

RULES OF THE GRAFTON RESIDENTS ASSOCIATION INCORPORATED

1 ASSOCIATION

1.1 The name of the Association is Grafton Residents Association Incorporated ("the Association").

1.2 The Rules of the Association shall be read in conjunction with the Incorporated Societies Act and shall apply to all members of the Association.

1.3 The principal office of the Association shall be at such place determined from time to time.

1.4 The geographic area of Grafton shall be that area determined from time to time contained within the boundaries of the Grafton and Eden Terrace Statistical Area 2 Units.

2 PURPOSES OF ASSOCIATION

2.1 The purposes of the Association are to:

- a) Promote and protect the interests and welfare of the citizens of Grafton and to provide the means whereby their views can be ascertained, presented to the appropriate authorities and implemented;
- b) Foster community development linking the residential, commercial, professional and retail areas;
- c) Make submissions to appropriate authorities on any matters affecting the well-being of Grafton;
- d) Represent the interests of parties within the Grafton area before Auckland Council, the Waitemata Local Board and any other agency;
- e) Enhance and promote the natural and physical heritage, history, amenity and attractiveness of the Grafton area;
- f) Do anything necessary or helpful to the above purposes.

2.2 Pecuniary gain is not a purpose of the Association.

MANAGEMENT OF THE ASSOCIATION

3 MANAGING COMMITTEE

3.1 The Association shall have a managing committee ("the Committee"), comprising the following persons:

- a) The Chair;
- b) The Secretary;
- c) The Treasurer; and
- d) Such other Members as the Association shall decide.

3.2 Only Members of the Association may be Committee Members.

3.3 There shall be a minimum of three Committee Members, in addition to the Officers.

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4 APPOINTMENT OF COMMITTEE MEMBERS

4.1 At an Association Meeting, the Members may decide by majority vote:

- a) How large the Committee will be;
- b) Who shall be the Chair, Secretary, and Treasurer;
- c) Whether any Committee Member may hold more than one position as an officer;
- d) How long each person will be a Committee Member ("the Term").

5 CESSATION OF COMMITTEE MEMBERSHIP

5.1 Persons cease to be Committee Members when:

- a. They resign by giving written notice to the Committee.
- b. They are removed by majority vote of the Association at an Association Meeting.
- c. Their Term expires.

5.2 If a person ceases to be a Committee Member, that person must within one month give to the Committee all Association documents and property.

6 NOMINATION OF COMMITTEE MEMBERS

6.1 Nominations for members of the Committee shall be called for at least 28 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. [See also rule 21.4(b)] All retiring members of the Committee shall be eligible for re-election.

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

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

6.4 If any Committee Member is absent from three consecutive meetings without leave of absence the Chair may declare that person's position to be vacant.

7 ROLE OF THE COMMITTEE

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

- a) Administer, manage, and control the Association;
- b) Carry out the purposes of the Association, and Use Money or Other Assets to do that;
- c) Manage the Association's financial affairs, including approving the annual financial statements for presentation to the Members at the Annual General Meetings;
- d) Set accounting policies in line with generally accepted accounting practice;
- e) Delegate responsibility and co-opt members where necessary;

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- f) Ensure that all Members follow the Rules;
- g) Decide how a person becomes a Member, and how a person stops being a Member;
- h) Decide the times and dates for Meetings, and set the agenda for Meetings;
- i) Decide the procedures for dealing with complaints;
- j) Set Membership fees, including subscriptions and levies;
- k) Make regulations.

7.2 The Committee has all of the powers of the Association, unless the Committee's power is limited by these Rules, or by a majority decision of the Association.

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

7.4 Decisions of the Committee bind the Association, unless the Committee's power is limited by these Rules or by a majority decision of the Association.

8 ROLES OF COMMITTEE MEMBERS

8.1 The Chair is responsible for:

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

8.2 The Secretary is responsible for:

- a) Recording the minutes of Meetings;
- b) Keeping the Register of Members;
- c) Holding the Association's records, documents, and books except those required for the Treasurer's function;
- d) Receiving and replying to correspondence as required by the Committee;
- e) Forwarding the annual financial statements for the Association to the Registrar of Incorporated Societies upon their approval by the Members at an Annual General Meeting;
- f) Advising the Registrar of Incorporated Societies of any rule changes.

8.3 The Treasurer is responsible for:

- a) Keeping proper accounting records of the Association's financial transactions to allow the Association's financial position to be readily ascertained;
- b) Preparing annual financial statements for presentation at each Annual General Meeting; These statements should be prepared in accordance with the Association's accounting policies and be submitted to the Committee by close of business on May 1st. (see 8.1.d);
- c) Providing a financial report at each Annual General Meeting;
- d) Providing financial information to the Committee as the Committee determines.


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9 COMMITTEE MEETINGS

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

9.2 No Committee Meeting may be held unless more than half of the Committee Members attend;

9.3 The Chair shall chair Committee Meetings, or if the Chair is absent, the Committee shall elect a Committee Member to chair that meeting;

9.4 Decisions of the Committee shall be by majority vote;

9.5 The Chair or person acting as Chair has a casting vote, that is, a second vote;

9.6 Only Committee Members present at a Committee Meeting may vote at that Committee Meeting;

9.7 Subject to these Rules, the Committee may regulate its own practices;

9.8 The Chair or his nominee shall adjourn the meeting if necessary;

9.9 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 Chair of the Association, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The Chair may with the consent of any Association 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.

ASSOCIATION MEMBERSHIP

10 TYPES OF MEMBERS

10.1 Membership may comprise different classes of membership as decided by the Association.

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

11 ADMISSION OF MEMBERS

11.1 To become a Member, a person ("the Applicant") must:

- a) Complete an application form, if the Rules, Bylaws or Committee requires this; and
- b) Supply any other information the Committee requires.

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

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

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12 THE REGISTER OF MEMBERS

12.1 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.

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

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

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

13 CESSATION OF MEMBERSHIP

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

13.2 Membership terminated in the following way:

- a) 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 Association, the Committee may give written notice of this to the Member ("the Committee's Notice"). The Committee's Notice must:
 - i. Explain how the Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Association;
 - ii. 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.
 - iii. 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.
 - iv. State that if the Committee terminates the Member's Membership, the Member may appeal to the Association.
- b) 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 Association 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.
- c) If the Member gives the Member's Notice to the Secretary, the Member will have the right to be fairly heard at an Association 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 Association 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 Association Meeting.
- d) When the Member is heard at an Association Meeting, the Association may question the Member and the Committee Members.



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- e) The Association shall then by majority vote decide whether to let the termination stand, or whether to reinstate the Member. The Association's decision will be final.

14 OBLIGATIONS OF MEMBERS

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

MONEY AND OTHER ASSETS OF THE ASSOCIATION

15 USE OF MONEY AND OTHER ASSETS

15.1 The Association may only Use Money and Other Assets if:

- a) It is for a purpose of the Association;
- b) It is not for the sole personal or individual benefit of any Member; and
- c) That Use has been approved by either the Committee or by majority vote of the Association.

16 JOINING FEES, SUBSCRIPTIONS AND LEVIES

16.1 If any Member does not pay a Subscription or levy by the date set by the Committee or the Association, 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 Association) have no Membership rights and shall not be entitled to participate in any Association activity.

17 ADDITIONAL POWERS

17.1 The Association may:

- a) Employ people for the purposes of the Association;
- b) Exercise any power a trustee might exercise;
- c) Invest in any investment that a trustee might invest in;
- d) Borrow money and provide security for that if authorised by Majority vote at any Association Meeting.

18 FINANCIAL YEAR

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

19 ASSURANCE ON THE FINANCIAL STATEMENTS

19.1 No review or audit of the annual financial statements is required unless a review or audit is requested by 5% of the Members at any properly convened Society Meeting.


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- a) Receiving any minutes of the previous Association's Meeting(s):
- b) The Chair's report on the business of the Association:
- c) The Treasurer's report on the finances of the Association, and the Annual Financial Statements:
- d) Election of Committee Members:
- e) Motions to be considered:
- f) General business.

20.10 The Chair or his nominee shall adjourn the meeting if necessary.

20.11 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 Chair of the Association, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The Chair may with the consent of any Association 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.

21 MOTIONS AT ASSOCIATION MEETINGS

21.1 Any Member may request that a motion be voted on ("Member's Motion") at a particular Association Meeting, by giving written notice to the Secretary at least 21 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 Association will vote on the motion. However, if the Member's Motion is signed by at least 10% of eligible Members:

- a) It must be voted on at the Association Meeting chosen by the Member; and
- b) The Secretary must give the Member's Information to all Members at least 14 days before the Association Meeting chosen by the Member; or
- c) If the Secretary fails to do this, the Member has the right to raise the motion at the following Association Meeting.

21.2 The Committee may also decide to put forward motions for the Association to vote on ("Committee Motions") which shall be suitably notified.

COMMON SEAL

22 COMMON SEAL

22.1 The Committee shall provide a common seal for the Association and may from time to time replace it with a new one.

22.2 The Secretary shall have custody of the common seal, which shall only be used by the authority of the Committee. Every document to which the common seal is affixed shall be signed by the Chair and countersigned by the Secretary or a member of the Committee.

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CONDUCT OF MEETINGS

20 ASSOCIATION MEETINGS

20.1 An Association Meeting is either an Annual General Meeting or a Special General Meeting.

20.2 The Annual General Meeting shall be held once every year no later than five months after the Association's balance date. The Committee shall determine when and where the Association shall meet within those dates.

20.3 Special General Meetings may be called by the Committee. The Committee must call a Special General Meeting if the Secretary receives a written request signed by at least 10% of the Members.

20.4 The Secretary shall:

- a) Give all Members at least 14 days Written Notice of the business to be conducted at any Annual General Meeting, or at least 7 days notice for a Special General Meeting:
- b) Additionally, the Secretary will provide, as appropriate:
 - i. A copy of the Chair's Report on the Association's operations and of the Annual Financial Statements as approved by the Committee.
 - ii. A list of Nominees for the Committee, and information about those Nominees if it has been provided. (The Secretary must not provide Members with information exceeding one side of an A4 sheet of paper per Nominee)
 - iii. Notice of any motions and the Committee's recommendations about those motions.
 - iv. If the Secretary has sent a notice to all Members in good faith, the Meeting and its business will not be invalidated simply because one or more Members do not receive the notice.

20.5 All Members may attend and vote at Association Meetings.

20.6 No Association Meeting may be held unless at least 5% of eligible Members attend. (This will constitute a quorum.)

20.7 All Association Meetings shall be Chaired by the Chair. If the Chair is absent, the Association shall elect another Committee Member to Chair that meeting. Any person Chairing an Association Meeting has a casting vote.

20.8 On any given motion at an Association Meeting, the Chair shall in good faith determine whether to vote by:

- a) Voices;
- b) Show of hands; or
- c) 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 Chair will have a casting, that is, second vote.

20.9 The business of an Annual General Meeting shall be:

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ALTERING THE RULES

23 ALTERING THE RULES

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

23.2 Any proposed motion to amend or replace these Rules shall be signed by at least 10% of eligible Members and given in writing to the Secretary at least 21 days before the Association Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.

23.3 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.

23.4 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.

BYLAWS

24 BYLAWS TO GOVERN THE ASSOCIATION

24.1 The Committee may from time-to-time make, alter or rescind bylaws for the general management of the Association, 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 Association. A copy of the bylaws for the time being, shall be available for inspection by any member on request to the Secretary.

WINDING UP

25 WINDING UP

25.1 If the Association is wound up:

- a) The Association's debts, costs and liabilities shall be paid;
- b) Surplus Money and Other Assets of the Association may be disposed of:
 - i. By resolution; or
 - ii. According to the provisions in the Incorporated Societies Act 1908; but
- c) No distribution may be made to any Member.

DEFINITIONS

26 DEFINITIONS AND MISCELLANEOUS MATTERS

26.1 In these Rules:

- a) "Majority vote" means a vote made by more than half of the Members who are present at a Meeting and who are entitled to vote and voting at that Meeting upon a resolution put to that Meeting.
- b) "Money or Other Assets" means any real or personal property or any interest therein, owned or controlled to any extent by the Association.

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- c) “Association Meeting” means any Annual General Meeting, or any Special General Meeting, but not a Committee Meeting.
- d) “Use Money or Other Assets” means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, Money or Other Assets.
- e) “Written Notice” means communication by post, electronic means (including email, and website posting), or advertisement in periodicals, or a combination of these methods.
- f) It is assumed that
 - i. Where a masculine is used, the feminine is included
 - ii. Where the singular is used, plural forms of the noun are also inferred
 - iii. Headings are a matter of reference and not a part of the rules
- g) Matters not covered in these rules shall be decided upon by the Committee.

Paul J. Kim
Dir. N. H. H. H.
J. S.
[Signature]