have the power, by resolution, to terminate or suspend for any specified period, the membership of any member if it is of the opinion that the member has acted in a manner prejudicial to the interests of, or in breach of the Rules of the Association.

g) (i) Notwithstanding anything to the contrary in these Rules an Annual or Special General Meeting may, by resolution, upon the recommendation of the Management Committee, elect to life membership any person who has given outstanding and lengthy service to the Association or to Pauatahanui.

(ii) A life member may attend without fee, a General Meeting of the Association and shall be accorded such speaking rights as the chairperson of the meeting shall allow, but shall not in his or her capacity as a life member be entitled to exercise any other rights conferred by the rules upon members of the Association.

6. CONSTITUTION AND APPOINTMENT OF MANAGEMENT COMMITTEE

a) A Management Committee of up to 9 members shall be elected at each Annual General Meeting and shall consist of:

(i) a Chairperson

(ii) a Secretary

(iii) a Treasurer

(iv) up to 6 committee members (one of whom may be appointed from time to time by the Management Committee as Deputy-Chairperson)

b) Every person who is a financial member of the Association under Rule 5 shall be qualified for appointment to the Management Committee. No person who has been a member for less than one year shall be appointed Chairperson.

c) Should the Annual General Meeting not elect a full Management Committee, the Management Committee may subsequently by resolution co-opt any member(s) to fill the vacant position(s).

d) Should a ballot be necessary for a particular office or to determine the committee members, then a secret ballot shall be held and the votes counted by two scrutinisers appointed by the meeting for that purpose. The scrutinisers' declaration of the election shall be final and the person(s) elected shall be deemed appointed for the purpose of this rule.

e) The persons elected or appointed to the Management Committee shall assume office at the conclusion of the meeting at which they are appointed.

7. VACANCIES

a) Should any member of the Management Committee

(i) resign from the Management Committee by giving written notice to that effect to the Association, or

(ii) cease to be a member of the Association

his or her position shall immediately become vacant.

- b) Should any member of the Management Committee be absent for three consecutive meetings of that Committee, without leave of absence granted by the Committee, then that Committee may declare his or her position vacant.
- c) Subject to Rule 6 hereof, in the event of any position on the Management Committee become vacant, the Secretary shall forthwith give written notice to all other members of that Committee and that Committee may appoint a person to that vacancy.
- d) Any person appointed under paragraph (c) of the Rule shall hold office only for the unexpired portion of the term of office of his or her predecessor.
- e) The Management Committee may continue to act notwithstanding any vacancy in their numbers, but if and so long as their number is reduced below 4 the continuing members of the Management Committee may act for the purpose of increasing the number of members of the Management Committee without meeting the quorum provision.

8. POWERS OF THE MANAGEMENT COMMITTEE

The Management Committee shall have and exercise the sole control, discretion and management of the Association subject only to any limitations imposed by these rules or directions given by an Annual General Meeting of Members.

9. ANNUAL GENERAL MEETING

- a) An Annual General Meeting of Members shall be held before the 31st of August in each year at such time and place as shall be fixed by a previous Annual General Meeting or by the Management Committee.
- b) The business of the Annual General Meeting shall be to:
 - (i) Confirm the minutes of the previous Annual General Meeting
 - (ii) Receive the Annual Report and Financial Statements of the Association for the preceding financial year
 - (iii) Elect the Management Committee
 - (iv) If the meeting so wishes, make recommendations to the Management Committee on the level of subscription for the following financial year
 - (v) Transact any other business of which notice has been given or which is the subject of a recommendation of the previous Management Committee
 - (vi) Consider any other general business raised at the meeting, providing that no decision or recommendation from the meeting shall be binding on the Management Committee unless it is the unanimous decision of the meeting

- c) Not later than 14 days before the date of the Annual General Meeting notice of the business to be considered together with all reports and statements referred to in paragraph (b) of this rule shall be given to each member.

10. SPECIAL GENERAL MEETING

The Management Committee or a third of financial voting members may call a Special General Meeting of the Association at any time, provided that 14 days notice of the venue and the business to be considered has been given to each member.

11. VOTING AT ANNUAL GENERAL MEETING

- a) At any Annual or Special General Meeting, every member present shall be entitled to one vote, providing that:
 - (i) A Corporate Member may nominate one person to exercise its vote;
 - (ii) Associate Members shall only be entitled to vote if so determined by the Management Committee at the time of admittance; and
 - (iii) No member whose subscription is in arrears shall be entitled to vote until the arrears are paid.
- b) Voting will be by voice or by show of hands as determined by the Chairperson. If requested by not less than two members or, because of the nature of the vote, the Chairperson so decides, a ballot shall be held.
- c) Subject to Rule 24, resolutions shall be carried by a simple majority of votes cast.
- d) In the event of equality of votes (whether by ballot or otherwise) the Chairperson shall have a second or casting vote.

12. CHAIRPERSON

- a) The Chairperson shall preside at the Annual or any General Meeting of the Association. In the absence of the Chairperson or Deputy Chairperson the meeting, shall by resolution appoint a Chairperson, and the Secretary shall preside at the meeting for the purpose of making such an appointment.
- b) The Chairperson shall have the power to propose or second any motion.
- c) Only the Chairperson or a member directly authorised by the Management Committee or legal counsel appointed by that Committee may speak for the Association.

13. QUORUM

- a) At any Annual or Special General Meeting, a quorum shall consist of 15 financial members entitled to vote, or one quarter of the financial membership eligible to vote, whichever is the lesser.
- b) If a quorum is not present within one hour of the time fixed for the meetings, or if the meeting shall cease to have a quorum for any period of more than one hour, such meeting shall lapse.

14. CONDUCT OF MEETINGS

Subject to the requirement of these Rules, the Annual or any Special General Meeting shall by resolution be entitled to fix rules of debate and for the conduct of the meeting as the case may be. Subject to any such resolution, the ruling of the Chairperson on any point of order shall be final and conclusive.

15. MANAGEMENT COMMITTEE MEETINGS AND PROCEDURES

Meetings of the Management Committee shall be held at such times and places as shall be fixed by it in accordance with the following provisions:

- a) The Chairperson or a majority of the Management Committee shall have power to call meetings by giving written notice to that effect to the Secretary by resolution at a meeting of the Management Committee.
- b) Unless the Management Committee otherwise resolves the Secretary shall give each Committee member at least three days notice of meetings and shall before each meeting forward to Committee members details of business to be transacted, provided however that the Management Committee may deal with such other business as it shall determine.
- c) The Chairperson shall preside at all Management Committee meetings and, if absent, the Deputy Chairperson. If both Chairperson and Deputy Chairperson are absent then the meeting shall appoint a Chairperson.
- d) Each Management Committee member present at any meeting of the Management Committee shall be entitled to one vote, provided that in the event of an equality of votes, the Chairperson of the meeting shall be entitled to exercise a second or casting vote.
- e) At any meeting of the Management Committee a quorum shall consist of three members then in office.

- f) If a quorum is not present within one hour of the time fixed for a meeting, or if the meeting shall cease to have a quorum for a period of more than one hour, such meeting shall lapse.

16. OTHER COMMITTEES

- a) The Management Committee may appoint from its members, such committees for general or special purposes, and may delegate any of its powers to such sub-committees.
- b) Every sub-committee appointed pursuant to paragraph a) of this Rule, shall report to the Management Committee and except in cases where such sub-committee shall have been appointed under paragraph a) of this Rule with power to act in relation to any matter, its report presented by the Chairperson or by a member of the sub-committee shall be adopted by the Management Committee before any action is taken in respect of that matter.
- c) The Management Committee may from time to time co-opt to and in like manner discharge from any sub-committee appointed under paragraph a) of this Rule any person.
- d) The Management Committee can at all times discharge any sub-committee and revoke any delegation.
- e) Subject to the foregoing provisions of this Rule, each sub-committee may regulate its own procedure.

17. FINANCIAL YEAR

The financial year of the Association shall commence on the first day of April each year and close on the 31st day of March in the following year.

18. SUBSCRIPTIONS

- a) The Management Committee may, from time to time, by resolution, prescribe the subscriptions, fees or other payments, annual or otherwise to be paid by members and, subject to paragraph c) of this Rule, the time and manner of payment of any such subscriptions, fees or payments.
- b) Any such resolution may prescribe different subscriptions, fees or other payments for different members or classes of members, and provide for the exemption of any member or class of member from any subscription, fee or other payment.

- c) Subscriptions shall be paid in the month of April of the financial year in which they fall due.
- d) In determining the level of subscriptions, the Management Committee shall have regard to, but shall not be bound by, any recommendations of the previous Annual General Meeting.

19. CONTROL AND USE OF FUNDS

All moneys received by or on behalf of the Association shall forthwith be banked in suitable bank accounts in the name of the Association (or in the case of a trust account, in such name as clearly identifies the trust) and all cheques or other payments on such accounts shall be signed by not less than two signatories from a list of signatories approved by the Management Committee (or by the trustees as the case may be) from time to time and shall be passed for payment or confirmed by the Management Committee (or as the case may be by the trustees).

20. INCOME AND PROPERTY

Subject to Rule 26, the income and property of the Association shall be applied towards the promotion of its objectives and no portion shall be paid or transferred directly or indirectly to any member provided that the Association may in good faith, pay to an officer or employee or committee or sub-committee member of the Association or to any member or any other body corporation or person, any or all of the following as may be decided from time to time, by the Management Committee:

- a) Remuneration for services rendered or payment for goods supplied,
- b) Honoraria, and annual, daily and incidental allowances and out of pocket expenses (including travel and accommodation allowances) incurred in any manner in the reasonable and proper conduct of the affairs of the Association.

21. AUDITOR

An Auditor may be appointed, at the discretion of the Management Committee, to audit or review the books and accounts of the Association and certify as to the correctness of the annual Statement of Accounts.

22. COMMON SEAL

- a) The Association shall adopt a Common Seal, which shall be kept under the control, and in the custody of the Secretary.
- b) Any two members of the Management Committee shall attest the execution under seal of documents to be executed by the Secretary.
- c) The Common Seal shall be affixed pursuant to a resolution of the Management Committee or of the Association in General Meeting.

23. ALTERATION OF RULES

- a) These Rules may be altered, added to, rescinded or otherwise amended by resolution at any Annual General Meeting or Special General Meeting of the Association provided that no alteration, addition, rescission or other amendment shall have effect unless passed by a two-thirds majority of valid votes cast.
- b) Notice of every proposed alteration, addition, rescission or other amendment proposed to be moved at an Annual or Special General Meeting shall be given by a member or by the Chairperson or his/her nominee at the direction of the Management Committee to the Secretary not later than thirty days before the date of the relevant meeting.
- c) Any notice to be given under paragraph b) of this Rule shall indicate clearly the nature of the proposed alteration, addition, rescission or other amendment provided that the relevant meetings shall have the power to amend by simple majority any motion of which the required notice has been given.
- d) Copies of every such proposed alteration, addition, rescission or other amendment, duly received by the Secretary shall be forwarded to all members not later than 7 days before the date fixed for the Annual or Special General Meeting.
- e) Duplicate copies of any such alteration, addition, rescission or other amendment adopted in accordance with this Rule shall forthwith be delivered to the Registrar of Incorporated Societies in accordance with the requirements of the Incorporated Societies Act 1908 and shall take effect as from the date of registration.

24. NOTICE

- a) Where any provision in these Rules requires the giving of Notice to the Association or Secretary or Chairperson, any such Notice shall not take effect until the Notice, with such formality as may be required in the particular case, has been either received in

the hands of the Chairperson or Secretary or nominee, or received at the registered office of the Association, as the case may be.

- b) In any provision in these Rules requiring the giving of Notice to members such Notice shall be deemed to have been given 3 days after being posted to the usual postal address of the member.

25. DISSOLUTION

The Association may be voluntarily wound up in accordance with Section 24 of the Incorporated Societies Act 1908.

26. DISPOSITION OF SURPLUS ASSETS

If any property remains after the winding up or dissolution of the Pauatahanui Residents Association, and the settlement of all its debts and liabilities, that property must be given or transferred to another organisation that is charitable under New Zealand law and has purposes in the Pauatahanui Area similar to any of those listed in Section 3a [Objectives of the organisation].