

PUKERUA BAY RESIDENTS ASSOCIATION INCORPORATED

Constitution and rules

Association established February 1926

Updated version approved by the Association's Annual General Meeting on 11 October 2023.

1. Name

The society shall be the Pukerua Bay Residents' Association Incorporated (hereinafter referred to as "the Association").

2. Objects

The objects of the Association shall be to:

- 2.1 Work on behalf of, and for the benefit of the community of Pukerua Bay and surrounding areas on matters affecting their interests and wellbeing;
- 2.2 Protect and promote the residential, social, recreational, educational and environmental amenities of the Pukerua Bay area for the benefit of both residents and visitors;
- 2.3 Pursue matters of wider interest affecting the Pukerua Bay community, and liaise or affiliate with other community based groups in matters of common interest;
- 2.4 Pursue dialogue and mediation regarding any development or activity considered detrimental to the above objects, including the lodging of any objection, petition, or appeal or taking part in any process relating to such matters;
- 2.5 Provide support to groups set up to promote community based/initiated special projects intending to use or draw on Porirua City Council or Greater Wellington Regional Council (or any local government body established to replace either), reserves, properties, funding, or other community-oriented funding;
- 2.6 Represent the community in matters affecting the community undertaken by Porirua City Council, Greater Wellington Regional Council (or any local government body established to replace either), transport agencies, and government agencies.

3. Area

The area covered by the Association shall be all parts of Pukerua Bay including the adjacent foreshore and waters.

4. Membership

- 4.1 Membership of the Association shall be open only to persons residing in or paying rates on a property in the area represented by the Association.
- 4.2 The Association shall maintain the minimum number of members required by the Incorporated Societies Act 2022 (the Act).
- 4.3 Every applicant for membership must consent in writing to becoming a Member.
- 4.4 An applicant for membership must complete and sign any application form, supply any information, or attend an interview, as may be reasonably required by the Committee regarding an application for membership.
- 4.5 The Committee may accept or decline an application for membership. The Committee must advise the applicant of its decision (but is not required to provide reasons for that decision).
- 4.6 Every Member shall provide the Society with that Member's name and contact details (including postal address, telephone number(s), and any email address) and promptly advise the Society of any changes to those details.
- 4.7 Membership does not confer on any Member any right, title, or interest (legal or equitable) in the property of the Society.

5. Termination of Membership

5.1 Membership of the Association may be terminated:

- 1) By death;
- 2) By written resignation sent to the Secretary;
- 3) Expulsion by resolution of a General Meeting.

5.1.1 If at any time the Executive Committee is of the opinion that a Member has acted in a manner prejudicial to the interests of, or in breach of the rules of the Association, the member shall be notified in writing of any such proposed recommendation by the Executive Committee, and shall be given an opportunity to offer the Executive Committee an explanation either orally or in writing at a Special General Meeting.

5.1.2 The member in question will be suspended and notified in writing of such which includes suspension of all powers of office, and notified of their rights as per clause 5.

5.1.3 Voting on such a motion at a General Meeting shall be by ballot, and shall require a two-thirds majority vote of Members present.

5.1.4 The member in question will be notified in writing as to the result of the ballot.

5.2 Every person upon ceasing to be a member of the Association forfeits all right to and claim upon the Association and its property and funds.

5.2 Becoming a member again

5.2.1 Any former Member may apply for re-admission in the manner prescribed for new applicants. However, if a former Member's membership was terminated following a dispute resolution process, the applicant may be re-admitted only by a General Meeting on the recommendation of the Committee.

6. Subscription

The voluntary Annual subscription fee, currently nil, shall be such sums as determined at the Annual General Meeting or at a Special General Meeting.

7. Financial Year

The Financial year shall end of the 30th day of September in every year, to which day the accounts of the Association shall be balanced.

8. Notice to be given of Meetings

8.1 Notice of an Annual General Meeting (AGM) or Special General Meeting shall be given by advertisement throughout the Community, via the Association's webpage, social media and noticeboard, at least 14 days before the meeting, OR by notice delivered to each household in the area covered by the Association at least 5 days before the meeting. The notice shall include the invitation to raise any issues covered by the objects.

8.2 Monthly Executive Committee Meeting dates shall be set at the first meeting after the AGM. These Dates and Venues shall be advertised in the Association's webpage, social media, and noticeboard.

8.3 Notice of any change of date to be communicated to Executive Committee Members at least 5 days before the meeting.

9. Annual General Meetings

9.1 The Annual General Meeting of the Association shall be held in October, as soon after the 30th September as considered suitable by the Executive Committee.

9.2 The business of the Annual General Meeting shall be to:

- 1) Confirm the minutes of the previous Annual General Meeting and any Special General Meetings since held.
- 2) Adopt the Annual Report and Financial Statements of the Association for the preceding financial year.
- 3) Elect an Executive Committee from nominations from the floor, and committee members wishing to stand again.

- 4) Set any subscriptions for the financial year.
- 5) Transact any business of which notice has been given or which is the subject of a recommendation from the previous Executive Committee.
- 6) Consider any other general business, providing that no decision or recommendation at the meeting shall be binding of the Executive Committee, unless it is the unanimous decision of the meeting.
- 7) Set the date of the next Executive Committee meeting.

10.Special General Meetings

10.1 A Special General Meeting of the Association shall be held at any time if the Executive Committee considers such a meeting necessary or upon the requisition of no fewer than 8 Members.

10.2 Notice of any Special General Meeting shall specify the matters to be considered at that meeting, and shall be notified as per an Annual General Meeting.

11.Minutes

Minutes must be kept by the Secretary of all General Meetings.

12.Executive Committee Meetings

12.1 Meetings will be held at monthly intervals, or as deemed necessary by the Executive Committee, or President/Chairperson, or upon the requisition of not less than 2 members of the Executive Committee.

12.2 Meetings will be open to all Members of the Association, and for any other invited persons to attend, speak on issues of concern to them, but not take part in any decisions. The Executive may agree to go into committee to discuss any particular matter. During such discussion, non-Executive Committee Members may be excluded.

13.Procedure at Meetings

13.1 General and Committee Meetings may be held in person, by audio-visual link, or by a combination of both at one or more venues using any real-time audio, audio and visual, or electronic communication that gives each member a reasonable opportunity to participate.

13.1 Quorums – The quorum throughout all General Meetings of the Association shall be 6 Members, and for Executive Meetings shall be 3 Members.

13.2 Chair – At all Executive Committee and General meetings the chair shall be taken by the President/Chairperson or the Vice-President/Chairperson, or in their absence the Members present shall elect one of their numbers to take the chair.

13.3 Notices of Motion – Members are invited via the public notices in the Community Newsletter, to bring any issues to any meeting.

13.4 Voting Eligibility –

- 1) Every Member present shall be entitled to one vote upon every motion;
- 2) Voting powers at General Meetings shall be limited to those Members sixteen years of age and over;
- 3) At Executive Committee Meetings only Executive Committee Members may vote.

13.5 Voting Procedure –

- 1) At all meetings, voting will be by voice or by show of hands and shall be a simple majority unless otherwise specified, as in clause 21. This may include the use of electronic voting using suitable technology.
- 2) If requested by no fewer than two Members, or because of the nature of the vote and the chair so decides, a ballot may be held.
- 3) In case of an equality of votes the chair shall have a casting vote.

14.Officers

14.1 An Executive Committee of no fewer than 5 and no more than 10 Members shall be elected at each AGM. Should an AGM fail to elect a new committee, the previous committee shall continue to run the affairs of the Association until a Special General Meeting can be called to appoint a new committee.

14.2 Any person who is not disqualified under the Act may be elected or appointed as an officer of the society, so long as that person—

- 1) has consented in writing to be an officer; and
- 2) certifies that they are not disqualified from being elected or appointed or otherwise holding office as an officer of the society.

14.3 The term of office for all Committee Members shall be 1 year, expiring at the end of the Annual General Meeting in the year corresponding with the last year of each Committee Member's term of office.

14.2 The Executive Committee shall appoint from its members a President/Chairperson, Vice President/Chairperson, Secretary, Treasurer, and such other officers as it deems necessary.

14.3 The Executive Committee may appoint Members to fill vacancies.

14.4 The Executive Committee may appoint subcommittees as considered desirable, and may co-opt other persons (including non-residents) to assist in special projects.

14.5 The Executive Committee may appoint as a sub-committee any group falling within the scope of Object 2.5. Where such a group is appointed as a sub-committee one member of the group shall be co-opted as an extra-ordinary member of the Executive Committee.

14.6 The entire management of the Association shall be the responsibility of the Executive Committee

15.Finance

15.1 The control, investment and disposal of funds of the Association shall be with the Executive Committee.

15.2 Banking operations on the Association's account(s) shall be carried out by the Treasurer, and such accounts shall be operated on the signatures of any two of three Members of the Executive Committee appointed for that purpose by the Executive Committee.

15.3 If an audit of the financial accounts is required by General Meeting or by the Executive Committee, a suitably qualified auditor shall be appointed by the Executive Committee.

16.Borrowing Powers

The Association may borrow any sum(s) of money for the purposes of the Association, from any persons, businesses, or corporations, but only in accordance with a resolution passed by a two-thirds majority vote of the Members present at a General Meeting.

17.Records

17.1 The Secretary shall keep an up-to-date Register of Members, recording for each Member their name, contact details, the date they became a Member, and any other information required by these Rules or prescribed by Regulations under the Act.

17.2 The information contained in the Register of Members shall include each Member's:

- 1) postal address
- 2) phone number (landline and/or mobile)
- 3) email address (if any)
- 4) the date the Member became a Member,
- 5) whether the Member is financial or unfinancial.

17.3 Every Member shall promptly advise the Secretary of any change of their contact details.

17.4 With reasonable notice and at reasonable times, the Secretary shall make the Register of Members available for inspection by Members and Committee Members. However, no access will be given to information on the Register of Members to Members or any other person, other than as required by law.

Interests Register

17.5 The Secretary shall maintain an up-to-date register of the interests disclosed by Officers.

18. Disputes resolution

18.1 Any grievance by a Member, and any complaint by anyone, is to be lodged by the complainant with the Secretary in writing and must provide such details as are necessary to identify the details of the grievance or complaint. All Members (including the Committee) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Society's activities.

18.2 The complainant raising a grievance or complaint, and the Committee, must consider and discuss whether a grievance or complaint may best be resolved through informal discussions, mediation or arbitration. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

18.3 The resolution of all disputes must be conducted in a manner that is consistent with natural justice as described in Schedule 2 of the Act.

19. Liquidation

19.1 The Association may be liquidated if, at an Annual General Meeting or a Special General Meeting of the Members, a resolution is passed accordingly by a majority of the members present.

19.2 That this resolution is confirmed at a subsequent general meeting held not earlier than 30 days after passing of the resolution in question.

19.3 In the event of the liquidation or dissolution of the Association, all surplus assets and money shall, after satisfaction of all debts and liabilities, be disposed of in accordance with the Association's objects to an organisation in New Zealand with similar objects, as determined by the general meeting.

19.4 Such surplus assets or monies shall not be paid to or distributed amongst the members of the Association or to any other individual members of another organisation.

20. Use of Common Seal

20.1 If and as required by the Act, the Seal shall be kept by the Secretary, and affixed to any document where a seal is legally required.

20.2 The Seal shall only be used following a resolution of the Executive Committee, and the use shall be witnessed by the Secretary and one other member of the Committee.

21. Alterations to Rules

21.1 These rules may be amended, added to or repealed by a two-thirds majority vote at any general meeting of the Association, providing that notice of intention to make such changes has been given in the notice convening the meeting.

21.2 The Committee may make minor or technical amendments to these rules by notifying members and receiving no objections from members to the amendments.

22. Interpretation of Rules

The Executive Committee is the sole authority of the interpretation of these Rules.

23. Personal Benefits

23.1 Any income, benefit or advantage shall be applied to the stated objects of the Association.

23.2 No member or person associated with a member shall participate in or materially influence any decision made by the Association in respect of payment to or on behalf of that member or associated person of any income, benefit or advantage whatsoever.

23.3 Any income, benefit or advantage may be derived for Professional services to the Association rendered in the course of business charged at no greater rate than current market rates, or interest on money lent at no greater than current market rates.

24. Indemnity

The Executive Committee, and each and every one of them respectively may be fully indemnified by and out of the funds of the Association against any loss, damage expenses or liability incurred by reason of, or in connection with any legal proceedings instituted against them or any of them, for any act done, omitted or suffered in relation to the performance of any of their official duties.

25. Contact person

25.1 The Society shall have at least 1 but no more than 3 contact person(s) whom the Registrar can contact when needed.

25.2 The Society's contact person must be:

- 1) At least 18 years of age, and
- 2) An Officer, and
- 3) Ordinarily resident in New Zealand, and
- 4) Not disqualified under the Act from holding that office.

and shall be the Chair/President, Deputy Chair/Vice President, or Secretary, as agreed by the Executive Committee.

25.3 Any change in that contact person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 20 Working Days of that change occurring, or the Society becoming aware of the change.

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