Rules of the Reikorangi Residents Association Incorporated

**Dated June 2025**

**These Rules are intended to comply with the Incorporated Societies Act 2022. Where any provision of these Rules conflicts with the Act, the Act shall prevail.**

**1.0 The Society**

1.1 The name of the society is **Reikorangi Residents’ Association Incorporated** ("the Society").
1.2 The Society was constituted by resolution passed on 5 May 2017.

1.3 The Society has been approved by IRD as a not-for-profit organisation and is not liable for income tax (see IRD letter dated 7 Mar 2024).

**2.0 Society Contacts**

2.1 The Society Contact persons are the Chairperson, the Treasurer, and the Secretary. These Officers are the Society’s contact persons for s113 of the Act

2.2 The Society website address is [www.reikorangiresidents.com](http://www.reikorangiresidents.com), contact email address is reikorangiresidents@gmail.com. The Officer’s above contact details are also available on the website.

**3.0 Purposes of Society**

3.1 The purposes of the Society are to:

1. Represent the interests of the Reikorangi Community.
2. Establish, Maintain, and Provide facilities, grounds, events for the use of the Reikorangi Community.
3. Preserve the history and environment of the Reikorangi area for the use and education of future generations.
4. Raise funds for community projects that benefit people living in the Reikorangi area.
5. Do anything necessary or helpful to the above purposes.

3.2 Pecuniary gain is not a purpose of the Society.

**Management of the Society**

**4.0 Managing Committee –**

4.1 The Society shall have a managing committee (“the Committee”), comprising the following Officers:

1. The Chairperson.
2. The Secretary.
3. The Treasurer.
4. A minimum of three additional Officers

4.2 Only Members of the Society may be Committee Officers

4.3 Officers are elected to take office at the conclusion of the Society Annual General meeting at which they are elected and cease to be officers, unless re-elected, at the conclusion of the following Society Annual General Meeting.

4.4 All Officers must be eligible under the Act s47 – 50 and must consent in writing to be an Officer

**5.0 Appointment of Committee Officers**

5.1 At a Society Meeting, the Members shall decide by majority vote:

1. Who shall be the Chairperson, Secretary, Treasurer and the other officers.
2. Whether any Committee Member may hold more than one position as an officer;

**6.0 Cessation of Committee Membership**

6.1 Persons cease to be Committee Officers when:

1. They resign by giving written notice to the Committee.
2. They are removed by majority vote of the Society at a Society General Meeting.
3. Their Term expires.
4. If a person becomes disqualified as specified in Clause 4.4

6.2 If a person ceases to be a Committee Officer , that person must within one month give to the Committee all Society documents and property they may hold.

**7.0 Nomination of Committee Officers**

7.1 Nominations for members of the Committee shall be called for at least 14 days before an Annual General Meeting. Each candidate shall be proposed and seconded in writing by Members and the completed nomination delivered to the Secretary. Nominations shall close at 5pm on the fifth day before the Annual General Meeting. All retiring members of the Committee shall be eligible for re-election.

7.2 If the position of the Chairperson, Treasurer or Secretary becomes vacant between Annual General Meetings, the Committee may appoint another Committee Officer to fill that vacancy until the next Annual General Meeting.

7.3 If the position of any Committee Officer becomes vacant between Annual General Meetings, the Committee may appoint another Society Member to fill that vacancy until the next Annual General Meeting.

7.4 If any Committee Officer is absent from three consecutive meetings without leave of absence the Chairperson may declare that person’s position to be vacant.

**8.0 Role of the Committee**

8.1 Subject to the rules of the Society (“The Rules”), the role of the Committee is to:

1. Administer, manage, and control the Society;
2. Carry out the purposes of the Society, and use Money or Other Assets to do that
3. Manage the Society’s financial affairs, including approving the annual financial statements for presentation to the Members at the Annual General Meetings
4. Set accounting policies in line with generally accepted accounting practice.
5. Delegate responsibility and co-opt members where necessary.
6. Ensure that all Members follow the Society Rules.
7. Decide the times and dates for Meetings, and set the agenda for Meetings.
8. Set Membership fees, including subscriptions and levies.
9. Make regulations.

8.2 The Committee has all of the powers of the Society, unless the Committee’s power is limited by these Rules, or by a majority decision of the Society.

8.3 All decisions of the Committee shall be by a majority vote. In the event of an equal vote, the Chairperson shall have a casting vote, that is, a second vote.

8.4 Decisions of the Committee bind the Society unless the Committee’s power is limited by these Rules or by a majority decision of the Society.

**9.0 Roles of Committee Members**

9.1 The Chairperson is responsible for:

1. Convening Committee Meetings and establishing whether or not a quorum (half of the Committee, plus 1) is present.
2. Chair Committee and General Meetings, deciding who may speak and when.
3. Overseeing the operation of the Society.
4. Providing a report on the operations of the Society at each Annual General Meeting.

9.2 The Secretary is responsible for:

1. Recording the minutes of Meetings.
2. Keeping the Register of Members.
3. Keeping a record of any Conflicts of Interest
4. Holding the Society's records, documents, and books except those required for the Treasurer’s function.
5. Receiving and replying to correspondence as required by the Committee.
6. Forwarding the annual financial statements of the Society to the Registrar of Incorporated Societies upon their approval by the Members at an Annual General Meeting.
7. Acting as contact person for and advising the Registrar of Incorporated Societies of any rule changes.

9.3 The Treasurer is responsible for:

1. Keeping proper accounting records of the Society’s financial transactions to allow the Society’s financial position to be readily ascertained.
2. Preparing annual financial statements prepared in accordance with the Societies’ accounting policies for presentation at each Annual General Meeting.
3. Providing a financial report at each Annual General Meeting.
4. Providing financial information to the Committee as the Committee determines.

**10.0 Committee Meetings**

10.1 Committee meetings may be held via video or telephone conference, or other formats as the Committee may decide.

10.2 No Committee Meeting may be held unless more than half of the Committee Officers plus 1 are in attendance.

10.3 The Chairperson shall chair Committee Meetings, or if the Chairperson is absent, the Committee shall elect a Committee Officer to Chair that meeting.

10.4 Decisions of the Committee shall be by majority vote.

10.5 The Chairperson or person acting as Chairperson has a casting vote, that is, a second vote.

10.6 Only Committee Officers present at a Committee Meeting may vote at that Committee Meeting.

10.7 Subject to these Rules, the Committee may regulate its own practices.

10.8 The Chairperson or their nominee shall adjourn the meeting if necessary.

10.9 Adjourned 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 Chairperson of the Society, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The Chairperson may, with the consent of any Society Meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

10.10 Conflicts of Interest: Any Committee Officer who has a financial or personal interest in a matter being considered, must declare the interest, abstain from voting, and must not be counted in the quorum for that decision. The Committee shall maintain a register of any conflicts of interest. This register is available to members on request.

**Society membership**

**11.0 Types of Members**

11.1 Membership may comprise different classes of membership as decided by the Society.

11.2 Members have the rights and responsibilities set out in these Rules.

**12.0 Admission of Members**

12.1 To become a Member, a person (“the Applicant”) must:

1. Complete an application form, if the Rules, Bylaws or Committee requires this and
2. Consent to becoming a member of the Society and
3. Supply any other information the Committee requires and pay any required fees and
4. Be a resident of, or owner of land in Reikorangi, the area being defined between the 1st number on Reikorangi Road to the summit of the Akatarawa Road, and all properties between these points in the Reikorangi valley including Mangaone South Road and Ngatiawa Road and sub roads.

12.2 To become an Associate Member, a person (“the Applicant”) must:

1. Complete an application form, if the Rules, Bylaws or Committee requires this; and
2. Consent to becoming a member of the Society and
3. Supply any other information the Committee requires and pay any required fees.
4. Have a proven connection through family or historical interest to the Reikorangi area.

12.3 The Committee may interview the Applicant when it considers Membership applications.

12.4 The Committee shall have complete discretion when it decides whether or not to allow the Applicant to become a Member. The Committee shall advise the Applicant of its decision, and that decision shall be final.

**13.0 The Register of Members**

13.1 The Secretary shall keep a register of Members (“the Register”), which shall contain the names, the postal and email addresses and telephone numbers of all Members, and the dates at which they became Members.

13.2 If a Member’s contact details change, that Member shall give the new postal or email address or telephone number to the Secretary.

13.3 Each Member shall provide such other details as the Committee requires.

13.4 Members shall have reasonable access to the Register of Members.

**14.0 Cessation of Membership**

14.1 Any Member may resign by giving written notice to the Secretary.

14.2 Membership may be terminated in the following way:

1. All memberships are renewed on an annual basis and limited to the period of 1 July to 30 June of each Society financial year, subject to full payment of the subscription fees for that financial year within the timeframe set by the Committee. If any Member does not pay a Subscription or levy by the date set by the Committee or the Society, the Secretary will give written notice that, unless the arrears are paid by a nominated date, 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 Society) have no Membership rights and shall not be entitled to participate in any Society activity.
2. 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”). The Committee’s Notice must:
	1. Explain how the Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society;
	2. State what the Member must do in order to remedy the situation; or state that the Member must write to the Committee giving reasons why the Committee should not terminate the Member’s Membership.
	3. State that if, within 14 days of the Member receiving the Committee’s Notice, the Committee is not satisfied, the Committee may in its absolute discretion immediately terminate the Member’s Membership.
	4. State that if the Committee terminates the Member’s Membership, the Member may appeal to the Society.
3. Fourteen 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 14 days of the Member’s receipt of the Termination Notice.
4. If the Member gives the Member’s Notice to the Secretary, the Member will have the right to be fairly heard at a Society Meeting held within the following 28 days. If the Member chooses, the Member may provide the Secretary with a written explanation of the 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 7 days of the Secretary receiving the Member’s Explanation. If the Member is not satisfied that the other Society Members have had sufficient time to consider the Member’s Explanation, the Member may defer his or her right to be heard until the following Society Meeting.
5. When the Member is heard at a Society Meeting, the Society may question the Member and the Committee Members.
6. The Society shall then by majority vote decide whether to let the termination stand, or whether to reinstate the Member. The Society’s decision will be final.

**15.0 Obligations of Members**

15.1 All Members (and Committee Members) shall promote the purposes of the Society and shall do nothing to bring the Society into disrepute.

**Money and other assets of the society**

**16.0 Use of Money and Other Assets**

16.1 The Society may only Use Money and Other Assets if:

1. It is for a purpose of the Society and
2. It is not for the sole personal or individual benefit of any Member and
3. That Use has been approved by either the Committee or by majority vote of the Society.
4. All bank payments must be authorised by two Committee Officers.

**17.0 Joining Fees, Subscriptions and Levies**

17.1 Membership subscriptions or levies will be set at the Annual General Meeting each year.

**18.0 Additional Powers**

18.1 The Society may:

1. Employ people for the purposes of the Society.
2. Exercise any power a trustee might exercise.
3. Invest in any investment that a trustee might invest in.
4. Borrow money and provide security for that if authorised by Majority vote at any Society Meeting.

**19.0 Financial Year**

19.1 The financial year of the Society begins on 1 July of every year and ends on 30th June of the next year.

**20.0 Assurance on the Financial Statements**

20.1 No review or audit of the annual financial statements is required unless a review or audit is requested by 25% of the Members at any properly convened Society Meeting. If a review or audit is requested 20.2 shall apply.

20.2 The Society shall appoint an accountant to review the annual financial statements of the Society (“the Reviewer”). The Reviewer shall conduct an examination with the objective of providing a report that nothing has come to the Reviewer’s attention to cause the Reviewer to believe that the financial information is not presented in accordance with the Society’s accounting policies. The Reviewer must be a suitably qualified person, preferably a member of the New Zealand Institute of Chartered Accountants, and must not be a member of the Committee, or an employee of the Society. If the Society appoints a Reviewer who is unable to act for some reason, the Committee shall appoint another Reviewer as a replacement.

The Committee is responsible to provide the Reviewer with:

1. Access to all information of which the Committee is aware that is relevant to the preparation of the financial statements including without limitation records and documentation and
2. Additional information that the reviewer may request from the Committee for the purpose of the review and
3. Reasonable access to persons within the Society from whom the reviewer determines it necessary to obtain evidence.

**Conduct of meetings**

**21.0 Society Meetings**

21.1 A Society Meeting is either an Annual General Meeting or a Special General Meeting.

21.2 The Annual General Meeting shall be held once every year no later than six months after the Society’s balance date and within fifteen months of the date of the previous AGM. The Committee shall determine when and where the Society shall meet within those dates.

21.3 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.

21.4 The Secretary shall:

1. Give all Members at least 14 days Written Notice of the business to be conducted at any Society Meeting
2. Additionally, the Secretary will provide,
	1. A copy of the Chairperson’s Report on the Society’s operations and of the Annual Financial Statements as approved by the Committee.
	2. A list of Nominees for the Committee, and information about those Nominees if it has been provided. (The Secretary must not provide Members with information exceeding one side of an A4 sheet of paper per Nominee)
	3. Notice of any motions and the Committee’s recommendations about those motions.
	4. 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.

c. Record and store minutes of AGM.

21.5 All Members may attend and vote at Society Meetings. Associate Members may attend but do not have voting rights.

21.6 No Society Meeting may be held unless the number of eligible members present is at least equal to the sum denoted by half of the committee plus one committee member. (This will constitute a quorum)

21.7 All Society Meetings shall be Chaired by the Chairperson. If the Chairperson is absent, the Society shall elect another Committee Officer to Chairperson that meeting. Any person Chairing a Society Meeting has a casting vote.

21.8 On any given motion at a Society Meeting, the Chairperson shall in good faith determine whether to vote by:

1. Voices or
2. Show of hands or
3. Secret ballot.

However, if any Member demands a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot. If a secret ballot is held, the Chairperson will have a casting, that is, second vote.

21.9 The business of an Annual General Meeting shall be:

1. Receiving any minutes of the previous Society’s Meeting(s).
2. The Chairperson’s report on the business of the Society.
3. The Treasurer’s report on the finances of the Society, and the Annual Financial Statements.
4. Election of Committee Officers.
5. Motions to be considered.
6. General business.

21.10 The Chairperson or their nominee shall adjourn the meeting if necessary.

21.11 Adjourned 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 Chairperson of the Society, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The Chairperson may, with the consent of any Society Meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

**22.0 Motions at Society Meetings**

22.1 Any Member may request that a motion be voted on (“Member’s Motion”) at a particular Society Meeting, by giving written notice to the Secretary at least 14 days before that meeting. The Member may also provide information in support of the motion (“Member’s Information”). The Committee may in its absolute discretion decide whether or not the Society will vote on the motion. However, if the Member’s Motion is signed by at least 30 % of eligible Members:

1. It must be voted on at the Society Meeting chosen by the Member and
2. The Secretary must give the Member’s Information to all Members at least 7 days before the Society Meeting chosen by the Member or
3. If the Secretary fails to do this, the Member has the right to raise the motion at the following Society Meeting.

22.2 The Committee may also decide to put forward motions for the Society to vote on (“Committee Motions”) which shall be suitably notified.

22.3 The Society may pass a written resolution in lieu of a **General Meeting**, and a written resolution is as valid for the purposes of the Act and this Constitution as if it had been passed at a General Meeting if it is approved by no less than 50 percent of the **Members** who are entitled to vote on the resolution. A written resolution may consist of 1 or more documents in similar form (including letters, electronic mail, or other similar means of communication) each proposed by or on behalf of 1 or more Members. A Member may give their approval to a written resolution by signing the resolution or giving approval to the resolution in any other manner permitted by the **Constitution** (for example, by electronic means).

**Altering the rules**

**24.0 Altering the Rules**

24.1 The Society may alter or replace these Rules at a Society Meeting by a resolution passed by a two-thirds majority of those Members present and voting.

24.2 Any proposed motion to amend or replace these Rules shall be signed by at least 25% of eligible Members and given in writing to the Secretary at least 28 days before the Society Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.

24.3 At least 14 days before the General Meeting at which any Rule change is to be considered the Secretary shall give to all Members written notice of the proposed motion, the reasons for the proposal, and any recommendations the Committee has.

24.4 When a Rule change is approved by a General Meeting no Rule change shall take effect until the Secretary has filed the changes with the Registrar of Incorporated Societies.

24.5 No addition to, deletion from, or alteration of the organisation’s rules shall be made which would allow personal pecuniary profits to any individuals. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

**Bylaws**

**25.0 Bylaws to govern the Society**

25.1 The Committee may from time-to-time make, alter or rescind bylaws for the general management of the society, so long as these are not repugnant to these rules or to the provisions of law. All such bylaws shall be binding on members of the Society. A copy of the bylaws for the time being, shall be available for inspection by any member on request to the Secretary.

**Winding up**

**26.0 Winding up**

26.1 If the Society is wound up:

1. The Society’s debts, costs and liabilities shall be paid;
2. Surplus Money and Other Assets of the Society may be disposed of:
	1. By resolution; or
	2. According to the provisions in the Incorporated Societies Act 2022; but
3. No distribution may be made to any Member;
4. The surplus Money and Other Assets shall be distributed to: [see S.216 of the Act]
	1. Mary Potter Hospice or such other similar charity which the Committee may decide.

**Dispute Resolution procedures**

27.0 **Dispute Resolution procedures**

27.1 Meanings of Disputes & Complaints

a. A Dispute is a disagreement or conflict between 2 or more members of the society where a member’s misconduct or a breach of Society rules is alleged.

b. A complaint occurs if a member or the Society starts a procedure to resolve a dispute.

27.2 In the event of a complaint or dispute, the Society shall follow the procedures in Schedule 2 of the Incorporated Societies Act 2022. The complaint or dispute must be initiated by the complainant giving notice to the committee in writing.

a. The complainant must set out the allegation/s to which the dispute relates and whom the allegation is against, and any other information reasonably required.

b. The person who makes the complaint has a right to be heard

C. The person (or the Society) who is subject of the complaint has a right to be heard

27.3 The society must as soon as reasonably practicable after receiving or becoming aware of a complaint made in accordance with these rules, ensure that the dispute is investigated and determined, in accordance with the provisions of the Act.

27.4 The Society may decide not proceed further with the complaint if the complaint is considered trivial; or any duties, rules or the Act have not been breached; or there is no evidence to support the complaint; or the issue has already been investigated and dealt with; or there has been undue delay in making the complaint.

27.5 The Society may refer a complaint to a subcommittee, external person, arbitral tribunal or with the consent of all parties to any type of consensual dispute resolution.

27.6 A person may not act as a decision maker in relation to a complaint if 2 or more members of the committee or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be:

1. impartial; or
2. able to consider the matter without a predetermined view.

**Definitions**

**28.0 Definitions and Miscellaneous matters**

28.1 In these Rules:

1. “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.
2. “Money or Other Assets” means any real or personal property or any interest therein, owned or controlled to any extent by the Society.
3. “Society Meeting” means any Annual General Meeting, or any Special General Meeting, but not a Committee Meeting.
4. “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.
5. “Written Notice” means communication by post, electronic means (including email, and website posting), or advertisement in periodicals, or a combination of these methods.
6. It is assumed that:
	1. Where a masculine is used, the feminine is included
	2. 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

Iv. Matters not covered in these rules shall be decided upon by the Committee.