

# **Rules of the Keep Whangaparaoa's Green Spaces Incorporated Society**

## **The Society**

### **1.0 Name**

1.1 The name of the society is Keep Whangaparaoa's Green Spaces Incorporated ("the Society").

1.2 The Society is constituted by resolution dated 27/9/21

### **2.0 Registered Office**

2.1 The Registered Office of the Society is:

The Legal Team

G2/2 Milner Lane

SILVERDALE 0932

### **3.0 Purposes of Society**

3.1 The Society objective is for Whangaparaoa Peninsula to retain its zoned open spaces for the amenity, recreation and enjoyment of residents of, and visitors to, this unique environment.

The Society will:

- a. Preserve Unitary Plan Open Space zones on Whangaparaoa Peninsula
- b. Raise community awareness of threats to Open Space zones on the Whangaparaoa Peninsula and impacts on infrastructure congestion of any re-zoning of Open Space to Residential zone.
- c. Lobby Council as appropriate to ensure they are fully aware of community opposition to any plans to develop land on Open Space zoned spaces
- d. Liaise with like-minded groups and societies in the Whangaparaoa community and beyond to ensure a broad and consistent message of opposition to re-zoning Open Space zones is heard

- e. Make submissions to Council as appropriate to oppose Resource Consent applications and/or Planning Change applications that would threaten Open Space zoned spaces
- f. Do anything necessary or helpful to the above purposes.

3.2 Pecuniary gain is not a purpose of the Society.

## **Management of the Society**

### **4.0 Managing Committee**

4.1 The Society shall have a managing committee ("the Committee"), comprising the following persons:

- a. The President;
- b. The Secretary;
- c. The Treasurer; and
- d. Such other Members as the Society shall decide.

4.2 Only Executive Members of the Society may be Committee Members.

4.3 There shall be a minimum of three Committee Members, in addition to the Officers.

### **5.0 Appointment of Committee Members**

5.1 At a Society Meeting, the Executive Members may decide by majority vote:

- a. How large the Committee will be;
- b. Who shall be the President, Secretary, and Treasurer;
- c. Whether any Committee Member may hold more than one position as an officer;
- d. How long each person will be a Committee Member ("the Term").

### **6.0 Cessation of Committee Membership**

6.1 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. They are found to be in conflict with, or acting counter to, the purposes of the Society.
- d. Their Term expires.

6.2 If a person ceases to be a Committee Member, that person must immediately give to the Committee all Society documents and property held by them.

## **7.0 Nomination of Committee Members**

7.1 Nominations for members of the Committee shall be called for at least 28 days before an Annual General Meeting. Each candidate shall be proposed and seconded in writing by Members and the completed nomination delivered to the Secretary. Nominations shall close at 5pm on the fifth day before the Annual General Meeting. [See also rule 21.4(b)] All retiring members of the Committee shall be eligible for re-election.

7.2 If the position of any Officer becomes vacant between Annual General Meetings, the Committee may appoint another Committee Member to fill that vacancy until the next Annual General Meeting.

7.3 If the position of any Committee Member becomes vacant between Annual General Meetings, the Committee may appoint another Society Member to fill that vacancy until the next Annual General Meeting.

7.4 If any Committee Member is absent from three consecutive meetings without leave of absence the President may declare that person's position to be vacant.

## **8.0 Role of the Committee**

8.1 Subject to the rules of the Society ("The Rules"), the role of the Committee is to:

- a. Administer, manage, and control the Society;
- b. Carry out the purposes of the Society, and Use Money or Other Assets to do that;
- c. Manage the Society's financial affairs, including approving the annual financial statements for presentation to the Members at the Annual General Meetings;
- d. Set accounting policies in line with generally accepted accounting practice
- e. Delegate responsibility and co-opt members where necessary
- f. Ensure that all Members follow the Rules;
- g. Decide how a person becomes a Member, and how a person stops being a Member;
- h. Decide the times and dates for Meetings, and set the agenda for Meetings;
- i. Decide the procedures for dealing with complaints;

- j. Set Membership fees, including subscriptions and levies;
- k. Make regulations.

8.2 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.

8.3 All decisions of the Committee shall be by a majority vote. In the event of an equal vote, the President shall have a casting vote, that is, a second vote.

8.4 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.

## **9.0 Roles of Committee Members**

9.1 The President is responsible for:

- a. Ensuring that the Rules are followed;
- b. Convening Meetings and establishing whether or not a quorum (half of the Committee) 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.

9.2 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;

9.3 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. These statements should be prepared in accordance with the Societies' accounting policies (see 8.1.d).
- c. Providing a financial report at each Annual General Meeting;
- d. Providing financial information to the Committee as the Committee determines.

## **10.0 Committee Meetings**

10.1 Committee meetings may be held via video or telephone conference, or other formats as the Committee may decide;

10.2 No Committee Meeting may be held unless more than half of the Committee Members attend;

10.3 The President shall chair Committee Meetings, or if the Chair/President is absent, the Committee shall elect a Committee Member to chair that meeting;

10.4 Decisions of the Committee shall be by majority vote;

10.5 The President or person acting as President has a casting vote, that is, a second vote;

10.6 Only Committee Members present at a Committee Meeting may vote at that Committee Meeting.

10.7 Subject to these Rules, the Committee may regulate its own practices;

10.8 The President or his nominee shall adjourn the meeting if necessary.

10.9 Adjourned Meetings: If within half an hour after the time appointed for a meeting a quorum is not present the meeting, if convened upon requisition of members, shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the President of the Society, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The President may with the consent of any Society Meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

## **11.0 Society membership**

11.1 Subject to prior approval by the Executive Members of the Society, any person may become a member of the Society. Applications for membership shall be sent to

the Society at its registered office or such other address as approved by the Executive Members.

11.2 There shall be two categories of members:

a) Executive Members: Executive Members shall consist of no less than fifteen persons selected from time to time by the Executive Members for their understanding of planning and consenting, open space amenity, and resource management. The first Executive Members shall be those listed in the attachment to these rules. They shall have the power to vote on any matter and shall be responsible for the overall administration of the Society.

b) Supporting Members: Supporting members shall consist of any persons who support the aims and objects of the Society. They shall not have the power to vote.

## **12.0 Admission of Members**

12.1 To become a Member, a person ("the Applicant") must:

a. Supply any information the Committee requires.

12.2 The Committee shall follow a vetting procedure for each Applicant and may interview the Applicant when it considers Membership applications. Vetting will be carried out to ascertain if the Member supports the purpose of the society.

12.3 The Committee shall have complete discretion when it decides whether or not to allow the Applicant to become a Member. The Committee shall advise the Applicant of its decision, and that decision shall be final.

## **13.0 The Register of Members**

13.1 The Secretary shall keep a register of Members ("the Register"), which shall contain the names, the postal and email addresses and telephone numbers of all Members, and the dates at which they became Members.

13.2 If a Member's contact details change, that Member shall give the new postal or email address or telephone number to the Secretary.

13.3 Each Member shall provide such other details as the Committee requires.

13.4 Members shall have reasonable access to the Register of Members.

13.5 Members may be other incorporated societies.

## **14.0 Cessation of Membership**

14.1 Any Member may resign by giving written notice to the Secretary.

14.2 A Member's Membership may be terminated if for any reason whatsoever, the Committee is of the view that a Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society.

## **15.0 Obligations of Members**

15.1 All Members (and Committee Members) shall promote the purposes of the Society and shall do nothing to bring the Society into disrepute.

## **16.0 Use of Money and Other Assets**

16.1 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.

## **17.0 Joining Fees, Subscriptions and Levies**

17.1 All members will be required to pay an annual subscription to the Society as set from time to time by the Committee. If any Member does not pay a Subscription or levy by the date set by the Committee or the Society, the Member's membership will be terminated immediately.

## **18.0 Additional Powers**

18.1 The Society may:

- a. Employ people for the purposes of the Society;
- b. Exercise any power a trustee might exercise;
- c. Invest in any investment that a trustee might invest in;
- d. Borrow money and provide security for that if authorised by Majority vote at any Society Meeting.

## **19.0 Financial Year**

19.1 The financial year of the Society begins on 1<sup>st</sup> April of every year and ends on 31<sup>st</sup> March of the next year.

## **20.0 Assurance on the Financial Statements**

20.1 The Society shall appoint an accountant to review the annual financial statements of the Society (“the Reviewer”). The Reviewer shall conduct an examination with the objective of providing a report that nothing has come to the Reviewer’s attention to cause the Reviewer to believe that the financial information is not presented in accordance with the Society’s accounting policies. The Reviewer must be a suitably qualified person, preferably a member of the New Zealand Institute of Chartered Accountants, and must not be a member of the Committee, or an employee of the Society. If the Society appoints a Reviewer who is unable to act for some reason, the Committee shall appoint another Reviewer as a replacement.

The Committee is responsible to provide the Reviewer with:

- a. Access to all information of which the Committee is aware that is relevant to the preparation of the financial statements such as records, documentation and other matters
- b. Additional information that the reviewer may request from the Committee for the purpose of the review; and
- c. Reasonable access to persons within the Society from whom the reviewer determines it necessary to obtain evidence.

## **21.0 Society Meetings**

21.1 A Society Meeting is either an Annual General Meeting or a Special General Meeting.

21.2 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.

21.3 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 50% of the Members.

21.4 The Secretary shall:

- a. Give all Members at least 14 days Written Notice of the business to be conducted at any Society Meeting
- b. Additionally, the Secretary will provide, appropriate:

- a. A copy of the President's Report on the Society's operations and of the Annual Financial Statements as approved by the Committee,
- b. A list of Nominees for the Committee, and information about those Nominees if it has been provided. (The Secretary must not provide Members with information exceeding one side of an A4 sheet of paper per Nominee)
- c. Notice of any motions and the Committee's recommendations about those motions.
- d. 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.

21.5 All Members may attend Society Meetings.

21.6 No Society Meeting may be held unless at least 50% of Executive Members attend. (This will constitute a quorum.)

21.7 All Society Meetings shall be Chaired by the President. If the President is absent, the Society shall elect another Committee Member to Chair that meeting. Any person Chairing a Society Meeting has a casting vote.

21.9 The business of an Annual General Meeting shall be:

- a. Receiving any minutes of the previous Society's Meeting(s);
- b. The 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.

21.10 The President or his nominee shall adjourn the meeting if necessary.

21.11 Adjourned Meetings: If within half an hour after the time appointed for a meeting a quorum is not present the meeting, if convened upon requisition of members, shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the President of the Society, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The President may with the consent of any Society Meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

## **22.0 Motions at Society Meetings**

22.1 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 80% of Executive 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.

22.2 The Committee may also decide to put forward motions for the Society to vote on (“Committee Motions”) which shall be suitably notified.

## **23.0 Common seal**

23.1 The Committee shall provide a common seal for the Society and may from time to time replace it with a new one.

23.2 The Secretary shall have custody of the common seal, which shall only be used by the authority of the Committee. Every document to which the common seal is affixed shall be signed by the President and countersigned by the Secretary or a member of the Committee.

## **24.0 Altering the Rules**

24.1 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.

24.2 Any proposed motion to amend or replace these Rules shall be signed by at least 80% of Executive Members and given in writing to the Secretary at least 28 days before the Society Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.

24.3 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.

24.4 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.

## **25.0 Bylaws to govern the Society**

25.1 The Committee may from time-to-time make, alter or rescind bylaws for the general management of the society, so long as these are not repugnant to these rules or to the provisions of law. All such bylaws shall be binding on members of the Society. A copy of the bylaws for the time being, shall be available for inspection by any member on request to the Secretary.

## **26.0 Winding up**

26.1 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:
  - a. By resolution; or
  - b. 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:
  - a. Orewa Surf Lifesaving Club

## **27.0 Definitions and Miscellaneous matters**

27.1 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.
- f. It is assumed that
  - a. Where a masculine is used, the feminine is included
  - b. Where the singular is used, plural forms of the noun are also inferred
  - c. Headings are a matter of reference and not a part of the rules
- g. Matters not covered in these rules shall be decided upon by the Committee.