

**SENIORNET (NORTH SHORE) INCORPORATED**  
**CONSTITUTION AND RULES**  
**as at 23 May 2023**  
**Society Number AK815501**

**1. NAME**

The Society is called **SENIORNET (NORTH SHORE) INCORPORATED**. Herein called "the Society".

**2. AIM AND OBJECTIVES**

Membership is restricted to persons over the age of fifty (50) years, as this group recognises the need to be computer-literate. To this end, members and non-members (not being employees), provide education in computer and associated topics to members, at an affordable price, so that members may contribute their knowledge to society at large.

Members are authorised to promulgate knowledge gained from the Society to non-members.

Accordingly, SeniorNet (North Shore) Incorporated ("the Society") provides whatever facilities are required, by way of premises, equipment and software to achieve these aims and objectives.

**3. POWERS**

3.1 The Society may own or lease such premises and acquire whatever equipment, software and ancillary equipment are deemed necessary to provide members with the facilities to attain its aims and objectives, to set rules to govern its operations and to arrange for the safe custody of its assets and funds (including holding funds in low risk investments) in accordance with best practice.

3.2 The Society may accept gifts and bequests given to achieve its objectives.

3.3 All income and functions of the Society are to be applied for the purposes of the Society only. No member or person associated with a member may receive any income (other than reasonable reimbursement of expenses incurred for the purposes of the Society), nor any benefit or advantage, other than professional services rendered to the Society, nor interest on moneys advanced, in both cases at no more than on an arm's length basis. Except by Notice of Motion to be approved by members in General Meeting, the Society shall not enter into a contract of employment with any person. No funds or assets of the Society may be given or disposed of to members at other than on an arm's length basis. See Clause 11 below.

This provision shall not be removed from the Constitution and shall be incorporated in any replacement document.

3.4 To do all such other things as provided in statute or common law, or in comparable organisations.

3.5 Where there is any doubt as to the intention of any rule herein and provided there is no conflict with statute or common law, the Executive Committee is the sole authority to rule on such matters. Should any matter not be covered in the Constitution, an amendment must be made by Notice of Motion at a General Meeting. At all times, the best interests of the membership as a whole must be paramount.

**4. REGISTERED OFFICE**

The location of the registered office is decided by the Executive Committee.

## 5. THE COMMON SEAL

The Common Seal of the Society is to be affixed by resolution of the Executive Committee and witnessed and signed by any two of the Chairperson, Deputy Chairperson, Secretary or Treasurer.

## 6. MEMBERSHIP

6.1 Applications for membership (or renewal thereof) proceed on the basis of an application in such form as the Executive Committee decides, accompanied by payment of an application fee (if required) and the annual, or part-annual, fee. Any application for membership must include a provision that the member consents to becoming, or remaining, a member and will abide by the Constitution in force at all times.

6.2 The Executive Committee may refuse to accept an application without giving a reason and without recourse. Initial acceptance of an application for membership by the committee member responsible for this function may subsequently be subject to this provision.

6.3 Members who have given outstanding service to the Society may be nominated for Life Membership or Honorary Membership. Nominations must be in the hands of the Secretary by the penultimate Executive Committee meeting preceding the General Meeting at which it will be proposed for approval by the members. The Executive Committee has the power to refuse to accept any nomination without explanation. When approved, the Executive Committee will announce the award at a general meeting of members.

6.4 Any member who has a conflict of interest between the member and the interests of the Society is required to bring this to the attention of the Executive Committee in writing, whose decision shall be final. Should any member fail to comply with this provision, the Executive Committee may terminate that member's membership if, in its opinion, the matter warrants this action and without recourse. This is in addition to the provisions in Clause 6.5 below.

6.5 Membership will be terminated by either a written notice of resignation from the member (effective from the date thereof, unless the Executive Committee decides on another date), non-payment of dues by two (2) calendar months after the annual renewal date, or by a decision by at least two-thirds (2/3) of the Executive committee. In the latter case, without giving a reason and without recourse. **At all times, the interests of the members as a whole must be paramount. The provisions of Schedule 2 clauses 2 to 8 of the Act are hereby excluded.**

6.6 In the case of a dispute between members, or between a member and the Executive Committee (or a member of the Executive Committee, acting in their capacity as a member thereof), the provisions of the relevant Schedule of the Incorporated Societies Act as in force at the time, will apply, with the proviso that all matters raised shall remain confidential as between the parties and without recourse. In no case shall the matter be submitted to arbitration under the Arbitration Act 1996.

6.7

- (i) The register of members is confidential to the members of the committee (including the editor, if not a member of the committee), acting in their role as such and is not to be used for any other purpose in accordance with the Privacy Act. On leaving their role, the copy held by them is to be deleted **and shall comply with Section 79 of the Act.**
- (ii) Tutors may be supplied with all or part of the register of members subject to such rules as the committee may, in their absolute discretion determine, under the same principles as above.
- (iii) Where provided under any relevant Act of Parliament, members may view the register of members, but under no circumstances may they take a copy, nor make any notes of information contained therein, in accordance with the Privacy Act. This applies to any copy which may be held by the Registrar of Incorporated Societies.



## 7. MANAGEMENT

7.1 Management of the Society is in the hands of the Executive Committee, consisting of a Chairperson, Secretary, Treasurer (as elected by the members) and Vice Chairperson (as appointed by the Executive Committee from amongst its elected members) and no more than seven (7) other members, who are elected by members in General Meeting. In the event of non-election of any or all of the three elected positions, provided there are sufficient committee members elected, they may appoint any of their members to fill the elected positions. The Executive Committee may co-opt additional members, subject to the overall limit of ten (10) members during the course of any one year. In addition, if required, further members may be appointed in an advisory or special projects role, but without voting rights. The Secretary is, ex officio, the contact officer for dealings with the Registrar of Incorporated Societies or other statutory body.

7.1 (a) All members of the Executive must sign a declaration that they have consented to be an officer and are not disqualified from holding office under Section 47(3) of the Act. If subsequently they are deemed to be disqualified, they must declare that fact.

7.1 (b) The officers of the Executive Committee may be indemnified in accordance with the provisions of Section 98 (1) of the Act.

7.2 Executive Committee members may be removed from office by at least a two thirds (2/3) majority resolution of the other members of the Executive Committee, or by at least a seventy-five per cent (75%) resolution of members in General Meeting.

7.3 The duties of the Chairperson, Secretary, Treasurer and Vice-Chairperson (when acting as Chairperson in the absence of the Chairperson), as well as other committee members, are determined by the Executive Committee from time to time in order to ensure that the aims and objectives of the Society are fulfilled, as set out in Clause 2 above. These are available on the Society's web site. The list of duties peculiar to the purpose of the Society, whilst nominally listed under the various roles, may be allocated between committee members to best suit their individual abilities.

7.4 Should any member of the Executive Committee cease to be able to carry out their allotted duties for any reason, or who resigns by notice given in writing, the remaining members may appoint a replacement for the remainder of the year.

7.5 Meetings are to be held at least six (6) times during the year.

7.6 A quorum of not less than five (5) members constitute a quorum. Any decisions made without a quorum require confirmation at a subsequent properly constituted meeting before taking effect.

7.7 While each member has one (1) vote, the Chairperson of that meeting has a casting vote if necessary. Unless two (2) members request a ballot, voting is by show of hands. In the case of a casting vote, it is to be used to maintain the status quo, so far as is possible.

7.8 The position of Chairperson is for a maximum of two (2) years, unless at least seventy-five per cent (75%) of the members present and voting, either in person or by proxy, in General Meeting agree otherwise.

7.9 An up to date register of members is required to be maintained, which is subject to the provisions of the Privacy Act. It is available to the Editor and Executive Committee members acting as such and may be viewed but not issued to other members.

## 8. AUDITOR

8.1 An Auditor is appointed by the members in General Meeting, whose functions are:-

8.1.1 To audit, or as agreed by the members in General Meeting, review, the accounts and report to the members whether the annual accounts correctly state the Society's operations for the past year and its position at the end of that year and

8.1.2 To draw the attention of the Executive Committee to any breach of the Constitution which comes to their notice. Should the Executive Committee fail to rectify the breach, the Auditor will draw the attention of the members to this fact, should the Auditor deem it requisite, at the earliest possible opportunity. It is the responsibility of the Executive Committee to ensure that such notice is promulgated promptly.

8.2 The Auditor is not a member of the Executive Committee (and has the right to attend Executive Committee meetings), but should the members in General Meeting decide otherwise, the Auditor must ensure that the role of Auditor is paramount in the case of a conflict of interest. In no case is the Auditor to be a signatory to the Society's funds, nor vote on any financial matter.

## **9. MEETINGS**

9.1 Annual General Meetings are to be held each year, no later than two (2) months after the end of the financial year, the place and date to be notified by the Executive Committee no less than fourteen (14) days before that date. The notice calling the meeting is to include the agenda and any Notices of Motion received. The standard agenda and procedures applicable to comparable organisations will apply; every Notice of Motion must specify both the motion itself and any explanatory comments. Unless otherwise decided, the notice calling the meeting is deemed to be sufficient if it appears prominently in the monthly newsletter. However, if circumstances dictate otherwise, members may be contacted directly by email, subject to the same fourteen (14) days time limit.

9.2 Notices of Motion are to be subject to the approval of at least seventy-five percent (75%) of members voting in person or by proxy. This majority also applies to any variation of annual subscriptions as recommended by the Executive Committee.

9.3 Rules and the format of and pertaining to proxies are to be included with the notice calling the meeting. These rules are to be determined by the Executive Committee, but shall restrict the proxy holders to financial members of the Society. In no way are these rules to disadvantage members' rights.

9.4 Special General Meetings are to be called on requisition in writing by either at least two thirds (2/3) of members of the Executive Committee, or at least thirty (30) members, stating the purpose of the meeting and including any Notices of Motion relevant to the reason for calling the meeting. The only business of such meetings is restricted to the specified purpose. Otherwise, normal procedures apply.

9.5 All resolutions may be by voice, but if in the opinion of the Chairperson, or required by a majority of the members present, either a show of hands or a ballot is to be held. Unless otherwise required by these rules, a simple majority shall suffice. In either case, two (2) scrutineers, not being members of the Executive Committee, are to be appointed, whose declaration of the result is to be treated as conclusive. Once the result is disclosed, the voting papers shall be destroyed, unless a majority of members object at that time. In this case, two new scrutineers shall be appointed under the same conditions as above.

9.6 A quorum consists of thirty (30) financial members present in person or by proxy. Should there be insufficient members, the meeting may proceed, but any decisions made are to be subject to confirmation at a subsequent meeting where sufficient notice has been given and a quorum is present, before such decision(s) shall take effect.

**9.7 At all General Meetings, full minutes are to be kept.**

**9.8 The provisions of Section 89 of the Act shall not apply.**

**9.9 The provisions of Section 26 (k) (vii) of the Act shall be determined by the Executive Committee.**

## **10. SUBSCRIPTIONS AND FINANCIAL YEAR.**

10.1 The financial year of the Society is decided by the Executive Committee.

10.2 Subscriptions are due and payable by the first (1st) day of the financial year, unless otherwise decided, in any case, by the Executive Committee. Refer Clause 6.5 regarding non-payment of subscriptions.



**11. ALTERATION OF RULES**

11.1 These rules may be amended or replaced by Notice of Motion given to members and approved at a General Meeting as above.

11.2 No alteration is to be made which varies the provision of Clause 3.3 above and in no case, without the prior written approval of Inland Revenue Department. See also Clause 12 below.

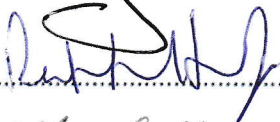
**12. WINDING UP**

12.1 Any decision to wind up the Society shall be made in accordance with the provisions of the Incorporated Societies Act in force at the time, by the members in General Meeting.

12.2 After ensuring that all debts and liabilities of the Society have been satisfied, no member may receive any distribution from the remaining assets. They are to be given to charitable organisations as recommended by the Executive Committee. Failing any decision, application is to be made to the High Court for a direction.



..... Chairperson



..... Secretary



..... Committee Member

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