

# INCORPORATED SOCIETIES ACT 1908

## RULES OF GREY POWER ROTORUA INCORPORATED

### NAME GREY POWER ROTORUA INCORPORATED

1. THE name of the Association is Grey Power Rotorua Incorporated (hereinafter referred to as "the Association").

### DEFINITIONS

2. In these rules unless inconsistent with the context:
  - (a) Older person means a person aged 50 or over.
  - (b) National Superannuation means superannuation granted under New Zealand Superannuation and Retirement Income Act 2001 or its amendments or subsequent legislation.
  - (c) Federation means "Grey Power New Zealand Federation Incorporated".
  - (d) Electronic means means any system including telephonic, electronic, computer or web based technology which
    - i) Enables members to participate in the meeting in a like or similar manner as if they were physically present and
    - ii) For voting purposes, allows the member(s) to vote in a way that clearly discloses their intentions.

### OBJECTS

3. The objects of the Association are:
  - (a) To act as an advocate before policy making bodies both at a national level within Aotearoa New Zealand and within the Te Arawa rohe, for the benefit of older people.
  - (b) To affirm and protect the statutory right of every New Zealand resident to a sufficient New Zealand Superannuation entitlement.
  - (c) To strive for the provision of quality health care, housing and access to paid employment for all New Zealand residents regardless of income and location.
  - (d) To oppose all discriminatory and disadvantageous legislation affecting rights, security and dignity, and to advocate for beneficial and non-discriminatory laws for older persons in New Zealand.
  - (e) To be non-aligned with any political party, and to present a strong united lobby to all parliamentary and statutory bodies on matters affecting older New Zealanders.

- (f) To promote and establish links with kindred organizations.
- (g) To promote recognition of the wide-ranging contributions to society made by older citizens of New Zealand.
- (h) To work for the advancement of education and other purposes beneficial to the community in Aotearoa New Zealand.
- (i) To organise activities for the benefit of members of the Association.
- (j) To advocate on behalf of the needs and concerns of individual members, where this is consistent with the objectives of the Association.
- (k) To undertake any additional activities which advance the above objectives.

#### POWERS

4. The powers of the Association are:

- (a) The Association may:
  - i. Employ people for the purposes of the Association;
  - ii. Exercise any power a trustee might exercise;
  - iii. Invest in any investment that a trustee might invest in;
  - iv. Borrow money and provide security for that if authorised by majority vote at any Association Meeting.
- (b) The Association may only use money and other assets if:
  - i. It is for a purpose of the Association;
  - ii. It is not for the sole personal or individual benefit of any Member; and
  - iii. That use has been approved by either the Committee or by majority vote of the Association.

#### ADMINISTRATION

- 5. The administration of the Association shall be conducted by and vested in an Executive Committee.
- 6. The President (see rule 7) shall be Chairperson of the Association. In his or her absence the Vice President shall be the Chairperson. In the absence of both the President and Vice President the meeting may elect a Chairperson for that meeting. The Chairperson shall have one vote and a casting vote as provided for in rule 26 (b).

#### EXECUTIVE COMMITTEE

- 7. The Executive Committee may consist of the following persons:
  - (a) President
  - (b) Vice President
  - (c) Secretary
  - (d) Treasurer
  - (e) And up to eleven additional committee members.

8. Election of Executive Committee

- (a) All Association Committee members shall be elected annually at the Annual General Meeting of the Association.
- (b) Nominations for office and members of the Executive Committee may be made from the floor at the Annual General Meeting and must be seconded.
- (c) Officers and members of the Executive Committee shall hold office until the conclusion of the meeting at which their successors are elected.
- (d) The committee should have at least four members but not more than 15 members.

9. Powers of the Executive Committee

The affairs of the Association shall be managed by the Executive Committee which, subject to the policies approved by the Association and to the objects of the Association, shall be responsible for the day to day administration of the Association. The Committee shall have the powers of the Association as defined in rule 4 and shall, in addition, have the power to elect and (disband subsequently) such subcommittees or advisory bodies as may be constituted from time to time to assist it in carrying out its duties, and may delegate any or all of its powers to such subcommittees or advisory bodies.

10. Meetings

- (a) Ordinary meetings of the Executive Committee shall be called at such time and such place and on such conditions as the Committee may from time to time decide.
- (b) The Chairperson of the Executive Committee may at any time convene a meeting of the Executive Committee.
- (c) Meetings of the Committee may be held in part or wholly by electronic means, to enable members to participate remotely. For voting purposes a member is considered to be present if they attend physically, or join the meeting electronically by a means which allows them to be clearly identified, and to participate fully in the matters under discussion.

11. Quorum

- (a) The quorum for any meeting of the Executive Committee shall be a simple majority of its members.
- (b) No business shall be transacted at any meeting of the Committee unless a quorum is present within thirty minutes of the time when the meeting is due to commence.

12. Proxies

Proxies shall not be allowed at any meeting of the Executive Committee.

13. Voting

Voting at any meeting of the Committee shall be in accordance with rule 26 (b).

14. Adjournments

The Chairperson at any meeting of the Executive Committee may, with the consent of the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business left unfinished at the meeting from which the adjournment took place, except that the President shall have the power to bring before the meeting without notice any matter which the President deems to be one of urgency.

15. Vacation of Office

Any officer of the Association or member of the Executive Committee shall vacate office:

- (a) If they have wilfully disobeyed or neglected to comply with the objects of the Association, or
- (b) They have become incapable of carrying out their duties by reason of mental incapacity or physical illness, or
- (c) They have been convicted of any criminal offences whilst an Officer, Committee member or member of the Association, or
- (d) If, in the case of the Executive Committee, any member is absent from more than two meetings of the committee without notifying the president.

16. Any member of the Committee may terminate their office by notice in writing to the Secretary.

17. The Executive Committee shall be entitled to fill casual committee vacancies at its discretion and to augment its members on a temporary basis as its work load may require.

MEMBERSHIP

- 18. (a) Membership of the Association shall be open to all persons on payment of an annual subscription.
- (b) The amount of the subscription shall be determined by the membership at the AGM each year, and shall be due on the first day of the new membership year.
- (c) Membership subscriptions are non-refundable.

### WITHDRAWAL FROM MEMBERSHIP

19. Any member may withdraw from the Association at any time. Payment of all monies then due by the member must be done at that time. Withdrawals take effect once the Secretary has cancelled the membership in the Association and Federation databases.
20. If any Member does not pay a subscription or levy by the date set by the Committee or the Association, the Secretary will give written notice that (mail or electronic means), unless the arrears are paid by a nominated date, the Membership will be terminated. After that date, the Member shall (without being released from the obligation of payment of any sums due to the Association) have no Membership rights and shall not be entitled to participate in any Association activity.

### SUSPENSION AND EXPULSION

21. If, for any reason whatsoever, the Executive Committee is of the view that a Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Association, the Committee may suspend the Member and give written notice of this to the Member ("the Committee's Notice"). The Committee's Notice must:
  - (a) Explain how the Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Association;
  - (b) State what the Member must do in order to remedy the situation; or state that the Member must write to the Committee giving reasons why the Committee should not terminate the Member's Membership.
  - (c) State that if, within 14 days of the Member receiving the Committee's Notice the Committee is not satisfied, the Committee may in its absolute discretion immediately terminate the Member's Membership.
  - (d) State that if the Committee terminates the Member's Membership, the Member may appeal to the Association.
  - (e) Fourteen days after the Member received the Committee's Notice, the Committee may in its absolute discretion by majority vote terminate the Member's Membership by giving the Member written notice ("Termination Notice"), which takes immediate effect. The Termination Notice must state that the Member may appeal to the Association at the next Meeting by giving written notice to the Secretary ("Member's Notice") within 14 days of the Member's receipt of the Termination Notice.
  - (f) If the Member gives the Member's Notice to the Secretary, the Member will have the right to be fairly heard at the next General Meeting of the Association. If the Member chooses, the Member may provide the Secretary with a written explanation of the events as the Member sees them ("the Member's Explanation"), and the Member may require the Secretary to give

the Member's Explanation to every other Member at least 7 days before the General Meeting at which the Member will be heard.

- (i) The member may choose to have a support person present at the meeting.
- (g) If the Member is not satisfied that the other Association Members have had sufficient time to consider the Member's Explanation, the Member may defer his or her right to be heard until the following General Meeting of the Association.
- (h) When the Member is heard at a General Meeting, the Association members may question the Member and the Committee Members. The Association shall then by majority vote decide whether to let the termination stand, or whether to reinstate the Member. The Association's decision will be final.

#### OBLIGATIONS OF MEMBERS

22. All Members (including Executive Committee Members) shall promote the purposes of the Association and shall do nothing to bring the Association into disrepute.

#### ANNUAL AND SPECIAL GENERAL MEETINGS OF THE ASSOCIATION

23. Annual General Meeting

The Annual General Meeting (AGM) of the Association shall be held no later than five (5) months after the Association's balance date each year on such a date and at such a time as shall be fixed by the Executive Committee. At least one clear calendar month notice of such Annual General Meeting shall be given in writing and may be delivered by electronic means and/or via the Association's newsletter.

24. Special General Meeting

- (a) The Executive Committee may whenever it thinks fit, or upon the request of at least 25 financial members, convene a Special General Meeting of the Association.
- (b) Notice of any such request shall specify the objects of the meeting request and shall be signed by the members making the same, and shall be deposited with the Secretary.
- (c) At least fourteen (14) clear days' notice specifying the place, the day and hours of any Special General Meeting and the purpose for which it is to be held, shall be given in writing and may be delivered by electronic means and/or via the Association's newsletter.
- (d) No business other than that specified in the notice convening it shall be discussed at any Special General Meeting.

25. Quorum

- (a) At any meeting of the Association a quorum shall be no fewer than twenty (20) financial members entitled to vote at such meeting.
- (b) No business shall be transacted at any meeting of the Association unless a quorum is present at the time when the meeting proceeds to business.
- (c) If a quorum is not present within thirty minutes of the time the meeting is due to commence, the meeting shall not proceed.

26. Method of Voting

- (a) Only financial members of the Association shall be entitled to vote.
- (b) On any given motion at an Association Meeting, the Chair/President shall in good faith determine whether to vote by:
  - a. Voices;
  - b. Show of hands; or
  - 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 Chair/President will have a casting, that is, second vote.

- (c) The Chairperson's declaration of the result shall be conclusive.
- (d) In the case of an equality of votes arising in (a) (b) or (c), the Chairperson of the meeting shall have a casting vote as well as a deliberate vote.

27. Matters of Urgency

The President shall have the power at any Annual General Meeting or Special General Meeting of the Association to bring before the meeting without notice any matter which the President deems to be one of urgency.

28. Adjournments

The Chairperson at any meeting of the Association may, with the consent of the meeting, adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business left unfinished at the meeting from which the adjournment took place, except as provided under rule 27.

29. Delegates

The Association Delegates to the Federation shall be the President and the Secretary (or their nominated deputies). Any additional observers may be appointed by the Executive Committee.

### ASSOCIATION POLICY

30. All resolutions of the Association shall form the policy of the Association and shall be recorded in a separate register.
31. Public Statements on behalf of the Association will be made by the President or the Secretary.
32. Policy at all times is to be directed towards the doing of all such acts, matters and things as may be necessary or expedient for the purposes of the Association, or incidental or conducive to the attainments of the objects of the Association and of the Federation.

### ALTERATION OF RULES

33. Any alteration addition to or revision of any of these rules proposed by a member must be notified to the Secretary in writing at least 60 days before the date of the next general meeting. Notice thereof must be included in the Notice of Meeting at which such business is to be considered.
34. The rules of the Association may be altered, added to, or rescinded at any general meeting of the Association, subject always to the prior endorsement of the Federation, before presentation to the membership, provided that no change to such rules should allow for personal pecuniary benefit or gain of any member.
35. Duplicate copies of every such approved alteration, addition, rescision or amendment shall forthwith be delivered to the Registrar in accordance with the requirements of the Incorporated Societies Act 1908.
36. The Association or the Executive Committee shall have power to frame such Standing Orders as may from time to time be deemed necessary provided that such Standing Orders are not inconsistent with these rules.

### MINUTES

37. The Chairman of the Executive Committee shall cause minutes to be recorded in writing in a minute book as well as electronic means and kept for that purpose both in respect of its own meetings and in respect of meetings of the Association:
  - (a) of all appointments of officers;
  - (b) of the Committee present at any meeting of the Executive Committee,
  - (c) of all resolutions and proceedings of any meetings of the Executive Committee or of the Association.

## ACCOUNTS

38. The Executive Committee shall cause proper accounts to be kept:
- (a) of all sums of money received and expended by the Association and the matters in respect of which such receipt and expenditure takes place.
  - (b) of all the assets and liabilities of the Association including all mortgages, charges and securities of any description affecting any of its property.
39. (a) The books of account shall be kept at the registered office of the Association or at such other place or places as the Executive Committee shall determine, and they shall be open to inspection by a financial Member or their accredited representative at such reasonable times and places as shall be determined by the Committee.
- (b) All monies received shall forthwith be paid into such bank as shall be determined from time to time by the Committee, after being entered into the books of the Association as being received. All payments shall be authorised by two members of the Executive Committee who have been given such authorisation by the Committee. No payments shall be made without supporting documents addressed to the Association.
- (c) All payments made shall be reported to the Committee for confirmation at the next meeting following payment.
40. At the Annual General Meeting in each year the Executive Committee shall:
- (a) Report to the meeting as to the state and condition of the Association,
  - (b) Lay before the meeting a statement of the income and expenditure and a balance sheet containing a summary of the property and liabilities of the Association including all trust funds, made up to the end of the last completed financial year. Further financial information relating to the period between the end of the financial year and the date of notification of the meeting shall be made available if a specific request is received in writing from any member at least 14 days prior to the meeting.
  - (c) Present an annual budget for the coming financial year.
41. The Association shall make the returns required by the Incorporated Societies Act, 1908, or by such other statutory provisions for the time being in force, and shall comply with all the requirements of such Statute and any regulations thereunder.

## FINANCIAL AND MEMBERSHIP YEAR

42. (a) The financial year of the Association shall begin on 1 January and end on 31 December of that year.
- (b) The membership year shall begin on 1 April and end on 31 March of the next year.

## ASSURANCE ON THE FINANCIAL STATEMENTS

43. The Association shall not appoint a Reviewer to review the annual financial statements unless the Association, at its AGM, resolves that such an appointment is made. If there is such a resolution, the Reviewer shall conduct an examination to ascertain that the financial information is presented in accordance with the appropriate accounting policies and shall provide a report to that effect.

Any Reviewer must be a suitably qualified person and must not be a member of the Committee or an employee of the Association. If the Association fails to appoint a Reviewer, following its resolution, or if the Reviewer appointed is unable to act for some reason, the appointment shall be made by the Committee.

## SEAL OF ASSOCIATION

44. The Common Seal of the Association shall be in the custody of the Secretary and the same may be fixed to any deed or document of any kind by any two members of the Executive Committee and the Secretary pursuant to a resolution of the Association or an Annual General Meeting.

## BORROWING POWERS

45. (a) The Executive Committee shall have power, if authorised by a resolution passed by a two-thirds majority at any General or Special General Meeting of the Association, to borrow or raise money and secure payment of the same or to secure the payment of any money owing by the Association or the satisfaction or performance of any obligation or liability incurred or undertaken by the Association in such manner as the Association shall by such resolution determine and in particular by the issue of debentures or by mortgage or charge or lien upon the whole or any part of the Association's property or assets (whether present or future).
- (b) Save as provided in this Clause, the Association shall not have power to borrow money.
46. The Executive Committee may purchase, redeem or pay off such security or securities.

## WINDING UP

47. If upon the winding up of the Association there remains after the satisfaction of all its liabilities any property whatsoever, the same may be given or transferred to the Federation or to some other institution or incorporated society having objects similar to the objects of the Association, such institution or Association to be determined by a majority of those present at a General Meeting of the Association at or before the winding up and in default thereof to such institution or institutions as a Judge of the High Court of New Zealand shall direct upon application being made for such direction.

This revised constitution was considered at the Annual General Meeting (AGM) of Grey Power Rotorua Inc. Held at Linton Park Community Centre, Rotorua, on Monday 4 April 2022 and was unanimously approved.

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Name and Signature of President Date

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Name and Signature of Vice-President Date

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Name and Signature of Treasurer Date