

RULES OF THE

THORNDON RESIDENTS ASSOCIATION INCORPORATED

1. Name

The name of the Society shall be THORNDON RESIDENTS ASSOCIATION INCORPORATED hereinafter referred to as the Association.

2. Object

The Association shall be operated on a non-profit basis with the following objects and aims:

- a) To improve amenities and facilities in Thorndon for Thorndon residents;
- b) To encourage a sense of community within Thorndon;
- c) To provide an information service about Thorndon;
- d) To represent and communicate the majority views of Thorndon residents about matters affecting Thorndon to any local authority, Government Department or similar body;
- e) To co-operate with any other Associations, groups, bodies, local or civic authorities having the same objects, including The Thorndon Society and the Thorndon Trust.

3. Membership

3.1 Membership: Any person, household, body or organisation living, owning property, or operating a business, in Thorndon (including, without limitation, tenants and landlords of properties situated in Thorndon) is eligible for membership of the Association and will become a member of the Association on receipt of a completed membership form by the Secretary of the Committee and the subscription fee (if any) for the then current year.

3.2 Subscription Fee: The annual minimum subscription fee is to be such amount and payable at such time as is determined from time to time by the Association in general meeting. The subscription fee is non-refundable.

3.3 Register: The Association must keep a Register of its members containing the names and addresses of those members and the dates on which they became members.

3.4 Life Member: The Association may, at any General Meeting, on the

unanimous recommendation of the Committee, elect any member or past member to be a Life Member of the Association in honour of such member's services of lengthy membership of the Association or for any other reason whatsoever which the Association in General Meeting sees fit. A Life Member shall be deemed to be a financial member.

3.5 Resignation: A member may resign by allowing his subscription to lapse or by giving written notice to the Secretary.

3.6 No longer a resident: A person shall automatically cease to be a member of the Association if he/she ceases to reside, own property or operate a business in Thorndon.

3.7 Expulsion: A member may be expelled by resolution of the Committee if that member breaches the Rules of the Association or otherwise acts in manner which is detrimental to the Association, and fails to remedy his/her actions after 3 written warnings from an officer of the Association. That member must be given at least 10 days written notice of the meeting at which such a resolution is to be moved and the member is to have an opportunity to be heard at that meeting.

4. Powers

The Association shall have the following powers:

- a) To purchase, lease, hire or by other means acquire any personal or real property necessary or convenient for the purposes of the Association.
- b) To sell, hire, exchange, improve, manage, develop or otherwise deal with all, or any part of, the real or personal property of the Association, or property in which the Association has or may hereafter have any beneficial interest.
- c) To promote, hold, manage and conduct gatherings or conferences that it may deem desirable, either by itself or in collaboration with any other organisation.
- d) To engage such persons as may be deemed necessary for the purposes of the Association and to remunerate them accordingly.
- e) To hold the monies of the Association not immediately required for its object in any trading or savings bank in New Zealand, or to invest them in such manner as may be determined by the Committee from time to time.
- f) To borrow such monies as may be deemed necessary for the objects of Association, such borrowing to be permitted only if passed by a majority of two thirds of those present at a general meeting of the Association.
- g) To receive bequests, subscriptions and donations for approved or specific or general purposes connected or incidental to the objects of the

Association and to manage and administer the same.

h) To enter into any contract or arrangement (whether legally binding or otherwise); and

i) To appoint, dismiss or retire employees.

j) Generally to do all such other things as may be incidental or conducive to the attainment of the objects of the Association or any of them or as may in the opinion of the Committee be likely to be of direct or indirect assistance to the members and in the interests of the Thorndon community.

5. Management

5.1 **Management:** The Association is to be managed by a Committee of Officers and between six and 20 other members elected each year at the Annual General Meeting.

5.2 **Officers:** The officers of the Association shall be:

a) Chairperson: To preside at all General Meetings and Committee Meetings, to call Special Meetings of the Committee whenever he/she deems it necessary, to act as spokesman on matters of policy as decided by the committee and to carry out such other duties as usually pertains to this office.

b) Deputy Chairperson: to perform the duties of the Chairperson in the event of his/her absence, resignation or inability to perform his/her duties.

c) Secretary: to circulate agendas and notices of meetings of the Committee and Association, keep accurate minutes of every general meeting and Committee meeting, keep all Committee or Association documents, keep the register of members of the Association and undertake such other duties necessary for the administration of the Association in accordance with any policies laid down by the Committee.

d) Treasurer: to be responsible for funds of the Association, to present a financial report to the Committee at each of its regular meetings, to prepare the proper annual financial statements for approval at the Annual General Meeting and for delivery to the Registrar of Incorporated Societies.

5.3 **Absences:** Any member of the Committee who absents himself or herself without leave from three consecutive Committee meetings shall cease to be a member of the Committee provided that the Committee shall have the power to excuse such non-attendance.

5.4 **Vacancies:** The Committee shall have the power to appoint a member to fill any vacancy of the Committee and any member appointed to fill such vacancy shall hold

office until the next Annual General Meeting.

5.5 **Committee Powers:** The Committee shall further have the power to:

- a) Generally carry out the object and rules of the Association between the Annual General Meetings and to manage all the Association's affairs.
- b) Appoint from time to time sub-committees for any purpose connected with the management of the affairs of the Association and to delegate to them such powers as the committee may see fit with full powers to co-opt.
- c) Delegate any of its powers to such person or persons as the Committee may determine from time to time.
- d) To raise funds and control the distribution of funds collected in accordance with the rules of the Association.
- e) Publicise the work of the Association in whatever method deemed desirable.
- f) Exercise any of the powers of the Association other than those required to be exercised by the members at a general meeting.

5.6 **Meetings:** The Committee shall meet once a month or at such other intervals as may be determined by the Committee.

5.7 **Quorum:** The quorum for a Committee meeting is to be at least half of the elected or co-opted committee members.

5.8 **Voting:** All committee members have one vote each. A committee member present at a committee meeting is presumed to have agreed to, and to have voted in favour of, a resolution of the committee unless that person expressly abstains from or votes against the resolution at a meeting. The chairperson will have a deliberative vote and a casting vote.

5.9 **Written resolutions:** A written resolution signed by all Committee members is as valid and effective as if it had been passed at a meeting of the Committee duly convened and held. Any such resolution may consist of several documents in identical form each signed by one or more members of the Committee. Any such document sent by a Committee member by facsimile transmission or other electronic means approved by the Committee is deemed to have been signed by such Committee member.

5.10 **Minutes:** The Secretary must ensure that minutes are kept of all proceedings at meetings of the committee.

5.11 **Procedure:** Except as otherwise provided in these rules, the committee will regulate its own procedures as it sees fit.

6. General Meetings

6.1 **Annual General Meeting:** The Annual General Meetings of the Association shall be held no later than two months after the end of the financial year.

6.2 **Business of Annual General Meeting:** The regular business of the Annual General Meeting shall be:

- a) To receive the annual report and the financial statements of the Association;
- b) To appoint an auditor for the forthcoming year;
- c) To elect the Officers and other members of the Committee;
- d) To consider any notices of motion;
- e) To fix the rate of the Annual Subscription for the ensuing year.

6.3 **Special General Meeting:** A special general meeting may be called:

- a) At any time by resolution of the Committee;
- b) Within 21 days of a written request of 10 or more members of the Association, provided that such meeting is called for a specific purpose and notice of that purpose is given to all members with the notice of meeting by the Secretary.

No business is to be transacted at any Special General Meeting except that which shall be specified in the notice calling the meeting.

6.4 **Notice:** Two weeks notice of all General meetings shall be given. Notice may be given in writing, by post, by advertisement in the press, or by a combination of these and other methods.

6.5 **Quorum:** The quorum for all general meetings shall be 10 members of the Association.

6.6 **Voting:** At general meetings each member of the Association attending shall have speaking and voting rights. Voting is by show of hands (except for the election of officers which shall be by ballot) unless a poll is demanded by at least 5 members. Any poll shall be taken in such a manner as the Chairman decides. A motion shall be carried by a simple majority unless otherwise stated in these Rules. If there is no clear majority the Chairperson holds the casting vote.

6.7 **Irregularities in notice:** Any irregularity in the notice of a general meeting is waived if all members attend the general meeting without protest as to the irregularity,

or if all members agree to waive the irregularity.

6.8 **Irregularities in procedure:** Any irregularity in the conduct or procedure of a general meeting is waived if the number of members constituting a quorum is present and those members agree to the waiver or attend the meeting without raising an objection concerning the irregularity.

6.9 **Procedure:** Except as otherwise provided in these rules, the chairperson of a general meeting shall regulate the proceedings at that meeting as he/she sees fit.

6.10 **Minutes:** The Secretary must ensure that minutes are kept of all proceedings at general meetings.

7. Finances

7.1 **Financial year:** The Association's financial year shall end on the thirty first of March.

7.2 **Bank account:** The funds of the Association shall be held in a bank account in the name of the Association and such account shall be operated by the Treasurer, Chairperson and one other Committee member appointed by the Committee for that purpose. Any two of these persons must sign on the Association's account.

7.3 **Use of funds:** All monies received by the Association must be banked and no money shall be paid out unless authorised by resolution of the Committee and in accordance with rule 7.3 except that the Treasurer shall hold petty cash in a sum not exceeding an amount decided by the Committee from time to time. Surplus funds of the Association not immediately required may be invested by the Committee as determined by the Committee from time to time. All interest and dividends arising out of such investments shall go to augment the funds of the Association.

7.3 **Only used for objects:** The funds of the Association shall be used solely for the objects of the Association.

7.4 **Audit:** The association shall not be required to be audited. The committee shall be required to appoint a non-executive member, or failing that a non-member, to perform a review if requested in writing by any member. The Committee may require an audit if they vote to do so by ordinary resolution.

8. Common Seal

Common Seal: The common seal of the Association shall be a design approved by the Committee. It shall be kept by the Secretary who shall affix it to any deed or document only upon a resolution of the Committee in that behalf. The affixing of the seal shall be countersigned by the Secretary and the Chairperson or, in the unavoidable absence of

the Chairperson, the Secretary and the Treasurer.

9. Alteration to the Rules

9.1 Alteration: The rules, or any of them, may be altered, added to, or rescinded at any time by two-thirds majority of the members present and eligible to vote at any general meeting. Written notice of the proposed amendment, signed by the proposer and the seconder of the amendment, must be given to the Secretary at least twenty one days before the date of such meeting.

9.2 **Notice:** Notice of the general meeting at which such the amendment is to be proposed shall be circulated to members by the Secretary with notice of such amendment. No alteration, addition or rescission of these rules shall affect the charitable nature of the Association.

10. Registered Office

The Registered Office of the Association shall be at such place as the Committee may from time to time decide.

11. Winding up of the Association

In the event of a decision at any general meeting of the Association that the Association be wound up and after payment of all debts and liabilities, all surplus assets shall be distributed to another charitable organisation within New Zealand having similar objects to this Association as shall be decided by members of the Association at such a general meeting. At no time shall the surplus assets be available for distribution to members upon the winding up.