

FOR APPROVAL AT AGM

PAREMATA RESIDENTS ASSOCIATION INCORPORATED

Constitution and Rules

August 2025

1. Name

The society shall be the Paremata Residents Association Incorporated ("the Association").

2. Purposes

The purposes of the Association shall be to:

- 2.1. Work on behalf of, and for the benefit of, the residents of Paremata and surrounding areas on matters affecting their interests and wellbeing.
- 2.2. Protect and promote the residential, social, recreational, and environmental amenities of the Paremata area for the benefit of both residents and visitors.
- 2.3. Pursue matters of wider interest affecting the Paremata community and liaise or affiliate with other communities in matters of common interest.
- 2.4. Pursue dialogue and mediation on any development or activity affecting the area, including lodging any objection, petition, or appeal, or taking part in any process on these matters.
- 2.5. Represent the Paremata community in matters affecting the community undertaken by Porirua City Council, Greater Wellington Regional Council (or the successors of either), Council controlled organisations, or government departments and agencies.
- 2.6. Support local groups intending to use or using community or Council resources to promote community based or initiated projects consistent with these purposes.

3. Area

The area covered by the Association shall be all those parts of Paremata and adjoining suburbs, adjacent foreshore and waters, including Papakowhai, Mana, and the southern part of Camborne in Porirua City, as determined from time to time by the Executive Committee.

4. Charitable Status

The Association is a not-for-profit organisation but is not registered as a charitable entity under the Charities Act 2005.

5. Membership

- 5.1. The Association shall maintain the minimum number of members required by the Incorporated Societies Act 2022 (the Act).
- 5.2. Membership of the Association shall be open only to persons residing in or paying rates on a property in the area represented by the Association.
- 5.3. Every applicant for membership must consent in writing to becoming a member.

DRAFT

- 5.4. An applicant for membership must complete and sign an application form, or provide an email to the Secretary containing the information required which shall be considered as signed. The applicant must supply any additional information, or attend an interview, as may be reasonably required by the Executive Committee.
- 5.5. The Executive Committee may accept or decline an application for membership. The Executive Committee must advise the applicant of its decision.
- 5.6. Every Member shall provide the Association with their name and contact details (including a physical address and either an email address or telephone number). Each Member's name and details shall be retained in a Register of Members.
- 5.7. All Members, except Life Members, are required to pay the annual subscription fee and are recorded as Financial Members in the Register of Members upon payment.
- 5.8. Membership does not confer on any member any right, title, or interest (legal or equitable) in the property of the Association.

6. Life Membership

- 6.1 Members may be admitted as Life Members of the Association in recognition of outstanding service to the Association.
- 6.2 The Executive Committee may nominate candidates for Life Membership to a General Meeting of the Association. The nominee will be admitted as a Life Member if not less than two-thirds of members present at the General Meeting vote in favour.
- 6.3 Life Members shall have the same rights and privileges as Financial Members without payment of a subscription fee.

7. Termination of Membership

- 7.1. Membership of the Association may be terminated:
 - 1) By written resignation sent to the Secretary,
 - 2) By either relocating outside the Paremata area or ceasing to pay rates in this area or both,
 - 3) By non-payment of the annual subscription fee within the applicable financial year unless a nil subscription fee has been set,
 - 4) By death, or
 - 5) Expulsion by resolution of a General Meeting.
- 7.2. If at any time the Executive Committee believes that a member has acted in a manner prejudicial to the interests of, or in breach of the rules of, the Association, the Executive Committee shall notify the member in writing of this and give the member an opportunity to offer the Executive Committee an explanation either orally or in writing.
- 7.3. After considering the explanation, the Executive Committee may call a Special General Meeting to consider a resolution to expel the member. Voting on such a resolution at a General Meeting shall be by ballot and shall require a two-thirds majority vote of members present.
- 7.4. The Member in question will be notified in writing of the result of the ballot.
- 7.5. Every person upon ceasing to be a member of the Association forfeits all right to, and claim upon, the Association and its property and funds.

DRAFT

8. Becoming a Member again

Any former Member may apply for re-admission in the manner prescribed for new applicants. However, if a former Member's membership was terminated following a dispute resolution or expulsion process, the applicant may be re-admitted only by a General Meeting on the recommendation of the Executive Committee.

9. Subscription

- 9.1. The annual subscription fee shall be determined at the Annual General Meeting or at a Special General Meeting.
- 9.2. The Executive Committee will advise Members of the annual subscription fee, which is payable within one month of that advice. For new Members, the annual subscription fee is payable within one month of membership being approved.
- 9.3. Upon payment of the annual subscription fee, a Member becomes a Financial Member and shall continue to be a Financial Member until the due date of the next annual subscription fee.
- 9.4. In any year where a nil subscription fee is set:
 - 1) Existing Financial Members will remain financial, and
 - 2) Members joining during the year shall pay the subscription fee applicable prior to the nil subscription fee year or years.

10. Financial Year

The Financial year shall end on the 31st day of March in every year, to which day the accounts of the Association shall be balanced.

11. Notice to be given of Meetings

- 11.1. Notice of an Annual General Meeting or Special General Meeting shall be sent to members at their email address, or postal address if email is not available, at least 14 days before the meeting. Notice may also be provided by advertisement placed in the Public Notices section of a community newspaper, on a community noticeboard, or the Association's social media pages at least 14 days before the meeting.
- 11.2. Monthly Executive Committee meeting dates shall be set at the first meeting after the AGM. These dates and venues shall be shown in the Association's webpage. Any change of date shall be communicated to Executive Committee Members as soon as practicable before the meeting.

12. Annual General Meetings

- 12.1. The Annual General Meeting of the Association shall be held as soon after the 31st March as considered suitable by the Executive Committee.
- 12.2. The business of the Annual General Meeting shall be to:
 - 1) Confirm the minutes of the previous Annual General Meeting and any Special General Meetings since held,
 - 2) Adopt the Annual Report and Financial Statements of the Association for the preceding financial year,
 - 3) Elect an Executive Committee from nominations received and committee members wishing to stand again,
 - 4) Set any subscriptions for the current financial year,

DRAFT

- 5) Transact any business of which notice has been given or which is the subject of a recommendation from the previous Executive Committee, and
- 6) Consider any other general business, providing that no decision or recommendation at the meeting shall be binding on the Executive Committee, unless it is the unanimous decision of the meeting.

13. Special General Meetings

- 13.1. A Special General Meeting of the Association shall be held at any time if the Executive Committee considers such a meeting necessary or upon the request of no fewer than **10** Members.
- 13.2. Notice of any Special General Meeting shall specify the matters to be considered at that meeting and shall be notified in the same way as an Annual General Meeting.

14. Executive Committee Meetings

- 14.1. Meetings will be held regularly as deemed necessary by the Executive Committee or Chairperson, or upon the request of not less than **three** members of the Executive Committee.
- 14.2. Meetings will be open to all residents and ratepayers of the area and any other invited person to attend, speak on issues of concern to them, but not take part in any decisions. The Executive Committee may decide to discuss a matter in private with only Executive Committee members present.

15. Procedure at Meetings

- 15.1. General and Executive Committee Meetings may be held in person, by audio-visual link, or by a combination of both, at one or more venues using any real-time audio, audio and visual, or electronic communication that gives each Member a reasonable opportunity to participate.
- 15.2. General Meetings will be open to all residents and ratepayers of the area and any other invited person to attend and participate in discussion but not take part in any decisions.
- 15.3. **Quorums** – The quorum throughout all General Meetings of the Association shall be **ten** Financial Members, and for Executive Meetings shall be **five** Financial Members.
- 15.4. **Chairperson** – At all Executive Committee and General meetings the chair shall be taken by the Chairperson or the Deputy Chairperson, or in their absence the Executive Committee Members present shall elect one of their numbers to take the chair.
- 15.5. **Notices of Motion** – Members are invited to bring any relevant issues to a meeting. The Chairperson may decide to consider the issue or defer to a later meeting.
- 15.6. **Voting Eligibility** –
 - 1) Every Financial Member aged sixteen or over who is present at a General Meeting shall be entitled to one vote on every motion,
 - 2) At Executive Committee Meetings, only Executive Committee Members may vote.
- 15.7. **Voting Procedure** –
 - 1) At all meetings, voting will be by voice or by show of hands and shall be a simple majority unless otherwise decided. This may include the use of electronic voting using suitable technology,

DRAFT

- 2) If requested by no fewer than **two** Financial Members, or because of the nature of the vote and the Chair so decides, a ballot may be held,
- 3) In case of an equality of votes the Chair shall have a casting vote.

16. Minutes

The Secretary must keep minutes of all meetings including General Meetings.

17. Executive Committee

- 17.1. An Executive Committee of at least **eight** and no more than **16** Members shall be elected at each AGM. Should an AGM fail to elect a new committee, the previous Executive Committee shall continue to run the affairs of the Association until a Special General Meeting can be called to appoint a new committee.
- 17.2. Any person who is not disqualified under the Act may be elected or appointed to the Executive Committee of the Association, so long as that person—
 - 1) Has consented in writing to be a member of the Executive Committee and
 - 2) Certifies that they are not disqualified from being elected or appointed or otherwise holding office as member of the Executive Committee of the Association.
- 17.3. The term of office for all Executive Committee Members shall be one year, expiring at the end of the Annual General Meeting in the year following their appointment.
- 17.4. A Member is required to be a Financial Member before acting in any capacity as an Executive Committee Member.
- 17.5. The Executive Committee shall appoint from its Members a Chairperson, Deputy Chairperson, Secretary, Treasurer, and such other roles as it deems necessary.
- 17.6. The Executive Committee may appoint Financial Members to fill vacancies.
- 17.7. The Executive Committee may appoint subcommittees as considered desirable, and may co-opt other persons (including non-members and non-residents) to assist in special projects
- 17.8. The entire management of the Association shall be the responsibility of the Executive Committee

18. Removal of Executive Committee members

- 18.1. A person may be removed as a member of the Executive Committee by resolution of the Executive Committee where in the opinion of the Committee:
 - 1) The person has not adequately performed an appointed role or been absent from more than three consecutive Executive Committee meetings without reasonable explanation.
 - 2) The person has brought the Association into disrepute or failed to disclose a conflict of interest of substance.
- 18.2. When an person ceases to hold office, all books, papers and other property of the Association shall be delivered to the Executive Committee.

DRAFT

19. Conflicts of Interest

- 19.1. Disclosure must be made as soon as practicable after the Executive Committee member or member of a sub-committee becomes aware that they have an interest in an issue.
- 19.2. A member of the Executive Committee or sub-committee who has an interest in an issue:
 - a) must not vote or take part in the decision of either the Executive Committee or sub-committee relating to the issue unless all members of the Executive Committee who do not have an interest in the issue consent; and
 - b) must not sign any document relating to the entry into a transaction or the initiation of the issue unless all members of the Executive Committee who do not have an interest in the issue consent; but
 - c) may take part in any discussion of the Executive Committee or sub-committee relating to the issue and be present at the time of the decision of the Executive Committee and/or sub-committee (unless the Executive Committee or sub-committee decides otherwise).
- 19.3. However, a member of the Executive Committee or sub-committee who is prevented from voting on the issue may still be counted for the purpose of determining whether there is a quorum at any meeting at which the issue is considered.
- 19.4. Where 50 per cent or more of Executive Committee members are prevented from voting on an issue because they have an interest in that issue, a Special General Meeting must be called to consider and determine the issue, unless all non-interested Executive Committee members agree otherwise.

20. Interests Register

The Secretary shall maintain an up-to-date register of the interests disclosed by Executive Committee members.

21. Finance

- 21.1. The control, investment, and disposal of funds of the Association shall be with the Executive Committee.
- 21.2. Banking operations on the Association's account(s) shall be carried out by the Treasurer, and such accounts shall be operated on the signatures of any **two of three** Members of the Executive Committee (including the Treasurer) appointed for that purpose by the Executive Committee.
- 21.3. If an audit of the financial accounts is required by General Meeting or by the Executive Committee, the Executive Committee shall appoint a suitably qualified auditor.

22. Borrowing Powers

The Association may borrow any sum(s) of money for the purposes of the Association, from any persons, businesses, or corporations, but only in accordance with a resolution passed by a two-thirds majority vote of the Members present at a General Meeting.

DRAFT

23. Register of Members

- 23.1. The Secretary shall keep an up-to-date Register of Members containing:
- 1) Name,
 - 2) Postal address,
 - 3) Email address (if any),
 - 4) Phone number (mobile or landline) – optional when email address provided,
 - 5) Date of becoming a Member,
 - 6) Whether the Member is a Financial Member, and
 - 7) Any other information required by these Rules or prescribed by the Regulations under the Act.
- 23.2. Every Member shall promptly advise the Secretary of any change in their contact details.
- 23.3. With reasonable notice and at reasonable times, the Secretary shall make specific information from the Register of Members available for inspection by Members and Committee Members. However, no access will be given to information on the Register of Members to Members or any other person, other than as required by law.

24. Dispute Resolution

- 24.1. Any grievance by a Member, and any complaint by anyone, is to be lodged by the complainant with the Secretary in writing and must provide such details as are necessary to identify the details of the grievance or complaint. All Members (including the Executive Committee) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Association's activities.
- 24.2. The complainant raising a grievance or complaint, and the Executive Committee, must consider and discuss whether a grievance or complaint may best be resolved through informal discussions, mediation or arbitration. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.
- 24.3. The resolution of all disputes must be conducted in a manner that is consistent with natural justice as described in Schedule 2 of the Act.

25. Liquidation

- 25.1. The Association may be liquidated if, at an Annual General Meeting or a Special General Meeting of the Members, a resolution is passed accordingly by a majority of the members present and provided this resolution is confirmed at a subsequent general meeting held not earlier than 30 days after passing of the resolution in question.
- 25.2. In the event of the liquidation or dissolution of the Association, all surplus assets and money shall, after satisfaction of all debts and liabilities, be disposed of in accordance with the Association's Purposes to an organisation in New Zealand with similar Purpose, as determined by the general meeting and will be held for charitable, benevolent, philanthropic or cultural purposes in New Zealand.
- 25.3. Such surplus assets or monies shall not be paid to or distributed amongst the members of the Association or to any other individual members of another organisation.

26. Alterations to Rules

- 26.1. These rules may be amended, added to or repealed by a two-thirds majority vote of those present and eligible to vote at any General Meeting of the Association, providing that

DRAFT

notice of intention to make such changes has been given in the notice convening the meeting.

- 26.2. The Committee may make minor or technical amendments to these rules by notifying members and receiving no objections from members to the amendments.
- 26.3. No addition to, or alteration of, the Purposes, Personal Benefits clause or the Liquidation clause in winding up the Association shall be made which affects the not-for-profit status. 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. Interpretation of Rules

The Executive Committee is the sole authority of the interpretation of these Rules.

28. Personal Benefits

- 28.1. Any income, benefit or advantage shall be applied to the stated Purposes of the Association.
- 28.2. No Member or person associated with a Member shall participate in, or materially influence, any decision made by the Association in respect of payment to, or on behalf of, that Member or associated person of any income, benefit or advantage whatsoever.
- 28.3. Any income, benefit or advantage may be derived for Professional Services to the Association rendered in the course of business, charged at no greater rate than current market rates, or interest on money lent at no greater than current market rates.
- 28.4. The Association does not have the purpose of making a profit for a proprietor, member or shareholder and has a constitution that prohibits the distribution of property in any form to a proprietor, member or shareholder.

29. Indemnity

The Executive Committee, and each and every one of them respectively may be fully indemnified by and out of the funds of the Association against any loss, damage, expenses or liability incurred by reason of, or in connection with any legal proceedings instituted against them or any of them, for any act done, omitted or suffered in relation to the performance of any of their official duties.

30. Contact Person

- 30.1. The Society shall have at least **one** but no more than **three** contact person(s) that the Registrar can contact when needed.
- 30.2. The Society's contact person(s) will be appointed by the Executive Committee and must be:
 - 1) At least 18 years of age,
 - 2) A member(s) of the Executive Committee,
 - 3) Ordinarily resident in New Zealand, and
 - 4) Not disqualified under the Act from holding that office.
- 30.3. Any change in that contact person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 20 Working Days of that change occurring, or the Association becoming aware of the change.

END