

<p><b>NORTHCOTE RESIDENTS' ASSOCIATION INCORPORATED</b></p> <p><b>THE RULES OF THE NORTHCOTE RESIDENTS' ASSOCIATION INCORPORATED.</b></p> <p><b>1. Name</b></p> <p style="text-align: center; font-size: 2em; color: lightgray;">2018 review draft</p> <p>The name of the Association is the 'Northcote Residents' Association Incorporated' (the 'Association').</p> <p><b>2. Representative Area</b></p> <p>Northcote Point in these Rules refers to the area bounded by the Waitemata Harbour, Onewa Road south side only from the Northern Motorway to the western side of the northern end of Church Street</p> <p>"Northcote" is that area commonly known as Northcote Point and Northcote Central and which is bounded in the East by State Highway 1, to the north by Ocean View Road to its junction with Pupuke Road and to the west, by the old Northcote Borough/Birkenhead City boundary from the bottom of Maritime Terrace, through Park Avenue to the Pupuke/Ocean View Road intersection. It includes Raymond Tce and Park Ave. <b>The Waitemata Harbour forms the southern boundary.</b></p>	<p><i>This column explains reasons for proposed changes, which are in red.</i></p> <p><i>Clarification</i></p>
<p><b>3. Objects</b></p> <p>3.1 The objects of the Association are:</p> <p>(a) To promote and protect the interests and welfare of the residents and ratepayers of Northcote and to provide the means whereby their views can be ascertained <b>and</b> presented to the appropriate authorities and implemented where possible.</p> <p>(b) To conserve and improve the environment of Northcote and to ensure that any development takes into account sound and positive ecological principles and the historical heritage of the area.</p> <p>(c) To encourage active participation of Northcote residents in the affairs of their community.</p> <p>(d) To affiliate, combine or amalgamate with or take over the affairs of any other society, body or organisation having objects similar or ancillary to the objects of this Association.</p> <p>(e) To provide a forum at which the ideas or concerns of the residents can be aired and if appropriate to act as a mechanism to action them.</p> <p>(f) To ensure that any projects, proposals or developments in Northcote and its environs <b>are</b> for the betterment or maintenance of amenities, character and nature of Northcote and respect the rights and reflect the interests of its residents.</p>	<p><i>Better English</i></p> <p><i>Corrects error</i></p>

<p><b>4. Membership</b></p> <p>4.1 The number of members of the Association is unlimited and any person who is a resident or ratepayer of Northcote as defined in Rule 2 is eligible for membership and shall be admitted as a <del>full</del> Member on</p> <ul style="list-style-type: none"> <li>(a) payment of the subscription specified by the Executive;</li> <li>(b) completion of <del>a membership an application</del> form; and</li> <li>(c) agreeing to abide by the Rules of the Association; <del>as well as</del></li> <li>(d) approval of the Executive in accordance with Rule 4.3 below.</li> </ul> <p><del>4.2 Any person who has an interest in Northcote but is not a resident or ratepayer of the area is eligible for to become an Associate membership of the Association on completion of the same conditions terms as in 4.1 Such An Associate shall have all the privileges of full membership except the entitlement to vote at any meeting of the Association or to nominate or be nominated for the Executive.</del></p> <p>4.2 A majority of two thirds or more of the members of the Executive, by resolution, may determine that any person’s application for membership <del>of the Association</del> be declined. The Executive shall not be obliged to provide any reasons for its decision.</p> <p>4.3 <del>A persons</del> shall cease to be <del>a Members or Associate</del> of the Association:</p> <ul style="list-style-type: none"> <li>(a) if the person gives notice of their resignation in writing to the Secretary;</li> <li>(b) if the Association in a General Meeting resolves by a majority of three quarters of those present and voting on <del>the a</del> recommendation of the Executive that <del>any the</del> Member’s name be removed from the membership list for conduct contrary to the interests of the Association.</li> <li>(c) if the <del>Member’s or Associate’s</del> subscription remains unpaid 30 days after the close of the Annual General Meeting, or <del>a Member ceases to be a resident or ratepayer of Northcote that Member shall be deemed to have resigned from the Association. provided also that if their status will be deemed to have changed from Member to Associate.</del></li> </ul> <p>4.4 Upon a person ceasing to be a <del>Member</del> of the Association as a result of either (a), (b) or (c) above, he or she shall immediately cease to hold any office in the Association or be entitled to any privileges of membership.</p>	<p><i>This proposes to abolish the role of Associate and restrict membership to residents and ratepayers of the area.</i></p> <p><i>Other amendments here are for clarification.</i></p> <p><i>This change reduces the time from 90 to 30 days.</i></p>
<p><b>5. Financial Year</b></p> <p>The financial year of the Association shall commence on 1 April and finish on 31 March the following year.</p> <p><b>6. Annual Subscription</b></p> <p>6.1 The annual subscription shall be fixed at the Annual General Meeting and shall be payable to the Treasurer <del>or direct credited to the Association’s bank account.</del></p> <p>6.2 Payment of the subscription in a particular year shall render the member financial until 30 days after the AGM in the following financial year.</p> <p><b>7. Alteration of Rules</b></p>	<p><i>Sensible addition</i></p> <p><i>To agree with the change in 4.3 (c)</i></p>

<p>The Rules of the Association or any of them may be altered, added to, rescinded or substituted by a majority of two thirds of those financial Members present and voting at a General Meeting of the Association on the motion of any member, provided that notice of such motion, and the reasons for it, shall be in the hands of the Secretary at least 21 days before the date of such General Meeting and the Secretary shall have circulated to the members or published <del>in a newspaper circulating in Northcote</del> on the Association's website notice of such motion and its reasons 14 days before the date of such General Meeting.</p>	<p><i>Consistent with new technology</i></p>
<p><b>8. General Meetings</b></p> <p>8.1 The Association shall call an Annual General Meeting once in every calendar year to be held not later than three months after the <del>expiry end</del> of the Association's financial year on 31 March or such other date as determined at any General Meeting, for the purpose of presenting <del>accounts</del>, annual reports and financial statements, election of Executive and other business required by these rules to be done in an Annual General Meeting.</p> <p>8.2 If requested in writing to do so by 20 financial members, the Secretary shall call a Special General Meeting of the Association at any time, <del>the purpose of which must have been specified in the request together with any proposed motions.</del></p> <p>8.3 The Executive, by simple majority also has the right to call a General Meeting.</p> <p>8.4 Members shall receive at least 14 days written/<del>emailed</del> notice of all General Meetings whether Annual General Meetings or otherwise.</p> <p>8.5 The quorum for all General Meetings shall be <del>twenty</del> financial members personally present.</p> <p>8.6 All financial Members personally present shall be entitled to one vote at General Meetings; and voting shall be by a show of hands except in the case of the election of the Executive which shall be by way of secret ballot. In the event of an equality of votes on any matters whatsoever, the Chairperson shall have a second or casting vote.</p> <p><b>9. Notice</b></p> <p>Where notice is required to be given in writing under these Rules that shall mean communication by post, electronic means (including email and website posting), telephone or <del>advertisement in periodicals covering the Northcote area</del>, or a combination of these methods at the discretion of the Chairman and Secretary.</p> <p><b>10. Appointment of Officers</b></p> <p>10.1 All financial Members of the Association shall be eligible for election to the Executive of the Association. The Executive shall consist of no fewer than six and no more than ten persons elected at the Annual General Meeting or co-opted under Rule 10.5 .</p>	<p><i>Simpler term.</i></p> <p><i>More precise term.</i></p> <p><i>Adds to transparency of the action and informs Members better.</i></p> <p><i>New technology</i></p> <p><b>15 ??????????????</b></p> <p><b>????????????????</b></p>

<p>10.2 Nominations for the Executive shall be made by financial <b>M</b>embers and shall be received prior to or at any Annual General Meeting or special General Meeting called for the purpose of electing the Executive.</p> <p>10.3 The Executive shall elect the Chairperson of the Association from amongst the members of the Executive at a meeting to be convened within 21 days of the Annual General Meeting electing the members of the Executive.</p> <p>10.4 The Executive may appoint a person(s) to perform the functions of a Secretary and Treasurer .</p> <p>10.5 Any vacancy in the number of members of the Executive, <b>including those</b> caused by resignation or expulsion of a member may be filled by an appointment made by the Executive (<b>co-option</b>) but it shall not be compulsory to fill such vacancy until the Annual General Meeting next succeeding such vacancy. Any person so appointed shall hold office only until the next following Annual General Meeting but shall be eligible for re-election. The number of persons appointed to the Executive under this Rule 8.3 shall not exceed <b>four</b> at any one time.</p> <p>10.6 All Executive Meetings shall be chaired by the Chairperson. In the event of the absence, sickness, incapacitation or death of the Chairperson the members of the Executive may elect a person to act in place of the Chairperson and that person shall have all the powers of the Chairperson <b>for that meeting</b>.</p>	<p><i>Enables co-option to lift the size of Exec to 10.</i></p> <p><i>Increases the number from 3 to 4.</i></p> <p><i>Clarifies the powers of the acting chairperson.</i></p>
<p><b>11 Role of the Executive</b></p> <p>11.1 Subject to the rules of the Association, the Executive is to:</p> <p>(a) Administer, manage, and control the Association;</p> <p>(b) Carry out the objects and purposes of the Association and use money or other assets to do that;</p> <p>(c) Manage the Association’s financial affairs, including approving the Annual Financial Statements for presentation to the <b>M</b>embers at the Annual General Meeting;</p> <p>(d) Set accounting policies in line with generally accepted accounting practice;</p> <p>(e) Delegate responsibility and co-opt members where necessary;</p> <p>(f) Ensure that all members follow the Rules;</p> <p>(g) Decide the times and dates for meetings and set the agenda for meetings;</p> <p>(h) Facilitate communication with members by holding a brief public forum , chaired by the Chair of the Executive or his/her nominee, prior to <del>each</del> <b>at least 5 of the Executive meetings held each year</b>;</p> <p>(i) Decide the procedures for dealing with complaints;</p> <p>(j) Recommend the level of membership fees including subscriptions and levies.</p>	<p><i>Enables the Executive to meet without a forum and in a cost-free venue for some meetings. This legitimises what has been done in practice for some years.</i></p>

<p>11.2 The Executive has all the powers of the Association unless the Executive’s power is limited by these Rules or by a majority decision of <b>the Association Members present at a General Meeting.</b></p> <p>11.3 All decisions of the Executive <b>except as specified in Rule 4.2</b> shall be by a <b>simple majority vote of those present at a meeting.</b> In the event of an equality of votes the Chairperson shall have a <b>second or</b> casting vote, <del>that is, a second vote.</del></p> <p>11.4 Decisions of the Executive bind the Association unless the Executive’s power is limited by the Rules or by a majority decision of <b>a General Meeting of the Association.</b></p>	<p><i>Clarification.</i></p> <p><i>Clarification.</i></p> <p><i>Clarification.</i></p>
<p><b>12. Roles of Officers</b></p>	
<p>12.1 The Chair is responsible for:</p> <ul style="list-style-type: none"> <li>(a) Ensuring that the Rules are followed.</li> <li>(b) Convening meetings and establishing whether a quorum is present. (Half the Executive <b>or as in Rule 8.5 for General Meetings</b>)</li> <li>(c) Chairing meetings, deciding who may speak and when.</li> <li>(d) Overseeing the operations of the Association.</li> <li>(e) Providing a report on the operations of the Association at each Annual General Meeting.</li> </ul>	<p><i>Clarification.</i></p>
<p>12.2 The Secretary is responsible for:</p> <ul style="list-style-type: none"> <li>(a) Recording the minutes of Meetings <b>unless that role is delegated to another person.</b></li> <li><b>(b) Website management, unless that role is delegated to another person.</b></li> <li><del>(b) Maintaining the Register of Members.</del></li> <li>(c) Holding the Association’s records, documents and books except those required for the Treasurer’s function.</li> <li>(d) Receiving and replying to correspondence as required by the Chair and/or the Executive.</li> <li>(e) Forwarding the annual financial statements for the Association to the Registrar of Incorporated Societies and <b>the</b> Charities Commission (if registered with that Commission) upon their approval by the members at an Annual General Meeting.</li> <li>(f) Advising the Registrar of Incorporated Societies of any Rule change.</li> </ul>	<p><i>Enables the workload to be spread and strengths used.</i></p>
<p>12.3 The Treasurer is responsible for:</p> <ul style="list-style-type: none"> <li>(a) Keeping proper accounting records of the Associations’s financial transactions to allow the Association’s financial position to be readily ascertained.</li> <li>(b) Preparing annual financial statements for presentation at each Annual General Meeting.</li> <li>(c) Providing a financial report at each Annual General Meeting.</li> <li>(d) Providing financial information to the Executive as the Executive determines.</li> <li><b>(e) Maintaining the Register of Members.</b></li> </ul>	<p><i>It is easier for the Treasurer to record membership than the Secretary as he/she receives the fees/payment information.</i></p>

<p><b>13. The Common Seal</b></p> <p>The Common Seal of the Association shall be in the custody of the Secretary and shall be affixed to any document requiring the same only pursuant to a resolution of the Executive and shall be attested by the signature of the Chairman or Secretary and any one other member of the Executive.</p>	
<p><b>14. Bank Account</b></p> <p>The Executive shall operate one or more bank accounts with a registered bank for handling all monies received and paid by the Association. All cheques and withdrawal slips shall be signed on behalf of the Association by not less than two persons appointed by the Executive to undertake that function. <b>Electronic/internet banking must also require two signatories to authorise withdrawals and payments but transfers between accounts may be authorised by one signatory .</b></p> <p><b>15. Investment of Funds</b></p> <p>The Executive may invest any monies of the Association not required for immediate use in any <del>trustee status investments</del> bank term deposits approved by the Executive.</p> <p><b>16. Borrowing Powers</b></p> <p>The Association shall have the power to borrow money from any bank or other body, institution or person with or without security whether by overdraft or mortgage or debentures or promissory note or otherwise at such rate of interest and on such terms and conditions as the <b>Executive majority of members present and voting at an Annual Meeting</b> shall think fit and to give security over any property whether real or personal now or hereafter belonging to the Association for the repayment of such monies and the interest thereon in such forms as the <b>Executive majority of members present and voting at an Annual Meeting</b> shall think fit.</p> <p><b>17. General Powers</b></p> <p>Subject to the provisions of the Incorporated Societies Act 1908, the Association shall have the power of a natural person to do all acts and things necessary for the furtherance of its objects or any of them. Such powers shall include, but not be limited to, the power to acquire by way of purchase, gift or lease, any real or personal property or building; the power to conduct and manage works, money-raising schemes, polls and referenda.</p> <p><b>18. Power of Sale</b></p> <p>The Association shall have the power to sell all or any of the assets of the Association either for cash or on such terms as the Executive shall approve and the proceeds from all such sales shall be applied towards the general purposes of the Association or otherwise in accordance with these rules.</p> <p><b>19. Winding Up</b></p> <p>The Association may be wound up voluntarily if the Association at a General Meeting of its <b>M</b>embers passes a resolution by a simple majority requiring the</p>	<p><i>Enables more than 1 bank to be used.</i></p> <p><i>Defines clearly how to authorise internet banking payments.</i></p> <p><i>Increases safety of funds.</i></p> <p><i>Transfers this power from Executive to Members.</i></p>

Association to be wound up and the resolution is confirmed by a simple majority at a subsequent General Meeting called together for that purpose and held not earlier than thirty days after the date on which the resolution so to be confirmed was passed. **The requirement of Rule 8.5 for a quorum shall not apply to this second meeting but proper notice of it must have been given.** In the event of the Association being wound up, on its dissolution by the Registrar, then, in the absence of any directions from the Registrar of the High Court, after all costs, debts, liabilities and commitments of the Association have been paid and satisfied, the balance of the Association's funds and assets shall be disposed of at the discretion of the Executive for the benefit of any other society, club, organisation or body to the best advantage of the residents of Northcote.

## **20. Indemnity**

20.1 The members of the Executive, Auditor, Secretary and other officers shall be indemnified by the Association for all losses and expenses incurred by them in or about the discharge of their respective duties except such as shall result from their own reckless negligence.

20.2 No member of the Executive, Auditor, Secretary or other officers shall be liable for the acts or defaults of any other member of the Executive, Auditor, Secretary or other officers, or for any loss or expense happening to the Association, unless the same happens from his or her own reckless negligence.

*In practice it is often difficult to get a quorum when an organisation is closing down.*