

Rules of Amberley Community Pool Society Incorporated

The Society

1. Name

- 1.1. The name of the society is **Amberley Community Pool Society Incorporated** ("the **Society**").
- 1.2. The Society is constituted by resolution dated 27th May 2013.

2. Registered Office

- 2.1. The Registered Office of the Society is: 5 Amberley beach Road, Amberley, North Canterbury

3. Purposes of Society

- 3.1. The purposes of the Society are to:
 - a) Raise funds for the refurbishment of the Amberley community pool.
 - b) Apply any funds raised primarily for that purpose, and additionally for the purposes expressed below.
 - c) Ensure the Amberley, and wider North Canterbury, community retain access to and use of a safe and well appointed pool facility within the Amberley township.
 - d) Ensure the refurbished Amberley community pool caters for all recreational, educational, social and sporting users of the pool facility.
 - e) To explore and consider all possibilities for an integrated pool and building facility with any possible other complimentary uses.
 - f) Ensure and maintain commitment from the Hurunui District council, and Hanmer Thermal Pools to co-fund the refurbishment and development of the Amberley community pool.
 - g) Ensure that the Amberley community pool facility stays fully or majority owned, managed and operated by the Hurunui District Council.
 - h) To cooperate with any other organisations or individuals whose objects or goals are altogether or in part similar to this Society in order to advance and promote the purposes of this Society.
 - i) Maintain an active participation, as a community organisation, in any future governance or management structure of:
 - i. refurbishment and redevelopment process
 - ii. a refurbished and redeveloped pool that results from all of the above purposes.

Management of the Society

4. Managing Committee

4.1. The Society shall have a managing committee (“the Committee”), comprising the following:

- Chairperson;
- Vice Chairperson;
- Secretary;
- Treasurer (together with the above persons, "the Officers"); and
- A representative of Hurunui District Council (the "Council"), appointed by the Council ("the Council Representative");
- Such other Members as the Society shall decide (if any) to the intent that the Committee is representative of the Amberley and North Canterbury community ("the Community Representatives").

4.2. Only Members of the Society may be Committee Members.

4.3. There shall be a minimum of five Committee Members.

5. Appointment of Committee Members

5.1. At a Society Meeting, the Members may decide by majority vote:

- a) How large the Committee will be;
- b) Who shall be the Chairperson, Vice Chairperson, Secretary, Treasurer and Community Representative (if any);
- c) Whether any Committee Member may hold more than one position as an Officer;

5.2. Notwithstanding anything to the contrary in these Rules:

- a) The Council may appoint (and from time to time replace) one person to be the Council Representative;
- b) The Council Representative shall become a Member on appointment by the Council, and shall cease to be a Member on replacement by the Council; and
- c) The Society shall have no power to remove the Council Representative from Membership of the Society or from the Committee.

6. Cessation of Committee Membership

6.1. The term of office of a Committee Member is one year ("the Term").

6.2. 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 Society at a Society Meeting.
- c) Their Term expires.

6.3. If a person ceases to be a Committee Member, that person must immediately give to the Committee all Society documents and property.

7. Nomination of Committee Members

7.1. 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. All retiring members of the Committee shall be eligible for re-election.

7.2. 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.

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

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

8. Role of the Committee

8.1. Subject to these rules of the Society ("the Rules"), the role of the Committee is to:

- a) Administer, manage, and control the Society;
- b) Carry out the purposes of the Society, and Use Money or Other Assets to do that;
- c) Manage the Society'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;
- 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; and
- j) Set Membership fees, including subscriptions and levies.

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

8.3. All decisions of the Committee shall be by a Majority Vote. In the event of an equal vote, the Chairperson shall have a casting vote, that is, a second vote.

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

9. Roles of Committee Members

9.1. The Chairperson is responsible for:

- a) Ensuring that the Rules are followed;
- b) Convening Meetings;

- c) Chairing Meetings, deciding who may speak and when;
 - d) Overseeing the operation of the Society; and
 - e) Reporting on the operations of the Society at each Annual General Meeting; and
- 9.2. The Vice Chairperson is responsible for fulfilling the role of the Chairperson in the event of the unavailability of the Chairperson at a Meeting.
- 9.3. The Secretary is responsible for:
- a) Recording the minutes of Meetings;
 - b) Keeping the Register of Members;
 - c) Holding the Society'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 Society to the Registrar of Incorporated Societies upon their approval by the Members at an Annual General Meeting and
 - f) Advising the Registrar of Incorporated Societies of any changes to the Rules.
- 9.4. The Treasurer is responsible for:
- a) Collecting and receiving all payments to the Society.
 - b) Keeping proper accounting records of the Society's financial transactions to allow the Society's financial position to be readily ascertained;
 - c) Preparing annual financial statements for presentation at each Annual General Meeting ("the Annual Financial Statements"). These statements shall be prepared in accordance with the Societies' accounting policies (see 8.1.d).
 - d) Providing a financial report at each Annual General Meeting; and
 - e) Providing financial information to the Committee as the Committee determines.

10. Committee Meetings

- 10.1. Committee Meetings may be held via video or telephone conference, or otherwise via whatever format the Committee shall decide.
- 10.2. No Committee Meeting may be held unless more than half of the Committee Members attend, which will constitute a quorum;
- 10.3. The Chairperson shall chair Committee Meetings, or if the Chairperson is absent, the Vice Chairperson, or in the absence of both, the Committee shall elect a Committee Member to chair that meeting;
- 10.4. Decisions of the Committee shall be by Majority Vote;
- 10.5. The Chairperson or person acting as Chairperson has a casting vote, that is, a second vote;
- 10.6. Only Committee Members present at a Committee Meeting may vote at that Committee Meeting;
- 10.7. Subject to these Rules, the Committee may regulate its own practices;
- 10.8. The Chairperson or the person acting as Chairperson shall adjourn the meeting if necessary; and
- 10.9. Adjourned Meetings: If within half an hour after the time appointed for a Committee Meeting a quorum is not present the meeting shall be adjourned. If at the subsequent meeting set by the Chairperson of the Society a quorum is not

present the meeting shall be dissolved without further adjournments. The Chairperson may with the consent of any Committee Meeting adjourn a meeting. No business shall be transacted at any adjourned meeting until the business left unfinished at the meeting from which the adjournment took place is dealt with.

Society membership

11. Types of Members

- 11.1. All Member are ordinary members.
- 11.2. Members have the rights and responsibilities as set out in these Rules.
- 11.3. The Society or the Committee may invite persons (whether or not they are Members) to enrol as Friends of the Society (which may comprise differing classes as determined by the Society from time to time). Friends of the Society may be enrolled on the basis of subscription or contribution or otherwise as decided by the Committee.
- 11.4. Friends of the Society shall be entitled to such of the following as the Committee may decide from time to time (in addition to rights as Members, where applicable):
 - a) To attend General Meetings (but not to vote);
 - b) To have their contributions appropriately acknowledged; and
 - c) To proclaim their status as a Friend of the Society, subject to any restrictions imposed by the Committee.

12. Admission of Members

- 12.1. To become a Member, a person (“the Applicant”) must:
 - a) Be part of, or associated with, the Amberley and North Canterbury community
 - b) Complete an application form, if the Committee requires this;
 - c) Supply name and contact details (email, phone numbers and postal address) and any other information the Committee requires;
 - d) Pay an annual subscription of \$20 for an individual or \$100 for any other organisation (or as otherwise set by the Society from time to time).
- 12.2. 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.

13. The Register of Members

- 13.1. 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.
- 13.2. If a Member’s contact details change, that Member shall give the new postal or email address or telephone number to the Secretary.
- 13.3. Each Member shall provide such other details as the Committee requires.
- 13.4. Members shall have reasonable access to the Register .

14. Cessation of Membership

- 14.1. Any Member may resign by giving written notice to the Secretary.
- 14.2. Membership can otherwise be 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 Society, 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 Society;
 - 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 Society.
 - b) 14 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 Society 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 a Society 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.
 - d) When the Member is heard at a Society Meeting, the Society may question the Member and the Committee Members.
 - e) The Society shall then by majority vote decide whether to let the termination stand, or whether to reinstate the Member. The Society’s decision will be final.

15. Obligations of Members

- 15.1. All Members (and Committee Members) shall promote the purposes of the Society and shall do nothing to obstruct those purposes or to bring the Society into disrepute.

Money and other assets of the Society

16. Receipt and Use of Money and Other Assets

- 16.1. The Society shall:
- a) Establish one or more bank accounts and all drawings on such accounts shall be made only under the joint authority of two Committee Members (one of which being the Treasurer or Chairperson); and
 - b) hold all funds in such bank account and shall not invest those funds other than by deposit in the bank accounts, except as authorised by the Society.
- 16.2. All funds received by the Society must be banked within seven days after the Treasurer receives them.
- 16.3. The Society may only Use Money and Other Assets if:
- a) It is for a purpose of the Society;
 - 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 Society.
- 16.4. For the avoidance of doubt, the contribution of funds by the Society to the Council otherwise in accordance with these Rules is not for the sole personal or individual benefit of any Member for the purposes of rule 16.3.

17. Subscriptions

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

18. Additional Powers

- 18.1. The Society may for the purposes of the Society, and subject to these Rules:
- a) Employ people;
 - b) Exercise any power a trustee might exercise; and
- Invest in any investment that a trustee might invest in.

19. Financial Year

- 19.1. The financial year of the Society begins on July 1st of every year and ends on June 30th of the next year.

20. Assurance on the Financial Statements

- 20.1. The Society shall appoint an auditor to audit the Annual Financial Statements ("the Auditor"). The Auditor shall report on whether the financial statements are prepared in all material respects in accordance with the Society's accounting policies. The Auditor must be a suitably qualified person and preferably be a member of the New Zealand Institute of Chartered Accountants. They must not be a member of the Committee or an employee of the Society. If the Society appoints an Auditor who is unable to act for some reason, the Committee shall appoint another Auditor as a replacement.
- 20.2. The Committee is responsible to provide the auditor with:
- a) Access to all information of which the Committee is aware that is relevant to the preparation of the financial statements such as records, documentation and other matters
 - b) Additional information that the auditor may request from the Committee for the purpose of the audit; and
 - c) Reasonable access to persons within the Society from whom the Auditor determines it necessary to obtain evidence.

Conduct of meetings

21. Society Meetings

- 21.1. A Society Meeting is either an Annual General Meeting or a Special General Meeting.
- 21.2. The Annual General Meeting shall be held once every year no later than five months after the Society's balance date. The Committee shall determine when and where the Society shall meet within those dates.
- 21.3. 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.
- 21.4. The Secretary shall:
- a) Give all Members at least 14 days' Written Notice of the business to be conducted at any Society Meeting
 - b) Additionally, the Secretary will provide, as appropriate:
 - i. A copy of the Chairpersons Report on the Society'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; and
 - iii. Notice of any motions and the Committee's recommendations about those motions.

- c) 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.
- 21.5. All Members may attend and vote at Society Meetings. A Member is, subject to these Rules, entitled to one vote at a Society Meeting.
 - 21.6. Only Members present at a Society Meeting may vote at a Society Meeting.
 - 21.7. No Society Meeting may be held unless at least six eligible Members attend, which will constitute a quorum.
 - 21.8. All Society Meetings shall be chaired by the Chairperson. If the Chairperson is absent, the Vice Chairperson shall chair the meeting, or in the absence of both, the Society shall elect another Committee Member to Chair that meeting. Any person chairing a Society Meeting has a casting vote.
 - 21.9. On any given motion at a Society Meeting, the Chairperson shall in good faith determine whether to take the 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 Chairperson will have a casting, that is, second vote.
 - 21.10. The business of an Annual General Meeting shall be:
 - a) Receiving any minutes of the previous Society's Meeting(s);
 - b) The Chairperson's report on the business of the Society;
 - c) The Treasurer's report on the finances of the Society, and the Annual Financial Statements;
 - d) Election of Committee Members;
 - e) Motions to be considered; and
 - f) General business.
 - 21.11. The Chairperson or the person acting as Chairperson shall adjourn the meeting if necessary.
 - 21.12. Adjourned Meetings: If within half an hour after the time appointed for a meeting a quorum is not present the meeting shall be adjourned. If at the subsequent meeting set by the Chairperson of the Society a quorum is not present the meeting shall be dissolved without further adjournments. The Chairperson may with the consent of any Society Meeting adjourn a meeting. No business shall be transacted at any adjourned meeting until the business left unfinished at the meeting from which the adjournment took place is dealt with.

22. Motions at Society Meetings

- 22.1. Any Member may request that a motion be voted on ("Member's Motion") at a particular Society Meeting, by giving written notice to the Secretary at least 28

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 Society 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 Society Meeting chosen by the Member; and
- b) The Secretary must give the Member’s Information to all Members at least 14 days before the Society 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 Society Meeting.

22.2. The Committee may also decide to put forward motions for the Society to vote on (“Committee Motions”) which shall be suitably notified.

Common seal

23. Common seal

- 23.1. The Committee shall procure a common seal for the Society and may from time to time replace it with a new one.
- 23.2. 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 Chairperson and countersigned by the Secretary or a member of the Committee.

Disclosure of Interest

24. Disclosure of Interest

- 24.1. Any Member who has a financial or pecuniary interest in a matter being considered or about to be considered by the Society or the Committee shall disclose the nature of that interest as soon as possible after becoming aware of the interest, whether at a Society Meeting, a Committee Meeting, or otherwise.
- 24.2. The disclosure under rule 24.1 is to be recorded in the relevant minutes of that meeting and the Member shall not:
 - a) Be present during any discussion of the matter in which they are interested; or
 - b) Take part in any vote in relation to the matter.
- 24.3. For the avoidance of doubt, neither the Council nor the Council Representative shall be considered to have a relevant interest for the purposes of rule 24.1 due solely to the role of the Council in relation to the purposes of the Society.

Altering the rules

25. Altering the Rules

- 25.1. The Society may alter or replace these Rules at a Society Meeting by a resolution passed by a two-thirds majority of those Members present and voting.
- 25.2. 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 28

- days before the Society Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.
- 25.3. 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.
- 25.4. 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.
- 25.5. Notwithstanding any other provision of these rules, no addition or alteration to clauses 3.1, 16.2 or 2.6 may be made if it detracts from or alters the nature of the Society.

Winding up

26. Winding up

- 26.1. If the Society is wound up:
- a) The Society's debts, costs and liabilities shall be paid;
 - b) Surplus Money and Other Assets of the Society may be disposed of:
 - i. By resolution; or
 - ii. According to the provisions in the Incorporated Societies Act 1908, but
 - c) The Surplus Money and Other Assets must be distributed or applied for the Charitable purposes of the Society or otherwise for charitable purposes within the immediate Amberley District or wider Hurunui District.

Definitions

27. Definitions and Miscellaneous matters

- 27.1. 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) "Meeting" means a Society Meeting or Committee Meetings.
 - c) "Money or Other Assets" means any real or personal property or any interest therein, owned or controlled to any extent by the Society.
 - d) "Society Meeting" means any Annual General Meeting, or any Special General Meeting, but not a Committee Meeting.
 - e) "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.
 - f) "Written Notice" means communication by post, electronic means (including email, and website posting), or advertisement in periodicals, or a combination of these methods.
 - g) 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; and
 - iii. Headings are a matter of reference and not a part of the rules.
 - h) Matters not covered in these rules shall be decided upon by the Committee.