

HAHEI RESIDENTS & RATEPAYERS ASSOCIATION INCORPORATED CONSTITUTION

Includes all proposed amendments March 2025.

1. The name of the Association is HAHEI RESIDENTS & RATEPAYERS ASSOCIATION INCORPORATED.
2. PURPOSES – the purposes of the Association shall be:
 - a. To promote and advance generally the interests and welfare of the residents and ratepayers of properties in and near Hahei by whatever means the Association may from time to time determine to be appropriate.
 - b. To promote and help foster a prevailing sense of community in Hahei
 - c. To preserve, improve, conserve, and enhance amenities in Hahei while maintaining Hahei's seaside village character
 - d. To monitor the development and maintenance of the infrastructure and services provided by central government, local government, and other authorities in the Hahei area.
 - e. To make submissions on any matter that protects or advances the interests of Hahei residents and ratepayers.
 - f. To use the funds of the Association as the Association considers necessary or proper in payment of the costs and expenses associated with carrying out the objects of the Association.
 - g. To subscribe to become a Member of and co-operate with any other Association whose purposes are similar to those of this Association provided it does not conflict with the interests of this Association.
 - h. To do all such things that are incidental or conducive to the attainment of the above objects.
3. MEMBERSHIP
 - a. The Association must consist of at least 10 Members.
 - b. The Association shall consist of Members, each being an owner or occupier of real property in the Hahei area, the extent of which will be defined from time to time by the Association.
 - c. No one Member shall be entitled to more than one Membership, notwithstanding ownership of more than one Lot of real property within the Hahei area.
 - d. All persons who qualify as Members in accordance with Clause 3(b) above shall be entitled to Membership of the Association upon payment of a current years'

subscription.

- e. Any Member may resign from his Membership by giving to the Secretary notice in writing to that effect and every such notice shall, unless otherwise expressed take effect as from the end of the financial year then current.
- f. The Association may at any time by letter compel any Member to retire for breach by them of these rules or for conduct prejudicial to the Association and its Members and in default of withdrawal to submit the question of their expulsion to a General Meeting to be held within twelve (12) calendar months from the date of such letter and at such meeting the Member whose expulsion is under consideration shall be allowed to offer an explanation verbally and/or in writing and if thereupon two-thirds of the Members present shall vote for their expulsion they shall forthwith cease to be a Member provided that voting at any such meeting shall be by ballot if so demanded by not less than five (5) Members.
- g. Any Member of the Association who has a conflict of interest on an issue must declare that conflict and be prohibited from voting on that issue.
- h. Membership of the Association does not confer upon any Member any right, title, or interest, either legal or equitable, in the property of the Association. A Member is not liable for the obligations of the Association by reason only of being a Member. Member liability is limited to:
 - i. Unpaid Membership subscriptions
 - ii. Any liability allowed for in this Constitution
 - iii. Any liability allowed for within the law of New Zealand
- i. Membership of the Association grants the Association the right to keep a register of Members. This register may include name, email address, property address in Hahei, mailing address and telephone number. Members have the right at any time to make a written request to the Association to view the information held on them by the Association.

4. MEETINGS

- a. An Annual General Meeting shall be held in Hahei each year and at a time (no later than six months after the end of the financial year) and place to be fixed by the Chairperson and/or Committee for the following purposes.
 - To receive an Annual Report and Financial Statements for the preceding year.
 - To fill vacancies in the Committee, subject to the ballot provisions of these Rules.
 - To fix the subscription for the current financial year.
 - To decide on any resolution which may be submitted to the meeting.
 - Any other general business of the Association
- b. The Chairperson and/or Committee shall call a Special General Meeting upon a request in writing from five (5) Members of the Association stating the purposes for

which the meeting is required. Such meeting shall be held at Hahei, or by participation by means of audio, audio-visual or electronic communications.

- c. Not less than twenty-one (21) clear days' notice shall be given to all Members of any Annual or Special General Meeting stating the business of such meeting.
- d. Any notice required to be given to Members shall be deemed to have been delivered if emailed to the last known email address. In addition, a notice may be given by affixing same to the Notice Board erected at either the General Store in Hahei or the Hahei Library or by electronic communications, and in such case shall be deemed to have been received by all Members on the date of first or only publication of such notice.
- e. At all General Meetings the Chairperson, or in his/her/their absence any other duly elected Chairperson, shall take the chair. Every Member shall be entitled to one (1) vote on all motions, exercised by show of hand or on voices as the Chairperson shall decide. Members may forward a written proxy to be received by the Secretary prior to the commencement of any meeting. In the case of an equality of votes the motion will be lost. The chairperson will have a casting vote in the event of a tied vote on any resolution of the Committee
- f. At all General Meetings one-half of all financial Members present or twenty-five (25) Members present (whichever is the lesser) shall constitute a quorum.
- g. A resolution at an Annual or Special General Meeting shall not be binding on the committee unless it has been notified to all members not less than 21 clear days prior to that meeting

5. FINANCIAL

- a. An Annual subscription shall be set at each Annual General Meeting. This shall be payable anytime within the new financial year and shall be current for the ensuing year and up to and including the following Annual General Meeting.
- b. Any subscription not received in the financial year; the Member shall be deemed to have resigned their Membership.
- c. The financial year shall be from 1 January until 31 December in each year.
- d. The Committee shall present to the Annual General Meeting Financial Statements for the previous financial year, including a written performance report thereon by a competent Financial professional.
- e. An Annual or Special General Meeting may impose a further levy on Members upon resolution passed at such meeting which it shall consider necessary or expedient for the purpose of furthering the interests of the Association and its Members.

6. OFFICERS AND COMMITTEE STRUCTURE

- a. Subject to the ballot provisions of these Rules, every Annual General Meeting of the Association shall elect the following Officers to form a committee comprising of:
 - Chairperson

- Vice-Chairperson
 - Secretary
 - Treasurer
 - Up to five (5) other persons
- b. All Officers shall hold office until the conclusion of the next Annual General Meeting, unless through retirement or removal from office.
 - c. Despite vacating office as an Officer, a person who held office as an Officer remains liable under the provisions of the Act that impose liabilities on Officers in relation to acts and omissions and decisions made while that person was an Officer.
 - d. The Committee shall have power to appoint a Member to fill any casual vacancy on the Committee until the next Annual General Meeting. In addition, they have the power to appoint up to two (2) further Members with full voting rights to the Committee for any purpose for which they deem it either necessary or desirable that such further Members be appointed.
 - e. All Officers shall retire at the Annual General Meeting but are eligible for re-election.
 - f. Meetings of the Committee shall be held when deemed necessary by the Chairperson and/or Secretary. Unless all Members of the Committee agree, all in-person meetings shall be held in Hahei. Online or digital meetings can be held when members are not in Hahei.
 - g. An Officer or Committee Member who has a material interest in a matter relating to the Association must disclose details of the nature and extent of the interest. An Officer or Committee Member who is interested in a matter relating to the Association:
 - a. Must not vote or take part in the decision of the Committee relating to the matter.
 - b. May take part in any discussion of the committee and be present at the time of the decision of the Committee.
 - c. May still be counted for the purpose of determining a quorum at any meeting at which the matter is considered.
 - h. Where possible seven (7) days clear notice shall be given to each Member of the Committee of any meeting, either via telephone, or e-mail.
 - i. All Committee members are bound by a collective responsibility to the objectives of the Association.

7. DUTIES OF THE COMMITTEE

The committee shall gauge the majority view of residents on significant matters and then take the appropriate action to act on those views by whatever means necessary provided those views are consistent with the Purposes outlined in clause 2.

- a. The Committee shall generally conduct the affairs of the Association.

- b. Keep proper books of account and present to each Annual General Meeting an Annual Report and Financial Statements in terms of these Rules.
- c. Fill any vacancies in terms of these Rules.
- d. Keep minutes of all Annual and Special General and Committee meetings.
- e. Notify Members of all Annual and Special General Meetings.
- f. At all meetings of the Committee, five (5) Members shall constitute a quorum.

8. ELECTIONS

- a. Four (4) weeks prior to the Annual General Meeting, the Secretary shall send a notice to all financial Members of the Association calling for nominations of persons willing to be Officers and/or Committee Members of the Association for the next year.
- b. Only financial Members of the Association may be nominated.
- c. All such nominations shall be in the form set by the Committee from time to time and shall be signed by one Member of the Association as nominator, and by the nominee. All completed written nominations shall be returned to the Secretary no later than three (3) weeks prior to the Annual General Meeting. In the event of nominations being insufficient to fill the vacancies, then subject to Clause 8 (c) of these Rules, nominations may be received from the floor at the Annual General Meeting to fill the vacancies but not otherwise. Any financial Member of the Association shall be eligible for nomination both as a Committee Member or for a position as an Officer on the Committee.
- d. Election of the Officers and Committee shall be conducted by e-mail ballot in the manner herein provided.
- e. If on the expiration of the time for receiving nominations the number of valid nominations does not exceed the number of vacancies to be filled then the candidate or candidates nominated shall be deemed to be duly elected and shall assume office after the dissolution of the Annual General Meeting
- f. If the number of duly qualified candidates exceeds the number of vacancies, then the Secretary may immediately cause an online ballot to be issued to every financial Member of the Association via email. Each financial Member shall be entitled to cast one vote for each vacancy. The ballot shall give directions on the method of voting and on the submission of the ballot.
- g. The ballot so issued shall be emailed to a Returning Officer or placed in a ballot box so as to reach them not later than three (3) days prior to the Annual General Meeting. The Returning Officer will not be a Member of the Association and will be nominated by the Committee.
- h. The Returning Officer shall count the votes and shall provide to the Chairperson a signed statement of the results of the voting.
- i. Candidates shall be notified of the time and place of the counting of votes and may

appoint a scrutineer to be present.

- j. In the event of two or more candidates obtaining an equal number of votes the one to be elected shall be determined by vote at the Annual General Meeting.
- k. The results of the ballot shall be announced by the Chairperson at the Annual General Meeting of the Association.
- l. Any Member may submit a valid ballot by post or hand to the nominated Returning Officer.

9. PERSONAL BENEFIT

As a not-for-profit organisation, the Officers and Members may not receive any distributions of profit or income from it. This does not prevent officers or members:

- a. receiving reimbursement of actual and reasonable expenses incurred, or
- b. entering into any transactions with the organisation for goods or services supplied to or from them, which are at arms length, relative to what would occur between unrelated parties.

Provided no Officer or Member is allowed to influence any such decision made by the organisation in respect of payments or transactions between it and them, their direct family or any associated entity.

10. SUNDRY

- a. Any decision, document, writing or other instrument pursuant to a resolution of the Association shall be signed by the Chairperson and one other person authorised to sign that document.
- b. All monies received by or on behalf of the Association shall forthwith be paid to the credit of the Association in an account with such trading bank or savings bank as shall from time to time be fixed by the Association and all cheques or withdrawal slips drawn on the account shall be signed by any two of the Chairperson, Secretary or the Treasurer.
- c. The Association may from time to time invest and reinvest in banks with a S&P rating of AA and above and upon such terms, as it shall think fit the whole or any part of its cash deposits, which shall not be required for the immediate business of the Association.
- d. The Association may not enter into any irrevocable commitments beyond its current cash assets. This includes, but not limited to:
 - i) Borrowing, either by way of bonds, debentures, mortgages or any unsecured loans
 - ii) Leases, hire purchase or any other means of deferent payment.

11. ALTERATIONS

- a. The Rules of the Association may be altered, added to, rescinded or otherwise

amended by a resolution passed by a two thirds majority of those present at a General Meeting of which twenty-one (21) days' notice has been given.

- b. No addition to, or alteration, or recession of the rules shall be approved if it affects the non-profit aims, personal benefit clause or the winding up clause. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any replacement document.
- c. No addition to, deletion from or alteration of the Association's rules shall be made which would allow personal pecuniary profits to any individuals.
- d. Change of name cannot be made by amending the Constitution. The name of a society in its constitution may be amended only in accordance with sections 117 to 120 of the Act.
- e. Every such notice shall set forth the purport of the proposed alteration, addition, rescission or other amendment.
- f. Duplicate copies of every such alteration, addition, rescission or amendment shall forthwith be signed by three Members of the Association and be delivered to the Registrar in accordance with the requirements of the Act.

THE ASSOCIATION MAY BE:

- a. Voluntarily dissolved in the manner provided by Section 177 of the Incorporated Societies Act 2022, or in the manner prescribed in subsequent Acts.
- b. On winding up or dissolution of the organisation any surplus funds or assets shall not be paid or distributed to any Members or individuals but shall be:
 - i. applied to a purpose in line with the organisation's objects, or
 - ii. given or transferred to another not-for-profit organisation.
- c. The registered office of the Association shall be situated as such place for the time being as shall be decided by the Committee. Notice of every change of situation of the registered office shall be duly sent to the Registrar.