

Rules of Te Kuiti Development (Incorporated)

THE SOCIETY

1.0 Name

- 1.1 The name of the society is **Te Kuiti Development (Incorporated)** ("the **Society**").

2.0 Registered Office

- 2.1 The Registered Office of the Society is **Smith Mitchell Limited, Chartered Accountants, 127 Rora Street, Te Kuiti 3910.**

3.0 Contact Persons

- 3.1 The contact persons as required by the Act must be at least 18 years of age and ordinarily resident in New Zealand.
- 3.2 The contact persons are appointed at the Annual General Meeting. 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.

4.0 Purpose of Society

- 4.1 The purpose of the Society is to enhance the safety, security and attractiveness of Te Kuiti (as defined by the Committee from time to time) as a place to live, work and conduct business for the benefit of the whole Te Kuiti community.
- 4.2 Pecuniary gain is not a purpose of the Society.

5.0 Charitable Status

- 5.1 The Society is also registered as a charitable entity under the Charities Amendment Act 2023.

MANAGEMENT OF THE SOCIETY

6.0 Managing Committee

- 6.1 The Society shall have a managing committee comprising of the Officers of the Society and other Members as the Society.

7.0 Eligibility

- 7.1 The Act requires Officers of the of the Managing Committee must:
- (a) Act in good faith and in the best interests of the Society.
 - (b) Exercise powers for proper purposes only.
 - (c) Comply with the Act and the Society's Rules.
 - (d) Exercise reasonable care and diligence.
 - (e) Not create a substantial risk of serious loss to creditors.
 - (f) Not incur an obligation the Officer does not reasonably believe the Society can perform.
- 7.2 Officers must consent to be officers and meet eligibility criteria and confirm they are not disqualified from being an officer.
- 7.3 Only Members of the Society may be Committee Members.
- 7.4 There shall be a minimum of five Committee Members, inclusive of the Chairperson , Secretary and Treasurer.

8.0 Appointment of Committee Members

- 8.1 At a Society Meeting, the Members may decide by majority vote:
- (a) Who shall have the title of Chairperson, Secretary, and Treasurer.

- (b) Whether any Committee Member may have more than one title.
- (c) The Term of Committee Members shall be one year, after which they may stand for re-election.

9.0 Cessation of Committee Membership

9.1 Persons cease to be Committee Members when:

- (a) They resign by giving notice to the Committee.
- (b) They fail to be re-elected at a Society Meeting.
- (c) Their Term expires and they do not offer themselves for re-election.

9.2 If a person ceases to be a Committee Member, that person must within one month give to the Committee all Society documents and property.

10.0 Nomination of Committee Members

10.1 Nominations for members of the Committee may be called for prior to an AGM.

10.2 All retiring members of the Committee shall be eligible for re-election.

10.3 Nominations may be proposed at the Annual General Meeting providing the member is being nominated has consented.

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

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

11.0 Role of the Committee

11.1 Subject to the rules of the Society, 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 at the Annual General Meeting.
- (d) Decide the times and dates for Meetings, and set the agenda for Meetings;
- (e) Decide the procedures for dealing with complaints;
- (f) Set subscriptions.

11.2 No Officer or member of the Committee shall be liable for the acts or defaults of any other Officer or member of the Committee, or any loss occasioned thereby unless occasioned by their wilful default or by their wilful acquiescence.

11.3 The Officers and Committee shall be indemnified by the Society for all liabilities and costs incurred by them in the performance of the functions and duties, other than as a result of their own wilful act or default.

12.0 Roles of Committee Members

12.1 The Chairperson's role is to:

- (a) Ensure that the Committee by its work fulfils the purpose of the Society.
- (b) Ensure that the Rules are followed.
- (c) Convene Meetings and establish whether a quorum is present.
- (d) Oversee the operation of the Society, providing a report on the operation of the Society at each Annual General Meeting.
- (e) In the event of a deadlock, will have the casting and deciding vote.

- (f) Compile an annual plan for consultation with the Committee.
- (g) Ensure the Registrar of Incorporated Societies and Charities Register is notified of any alteration to the Rules.

12.2 The Secretary's role is to:

- (a) Record the minutes of Meetings.
- (b) Ensure the Register of Members of the Society is kept.
- (c) Hold the Society's records, documents, and books.
- (d) Record inward and outward correspondence as required by the Committee.

12.3 The Treasurer's role is to:

- (a) Collect and receive all payments made to the Society. These payments must be banked within fourteen days after the Treasurer receives them.
- (b) Keep a true and accurate record of the Society's accounts, so that the Society's financial situation can be clearly understood at any point in time.
- (c) Submit a financial report and statement of accounts (including an Income and Expenditure Account and Balance Sheet) at each Annual General Meeting.
- (d) Provide a financial report and any accounts for payment at each Committee meeting.
- (e) Forward the annual financial statements for the Society to the Registrar of Incorporated Societies upon approval by the Members at an Annual General Meeting.

13.0 Register of Members

13.1 The register of Members shall contain the names, the addresses, email addresses and telephone numbers of all Members, and the dates at which they became Members.

13.2 If a Member's address or telephone number changes, that Member shall give the new address or telephone number to the Committee, subject to compliance with the Privacy Act 2000.

14.0 Cessation of Membership

14.1 Resignation: A Member may resign by giving written notice to the Committee.

14.2 Termination: The Committee may end a Member's membership if the Member breaches the Rules or acts against the Society's purposes. Written notice will explain the concern, allow 14 days to respond or fix the issue, and advise of the right to appeal.

14.3 Appeal: A Member may appeal in writing within 14 days of termination. The Member will have a fair chance to be heard at the next Society Meeting.

14.4 Decision: The Society will decide by majority vote to confirm or reverse the termination. The decision is final.

15.0 Obligations of Members

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

MONEY AND OTHER ASSETS OF THE SOCIETY

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.
- (c) That Use has been approved by majority vote of the Committee.

17.0 Annual Subscriptions

- 17.1 The Society shall decide by majority vote at a Society Meeting what subscription a Member must pay to stay a Member and how often this must be paid.
- 17.2 If any Member does not pay a Subscription by the date set by the Committee their membership shall cease.
- 17.3 Membership shall resume when a subscription is paid in full.

18.0 Additional Powers

- 18.1 The Society may:
 - (a) Employ or contract people for the purposes of the Society.
 - (b) Borrow money and provide security for that if authorised by Majority vote at any Society Meeting.
 - (c) Allocate surplus funds to term deposits or savings accounts to optimise returns.

19.0 Financial Year

- 19.1 The financial year of the Society begins on 1 April of every year and ends on 31 March of the next year.

20.0 Assurance on the Financial Statements

- 20.1 The Society shall appoint in an Annual General Meeting a reviewer to review the annual financial statements of the Society. The Reviewer must be a suitably qualified person, preferably a member of the New Zealand Institute of Chartered Accountants

CONDUCT OF MEETINGS

21.0 Society Meetings

- 21.1 A Society Meeting is either an Annual General Meeting or a Special Meeting.
- 21.2 The Annual General Meeting shall be held once every year between 1 April and 30 September.
- 21.3 Special Meetings may be called by the Committee. The Committee must call a Special Meeting if the Secretary receives a request from at least a quarter of the Members.
- 21.4 The Secretary shall give all Members at least 7 days' notice of the business to be conducted at any Society Meeting and call for any other business.
- 21.5 All Members may attend and vote at Society Meetings.
- 21.6 No Society Meeting may be held unless at least seven Members attend, whether in person or by proxy. If there is no quorum present by 20 minutes after the advertised time, then the Chairperson shall adjourn the Society Meeting to a date and time agreed on by those present. Notice of the new date and time shall be given in the same manner as for the original Society Meeting. If there is not a quorum present at the resumed meeting then those present shall constitute a valid quorum, and the Society Meeting shall resume.
- 21.7 All Society Meetings shall be chaired by the Chairperson. If the Chairperson is absent, the Society shall elect another Committee Member to chair that meeting. Any person chairing a Society Meeting has a casting vote.
- 21.8 On any given motion at a Society Meeting, the Chairperson shall in good faith determine whether to vote by:
 - (a) Voices.
 - (b) Show of hands.
 - (c) Secret ballot.

However, if any Member demands a secret ballot before a vote by voices or show of

hands has begun, voting must be by secret ballot. If a secret ballot is held, the Chairperson will have a casting vote.

21.9 The business of an Annual General Meeting shall be:

- (a) Any minutes of the previous Meeting(s).
- (b) The Chairperson's report on the business of the Society.
- (c) The Treasurer's report on the finances of the Society, and the Statement of Accounts.
- (d) Authorising bank signatories.
- (e) Setting subscriptions for the next financial year.
- (f) Election of Committee Members.
- (g) Motions to be considered.
- (h) General business.

22.0 Committee Meetings

- 22.1 No Committee Meeting may be held unless four of the Committee Members attend, whether in person or by proxy.
- 22.2 The Chairperson shall chair Committee Meetings, or if the Chairperson is absent, the Committee shall elect a Committee Member to chair that meeting.
- 22.3 Decisions of the Committee shall be by majority vote.
- 22.4 The Chairperson or person acting as Chairperson has a casting vote.
- 22.5 Only Committee Members present (whether in person or by proxy) at a Committee Meeting may vote at that Committee Meeting.

ALTERING THE RULES

23.0 Altering the Rules

- 23.1 The Society may alter or replace these Rules at a Society members meeting by a resolution passed by the members present.
- 23.2 Any member perceiving a need for change to the Rules should initially bring this up at a Committee meeting after which the Committee members will discuss it. Failure to obtain a strong consensus may indicate a need to use the Dispute Resolution process.
- 23.3 When a Rule change is approved no Rule change shall take effect until the Secretary or Treasurer has filed the changes with the Registrar of Incorporated Societies.
- 23.4 The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

PROXIES

24.0 Proxies

- 24.1 Any member entitled to attend and vote at any Society Meeting or Committee Meeting may appoint any other Member of the Society as his or her proxy for that meeting.
- 24.2 The appointment of proxy shall be in writing.

BENEFIT

25.0 Benefit

- 25.1 Any income must be used for the purposes of the Society. No payments may be made to a Member of the Society, or anyone associated with a Member.
- 25.2 Any reimbursements made to a member of the Society or a person associated with that Member must be for goods and services that advance the purposes of the Society and approved at a Committee meeting.

26.0 Dispute Resolution

- 26.1 The Society shall resolve disputes in accordance with the requirements of the Incorporated Societies Act 2022. The Society adopts the dispute resolution procedures set out in Schedule 2 of the Act, or such other procedures as may be developed by the Society from time to time, provided they are consistent with the principles of natural justice. These procedures shall apply to disputes between members, officers, and the Society itself, including allegations of misconduct, breaches of duty, or damage to members' rights or interests. The Society shall ensure that all parties to a dispute are fairly advised of the allegations, given a reasonable opportunity to be heard, and that any investigation or determination is conducted in a fair, efficient, and effective manner. Where appropriate and with the consent of all parties, disputes may be referred to consensual resolution processes such as mediation or facilitation.

WINDING UP

27.0 Winding up

- 27.1 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; and
- (d) The surplus Money and Other Assets shall be distributed to such charitable body or organisation (whether one or more and whether incorporated or not) as the Society considers aligns with the purpose the Society, provided that no Member of any such body or organisation is able to derive any personal pecuniary gain from membership of such body or organisation

Andy Connors
Chairperson

Tanya Williams
Secretary

J.L.New

Janene New
Treasurer