

# CONSTITUTION and RULES of the TASMAN AREA COMMUNITY ASSOCIATION

## 1. **Name: Tasman Area Community Association;**

an Incorporated Society, hereinafter referred to as "The Society".

The Society was constituted by Resolution dated 27<sup>th</sup> October 1990.

## 2. **Objectives:**

To Initiate, Organise and Administer actions that:

- a) Foster and promote the interest of residents in the social, environmental, cultural and economic life of the area from the Moutere Bluff to Mariri, including Kina Peninsula;
- b) Whenever feasible publicise and disseminate information relating to matters of community relevance, firstly to Members of the Society and secondly to other residents if wider community issues occur;
- c) Encourage and facilitate constructive public discussion and debate on matters of community importance and concern;
- d) Demonstrate Committee neutrality when contentious issues in the community arise, while ascertaining Society majority views;
- e) Maintain close communication with Tasman District Council (TDC) and any other organisations that may impact on residents of the area covered;
- f) Collect information incidental or conducive to the attainment of these objectives.

## 3. **Role:**

To facilitate the above by:

- a) Purchasing, leasing, hiring or otherwise acquiring property that the Society may think necessary or convenient to attain the Objectives;
- b) Disposing of any property as the Society deems fit;
- c) Constructing, maintaining or altering any public building or land within the Society's care as required to achieve its aims and objectives;
- d) Borrowing funds, applying for grants or sponsorship, seeking donations and investing such funds so as to secure sufficient financial capital to undertake projects in keeping with the Objectives;
- e) Raising money by subscription and any other means of fund raising;
- f) Maintaining a database of Society Members. The database shall only contain contact information that individual Members have agreed be held by the Society. The database shall be maintained by the Treasurer, supported as necessary by the Secretary or Chairperson;
- g) Using a Society database to notify Members about items of community relevance.
- h) Informing the wider community by email, social media, posters, mail drop or other means about issues of community importance the Committee envisions will or could impact generally on residents and the Objectives of the Society. Such matters shall only be publicised when agreed by a majority of the Committee.
- i) Maintaining a Residents Database in order to efficiently communicate matters of relevance to the wider community beyond that of Society membership. This database shall only contain contact information that residents have agreed can be held by the Society. It is to be maintained by a Communications Manager, supported as necessary by the Secretary or an appointed Committee member.

#### **4. Society Membership:**

- a. Membership is open to any resident or ratepayer in the area from the Moutere Bluff to Mariri and including the Kina Peninsula.
- b. There is no limit to the number of Members and their rights and responsibilities are defined within these Rules.
- c. Different classes of membership are allowed as determined by the Society.
- d. All Members (including Committee members) shall promote the purposes of the Society and shall do nothing to bring the Society into disrepute.
- e. A register of current Members including name, physical address, original date of enrolment, email address and any other contact information agreed to by the Member will be kept in accordance with the rules of Incorporated Societies.
- f. Members shall promptly provide new contact information to the Secretary if their details change, they still qualify, and wish to remain a Member of the Society.
- g. An annual fee is required and will be fixed for each year at the Annual General Meeting (AGM) and is due payable on August 1<sup>st</sup>.
- h. If the fee is not paid by August 31<sup>st</sup> membership will be terminated.
- i. Payment of the fee shall entitle a Member to vote at the AGM and receive information provided by the Society. Members are encouraged to attend the Society's monthly General (Committee) Meetings.
- j. New Members may join at any time; but the annual fee cannot be paid pro rata.

#### **5. Cessation of Membership:**

- 5.1 A Member may resign from the Society at any time by giving notice in writing to the Secretary. The Society will not pay a pro-rata refund of the subscription.
- 5.2 Membership can be terminated by the Committee in the following way:
  - a. 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, the Committee may give written notice of this to the Member ("the Committee's Notice"). This must:
    - i. Explain how the Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society;
    - ii. State what the Member must do to remedy the situation; or state that the Member must write to the Committee giving reasons why it should not terminate the Member's membership;
    - iii. State that if, within fourteen (14) days of the Member receiving the Committee's Notice, the Committee is not satisfied, it may in its absolute discretion immediately terminate the Member's membership;
    - iv. State that if the Committee terminates the Member's membership, the Member may appeal to the Society.
  - b. Fourteen (14) 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 Society at the next Meeting by giving written notice to the Secretary ("Member's Notice") within Fourteen (14) days of the Member's receipt of the Termination Notice.
  - c. If the Member gives the Member's Notice to the Secretary, he will have the right to be fairly heard at a Society Meeting held within the following twenty eight (28) days. If the Member chooses, he may provide the Secretary with a written explanation of 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 within seven (7) days of the Secretary receiving the Member's Explanation. If the Member is not satisfied that other Society Members have had sufficient time to consider the Member's Explanation, the Member may defer his right to be heard until the following Society Meeting.

- d. When the Member is heard at a Meeting, the Society may question the Member and the Committee.
- e. The Society shall then by majority vote decide whether to let the termination stand, or reinstate the Member. The Society's decision will be final.

## **6. Management of the Society**

The Society shall have a managing Committee comprising the following:-

- a. The Chairperson
- b. The Secretary
- c. The Treasurer; plus
- d. A minimum of 3 (three) Committee members.
- e. All Committee members shall be financial members.

## **7. Officers**

- a. The Officers, including Chairperson (Chair), Secretary, and Treasurer, shall be elected at an Annual General Meeting and shall serve on the Society's Committee.
- b. Any AGM may resolve that the office of Secretary and Treasurer may be combined. The Committee should vote on any conditions that may be attached to such combined office.

## **8. Officer Roles**

### **8.1 Chairperson**

- a. The Chairperson shall ensure adherence by all Members to the Society's Rules.
- b. The Chairperson shall act impartially in overseeing and facilitating the affairs and business of the Society.
- c. In the event of a tied vote the Chairperson may have the deciding vote, or if agreed by the Committee a second vote may be actioned at a later date in order to resolve issues of concern.
- d. In the Chairperson's absence a temporary Chair will be nominated by Committee consent to preside over meetings.
- e. Any person eligible to take the Chair may decline to do so without having to give reason.
- f. No Chairperson shall serve for more than five (5) consecutive yearly terms.
- g. By using either the Society or Residents Database (whichever is more appropriate) the Chairperson (or Communications Manager) will notify residents about matters of community importance or relevance.

### **8.1 Secretary**

- a. The Secretary shall record the Minutes of all meetings. These, when confirmed by the next meeting, shall be the official record of what occurred at that meeting.
- b. The Secretary shall record in the Minutes all Resolutions put to a vote, noting whether carried unanimously or otherwise.
- c. The Secretary shall file, generate and answer correspondence, distribute General Meeting minutes and agenda, and perform other duties required by the Committee.
- d. Minutes of Committee or Sub-committee meetings that involve matters as identified in clause 11.9 shall generally not be made available to the public.

### 8.3 Treasurer

- a. All monies received shall be paid to the credit of the Society's bank account(s) and all accounts approved by the Committee for payment shall be paid in a timely manner.
- b. The Officers shall be bank account signatories. Two Officer authorisations are required for pre-approved transactions.
- c. All payments on behalf of the Society will be made upon invoice receipt provided they are within the budget presented at the previous Committee meeting.
- d. Urgent unbudgeted purchases can be made upon written approval by two (2) signatories: subject to a \$100 limit.
- e. At each Committee meeting the Treasurer will confirm verbally or in writing using a monthly statement of account all transactions made during the previous month.
- f. The Treasurer will maintain and manage the paid membership list.
- g. The Treasurer shall present an annual statement of accounts showing receipts and payments and the Society's financial position at the Annual General Meeting.

### 8.4 Communications Manager

- a. The Communications Manager is appointed by the Committee and will be a financial member.
- b. The Communications Manager is responsible for the management of the Society's Facebook page and other internet-based communications.
- c. The Communications Manager and all Committee members must abide by the rules - **Protocols and Guidelines for Managing Society Facebook** as written by the Committee and approved at a General Meeting.

## 9 Committee Roles

9.1 The Committee shall consist of the Officers and not less than three (3) nor more than Seven (7) financial members of the Society elected at the AGM.

9.2 The Committee will :-

- i. manage the ongoing affairs of the Society and control its finances in the best interests of the membership in accordance with the Objectives and these Rules;
- ii. set Membership fees, primarily the Annual Subscription;
- iii. approve monthly and annual financial statements;
- iv. engage, control and dismiss contractors to the Society;
- v. regulate and control the conduct of the Officers and Members in matters concerning Society activities and objectives;
- vi. nominate new Members to the Committee to fill any vacancies;
- vii. decide on procedures for dealing with any complaints;
- viii. enter into any legal agreement in the name of and on behalf of the Society;
- ix. operate bank accounts for any purposes set out in these Rules.

9.3 A Committee member may resign either by writing to the Secretary or by making a resignation statement at a General Meeting.

9.4 Any Officer or member of the Committee may be removed for behaviour not in accordance with the Objectives of the Society. Removal shall be by Resolution at a General Meeting of which prior written notice was given in the Notice of Meeting and which is passed by a minimum two thirds (2/3 rds) majority of those voting. Should a motion for removal pass, it will then be subject to the right of appeal within sixty two (62) days of the General Meeting.

- 9.5 If a person ceases to be a Committee member that person must within one month give to the Committee all Society documents and property previously held by the departing Committee member.
- 9.6 The Committee shall have the responsibility to fill any vacancy occurring on the Committee or any Sub-committee(s). The Committee may however continue to act notwithstanding any vacancy.
- 9.7 In the event of resignation or incapacitation of the Chairperson, a nominated member of the Committee shall serve until the next Annual General Meeting.
- 9.8 Regular meetings of the Committee shall be held at least monthly except December.
- 9.9 Five (5) Committee members shall form a quorum at a Committee Meeting.
- 9.10 Committee members shall remain in office until the appointment or election of their successors, or earlier at the discretion of a General Meeting Resolution.
- 9.11 The Committee may review the standing of any Committee member who fails to attend four consecutive General Meetings without notification.
- 9.12 The Committee has all of the powers of the Society, unless its power is limited by these Rules or by a majority decision of the Society.
- 9.13 All decisions of the Committee shall be by majority vote. In the event of an equal vote the Chair shall have a casting vote: that is, a second vote.
- 9.14 Decisions of the Committee bind the Society, unless the Committee's power is limited by these Rules or by majority decision of the Society.
- 9.15 If a Committee member is unable to be physically present at a meeting that includes voting on a Resolution, that person may remotely cast a vote in writing delivered in advance to the Secretary, who will present the vote to the meeting.

## **10 Sub-committees**

- 10.1 The Society may form Sub-committees to address specific community issues.
- 10.2 Sub-committees shall be formed from interested Members of the Society and from non-member individuals who, in the opinion of the Committee, have the skills, attributes or knowledge to assist the work of the Sub-committee.
- 10.3 Sub-committees shall consist of no less than three (3) or more than five (5) Members, one of whom shall be the Sub-committee Leader.
- 10.4 The Chairperson shall be an ex-officio member of all Sub-committees.
- 10.5 Each Sub-committee shall actively pursue resolution of the community issue with which it is charged and make recommendations to the Committee.
- 10.6 The Sub-committee Leader shall furnish regular reports to the Committee.
- 10.7 Each Sub-committee is subject in all things to the control of the Committee that formed it, and must carry out general and specific directions of the Society given in relation to the Sub-committee or its affairs.
- 10.8 All Sub-committees are listed and reported on at the AGM.
- 10.9 Sub-committee members are voted into position either at the AGM or by Resolution at a General Meeting and will be disbanded by the Committee when they are deemed to have fulfilled their remit.

## **11 General and Special Meetings**

- 11.1 General Meetings will be held monthly January to November (at the Tasman School or other suitable venue) and will be open to public participation.
- 11.2 Meetings shall be conducted in a productive, enjoyable and inclusive manner.
- 11.3 Two (2) Officers plus three (3) Committee members shall form a quorum at a Special or General Meeting.
- 11.4 No resident shall be entitled to vote at a General or Special Meeting unless a current financial Member.

- 11.5 The Committee may call a Special Meeting upon not less than 24 hours notice having been given by the Secretary. In addition, any two (2) Committee members may request a meeting by notifying the Secretary in writing (or in his absence any Officer) of their requirement and the reason(s) for it. Similarly, Society Members may by written request to the Secretary and signed by not less than a quarter of financial Members place a request for a Special Meeting, clearly stating the issue of concern and reason(s) for requiring a Special Meeting.
- 11.6 If a Special Meeting is required an Officer shall call one at the earliest feasible opportunity to facilitate sufficient Committee and community participation.
- 11.7 In the event of a local emergency only, where an urgent decision(s) may be required, a Special Meeting may be conducted by phone, video or other format if a quorum cannot be convened in person.
- 11.8 The Committee reserves the right to go into closed Committee meeting over matters it deems may:
- 11.8.1 concern confidentiality and the security of privileged information;
  - 11.8.2 concern incurring financial liability;
  - 11.8.3 result in the Society being liable to legal proceedings;
  - 11.8.4 be contrary to the Objectives of the Society.
- 11.9 The Society will not be bound to take any action which may be required by the passing of a Resolution in a General Meeting that may:
- 11.9.1 involve it in financial liability;
  - 11.9.2 cause it to be liable to legal proceedings; or
  - 11.9.3 be deemed to be contrary to the Objectives of the Society.
- 11.10 The publication *Members' Meetings* by Mark von Dadelszen shall be adopted as the definitive authority for meetings and meeting procedure for guidance where problems arise. A copy of *Members' Meetings* can be referenced by the Committee at the Moutere Hills Memorial Library for the benefit of all Members of the Society and interested public.
- 11.11 Adjourned Meetings: if after 30 minutes of the time appointed for a Meeting a quorum is not present, the Meeting, if convened by requisition of Members, shall be dissolved without need for adjournment. In any other case it shall stand adjourned to a day, time and place determined by the Chair. Repeated adjournments shall not take place and repeated failures to obtain a quorum shall trigger the application of these Rules to resolve whatever issue is causing failure to establish a quorum.
- 11.12 Committee decisions will normally be made based on simple majority vote unless otherwise defined within these Rules.

## **12 Annual General Meeting**

- 12.1 The Annual General Meeting (AGM) of the Society shall be held no later than 31<sup>st</sup> July of each year.
- 12.2 Notice of Motion must be in writing and in the hands of the Secretary at least fourteen (14) days prior to the date of the AGM.
- 12.3 At least seven (7) clear days before the AGM the Secretary shall send to all Members written (or email) notice: including the Chairperson's Annual Report, Treasurer's Statement of Accounts and Motions to be considered, including:

- 12.3.1 Nominations for Officers and Committee members;
  - 12.3.2 Honorarium/Honoraria to be paid;
  - 12.3.3 Proposed amount of Annual Membership Fee;
  - 12.3.4 Appointment, if necessary, of a qualified person to review the Society's financial statements;
  - 12.3.5 Motions on Notice and Committee recommendations in respect of Society governance.
- 12.4 Five (5) Members of the Committee plus five (5) Members of the Society (whether Committee members or not) shall form a quorum at the AGM.
- 12.5 No resident shall be entitled to an AGM vote unless a current financial Member.

## **13 Financial Year**

The financial year of the Society shall terminate on the 30<sup>th</sup> of June of each year.

## **14 Indemnity of Officers**

The Officers, Committee and Sub-committee members shall be indemnified from and against all losses and expenses incurred by them in or about the discharge of their respective duties, except where such loss or expense arises by reason of those Officer's, Committee or Sub-committee member's own wilful neglect or negligence.

## **15 Personal Pecuniary Profit**

- 15.1 No Member or Officer (or person associated with a Member or Officer) of the Society shall derive any income, benefit or advantage from the Society or materially influence the payment of any such income benefit or advantage;
- 15.2 Except where that income, benefit or advantage is derived from:-

- 15.2.1 Professional services rendered to the Society and charged at no greater than current market rates;
- 15.2.2 Interest on money loaned to the Society at no greater than current market rates.

## **16 Auditor**

As it is not a legal requirement, the accounts of the Society need not be subject to audit. If the Committee or the membership at a General Meeting wish to have the accounts audited then an Auditor may be appointed. The Auditor may be a Member or non-member but not a member of the Society's Committee.

## **17 Common Seal**

The Common Seal of the Society shall be held in the custody of the Secretary and shall not be used except in the pursuance of a resolution by the Committee in the presence of the Chairperson, one other member of the Committee and the Secretary who shall sign every document to which the Seal is affixed.

The Seal shall only be used in the execution of documents in accordance with the Constitution.

## **18 Distribution of Assets on Winding Up**

The Society may be wound up if a resolution requiring the Society be wound up is passed by a simple majority at a Special General Meeting of Members and that resolution

is confirmed by simple majority at a subsequent Special General Meeting called for that purpose and held not earlier than 30 days after the date on which the resolution to be confirmed was passed.

No member or members shall derive any pecuniary gain from such winding up.

If upon winding up or dissolution of the Society there remains after satisfaction of all its liabilities any property whatsoever the same shall not be paid or distributed among Members of the Society but shall be paid or given to a body with exclusively charitable purposes reasonably similar to those of the Society. The gift to that body may be tagged with such conditions of gifting as the Society may consider appropriate. Such conditions may involve a reservation of part or all the property such that it can be recovered from that other body at a later date if the Society or one similar to it is incorporated for the same or similar exclusively charitable purposes.

## 19 **Alterations to the Constitution**

The Constitution and Rules of the Society shall be in accordance with the Rules of the Registrar of Incorporated Societies and may be altered, rescinded or added to by a Resolution passed by two thirds (2/3 rds) of the votes cast by financial Members voting at a General Meeting provided that no such alteration or addition to these Rules shall be made which affects the charitable nature of the Society. In the event of Rules of non-charitable nature being enforced, the Society shall immediately institute new Rules to restore the charitable nature of the Society.

## 20 **Interpretation**

In these Rules, unless inconsistent with the context, words using the singular shall also include the plural. Words in the masculine gender also include the feminine gender.

A General Meeting shall include an Annual General meeting (AGM) and a Special General Meeting.

A resident is anyone who lives in the area commonly known as Mariri, Tasman and Kina from the Mariri bridge to the Bluffs above Ruby Bay. A ratepayer may be a business that operates in the above area.

*Richs. C. C. C.* 25/07/19  
RICHARD CLEMENT

*T. M. Clark* 25/7/19  
T. M. CLARK

*B. M. Harton* 25-7/19  
B. M. HARTON