

OMOKOROA RESIDENTS and RATEPAYERS ASSOCIATION INCORPORATED - CONSTITUTION RULES

1. NAME

The name of the Association is the **OMOKOROA RESIDENTS and RATEPAYERS ASSOCIATION INCORPORATED**. This Association shall encompass the Omokoroa and Plummers Point Peninsulas through to the main highway (the Omokoroa Area).

This Constitution has been prepared to be in compliance with the Incorporated Societies Act (2022).

2. OBJECTIVES

- a) To promote and protect the interests of the Residents and Ratepayers in the Omokoroa Area.
- b) To provide community input into the development of and the provision of services in the Omokoroa Area.
- c) To advocate on the local and regional issues of concern to the Omokoroa Area community.
- d) To foster and maintain a positive and constructive relationship with the relevant local Council Authorities, Politicians, Government Departments and other service providers.
- e) To develop and participate in a local coalition of Residents and Ratepayers Associations to provide more effective representation on common issues within the Bay of Plenty region.
- f) To monitor and advocate on rates, policy and expenditure decisions of the local District and Regional Council.

3. MEMBERSHIP

- a) Any person wishing to become a member of the Association shall make an application on the standard application form approved by the Association.
- b) Any business or company applying for membership shall advise the Association of the name of the person authorised to represent and vote on their behalf.
- c) A full membership shall be available to any person 18 years in age or older, or partnership, or trust, or company being a resident or ratepayer within the Omokoroa Area.
- d) An Associate Membership is available to any person 18 years in age or older, or partnership, or trust, or company that is neither a resident nor ratepayer of the Omokoroa Area but has an interest in the area

and/or its Harbour, on the condition that that person will be deemed to have no voting rights.

- e) All Members and Associate Members shall pay an annual subscription fee to the Treasurer.
- f) The Association will keep a register of all current members that will include: Name, Date of Membership, address, phone number, email address, membership category.
- g) The membership year commences on the 1st of April.
- h) Termination of a membership shall occur under the following circumstances:
 - (i) If a member offers their resignation by notice in writing delivered personally or emailed to the Secretary and on such delivery he or she shall cease to be a member of the Association.
 - (ii) If a member fails to pay the subscription required within three months of their membership being accepted or within three months of the AGM at which the annual subscription is set.
 - (iii) If a member has their membership terminated following a dispute resolution process under the Constitution.

4. ANNUAL SUBSCRIPTION

- a) An Annual Subscription Schedule shall be recommended by the Committee and approved at the Annual General Meeting.
- b) An annual subscription will be set for:
 - (i) Individual membership,
 - (ii) Household membership,
 - (iii) Associate membership, and
 - (iv) Business membership
- c) All communications between the Management Committee and members shall be by email.

5. MANAGEMENT COMMITTEE AND OFFICERS OF THE ASSOCIATION

5.1 Management Committee

- a) The affairs of the Association shall be managed by the Management Committee [the Committee] comprising at least 5 and up to 8 individual members of the Association.
- b) The members of the Committee shall be elected at the Annual General Meeting.

5.2 Eligibility and Nominations

- a) Any current financial member shall be eligible for election to the Committee, other than: an Associate Member; Councillor; Council contractor; Council employee; or Community Board Member.
- b) Written nominations for the Committee, in the form prescribed by the Committee, shall be lodged with the Secretary not less than 7 days prior to the date of the Annual General Meeting.
- c) Every retiring member of the Committee shall be eligible for re-election and be deemed to be nominated, unless he or she has informed the Secretary in writing of their intention not to seek re-election.
- d) If in any year the number of members nominated for the Committee is not more than eight, the persons so nominated shall, at the Annual General Meeting, be declared the elected members of the Committee for the ensuing year.
- e) If in any year the number of members nominated for the Committee exceeds eight, the candidates to be elected to the Committee shall be determined by a ballot held at the Annual General Meeting.
- f) If in any year the number of members nominated for the Committee is less than 8 the Chairperson shall invite nominations for the remaining positions on the Committee and, if an election is necessary, a ballot shall be held.
- g) Any vacancies on the Committee following an election under Rule 5.2 may be filled by the Committee.

5.3 Committee Vacancies

The Committee shall retain the right to appoint a replacement to fill any vacancy that occurs following the Annual General Meeting. A person appointed to fill such vacancy shall retire at the next Annual General Meeting and be deemed to be re-nominated in terms of Rule 5.2c.

5.4 Sub-Committees

- a) The Committee may appoint sub-committees from among its' members (or from among other members of the Association who are not members of the Committee) and:
 - (i) May fix a quorum;
 - (ii) May delegate any of its powers to such sub-committees; and
 - (iii) May make rules for regulating the proceedings of sub-committees.
- b) The role of sub-committees shall be to undertake special projects to progress the objectives of the Association, e.g. special investigations, on behalf of the Committee to which it shall report.
- c) A member of the Committee shall be appointed by the Committee to act as Chairperson of a sub-committee and to liaise with the Committee.

5.5 Officers

- a) The Officers of the Association shall comprise:
 - (i) Chairperson,
 - (ii) Deputy Chairperson
 - (iii) Secretary
 - (iv) Treasurer (although the last two positions can be combined).
- b) The officers shall be nominated and elected by vote by the members of the Committee at their first Committee meeting following the Annual General Meeting.
- c) Secretarial duties include recording the minutes of meetings, general secretarial duties, keeping an up-to-date membership register, and informing the Chairperson of any matters of importance.
- d) Treasurer's duties include:
 - (i) Operating the Association bank account
 - (ii) Keeping a true record of the Association's financial affairs and to present the annual accounts to the Annual General Meeting.
 - (iii) Receipt and deposit of all funds received into the Association bank account.
 - (iv) To present all accounts and financial reports to the Committee meetings and undertake such other Treasurer's duties as required.

5.6 Committee Meetings

- a) The Committee shall meet quarterly or as required to conduct the business of the Society at such times and places and in such manner (including by audio, audiovisual, or electronic communication) as it may determine and otherwise where and as convened by the Chairperson or Secretary.
- b) At any meetings of the Committee the Chairperson, if present, shall preside. In the absence of the Chairperson from any meeting, the Deputy Chairperson shall preside. In the absence of both the Chairperson and Deputy Chairperson, the members present shall elect one of their number to chair the meeting.
- c) Each member of the Committee present shall be entitled to exercise one vote. Questions arising at any meeting (including any audio, audiovisual, or electronically arranged meeting) shall be decided by a majority of votes. The Chairperson of the meeting shall have a deliberative vote and, in the event of an equality of votes, a casting vote also.
- d) Five members personally present at the beginning of, and throughout the meeting shall form a quorum.
- e) Any Committee member who fails to attend three consecutive meetings without a good reason shall be deemed to have resigned from the Committee.

5.7 Powers of Committee

Without prejudice to the general powers conferred by the Rules, the Committee shall have the following powers:

- a) It shall be responsible for the management of the affairs of the Association including the control and investment of the Association's funds.
- b) It may engage such persons as may be necessary for the conduct of the Association.
- c) It may make and give receipts, releases and other discharges for monies payable to the Association and for the claims and demands of the Association.
- d) It shall make provision for the opening and operation of such bank account or accounts as may be deemed necessary for the purposes of the Association.
- e) It may invest and deal with any money of the Association upon such security and in such a manner as it thinks fit, and it may from time to time vary such investments.
- f) It shall keep minutes of all Committee and subcommittee meetings and of all general meetings of the members.
- g) It shall ensure that the proper books of account are kept by the Treasurer who shall present a financial statement of income and expenditure, together with a balance sheet to the members at the Annual General Meeting.
- h) It shall exercise all of the rights, powers and duties under these Rules that are required to be performed by the Committee.

6. CONFLICTS OF INTEREST

- 6.1 A member of the Committee or a sub-committee, who has an interest in respect of any matter being considered by the Association, must disclose details of the nature and extent of the interest to the Committee and or sub-committee.
- 6.2 Disclosure must be made as soon as practicable after the member becomes aware that they are interested in the matter.
- 6.3 A member of Committee or sub-committee, who has an interest in a matter must not vote or take part in the decision of the Committee and/or sub-committee relating to the matter unless all members of the Committee, who are not interested in the matter, consent, but may take part in any discussion of the Committee and/or subcommittee relating to the matter and be present at the time of the decision of the Committee and/or sub-committee (unless the Committee and/or sub-committee decides otherwise).

- 6.4 However, a member of a sub-committee who is prevented from voting on a matter may still be counted for the purpose of determining whether there is a quorum at any meeting at which the matter is considered.

7. MEETINGS OF MEMBERS

7.1 Business

An Annual General Meeting of the Members of the Association shall be held in the month of June each year. The business of the Annual General Meeting shall be to receive and consider:

- a) The report of the Committee on the affairs of the Association for the past financial year;
- b) The accounts made up to the previous 31st day of March to be signed by the Association's Treasurer.
- c) The election of the Committee comprising up to 8 members in accordance with Rules 5.1 and 5.2.

7.2 Motions and Special Meetings

- a) Residents and Ratepayers Association or Public Community Meetings will be called when considered appropriate by the Committee.
- b) Special General Meetings will be called if no less than ten financial members collectively make a written request to the Secretary for such a meeting and state the special business to be considered.
- c) A Special General Meeting called under Rule 7.2a or 7.2b shall have the same powers as an Annual General Meeting.
- d) Notice of a Special General Meeting shall be given by email 14 days prior to the meeting date.
- e) Notice of Residents and Ratepayers Association or other public general meetings shall be given by a notice delivered 14 days beforehand by way of email, and/or by a public notice through local media.
- f) Notices of motion for an Annual General Meeting shall be made in writing and delivered to the Secretary of the Association in person or by email, for inclusion in the agenda, not less than seven days before the date of the meeting. No motion shall come before the meeting unless notice thereof has been so given. No other business shall be considered unless the same is specified in the agenda, except it to be deemed as a matter of extreme urgency by 75% of the members assembled or be expressly authorised by the Rules.

7.3 Procedure

- a) 15 financial members shall make up a quorum at an Annual or Special General Meeting. There must be a quorum present at the start of and throughout the meeting.

- b) If after a lapse of 15 minutes from the appointed start time of an Annual General Meeting, a quorum is not present, the meeting shall stand adjourned for no longer than 7 days, and reassembled, and those present shall represent a quorum.
- c) If after a lapse of 15 minutes from the appointed start time of a Special General Meeting, a quorum is not present, the meeting shall lapse, without prejudice to calling another Special General Meeting with the same agenda within a period of 21 days.
- d) The Chairperson, and in his or her absence, the Deputy Chairperson, shall chair a General Meeting. In the absence of both the Chairperson and Deputy Chairperson, the meeting shall elect a Chairperson for that meeting.
- e) Voting shall be on the voices unless the Chairperson calls for a poll or show of hands. In the event of a tie in voting, the Chairperson shall have a second or casting vote in addition to their deliberative vote.
- f) Resolutions passed at any General Meeting shall be conclusive and binding on all members of the Association whether present at the meeting or not.

8. FINANCE

- 8.1 The funds of the Association shall be:
 - a) Controlled, invested and disposed of by the Committee, subject to these Rules, and:
 - b) Devoted solely to the promotion of the Objectives of the Association.
- 8.2 Banking arrangements shall be decided by the Committee.
- 8.3 Trustees for the bank account(s) shall be four persons nominated by the Committee. Any two of these trustees' signatures (physical or electronic) shall be required in order to authorise payments and other financial documents. Any expenditure over \$500 will require prior approval of the Committee.
- 8.4 The Committee has the power to raise funds from benevolent organisations, commercial entities or persons to fund any projects or events decided on by the Committee.
- 8.5 At the end of every financial year, an electronic abstract of the annual accounts shall be issued to every member together with the notice for the Annual General Meeting.
- 8.6 The Treasurer shall file with the Registrar of Incorporated Societies within 7 days after the Annual General Meeting, the financial statements required to be filed as required by the Incorporated Societies Act 2022.
- 8.7 The financial year for the Association is the 1st of April to 31st of March.

8.8 No Member or person who is associated with a member of the Association shall derive any income, benefit or advantage from the Association where they can materially influence the payment of the income, benefit or advantage. The exceptions are where it is derived from:

- a) Professional services to the Association carried out in the course of business that are charged at a rate that is not greater than the current market rates, or
- b) Interest or money lent at a rate that is not greater than current market rates.

9. ALTERATION OF RULES

9.1 The Rules of the Society may be altered, added to or rescinded at any General Meeting provided that notice in writing setting out such changes has been forwarded to members with the notice of the meeting not less than seven days prior to the meeting.

9.2 When an amendment is approved by a General Meeting, it shall be notified to the Registrar of Incorporated Societies and shall take effect from the date of registration.

10. WEBSITE FACEBOOK PAGE

Any changes, additions or deletions to the Association Website or Facebook page must be approved by the Committee.

11. COMPLAINTS AND DISPUTES

11.1 A complaint or dispute is a disagreement or conflict involving the Association and/or its Members in relation to specific allegations.

11.2 All Members (including the Committee), are obliged to cooperate to resolve complaints and disputes efficiently, fairly, and with minimum disruption to the Association's activities.

11.3 A complainant has a right to be heard before the complaint or dispute is resolved or any outcome is determined by the Committee.

11.4 The information provided in the complaint or dispute must be sufficient to ensure that a person against whom an allegation is made is fairly advised of the allegation or allegations concerning them.

- 11.5 The Association may decide not to proceed further with a complaint if the complaint:
- a) is considered to be trivial;
 - b) does not appear to disclose or involve any material allegation, or;
 - c) is frivolous.

12. WINDING UP

12.1 Process

- a) The Society may be wound up, or liquidated, or removed from the Register of Incorporated Societies in accordance with the provisions of the Act.
- b) The Secretary shall give Notice to all Members of the proposed motion to wind up the Society, or remove it from the Register of Incorporated Societies and of the General Meeting at which any such proposal is to be considered, of the reasons for the proposal, and of any recommendations from the Committee in respect to such notice of motion.
- c) Any resolution to wind up the Society or remove it from the Register of Incorporated Societies must be passed by a two-thirds majority of all Members present and voting.

12.2 Surplus Assets

- a) If the Society is wound up, or liquidated, or removed from the Register of Incorporated Societies, no distribution shall be made to any Member.
- b) On the winding up or liquidation or removal from the Register of Incorporated Societies of the Society, its surplus assets after payment of all debts, costs and liabilities shall be vested in a local charitable entity.