

# **Rules of the Baddeleys & Campbell's Ratepayers Association**

## **The Association**

### **1.0 Name**

- 1.1 The name of the Association is Baddeleys & Campbell's Ratepayers Association, ("The Association").
- 1.2 The Baddeleys & Campbell's Ratepayers Association represents ratepayers and residents in the area defined by the committee.

### **2.0 Purposes of Association**

- 2.1 The purposes of the Association are:-
  - (a) To maintain a sustainable and healthy environment within which the current and future residents of Baddeleys and Campbell's Beaches can live and enjoy leisure activities.
  - (b) To represent the Association with local bodies and other external agencies as relevant.
  - (c) Do anything necessary or helpful to the above purposes.
- 2.2 Pecuniary gain is not a purpose of the Association.

## **Association Membership**

### **3.0 Types of Members**

- 3.1 For the purpose of clarification Members of the Association include qualifying Ratepayer, Associate and Life members.
- 3.2 Members have the rights and responsibilities set out in these Rules of the Association's Constitution.
- 3.3 Each property in the area defined by the Committee shall be entitled to one voting membership, either as a ratepayer or tenant but not both. The ratepayer shall be entitled to determine whether to pass their voting rights to their tenant. The Ratepayer member must notify the Treasurer of the assignment before the Associate member's vote is counted. The assignment shall be revocable.
- 3.4 Ratepayer Member: Any property owner shall be eligible to become a full member of the Association.
- 3.5 Associate Member: Any tenant, who lives in the designated area, shall be eligible to become an Associate Member of the Association. Associate Members will not be entitled to voting rights, except in terms of clause 3.3, unless given Proxy voting rights as outlined in section 21.5, but shall be entitled to receive Association information and other member entitlements, such as applying for membership of the Tennis Club.
- 3.6 Life Member: Any person who -
  - (a) has for at least ten years in aggregate held the position of full member of the Association; and
  - (b) Has been nominated and seconded as a candidate for the status of Life Member; and
  - (c) Has been appointed by a decision of 75% or more of the members present (either in person or by proxy) and voting on the issue at an Annual General Meeting or Special General Meeting.
  - (c) Life Members shall not be required to pay any annual subscription fee and shall be entitled to retain the status of Life Member indefinitely.
  - (d) Each Life Member shall be entitled to the rights and privileges of a Ratepayer member.
- 3.7 Membership of the Association and the rights, privileges and obligations of any member are not transferable or assignable other than as per clause 3.2 above.

### **4.0 Admission of Members**

- 4.1 To become a Member, a person ("the Applicant") must:
  - (a) Complete an application form, as required by the Committee; and
  - (b) Pay the annual subscription as set at the AGM.

## **5.0 The Register of Members**

- 5.1 The Treasurer shall keep a register of Members ("the Register"), which shall contain the names, the postal and email addresses and telephone numbers of all Members.
- 5.2 If a Member's contact details change, that Member shall give the new postal or email address or telephone number to the Treasurer.
- 5.3 Members shall have reasonable access to the Register of Members in accordance with the Privacy Act 1993 or any other current data protection legislation.

## **6.0 Cessation of Membership**

- 6.1 Any member may resign by giving written notice to the Secretary or by non-payment of the subscription fee.

## **7.0 Obligations of Members**

- 7.1 All Members (and Committee Members) shall promote the purposes of the Association.

## **MANAGEMENT OF THE ASSOCIATION**

### **8.0 Managing Committee**

- 8.1 The Association shall have a managing committee ("the Committee"), comprising the following Officers:
  - (a) The President;
  - (b) The Secretary;
  - (c) The Treasurer; and
  - (d) Such other Committee Members as the Association shall decide.
- 8.2 Only Members of the Association may be Committee Members.
- 8.3 There shall be a minimum of six and a maximum of 9 Committee Members, in addition to the Officers.

### **9.0 Appointment of Committee Members**

- 9.1 At an Association Meeting, the Members may decide by majority vote:
  - (a) Who shall be the President, Secretary, and Treasurer;
  - (b) All committee members shall be appointed for a term of one year.

### **10.0 Cessation of Officer and Committee Membership**

- 10.1 Persons cease to be Committee Members when:
  - (a) They resign by giving written notice to the Committee.
  - (b) They are removed by majority vote of the Association at an Association Meeting.
  - (c) Their Term expires.
- 10.2 If a person ceases to be a Committee Member, that person must within one month give to the Committee all Association documents and property.

### **11.0 Nomination of Officers and Committee Members**

- 11.1 The Secretary shall call for nominations for members of the Committee at least 21 calendar days before an Annual General Meeting. Each candidate shall be proposed and seconded by Members to the Secretary before the Annual General Meeting, or from the floor during the Annual General Meeting. All retiring members of the Committee shall be eligible for re-election.
- 11.2 If the position of any Officer becomes vacant between Annual General Meetings, the Committee may appoint another Committee Member to fill that vacancy until the next Annual General Meeting.
- 11.3 If the position of any Committee Member becomes vacant between Annual General Meetings, the Committee may appoint another Association Member to fill that vacancy until the next Annual General Meeting.
- 11.4 If any Committee Member is absent from three consecutive meetings without leave of absence the President may declare that person's position to be vacant.

## **12.0 Role of the Committee**

12.1 Subject to the rules of the Association ("The Rules"), the role of the Committee is to:

- (a) Administer and manage the Association;
- (b) Carry out the purposes of the Association, and Use Money or Other Assets to do that;
- (c) Manage the Association's financial affairs, including approving the annual financial statements for presentation to the Members at the Annual General Meetings;
- (d) Delegate responsibility and co-opt members where necessary;
- (e) Ensure that the Association is managed according to the Rules of this Constitution;
- (f) Decide the times and dates for Meetings, and set the agenda for Meetings;
- (g) Decide the procedures for dealing with complaints;
- (h) Propose Membership fees, including subscriptions and levies;
- (i) Draft new Constitutional rules for approval by the members as required;
- (j) Three committee members of the Association shall be appointed signatories to any bank account withdrawals and the signature of two such signatories shall be required for any withdrawal from any bank account.

12.2 The Committee has all of the powers of the Association, unless the Committee's power is limited by this Constitution, or by a majority decision of the Association.

12.3 All decisions of the Committee shall be by a majority vote except as required under section 15.5. In the event of an equal vote, the President shall have a casting vote, that is, a second vote.

12.4 Decisions of the Committee bind the Association, unless the Committee's power is limited by this Constitution or by a majority decision of the Association.

## **13.0 Roles of Officers**

13.1 The President is responsible for:

- (a) Ensuring that the Rules are followed;
- (b) Convening Meetings and establishing whether or not a quorum (half of the Committee) is present;
- (c) Chairing Meetings, deciding who may speak and when;
- (d) Overseeing the operation of the Association;
- (e) Providing a report on the operations of the Association at each Annual General Meeting.

13.2 The Secretary is responsible for:

- (a) Recording the minutes of Meetings;
- (b) Holding the Association's records, documents, and books except those required for the Treasurer's function;
- (c) Receiving and replying to correspondence as required by the Committee;
- (d) Giving notice of the Annual General Meeting, any Special General Meetings and agendas for these meetings;
- (e) Calling for nominations for Officers and members for the Committee within 21 calendar days before the Annual General Meeting.

13.3 The Treasurer is responsible for:

- (a) Keeping the Register of Members;
- (b) Keeping proper accounting records of the Association's financial transactions to allow the Association's financial position to be readily ascertained;
- (c) Preparing annual financial statements for presentation at each Annual General Meeting. These statements should be prepared in accordance with generally accepted Accounting Standards.
- (d) Providing a financial report at each Annual General Meeting;
- (e) Providing financial information to the Committee as the Committee determines.

## **14.0 Committee Meetings**

- 14.1 Committee meetings may be held via video or telephone conference, or other formats as the Committee may decide;
- 14.2 No Committee Meeting may be held unless half plus one of the Committee Members attend;
- 14.3 The President shall chair Committee Meetings, or if the President is absent, the Committee shall elect an Officer or Committee Member to Chair the meeting;
- 14.4 Decisions of the Committee shall be by majority vote except as required by section 15.5;
- 14.5 The President, or person acting as Chair, has a casting vote, that is, a second vote;
- 14.6 Only the Officers and Committee Members present at a Committee Meeting may vote at that Committee Meeting.
- 14.7 Subject to these Rules, the Committee may regulate its own practices;
- 14.8 The President or his nominee shall adjourn the meeting if necessary.
- 14.9 Adjourned Meetings: If within half an hour after the time appointed for a meeting a quorum is not present the meeting, shall be dissolved. It shall stand adjourned to a day, time and place determined by the President of the Association.
- 14.10 Any Officer or Committee Member may resign by giving written notice to the Secretary.

## **Money and other assets of the Association**

### **15.0 Use of Money and Other Assets**

- 15.1 The Association may only Use Money and Other Assets if:
  - (a) It is for a purpose of the Association;
  - (b) It is not for the sole personal or individual benefit of any Member, except that any member may receive full reimbursement for expenses properly incurred by that member in connection with the affairs of the Association; and any member may be paid usual professional, business or trade charges for services properly rendered in connection with the affairs of the Association;
  - (c) That use has been approved by either the Committee or by majority vote of the Association.
- 15.2 Membership of the Association shall not confer upon any Member any right, title or interest either legal or equitable, in or to the property of the Association.
- 15.3 Any Member who is or may be in any capacity whatever interested or concerned directly or indirectly in any property or undertaking in which the Association is or may be concerned shall disclose the nature and extent of that Member's interest to the committee and shall not take part whatever in any deliberations of the Committee concerning any matter in which that person is or may be interested other than as a member of the Association;
- 15.4 Membership of the Association shall not of itself impose on any member any liability in respect of any contract, debt, or other obligation made or incurred by the Association.
- 15.5 Any expenditure over \$500 must have the consent of 75% of the committee.

### **16.0 Non-payment of Fees, Subscriptions and Levies**

- 16.1 If any Member does not pay a subscription or levy by the date set by the Committee of the Association, the Treasurer will give written notice that, unless the arrears are paid by a nominated date, (nominally 60 days after the issue of the annual subscription notice) 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.

### **17.0 Additional Powers**

- 17.1 The Committee may:
  - (a) Employ people for the purposes of the Association;
  - (b) Invest in any investment with approval of the 75% of the Committee;
  - (c) Borrow money and provide security for that if authorized by a majority vote at any Association Annual or Special General Meeting.

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## **18.0 Financial Year**

18.1 The financial year of the Association begins on the 1<sup>st</sup> of July of every year and ends on the 30<sup>th</sup> of June of the next year.

## **19.0 Assurance on the Financial Statements**

19.1 No review or audit of the annual financial statements is required unless a review or audit is requested by 5% of the Members at any properly convened Association Meeting. Any review or audit shall be done by an accountant not being a member of the committee.

## **Conduct of meetings**

### **20.0 Association Meetings**

- 20.1 An Association Meeting is either an Annual General Meeting or a Special General Meeting.
- 20.2 The Annual General Meeting shall be held once every year no later than seven months after the Association's balance date. The Committee shall determine when and where the Association shall meet within those dates.
- 20.3 Special General Meetings may be called by the Committee. The Committee must call a Special General Meeting if the Secretary receives a written request signed by at least 10% of the Members.
- 20.4 The Secretary shall:
- (a) Give all Members at least 21 calendar day's written notice of the time and place of any Association Meeting and an agenda of the business to be conducted at that Meeting.
  - (b) At the Annual General Meeting provide all Members with a copy of the previous year's minutes.
  - (c) Accept and add any items for the agenda from Members if submitted in writing prior to the meeting, or from the floor during the meeting.
  - (d) Additionally, the Secretary will provide, where appropriate:
    - (i) A copy of the President's Report on the Association's operations and of the Annual Financial Statements as approved by the Committee,
    - (ii) A list of Nominees for the Committee, and information about those Nominees if it has been provided.
    - (iii) Notice of any motions and the Committee's recommendations about those motions.
  - (e) If the Secretary has sent a notice to all Members in good faith, the Meeting and its business will not be invalidated simply because one or more Members do not receive the notice.
- 20.5 No Association Meeting may be held unless at least 10 Members (excluding Officers and Committee members) attend. (This will constitute a quorum.)
- 20.6 Adjourned Annual General Meetings: If within half an hour after the time appointed for a meeting a quorum is not present the meeting shall be dissolved. It shall stand adjourned to a day, time and place determined by the President of the Association, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments.
- 20.7 Adjourned Special General Meetings: If within half an hour after the time appointed for a meeting a quorum is not present the meeting, if convened upon requisition of members, shall be dissolved. In any other case it shall stand adjourned to a day, time and place determined by the President of the Association, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments.
- 20.8 All Association Meetings shall be chaired by the President. If the President is absent, the Association shall elect another Officer or Committee Member to chair that meeting. Any person chairing an Association Meeting has a casting vote.
- 20.9 The business of an Annual General Meeting shall be:
- (a) Receiving any minutes of the previous Association's Meeting(s);
  - (b) The President's report on the business of the Association;
  - (c) The Treasurer's report on the finances of the Association, and the Annual Financial Statements;
  - (d) Election of Officers and Committee Members;

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- (e) Motions to be considered;
- (f) General business.

## **21.0 Voting**

- 21.1 All Members may attend. Ratepayer members may vote at Association Meetings. A ratepayer member may assign their vote to an Associate member as in clause 3.3. The Ratepayer member must notify the Treasurer of the assignment before the Associate member's vote is counted
- 21.2 On any given motion at an Association Meeting, the President shall in good faith determine whether to vote by:
  - (a) Voices; or
  - (b) Show of hands; or
  - (b) Show of voting cards; or
  - (c) Secret ballot.
- 21.3 However, if any Member demands a secret ballot before a vote by voices or show of cards has begun, the President will put this demand for a secret ballot to the members at the meeting. Voting must be by secret ballot if a simple majority of members vote for a secret ballot.
- 21.4 If voting is tied the President will have a casting vote.
- 21.5 Proxy Voting  
A voting member may appoint a proxy to vote on his/her behalf at an AGM or Special General Meeting. A proxy is entitled to attend, be heard and vote at this meeting as if the proxy were the voting member. A proxy must be appointed by notice in writing signed by the voting member and such appointments must be for a particular meeting only. The appointment shall require the proxy to vote in the manner specified in the appointment. No proxy is effective in relation to a meeting unless a copy of the notice of appointment of proxy is received by the Secretary before the scheduled start time of the meeting. A voting member will be deemed to be present at an AGM or Special General Meeting if his or her properly appointed proxy is present.

## **22.0 Motions at Association Meetings**

- 22.1(a) Any member may request that a motion be voted on ("Members' Motion") at an AGM or Special General Meeting by giving notice in writing to the Secretary 21 calendar days before that meeting. This motion will be communicated to Members with the notice and agenda for that meeting. A proxy vote will be allowed for this kind of motion.
- 22.1(b) Any member may also request that a motion be voted on ("Members' Motion") at a particular AGM or Special General Meeting by giving notice either in writing or verbally before the meeting or from the floor at that meeting. No proxy vote will be allowed for this kind of motion.

## **23.0 Altering the Rules**

- 23.1 The Association may alter or replace these Rules at an Association Meeting by a resolution passed by a two-thirds majority of those Members present and voting.
- 23.2 Rules may be altered or replaced by –
  - (a) A proposed motion by the Committee
  - (b) A request signed by 10% of Members
- 23.3 Any proposed motion to amend or replace these Rules shall be notified in writing to the Secretary and accompanied by a written explanation of the reasons for the proposed motion.
- 23.3 The proposed motion will be considered at the next scheduled Committee meeting, or at the President's discretion, at a Special Committee meeting.
- 23.4 The proposed motion maybe considered at the next scheduled Annual General Meeting, unless a written request signed by 10% of eligible Members and given to the Secretary requests a Special General Meeting.
- 23.5 The Secretary shall give all Members written notice of the proposed motion at least 21 days before the Association or Special General Meeting at which any Rule change is to be considered. The Secretary shall give to all Members written notice of the reasons for the proposal, and any recommendations the Committee has.

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## Winding up

### 24.0 Winding up

- 24.1 The Association may at any time be wound up by the resolution of a majority of financial members of the Association.
- 24.2 In the event of such winding up, the property of the Association, subject to its debts and liabilities and the costs and expenses incurred by the winding up shall be transferred to any other organisation within the New Zealand area having similar objectives to the Association.

## Definitions

### 25.0 Definitions and Miscellaneous matters

25.1 In these Rules:

- (a) "Majority vote" means a vote made by more than half of the Members who are present at a Meeting and who are entitled to vote and voting at that Meeting upon a resolution put to that Meeting.
- (b) "Money or Other Assets" means any real or personal property or any interest therein, owned or controlled to any extent by the Association.
- (c) "Association Meeting" means any Annual General Meeting, or any Special General Meeting, but not a Committee Meeting.
- (d) "Use Money or Other Assets" means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, Money or Other Assets.
- (e) "Written Notice" means communication by post, electronic means (including email, and website posting), or advertisement in periodicals, or a combination of these methods.
- (f) It is assumed that
- (i) Where a masculine is used, the feminine is included
  - (ii) Where the singular is used, plural forms of the noun are also inferred
  - (iii) Headings are a matter of reference and not a part of the rules
- (g) Matters not covered in these rules shall be decided upon by the Committee.

PRESIDENT:  
Grant Crawshaw

SECRETARY:  
Ngaira Wallen

  
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