

# RVRA of NZ Inc

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## Rules

**10 September 2014**

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# Rules of the Retirement Village Residents Association of New Zealand Incorporated

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## Name of Association

- 1.1 The name of the Association is Retirement Village Residents Association Of New Zealand Incorporated (which may be called “RVRANZ Inc.”)

## Purposes

- 2.1 The primary purposes of the Association are to:
  - a. To advance and protect the interests of Residents of Retirement Villages registered under the Retirement Villages Act 2003 (or any statute passed in substitution for that Act).
  - b. Represent and promote the interests of members of the Association, and
  - c. Do any act or thing incidental or conducive to the attainment of any of the above purposes.
- 2.2 Despite Rule 2.1:
  - a. No member of the Association shall derive any personal pecuniary gain from membership of the Association, and
  - b. The Association shall not be required to advance all of its primary purposes all of the time, but
  - c. Otherwise these Rules shall be read and interpreted subject to the provisions of Rule 2.1 which shall over-ride all other provisions in these Rules.
- 2.3 Subject to Rules 2.1 and 2.2, the Association shall have power to:
  - a. Establish codes of conduct applicable to members,
  - b. Make regulations or bylaws to advance or achieve any of the above purposes, and
  - c. Do any act or thing related or contributing to advancing or attaining any of the above purposes.

## Powers

- 3.1 Subject to Rules 2.1 and 2.2, in addition to its statutory powers, the Association:
  - a. May:
    - i) Provide a national forum and voice for members as residents of retirement villages registered under the Retirement Villages Act 2003 (the “Act”) (registered villages) on matters of concern affecting the retirement village sector,

- ii) Maintain a watching brief on the effects of legislation applicable to the retirement village sector with respect to the purpose of the legislation,
  - iii) Provide input on behalf of members as residents of registered villages to Government Departments and other relevant agencies on matters of policy affecting the retirement village sector,
  - iv) Communicate when and where necessary with any relevant Government Departments, local authorities or organisations regarding matters affecting the welfare of residents of registered villages,
  - v) Liaise with other individuals and groups, incorporated or not, who also represent or seek to advance the interests of the elderly in society,
  - vi) Facilitate the sharing of information between residents of different registered villages and with other interested individuals and groups, incorporated or not,
  - vii) Assist current and prospective residents of registered villages to be aware of and understand their rights and obligations as residents,
  - viii) Encourage and assist residents of registered retirement villages to form and participate in the functioning of their residents' committees, and
  - ix) encourage the development of positive relationships between residents and management of registered retirement villages,
- b. May use funds to pay costs and expenses incurred to advance or carry out its purposes, and to employ such people as may be appropriate,
  - c. May purchase, lease, hire or otherwise acquire, may exchange, and may sell, lease or otherwise dispose of property, rights or privileges to advance or carry out its purposes as may seem expedient, and
  - d. May invest in any investment in which a trustee might invest.

Any transactions between the Association and any Member, officer or member of the Executive, or any associated persons shall be at arms' length and in accordance with normal commercial terms on which the Association would deal with third parties not associated with the Association, and any payments made in respect of such transactions shall be limited to:

- a. A fair and reasonable reward for services performed,
  - b. Reimbursement of expenses properly incurred,
  - c. Usual professional, business or trade charges, and
  - d. Interest at no more than current commercial rates.
- 3.3 Notices to Members may be sent by post or email, and if sent by post or email shall be deemed to have been received the day after being sent.
- 3.4 No Member or any person associated with a Member shall participate in or materially influence any decision made by the Association in respect of the payment

to or on behalf of that Member or associated person of any income, benefit or advantage whatsoever.

## **Membership**

- 4.1 The classes of membership and the method by which members are admitted to different classes of membership are as follows:
- a. **Member** A Member is an individual admitted to membership under Rule 4.7 and who or which has not ceased to be a Member under any other Rule.
  - b. **Life Member** A Life Member is a person honoured for meritorious services to the Association after recommendation by the Executive and election as a Life Member by resolution of a General Meeting passed by a two-thirds majority of those present and voting. A Life Member shall have all the rights and privileges of an Member and shall be subject to all the duties of an Member except those of paying subscriptions and levies.
  - c. **Honorary Member** An Honorary Member is a person honoured for services to the Association or in an associated field elected as an Honorary Member by resolution of a General Meeting passed by a two-thirds majority of those present and voting. An Honorary Member shall have no membership rights, privileges or duties.
- 4.2 The National Secretary shall keep a Membership Register of Members recording their names, postal and email addresses (including the retirement village in which the Member resides), phone number, and the date each Member became a Member.
- 4.3 Every Member shall advise the National Secretary of any change of postal and email address, and phone number, and of the retirement village in which the Member resides.
- 4.4 All Members shall promote the interests and the purposes of the Association and shall do nothing to bring the Association into disrepute.
- 4.5 Copies of these Rules and of any Association regulations, bylaws or policies shall be available at all reasonable times for inspection by members, and copies shall be provided (at cost) to any Member on request.
- 4.6 Unless the Executive otherwise decides, a Member is not entitled to inspect or copy the minutes of Executive or Executive sub-committee meetings or the Association's records (including the membership register), but is entitled to access information the Association holds about that Member. Where the Association has premises, equipment or other property the Executive has the power to control whether and if so the terms on which Members may be permitted access or use the same.
- 4.7 Admission of Members
- a. Applicants for membership, who must be residents of Retirement Villages registered under the Retirement Villages Act 2003, shall complete any application form provided by the Executive and supply such information as may be required by the Executive.

- b. Every application shall be considered by the Committee of the Region within which the applicant resides (or by such person or people as may be appointed by the Executive) who shall convey their recommendations to the Executive.
  - c. The Executive shall have a discretion whether or not to admit a membership applicant, and shall advise the applicant of its decision (but shall not be required to provide reasons).
- 4.8 Every Member shall become and remain a member of the Region within which that Member resides on admission (being a Region established under Rule 17.1), and if the Member moves into a retirement village in a different Region or if the Region in which the Member resides alters because of changes to the boundaries of Regions made pursuant to Rule 17.1, the Member shall be deemed to have transferred to become a member of that different Region.
- 4.9 Any former member may apply for re-admission in the manner prescribed for new applicants, and may only be re-admitted by decision of the Executive.

### **Subscriptions and Levies**

- 5.1 The annual subscription (or the amount of any periodic payments if payable by instalments) and any other fees for different classes of membership for the then financial year shall be set by the Executive.
- 5.2 The Executive may by resolution impose a levy or levies on members in different classes of membership in any financial year.
- 5.3 Any member failing to pay the annual subscription (including any periodic payment), any levy, or any capitation fees within one calendar month of the date the same was set shall be considered as un-financial and shall (without being released from the obligation of payment) have no membership rights and shall not be entitled to participate in any Association activity until all the arrears are paid. If such arrears are not paid within six months of the date the subscription or levy became due or such later date as the Executive may determine the member's membership shall be deemed to have been terminated.

### **Termination of Membership, Disputes, Complaints and Discipline**

- 6.1 Any member may resign from that member's class of membership by written notice to the National Secretary, and each such resignation shall take effect from the end of the Association's then current financial year, in which event Rule 6.4 shall apply.
- 6.2 The Executive may declare that a member is no longer a member (from the date of that declaration or such date as may be specified) if that member ceases to be qualified to be a member or is convicted of any offence for which a convicted person may be imprisoned, is declared bankrupt, makes a composition with creditors, or enters the no asset procedure under the Insolvency Act 2006.
- 6.3 Any complaint about any member shall be lodged in writing with the National Secretary, and the procedures set out below shall be followed:

- a. If the complaint appears to be of a minor nature, the Executive may refer the complaint to the appropriate Region Committee for determination. The Region Committee shall observe the procedures set out in paragraph (b) of this Rule, and may then reprimand or admonish the member or refer the result of its investigations back to the Executive for further consideration and determination.
  - b. Subject to paragraph (a) of this Rule, after due enquiry and having given the member the right to be heard, the Executive may by letter invite any member within a specified time to retire for failure to comply with these Rules or any of the other duties of a member. If the member does not so retire, the Executive may recommend to General Meeting that the member be expelled, and after the member has been given the opportunity of being heard by or of providing written comments to the General Meeting, that Meeting may expel the member by resolution passed by a two-thirds majority of those present and voting.
- 6.4 A member who resigns or whose membership is terminated under these Rules remains liable to pay all subscriptions and levies to the end of the Association's financial year in which the membership was terminated, shall cease to hold himself or herself out as a member of the Association, and shall return to the Association all material produced by the Association (including any Membership certificate, handbooks and manuals).

### **Annual General Meetings**

- 7.1 The Annual General Meeting shall be held no later than 30 June in each year at a time and place fixed by the Executive.
- 7.2 The business of the Annual General Meeting shall be:
  - a. Minutes of the previous General Meeting(s),
  - b. Annual Report of the Executive,
  - c. Consideration of the Statement of Annual Accounts,
  - d. Election of any Patron(s), the Officers, and the Executive,
  - e. Motions of which notice has been given,
  - f. Approval of an Annual budget for the next financial year, and
  - g. General business.
- 7.3 Any member wishing to give notice of any motion for consideration at the Annual General Meeting shall forward written notice of the same to the National Secretary not less than 6 weeks before the date of the Meeting. The Executive may consider all such notices of motion and provide recommendations to members in accordance with Rule 3.3 in respect thereof.

### **Special General Meetings**

- 8.1 Special General Meetings may be called by:

- a. The Executive, or
  - b. Within a calendar month of written requisition to the National Secretary signed by not less than a quarter of the financial Members.
- 8.1 The only business transacted at a Special General Meeting shall be that specified in the Executive's decision or the written requisition calling the Meeting.

### **Calling and Notice of General Meetings**

- 9.1 At least 28 clear days before any General Meeting the National Secretary shall, in accordance with Rule 3.3, notify all Members and Life Members of the business to be conducted at the General Meeting (including in the case of Annual General Meetings copies of the Annual Report, Statement of Accounts, and notice of any motions and the Executive's recommendations in respect thereof). The failure for any reason of any Member to receive such notice shall not invalidate the meeting or its proceedings.
- 9.2 General meetings may be attended by all Members, but only financial Members and Life Members are entitled to vote.
- 9.3 The quorum for General Meetings is 10 Members including Region Delegates.
- 9.4 Every General Meeting shall be chaired by the President or in the President's absence by the Vice-President or in the absence of both of them by some other Executive member elected for the purpose by the Meeting, and any such chairperson shall have a deliberative and casting vote.

### **Speaking and Voting at General Meetings**

- 10.1 At General Meetings:
- a. Financial members and Region Delegates shall be entitled to speak and vote, and
  - b. Voting shall be by voices, by show of hands or, on demand of the chairperson, any financial Member or Region Delegate present, by secret ballot, and on any secret ballot each financial Member shall be entitled to one vote.
- 10.2 A financial Member or Life Member shall be entitled to vote by a signed original written proxy (an email or copy not being acceptable) in favour of another financial Member present at the meeting and handed to the National Secretary before the commencement of the General Meeting, but no other proxy voting shall be permitted.
- 10.3 Unless otherwise required by these rules, all questions shall be determined by a simple majority of those present and voting at the General Meeting.
- 10.4 To determine any issue already lawfully before a General Meeting (including any election or amendment to these Rules) the meeting may resolve to hold a remote ballot in accordance with the procedures set out in Rule 10.6.



- 10.5 To determine any issue (including any amendment to these Rules) the Executive may resolve to hold a remote ballot in accordance with the procedures set out in Rule 10.6.
- 10.6 In respect of remote ballots held under this Rule:
  - a. Only financial Members may vote in any remote ballot notified to them by email or post.
  - b. The resolution to hold a remote ballot shall set a closing date and time for ballots to be received by the National Secretary, but the closing date shall be no earlier than a fortnight after the date ballot papers are notified to financial Members,
  - c. In respect of any motion to amend these Rules by remote ballot, the motion shall be accompanied by reasons and recommendations from the Executive, and such motion must be passed by a two-thirds majority of those voting,
  - d. Voting in a remote ballot may be by ballots (identifying and signed by the member voting) returned to the National Secretary by email, mail, delivery, or through website voting,
  - e. The National Secretary shall declare the result of the remote ballot, and
  - f. The result of any remote ballot shall be as effective and binding on Members as a resolution passed at a General Meeting.
- 10.7 A resolution passed by the required majority at any General Meeting or by remote ballot binds all members, irrespective of whether they were present at the General Meeting where the resolution was adopted or whether they voted.

**Executive – Election or Appointment**

- 11.1 The following Officers shall be elected annually, to hold office at the end of the Annual General Meeting to the end of the Annual General Meeting in the following year:
  - a. Patrons (optional), and
  - b. A President, Vice-President, National Secretary, National Treasurer and not less than two nor more than six other Executive members, who (together with the Immediate Past President in the year following that person’s last year as President) shall be the Association’s Executive.
- 11.2 The Executive shall be elected by remote voting in accordance with the procedures set out in Rule 10.6:
  - a. At least three months prior to the date proposed for the next Annual General Meeting (“Election Date”) the National Secretary shall, in accordance with Rule 3.3, notify all Members calling for nominations for the following positions:

***Even-numbered years***

President

National Secretary

Three other Executive members

***Odd-numbered years***

National Treasurer

Vice-President

Three other Executive members

**Provided that** none of the six other Executive members shall, at the time of election, reside in the same Region as any other of those six Executive members, and the counting of any votes under Rule 11.2(e) shall take this proviso into account, and

**Provided that** that if, after any election, the required number of successful candidates have not been elected the Executive shall have power to co-opt a Member to fill remaining any remaining vacancy with a person from a Region other than those represented by the elected other Executive members.

- b. Such notice shall include a nomination form and shall specify the date such nominations must be in the hands of the National Secretary, such date being not less than six weeks prior to the Election Date.
  - c. Nominations shall be signed by a nominating Member and be signed by the Member nominated and shall be accompanied by a signed biography not exceeding one A4 page,
  - d. At least five weeks prior to the Election Date the National Secretary shall, in accordance with Rule 3.3, distribute to Members a notice specifying nominations received for Executive positions and, in the event that there are a greater number than required for specific positions, forwarding a voting paper accompanied by the biographies of the candidates for election. Such voting paper shall specify the latest date (not less than three days prior to the Election Date) it must be in the hands of an independent person appointed by the Executive to be counted as a valid vote.
  - e. In the event of a ballot being required under Rule 11.2(d) the candidate/s for different Regions (in the case of the six other Executive members, having regard to the proviso to Rule 11.2(a) polling the highest number of votes of Members shall be declared elected at the Annual General Meeting.
  - f. In the event of any vote being tied the tie shall be resolved by the Annual General Meeting.
  - g. All notices under Rules 11.1(a) and (d) shall be given in accordance with Rule 3.3, and the failure for any reason of any Member to receive such notice shall not invalidate the election.
- 11.3 No President shall serve for more than two consecutive years as President.
- 11.4 If a vacancy occurs between Annual General Meetings in the position of President, Vice President, National Secretary, National Treasurer or National Secretary/Treasurer or other Executive member that vacancy shall be filled by the Executive.
- 11.5 Any officer or other member of the Executive may be removed by a resolution of a General Meeting of which prior notice was given in the notice of meeting and which is passed by a two-thirds majority of those present and voting.
- 11.6 Any officer or other member of the Executive who ceases to be an Member, is convicted of any offence for which a convicted person may be imprisoned, is declared bankrupt, makes a composition with creditors, enters the no asset procedure under the Insolvency Act 2006, or who has been held by a Court of

competent jurisdiction to have been guilty of misconduct in the administration of the Association, or has been convicted of a crime involving dishonesty as defined by Section 2 of the Crimes Act 1961, or who is suffering from a mental disorder within the meaning of the Mental Health (Compulsory Assessment and Treatment) Act 1992 shall be deemed to have retired.

### **President or Chairperson**

- 12.1 The President shall, in addition to all other duties described in these Rules, generally oversee and direct the affairs and business of the Association and act as spokesperson for the Association.

### **Deputy-President or Deputy-Chairperson**

- 13.1 Subject to any provision to the contrary in these Rules, in the absence of the President, the Vice-President shall undertake all duties and have all the powers of the President.

### **National Secretary, Records, and Registered Office**

- 14.1 The National Secretary shall record the minutes of all General Meetings and Executive meetings, and all such minutes when confirmed by the next such meeting and signed by the chairperson of that meeting shall be *prima facie* evidence that that meeting was duly called and shall *prima facie* be a true and correct record of what occurred at that meeting.
- 14.2 The National Secretary shall hold the Association's records, common seal, documents, and books.
- 14.3 The National Secretary shall deal with and answer correspondence and perform such other duties as directed by the Executive.
- 14.4 The Executive shall have the power in its discretion to suspend or remove the National Secretary from office.
- 14.5 The Registered Office of the Association shall be at such place as the Executive from time to time determines.

### **National Treasurer and Financial Procedures**

- 15.1 The National Treasurer shall keep such books of account as may be necessary to provide a true record of the Association's financial position, report on the Association's financial position to each Executive meeting, and present an annual Statement of Accounts (Income and Expenditure Account and Balance Sheet) to the Annual General Meeting together with a budget for the next financial year.
- 15.2 The Executive shall maintain bank accounts in the name of the Association, and all cheques and withdrawal forms shall be signed and electronic banking systems operated by any two of the President, Vice-President, National Treasurer, and one other person designated by the Executive.

- 15.3 All money received on account of the Association shall be banked within seven days of receipt.
- 15.4 All accounts paid or for payment shall be submitted to the Executive for approval of payment.
- 15.5 The Association's financial year shall commence on 1 April of each year and end on 31 March in the following year.
- 15.6 The Annual General Meeting each year may appoint a member of the New Zealand Society of Accountants who is not a member of the Association to financially review or to audit the annual accounts of the Association, and if any such person is unable to act the Executive shall appoint a replacement.

### **Governance, Functions and Powers of Officers and Executive**

- 16.1 From the end of each Annual General Meeting until the end of the next, the Association shall be governed by the Executive, which shall be accountable to the Members for the implementation of the policies of the Association approved by any General Meeting.
- 16.2 Subject to these Rules and the resolution of any General Meeting, the Executive may exercise all the Association's powers, other than those required by statute or by these Rules to be exercised by the Association in General Meeting.
- 16.3 The Executive shall meet at least quarterly (but need only meet once in the December/January period) at such times and places and in such manner (including by telephone or video conference) as it may determine and otherwise where and as convened by the President or National Secretary.
- 16.4 All Executive meetings shall be chaired by the President or in the President's absence by the Vice President, or in the absence of both of them by some other Executive member elected for the purpose by the meeting, and any such chairperson shall have a deliberative and casting vote.
- 16.5 The Executive may co-opt any person to the Executive for a specific purpose, or for a limited period, or generally until the next Annual General Meeting.
- 16.6 The quorum for Executive meetings is at least half the number of the Executive members.
- 16.7 Only Executive members elected under Rule 11.1, appointed under Rule 11.4, or co-opted under Rule 16.5 who are present in person or by telephone or video link shall be counted in the quorum and entitled to vote.
- 16.8 The Executive may appoint sub-committees consisting of such persons (whether or not members of the Association) and for such purposes as it thinks fit. Unless otherwise resolved by the Executive:
- a. The quorum of every sub-committee is half the members of the sub-committee,
  - b. No sub-committee shall have power to co-opt additional members,

- c. No sub-committee may commit the Association to any financial expenditure without express authority, and
  - d. No sub-committee may delegate any of its powers.
- 16.9 The Executive and any sub-committee may act by resolution approved by not less than two-thirds of the members of the Executive or sub-committee in the course of a telephone conference call or through a written ballot conducted by email, fax or mail.
- 16.10 The Executive from time to time may make and amend regulations, bylaws and policies for the conduct and control of Association activities, but no such regulations, bylaws and policies shall be inconsistent with these Rules.
- 16.11 Other than as prescribed by statute or these Rules, the Executive may regulate its proceedings as it thinks fit.
- 16.12 Members of the Executive and of sub-committees shall be entitled to be reimbursed by the Association for any reasonable actual expenses incurred by them on behalf of the Association as approved by resolution of the Executive.
- 16.13 Subject to statute, these Rules and the resolutions of General Meetings, the decisions of the Executive on the interpretation of these Rules and all matters dealt with by it in accordance with these Rules and on matters not provided for in these Rules shall be final and binding on all members.
- 16.14 Each officer shall within one calendar month of submitting a resignation or ceasing to hold office deliver to that officer's successor all books, papers and other property of the Association possessed by such former officer.
- 16.15 The Executive may employ any person or company to administer or manage the affairs of the Association.
- 16.16 Indemnity for Executive:
- a. No Officer or member of the Executive shall be liable for the acts or defaults of any other Officer or member of the Executive or any consequential loss caused by such acts or defaults, unless caused by their own wilful default or by their own wilful acquiescence.
  - b. The Officers, Executive and each of its members shall be indemnified by the Association for all liabilities and costs incurred by them in the proper performance of their functions and duties, other than as a result of their wilful default.

## **Regions**

- 17.1
- a. In accordance with Rule 4.8, all members of the Association shall be deemed members ("Region members") of a Region, the number and boundaries of which shall from time to time be determined by the Executive.

- (b) The Executive may declare a Region to be active or non-active and may change this as circumstances require, and:
  - (i) The provisions of Rules 17.4 to 17.33 shall apply only to active regions, and
  - (ii) When a Region is declared to be non-active the Executive may appoint any member, whether a member of the Executive or not, to undertake the responsibilities under Rule 17.2.

17.2 Region Delegates shall maintain communication with and liaison between the Executive and the Region's members.

### ***Regional Structure***

17.3 Each Region shall have a managing committee (the Region Committee).

17.4 Each Region Committee shall have the following officers who shall be elected by and from the Region Members at its Annual General Meeting in each year:

- a. Chairperson,
- b. Secretary/Treasurer,
- c. Delegates to the Executive of the Association, who may contemporaneously hold any other office on the Region Committee (and the number of delegates from each Region shall be as set from time to time by the Executive),
- d. Such other members as the Region Members shall decide.

### ***Region Annual General Meetings***

17.5 Each Region shall have an Annual General Meeting held no later than 31 May in each year.

17.6 The business of a Region's Annual General Meeting is to consider:

- a. Minutes of the Region's previous General Meeting(s),
- b. Annual Report of the Region Chairperson,
- c. Election of the Region's officers, committee members and delegates to the Executive and the Meeting may:
  - i) Set the number of committee members,
  - ii) Determine whether any committee member may hold more than one position as an officer, and
  - iii) Determine how long each person will hold office for (their term), and
- d. General Business.

17.7 The election of the Region Committee members (including the Region Officers) and the Region's delegates to the Executive shall be conducted as follows:

- a. Nominations for each position shall be called for from the floor of the Region Annual General Meeting, and each candidate shall be proposed and seconded in writing by Region members,
- b. All retiring members of the Region Committee and delegates to the Executive shall be eligible for re-election,
- c. If the position of any Officer or Region Committee member becomes vacant between Region Annual General Meetings, the Region Committee may appoint another Region member of the Society to fill that vacancy until the next Region Annual General Meeting, and
- d. If any Region Committee member is absent from three consecutive meetings without leave of absence, the Chair of the Region Committee may declare that person's position to be vacant.

17.8 Persons cease to be Region Committee members when:

- a. They resign by giving written notice to the committee,
- b. They are removed under Rule 17.7(d),
- c. They are removed by the Region members in general meeting, or
- d. Their term expires.

### ***Region Special General Meetings***

17.9 Special General Meetings of a Region may be called by:

- a. The Region Committee, or
- b. Written requisition to the Region Secretary signed by not less than a quarter of the Region members,

and shall be held when determined by the Region Committee but, in the case of a meeting called by requisition of Region Members, within a calendar month of receipt of that requisition.

17.10 The only business to be transacted at a Special General Meeting of a Region shall be that specified in the Region Committee's decision or the written requisition.

### ***Calling and notice of Region General Meetings***

17.11 At least 14 days before any General Meeting of the Region, the Region Secretary shall, in accordance with Rule 3.3, notify all that Region's Members of the business to be conducted at the General Meeting. The failure for any reason of any Region Member to receive such notice shall not invalidate the meeting or its proceedings.

17.12 General Meetings of a Region may be attended by any member of that Region and, with the leave of the Region Chairperson, any resident of any retirement village in that Region's region but only financial Region members are entitled to vote.

- 17.13 A financial Region Member shall be entitled to vote by written proxy in favour of another financial Region Member present at the meeting, but no other proxy voting shall be permitted.
- 17.14 There shall be no quorum for Region General Meetings.
- 17.15 Every Region General Meeting shall be chaired by the Region Chairperson or in his or her absence by some other Region Committee member elected for the purpose of the meeting, and any such chairperson shall have a deliberative and a casting vote. The chairperson at such meetings shall also determine who may speak and when.

***Speaking and voting at Region General Meetings***

- 17.16 At Region General Meetings, all financial Region members may speak and vote, and voting shall be by voices, by show of hands or, on demand of the chairperson or of any financial Region member present, by secret ballot, and on any secret ballot, each financial Region Member shall be entitled to one vote.
- 17.17 Unless otherwise required by these rules, all questions shall be determined by a simple majority of those financial Region members present and voting at a Region General Meeting.
- 17.18 To determine any issue already lawfully before a Region General Meeting (including any election) the Meeting may resolve to hold a remote ballot in accordance with the procedures set out in Rule 10.6, and in respect of remote ballots under this Rule:
- a. Only financial Region Members may vote,
  - b. The resolution to hold a remote ballot shall set a closing date and time for ballots to be received by the Region Secretary, but the closing date shall be no earlier than a fortnight after the date ballot papers are notified to financial Region Members,
  - c. Ballots may be returned to the Region Secretary by email, mail, delivery, or through website voting but shall identify and, where appropriate, be signed by the member voting, and
  - d. The Region Secretary shall declare the result of the remote ballot.
- 17.19 A resolution passed by the required majority at any Region general meeting or by remote ballot binds all Region Members irrespective of whether they were present at the General Meeting where the resolution was adopted or whether they voted.

***Role and powers of Region Committees***

- 17.20 Subject to the rules of the Society, and any relevant directives of the Executive, the role and powers of each Region Committee are to:
- a. Promote and carry out the purposes of the Society within its Region,
  - b. Support the Executive in promoting and carrying out the purposes of the Society nationally,



- c. Support the Executive in management of membership within the Region including ensuring that all members of the Region follow the rules of the Society,
- d. Delegate responsibility and co-opt members where necessary, and
- e. Decide the times and dates for meetings and set agenda for meetings.

***Region chairperson***

17.21 Each Region Chairperson is responsible for:

- a. Ensuring that rules are followed in the conduct of Region meetings and committee meetings and the Association's affairs within the Region,
- b. Convening Region Committee meetings and establishing whether or not a quorum (half the committee) is present,
- c. Chairing Region Committee meetings, deciding who may speak and when,
- d. Overseeing the operation of the Region, and
- e. Providing a report on the operations of the Region to the Executive in time for the Executive's Annual General Meeting in each year, and to the Annual General Meetings of the Region in each year.

***Region secretary/treasurer***

17.22 Each Region Secretary/Treasurer is responsible for:

- a. Recording the minutes of Region General Meetings and Region Committee Meetings,
- b. Helping the Executive to maintain its Register of Members as regards the Region Members,
- c. Holding the Region's records, documents and books and petty cash records and providing information to the Region Committee as the Region Committee determines and to the Executive as the Executive determines,
- d. Receiving and replying to correspondence as required by the Region Committee or Executive, and
- e. Collecting all Association subscriptions and levies from Region members and accounting for the same to the Association.

***Region Committee meetings***

17.23 Region Committee meetings may be held via video or telephone conference, or other formats as the Region Committee may decide.

17.24 No Region Committee Meeting may be held unless at least half of the Region Committee Members attend.

- 17.25 The Region Chairperson shall chair Region Committee Meetings, or if the Region Chairperson is absent, the Region Committee shall elect a Region Committee Member to chair that meeting.
- 17.26 Decisions of the Region Committee shall be by majority vote.
- 17.27 The Region Chairperson or the person acting as such has a casting vote, that is, a second vote.
- 17.28 Only Region Committee Members present at a Region Committee Meeting may vote at that Committee Meeting.
- 17.29 Subject to these Rules, the Region Committee may regulate its own practices.
- 17.30 The Region Chairperson or the person acting as such shall adjourn the meeting if necessary.
- 17.31 If within half an hour after the time appointed for a meeting a quorum is not present the meeting, if convened upon requisition of Region Members, shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the Region Chairperson, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The Region Chairperson may with the consent of any Region Meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 17.32 Subject to statute, these Rules and the resolutions of General Meetings, in the event of any disputes and to resolve any doubts relating to Regions the decision of the Association's Executive shall be final and binding on all Members.

### **Association Contracts and Execution of Documents**

- 18.1 The Common Seal of the Association shall be retained by the National Secretary.
- 18.2 Documents shall be executed for the Association pursuant to a resolution of the Executive:
- a. By affixing the Common Seal witnessed by the President or Vice-President and counter-signed by some other member of the Executive, or
  - b. Where the document is not required by law to be executed under common seal, by the President or Vice-President and some other member of the Executive signing on behalf of the Association.

### **Altering the Constitution**

- 19.1 These rules may be amended or replaced by resolution of any General Meeting passed by a two-thirds majority of those Members present and voting, provided that no amendment may be made which would:

- a. Alter the rules restricting the purposes of the Association to purposes out of New Zealand,
  - b. Alter the rules precluding Members from obtaining any personal benefit or profit from their membership,
  - c. Conflict with the provisions of the Statute, or
  - d. Alter the rules as to winding up.
- 19.2 Any proposed motion to amend or replace these Rules shall be signed by at least 15 Members and given in writing to the National Secretary at least 6 weeks before the General Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.
- 19.3 At least 28 clear days before the General Meeting at which any such proposal is to be considered the National Secretary shall in accordance with Rule 3.3 notify all Members and Life Members of the proposed motion, of the reasons for the proposal, and of any recommendations from the Executive in respect thereof.
- 19.4 Any resolution to amend or replace these Rules must be passed by a two thirds majority of all Members:
- a. Present and voting, or
  - b. Voting by remote ballot under Rule 10.6.

### **Winding-Up**

- 20.1 The Association may be wound up under the provisions of the Statute.
- 20.2 If the Association is wound up, the surplus assets after payment of all debts, costs and liabilities shall be disposed of to any organisation or organisations having substantially the same objects or purposes as the Association (whether national or local) and in such proportions as may be resolved at that time, or otherwise for such charitable purposes in New Zealand as may be determined in accordance with the Statute or resolution to wind up, but no distribution shall be made to any Member.