

# Rules of the Glenside Progressive Association Incorporated

## Issue [for registration] D R A F T

These rules took effect from [Date]

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## 1. NAME

The name of the Society shall be the ***Glenside Progressive Association Incorporated*** herein referred to as ***the Association***.

## 2. REGISTERED OFFICE

There shall be a registered office of the Association, which shall be agreed to and recorded in the minutes of a General or Special Meeting. The address of the registered office shall be notified to the Registrar of Incorporated Societies.

## 3. PURPOSE

The purpose for which the Association exists are:

- 3.1. To provide a forum for discussion by members of the community of Glenside about issues that impact on, or potentially impact on the Glenside community;
- 3.2. To represent the views, verbally or in writing, of the majority of Association members at forums where matters likely to impact on Glenside are considered; be those forums established by Central Government, Local Government, community associations or other influential groups.
- 3.3. To provide leadership and guidance for the Glenside community in the preservation, maintenance and enhancement of the environment of Glenside.

## 4. MEMBERSHIP

- 4.1. **Eligibility:** Membership of the Association shall be open to any person who resides in Glenside; owns or manages a business or is employed by a business in Glenside; or leases or owns other property within Glenside.
- 4.2. Residents outside the boundaries of Glenside but contiguous with Glenside, may apply to be members of the Association.

These areas include:

- The west side of Middleton Road from Glenside Road to Halswater Drive
- The west side of Glenside Road (as yet undeveloped)
- Willowbank Road

- 4.3. **Consented membership:** A minimum of ten people is required for Association membership and membership must be consented.
- 4.3.1 Consented membership is achieved by requesting to be a member using the Association email, or in writing.
- 4.3.2 Membership does not have to be applied for annually, however each year at the time of the AGM, when new members are invited, existing members will be reminded that they are members and will remain members unless they advise the Association otherwise.
- 4.3.4 Members will be invited to renew their membership every five years.
- 4.3.5 No new members will be accepted at Special General Meetings or at the AGM.
- 4.4. **Register of members:** The President or Secretary shall keep an up-to-date register of residents who are members. This shall contain the name, address and contact details of each member.
- 4.5. **Register for Emergency Response:** The President or Secretary shall, as far as is practicable, keep an up-to-date register of residents and businesses in Glenside for Emergency Response. This shall contain the name, address and where possible, contact details and skills that could be relevant in an emergency. Permission to enter such details into the register must be obtained. The register will not be made available to anyone.
- 4.8 **Membership fee:** There will be no membership fee. An annual donation from residents and businesses will be sought by the Association however this will not constitute membership.
- 4.9 **Ceasing membership:** Membership of the Association by any individual shall cease when any one of the following conditions occurs:
- 4.9.1 The member submits a written resignation to the Secretary of the Association; or
- 4.9.2 The member is no longer eligible in which case they can continue to be members until the next AGM or
- 4.9.3 A special meeting of the Association expels the member for conduct unbecoming of a member of the Association.
- 4.10 **Expulsion:** Expulsion may not occur unless and until the complaint of the conduct concerned has been investigated by two of the officers of the Association who shall provide the member concerned with the opportunity to refute the

allegations made against her/him at the special meeting. The expulsion shall not occur unless and until the members present at the special meeting vote by a majority for the member to be expelled.

The proceedings shall be conducted in accordance with the rules of natural justice. The member concerned must be informed in writing of the outcome of the special meeting within seven days of the meeting.

- 4.11 **Disputes:** Any disputes raised through the committee by a member about the Association that cannot be resolved by the committee may be resolved through a conflict resolution meeting held for that purpose.

## 5 ALTERATION OF RULES

- 5.1 These rules may be altered, added to, or rescinded, only by a majority vote of the members attending the Annual General Meeting of the Association, or a properly constituted Special Meeting of the Association called for this purpose only.
- 5.2 The proposed alterations to the rules must have been published with the notice calling the meeting and a minimum of two weeks notice must have been given of the meeting if rule amendments are to be considered.

## 6 MEETINGS OF THE ASSOCIATION

There shall be three types of meetings of the Association: Annual General Meetings; General Meetings; and Special Meetings. The meetings can be held in person, digitally (e.g. by way of Zoom or Mobile phone) or a combination of both. The methods of calling these meetings and their purposes shall be as follows:

### 6.1 MEETINGS, NOTICES AND PROCEDURES

- 6.1.1 **Communicating notices of meetings:** Notices of meetings shall be communicated to members in any of the following ways: E-mail; the community newsletter and the Association website. Urgent Notice of Special Meetings may also be called by 'phone or text.
- 6.1.2 **Timeframes for notice of meetings:** Notices of Annual General Meetings, General Meetings, or Special Meeting to discuss changes to these rules, shall be dispatched at least two weeks prior to the meeting unless it is an urgent Special Meeting under 6.4.1.

- 6.1.3 **Standard meeting procedure:** At all meetings, the Chair shall conduct the business of the meeting according to standard meeting procedure. Minutes will be kept.
- 6.1.5 **Invitees, visitors, and friends:** Invitees, visitors and friends of the Association who support the purpose of the Association are welcome to attend meetings and participate in the activities of the Association but will not have voting rights.
- 6.1.6 **Disruptions to meeting:** The Chair may ask a person to leave the meeting if they are disruptive or a threat to other attendees.

## 6.2 ANNUAL GENERAL MEETING

- 6.2.1 **Timing of AGM:** The Association balance date is 31<sup>st</sup> March. The Annual General Meeting of the Association shall normally be held on the evening of the last Monday of July each year or on an alternative date close to this date, however must be held in time for meeting the Charities Society reporting deadlines of 30<sup>th</sup> September.
- 6.2.2 **Meeting business:** The business of the Annual General Meeting shall include the President's Report; and annual reporting as required by Charities Services (e.g. Performance Report, Annual Return and Statement of Financial Performance), Election of Officers and Other Business.

## 6.3 GENERAL MEETINGS

- 6.3.1 **General Meetings** of the Association shall be called by the President or Secretary approximately every six weeks
- 6.3.2 **Notice of motions:** Any member may submit a notice of motion to the Secretary for inclusion in the following General Meeting of the Association.
- 6.3.3 **Meeting business:** The business at General Meetings of the Association shall include the matters for which the meeting was called (agenda items) and Other Business.
- 6.3.4 **Distribution of minutes:** The minutes of General Meetings shall be made available to the committee, including any committee who have given apologies, and to other members on request.

#### 6.4 SPECIAL MEETINGS

- 6.4.1 Special Meetings of the Association shall be called by the President or Secretary whenever there is urgent business to be conducted giving a minimum of three days' notice.
- 6.4.2 The President or Secretary shall call a Special Meeting under Rule 5 Alteration of Rules or when petitioned in writing to do so by five or more members presenting notice of motion.
- 6.4.3 The business at Special Meetings of the Association shall be limited only to the matters for which the meeting was called and which were notified in the notice calling the meeting.

#### 6.5 QUORUM AND VOTING AT MEETINGS

- 6.5.1 **Quorum:** A quorum for any committee meeting of the Association shall be four elected officers of the Association.
- 6.5.2 Wherever possible, matters at meetings of the Association shall be determined by consensus.
- 6.5.3 Where a vote is called for by the committee, or by any member present at an AGM or Special General Meeting, or by decision of the Chair, voting shall be by voice or show of hands for and against any motion. Any member present can require that this be changed to a vote by secret ballot.
- 6.5.4 **Proxy voting:** Proxy voting is acceptable for committee members when communicated by email or in writing in advance of, or during a meeting. Members can vote by proxy when communicated by email or in writing in advance of a Special General Meeting or AGM.
- 6.5.5 A resolution is passed by simple majority. When a vote is tied, the Chair has the casting vote.
- 6.5.6 The committee may pass a written resolution to purchase goods to the value of \$300 in lieu of a general meeting if agreed unanimously. If this isn't achieved, a Special General Meeting could be called to debate the issue.

## 7 APPOINTMENT OF ELECTED OFFICERS

7.1 The committee shall comprise of up to ten elected officers:

- a) President who shall also be the Chair of any meeting.
- b) Vice-President, who shall assume the functions of the President in their absence.
- c) Secretary/Minute taker. This role can be combined with any other elected role.
- d) Treasurer.
- e) Committee members.

7.2 The elected officers of the Association must be nominated and seconded from the floor of the Annual General Meeting. Where more than one candidate is nominated for the roles outlined in 7.1 a) to d) there shall be a secret ballot of the members present at the meeting to elect the office holder concerned. The meeting shall nominate a member to act as the Returning Officer for the election. The Returning Officer shall declare elected the candidate who receives the most votes.

7.3 **Co-opting committee members:** The committee may co-opt members or non-members onto the committee if they are specifically authorised or have a particular expertise. Such examples would be: elected Signatories to the Bank account; the Website Administrator; people holding a liaison role as a point of contact for community projects (such as Heritage Gardener Liaison or Predator Free Coordinator); or someone leading a project (such as restoration planting). Co-opted members have speaking and voting rights.

7.4 **Terms of Office:** Elected officers shall serve for one year from the date of election until the next AGM and shall be eligible for re-election for consecutive terms any number of times.

7.5 **Unfilled roles of office:** If an elected office position is unable to be filled at the AGM or an elected officer resigns during the year, an election can be made at a subsequent General Meeting or Special Meeting by following the guidelines in 7.2 provided notification of the vacancy is dispatched at least two weeks prior to the meeting.

7.6 **Removal from office:** An elected officer can be removed from the meeting committee as per process under 4.9 and 4.10.

## 8 OFFICER CONDUCT

- 8.1 Officers must: act in good faith and in the best interests of the Association, exercise powers for proper purposes only, avoid and declare a conflict of interest, comply with the Act and the Constitution, exercise reasonable care and diligence, not create a substantial risk of serious loss to creditors, and not incur an obligation if the officer doesn't reasonably believe the Association can perform.

## 9 ROLE OF OFFICERS

- 9.1 **Chairperson:** To Chair General Meetings and Committee Meetings, to call Special Meetings of the Committee whenever they deem it necessary, to act as spokesperson on matters of policy as decided by the Committee, act as the dedicated contact person as required by the Incorporated Society Act 2022 (the Act) and to carry out such other duties as usually pertains to this office.
- 9.2 **Secretary:** To circulate agendas and notices of meetings of the Committee and Association, keep accurate minutes, keep all Committee or Association documents, keep the register of members of the Association and undertake such other duties necessary for the administration of the Association in accordance with any policies laid down by the Committee.
- 9.3 **Treasurer:** To be responsible for funds of the Association, to present a financial report to the Committee at each of its regular meetings, to prepare the proper annual financial statements for approval at the Annual General Meeting and for delivery to the Registrar of Incorporated Societies as required by the Act, and to act as Chair at the AGM if the Chairperson is absent.

## 10 POWERS OF THE ASSOCIATION

The Association shall have the following powers:

- 10.1 To purchase, lease, hire or by other means acquire any personal or real property for the purposes of the Association;
- 10.2 To sell, hire, exchange, improve, manage, develop or otherwise deal with all, or any part of, the real or personal property of the Association, or property in which the Association has or may have any beneficial interest;
- 10.3 To promote, hold, manage and conduct gatherings or events by itself or in collaboration with any other organisation.
- 10.4 To engage any person necessary for the purposes of the Association and to remunerate them accordingly;



- 10.5 To hold the money of the Association in any trading or savings bank in New Zealand, or to invest money in such manner as may be determined by the Committee;
- 10.6 To receive bequests, subscriptions and donations for approved or specific or general purposes connected or incidental to the objectives of the Association and to manage and administer the same;
- 10.8 To enter into any contract or arrangement (whether legally binding or otherwise). This includes Memorandum of Understanding;
- 10.9 To be an umbrella organisation for like-minded groups. This may include holding a financial account on their behalf;
- 10.11 To do all such other things as may be incidental or conducive to the attainment of the objectives of the Association or any of them or as may in the opinion of the Committee be likely to be of direct or indirect assistance to the members and in the interests of the Glenside community.

## **11 POWERS OF THE COMMITTEE**

The Committee has the following powers:

- 11.1 The Committee has all the powers necessary for managing, and for directing and supervising the management of, the operation and affairs of the society.
- 11.2 It may appoint sub-committees and/or portfolio holders for any purpose connected with the management of the purpose of the Association and to delegate to them any powers as the Committee may see fit.
- 11.3 To raise funds and control the distribution of funds towards the Associations purpose.
- 11.4 To publicise the work of the Association.

## **12 CONTACT PERSON**

- 12.1 The President is the contact person and in their absence the Vice President.
- 12.2 To initiate contact with the Assn. the approved Assn. email will be publicised, for example, via newsletter, website or social media.

### **13 INCORPORATED SOCIETY**

- 13.1 It is the policy of the Association to be certified as an Incorporated Society for charitable purposes and to meet the conditions set by Charities Services, Department of Internal Affairs, to maintain this status.

### **14 FINANCIAL AFFAIRS**

- 14.1 The Association is constituted as a not-for-profit association. There will be no personal financial benefits to officers or members of the Association. All money acquired by the Association or purchases for the Association shall be retained, used and disposed of for the sole benefit of the Association. This rule cannot be overturned by subsequent amendments to the Rules of the Association.
- 14.2 A bank account shall be held in the name of the Association. Any withdrawals of money or payment of accounts from the bank account shall be over the signatures of two members of the Association elected for that purpose.
- 14.3 The Treasurer shall keep full and proper books of account of the financial affairs of the Association and prepare any annual reporting as required by Charities Services e.g. Performance Report, Annual Return and Financial Statement for the financial year ending 31 March. An audit review may be requested at the discretion of the committee. A copy of the Performance Report and Annual Return shall be made available to all members of the Association at the AGM and filed with Charities Services by 30th September of that year.
- 14.4 The Officers of the Association i.e. the committee, shall be authorized to invest surplus funds of the Association in interest bearing accounts in any bank subject to approval by the majority of the officers on the committee.
- 14.5 The Association shall not enter into any contract to borrow money.
- 14.6 No member of the Association may achieve a pecuniary gain from membership of the Association. This shall not prevent the Association, after resolution to that effect at an Annual General Meeting, presenting an Officer or other member with an honorarium for services rendered to the Association.

**15 DISPOSITION OF PROPERTY**

- 15.1 Should the membership of the Association vote by a simple majority at a Special Meeting to dissolve the Association, the following process must be followed:
- 15.2 The meeting shall appoint a suitable person to be the Liquidator of the Association's funds and affairs.
- 15.3 A second Special Meeting must be called no earlier than 30 days following the meeting at which the resolution to dissolve the Association was passed. The sole business of this second meeting shall be to confirm the earlier resolution to dissolve the Association. Following this confirmation, the registration of the Association shall be cancelled by the Liquidator writing to the Registrar of Incorporated Societies to that effect.
- 15.4 The Liquidator must sell all the property of the Association, except as outlined in 15.5, and bank the proceeds in the Association's bank account. All outstanding costs, debts and liabilities of the Association shall be paid by the Liquidator from the Association's bank account.
- 15.5 Furnishings which have been loaned to the Association will be returned to the owner and furnishings donated to the Association will be offered back to the owner free of charge.
- 15.6 The Liquidator shall then disperse all the funds in the Association bank accounts to charitable organizations that have similar objectives to those specified in the Association's objects as set out in these rules, unless the Special Meeting had previously resolved to disperse the funds in some other lawful manner provided that any such distribution was directed to exclusively charitable purposes.

Signed: ..... , President

Dated:

NAME:

Signed: ..... , Vice President

Dated:

NAME: