

**CONSTITUTION**  
of  
**GLENFIELD SENIORNET Incorporated**

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**1. INTERPRETATION**

1.1 The Executive is the sole authority for the interpretation of these rules, and the decision of the Executive upon any question of the interpretation of any matter affecting the Society and not provided for in these rules shall be final and binding on the members

- (a) 'Society' means SeniorNet Glenfield Incorporated,
- (b) 'Executive' means the Executive Committee of the SeniorNet Glenfield Incorporated;
- (c) 'Officers' means those Officers of the Society described in Section 7.1

**2 NAME**

The name of the 'Society' shall be "SeniorNet Glenfield Incorporated".

## **2.1 REGISTERED OFFICE**

The Registered Office of SeniorNet Glenfield Inc shall be, The Mayfield Centre, 5 Mayfield Road, Glenfield, Auckland 0629

## **3. OBJECTS**

**3.1** To give older resident adults the opportunity to learn information technology skills.

**3.2** To conduct such social activities as the Executive may from time to time approve.

**3.3** To conduct research on the use of information technology by older adults.

**3.4** To establish and maintain for the use and enjoyment of Members the necessary facilities to assist the achievement of these **Objects**.

**3.5** By affiliation, to cooperate with societies holding similar objects.

**3.6** To do all such things as to attain and complement the above objects.

## **4. POWERS**

In furtherance of the above objectives the Society may exercise all or any of the following **Powers**:

**4.1** To receive, hold and assign any copyright or copyright material or any unregistered design.

**4.2** 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.

**4.3** To accept gifts, whether by way of endowment or otherwise, whether by gift *inter vivos* - or by way of devise or bequest given for the furtherance of the objects of the Society or any of them, and to accept and to discharge trusts attached to the subject matter of any such gifts.

**4.4** To borrow or raise or secure the payment of monies for the furtherance of the objects of the Society, either with or without security.

**4.5** To invest all or any monies held by the Society on the Society's behalf hereof in and upon investment authorised by the law for the time being in force in New Zealand.

**4.6** To institute, initiate or take, and to defend, compromise or abandon legal proceedings involving the property or affairs of the Society.

**4.7** To ensure the requirements of the Addendum included in the Alteration to Rules Certificate issued by the Registrar of Incorporated Societies 8<sup>th</sup> November 2006 are applied (Section 17)

**4.8** To do all lawful things which are deemed necessary, convenient, incidental to the carrying out of any or more of the objectives of the Society, provided that it shall always be a base principle of SeniorNet Glenfield Inc that its Constitution, Rules, management and conduct shall be non-sectarian, non-political and multi-racial.

## **5. MEMBERSHIP**

**5.1** Membership of the Society shall be open to any New Zealand resident who supports the objectives of the Society and has reached the age of 50 years. Any such person shall become a member when he or she has:-

(a) Submitted an application for membership on such form as shall be from time to time determined by the Executive.

(b) Paid an annual subscription of such amount as is determined from time to time by an Annual General Meeting. Such membership shall be valid until one year from the last day of the month in which the subscription is paid.

(c) Had his or her application approved by the Executive.

**5.2** Membership of the Society shall be terminated:

(a) On written resignation to the Secretary.

(b) Non-payment of the subscription three (3) months after the due date.

(c) On decision of the Executive carried by not less than two-thirds of the members present and voting for such reason as the Executive may deem fit, provided that the member concerned has a right of appeal against the decision to a general meeting of the Society called to consider the matter.

**5.3** On the recommendation of the Executive the Society may appoint members to Honorary Membership in recognition of outstanding and exceptional meritorious service to SeniorNet..Glenfield for a duration of time decided by the Executive.

## **6. ELECTION OF MEMBERS OF THE EXECUTIVE**

**6.1** Each position on the Executive shall be available for the election of Members to fill all positions as an item of business at each Annual General Meeting.

**6.2** All members shall be elected for a one year term, but shall be eligible for re-election at each Annual General Meeting. Written nominations for the election of Officers and Executive Members signed by the proposer and seconder and approved by the person nominated must be mailed or given to the Secretary seven (7) days prior to the Annual General Meeting.

**6.3** Any member shall be deemed to have resigned from the Executive if that member becomes unable to attend by reason of infirmity, by resignation from office or membership of SeniorNet Glenfield Inc., or is absent from committee meetings for more than three (3) months without consent.

**6.4** If any vacancy occurs after the Annual General Meeting the Executive may fill such vacancy.

## **7. DELEGATION**

Subject to these rules and to any resolution of an Annual General Meeting or General Meeting the Executive shall exercise all the powers and all the functions for which the Society is established and shall have the power to do all the things that are conducive to the attainment of one or all of the objects of the Society.

## **8. MANAGEMENT of the EXECUTIVE**

**8.1** Management of the Society shall be vested in the Executive which shall consist of:

(a) Chairperson, Deputy Chairperson, Secretary, Treasurer and between four and eight additional members.

(b) The Executive shall have the power to co-opt members to vacancies on the committee, and from time to time to appoint sub-committees,

**8.2** The Executive shall meet at least monthly or more frequently if required.

**8.3** Each Executive meeting shall have not less than five (5) members present to form a quorum.

**8.4** Each member of the Executive shall be entitled to one vote and the Chairperson both a deliberative and a casting vote.

**8.5** Decision-making shall 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, in which case the question shall be decided by ballot.

## **9. EXECUTIVE RESPONSIBILITIES**

The Executive shall ensure that all current statutes and regulations are complied with.

**9.1** The Chairperson or the Deputy shall preside at all General, Annual General and Executive meetings.

**9.2** The Secretary shall

(a) Keep the minutes of all Executive and General Meetings and conduct such correspondence as may be required by the Executive.

(b) Keep a register of members.

(c) Maintain a record of all correspondence of SeniorNet Glenfield Inc. and the Executive and sub-committees, and sign outward correspondence unless otherwise arranged with the Chairperson.

(d) Take care of all SeniorNet Glenfield Inc. records.

**9.3** The Treasurer shall

(a) Account for all monies on behalf of the Society and lodge all such monies to the credit of the Society.

(b) Keep account of financial transactions made by or on behalf of the Society and prepare and submit for audit, an annual statement of accounts plus an inventory and a balance sheet for presentation to the Executive and the Annual General Meeting as well as an annually adjusted Statement of Asset Values..

(c) Produce the bank cheque books and statements of accounts at all meetings of the Executive.

(d) Pay all accounts payable and claim for compensation for expenditure as approved by the Executive.

(e) Ensure any two persons holding the position of Treasurer, Secretary, Chairperson or Deputy Chairperson are authorised to sign cheques.

## **10. INDEMNITY of OFFICERS and SERVANTS**

10.1 No Officer or Paid Servant of SeniorNet Glenfield Inc. shall be liable for the acts, receipts, negligence or defaults of any other Officer or Paid Servant of SeniorNet Glenfield Inc. or for any loss occasioned by any error of judgment or oversight on his/her part, or for any other damage or misfortune whatsoever, which shall happen in the execution of the duties of his/her office or in relation thereto, unless the same happens through his/her own wilful default or dishonesty.

## **11. MEETINGS**

The Annual General Meeting of the Society, for which members shall be given not less than ten (10) days notice in writing, shall be held each year on a date, time and place to be fixed by the Executive but not later than 30th September, for the following purposes:

- (a) To receive an annual report summarising the activities of the Executive.
- (b) To receive a financial report and audited accounts for the preceding year
- (c) To set subscription rates.
- (d) To elect Officers and Executive Members (as specified in 6 above) for the ensuing year
- (e) To vote on any Notice of Motion which has been submitted to the Executive. Any such Notice of Motion shall be proposed and seconded by any two members; shall be given in writing; shall be submitted to the Secretary at least ten (10) days prior to the Annual General Meeting for discussion at that meeting,
- (f) To appoint an auditor whose qualifications are consistent with Section 12 below.

### **11.2 Conduct of Meetings**

- (a) A quorum shall be not less than fifteen (15) members,
- (b) If after half an hour of the calling of any meeting of members a quorum is not present the meeting shall be adjourned and notwithstanding a quorum not being present at the adjourned meeting the meeting shall take place as if a quorum were present
- (c) The chairperson of the Executive shall act as chairperson at any meeting of the Society or in his/her absence the Deputy Chairperson shall act as Chairperson. In the absence of both the Chairperson and Deputy Chairperson any other member may be elected as Chairperson of that meeting.
- (d) Every member is entitled to attend and vote at a General Meeting and shall be entitled to one vote on every motion to be exercised in person alone. In the case of an equality of votes, the Chairperson shall have a casting vote.
- (e) The method of voting at all meetings shall be by a show of hands unless at least 50% of the members present demand a ballot, in which case the question shall be decided by ballot.

**11.3** General Meetings of the Society may be called by the Executive at any time, and it shall do so forthwith upon the request in writing of five (5) per cent of the members, stating the purpose for which the meeting is required. Notice of such special meetings shall be notified to the members in writing and at least ten (10)

days before the date of such meetings. No business shall be transacted other than that specified in the notice of meeting.

## **12. APPOINTMENT of Reviewer of Annual Accounts.<sup>1</sup>**

The Society's Annual Accounts being presented to the Annual General Meeting shall be reviewed by a suitably Experienced Person to confirm that the accounts reflect the true financial position of the Society and shall be so signified in writing to the Annual General Meeting by notification attached to the Annual Report. The Experienced Person shall not be a Member of the Executive but may be appointed by the Society at any Annual General Meeting or Special General Meeting of the Society upon the recommendation of the Executive.

## **13. FINANCIAL YEAR**

The Financial year of the Society shall be from 1<sup>st</sup> August to 31<sup>st</sup> July.

## **14. BANK ACCOUNT**

Any bank account or accounts as may be set up from time to time by the Executive shall be operated as provided under Section 9.3

## **15. ALTERATION TO CONSTITUTION AND RULES**

These rules may be altered, added to or amended by resolution 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 thereof was carried by a majority of not less than two-thirds of the members voting thereat and PROVIDED THAT no addition to or alteration of the charitable objects, the personal benefit clause or the winding up clause shall be approved without the consent of the Inland Revenue Department. PROVIDED ALWAYS that such changes do not affect the exclusively charitable nature of the Society [nor give power to extend the Society's operations beyond New Zealand].

## **16. WINDING UP**

**16.1** The Society may be wound up in accordance with Section 24 of the Incorporated Societies Act 1908, namely by a resolution of the 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.

**16.2** (a) If upon the 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.

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<sup>1</sup> This clause amended at AGM September 12<sup>th</sup> 2016

(b) Such remaining property shall be given or transferred to some other exclusively charitable organisation or body having objects similar to the objects of this Society – or for some other exclusively charitable purpose within New Zealand.

**16.3** In the event of default the remaining assets are to be distributed as a Judge of the High Court so directs.

## **17. IMPORTANT NOTE**

The attached addendum to the Constitution is a requirement of the **Registrar of Incorporated Societies**, and was included in the Alteration to Rules Certificate issued by his office on 8 November 2006.

It forms an integral part of the Constitution, and takes precedence over any conflicting part of the remainder of the Constitution.

### **NO PRIVATE PECUNARY PROFIT FOR ANY INDIVIDUAL, RESTRICTIONS, EXEMPTIONS AND INFLUENCE**

**1.** *All funds and assets of the Society shall be applied within New Zealand towards furthering the exclusively charitable objects, aims and purposes.*

**2** *No private pecuniary profit shall be made by any persons involved in this Society except that,*

*(a) any Officer or Member may receive full reimbursement for all expenses properly incurred in connection with the affairs of the Society.*

*(b) the Society may pay reasonable and proper remuneration to any Officer or Servant of the Society in return for services actually rendered to the Society*

*(c) any Officer or Member may be paid all usual professional business or trade charges services rendered, time expended and all acts done by that at person or by any firm or entity of which that person is a member, employee or associate in connection with the affairs of the Society.*

*(d) any Officer or member may retain any remuneration properly payable to them by any company or u undertaking with which the Society, Officer or member has acted in any capacity whatever, notwithstanding that Society, Officer or Members' connection with that company or company is in any way attributable to their connections with the Society.*

**3.** *The Society/Committee in determining all reimbursements, remuneration and charges payable in the terms in the foregoing clause or of any of the kinds*



referred to in Section CC1, subpart CD and Sections CE1, CE2, CF1, CG1 and CH3 of the Income tax Act 1994 shall ensure that the restrictions imposed by the following clause are strictly observed.

**(a) PROVIDING ALWAYS** and notwithstanding anything contained or implied in this Constitution, any person who is;

- (i) a settler, Society or Member of the Society
- (ii) a shareholder or any company carrying on any business of the Society
- (iii) a settler or any Society which is a shareholder of any company carrying on any business of the Society, or
- (iiii) an associated person (as defined by the Income Tax Act 1994) of any such settler, Society, shareholder or director. Shall not by virtue of that capacity be able to determine or materially influence in any way (whether directly or indirectly) whatsoever the,

(A) determination of the nature;

(B) the amount of any benefit or income,

(C) the circumstances in which it is or is to be or is able to be affected to, received, gained; achieved or derived

as a result of their employment by or involvement with the Society and such persons shall not participate in any deliberations and proceedings by which such income, benefit or advantage is being determined.

**(b) AND** notwithstanding anything expressed or implied in this Constitution no commercial transaction including the requisitioning of assets, will be entered into with any Society, Officer, Member or any associated person of any Society Officer, Member unless, having regard to the terms conditions of the loan or agreement;

(i) payment by way of interest or rent shall not exceed current commercial rates;

(ii) receipts by way of interest or rent shall not be at less than current commercial rates, and

(iii) sale of Society property will always be at current market value;

(c) **AND** any Member who is in any way interested or concerned directly in any property or undertaking in which the Society is or may be concerned or involved shall disclose the nature and extent of their interest in the Society/Committee and shall take no part whatever in any deliberations of the Society/Committee concerning any matter in which that person is or may be interested other than as a Member of the Society.

4. **Professional account and influence.** A person who in the course of and as part of the carrying on of his or her business of a professional public practice shall not by reason only of his or her rendering professional services to the Society or to any company by which any business of the Society is carried on, be in breach of the terms of this clause.

**18. MATTERS NOT PROVIDED FOR**

If any matter shall arise which is not, or which in the opinion of the Executive is not provided for, by or under this Constitution, the same shall be determined by the Executive in such manner as it shall deem fit, and every such determination shall be binding upon the Society and its Members unless and until set aside by a resolution of a General Meeting.

.....September 2016.

..... Chairman of Seniornet Glenfield Inc

..... Secretary of Seniornet Glenfield Inc