

# **Rules of RECAP : The Society for the Resilience and Engagement of the Community of Ashhurst and Pohangina Incorporated**

## **NAME AND PURPOSE**

### **1.0 Name**

- 1.1 The name of the society is RECAP : The Society for the Resilience and Engagement of the Community of Ashhurst and Pohangina Incorporated, also known as “RECAP”, in this constitution called “the Society”.
- 1.2 The Society is constituted by resolution dated 16 June 2010.

### **2.0 Office**

- 2.1 The registered office of the Society shall be located in the Greater Ashhurst and Pohangina Region. “Greater Ashhurst and Pohangina Region” is defined in clause 30.1 (m).
- 2.2 The office may be changed by an Executive Committee decision recorded in the minutes. Notice of the change shall be made in compliance with relevant law.

### **3.0 Mission and Purposes**

- 3.1 The Society’s mission is to promote the sustainability, diversity, and resilience of the Greater Ashhurst and Pohangina Region. In the spirit of this general mission, the Society will engage exclusively in activities that fit within the umbrella of the charitable purposes stated in 3.2, 3.3, and 3.4.
- 3.2 The Society will advance education for sustainability that is in keeping with the permaculture ethics of caring for the earth, caring for people, and promoting social justice. (See definition of permaculture in clause 30.2).

This education may be offered at any level from introductory to advanced; it may include any combination of academic and practical work and assessment; and it may include public outreach through the development, within the Greater Ashhurst and Pohangina Valley Region, of exemplars for use as teaching sites.

- 3.3 The Society will advance education that enhances the community’s disaster preparedness and ability to respond non-violently to sudden change.

This education can address a range of risks including *Force Majeure* (including but not limited to earthquakes and climate change), rapid social change (including but not limited to social conflict and financial instability), and the depletion of key resources (including but not limited to oil or phosphate scarcity). Education may include any combination of (1) awareness raising about the social and psychological impacts of rapid change, with the objective of enhancing the community's ability to respond positively and cooperatively to change; and of (2) workshops that develop skills to increase regional self-reliance in areas such as health care, food production, energy production, and social cooperation.

- 3.4 The Society may run projects within the Greater Ashhurst and the Pohangina Valley Region that enhance the community's resilience in ways that are practical manifestations of the knowledge and values advanced through the educational purposes set out in 3.2 and 3.3. These projects either must serve as public teaching sites as set out in clause 3.2, or they must do one or more of the following:
- 3.4.1 Promote public health within the Greater Ashhurst and the Pohangina Valley Region;
  - 3.4.2 Develop communication networks and gather information about local resources in ways that could enhance the effectiveness of any personnel (including but not limited to civil defense and government personnel) in the performance of human rescue and emergency response services within the Region;
  - 3.4.3 Promote ecological conservation, revegetation, and biodiversity.
- 3.5 When the Society is unable to sustain activities that advance its full purposes, it may choose more limited activities so long as those activities it does engage in fall clearly under the umbrella of one or more of the charitable purposes laid out in clauses 3.2, 3.3, and 3.4.

## MANAGEMENT OF THE SOCIETY

### 4.0 Executive Committee

- 4.1 The Society shall have a managing committee ("the Executive Committee"), comprising the following persons:
- (a) The Chairperson;
  - (b) The Deputy Chairperson;
  - (c) The Secretary;
  - (d) The Treasurer;
  - (e) Other Executive Committee Members as the Society shall decide.

- 4.2 Only Ordinary or Life Members of the Society may be Executive Committee Members.
- 4.3 To avoid conflicts of interest:
- (a) Only one person from any single household (a single residential address) may serve on the Executive Committee at any one time;
  - (b) Only one person (owner or employee) from any single for-profit business may serve on the Executive Committee at any one time;
  - (c) Others who wish to stand for election to the Executive Committee should judge for themselves whether their presence would create a conflict of interest or create the appearance of a conflict of interest.
- 4.4 There shall be seven Executive Committee Members, although vacancies are permitted as described in clause 7.6.
- 4.5 The term of an Executive Committee Member is two years, subject to any limitations implied by clauses 5.1 and 5.2. Officers shall be elected on an annual basis once the Executive Committee has been decided, as indicated in clause 5.3.

## **5.0 Appointment of Executive Committee Members**

- 5.1 At each Annual General Meeting, Ordinary Members of the Society will have the opportunity to elect a minimum of three Executive Committee Members.
- 5.2 In the event that there are insufficient vacancies on the Executive Committee and insufficient voluntary resignations to satisfy clause 5.1, resignations will be decided by a random lottery (e.g. by drawing names out of a hat).
- 5.3 Once vacant positions are decided, Ordinary and Life Members may decide by majority vote:
- (a) Which Ordinary and Life Members to elect to any vacant positions on the Executive Committee;
  - (b) Whether any Executive Committee Member may have more than one title;
  - (c) Which members of the Executive Committee will hold office (Chairperson, Deputy Chairperson, Secretary, and Treasurer) until the next Annual General Meeting.
- 5.4 Following the process described in clause 5.3, Ordinary and Life Members may re-elect persons who have previously served as Executive Committee Members, including those who have just resigned or completed their terms. They may also

re-elect Executive Committee Members to Officer positions they have held previously.

## **6.0 Cessation of Executive Committee Membership**

- 6.1 Persons cease to be Executive Committee Members when:
- (a) They resign from the Executive Committee or from the Society by giving written Notice to the Secretary or Chairperson, subject to the allowance for electronic communication in clause 30.1 (l);
  - (b) They are removed by a two-thirds vote of Ordinary Members at a Society Meeting;
  - (c) They are removed by lottery as described in clause 5.2;
  - (d) Their Term expires; or
  - (e) They cease to be a Society member for whatever reason.
- 6.2 If a person ceases to be an Executive Committee Member, that person must within one month give to the Executive Committee all Society documents and property of the Society which they have retained.

## **7.0 Nomination of Executive Committee Members**

- 7.1 Nominations for members of the Executive Committee shall be called for at or before a General Meeting. Each candidate shall be proposed and seconded orally or in writing, with nominations recorded by the Secretary. Nominations, including self-nominations, are allowed from any Ordinary or Life Member.
- 7.2 The Executive Committee has the discretion to decide whether to close the nomination process in time to give Members 14 days written notice of who has been nominated, as described in clause 23.7 (d), or whether further nominations may be made without written notice up until or at an Annual General Meeting.
- 7.3 The nominee with the highest number of votes shall be appointed to the position on the Executive Committee for which they were nominated.
- 7.4 If any Executive Committee Member is absent from three consecutive meetings without leave of absence the Chairperson may declare that person's position to be vacant.
- 7.5 If an Executive Committee Member is absent for more than half the meetings held during any consecutive twelve months, the Chairperson may declare that person's position to be vacant.

- 7.6 If there are vacancies on the Executive Committee, the Executive Committee may either:
- (a) Appoint someone to fill the vacancy until the next Annual General Meeting, or
  - (b) Leave the position vacant, so long as there remains a minimum of four Executive Members to maintain a quorum for all Executive Committee decisions.

## **8.0 Role of the Executive Committee**

- 8.1 Subject to the rules of the Society (“The Rules”), the role of the Executive Committee is to:
- (a) Administer, manage, and control the Society;
  - (b) Carry out the purposes of the Society, and Use Money or Other Assets to do that;
  - (c) Manage the Society’s bank accounts;
  - (d) Ensure that all Members follow the Rules;
  - (e) Decide the application process for a person who wishes to become a Member, subject to sections 11.0, 12.0, and 13.0 of these Rules, which govern Member admissions;
  - (f) Decide the times and dates for Meetings, and set the agenda for Meetings;
  - (g) Decide the procedures for dealing with complaints;
  - (h) Set Membership fees for Member Organisations, including joining fees, subscriptions and levies;
  - (i) Make regulations, so long as these do not conflict with either the Rules or the purposes of the Society.
- 8.2 The Executive Committee has all of the powers of the Society, unless the Executive Committee’s power is limited by these Rules, or by a majority of Ordinary Members at any Society meeting.
- 8.3 Decisions of the Executive Committee bind the Society, unless the Executive Committee’s power is limited by these Rules or by a majority decision of the Society.
- 8.4 Executive Committee Members retain all the rights and responsibilities of Ordinary Members.

## 9.0 Roles of Executive Committee Members

9.1 The Chairperson's role is to:

- (a) Ensure that the Rules are followed;
- (b) Convene Meetings;
- (c) Chair Meetings, deciding who may speak and when;
- (d) Call for a vote to make decisions at a Meeting, deciding, when not otherwise specified by the Rules, whether that should be a majority vote of Ordinary Members and Life Members or a majority vote of Executive Committee Members;
- (e) Oversee the operation of the Society;
- (f) Give a report on the operation of the Society at each Annual General Meeting;
- (g) Meet the relevant legal requirements for giving notice of any alteration to the Rules.
- (h) Serve as the public spokesperson of the Society.

9.2 The Deputy Chairperson's role is to:

- (a) Convene and chair meetings whenever the Chairperson is absent;
- (b) Temporarily assume other responsibilities of the Chairperson, if the Chairperson either is on a scheduled leave of absence or is unable to carry out his or her responsibilities for another reason; and either the Chairperson or the Executive Committee direct the Deputy Chairperson to temporarily assume those responsibilities.

9.3 The Secretary's role is to:

- (a) Record the minutes of Meetings;
- (b) Keep the Register of Members;
- (c) Hold the Society's records, documents, and books;
- (d) Receive and reply to correspondence as required by the Executive Committee;
- (e) Meet the relevant legal requirements for giving notice of any alteration to the Society's Registered Address and Correspondence Address.

9.4 The Treasurer's role is to:

- (a) Collect and receive all payments made to the Society. These payments must be banked within ten days after the Treasurer receives them;
- (b) Keep a true and accurate record in the Society's account book, so that the Society's financial situation can be clearly understood at any point in time;
- (c) Give a financial report and statement of accounts (including an Income and Expenditure Account and Balance Sheet) at each Annual General Meeting,

and more often if either the Executive Committee or a majority of the Society decides this in a Meeting.

- (d) Comply with the relevant legal requirements for filing annual financial statements for the Society, once those statements have been approved at an Annual General Meeting.

## **SOCIETY MEMBERSHIP**

### **10.0 Types of Members**

- 10.0 A Member is either an Ordinary Member, a Life Member, or a Member Organisation.
- 10.1 A person who is an Ordinary or Life Member may also be owner, employee, or otherwise associated with a Member Organisation.

### **11.0 Admission, rights, and responsibilities of Ordinary Members**

- 11.1 Persons (“The Applicant”) may apply to become Ordinary Members of the Society if:
  - (a) They reside in the Greater Ashhurst and Pohangina Region (“Region”), as defined in clause 30.1 (m) of these rules; and
  - (b) They are age sixteen or older.
- 11.2 Persons may apply to become Ordinary Members immediately upon or any time after establishing residence in the Greater Ashhurst and Pohangina Region, for as long as they live in the Region. However, for the purposes of the Society, persons must reside in the Region for a minimum of ninety days in any calendar year to retain Ordinary Membership.
- 11.3 The Applicant should apply to either the Secretary or the Chairperson. The Executive Committee shall vote on the application at the next Executive Committee Meeting.
- 11.4 An Applicant may be confirmed as a member by a majority vote. The Secretary shall then inform the Applicant of the decision and record his or her contact details in the Register of Members.
- 11.5 If, however, the Applicant is denied Membership, the Secretary shall inform the Applicant of the reasons in writing (“Statement of Reasons”). The Applicant may then choose whether to Appeal the decision as described in Section 14.0.

In all events, a person may reapply for Ordinary Membership after waiting a minimum of twelve months from the most recent vote denying him or her Membership.

- 11.6 Ordinary Members have speaking rights at all Society Meetings and Executive Committee Meetings when called on by the Chairperson.
- 11.7 Ordinary Members have voting rights at all Society Meetings.
- 11.8 Ordinary Members will not pay any joining fees, subscriptions, and levies.
- 11.9 Ordinary Members who tender their resignation from the Society in writing to the Secretary or the Chairperson shall be deemed to have lost any voting rights, effective from the date given, subject to the allowance for electronic communication in clause 30.1 (l).
- 11.10 Any Ordinary Member whose conduct may be prejudicial to the interests of the Society may be expelled by formal majority vote of the Executive Committee. The Secretary shall provide reasons for this decision in writing (“Statement of Reasons”). The decision may be appealed following the Appeal process described in Section 14.0.
- 11.11 Ordinary Members who move away from the Greater Ashhurst and Pohangina Region shall be deemed to have resigned.

## **12.0 Admission, rights, and responsibilities of Life Members**

- 12.1 Persons may apply to become life members of the Society if they:
  - (a) can demonstrate an active commitment to the Greater Ashhurst and Pohangina Region (as defined in clause 30.1 (m) of these rules) that has been ongoing for no less than the five years immediately preceding the application;
  - (b) are 25 or older;
  - (c) are active and current participants in at least one RECAP project or programme at the time of their application.
- 12.2 The Applicant should apply to either the Secretary or the Chairperson. The Executive Committee shall vote on the application at the next Executive Committee Meeting.
- 12.3 An Applicant may be confirmed as a member by a 2/3 majority vote. The Secretary shall then inform the Applicant of the decision and record his or her contact details in the Register of Members. If the Applicant is not confirmed, they



have the same rights to appeal as an Applicant for Ordinary Membership, as set out in Section 11.5.

- 12.4 Life Members will have the same rights and responsibilities as Ordinary Members, as these rights are laid out in Sections 11.6-11.10 and elsewhere in this constitution. These include voting rights at Society Meetings and rights to election on the Executive Committee.

### **13.0 Admission, rights, and responsibilities of a Member Organisation**

- 13.1 Any individual, corporation, nonprofit organisation, business, or other group (“the Applicant”) may apply to be a Member Organisation.
- 13.2 To become a Member Organisation, the Applicant must:
- (a) Complete an application form, if the Executive Committee requires this; and
  - (b) Supply any other information the Executive Committee requires.
- 13.3 The Executive Committee may interview the Applicant when it considers Membership applications.
- 13.4 The Executive Committee shall have complete discretion when it decides whether or not to let the Applicant become a Member Organisation. The Executive Committee shall advise the Applicant of its decision, and that decision shall be final, subject to clause 13.5.
- 13.5 An unsuccessful Applicant must wait at least twelve months from the decision date to reapply, unless, at the time of its decision, the Executive Committee advises the Applicant that an earlier reapplication will be considered.
- 13.6 The Executive Committee may, at its discretion, offer Membership to an Applicant for a limited term. The term may be renewed following mutual agreement between the Executive Committee and the Member Organisation.
- 13.7 Any Member Organisation whose conduct may be prejudicial to the interests of the Society may be expelled by formal majority vote of the Executive Committee. The Secretary shall provide reasons for the decision in writing (“Statement of Reasons”). The organisation may then choose to appeal the decision following the Appeals process in Section 14.0.
- 13.8 Member Organisations may be charged a joining fee, subscription, or levy, as decided by the Executive Committee.

- 13.9 Member Organisations may have other rights and obligations as decided by the Executive Committee, but they will not be given the right to vote at any Society Meetings.
- 13.10 To resign, a Member Organisation must first meet any obligations incurred at the time of accepting Membership or agreed to by the Member Organisation while acting as a Member, unless these obligations are modified according to a mutual agreement of the Executive Committee and the Member Organisation. Notice of resignation shall be given in writing to the Secretary or the Chairperson.

#### **14.0 Appeals of Membership Decisions**

- 14.1 The following decisions of the Executive Committee may be appealed:
- (a) Decisions to refuse Ordinary or Life Membership to an Applicant, at the discretion of the Applicant;
  - (b) Decisions to expel Ordinary or Life Members, at the discretion of the expelled Member;
  - (c) Decisions to expel Member Organisations, at the discretion of the expelled Member.
- 14.2 If a decision is appealed, the Applicant or Member (the “Appellant”) shall be given an opportunity to respond to the Executive Committee’s Statement of Reasons for its decision, either in writing or in person, at the Appellant’s discretion (“Appellant’s Response”).

The Executive Committee shall consider the Appellant’s Response at the next Executive Committee meeting. No new concerns may be raised. The Executive Committee shall then decide by majority vote whether to sustain, amend, or reverse the original decision.

If the Executive Committee sustains its decision, the Appellant may choose to appeal that decision at a Society Meeting. In this event, both the Executive Committee’s original Statement of Reasons and any written Appellant’s Response shall be provided to the Society. If requested by either the Executive Committee or in writing by the Appellant, the Secretary shall give Members 14 days notice of this Statement of Reasons and the Appellant’s Response.

Ordinary and Life Members shall have the opportunity to discuss the Statement of Reasons and the Appellant’s Response at the Society Meeting, as directed by the Chairperson. The Society shall then decide by majority vote whether to sustain, amend, or reverse the Executive Committee’s decision.

## **15.0 The Register of Members**

- 15.1 The Secretary shall keep a register of Ordinary Members, Life Members, and Member Organisations (“the Register”), which shall contain the names, addresses, and contact information of all Members, and the dates at which they became Members.
- 15.2 If a Member’s address or contact information changes, that Member shall give the new address or contact information to the Secretary.
- 15.3 Each Member shall provide such other details as the Executive Committee requires for the purposes of the Society.

## **16.0 Additional Obligations of Members:**

- 16.1 All Members (including Executive 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**

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

- 17.2 The Society may only Use Money and Other Assets if:
- (a) It is for a purpose of the Society;
  - (b) It is not for the sole personal or individual benefit of any Member; and
  - (c) That Use has been approved, as decided by a vote of the Executive Committee.
- 17.3 No Member of the Society or any person associated with a Member shall participate in or materially influence any decision made by the Society with respect to any payment, income, benefit, or other advantage whatsoever made to or on behalf of that Member or associated person. Whenever there is a real, possible, or apparent conflict of interest, that interest must be declared and recorded in the minutes, together with any further action taken to guard against undue influence.
- 17.4 Any such consideration or income paid shall be reasonable and relative to that which would be paid in an arm’s length transaction (being the open market value).

**18.0 Power to delegate**

- 18.1 The Executive Committee may from time to time appoint any committee and may delegate any of its powers and duties to any such committee or to any person. The committee or person may without confirmation by the Executive Committee exercise or perform the delegated powers or duties in the same way and with the same effect as the Executive Committee could itself have done. This committee or person is required to advise the Executive Committee of actions and decisions taken under delegated authority.
- 18.2 Any committee or person to whom the Executive Committee has delegated powers or duties will be bound by the Rules of the Society and any terms or conditions of the delegation set by the Executive Committee.
- 18.3 The Executive Committee will be able to revoke such delegation at will, and no such delegation will prevent the exercise of any power or the performance of any duty by the Executive Committee.
- 18.4 It will not be necessary for any person who is appointed to be a member of any such committee, or to whom such a delegation is made, to be a Member of the Society.

**19.0 Additional Powers**

- 19.1 The Society may employ people for the purposes of the Society.
- 19.2 The Society may enter into contracts for the purposes of the Society.
- 19.3 The Society may purchase, take on, lease, exchange or hire, or otherwise acquire any real or personal property and any rights or privileges which the Executive Committee thinks necessary or proper for the purpose of attaining the objects of the Society and to sell, exchange, let, bail or lease, with or without option of purchase or, in any other manner, dispose of such property, rights or privileges.
- 19.4 The Society may invest surplus Money or Other Assets in any way permitted by law and upon such terms as the Executive Committee thinks fit. Each investment decision shall be justified by reference to the Society's purposes, and this justification shall be recorded in the minutes of an Executive Committee or Society Meeting.
- 19.5 The Society may raise money from time to time as the Executive Committee thinks fit.

19.6 The Society and Executive Committee may take any reasonable and lawful action to carry out the purposes of the Society.

## **20.0 Financial Year**

20.1 The financial year of the Society begins on 1 April of every year and ends on 31 March of the next year.

## **21.0 Cheques and Payments**

21.1 Any Payment made by the Society above a value of twenty dollars must be by Cheque or electronic deposit.

21.2 All Payments must be authorised by at least two signatories, who shall be determined by the Executive Committee.

## **22.0 Appointing a Reviewer or an Auditor**

22.1 In preparation for each Annual General Meeting, the Society will appoint a qualified independent reviewer to examine the Society's accounts.

However, the Society may, by a majority vote at any Society meeting, decide to instead appoint an auditor. If a decision is made to appoint an auditor, the auditor shall audit the Society's accounts, and shall certify that they are correct.

The reviewer or auditor must be a member of the New Zealand Institute of Chartered Accountants, and must not be a member of the Society. If the Society appoints a reviewer or auditor who is unable to act for some reason, the Executive Committee shall appoint another reviewer or auditor as a replacement.

## **CONDUCT OF MEETINGS**

### **23.0 Society Meetings**

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

- 23.2 The Annual General Meeting shall be held once every year between 1 April and 30 November. The Executive Committee shall determine when and where the Society shall meet within those dates.
- 23.3 The quorum for a Society Meeting will be seven Ordinary Members, inclusive of Executive Committee Members, subject to clause 23.4.
- 23.4 In the event that a quorum is not met for an Annual General Meeting, the Meeting will be adjourned for a minimum of seven days. Seven days notice must be given in advance of the rescheduled Meeting. At that point, the Annual General Meeting may proceed with or without a quorum.
- 23.5 No Special General Meeting will be held without a quorum.
- 23.6 Special General Meetings may be called by the Executive Committee. The Executive Committee must call a Special General Meeting if the Secretary receives a written request signed by a majority of the Ordinary Members.
- 23.7 The Secretary shall give all Ordinary Members, Life Members, and Member Organisations at least fourteen days notice of:
- (a) The time and place of any Society Meeting;
  - (b) The business to be conducted at any Society Meeting;
  - (c) A copy of the Annual Report and Statement of Accounts, if the Society Meeting is an Annual General Meeting;
  - (d) If available, a list of Nominees for the Executive Committee, and information about those Nominees, as discussed in clauses 7.1 and 7.2;
  - (e) Notice of any Remits and the Executive Committee's recommendations about those Remits.
- 23.8 If the Secretary has sent notice to all Ordinary Members, Life Members, and Member Organisations in good faith, the Meeting and its business will not be invalidated simply because one or more Members do not receive the notice. It is the responsibility of Members to notify the Secretary of any changes in their address and contact information.
- 23.9 All Society Meetings shall be chaired by the Chairperson. If the Chairperson is absent, the Deputy Chairperson shall chair the Society Meeting. If the Deputy Chairperson is also absent, the Society shall elect another Executive Committee Member to chair that meeting. Any person chairing a Society Meeting has a casting vote, in addition to a deliberative vote.
- 23.10 On any given Remit at a Society Meeting, the Chairperson shall in good faith determine whether to vote by:

- (a) Voices;
- (b) Show of hands; or
- (c) Secret ballot.

However, if any Ordinary or Life 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 vote, in addition to a deliberative vote.

23.11 The business of an Annual General Meeting shall be:

- (a) Any minutes of the previous Society Meeting(s);
- (b) The Chairperson's report on the business of the Society;
- (c) The Treasurer's report on the finances of the Society, and the Statement of Accounts;
- (d) Election of Executive Committee Members;
- (e) Remits to be considered;
- (f) General business; and
- (g) Approval of plans for the balance of the current and next calendar years.

## **24.0 Special General Meetings**

24.1 Special General Meetings will be called for an advertised purpose only.

24.2 Any Ordinary or Life Member may request that a Remit be voted on ("Member's Remit") at a particular Society Meeting, by giving written notice to the Secretary at least seven days before that meeting. The Member may also provide information in support of the Remit ("Member's Information"). The Executive Committee may in its absolute discretion decide whether or not the Society will vote on the Remit.

However, if the Member's Remit is signed by a majority of all Ordinary and Life Members:

- (a) It must be voted on at a Society Meeting whose time and location have been agreed on by the Member; and
- (b) The Secretary must give the Member's Information to all Members at least 14 days before the Society Meeting chosen by the Member.

24.3 The Executive Committee may also decide to put forward Remits for the Society to vote on ("Executive Committee Remits").

**25.0 Executive Committee Meetings**

- 25.1 The quorum for an Executive Committee Meeting will be four Executive Committee Members.
- 25.2 The Chairperson shall chair Executive Committee Meetings, or if the Chairperson is absent, the Deputy Chairperson shall chair the Executive Committee Meeting. If the Deputy Chairperson is also absent, the Executive Committee shall elect an Executive Committee Member to chair that meeting.
- 25.3 Decisions of the Executive Committee shall be by majority vote.
- 25.4 The Chairperson or person acting as Chairperson has a casting vote, in addition to a deliberative vote.
- 25.5 Only Executive Committee Members present at an Executive Committee Meeting may vote at that Executive Committee Meeting.
- 25.6 Subject to these Rules, the Executive Committee may regulate its own practices.

**OTHER****26.0 Signing of Documents**

- 26.1 A document shall be executed on behalf of the Society if the document is signed by any one of the Chairperson, Deputy Chairperson, Secretary, or Treasurer, and countersigned by one other member of the Executive Committee.

**27.0 Altering the Rules**

- 27.1 The Society may alter or replace these Rules at a Society Meeting by a resolution passed by a two-thirds majority of those Ordinary and Life Members present and voting, provided there is a quorum present. If proper notice of a Remit to amend these Rules has not been given, a Remit to amend these Rules shall be carried only by a unanimous vote of the Members present, and only if proper notice of the Society Meeting has been given.
- 27.2 Any Member's Remit to amend or replace these Rules shall be signed by a majority of Ordinary and Life Members. If the Society has fewer than 30



Members, a Member's Remit to amend or replace these Rules must be signed by a minimum of two-thirds of Ordinary and Life Members.

A Member's Remit to amend the Rules must be given in writing to the Secretary at least 28 days before the Society Meeting at which the Remit is to be considered, and accompanied by a written explanation of the reasons for the proposal.

- 27.3 At least 14 days before the General Meeting at which any Rules change is to be considered the Secretary shall give to all Members written notice of the proposed Remit, the reasons for the Remit, including any reasons a Member has submitted in writing together with a Member's Remit, and any recommendations of the Executive Committee.
- 27.4 When a change in these Rules is approved by a Special General Meeting, the Executive Committee shall meet the legal requirements for registering the change. No changes in these Rules shall take effect until this is done.

## **28.0 Mediation and arbitration**

- 28.1 Any dispute arising out of or relating to this deed may be referred to mediation, a non-binding dispute resolution process in which an independent mediator facilitates negotiation between parties. Mediation may be initiated by either party writing to the other party and identifying the dispute which is being suggested for mediation. The other party will either agree to proceed with mediation or agree to attend a preliminary meeting with the mediator to discuss whether mediation would be helpful in the circumstances. The parties will agree on a suitable person to act as mediator or will ask the Arbitrators' and Mediators' Institute of New Zealand Incorporated to appoint a mediator. The mediation will be in accordance with the Mediation Protocol of the Arbitrators' and Mediators' Institute of New Zealand Incorporated.
- 28.2 The mediation shall be terminated by:
- 28.2.1 Withdrawal of the complaint;
  - 28.2.2 The signing of a settlement agreement by the parties; or
  - 28.2.3 Notice to the parties by the mediator, after consultation with the parties, to the effect that further efforts at mediation are no longer justified; or
  - 28.2.4 Notice by one or more parties to the mediation to the effect that further efforts at mediation are no longer justified; or
  - 28.2.5 The expiry of sixty (60) working days from the mediator's appointment, unless the parties expressly consent to an extension of this period.
- 28.3 If the mediation should be terminated as provided in 28.2.3, 28.2.4, or 28.2.5, then any dispute or difference arising out of or in connection with these Rules,

including any question regarding its existence, validity or termination, shall be referred to and finally resolved by arbitration in New Zealand in accordance with New Zealand law and the current Arbitration Protocol of the Arbitrators' and Mediators' Institute of New Zealand Incorporated. The arbitration shall be by one arbitrator to be agreed upon by the parties and if they should fail to agree within twenty-one (21) days, then to be appointed by the President of the Arbitrators' and Mediators' Institute of New Zealand Incorporated.

## **29.0 Winding up**

29.1 Subject to the terms of Section 24.0 on Special General Meetings, a Remit may be made to wind up the Society. If three-quarters of those present vote to wind up, at a Special General Meeting called for this purpose, the Society shall be wound up.

29.2 If the Society is wound up:

29.2.1 The Society's debts, costs and liabilities shall be paid.

29.2.2 Surplus Money and Other Assets of the Society may be disposed of:

- (a) By resolution; or
- (b) According to the provisions in the Incorporated Societies Act 1908;

but

No distribution may be made to any Member.

29.3 The surplus Money and Other Assets shall be distributed to another charitable organisation registered with the Charities Commission, with a strong preference for those operating in the Greater Ashhurst and Pohangina Region that share the Society's purposes.

## **30.0 Definitions**

30.1 In these Rules:

- (a) "Cheque" means a personal cheque or a bank cheque;
- (b) "Executive Committee" means the Executive Committee of the Society;
- (c) "Executive Committee Meeting" means a meeting of the Executive Committee;
- (d) "Executive Committee Member" means any Member who is on the Executive Committee;

- (e) “Majority vote” means a vote made by more than half of the Ordinary 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;
- (f) “Meeting” means any Annual General Meeting, any Special General Meeting, and any Executive Committee Meeting;
- (g) “Money or Other Assets” means any real or personal property or any interest therein, in addition to any other agreed-upon alternative means of exchange, including barter points or complementary currencies, owned or controlled to any extent by the Society;
- (h) “Payment” means any transfer of legal tender by cash, electronic transfer, bank cheque, or any other means of paying legal tender, and includes payment by personal cheque; it additionally means transfer of other agreed-upon alternative means of exchange, including barter points or complementary currencies;
- (i) “Rules” means these rules, being the rules of the Society;
- (j) “Society Meeting” means any Annual General Meeting, or any Special General Meeting, but not an Executive Committee Meeting;
- (k) “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;
- (l) “Notice” means hand-written, printed, or electronic communication of words or a combination of these methods; Purely electronic communication may be retracted by the sender in the twenty-four hours after it is sent;
- (m) “Greater Ashhurst and Pohangina Region” means the Ashhurst Township and Pohangina Valley, including all of the Ashhurst School Catchment area, though this may be expanded up to six kilometres further in any direction at the discretion of the Executive Committee.

30.2 Permaculture is defined as “the conscious design and maintenance of agriculturally productive ecosystems which have the diversity, stability, and resilience of natural ecosystems. It is the harmonious integration of landscape and people providing their food, energy, shelter, and other material and non-material needs in a sustainable way” (Bill Mollison, *Permaculture: A Practical Guide for a Sustainable Future*, 1990, p. ix).

**SIGNATURE**

The Society has agreed to adopt the above Rules.

Signed \_\_\_\_\_ Date: \_\_\_\_\_

Position \_\_\_\_\_

Print Name: \_\_\_\_\_

Signed \_\_\_\_\_ Date: \_\_\_\_\_

Position \_\_\_\_\_

Print Name: \_\_\_\_\_

\* These rules were adopted by the Society at a 2 October 2013 SGM; they were signed on 29 October 2013 by Harvey Jones, Chairperson and Anne Redgrave, Secretary; and signed on 14 November 2013 by Llyvonne Barber, Executive Committee Member.