

# **The Rules of Rodney Inclusive Communities Incorporated (RICI)**

## **1. Name**

The Society shall be called Rodney Inclusive Communities Incorporated, herein referred to as 'the Society'.

## **2. Aims and Objectives**

2.1 The objects of the Society are:

- (a) To create a community-based organisation in the Rodney District that promotes inclusion, celebrates diversity, and supports the wellbeing of people with disabilities and their families.
- (b) To recognise and honour the Treaty of Waitangi and acknowledge the bicultural foundations of Aotearoa New Zealand.
- (c) To recognise and honour the United Nations Convention on the Rights of Persons with Disabilities (CRPD) that is aimed at protecting the dignity of persons with disabilities and ensuring their equal treatment under the law including the right to health services, education and employment. [The NZ Government signed the Convention at the United Nations on 30 March 2007, and ratified it on 26 September 2008.]
- (d) To advocate for increased supports, resources and accessibility that will help promote a sense of belonging and quality of life for people with disabilities and their families in the Rodney District.
- (e) To work alongside other community and business groups to promote inclusive activities and events that will help to develop awareness, understanding, and the integration of people affected by disabilities in the Rodney District.
- (f) To raise funds, accrue assets, source grants and provide grants, to achieve the above purposes.
- (g) To manage and hold property and facilities that the Society may own or lease.
- (h) To do anything necessary or helpful to the above purposes.

2.2 Pecuniary gain is not a purpose of the Society.

## **3. Management of the Society**

The management of the Society shall be vested in a Committee comprising a Chairperson, Secretary, Treasurer and a minimum of 2 other members who shall be elected at the Annual General Meeting, and shall hold office, subject to these rules, until the next Annual General Meeting.

## **4. Membership**

- (a) Membership shall be open to anyone with a disability and/or their whānau/family members, friends, and supporters, living in the Rodney

District, upon payment of an annual membership fee, the amount of which shall be set by the Management Committee and endorsed at the Annual General Meeting.

- (b) Membership shall cease upon written resignation from the member or upon non-compliance by the member of the Rules of the Society.
- (c) Persons or organisations who are favourable to the aims and objectives and Rules of the Society may become associate members (with no voting rights). The Management Committee shall also have the power to co-opt honorary members as and when necessary, from time to time. Such honorary memberships shall be for such period of time as is decided by the Committee.
- (d) The Society shall keep a register of members showing the names and addresses of the members and all relevant contact details. Every member of the Society shall advise the Secretary of any change of contact for the issuing of notices, correspondence and the like.
- (e) Members joining the Society automatically accept the Rules and by-laws of the Society.

## **5. Appointment of Officers**

Officers shall be elected at the Annual General Meeting or by a majority vote of members at a general meeting as and when needed.

## **6. Duties of Officers**

- (a) **Duties of the Chairman includes:**
  - Ensuring that the Rules are followed;
  - Convening Meetings and establishing whether or not a quorum (half of the Committee) is present;
  - Chairing Meetings, deciding who may speak and when;
  - Overseeing the operation of the Society;
  - Providing a report on the operations of the Society at each Annual General Meeting.
- (b) **Duties of Secretary:**
  - To keep minutes of all meetings.
  - To keep a register of all members.
  - To handle and present all correspondence (incoming and outgoing).
  - To issue all notices of meetings.
- (c) **Duties of Treasurer:**
  - To receive all monies and issue receipts.
  - To pay all monies promptly into the Society's bank account(s).
  - To pay all accounts passed by the Committee.
  - To keep full account of all monies received and paid out.
  - To have all accounting record books available at each committee meeting or at any time for the Auditor.

To present to the Annual General Meeting a duly audited statement of income and expenditure, and a Balance sheet showing assets, liabilities and accumulated funds.

**(d) Duties of the Committee:**

To meet regularly to conduct the Society's affairs.

To appoint an auditor as necessary.

To establish sub-committees as required.

To appoint Directors for specific functions, activities or to head sub-committees as required.

## **7. Vacancies on the Committee**

In the case of a vacancy arising on the committee from any cause whatsoever, that body shall have the power to fill such vacancy until the next Annual General Meeting.

## **8. Financial Year**

The financial year shall commence on 1 July and end on the 30 June the following year.

## **9. Annual General Meeting**

(a) The Committee shall convene and hold an Annual General Meeting of members in the period between 1 July and 30 September each year and every such meeting shall be held at such place and time as the Committee directs.

(b) Notice of the Annual General Meeting shall be given to all members not less than 14 days before the date of the meeting. Such notice to be sent to each member at his/her last known address and to be suitably publicly notified.

## **10. Special General Meetings**

Special General Meetings shall be held from time to time for special business that may arise if a request for such a meeting is made in writing to the Secretary by not less than 20% of the members, subject to not less than 14 days notice in writing being given to all members setting out the business of the meeting. The time and place of a Special General Meeting shall be decided by the Committee.

## **11. General Meetings**

(a) General meetings shall be held as required but not less than twice a year.

## **12. Quora**

(a) The quorum for the Annual General Meeting or any Special General Meeting shall be 10% of the members but not less than 8 members and

for General Meetings the quorum shall be not less than 7 members, two of whom shall be officers.

- (b) The quorum for committee meetings shall be not less than 3 committee members.

### **13. Procedure at General Meetings**

- (a)
  - (i) At all meetings of the Society the Chairman, or in his/her absence, a member elected from the meeting shall be chairperson. The chairperson shall in all cases have a deliberative and in cases of equality of voting, a casting vote.
  - (ii) The mode of voting on all questions at all General Meetings shall be by a show of hands which shall include votes by proxy.
  - (iii) The mode of voting on all elections shall be by secret ballot for which purpose a returning officer and sufficient number of assistants and scrutineers shall be appointed at the meeting.
- (b)
  - (i) A member may exercise the right to vote either by being present in person or by proxy.
  - (ii) A proxy for a member shall be appointed from within the membership of the Society.

### **14. Suspension/Expulsion of Members**

Any member whose membership may be considered to be undesirable or no longer conducive to the interests of the Society may be expelled or their membership suspended at a Committee meeting. This action to be endorsed by a two-thirds majority of the whole Committee, all of whom shall be present at the meeting, provided that:

- (a) the member whose expulsion or suspension is to be considered shall be advised of the reasons being considered for such action not less than 7 days before the meeting and the member is to be provided with all documentation and submissions, if any, that the Committee has on the matter and is to be invited to present a submission to that meeting which may be oral and/or in writing;
- (b) the member to be expelled or suspended is given the opportunity to be heard with a support person in attendance if he/she wishes;
- (c) a vote is taken on the expulsion or suspension after all relevant submissions have been taken into consideration; and
- (d) the member is informed in writing of the decision made at the meeting.

### **15. Control of Funds and Banking**

The Treasurer is responsible for the receipt and banking of all funds which the Society receives and all payments to other parties.

### **16. The Common Seal**

The Common Seal of the Society shall be kept in safe custody by the Secretary of the Society. It may only be used in accordance with a specific resolution of

the Committee and must be used by the Chairman in the presence of one committee member.

## **17. Minutes**

The Committee shall cause minutes to be duly entered in the books provided for the purpose of recording:

- (a) all appointments of Officer Bearers;
- (b) the names of the members present at any meeting of the Committee;
- (c) any apologies received from absent members;
- (d) tabling of proxy votes, if any;
- (e) all resolutions and proceedings of General and Special Meetings of the Society and of the Committee;
- (f) minutes to be confirmed as correct at following meetings of similar standing.

## **18. Indemnity**

The Committee shall be indemnified from the funds of the Society in respect of all legal proceedings that may be instigated by or against them as a consequence of the performance or non-performance of their duties.

## **19. Alterations to the Rules of the Society**

- (a) The Rules of the Society may be altered, added to or rescinded at any General meeting of the Society at which at least two thirds of the members of the committee vote for the proposed changes. Members voting by proxy shall be counted as being present at the meeting.
- (b) All proposed alterations to the Rules shall be by way of notice of motion, signed by the proposer and seconder and delivered to the Secretary.
- (c) At least fourteen days notice of any meeting at which there is to be a motion to change the Rules must be given to members, with a copy of the proposed change.
- (d) Alterations to the rules must be in accordance with the provisions of the Incorporated Societies Act 1908 and Amendments.

## **20. Income and Property**

The income of the Society shall be applied only to the promotion of its objectives set out in these Rules. No member or person associated with a member of the Society shall derive any pecuniary gain, bonus, dividend, profit or financial advantage from the Society except where the income, benefit or financial advantage is derived from:

- (a) professional services to the Society surrendered in the course of business charged at no greater rate than the current market rate, or
- (b) interest on monies lent to the Society at no greater rate than the current market rate.

## **21. Winding up**

- (a) A resolution in favour of winding up the Society must be passed by the members at a Special General Meeting in accordance with Section 24 of the Incorporated Societies Act 1908 and Clause 19 of these rules.
- (b) This resolution must be confirmed under the same procedure at a further Special General Meeting, held not earlier than thirty days after the date on which the resolution was first passed.
- (c) If upon the winding up or dissolution of the Society, there remains after satisfying all liabilities, any property whatsoever, the same shall not be paid or distributed amongst the society's members, but shall be given or transferred to some other institution or body having objects similar to the Society's, at a Special General Meeting at or before the dissolution of the Society.

## **22. Dispute Procedure**

Any dispute or difference arising out of the Rules of the Society that cannot be resolved by the Committee, may be referred to mediation in which an independent mediator facilitates negotiation between the parties. Mediation may be initiated by any party to the dispute by writing to the other party(ies) identifying the dispute which is being suggested for mediation. The other party(ies) will agree to proceed with mediation or agree to attend a preliminary meeting with the mediator to discuss whether mediation would be helpful in the circumstances. The parties will agree on a suitable person to act as mediator or will ask the Arbitrators' and Mediators' Institute of New Zealand Inc. to appoint a mediator. The mediation to be in accordance with the Mediation Protocol of the Arbitrators' and Mediators' Institute of New Zealand Inc.

If no mediation is agreed to or if the mediation should be terminated for what ever reason, any dispute or difference arising out of these rules shall be referred to and finally resolved by arbitration in accordance with New Zealand law and the current Arbitration Protocol of the Arbitrators' and Mediators' Institute of New Zealand Inc. The arbitration shall be by one arbitrator to be agreed upon by the parties and if they should fail to agree within twenty-one (21) days, then to be appointed by the President of the Arbitrators' and Mediators' Institute of New Zealand Inc.

## **23. Conflict of Interest**

Any conflict of interest that arises within the Society that cannot be resolved by the Committee shall be dealt with under Clause 22 of these rules.