

CONSTITUTION (Rules) OF KAMO COMMUNITY INCORPORATED

1. NAME

1.1 The name of the Society shall be “Kamo Community Incorporated”.

2. DEFINITIONS

2.1 “The Act” means the Incorporated Societies Act 2022 and amendments

2.2 “Society” means Kamo Community Incorporated

2.3 “Committee” means the Society’s governing body

3. PURPOSES

The purposes for which the Society is established are to:

3.1 Revitalise Kamo Village and environs as an attractive and vibrant place to live, work and play.

3.2 Engage with and connect local community groups, residents, and businesses.

3.3 Acknowledge, celebrate, and promote Kamo’s heritage.

4. CULTURE

4.1 The culture of the Society is to be forward thinking, inclusive, and innovative.

5. REGISTERED OFFICE

6.1 The registered office of the Society shall be 2a Grant Street, Kamo, Whangarei 0112.

6. POWER TO BORROW MONEY

6.1 The Society shall not have the power to borrow money from external sources.

7. MEMBERSHIP

7.1 The Society shall maintain the minimum number of members (being 15) as required by the Act.

7.2 There will be two types of members:

7.2.1 Citizens, and

7.2.2 Clubs, community groups, and businesses

7.3 Becoming a member:

7.3.1 An applicant must complete an application form provided on the Society website or hard copy provided in person.

7.3.2 An applicant must provide the Society with a name and contact details (including postal address, telephone numbers, and any email address); and, on becoming a member promptly advise the Society if there are any changes to those details.

7.3.3 The Committee may accept or decline an application without prejudice.

7.4 Obligations and rights:

- 7.4.1 All Members (including Committee Members) shall promote the interests of the Society and shall do nothing to bring the Society into disrepute.
- 7.4.2 A Member is entitled to attend Annual General Meetings, Special General Meetings, and Committee Meetings if all subscriptions and fees have been paid.
- 7.4.3 No Member is liable for an obligation of the Society by reason only of being a Member.
- 7.5 Subscriptions and Fees:
- 7.5.1 The subscription for membership shall be the sum set at the AGM and will be split into the two membership types: Citizen; and, Clubs, community groups, and businesses.
- 7.5.2 Such subscription shall be due on joining and thereafter annually without prior demand and should cover the period 1 July in the current year to 30 June the following year.
- 7.6 Ceasing to be a member:
- 7.6.1 A Committee Member of the Society may retire or resign by giving one month's notice in writing of such intention to the Committee subject to payment of all subscriptions due at the date of notice. No part of subscriptions already paid shall be refundable unless approved by the Committee.
- 7.6.2 An ordinary Society Member may retire or resign at any time without giving notice.
- 7.6.3 A Member of the Society shall cease to hold membership of the Society if his or her subscription remains in arrears for the space of 90 days after the due date. The Committee may at its discretion at any time reinstate such member upon payment by him or her of all arrears of subscription.

8. MANAGEMENT CONTROL AND ADMINISTRATION

- 8.1 The Officers of the Society shall consist of Chair, Secretary, Treasurer, and Vice Chair.
- 8.2 The Committee shall consist of the Officers referred to in clause 8.1 and up to six (6) additional members, all of whom shall be elected at the Annual General Meeting of the Society and who shall hold office (subject to clause 8.12 of these Rules) until the next Annual General Meeting at which time they may be re-elected or replaced.
- 8.3 The Committee shall manage and control the affairs of the Society.
- 8.4 The Committee may by resolution make, alter, or rescind Procedures which shall not be repugnant to these Rules or the provisions of the Act. Notice of the passing of such Procedures shall be given in writing to all Members. A copy of such Procedures and of these Rules shall be kept at 2a Grant Street, Kamo, Whangarei for inspection.
- 8.5 If any vacancy shall occur in any office or position to which any member is elected at any Annual General Meeting the Committee shall at its next meeting after such vacancy occurs appoint a Member to fill such a vacancy for the unexpired term of such office or position.

- 8.6 The Chair of the Society shall Chair every meeting at which he/she shall be present; and, in the absence of the Chair then the Vice Chair, or such other officer nominated, shall be Chair. In the absence of both, a Member present chosen by the meeting shall be Chair.
- 8.7 The Secretary shall keep minutes of the proceedings of the Society and of the Committee, issue notices of meetings, have custody of all papers and documents, conduct all correspondence, prepare an Annual Statement and furnish the same to the Society at each Annual General Meeting, and shall ensure that the same is filed with the Registrar of Incorporated Societies.
- 8.8 The Treasurer shall keep proper books of accounts in respect of the Society's finances, receive and disburse all moneys and keep an account with a bank nominated by the Committee into which all moneys not required for current expenses shall be promptly paid.
- 8.9 The bank account shall be opened jointly by the Chair and the Treasurer and in the absence of either the Chair or the Treasurer, any other Member.
- 8.10 The Treasurer shall present an Annual Balance and Statement of Assets and Liabilities of the Society at each Annual General Meeting.
- 8.11 The Treasurer shall provide monthly reports to the Committee as prescribed in the Society Procedures.
- 8.12 Any member of the Committee shall automatically vacate his or her position if he or she:
- (a) is absent from four consecutive meetings of the Committee without leave of that Committee;
 - (b) becomes bankrupt or of unsound mind;
 - (c) resigns office by giving one months' notice in writing to the Committee.

9. MEETINGS

9.1 Annual General Meeting

9.1.2 The Business of the Annual General Meeting shall be to:

- confirm the minutes of previous Society Meeting(s),
- adopt the annual report on Society business,
- adopt the Treasurer's report on the finances of the Society, and the annual financial statements,
- set any subscriptions for the current financial year,
- consider any motions that have been tabled with prior notice,
- consider any general business.

9.1.3 The Committee must, at each Annual General Meeting, present the following information:

- an annual report on the affairs of the Society during the most recently completed accounting period,
- the annual financial statements for that period, and

- notice of any disclosures of conflicts of interest made by Committee Members during that period (including a brief summary of the matters, or types of matters, to which those disclosures relate).

9.1.4 Annual General Meetings shall be held during the first quarter in each year on a date to be fixed by the Committee. The year shall commence 1st July and end 30th June.

9.1.5 Notice of an Annual General Meeting includes and Agenda and call for nominations for Officers. Nominations must be received 7 days prior to the AGM.

9.1.6 At each Annual General Meeting the Officers and Committee members shall be elected by ballot to hold office until the next Annual General Meeting following their election.

9.1.7 Any other business shall also be transacted as shall be specified in the notice of the meeting which notice shall be sent by email to all Members entitled to vote at least 14 days prior to the date fixed for the holding of the meeting.

9.2 Committee Meetings

9.2.1 Committee meetings shall be held at a time and place to be fixed by the Committee. The Secretary shall keep minutes of all meetings which shall be available to Members after confirmation at the following meeting.

9.2.1 Only elected Committee Members are entitled to vote in Committee Meetings.

9.3 Special General Meetings

9.3.1 Special General Meetings may be called at any time by the Committee by resolution.

9.3.2 The Committee must call a Special General Meeting if the Secretary receives a written request signed by at least 60% per cent of financial Members. Any resolution or written request must state the business that the Special General Meeting is to deal with.

9.3.3 A notice calling such a meeting and stating the nature of the business to be dealt with shall be sent by email to each Member entitled to vote at least 14 days before the date fixed for such meeting. No meeting shall be irregular or invalid by reason of the non-receipt by any Member of the notice emailed to that Member.

9.3.4 The Procedures to be followed at Committee Meetings shall apply to a Special General Meeting; and, a Special General Meeting shall only consider and deal with the business specified in the Committee's resolution or the written request by Members for the Meeting.

9.4 Quorum

9.4.1 At any meeting of Members, whether Annual, Committee, or Special, five (5) elected Members shall constitute a quorum.

9.5 Decision making

- 9.5.1 Any question submitted to an Annual General Meeting of the Society shall be decided by the votes of a majority of the Members present.
- 9.5.2 Only paid-up Members have authority to vote.
- 9.5.3 Any Member may exercise his or her vote by proxy with respect to any matter to be dealt with at a meeting of the Society which matter has been specified in a notice of the proposed meeting and for this purpose proxy forms shall be sent together with all notices of all meetings.
- 9.5.4 Voting in the first instance shall be show of hands, but a poll may be demanded by the Chairperson or by five Members.
- 9.5.5 If any irregularity occurs in the convening or holding of any meeting of the Society or of the Committee or in connection with any election which is not objected to at the time all proceedings at such meetings or elections shall be valid as if the irregularity had not occurred.
- 9.5.6 If any irregularity is objected to the meeting shall decide upon the effect thereof and such decision shall be final and conclusive.

9.6 Auditor

- 9.6.1 Unless the Society resolves otherwise, an Auditor who may be other than a member of the Society may be appointed at each Annual General Meeting of the Society and the retiring Auditor shall be eligible for re-appointment. If an Auditor is appointed, the annual accounts of the Society shall be examined and their correctness shall be ascertained by the Auditor and the Auditor shall report on the correctness of the accounts and on any unsatisfactory features or irregularities.

9.7 Common Seal

- 9.7.1 The Common Seal of the Society shall be approved and adopted by the Executive Committee and shall be in the custody of the Secretary. The Seal shall only be affixed to any Deed or document in pursuant of a resolution of the Committee and in the presence of two members being the Chairman and the Secretary or a member or members appointed by the Committee to act on their behalf.

10. ALTERATION OF RULES

- 10.1 The Rules of the Society may be altered, added to or rescinded at any Annual General Meeting of the Society convened under Clause 9.1. The notice so given shall contain a copy or state briefly the nature of the resolution to be moved at the Meeting so called. A copy of such motion or resolution shall be lodged with the Secretary who shall give Members not less than 14 days' notice

of the meeting to consider the alteration to the Rules. The Secretary shall convene the meeting and give notice of the date and time of the meeting to Members. The resolution shall be effective if passed by a majority of the Members present at the meeting.

10.2 The Society shall register any alterations to the Rules as required by the Act.

11. SOCIETY FUNDS - MEMBER TRANSACTIONS - WINDING UP

11.1 The funds and property of the Society shall be solely devoted to the Purposes set forth in Clause 3 hereof and no pecuniary gain shall be derivable by any Member from the operations or property of the Society.

11.2 The Society has the authority to pay for contract labour or advice so long as it progresses the Purposes set out in Clause 3.

11.3 Any payments made to a Member or anyone associated with a Member must advance the Purposes set forth in Clause 3 hereof and must not exceed the amount that would be paid between unrelated parties. In particular:

(a) Payment by way of interest or rent shall not exceed current commercial rates.

(b) Receipts by way of interest or rent shall not be at less than current commercial rates.

(c) Sale of Society property or payment for goods and services will always be at current market value.

11.4 No Member of the Society or anyone associated with a Member may take part in or influence any decision made by the Society in respect of any payments to or on behalf of the Member or associated person of any income, benefit or advantage.

11.5 Winding up

11.5.1 The Society may be wound up by a majority of the financial Members at any Annual General Meeting or Special General Meeting of the Society. Notice of passing of such resolution shall be given by the Committee to the Registrar of Incorporated Societies.

11.5.2 If upon the winding up of the Society there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be payable or distributed among Members of the Society but shall be given to some other charitable Society having similar Purposes, to be decided by a majority of the Members of the Society at the time of its winding up or by the High Court if no such majority decision is made at the meeting resolving that the Society be wound up.