

Section 1 – Name, Objects and Particulars

1. Name

- 1.1 The name of the Society is Moutere Hills Residents Association Incorporated (the “Society”).

2. Objects

- 2.1 The objects of the Society are:
- a. To promote and foster interest in the social, environmental, economic and cultural life of the Moutere Hills District and to organise actions to achieve these objects;
 - b. To hold regular public meetings to determine consensual opinion on the development of the Moutere Hills area;
 - c. To collect and disseminate information to Moutere Hills residents on any matters of interest and concern;
 - d. To be a channel of communication between the Tasman District Council and any other statutory body where the aspirations and concerns of the Moutere Hills residents and the actions and plans of the statutory bodies may be communicated; and
 - e. To do all things incidental and conducive to achieving or carrying out the objects stated above.

3. Particulars

- 3.1 The following terms have the meanings given to them where the context permits:

Term	Meaning
Annual Meeting Month:	August
Balance Date:	30 June
Cheque Signatories:	Two (2) members of the committee at least one (1) of whom is the chairperson or the deputy chairperson
Committee:	A committee comprising: <ol style="list-style-type: none">a. A Chairperson.b. A Deputy Chairperson.c. A Secretary (who may also be the Treasurer).d. A Treasurer.e. No more than five (5) other Committee Members.

Common Seal Signatories:	The chairperson and the one (1) other committee member
Financial Year:	The year ending on the Balance Date.
Quorum for Committee Meetings:	Four (4)
Quorum for Members' Meetings:	Ten (10)
Register of Members	The Register of all Members
Society's Address:	C/- Moutere Hills Community Centre, Moutere Highway, Nelson
Subscription Date:	2 months after the Balance Date

Section 2 – Membership

4. Classes of membership

4.1 The Membership of the Society is divided into 2 classes:

- a. Members;
- b. Life Members.

5. Members

First members

5.1 The persons signing these Rules as Members are the first Members of the Society.

New members

5.2 Any person over the age of 18 years may be a Member by forwarding a written request for membership to the Secretary.

5.3 The request for membership must be approved by the Committee.

6. Life members

Election of life members

6.1 Any Member may be nominated as a Life Member with the prior approval of the Committee.

6.2 The nomination must be in writing and signed by 2 existing Members as proposer and second respectively.

6.3 The nomination must be approved by special resolution at a meeting of Members.

Privileges of life members

6.4 Life Members need not pay any Membership Fee.

6.5 Subject to clause 6.4, Life Members will enjoy all the rights and privileges of membership and are included in the term "Members" for the purposes of these Rules.

7. Register of Members

7.1 The Secretary will keep the Register of Members which will contain the names, postal address, email addresses and telephone numbers of all Members.

7.2 If a Member's contact details change the Member will advise the Secretary of the new details.

8. Meetings of Members

Notice of meetings

8.1 Every Member must be sent written notice of the time and place of each meeting of Members.

8.2 The notice must be sent at least 10 Working Days before the meeting.

Contents of notice

8.3 Each notice must include:

- a. an agenda for the meeting; and
- b. the text for any special resolution to be put to the meeting.

Omission to send notice

8.4 The accidental omission to give a notice of a meeting to, or the non-receipt of a notice of a meeting by, any Member will not invalidate the proceedings at that meeting.

Chairperson

8.5 The Chairperson will chair all meetings of Members.

8.6 If the Chairperson is not present within 15 minutes of the start time, the Deputy Chairperson will chair the meeting.

8.7 If neither the Chairperson nor the Deputy Chairperson is present at the meeting within 15 minutes of the start time, those present may elect a chairperson for that meeting.

Quorum

8.8 Subject to the rest of this clause no business may be transacted at a meeting of Members if a Quorum for Members' Meetings is not present.

8.9 If a quorum is not present within 30 minutes of the start time for the meeting, the meeting will be adjourned to:

- a. the same day in the following week at the same time and place; or
- b. to a date (at least 5 Working Days later) and at a time and place all fixed by those Members who are present.

If a quorum is not present for the adjourned meeting within 30 minutes of the start time, the Members present will be a quorum.

Adjournments

- 8.10 The chairperson may adjourn a meeting of Members from time to time and from place to place, but no business can be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 8.11 The chairperson must adjourn the meeting as above if directed to do so by the meeting.

Voting

- 8.12 Voting at each meeting of Members will be by:
 - a. voting by voice; or
 - b. voting by show of hands.

The chairperson will decide which method is used but must comply with any request for voting by a show of hands made by a Member entitled to vote.

- 8.13 A declaration by the chairperson of a meeting that a resolution is carried by the necessary majority is conclusive evidence of that fact.
- 8.14 The chairperson of each meeting will be entitled to a second or casting vote.
- 8.15 Subject to these Rules every other Member present has 1 vote.

Decisions

- 8.16 All decisions of Members' meetings will be made by a majority of the votes of those Members present and entitled to vote unless these Rules provide otherwise.

Proxies

- 8.17 A Member may appoint a proxy to vote on behalf of the Member at a meeting of Members.
- 8.18 The appointment must be in writing and received by the Secretary at least 24 hours before the start time for the meeting.
- 8.19 The appointment may require the proxy to vote in the manner specified in the appointment.
- 8.20 A Member will be deemed to be present at a meeting of Members if his or her properly appointed proxy is present.

Postal ballot

- 8.21 The Committee may seek any resolution of Members by postal ballot.
- 8.22 The rules applying to quorums and voting will, with any necessary changes, apply to postal ballots.
- 8.23 The Committee must make sure that Members are fully informed of all relevant issues relating to a postal ballot.

8.24 The Committee may otherwise decide how to conduct a postal ballot.

Minutes

8.25 Minutes must be kept of all proceedings at all Members' meetings.

Other proceedings

8.26 Except as provided in these Rules and any regulations made under these Rules each meeting of Members may regulate its own procedure.

Procedural omissions

8.27 The inadvertent omission of any procedural requirement for any Members' meeting will not invalidate the proceedings at that meeting.

9. Annual Meeting

9.1 An annual meeting of Members should be held every year (the "Annual Meeting") in the Annual Meeting Month.

9.2 The following business will be considered at the Annual Meeting:

- a. Receipt from the Committee of a report, balance sheet and statement of accounts for the preceding year.
- b. The election of the Committee.
- c. The fixing of the Membership Fee for the coming year.
- d. Consideration of any proposed special resolution of Members which must have been received by the Secretary in writing at least 20 Working Days before the date of the meeting unless it is proposed by the Committee.
- e. General business.

9.3 Failure to hold the Annual Meeting in the Annual Meeting Month will not invalidate the proceedings of an Annual Meeting which is held in any other month.

10. Membership Fees

Amount of membership fee

10.1 An annual Membership Fee may be fixed from time to time by the Members at the Annual Meeting.

Payment of membership fee

10.2 Membership Fees must be paid by the Subscription Date each year.

Loss of rights

10.3 No person whose Membership Fee is due and not paid may vote at a meeting of Members or enjoy any of the other rights or privileges of Membership.

11. Termination of Membership

Preliminary decision to remove member

- 11.1 The Committee may decide to consider ending the membership of any Member:
- a. if any payment due by the Member to the Society is at least 30 days overdue; or
 - b. if the Member fails to observe these Rules or any regulations made under these Rules; or
 - c. if the Committee considers that the conduct of the Member has adversely affected the reputation of the Society or may do so, or whose actions are contrary to the objectives of the Society.

Notice to member

- 11.2 The Committee must then:
- a. Give the Member written notice of its decision and the reasons for it.
 - b. Allow the Member a reasonable time to remedy any default which can be remedied.
 - c. Give the Member a reasonable time and opportunity to explain his or her actions.

Member's right to explain

- 11.3 The Member may explain his or her actions:
- a. By letter to the Committee; or
 - b. In person before the Committee either with or without a representative; or
 - c. By a representative who appears before the Committee.

Removal of member

- 11.4 The Committee may by special resolution decide to terminate the Member's membership if:
- a. the default cannot be remedied or is not remedied within the time allowed by the Committee; and
 - b. the Member does not offer an explanation within the time allowed; or
 - c. the Committee does not accept the Member's explanation.

The Committee must then give written notice of termination to the Member.

Resignation of members

- 11.5 A Member may resign from the Society immediately upon giving written notice to the Secretary.

Consequences of termination of membership

- 11.6 A person who ceases to be a Member for any reason:

- a. must not hold himself or herself out in the future as a Member of the Society;
and
- b. must immediately return to the Secretary all the Society's property which is in the person's possession or control.

Section 3 – Committee

12. Election of Committee

Election

12.1 The Committee will be elected each year at the Annual Meeting.

Nomination for committee

12.2 Nominations for the Committee must be:

- a. In writing; and
- b. signed by two Members as proposer and second respectively; and
- c. received by the Secretary on the fifth working day prior to the Annual Meeting.

12.3 If insufficient nominations are received prior to the Annual Meeting the Members may elect the Committee by verbal nomination and second at the Annual Meeting.

12.4 The Committee may appoint a Member at any time if a vacancy arises between Annual Meetings.

13. Committee's Responsibilities

Conduct of society's affairs

13.1 The Committee will be responsible for the conduct of the Society's affairs.

Directions by members

13.2 If, however, a Members' meeting gives the Committee any valid directions the Committee must exercise its powers in accordance with those directions.

14. Committee Meetings

Notice of meetings

14.1 At least 5 Working Days prior written notice of all Committee meetings must be given to each Committee Member.

14.2 This notice requirement may, however, be waived for any Committee meeting or meetings if all the Committee members agree to the waiver.

Chairperson

14.3 The Chairperson will chair all Committee meetings.

14.4 If the Chairperson is not present within 15 minutes of the start time, the Deputy Chairperson will chair the Committee meeting.

- 14.5 If neither the Chairperson nor the Deputy Chairperson is present at the Committee meeting within 15 minutes of the start time those present may elect a chairperson for that Committee meeting.

Quorum

- 14.6 Subject to the rest of this clause no business may be transacted at a Committee meeting if a Quorum for Committee Meetings is not present.
- 14.7 If a quorum is not present within 30 minutes of the start time for the Committee meeting, the Committee meeting will be adjourned to:
- a. the same day in the following week at the same time and place; or
 - b. to a date, time and place fixed by those of the Committee who are present.

Adjournments

- 14.8 The Chairperson may adjourn a Committee meeting from time to time and from place to place, but no business can be transacted at any adjourned Committee meeting other than the business left unfinished at the Committee meeting from which the adjournment took place.
- 14.9 The Chairperson must adjourn the meeting as above if directed to do so by the Committee meeting.

Voting

- 14.10 Voting at each Committee meeting will be by:
- a. voting by voice; or
 - b. voting by show of hands.

The Chairperson will decide which method is used but must comply with any request for voting by a show of hands made by a Committee member.

- 14.11 A declaration by the Chairperson of a Committee meeting that a resolution is carried by the necessary majority is conclusive evidence of that fact.
- 14.12 The Chairperson of each Committee meeting will be entitled to a second or casting vote.
- 14.13 Every other Committee member present has 1 vote.

Decisions

- 14.14 All decisions of Committee meetings will be made by a majority of the votes of the Committee members present and entitled to vote unless these Rules provide otherwise.

Minutes

- 14.15 Minutes must be kept of all proceedings at all Committee meetings.

Omissions

- 14.16 The inadvertent omission of any procedural requirement for any Committee meeting will not invalidate the proceedings at that meeting.

Section 4 – Financial

15. Funds and Accounts

Funds to be banked

15.1 All funds received by the Society must be paid into its bank account.

Cheque signing

15.2 All cheques or withdrawals made from the bank account must be signed by the Cheque Signatories.

Investment

15.3 The Society may invest its funds as it thinks fit.

Borrowing

15.4 The Society may borrow funds as it thinks fit.

Annual accounts

15.5 The Committee must arrange for annual accounts of the Society to be promptly prepared in accordance with accepted accounting principles after the Balance Date each year.

15.6 The annual accounts for the preceding Financial Year must be submitted to each Annual Meeting.

Review of Accounts

15.7 The Society will appoint an accountant to review the annual financial statements of the Society (“the Accountant”).

15.8 The Accountant will conduct an examination with the objective of providing a report that nothing has come to the Accountant’s attention to cause the Accountant to believe that the financial information is not presented in accordance with the Society’s accounting policies.

15.9 The Accountant must be a suitably qualified person, preferably a member of the New Zealand Instituted of Chartered Accountants, and must not be a member of the Committee, or an employee of the Society. If the Society appoints an accountant who is unable to act for some reason, the Committee shall appoint another accountant as a replacement.

15.10 The Committee is responsible to provide the Accountant 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 Accountant may request from the Committee for the purpose of the review; and
- c. Reasonable access to persons within the Society from whom the Accountant determines it necessary to obtain evidence.

Section 5 – General

16. Rules and Regulations

Regulations

- 16.1 A Member's meeting may by special resolution make and change regulations concerning its business and the conduct of its Members.
- 16.2 The regulations must not be inconsistent with these Rules.

No rules

- 16.3 If anything for which there is no applicable Rule or regulation arises the matter will be decided by the Committee.
- 16.4 The Committee's decision will be final.

Alteration to rules

- 16.5 These Rules may be changed by a special resolution of a meeting of Members.

17. Common Seal

Common seal

- 17.1 The Society will have a Common Seal.

Use of common seal

- 17.2 The use of the Common Seal must be authorised by the Committee.

Witnesses

- 17.3 The affixing of the Common Seal must be witnessed by the Common Seal Signatories.

Control of common seal

- 17.4 The Common Seal will be kept under the control of the Secretary or any other person appointed by the Committee.

18. Registered Office

Situation of registered office

- 18.1 The Society's Address will be its registered office.

Change of registered office

- 18.2 The Committee may change the Society's Address from time to time.

Notice of change

- 18.3 The Committee must give the Registrar of Incorporated Societies and the Members written notice of any change of the Society's Address.

19. Service of Notices

Service by post or delivery

- 19.1 Every notice required to be given to a Member (including a Committee member) will be deemed to have been given when it is posted by pre-paid post to, or left at, the Member's last known address or place of business or emailed to a Member at the email address provided by the Member and recorded on the Register of Members.

Personal service

- 19.2 Notices may be given to Members (including Committee members) in person.

20. Liquidation

Members' liquidation

- 20.1 A Members' meeting may appoint a liquidator (the "Resolution").
- 20.2 The Resolution must then be confirmed by another Members' meeting held at least 30 days after the Resolution was passed.
- 20.3 The Society may then be placed into liquidation.

Surplus assets

- 20.4 On liquidation the Society's surplus assets (after the discharge and payment of all of the Society's liabilities) will be paid:
- a. to an institution having objects similar to those of the Society and chosen by the Members or, by the Committee, if the Members do not choose; or
 - b. if no appropriate institution can be found to a charity or charities in New Zealand chosen by the Members or, by the Committee, if the Members do not choose.
 - c. Surplus assets may not be directly or indirectly distributed to the Members.

21. Definitions and Interpretation

Definitions

- 21.1 In these Rules:

"Act"	means the Incorporated Societies Act 1908.
"special resolution"	means a resolution passed by at least 75% of those persons present at a meeting and entitled to vote.
"Working Day"	means a day when registered trading banks are open for business in the province in which the Society's registered office is situated.

Interpretation

- 21.2 In these Rules:

- a. a reference to a person includes any other entity or association recognised by law and the reverse;
- b. words referring to the singular include the plural and the reverse;
- c. clause headings are for reference purposes only;
- d. a reference to a statute includes:
 - i. all regulations under that statute; and
 - ii. all amendments to that statute; and
 - iii. any statute substituting for it which incorporates any of its provisions;
- e. all periods of time or notice exclude the days on which they are given.