

SeniorNet (Nelson) Incorporated: Constitution and Rules

The Society shall be named SeniorNet (Nelson) Incorporated

1. **Objects**

- 1.1 To educate older adults in computer skills in an enjoyable way;
- 1.2 To give older adults the opportunity to learn skills that will enable them to contribute their knowledge and wisdom to society;
- 1.3 To offer a means for seniors to communicate and make new friends through online communication;
- 1.4 To conduct research on the use of technology by older adults;
- 1.5 To do all such things as may be deemed necessary for the attainment of the above objectives.

2. **Powers**

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

- 2.1 To receive, hold and assign any copyright or copyright material or any unregistered design;
- 2.2 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;
- 2.3 To accept gifts whether by way of endowment or otherwise and whether gift *inter-vivos* or by way of devise or bequest given for the furtherance of the objects of the Society of any of them and to accept and discharge trusts attached to the subject matter of any such gifts;
- 2.4 To borrow or raise or secure the payments of monies for the furtherance of the objects of the Society either with or without security;
- 2.5 To invest all or any monies held by the Society on the Society's behalf hereof in and upon investment authorized by the law for the time being in force in New Zealand for the investment by signatories of the bank account;
- 2.6 To institute, initiate, or take and to defend, compromise or abandon legal proceedings involving the property or affairs of the Society;
- 2.7 To adopt such means as the Committee may from time to time determine for the purpose of raising money and for obtaining property for the furtherance of the objects of the Society and to accept contributions, collections, donations, legacies, devises, gifts, grants and subsidies;
- 2.8 To secure in such manner as the 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 pay off, redeem, or purchase any such securities;

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2.9 To draw, make, accept, endorse, discount, execute and issue promissory notes, cheques, bills of exchange, warrants and other negotiable securities or transferable instruments;

2.10 Any income, benefit or advantage shall be applied to the charitable purposes of the society. No member or person associated with a member of the society shall derive an income, benefit or advantage from the society where they can materially influence the payment of the income, benefit or advantage except where that income, benefit or advantage is derived from:

- (a) Professional services to the society rendered in the course of business: or
- (b) Interest on money lent at no greater rates than current market rates.

The provisions and effects of the clause shall not be removed from this document and shall be included and implied into any document replacing this document.

2.11 To do all things which are deemed necessary and convenient, incidental to the carrying out of any one or more of the objects of the Society.

3. **Registered Office**

The registered office of the Society shall be at such place as the Committee shall from time to time determine, and shall be notified to the Charities Commission.

4. **The Common Seal**

The Secretary shall have the custody of the Common Seal.

5. **Membership**

5.1 Membership of the Society shall be open to any person, corporate society or corporate organization which supports the objects of the Society. Any person, corporate society or corporate organization eligible for membership shall become a member when she/he or it has:

- (a) Reached the age of 50 years OR the Committee agrees to grant membership under special circumstances; and
- (b) Submitted an application for membership with such application being in such form as shall from time to time be approved by the Committee, and;
- (c) Paid any annual subscription as hereinafter provided for, and;
- (d) Agreed to abide by the rules of the Society.

5.2 Membership of the Society shall be terminated by;

- (a) Written resignation communicated to the Secretary of the Society; or
- (b) Non-payment of the subscription three (3) months after the due date; or
- (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 to a Special General Meeting of the Society called to consider the matter.

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5.3 Life Membership

a) Life Members: in recognition of outstanding service to SeniorNet Nelson, members may propose to the Management Committee for approval, the name of any current or past member as a Life Member. Life Members are exempt from payment of the annual subscription.

(b) Honorary Members: Any person the Committee considers has rendered exceptional service and assistance and is not a member, may at an AGM or SGM be elected as an Honorary Member in recognition of their contribution to SeniorNet.

6. Management

6.1 Management of the Society shall be vested in the Management Committee which shall consist of:

- (a) The Chairperson, Secretary and Treasurer, and
- (b) The Immediate Past Chairperson for one year immediately following the end of their period in office, and
- (c) Up to eight additional Management Committee members.

6.2 The Committee shall have the power to co-opt members to the Committee.

6.3 The Committee shall meet not less than bi-monthly or at any time as may be required. Meetings may be held by electronic conferencing.

6.4. The Committee shall have not less than five (5) members to form a quorum.

6.5 Each member of the Committee shall be entitled to one vote.

6.6 Resolutions will be passed by a majority vote.

7. Management Responsibilities

7.1 Chairperson

The Chairperson shall preside at all meetings of the Committee. In the absence of the Chairperson, the Committee shall appoint a chairperson for that meeting.

7.2 Secretary

It shall be the duty of the Secretary to keep the minutes of all Committee and general meetings and to conduct such correspondence as may be required by the Committee.

7.3 Treasurer

It shall be the duty of the Treasurer to:

- (a) Ensure that all monies received on behalf of the Society are lodged to the credit of the Society at such bank as the Management Committee shall decide from time to time;
- (b) Keep account of financial transactions made by or on behalf of the Society and to co-operate with those appointed by the Management Committee to prepare the Annual Financial Statements;
- (c) Produce the bank statements at all meetings of the Management Committee.

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7.4 The Committee shall ensure that a register of members of the Society is kept.

8. Financial Statements

The Committee shall supervise the compilation of the Annual Financial Statements in accordance with the relevant New Zealand Financial Standards, subject to an independent review if required.

9. Delegation

Subject to these rules and to any resolution of an AGM or SGM, the Committee 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.

10. Interpretation

The Committee is the sole authority for the interpretation of these rules and the decision of the Committee 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.

11. Meetings

11.1. Quorum for General Meetings

Thirty members being present and financial shall constitute a quorum at any general meeting of the Society.

11.2 Annual General Meetings

The Annual General Meeting (AGM) of the Society shall be held each year during June on a date, time and place to be fixed by the Management Committee.

Notice of Annual General Meetings shall be given to the members in writing (including email) at least 14 days before the date of such meeting.

The Annual General Meeting (AGM) of the Society shall be held for the following purposes:

- (a) To receive a report and Annual Financial Statements for the preceding year;
- (b) To elect Management Committee members for the ensuing year:

Nominations for the office of Chairperson, Secretary, Treasurer and members of the Management Committee must be in writing, nominated and seconded by financial members of the Society, and will close at 5pm, 14 days preceding the date of the AGM.

A Chairperson shall be limited to three consecutive one-year terms of office and shall not be nominated nor elected to a fourth consecutive term of office as Chairperson.

- (c) To consider any resolutions which may be submitted to the Management Committee.
- (d) To carry out any other appropriate business.

11.3 Special General Meetings

The Management Committee may at any time call a Special General Meeting (SGM) of the Society and it shall do so forthwith upon the request in writing of any twenty members, stating the purpose for which the meeting is required. Notice of such Special Meetings shall be given to the members in writing at least 7 days before the date of such meeting.

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12. Subscriptions

The annual subscription and types of subscription shall be from time to time recommended by the Committee for approval by members at an SGM or AGM.

13. Financial

The financial year for the Society shall be from 1 April to 31 March the following year.

14. Bank Account

Any bank account or accounts as may be set up from time to time by the Committee shall be operated on the signature of any two of the signatories appointed for that purpose by the Committee. Any two of the signatories may endorse cheques or negotiable instruments on behalf of the Society.

15. Alteration to Rules

These rules may be altered, added to or amended by resolution at any AGM or SGM of the Society provided that no such resolution shall be deemed to have been passed unless notice thereof was given in accordance with these rules and the resolution was thereafter carried by a majority of not less than two-thirds of the members voting thereat.

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 a majority of the members at an AGM or

SGM and provided that such resolution is confirmed at a subsequent SGM called for the purpose and held not earlier than 10 days after the date on which the resolution to be confirmed was passed.

16.2 No member or members shall derive any personal pecuniary gain from such winding up action.

16.3 On dissolution of the Society the assets of the Society shall be used to further a charitable purpose or purposes as defined in Section 5(1) of the Charities Act 2005. In default of agreement the Chairperson of The Federation of New Zealand SeniorNet Societies Inc. shall nominate an appropriate charitable organisation.