

# SENIORNET (MANAWATŪ) INCORPORATED

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## CONSTITUTION

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## **1.0 NAME**

The Society shall be named SENIORNET (MANAWATŪ) INCORPORATED; hereinafter referred to as the Society.

## **2.0 OBJECTIVES**

- 2.1** To educate and encourage older adults in computer skills in an enjoyable way.
- 2.2** To give older adults an opportunity to learn skills that will enable them to contribute their knowledge and wisdom to Society.
- 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 computers and related technology by older adults.
- 2.5** To give older adults, who may be homebound (as a result of special needs, disability or disadvantage), an opportunity to learn computer skills suited to and adapted to their particular needs.
- 2.6** To do all such things as deemed necessary for the attainment of the above objectives.

## **3.0 POWERS**

In furtherance of the above objectives and without the loss of generality, 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, alter, maintain and repair and to sell, let, lease, donate or otherwise dispose of real and 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 devise or bequest given for the furtherance of the objectives of the Society or any of them and to accept and to discharge trusts attached to the subject of any such gifts.
- 3.4** To borrow or raise or secure the payments of monies for the furtherance of the objectives of the Society 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 authorized by law for the time being in force in New Zealand for the investment by the trustees of the trust fund.
- 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** To adopt such means as the Society or its Committee may from time to time determine for the purpose of raising money and for obtaining property for the furtherance of the Objectives of the Society and to accept contributions, collections, donations, legacies, devises, gifts, grants and subsidies.
- 3.8** To secure in such manner as the Society or its Committee shall think fit the repayment of any monies borrowed or raised by the Society and in particular by the issue of debentures or debenture stock perpetual or otherwise charged upon all or

any of the property of the Society both present and future and to give and execute in the prescribed manner mortgages, debentures and other instruments of security for such repayment and to payoff, redeem or purchase any such securities.

- 3.9** To draw, make, accept, endorse, discount, execute and issue promissory notes, cheques, bills of exchange, warrants and other negotiable securities or transferable instruments.
- 3.10** Any income, benefit or advantage shall be applied to the charitable purposes of the Society.
- (a) No member of the Society or any person associated with a member shall participate in or materially influence any decisions 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.
- (b) Any such income paid shall be reasonable and no more than that which would be paid in an arm's length transaction (being the open market value).
- (c) 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.
- 3.11** To do all things which are deemed necessary or convenient or incidental to the carrying out of any one or more of the objectives of the Society.
- 3.12** To comply with the provisions of the Incorporated Societies Act 1908 and its amendments.

#### **4.0 REGISTERED OFFICE**

The registered office of the Society shall be at such place as the Committee shall from time to time determine, and the address of the same shall be notified to the Registrar of Incorporated Societies, New Zealand Companies Office.

#### **5.0 THE SEAL**

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

#### **6.0 MEMBERSHIP**

- 6.1** Membership of The Society shall be open to any person who supports the objects of The Society, and who has:
- (a) Submitted an application for membership on a form which has been approved by the Committee, and
- (b) Who has paid an annual subscription approved pursuant to Clause 15.0 hereinafter.
- 6.2** The Committee shall have the discretion to Approve any Corporation or Society which fulfils the conditions of Clause 6.1.
- 6.3** Life Membership may be conferred upon a member who has rendered outstanding service to the Society. Nominations for Life Membership shall be forwarded to the Committee for consideration. In the event that such a nomination is favoured by the

Committee, it shall be forwarded to the next General Meeting with a recommendation that the nominee be elected to Life Membership of the Society. Members elected to Life Membership shall be relieved of any liability with respect to annual subscriptions. There shall be no more than three Life Members at one time.

- 6.4** On the recommendation of the Committee, the Society may appoint member/s as Honorary Member/s in recognition of their service to The Society. These appointments are to be passed and/or reviewed on an annual basis by the Committee. Honorary members are relieved of the obligation to pay a subscription.
- 6.5** Membership of the Society may be terminated by:
- (a) Advising the Secretary or Office in writing
  - (b) Non-payment of the annual membership subscription three (3) months after the due date
  - (c) A decision of the Committee carried by a majority of not less than two thirds of the members present and voting, for such reason as the Committee may deem fit, provided that the member concerned has a right of appeal against the decision. A Judicial Committee comprised of the President, Secretary, Treasurer and two Club members of the Appellant's choice, shall consider any appeal. The Judicial Committee's decision shall be binding.

## **7.0 MANAGEMENT**

- 7.1** The management of the Society will be vested in the Management Committee, hereafter referred to as the Committee, which shall consist of:
- (a) A President
  - (b) A Vice-President
  - (c) The immediate Past President who shall be a member of the Management Committee for one year after the conclusion of his/her term of office as President.
  - (d) A Secretary and/or Treasurer
  - (e) A Committee comprising not less than (two) ordinary members.
- 7.2** Nominations for all the above offices, except immediate Past President, shall be in writing, signed by the proposer and seconder and the person nominated, and be in the hands of the Secretary no later than 10 days before the date of the Annual General Meeting. At that time the Secretary shall post the nominations on the club notice board. If there be no nominations for a particular office, nominations may be accepted at the Annual General Meeting. If there are no nominations at that Meeting, the Committee shall have the power to fill the position.
- (a) In the event of the death or resignation or poor health of any member of the Committee, or the auditor, the remaining members shall have power to appoint a replacement member to the Committee.
  - (b) The Committee has power to appoint additional ex-officio members who have expertise and management of particular areas of the club's activities. Such members shall have voting rights on the Committee
- 7.3** The Committee shall meet at least once every two months, or at any time as may be required.
- 7.4** The quorum for Committee Meetings shall be 50% of the current number of members.

- 7.5** Each member of the Committee shall be entitled to one vote and the Chairperson a casting vote in addition.
- 7.6** 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 previously, in which case the questions shall be decided by ballot.

## **8.0 MANAGEMENT RESPONSIBILITIES**

- 8.1** Chairperson: The President shall when present take the chair at all meetings of The Society. In the absence of the President the Vice President shall take the chair. If neither is available the members present shall elect a chairperson for that meeting.
- 8.2** Secretary: It shall be the duty of the Secretary to:
- (a) Keep the minutes of all Committee and General Meetings of the Society and to conduct such correspondence as may be required by the Executive and the Committee
  - (b) Keep a register of members.
- 8.3** Treasurer: It shall be the duty of the Treasurer to:
- (a) Receive all monies on behalf of the Society and to lodge without delay all such monies to the credit of the Society at such bank(s) as the Committee shall require from time to time.
  - (b) Make payment on behalf of The Society only those accounts for which prior approval has been provided by way of resolution of the Committee, with the exception that the Executive may direct urgent payment of any other account for which approval is to be sought and gained retrospectively
  - (c) Keep records of income and expenditure of all kinds for The Society
  - (d) Report and produce as may be required regularly and from time to time by the Committee and Executive, the income and expenditure accounts, bank current accounts records, investment records and financial records and correspondence of all kinds which relate to finances
  - (e) Draft and/or submit material of all kinds needed for audit purposes, in particular the Income and Expenditure accounts and the Assets and Liabilities statements for presentation at the Annual General Meeting, or if required for any other meeting of The Society.

## **9.0 AUDITOR**

The Reviewer, who shall not be a member of the Committee, shall be elected at the Annual General Meeting of the Society. The Reviewer shall review the financial statements for presentation to the Executive/Committee prior to the Annual General Meeting. If during the years the Reviewer shall resign the Committee will appoint a Reviewer and the appointment to be confirmed at the Annual General Meeting of the Society

## **10.0 DELEGATION**

Subject to any resolution(s) of an Annual or Special General Meeting the Committee shall exercise all the powers and all the functions for which this Constitution provides and shall have the power to do all the things that are deemed reasonably necessary for and are conducive to the attainment of any or all of the objectives of the Society. The Committee shall have no power to delegate any of the responsibilities that this Constitution requires. The Committee shall have the responsibility for the establishment and maintenance of rules,

policies and procedures for the conduct operation of the Society.

## **11.0 INTERPRETATION**

The Committee is the sole authority for the interpretation of this Constitution and the decision of the Committee upon any question of the interpretation of any matter affecting the Society, and not provided for in the Constitution, shall be final and binding on the members.

## **12.0 MEETINGS**

**12.1** The Annual General Meeting of the Society shall be held each year on a date, time and place to be fixed by the Committee, but not later than 31st March, for the following purposes:

- (a) To receive a report and financial reviewed accounts for the preceding year
- (b) To elect Office holders and Committee members (as specified in 7.1 above) for the ensuing year
- (c) To consider any resolutions which may be submitted by the Committee
- (d) To consider any notices of motion
- (e) To consider any general business.

**12.2** General Meetings

- (a) The Committee may at any time call a Special General Meeting of the Society and it shall do so forthwith upon the request in writing of any ten members, stating the purpose for which the meeting is required
- (b) At all General Meetings the President shall take the chair. In the absence of the President, the Vice President shall take the chair. In the absence of both the President and the Vice President the members present shall elect a Chairperson from their own number. Voting at General Meetings shall be by a show of hands, and only financial members shall be entitled to vote. All questions and resolutions shall be decided by a simple majority of those present and voting. So far as applicable the rules of debate and of procedure should be assisted by the book "Guide for Meetings and Organizations" by N.E. Renton". In case of equality of voting the Chairperson shall have a casting vote.

## **13.0 NOTICE OF MEETINGS**

Members shall be given at least ten (10) days notice of all General Meetings of The Society and such notices will be deemed valid and proper if made to their electronic and/or postal address(es) as recorded by the Society. In addition there may be notifications on the Society's internet web based sites and/or in a newspaper circulating in the Manawatū region.

## **14.0 QUORUM FOR MEETINGS**

Twenty five percent (25%) of members being present and financial shall constitute a quorum at any General Meeting of the Society.

## **15.0 SUBSCRIPTIONS**

The annual subscription and types of subscription shall be from time to time recommended by the Committee for approval by members at a General Meeting or at the Annual General Meeting of the Society.

## **16.0 FINANCIAL YEAR**

The financial year of the Society shall be from 1<sup>st</sup> January to 31<sup>st</sup> December.

## **17.0 BANK ACCOUNT**

Any bank account or accounts as may be set up from time to time by the Committee of the Society shall be operated on the signature of the Treasurer and one or two other officers appointed for that purpose by the Executive. All of those officers so appointed may endorse cheques or negotiable instruments for and on behalf of the Society.

## **18.0 ALTERATION TO CONSTITUTION**

This CONSTITUTION may be altered, added to or amended only by means of resolution carried 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 accepted in accordance with clause 12 hereof 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 or rescission of the Constitution shall be approved, if it affects the charitable objectives, the personal benefit clause or the winding up clause, without the consent of the Inland Revenue Department.

## **19.0 WINDING UP**

- 19.1** The Society may be wound up in accordance with Section 24 of the Incorporated Societies Act 1908, namely by a resolution of a majority of the members at a General Meeting and provided that such 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.
- 19.2** 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 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.

**Seniornet (Manawatū) Incorporated**  
Palmerston North

Postal: **Seniornet (Manawatū) Incorporated**  
c/o Town House 87  
Julia Wallace Retirement Village  
28 Dogwood Way, Milson  
PALMERSTON NORTH 4414

As at Tuesday 27<sup>th</sup> October 2020