

Rules (2014 Revision)
of
Vision for Kerikeri and Environs
Incorporated

20 June 2014

Rules of Vision Kerikeri and Environs Incorporated

NAME

1. The name of the Society is Vision for Kerikeri and Environs Incorporated which may be abbreviated to Vision Kerikeri or VKK.

INTERPRETATION

2. In these Rules, unless the context requires otherwise:
 - “**Annual General Meeting or AGM**” means the annual general meeting of the Society;
 - “**Chairperson or Chair**” means the Chairperson of the Society;
 - “**Committee**” means the committee constituted under rule 9, with responsibility for the management and control of the affairs of the Society, especially between general meetings;
 - “**Council**” means the Far North District Council;
 - “**Family**” with respect to membership means two or more members of a household;
 - “**General Meeting**” means a general meeting of the Society and includes an annual general meeting and a special general meeting;
 - “**Member**” means an individual person or family or incorporated society enrolled in the register;
 - “**Officer**” means an officer of the Society referred to in rule 7;
 - “**Register**” means the Register of Members under rule 6;
 - “**Secretary**” means the Secretary of the Society;
 - “**Society or VKK**” means Vision for Kerikeri and Environs Inc.;
 - “**Treasurer**” means the Treasurer of the Society;

OBJECTS

3. The fundamental object of the Society is to work co-operatively with all sectors of the Kerikeri and Environs community, to prepare or see prepared and have implemented a plan of development for the community which ensures that:
 - (a) the community identifies and describes the amenity values and outcomes it values and wants for the area and that sustainable town centre and district development under pressures of continuing rapid growth is well managed;
 - (b) Kerikeri and Environs is an area focused on a vibrant, attractive, accessible, safe and sustainable town centre connected to its heritage, natural and rural environment;

- (c) while protecting and enhancing the underlying urban design structure of the Kerikeri town centre an effective road system is developed to enable people to move around the town and district with ease;
- (d) together with well engineered solutions to traffic movement a streetscape policy is developed and implemented;
- (e) public open space is recognized as making a significant contribution to the community's quality of life allowing both active and passive recreation whilst enhancing the natural and built environment;
- (f) the way in which buildings shape public spaces is improved by encouraging high standard exterior design, that an indoor-outdoor lifestyle is expressed, that design responds to the quality of the natural light and that planting reflects the subtropical microclimate;
- (g) the Society supports the implementation of the New Zealand Urban Design Protocol which has the objectives of improving the social, cultural, economic and environmental well-being of a community;
- (h) it is reinforced that the benefits of sound community development planning and quality urban design accrue to businesses through increased productivity and prestige, to communities in improved environments and safer, healthier places to live in, and to developers and investors in better returns on investment.

MEMBERSHIP

- 4.** (1) (a) Any person who supports the objectives of the Society is eligible to apply in writing to the Secretary to become an individual member of the Society;
- (b) any family which supports the objectives of the society is eligible to become a family member of the Society, and
- (c) any society, which is a society registered under the Incorporated Societies Act 1908 and which supports the objectives of Vision Kerikeri is eligible to apply in writing to the Secretary to become a corporate member of Vision Kerikeri.
- (2) The application must set out the applicant's name, telephone number, email address (if available) and address for correspondence and must be accompanied by the amount of the current annual subscription.
- (3) The Committee must consider each valid application and may in its discretion approve or decline the application.
- (4) If an application is declined, the Secretary shall inform the applicant accordingly, but is not obliged to give reasons,

and must return the amount by way of subscription tendered with the application.

- (5) On the approval of an application the Secretary shall inform the applicant accordingly and that the applicant has become a member of the Society and shall be enrolled in the register.

TERMINATION OF MEMBERSHIP

5. (1) An individual or family or incorporated society ceases to be a member of the Society:
- (a) if he or she or they or the incorporated society resigns in writing addressed to the Secretary;
 - (b) subject to subrule (2), if the individual member's, family's or incorporated society's annual subscription is in arrears by more than three calendar months; or
 - (c) if, in accordance with a notice of motion duly given, a resolution to expel the individual or family or incorporated society from membership is passed at a general meeting by a majority of the members present and voting.
- (2) Where an individual or family or incorporated society ceases to be a member under this rule, the Committee:
- (a) subject to paragraph (b), must instruct the Secretary to remove the name of the member from the register; and
 - (b) except in the case of a termination under paragraph (1)(c) above, may, in special circumstances, restore the membership, whether or not on fulfilment of any condition.

REGISTER OF MEMBERS

6. The Secretary, or the committee's nominee, shall maintain a record of the members of the Society, which is to include their names and usual postal addresses and such other details as the Committee decides, to be called "The Register of Members".

OFFICERS

7. (1) The officers of the Society are to be a Chairperson, a Deputy Chairperson, a Secretary and a Treasurer.
- (2) The officers are to be elected in accordance with rule 14 at the annual general meeting in each year to hold office from the conclusion of the meeting at which election takes place until the conclusion of the next annual general meeting.
- (3) An officer may hold more than one portfolio
- (4) An officer is eligible for re-election.

MEETINGS OF THE SOCIETY

- 8.**
- (1) The annual general meeting must be held as soon as practicable after the end of the financial year.
 - (2) At each annual general meeting, the Chairperson's annual report shall be read, and VKK's financial statements for the twelve months to the end of the financial year shall be presented to the AGM after having been vetted by a suitable person, who may be a VKK member, but who is not an officer or member of the committee and who has been appointed by an AGM or Special GM. However should 5% of the members present at an AGM or at a Special GM, request a review or an audit, then it must be provided.
 - (3) Not later than 14 days before the day fixed for the annual general meeting each member must have forwarded to them written notice of the day fixed for the meeting.
 - (4) A special general meeting may be called at any time:
 - (a) by resolution of the Committee; or
 - (b) on the written request of not fewer than 15 members.
 - (5) Notice of motion must be given:
 - (a) to the Secretary – not later than 21 days and
 - (b) by the Secretary to each member – not later than 14 days before the day of the general meeting at which the motion is to be proposed.
 - (6) For the purpose of a special general meeting (other than such a meeting at which a resolution relating to the expulsion of a member or the removal of a member from office is to be proposed), notice of motion is to be taken to be duly given if published in a newspaper circulating in Kerikeri and the surrounding district.
 - (7) An individual or incorporated society other than a member of VKK is not entitled to be present at a general meeting except by leave of the meeting.
 - (8) Ten persons present and entitled to vote form a quorum at a general meeting.
 - (9) In relation to a resolution before a general meeting:
 - (a)
 - (i) each individual member present has one vote,
 - (ii) each family member present has one vote each to a maximum of two votes for any one family, and
 - (iii) each corporate member has one proxy vote, authorised in writing by the corporate member, to be cast by the representative of the corporate member present.
 - (b) subject to paragraphs 5(1)(c) and 13(b), the resolution is to be decided by a majority of the votes of the members present and voting.

- (c) voting is to be by show of hands. However, if any member demands a secret ballot before a vote by show of hands has begun, voting must be by secret ballot.
- (d) in the event of an equality of votes, the Chairperson has a second or casting vote.

COMMITTEE

- 9.** (1) There shall be a Committee of the Society to consist of:
- (a) the officers of the Society;
 - (b) up to three individual members of the Society who are eligible to be elected to the Committee in accordance with rule 14 at the annual general meeting in each year to hold office from the conclusion of that meeting until the conclusion of the next annual general meeting; and
 - (c) a representative from each corporate member, appointed from time to time in writing by the corporate member, to hold office from the time of appointment until the conclusion of the next annual general meeting.
- (2) A member of the Committee is eligible for re-election or re-appointment.

POWERS OF THE COMMITTEE

- 10.** (1) The Committee shall be responsible for the management and control of the affairs of the Society and
- (2) The Committee has all the powers of the Society, unless limited by a majority decision at a general meeting of the Society.
- (a) All decisions of the Committee shall be by majority vote, with provision for a casting vote by the Chair.

MEETINGS OF THE COMMITTEE

- 11.** (1) The Chairperson and Secretary are to be Chairperson and Secretary respectively of the Committee.
- (2) In the absence of the Chairperson or Secretary, the Committee is to elect a substitute for the relevant meeting.
- (3) Meetings are to be held at least once in every successive period of two calendar months as the Committee decides.
- (4) An additional meeting may be called at any time:
- (a) by direction of the Chairperson; or
 - (b) on a written request to the Secretary of not fewer than four members of the Committee.
- (5) Four (4) members form a quorum at a meeting.

- (6) Subject to subrule (7) below, the Committee may arrange its procedures as it thinks fit.
- (7) On a resolution before a meeting of the Committee:
 - (a) each member of the Committee present at the meeting has one vote;
 - (b) the resolution is to be decided by a majority of the votes of the members present and voting;
 - (c) voting is to be by show of hands; and
 - (d) in the event of an equality of votes the Chairperson has a second or casting vote.
- (8) A person other than a member of the Committee is not entitled to be present at a meeting except in the case of members of VKK as of right, or in any other case by leave of the Chair. The Chair may grant speaking rights but only committee members may vote.

CASUAL VACANCIES AND CO-OPTION OF MEMBERS

- 12.** (1) In the event of the expected prolonged absence or incapacity of an officer or an elected or appointed member of the Committee, or a casual vacancy in respect of the position of such an officer or committee member, whether occurring from death, resignation or otherwise the Committee may:
- (a) elect an individual member of the Society in the case of absence or incapacity, as a substitute member of the Committee for a specified period ending not later than the end of the term of office of the relevant officer or individual committee member; or
 - (b) in the case of a casual vacancy, to fill the vacancy for the unexpired term of office; or
 - (c) in the case of an appointed representative of a corporate member by requesting the corporate member to appoint a replacement representative to fill the vacancy for the unexpired term of office.
- (2) For the purposes of the exercise of its powers, the Committee may co-opt a member of the Society for a specified period ending not later than the conclusion of the next annual general meeting.
- (3) The number of persons serving concurrently as co-opted members of the Committee is not to exceed three.

VACATION OF OFFICE

- 13.** The position of an officer or of an elected or appointed member of the Committee is vacated:

- (a) if the holder of the position is no longer qualified to be a member of the Society or resigns the position in writing or suffers from mental incapacity; or
- (b) if, on notice of motion duly given, a resolution removing the holder from the position is passed at a special general meeting of the Society by a majority of the members present and voting;
- (c) if the holder of the position fails to attend two consecutive meetings of the Committee without notification to the Chairperson in advance of each of these meetings.

ELECTION AND APPOINTMENT OF OFFICERS AND COMMITTEE

- 14.** (1) In this rule, "committee members" means officers and elected and appointed members of the Committee.
- (2) Only financial members of the Society are eligible to be committee members.
- (3) Individual members of the Committee are to be elected at the annual general meeting in each year as follows:
- (a) each candidate must be nominated and seconded by members present at the meeting;
 - (b) a nomination is not valid unless the candidate accepts nomination either in person at the meeting or in writing before the meeting is held;
 - (c) if only one nomination is received for any position as an officer, or if the number of nominations for elected positions on the Management Committee does not exceed three, the Chairperson must declare the candidate or candidates to be elected;
 - (d) if more than one nomination is received for any position as an officer; or the number of nominations for elected positions on the Committee is more than three, an election must be held by secret ballot;
 - (e) for the purposes of the secret ballot, two scrutineers are to be appointed by the meeting;
 - (f) in the event of an equality of votes for a position as an officer or for the last elected position on the Committee, the Chairperson has a second or casting vote.
- (4) Where the number of nominations for elected individual member positions on the Committee is more than three:
- (a) each member voting is to vote on one ballot paper;
 - (b) a member may vote for any number of candidates not exceeding three;
 - (c) a ballot paper on which the name of a candidate is inscribed more than once is invalid; and

- (d) subject to subrule (3)(f), the three candidates who have a greater number of votes than any other candidate are to be declared to be elected.
- (5) A declaration by the Chairperson as to the result of an election referred to in this rule is conclusive evidence of that result.
- (6) Corporate member appointments or re-appointments to the Committee shall be advised in writing to the Secretary no later than seven days prior to the date of the annual general meeting so that such appointments might be announced immediately after an election of individual members to the committee.

DISCLOSURE OF INTEREST

- 15.** (1) A member of the Committee who has a conflict of interest in a matter being considered, or about to be considered, by that committee must, as soon as possible after becoming aware of such a difficulty, disclose the nature of the interest at a meeting of the Committee.
- (2) The disclosure is to be recorded in the minutes of the Committee and, unless the committee resolves otherwise, the member must not be present during any discussion of the difficulty by the committee or take part in any decision of the Committee in relation to the difficulty.
- (3) A member who has disclosed an interest must not be present during a discussion, or take part in a decision, in relation to a resolution under subrule (2).
- (4) For the purposes of this rule, a member of the Committee is to be taken to have an interest in a matter if:
- (a) the member has a direct or indirect pecuniary or property interest in the matter;
 - (b) the matter concerns a company or other organisation or group and the member is involved in its administration or financial affairs; or
 - (c) the matter concerns a natural person and the member is related to, or involved in the affairs of the person.
- (5) A member is not to be taken to have an interest in a matter by reason only of a liability as a member of the public to contribute any tax, rates, levy or other charge in relation to that matter.

ALTERATION OR REPEAL OF RULES

- 16.** (1) A resolution to alter or repeal these Rules is not to be taken to be passed unless:

- (a) a notice of motion in relation to the resolution was duly lodged with the Secretary and given to members; and
 - (b) the resolution is passed at the relevant general meeting by a majority of the members present and voting.
- (2) A resolution to alter or repeal these Rules that has been proposed but not voted on at a general meeting may be amended in the course of discussion at that meeting.
 - (3) Alterations or repeal of these Rules shall not become operable until formally registered by the Registrar of Incorporated Societies.
 - (4) All funds and assets of the Society shall be applied within NZ towards furthering the exclusively charitable objects of the Society.

SUBSCRIPTIONS

- 17. (1) There is payable by members an annual subscription of an amount fixed by the members in general meeting from time to time.
- (2) For the purposes of this rule:
 - (a) the subscription year is the same as the financial year, ie the year ending 31 March; and
 - (b) the annual subscription is due and payable on the first day of the subscription year.

REGISTERED OFFICE

- 18. The registered office of the Society is to be in Kerikeri.

COMMON SEAL

- 19. The Society shall have a common seal which must be kept securely by a nominated committee member and is not to be used except:
 - (a) in accordance with a resolution of the Committee and
 - (b) in the presence of two members of that Committee.

FINANCES AND PROPERTY

- 20. (1) The Society's financial year is to be the year ending on 31 March.
- (2) The property and funds of the Society are to be applied only toward the promotion of the objects of the Society and as the Committee or a general meeting resolves.
- (3) All money received by or on behalf of the Society must be paid into a bank account, held with a bank appointed by the Committee.

- (4) All accounts:
- (a) are to be submitted to the Committee for approval and
 - (b) are to be paid only by cheque drawn on the Society's account.
- (5) Cheques must be signed by a member of the Committee authorised by that Committee as a signatory and by the Secretary or Treasurer.
- (6) **1. No Private Pecuniary Profit** shall be made by any person involved in this Society, except that:
- (i) any employee or member of the Society (whether a Committee Member or not) may receive full reimbursement for all expenses properly incurred by them in connection with the affairs of the Society;
 - (ii) the Society may pay reasonable and proper remuneration to any employee or member of the Society (whether a Committee Member or not) in return for services actually rendered to the Society;
 - (iii) any member of the Society (whether a Committee Member or not) may be paid all usual professional, business or trade charges for services rendered, time expended and all acts done by that member or by any firm or entity of which that person is a member, employee or associate, in connection with the affairs of the Society.
 - (iv) any member of the Society (whether a Committee Member or not) may retain any remuneration properly payable to them by any company or undertaking for which that member has acted in any capacity whatever, notwithstanding that that member's connection with that company or undertaking is in any way attributable to that member's connection with the Vision Kerikeri.
- 2. Members Not To Influence Remuneration**
Any person who is a member of the Society (whether a Committee Member or not) shall not be able to determine or materially influence in any way whatsoever any income, benefit, or advantage that they may receive as a result of their employment by the Committee and such persons shall not participate in any deliberations and proceedings by which such income, benefit or advantage is being determined.
- 3. Commercial Rates**
Notwithstanding anything expressed or implied in these Rules, no commercial transaction will be entered into with any member (whether a Committee Member or not) or person associated with a member of the

Association unless, having regard to the terms and conditions of the loan or agreement, payment by way of interest or rent shall not exceed current commercial rates and receipts by way of interest or rent shall not be at less than current commercial rates.

4. Conflict of Interest

Any Committee Member who is in any way interested or concerned directly in any property or undertaking in which the Society is or may be concerned or involved, shall disclose the nature and extent of their interest to the Committee, and shall take no part whatever in any deliberations of the Committee concerning any matter in which that member is or may be interested, other than to provide a quorum.

WINDING UP

- 21.** If, in the event of the winding up of Vision Kerikeri, a surplus of assets remains after the payment of all the Society's liabilities, the assets:
- (a) must be not distributed among the members; and
 - (b) are to be donated to an incorporated society with similar objectives, or a registered charitable organisation, operating within Kerikeri and Environs, or both, as the Society at a general meeting or the Committee resolves.
-