

# **BUSINESS KAPITI HOROWHENUA INCORPORATED SOCIETY**

## **CONSTITUTION**

### **Name**

- 1 The name of the society shall be BUSINESS KAPITI HOROWHENUA INCORPORATED (hereafter called “the Society”)

### **Objects**

- 2
- a) To enhance the aptitude and potential of businesses and companies within the Kapiti and Horowhenua regions and such other geographical areas served from time to time by the Society.
  - b) To facilitate an annual awards function to recognise the achievements and to stimulate the development of businesses, companies and business people active in these regions.
  - c) To acquire a base that will enable the Society to operate effectively and that will benefit the members.
  - d) To foster a training and education programme measured and recognised at an annual awards function to stimulate the development of businesses, companies and business people active in these regions.
  - e) To do all things as may be conducive to the attainment of all or any of the above objects.

### **Membership**

- 3
- a) Membership shall be open to all persons over eighteen (18) years of age.  
All entrants of the previous year’s Business Awards are automatically members unless they have indicated otherwise.
  - b) Application for membership shall be in writing and approved by the Executive Committee.
  - c) Commencement of membership shall be upon payment of a membership fee (if applicable) to the Treasurer or in his/her absence, such otherwise authorised officer of the Society.
  - d) Termination of membership. Membership may be terminated by –
    - ii. Death
    - iii. Written Resignation
    - iv. Conduct unbecoming to the aims of the Society
  - e) i. On its own initiative, the Executive Committee may confer honorary Life Membership on any person who makes an extraordinary contribution to Business Kapiti Horowhenua or to the Business Awards operated by the Society.

- ii. The Life Member shall have all the rights of an ordinary member.
- iii. In conferring Life Membership the Executive Committee shall be subject to policies adopted by any Annual or Special General Meeting of members.

### **Subscriptions**

- 4 a) The rate of subscription shall be fixed by the Executive Committee and subsequently approved by the next Annual General Meeting.
- b) If subscriptions are payable, this needs to be done by the 20<sup>th</sup> day of April of the year in which they are so fixed.

### **Shareholders**

- 5 a) All members of the Society shall be shareholders.
- b) No member of the organisation or any person associated with a member shall participate in or materially influence any decision made by the organisation in respect of the payment to or on behalf of that member or associated person of any income, benefit, of advantage whatsoever. Any such income shall be reasonable and relative to that which would be paid in an arm's length transaction (being open market value).

### **Officers**

- 6) a) The officers of the Society shall consist of
  - ii. A Chair
  - iii. Deputy Chair
  - iv. A Secretary
  - v. A Treasurer, and
  - vi. An Executive Committee of a minimum of three (3) other members who shall be elected at the Annual General Meeting of the Society.
- b) The Executive Committee may advise the Annual General Meeting that either or both of the positions of Secretary and Treasurer are being carried out by a commercial arrangement, in which case elections shall not take place for the position(s) involved.
- c) All officers except the Chair and Secretary shall hold office until the next ensuing Annual General Meeting of the Society provided that the committee of the Society may appoint a member to fill a vacancy in their number. Any such member appointed to be confirmed at the next General Meeting.
- d) The Chair shall hold office for a two year term and shall be eligible for re-election.

- e) It shall be the duty of the Secretary to keep usual records of the business of the Society and to notify the members of intended meetings and the business to be transacted at such meetings and is responsible for maintaining Incorporated Societies registration and meeting the requirements of this.
- f) It shall be the duty of the Treasurer to keep usual and proper books of account and other financial records of the business, to report to the Executive Committee from time to time on the finances of the Society, to present annual statements for audit and for consideration by the Executive Committee, and to prepare and file from time to time with the Inland Revenue Department all necessary tax accounts.

### **Executive Committee**

- 7 a) The Executive Committee shall consist only of members of the Society.
- b) The Executive Committee shall carry out the functions of management of the Society.
- c) The Executive Committee shall meet monthly or as necessary to carry on the business of the Society.
- d) A record of the proceedings of each Executive Committee Meeting shall be kept.
- e) A quorum at any Executive Committee meeting will comprise a majority of current members, including elected officers.
- f) At all meetings the Chair shall preside; in his/her absence the Deputy Chair will substitute, or, in the absence of both, those present shall appoint one of their number to preside.
- g) The Executive Committee shall have the power to appoint sub-committees being either –
  - i. Standing Committees, which shall be appointed for a one year term, or
  - ii. Working Committees, which shall be appointed from time to time for as long as the Executive Committee shall deem necessary.

To be responsible for such areas of the Society's activities as it shall decide, and the Executive Committee or the sub-committee shall have the further power to co-opt members to any such sub-committee.
- h) The Executive shall have the power to delegate authority to the committees specified in clause (g) above but the committees shall have no power to further delegate authority without the prior approval of the Executive.
- i) No Executive Committee member or associated person shall be afforded any private or personal pecuniary advantage by reason of being an Executive Committee member or associated person.

## **Finance**

- 8
- a) The society's financial year shall commence on the 1<sup>st</sup> day of January and end on the 31<sup>st</sup> day of December the same year.
  - b) The Trustees of the Society's bank account shall be the Chair, Deputy Chair, Treasurer and two other executive Committee members to be elected by the Committee. The Chair, Deputy Chair or the Treasurer must sign all cheques and any withdrawals from the Society's bank account along with one of the other Trustees of the Society's bank account. In the event there is no elected Treasurer, the Executive Committee shall appoint enough Trustees to total four and designate one of the executive members to carry out the Treasurer's function required by this clause.
  - c) All the monies of the Society shall be paid into such bank or banks as the Executive Committee may from time to time determine to the credit of the Society and all accounts shall be passed for payment by the Executive Committee.
  - d) All payments shall be by cheque or via a secure electronic payment system if the Executive committee decides to implement this payment system.
  - e) No liability shall be incurred by any officer or member of the Society without prior consent of the Committee.
  - f) For the Society to borrow money for the objects of the Society, the approval of a two thirds majority of votes cast at a General Meeting shall be required.
  - g) The funds of the Society shall be devolved solely to the furtherance of the objects of the Society as set out in this constitution.
  - h) No member of the Society or any person associated with a member shall participate in or materially influence any decision made by the Society in respect of the payment to or on behalf of that member or associated person of any income, benefit, or advantage whatsoever. Any such income paid shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value). The provisions and effect of this clause shall not be removed from this document, and shall be included and implied into and document replacing this document.

## **Meetings**

- 9
- a) Annual General Meetings shall be held once a year at a time and a place to be fixed by the Executive Committee. The time shall be notified to members within three months of the start of each financial year.
    - i Notice of the Annual General Meeting and of the business to be transacted thereat shall be forwarded to every member at their last notified address not less than fourteen (14) days (or such other minimum period as the Executive Committee shall prescribe) prior to the date fixed by the Executive Committee for the meeting.
    - ii At any General Meeting the attendance of ten (10) members shall form a quorum.

iii Such meeting shall be held for the following purposes –

- a) To consider the minutes of the previous Annual General Meeting and any special general meeting held since then; to receive an annual report, balance sheet and statement of accounts duly audited for the preceding year. The Minutes and other papers referred to in this clause, having been circulated, may be taken as read.
  - b) To elect officers of the Society and members for the ensuing year, and to elect any other office bearers as may be required by the Meeting.
  - c) To decide on any motion which may be submitted to the Meeting.
  - d) To appoint an Auditor who shall not be a member of the Executive Committee.
  - e) To discuss general business.
  - f) To set rate of annual subscription.
- iv. Each motion submitted to a meeting shall be decided in the first instance on the voices, or if demanded, on a show of hands. In the case of equality of voting, the chairperson shall have a casting vote in addition to the vote in which he/she is entitled to as a member.

b) Special General Meeting of the Society may be called as follows –

- i. By a resolution of the Executive Committee.
- ii. Upon a requisition signed by ten (10) current members specifying the object thereof, delivered to the Secretary.

Any such Special General Meeting shall be held as soon as convenient after the passing of such resolution or the receipt of such requisition, at such time and place as the Executive Committee shall fix, but not later than thirty (30) days thereafter. Fourteen days notice in writing shall be given to every member at their last notified address, specifying the time, place and object to such a special meeting and no business shall be transacted there at other than that specified in the notice.

### **Voting**

- 10 Each member of the Society shall have one vote only, except where a simple majority vote is not achieved, in which instance the Chairperson shall have a casting vote in addition to his or her deliberative vote.

Unless otherwise provided by these rules, voting at all meetings both Committee and General shall be by a show of hands.

In all contested offices at a General Meeting, the voting shall be by secret ballot. Notwithstanding the aforementioned on any issue where five or more members present request a secret ballot, the voting shall be by secret ballot.

### **Standing orders**

- 11 The following shall be the standing orders of the Society –
- a) No motion shall be discussed before it has been proposed and seconded.
  - b) Any member, excepting the mover and seconder of any motion under discussion may move an amendment thereto and on being seconded such amendment shall be open for discussion.
  - c) No further amendment shall be received by the Chairperson until the amendment before the meeting is dealt with.
  - d) Amendments must be dealt with before the substantive motion.
  - e) On all motions of questions before the meeting, each member may speak once except the mover of the motion who alone shall have the right to reply, provided that the Chairperson may use his/her discretion upon special application for the right to speak twice to a motion.
  - f) All questions shall be addressed to the Chair.
  - g) In addition to his/her deliberate vote, in event of equality of voting, the Chairperson may exercise a casting vote.

### **Incorporation**

- 12 The Society shall be registered under the provisions of the Incorporated Societies Act 1908.

### **Seal**

- 13 The Common seal of the society shall be kept in the control of the Secretary. Instruments to which the Seal of the Society is affixed shall be sufficiently executed on behalf of the Society if the seal is affixed in the presence of the Chair or Deputy Chair and the Secretary and then only in pursuance of the resolution of the Executive Committee.

### **Alterations to the Constitution**

- 14 Any of these rules may only be altered, added to or rescinded by resolution passed at a special general meeting called for that purpose, or an annual general meeting provided that due notice of the resolution has been given and that such resolution has been passed by a two third majority of members present and eligible to vote and provided that no addition to or alteration of the objects, payments to clause or the dissolution clause shall be approved without the approval of Inland Revenue. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

In addition to the above, due notification of any such change shall forthwith be given to the Registrar of Incorporated Societies in the format required and the changes cannot be made effective until their approval is received.

### **Dissolution**

- 15
- a) The Society shall be wound up if –
    - i The Society, at a general meeting, passes a resolution to this effect and the resolution is confirmed at a subsequent general meeting called for that purpose and held not earlier than thirty days from the first meeting to pass a resolution confirming the earlier decision to wind up the Society.
    - ii The winding-up resolutions are passed in each case by a simple majority of all the valid votes cast by full members voting in person.
    - iii Payment or distributions are confined to organisations that are within the Kapiti-Horowhenua region or any other area which is being served by the Society at the time of dissolution.
  
  - b) If upon winding up or dissolution of the Society there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Society but shall be given or transferred to some other organisation or body having objects similar to the objects of the Society, or to some other charitable organisation or purpose, within New Zealand.