

## **THE RULES OF THE GO WAIHI INCORPORATED SOCIETY**

### **TITLE**

The name of the Society shall be "GO WAIHI INCORPORATED" hereinafter referred to as "The Society"

### **1 INTERPRETATION**

- (a) "CHAIRPERSON" means any person acting as Chairperson pursuant to these Rules.
- (b) "EXECUTIVE" means the Chairperson, Secretary, Treasurer and minimum of three committee members of the Society as hereinafter provided
- (c) "GENERAL MEETING" means any meeting other than Annual General Meeting or Special General Meeting of the Society.
- (d) "MEMBER" means any member or patron of the Society as hereinafter provided.
- (e) "RESOLUTION" means a resolution passed at either an Annual General Meeting or Special General Meeting of the Society by a majority of the members present and voting.
- (f) "SPECIAL RESOLUTION" means a resolution passed at either an Annual General Meeting or Special General Meeting by at least two-thirds of the members present and voting.

### **2 OBJECTS**

- (a) To promote and publicise Waihi within New Zealand and overseas as being attractive, active, innovative and unique, with the aim of attracting visitors, and business interests to Waihi.
- (b) To ensure that residents and visitors are welcomed and given information and assistance while in Waihi.
- (c) To assist, promote and encourage any enterprise, idea or suggestion which may nurture prosperity, employment and community spirits for the benefit of Waihi.
- (d) Where practicable, support and assist existing businesses seeking advice.

- (e) To establish and maintain contact with business organisations, Local and Regional Authorities and Local Community Groups.
  - (f) To do lawfully all such things as are incidental to or conducive to the above mentioned objectives, or any one of them, or any other objectives which the Society may from time to time establish.
- (3.1) Subject to the foregoing objectives to contract sue and be sued upon, open and operate on and close one or more banking accounts to acquire, dispose of use, receive, hire, borrow, lend, mortgage or in any way deal with or in real and personal property.
  - (3.2) To acquire by purchase, lease, hire or otherwise any real or personal property or rights or privileges which may be considered necessary or expedient for attaining the objects of the Society or any of them or for promoting the interest of the Society or its members and to sell or lease any portion thereof not required for these objects or any of them.
  - (3.3) To build or otherwise provide buildings and to equip, furnish, alter, enlarge, improve, repair, uphold and maintain the same respectively for the attainment of the foregoing object.

### **3 MEMBERSHIP**

- (4.1) Any person or company or organization who resides or operates as a business within the Waihi Ward boundary and who undertakes to conform to the Rules and by-laws (if any) of the Society and otherwise comply with its requirements, is eligible for membership. They shall upon making written application to the Secretary of the Society and being approved by the Executive, be enrolled as a member.
- (4.2) Members shall pay such fees, (if any), as determined by the Society.  
Membership fees shall fall due on the first day of each financial year of the Society

### **5. RIGHTS OF MEMBERS**

- (a) Any member of the Society may attend any Annual General or Special General Meeting, and
- (b) Vote at any Annual General or Special General Meeting of the Society, and
- (c) Stand as a candidate for any office in the Society.

## **6. REGISTER OF MEMBERS**

6.1 The Secretary of the Society shall establish and maintain a register of members of the Society specifying the name and address of each person who is a member of the Society together with the date on which the person became a member.

6.2 Provision for noting the date of cessation of membership shall also be contained in the register.

## **7. EXCLUSION FROM THE SOCIETY**

(a) A member of the Society as herein before described cannot be excluded from the Society unless:

(i) Due to death

(ii) They actively and knowingly contravene the objectives of the Society

(b) In such events, any member can only be expelled at an Executive Committee Meeting (held in Committee) of the Society. Before such meeting the member whose continued membership is under consideration shall be entitled to offer verbally or in writing any explanation for the offending conduct.

(c) If a resolution expelling the membership of such a member is passed by two-thirds of the Executive Committee members then present, the member shall forthwith cease to be a member of the Society without however being released from any liability to the Society whether in respect of subscriptions, fees or levies or otherwise and the Executive shall provide the member so expelled with written confirmation of the final decision.

(d) Any member may resign from the Society by writing to the Committee requesting that organization for said person's name be deleted from the Society's membership role.

## **8. PURGING THE ROLE**

The Secretary of the Society shall when called upon to do so by a Resolution of the Society purge the roll of members by striking off the named members who may be in arrears of dues for 12 months or more. Such purging shall not free discharged person from arrears of subscriptions and levies or from liability to pay the dues for the current financial year.

## 9. MEETINGS

- (9.1) The Society shall hold an Annual General Meeting once in each calendar year not later than 6 months after the end of its financial year and notice of such Annual General Meeting shall be given by the Secretary to all members by email or newsletter. They may further more, display on GO Waihi website or an advertisement published in a newspaper circulating in the Waihi Ward Area at least 14 clear days prior to the day set for the meeting.
- (9.2) A Special General Meeting may be called at any time on the decision of the majority of the Executive or on the written requisition of ten members of the Society stating the purpose for which such a Special meeting is required and delivered to the Secretary. Upon receipt of the requisition the Secretary shall forthwith convene a meeting giving at least 14 clear days' notice to all members of the Society and specifying the points of discussion.
- (9.3) At all General meetings or meetings of the Executive the Chairperson or in their absence, the persons then present shall elect from their number, a Chairman for the meeting and such Chairman whilst so acting shall have all the powers of the Chairperson.
- (9.4) The purpose of the Annual General Meeting of the Society shall be
- (i) Minutes of previous meeting
  - (ii) To receive the annual report
  - (iii) To receive the Financial Statements and Accounts
  - (iv) Election of Executive Committee members.
  - (v) To appoint an Auditor
  - (vi) Notices of motion

## 10. ELECTION OF OFFICERS AND EXECUTIVES

(10.1) The officers of the Society shall be elected at the Annual General Meeting, or with the permission of the Annual General Meeting at an Executive Committee meeting, they shall be

- (i) Chairperson
- (ii) Secretary
- (iii) Treasurer

In addition, the Annual General Meeting or the Executive Committee may appoint such other officers as they shall determine and shall prescribe the duties of such Officers of the Society or member of the Executive ex-officio.

(10.2) **OFFICERS** of the Society shall consist of the Chairperson, Secretary and Treasurer to be elected at the Annual General Meeting by Members or at the first Executive Committee meeting by its members. The Secretary may also hold the Position of Treasurer.

(10.3) The Executive shall consist of the Officers of the Society and a minimum of three others, to be elected at the Annual General Meeting by Members. The Executive shall meet at such times and places as it considers expedient.

## 11. VOTING and QUORUM

- (a) Voting at all meetings shall be by a show of hands, where a majority carries a motion, unless a secret ballot is requested in advance. In the event of a secret ballot the Secretary and one other member or two other persons appointed by the meeting shall be returning officers.
- (b) Only members may vote at meetings.
- (c) In the event of a tied vote the Chairperson may exercise a casting vote.
- (d) The quorum at any general meeting of the Society shall be five members and at any meeting of the Executive shall be a majority of the Executive provided that if, within

half an hour after the time fixed for the holding of a meeting, a quorum is not present, then no meeting shall be held.

## **12. POWERS OF THE EXECUTIVE COMMITTEE**

(12.1) Subject to the control of the Society in Annual General Meeting or Special General Meeting, the affairs of the Society, the management of the property and the investments of the funds shall be conducted by the Executive.

(12.2) The Executive may exercise any power vested in the Society and not required by these rules to be exercised by the Society in a meeting and may delegate any of its powers to sub-committees with power to revoke any authority so delegated.

## **13. SUB-COMMITTEES**

(13.1) The Executive shall when necessary appoint such sub-committees as it may consider necessary and shall prescribe the duties of such sub-committees. In the appointment of any sub-committee the Executive shall be restricted to only choosing from its own members.

(13.2) No decision of a sub-committee shall be binding until the Executive has ratified it unless its order of reference specifically authorises it.

## **14. DUTIES OF EXECUTIVE COMMITTEE**

The Executive shall present to the Annual General Meeting a full report of its activities and the Business done by it during its year of office and any matters of interest or importance to the Society transpiring during such period and may in such report (herein referred to as the Annual Report) make such recommendations as it thinks fit. The Treasurer shall present to the Annual General Meeting financial statements and a Balance Sheet prepared in accordance with good accounting practice, of the previous financial year of the Society.

## **15. INSPECTION OF BOOKS**

A member may upon request in writing inspect the books of the Society and the register of members at any reasonable time. The books and register shall be kept by Secretary.

**16. REGISTERED OFFICE**

The registered office of the Society shall be

The Secretary

P.O. Box 34

Waihi.

Or at such a place as the Executive may from time to time determine.

The Secretary is the Society's contact person for the Incorporation Department.

**17. ELECTION OF OFFICERS**

All candidates for the position of an Officer of the Society must be members of the Society.

All candidates must be verbally nominated and proposed and seconded by another member of the Society.

**18. DUTIES OF THE CHAIRPERSON**

(18.1) At all meetings the Chairperson or in his or her absence, the persons then present shall elect from their number a Chairperson for that meeting and such Chairperson whilst so acting shall have all the powers of the Chairperson.

(18.2) At all General Meetings and all Executive Meetings the Chairperson, shall have a deliberative vote. In the event of equality of voting, a casting vote in addition.

(18.3) The Chairperson's ruling shall be final on all points of order.

**20. DUTIES OF SECRETARY**

(20.1) The Secretary shall be responsible for all incoming and outgoing correspondence.

(20.2) The Secretary shall record and retain the minutes of all meetings of the Society.

(20.3) The Secretary shall keep a complete record of all members of the Society.

(20.4) The Secretary shall issue notices of meetings and agenda for such meetings in accordance with the rules.

## **21. DUTIES OF TREASURER**

- (21.1) The Treasurer shall keep accounts for the Society and record all incoming and outgoing finances. Receipts will be issued for all funds received by the Society by either the Secretary or the Treasurer or their appointee.
- (21.2) The Treasurer shall prepare or have prepared such financial statements as required by the Society.
- (21.3) The treasurer shall hold all financial records and bank statements.
- (21.4) The Treasurer shall submit at the Annual General Meeting a certified statement of assets and liabilities.
- (21.5) All outgoing monies of the Society should be authorised and signed by the Treasurer, and one other, either the Secretary or Chairperson.
- (That is, two of three to sign, one of whom must be the Treasurer.)

## **22. AUDITOR**

- (22.1) The members shall at each Annual General Meeting appoint an Auditor or other such qualified person who must be a Chartered Accountant, who shall not be a member or Officer of the Society and who shall hold this position until he or she dies or resigns or a successor is appointed, whichever shall first occur, but shall be eligible for re-appointment.
- (22.2) The Auditor shall audit the books and accounts of GO Waihi Inc. at least once every three years immediately prior to the Annual General Meeting. The Auditor shall be paid such reasonable rate for the services rendered.
- (22.3) The Auditor or other such qualified person shall formally review the books and accounts each and every other year that they have not been subjected to a full Audit and at any other times as the Management Committee may require. The Auditor or other such qualified person shall be paid such reasonable rate for the services rendered.



**23. PECUNIARY GAIN**

No member of the Society shall receive or obtain any pecuniary gain (except as a salaried officer) from the property or operations of the Society provided that this Rule shall not prevent the payment of such expenses or remuneration to members and employees of the Society as the Executive of the Society shall decide.

**24. THE COMMON SEAL**

The Executive shall approve a seal for the Society which shall be obtained by and kept in the custody of the Secretary. The seal shall not be affixed to any instrument except pursuant to a resolution of the Executive. The affixture of the seal to all instruments shall be attested under the hands of any two executives of the Society.

**25. FINANCIAL YEAR**

The financial year shall be from 1<sup>st</sup> July in one year to the 30<sup>th</sup> June in the following year.

**26. FUNDS**

(26.1) All monies received by the Society shall be paid to the credit of the Society's account in the bank approved by the Executive, no money from the Society's account shall be disbursed except pursuant to a decision duly entered in the Minute Book of the Executive or of a meeting of members.

(26.2) Any income, benefit or advantage shall be applied to the objectives of the organisation.

(26.3) No member of the organisation or any person associated with a member, shall participate in or materially influence any decision made by the organisation, in respect of the payment to or on behalf of that member or associated person of any income, benefit, or advantage whatsoever. Any such income shall be reasonable and relative to that which would be paid in an arm's length transaction (being open market value). 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.

## **27. ALTERATION TO CONSTITUTION**

(27.1) No rule of the Society shall be repealed or altered or no new rule shall be made, save by a majority of the members present on voting at an Annual General Meeting or Special General Meeting.

Fourteen clear days' notice of intention to propose any new rule or alteration shall be given to the Secretary who shall give notice to the members by email, newsletter or advertisement in the press all least fourteen clear days before any Annual General Meeting or Special General Meeting held for that purpose.

(27.2) No addition to or alteration of the nonprofit aims, personal benefit clause or the winding up clause shall be made which may affect any tax exempt status.

(27.3) 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.

## **28. DISSOLUTION**

(28.1) If at any meeting a majority of those present and voting shall resolve that the Society shall be wound up, a further Special General Meeting shall be called and held not earlier than thirty days after the day of the other meeting at which such resolution was passed, to confirm or reject such resolution by resolution. If the resolution shall be confirmed at such further Special General Meeting, the Society shall be wound up and all surplus assets after payment of all costs debts and liabilities of the Society shall be.

(a) distributed among such charitable organisation or organisations within the Waihi Ward that is not carried on for the private pecuniary profit of any individual, and with objects similar to those of the Society, or as the Society thinks fit to be held on trust by that organisation or those organisations solely for similar charitable purposes within Waihi Ward area.

(b) Or as determined by a Judge of the High Court of New Zealand

**29. INDEMNITY**

Every Officer of the Society or Servant of the Society shall be indemnified out of the funds of the Society and it shall be the duty of the Executive out of the funds of the Society to pay all costs losses and expenses which any such Officer or Servant may incur or become liable for by reason of any contract entered into or act or thing done by him as such officer or servant of the Society or in any way discharging his, her or its duty including travelling expenses and reasonable out-of-pocket expenses.

**30. SUBSCRIPTIONS AND LEVIES**

(30.1) The annual subscription payable by members shall be that amount as may be fixed (if any) at each Annual General Meeting. Such subscriptions to be due and payable immediately.

**31. RIGHT TO EMPLOY AND TERMINATE EMPLOYMENT**

(31.1) The Executive has the right to employ any person or persons whom it deems necessary to carry out the objects of the Society. The Executive has the right to terminate any such employment pursuant to the Employment Relations Act 2000 and any amendments and subject to the terms of any Individual Employment Agreement entered into by the Executive on behalf of the Society.

(31.2) A Subcommittee shall be formed from the Officers of the Society to oversee and manage any employment matters.

13/09/2022

Chairperson Max P McLean.

Secretary David Parish.