



MISSION BAY-KOHIMARAMA RESIDENTS' ASSOCIATION INC.

Rules of Mission Bay Kohimarama Residents Association Incorporated

The Society

1.0 Name

- 1.1 The name of the society is Mission Bay Kohimarama Residents Association Incorporated ("the Society").

2.0 Registered Office

- 2.1 The Registered Office of the Society is 12A Ronaki Rd, Mission Bay, Auckland 1071, or such other place that the Committee may from time to time determine.

3.0 Purposes of Society

- 3.1 The purposes of the Society are to:
- 3.2 Provide a collective voice for the residents of Mission Bay and Kohimarama when engaging with agencies responsible for providing local infrastructure, amenities and service;
- 3.3 Promote the advancement, enhancement and protection of the district and its environment and its amenities;
- 3.4 Co-operate with any other organisation having similar objectives;
- 3.5 Do anything necessary or helpful to the above purposes;
- 3.6 Pecuniary gain is not a purpose of the Society.

Management of the Society

4.0 Committee

- 4.1 The management of the business and affairs of the Association shall be vested in a managing committee ("the Committee"), comprising no less than 4 and no more than 15 members.
- 4.2 Only Members of the Society may be Committee Members.
- 4.3 Subject to the rules of the Society ("The Rules"), the role of the Committee is to:
- Administer, manage, and control the Society;
 - Carry out the purposes of the Society, and Use Money or Other Assets to do that;
 - Manage the Society's financial affairs, including approving the annual financial statements for presentation to the Members at the Annual General Meetings;
 - Set Membership fees, including subscriptions and levies;

- 4.4 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.
- 4.5 All decisions of the Committee shall be by a majority vote. In the event of an equal vote, the Chair shall have a casting vote, that is, a second vote.
- 4.6 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.

5.0 Officers

- 5.1 At its first meeting following each Annual General Meeting, the Committee shall appoint members of the Committee to the positions of:
 - (a) The Chair;
 - (b) The Secretary;
 - (c) The Treasurer; and
 - (d) Such other officers as the Committee decides.
- 5.2 The Chair is responsible for:
 - (a) Ensuring that the Rules are followed;
 - (b) Convening Meetings and establishing whether or not a quorum 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.
- 5.3 The Secretary is responsible for:
 - (a) 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 General Meeting.
 - (f) Advising the Registrar of Incorporated Societies of any rule changes;
- 5.4 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.
 - (c) Providing a financial report at each Annual General Meeting;
 - (d) Providing financial information to the Committee as the Committee determines.

6.0 Committee Members

- 6.1 The members of the Committee shall be elected at each Annual General Meeting, and shall hold office until the next succeeding Annual General Meeting.

- 6.2 A notice calling for nominations for members of the committee shall be included in the notice of the Annual General Meeting.
- 6.3 Nominations for the committee shall be delivered to the Secretary prior to the Annual General Meeting. If there are insufficient nominations, further nominations may be made orally at the Meeting.
- 6.4 All candidates must provide written evidence of their consent.
- 6.5 All retiring members of the Committee shall be eligible for re-election.
- 6.6 When more than the required number of candidates is nominated the election shall be by ballot.
- 6.7 If the position of any Committee Member becomes vacant between Annual General Meetings, the Committee may appoint another Committee Member to fill that vacancy until the next Annual General Meeting.
- 6.8 The Committee may co-opt such additional members as it thinks fit to serve generally or for a specific purpose and for such period as it thinks fit expiring not later than the next following Annual General Meeting.
- 6.9 If any Committee Member is absent
- 6.10 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.
 - (d) They are absent from three consecutive meetings without leave of absence and the Chair declares that person's position to be vacant.
- 6.11 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 Committee Meetings

- 7.1 Committee meetings may be held in person or via video or telephone conference, or other formats as the Committee may decide;
- 7.2 No Committee Meeting may be held unless more than 3 Committee Members, or one quarter of the members on the Committee, whichever is the greater, attend;
- 7.3 The Chair shall chair Committee Meetings, or if the Chair is absent, the Committee shall elect a Committee Member to chair that meeting;
- 7.4 Decisions of the Committee shall be by majority vote;
- 7.5 The Chair or person acting as Chair has a casting vote, that is, a second vote;

Society membership

8.0 Eligibility

- 8.1 Any person residing in, or in the opinion of the Committee having sufficient interest in or connection with the district may apply for membership of the association.
- 8.2 There shall be the following classes of member;
 - (a) Members

Members are entitled to all the voting rights and other privileges of full membership of the Association.

(b) Life Members

Any member who has rendered outstanding services to the Association may be elected as a life member by a resolution approved by a three-fourths majority at a General Meeting. Life Members shall not be liable to pay any annual subscription, and are entitled to all the voting rights and other privileges of full membership of the Association.

(c) Associate Members

Associate members are included on the Society mailing list but do not have voting rights or any other privileges of membership.

8.3 The membership year of the Society begins on 1 January of every year and ends on 31 December of the next year.

9.0 Admission of Members

9.1 To become a Member, a person ("the Applicant") must apply to the secretary:

9.2 Every application shall be referred to the committee for approval and, if approved, the applicant shall, upon payment of any applicable subscription, become a member of the Association.

9.3 The Committee shall have complete discretion when it decides whether or not to allow the Applicant become a Member.

9.4 The Secretary shall keep a register of Members ("the Register"), which shall, as far as is reasonably practicable, contain the names, the postal and email addresses and telephone numbers of all Members.

9.5 No Members shall do anything to bring the Society into disrepute.

10.0 Cessation of Membership

10.1 Any Member may resign by giving written notice to the secretary.

10.2 Where any Member has not paid their subscriptions within one month of written notice requiring payment, then the Committee may choose to send a further reminder, terminate their membership, or change their membership class to Associate Member.

10.3 The Committee may terminate the membership of any Member breaching the Rules, acting in a manner inconsistent with the purposes of the Society. Any such termination shall be by written notice.

Money and other assets of the society

11.0 Use of Money and Other Assets

11.1 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.

12.0 Joining Fees, Subscriptions and Levies

- 12.1 The Committee shall each year recommend the annual subscription and levies if any, for approval by resolution at the Annual General Meeting.
- 12.2 The Committee shall determine the due dates for payment of levies and subscriptions

13.0 Financial Management

- 13.1 The financial year of the Society begins on 1 April of every year and ends on 31 March of the next year.
- 13.2 The Society shall maintain proper accounting records and prepare annual financial statements to be presented at each Annual General Meeting.
- 13.3 The Committee shall have the annual financial statements reviewed by an accountant unless a resolution waiving the review is passed at any properly convened Society Meeting or by the Committee.
- 13.4 The Association shall keep one or more banking accounts as decided by the Committee. All cheques on any such account shall be signed by any two of the Chairperson, Treasurer and other authorised signatory.

14.0 Society Meetings

- 14.1 Society Meetings can be either Annual General Meetings or Special General Meetings
- 14.2 All Members may attend and vote at Society Meetings.
- 14.3 The Secretary shall give all Members at least 14 days Written Notice of the business to be conducted at any Society Meeting. Such notice shall include the agenda for the meeting and all motions to be put to the meeting.
- 14.4 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.
- 14.5 No Society Meeting may be held unless at least 20 eligible Members attend. (This will constitute a quorum.)
- 14.6 All Society Meetings shall be chaired by the Chair. If the Chair is absent, the Society shall elect another Committee Member to Chair that meeting. Any person chairing a Society Meeting has a casting vote.
- 14.7 Any 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 28 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 20% 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 14 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.
- 14.8 The Committee may also decide to put forward motions for the Society to vote on ("Committee Motions") which shall be suitably notified.
- 14.9 On any given motion at a Society Meeting, the Chair shall in good faith determine whether to vote by:

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

15.0 Annual General Meetings

- 15.1 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.
- 15.2 The Secretary shall give all Members at least 14 days Written Notice of the business to be conducted at any Society Meeting, including;
- (a) The agenda for the meeting
 - (b) A copy of the Chair's report on the Society's operations
 - (c) A copy of the Annual Financial Statements as approved by the Committee;
 - (d) A list of Nominees for the Committee, and information about those Nominees if it has been provided;
 - (e) Notice of any motions and the Committee's recommendations about those motions.
- 15.3 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) Election of Committee Members;
 - (e) Motions to be considered;
 - (f) General business.

16.0 Special General Meetings

- 16.1 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 20% of the Members.

17.0 Altering the Rules

- 17.1 The Society may alter or replace these Rules at a Society Meeting by a resolution passed by a two-thirds majority of those Members present and voting.
- 17.2 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.
- 17.3 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.

18.0 Winding up

- 18.1 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 other local charitable or not for profit organization having objects consistent with the objects of the Society.

19.0 Definitions and Miscellaneous matters

19.1 Matters not covered in these Rules shall be decided upon by the Committee.

19.2 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.