

SENIORNET KAPITI INCORPORATED CONSTITUTION and RULES



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1. NAME

The Society shall be named SeniorNet Kapiti Incorporated, hereinafter referred to as SeniorNet Kapiti.

2. OBJECTIVES

The objects of the Society, which are limited to New Zealand, are as follows.

- 2.1. To teach computing and communication technology to mature adults in an enjoyable and friendly way¹.
- 2.2. To give mature adults the opportunity to learn or improve skills that enables them to enjoy a fuller life and to contribute knowledge and wisdom to the community².
- 2.3. To offer a means for older adults to communicate and make new friends through on-line communication.
- 2.4. To conduct research on the use of technology by older adults.
- 2.5. To do all such things as may be deemed necessary to attain and complement the above objectives.

3. POWERS

In furtherance of the above objectives the Society may exercise all or any of the following powers.

- 3.1. To receive, hold and assign any copyright or copyright material or any unregistered design.
- 3.2. To purchase, erect, build, take or lease, or otherwise obtain the use or occupation of and to manage, extend,

improve, develop, personal property of every description.

- 3.3. To accept gifts whether by way of endowment or otherwise and whether by gift inter-vivos or by way of device³ or bequest given for the furtherance of the objects of the Society or any of them and to accept and to discharge trusts attached to the subject matter of any such gifts.
- 3.4. To borrow or raise or secure the payment of monies for the furtherance of the objects of the Society either with or without security.
- 3.5. To invest all or any monies held by the Society on the Society's behalf hereof in and upon investment authorised by the law for the time being in force in New Zealand.
- 3.6. To institute, initiate, or take and to defend, compromise or abandon legal proceedings involving the property or affairs of the Society.
- 3.7. Any income, benefit or advantage shall be applied to the charitable purposes of the Society. No member or person associated with a member of the Society shall derive any income, benefit, or advantage from the Society where they can materially influence the payment of the income, benefit or advantage, except⁴ where that income, benefit or advantage is derived from.
 - (a) Professional services to the Society rendered in the course of business.

¹ Modified 2012

² Modified 2012

³ "devise" changed to "device"

⁴ "advantage. Except" changed to "advantage, except"

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(b) Interest on monies lent at no greater rate than current market rates. Notwithstanding Clause 17, no alteration, addition or repeal of this clause shall be made which would alter the charitable status of the Society for taxation purposes or any other Purposes.

3.8. To do all lawful things which are deemed necessary, convenient, incidental to the carrying out of any or more of the objectives of the Society, provided always that it shall be a basic principle of SeniorNet Kapiti that its Constitution, Rules, management and conduct shall be non-sectarian, non-political and multi-racial.

4. REGISTERED OFFICE

The registered office of the Society shall be at such place as the Executive Committee, hereinafter referred to as the Executive, shall from time to time determine, and shall be notified to the Registrar of Incorporated Societies.

5. THE SEAL

The Secretary shall have the custody of the Common Seal and the Executive may from time to time by resolution change, alter or adopt such new seal as they may deem proper. Common Seal shall not be affixed to⁵ any document except pursuant to a resolution of the Executive and shall be so affixed in the presence of two Executive members (one being the Chairperson or Secretary) who shall sign every document so sealed.

6. MEMBERSHIP

6.1. Membership of the society shall be open to any person who supports the

objectives of the Society, and has reached the age of 50 years⁶. Any such person shall become a member when she or he has.

(a) Submitted an application for Membership, with such application being on such form as shall from time to time be approved by the Executive.

(b) Paid any annual subscription in respect of the period beginning first April each succeeding year, and as recommended from time to time by the Executive for approval by members at a General Meeting or at the Annual General Meeting.

(c) Had his or her application approved by the Executive.

6.2. Corporate Membership (non-voting) shall be open to local organisations and commercial enterprises subject to the prevailing provisions and requirements approved by the Executive for such membership, and subject to said organisations and commercial enterprises being in support of the objectives of Kapiti SeniorNet.⁷

6.3. Membership of the Society shall be terminated on written resignation to the Secretary, or non-payment of the subscription six (6) months after the due date, or on decision of the Executive carried by not less than two thirds of the members present and voting for such reason as the Executive may deem fit, provided that the member concerned has a right of appeal against the decision to a General Meeting of the Society called to consider the matter. If

⁵ "affixed at any" changed to "affixed to any"

⁶ Modified 2012

⁷ Modified 2018

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membership is terminated because of non-payment, any outstanding subscription must be paid on readmission.

- 6.4. On the recommendation of the Executive, the Society may appoint members to Honorary Membership in recognition of meritorious service to SeniorNet Kapiti.

7. ELECTION OF MEMBERS OF THE EXECUTIVE

- 7.1. Each position on the Executive shall be available for the election of financial members to fill all positions as an item of the business at each Annual General Meeting. All members shall be elected for a one year term but shall be eligible for re-election at each Annual General Meeting. Written nominations for the election of Officers and Executive Members, signed by the proposer and seconder and approved by the person nominated, must be mailed or given to the Secretary seven (7) days prior to the Annual General Meeting, except that the Chairperson is eligible only for a second year term as Chairperson before standing down. A past Chairperson is eligible for election as a Committee member and may stand for the Chairmanship after one year⁸.
- 7.2. Any member shall be deemed to have resigned from the Executive if that member becomes unable to attend by reason of infirmity, by resignation from office or membership of SeniorNet Kapiti, or is absent from committee

meetings for more than six months without consent.

- 7.3. If any vacancy occurs after the Annual General Meeting, the Executive may fill such vacancy.

8. MANAGEMENT

- 8.1. Management of the Society shall be vested in the Executive which shall consist of
- (a) Chairperson, Secretary, Treasurer, Deputy Chairperson and Immediate Past Chairperson
 - (b) Between four and eight additional Executive Members.
 - (c) The Executive shall have the power from time to time to co-opt members to the committee, and to appoint sub-committees.
- 8.2. The Executive shall meet every two (2) months, or more frequently if required.
- 8.3. Each Executive meeting shall have not less than five (5) members to form a quorum.
- 8.4. Each member of the Executive shall be entitled to one vote, and the Chairperson both a deliberate and a casting vote.
- 8.5. Decision making will be reached by consensus. Where this is not possible, the method of voting at all meetings shall be by a show of hands unless at least 50% of members present demand a ballot, in which case the questions shall be decided by ballot.

9. MANAGEMENT RESPONSIBILITIES

- 9.1. The Chairperson or the Deputy shall preside at all meetings of the Executive,

⁸ Modified 2012

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but in their absence a Chairperson may be appointed by those present.

9.2. The Secretary shall-

- (a) Keep the minutes of all Executive and General Meetings, and conduct such correspondence as may be required by the Executive.
- (b) Keep a register of members.
- (c) Maintain a record of all correspondence of SeniorNet and the Executive and sub-committees, and sign outward correspondence unless otherwise arranged with the Chairperson.
- (d) Take care of all SeniorNet records.

9.3. The Treasurer shall.

- (a) Account for all monies on behalf of the Society and lodge all such monies to the credit of the Society at such Bank or Banks as the Executive shall decide from time to time.
- (b) Keep account of financial transactions made by or on behalf of the Society and prepare and submit for review⁹ a balance sheet and annual statement of accounts plus an inventory for presentation to the Executive and the Annual General Meeting.
- (c) Produce the bank cheque books and statements at all meetings of the Executive.
- (d) Pay all accounts payable and claims for compensation for expenditure as approved by the Executive.
- (e) Ensure any two persons holding the position of Treasurer, Secretary, Chairperson or Deputy Chairperson are authorised to sign cheques.

⁹ "submit for audit" changed to "submit for review"

10. INDEMNITY OF OFFICE BEARERS AND SERVANTS

No Office-Bearer or Paid Servant of SeniorNet Kapiti shall be liable for the acts, receipts, neglects or defaults of any other Office-bearer or Paid Servant of SeniorNet Kapiti or for any loss occasioned by any error of judgement or oversight on his/her part or for any other loss, damage or misfortune whatsoever which shall happen in the execution of the duties of his/her office or in relation thereto, unless the same happens through his/her own wilful default or dishonesty.

11. AUDITOR

The Treasurer shall duly prepare the annual financial statement of the Society for the year end and have the accounts either audited by a suitably qualified Auditor or reviewed by a Chartered Accountant either of whom shall not be a member of the Executive. The annual appointment for either the full audit or for an accountant's review work will be made at the time of the Annual General Meeting or failing this the Executive will make a suitable appointment following the Annual General Meeting of SeniorNet Kapiti¹⁰.

12. DELEGATION

Subject to these rules and to any resolution of an Annual General Meeting or Special General Meeting the Executive shall exercise all the powers and all the functions for which the Society is established and shall have the power to do all the things that are conducive to the attainment of one or all of the objectives of the Society.

13. INTERPRETATION

The Executive is the sole authority for the interpretation of these rules and the decision

¹⁰ Modified 2012

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of the Executive upon any question of the interpretation of any matter affecting the Society and not provided for in these rules shall be final and binding on the members.

14. MEETINGS

14.1. The Annual General Meeting of the Society, for which members shall be given ten (10) days' notice in writing, shall be held each year on a date, time and place to be fixed by the Executive, but not later than 20th July, for the following purposes.

- (a) to receive a report and audited accounts for the preceding year.
- (b) to elect officers and Executive members (as specified in clause 7.1 above) for the ensuing year.
- (c) to vote on any resolutions which may be submitted to the Executive.
- (d) Notice of Motion for the discussion of any relevant item may be given by any member to the Secretary at least twenty one (21) days prior to the Annual General Meeting and it will then be discussed at that meeting.
- (e) to appoint an auditor whose qualifications are consistent with 11 above.

14.2. Conduct of Meetings

- (a) A quorum shall be not less than ten (10) financial members.
- (b) If, after half an hour of the calling of any meeting of members a quorum is not present, the meeting shall be adjourned, and notwithstanding a quorum not being present at the adjourned meeting, the meeting shall take place as if a quorum were present.

(c) Chairperson of the Executive shall act as chairperson at any meeting of the Society, or in his/her presence or absence any other member may be elected as chairperson of the meeting. In the case of an equality of votes, the chairperson shall have a casting vote.

(d) Every financial member whose subscription is not in arrears shall be entitled to attend and vote at a general meeting and shall be entitled to one vote on every motion, to be exercised in person alone.

(e) The method of voting at all meetings shall be by a show of hands unless at least 50% of the members present demand a ballot, in which case the question shall be decided by ballot.

14.3. General Meetings of the Society may be called by the Executive at any time, and it shall do so forthwith upon the request in writing of five percent of the members, stating the purpose for which the meeting is required. Notice of such special meetings shall be given to the members in writing at least seven (7) days before the date of such meetings. No business shall be transacted other than that specified in the notice.

15. FINANCIAL YEAR

The financial year of the Society shall be from 1st April to 31st March.

16. BANK ACCOUNT

Any bank account or accounts as may be set up from time to time by the Executive shall be operated as provided under clause 9.3 above.

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17. ALTERATION TO CONSTITUTION AND RULES

These Rules may be altered, added to or amended by resolution at any Annual General Meeting or Special General Meeting of the Society PROVIDED THAT no such resolution shall be deemed to have been passed unless notice thereof was given and the resolution was thereafter carried by a majority of not less than two-thirds of the members voting thereat and PROVIDED THAT no addition to or alteration of the charitable objects, the personal benefit clause or the winding up clause shall be approved without the consent of the Inland Revenue Department.

18. WINDING UP

18.1. The Society may be wound up in accordance with Section 24 of the Incorporated Societies Act 1908, namely by a resolution of the majority of the members at a General Meeting and provided that such a resolution is confirmed at a subsequent General Meeting called for the purpose and held not earlier than 30 days after the date on

which the resolution to be confirmed was passed.

18.2. On dissolution of the Society the property thereof shall be disposed of in such a manner for an organization within New Zealand having similar charitable objects, as may be decided by resolution of the members, provided that no member is able to receive any pecuniary gain from surplus assets or financial holdings when winding up.

18.3. In default of such agreement by members, a neutral body or person, such as the President of the Wellington District Law Society, shall nominate appropriate organization.

18.4. Property therefore disposed of in such a manner for an organisation in New Zealand having similar charitable objectives, as may be decided by resolution of the members, provided that no member is able to receive any pecuniary gain from surplus assets or financial holdings when winding up.