

# Rules of The Tauranga Yoga Centre Incorporated

## The Society

### 1.0 Name

- 1.1 The name of the society is **The Tauranga Yoga Centre Incorporated** ("the Society").
- 1.2 The Society is constituted by resolution dated 14 November 1972.

### 2.0 Registered Office

- 2.1 The Registered Office of the Society is **173 Elizabeth Street West, Tauranga.**

### 3.0 Purposes of Society

- 3.1 The purposes of the Society are to:

- (a) Study and practice yoga;
- (b) Provide a meeting place for the study and practice of yoga;
- (c) Purchase, sell, lease, transfer, take or lease or otherwise acquire or dispose of any real or personal property and rights or privileges which the Society may think necessary or convenient for the purpose of its business;
- (d) Hold investment and management of all funds raised for the above purposes;
- (e) Borrow sums of money as may from time to time and at all times be necessary for the proper administration of the Society and for that purpose pledge by way of security the whole or any part of the Society's assets;
- (f) Do anything necessary or helpful to the above purposes.

- 3.2 Pecuniary gain is not a purpose of the Society.

## MANAGEMENT OF THE SOCIETY

### 4.0 Managing Committee

- 4.1 The Society shall have a managing committee ("the Committee"), comprising the following persons:

- (a) The Chair/President;
- (b) The Secretary;
- (c) The Treasurer; and
- (d) Such other Members as the Society shall decide.

- 4.2 Only Members of the Society may be Committee Members.

4.3 There shall be a minimum of three Committee Members, in addition to the Officers.

4.4 In addition to the Committee the Society shall have an Executive Council ("the Executive Council") consisting of three persons who are not members of the Committee.

4.5 The **Executive Council** shall be elected at an Annual General Meeting for a **term of three years**.

4.5.1 **Only members of the Committee may nominate and second proposed Executive Council Members.** To be eligible for membership of the Executive Council nominees must have, within the eight years immediately preceding their nomination, been financial and active members of the Society **AND** for at least two years out of the preceding eight years have served on the Committee. Such persons shall be eligible for re-election.

4.5.2 The name of each member nominated to the Executive Council must be sent in writing to the Secretary, accompanied by the nominee's consent in writing to serve if elected, at least 7 days prior to the Annual General Meeting. The Secretary shall then cause a copy of the nomination to be affixed to the Society's notice board forthwith.

4.5.3 The Committee shall have a power to fill any vacancy in the membership of the Executive Council during the course of the year. The term of office of any member so appointed to the Executive Council shall be limited to the term remaining for the member who originally retired. Any member so appointed to the Council shall retire at the next Annual General Meeting but shall be eligible for re-election.

## **5.0 Appointment of Committee Members**

5.1 At a Society Meeting, the Members may decide by majority vote:

- (a) How large the Committee will be;
- (b) Who shall be the Chair/President, Secretary, and Treasurer;
- (c) Whether any Committee Member may hold more than one position as an officer;
- (d) How long each person will be a Committee Member, although in the absence of a nominated period Committee Members will hold office for one year ("the Term").

## **6.0 Cessation of Committee Membership**

6.1 Persons cease to be Committee Members when:

- (a) They resign by giving written notice to the Committee.
- (b) They are removed by majority vote of the Society at a Society Meeting.
- (c) Their Term expires.

6.2 If a person ceases to be a Committee Member, that person must within one month give to the Committee all Society documents and property.

## **7.0 Nomination of Committee Members**

7.1 Nominations for members of the Committee shall be called for prior to or at an Annual General Meeting. Each candidate shall be proposed and seconded by Members and the completed nomination delivered to the Secretary. All retiring members of the Committee shall be eligible for re-election.

7.2 If the position of any Officer becomes vacant between Annual General Meetings, the Committee may appoint another Committee Member to fill that vacancy until the next Annual General Meeting.

7.4 If any Committee Member is absent from three consecutive meetings without leave of absence the Chair/President may declare that person's position to be vacant.

## **8.0 Role of the Committee**

8.1 Subject to the rules of the Society ("The Rules"), the role of the Committee is to:

- (a) Administer, manage, and control the Society;
- (b) Carry out the purposes of the Society, and Use Money or Other Assets to do that;
- (c) Manage the Society's financial affairs, including approving the annual financial statements for presentation to the Members at the Annual General Meetings;
- (d) Set accounting policies in line with generally accepted accounting practice
- (e) Delegate responsibility and co-opt members where necessary
- (f) Ensure that all Members follow the Rules;
- (g) Decide how a person becomes a Member, and how a person stops being a Member;
- (h) Decide the times and dates for Meetings, and set the agenda for Meetings;
- (i) Decide the procedures for dealing with complaints;
- (j) Make a recommendation to the Annual General meeting as to the level of membership fees, including subscriptions and levies;
- (k) Make regulations.

8.2 The Committee has all of the powers of the Society, unless the Committee's power is limited by these Rules, or by a majority decision of the Society.

8.3 **All decisions of the Committee shall be by a majority vote.** In the event of an equal vote, the Chair/President shall have a casting vote, that is, a second vote.

8.4 Decisions of the Committee bind the Society, unless the Committee's power is limited by these Rules or by a majority decision of the Society.

## **8.5 Role of the Executive Council**

8.5.1 The Executive Council will expeditiously give its recommendation on any matter referred to it by the Committee or by members who have requisitioned for a Special General Meeting in terms of Clause 21 of these Rules.

8.5.2 Without in any way placing a restriction on the generality of Clause 8.5.1 the Executive Council has the power to comment upon the spending of amounts in excess of \$3000.00, gifts or donations to any legal person in excess of \$1,000, any alterations to the Society's purposes or constitution, the proposed exercise of any borrowing or lending powers, the proposed purchase or disposal of any major assets of the Society and generally the significant preservation of the building and assets of the Society for the free and full use of the disciplines of yoga.

8.5.3 If the Committee or any member refers, recommends or moves any matters of the type set out in Clause 8.5.2 then, prior to its adoption by the Committee, the Committee must obtain the Executive Council's recommendation on the proposal.

8.5.3 Where the matter is not already to come before a Special General Meeting, the Executive Council recommendation will be put before a meeting of the Committee.

8.5.4 **If the Committee and the Executive Council cannot agree** on the outcome of the proposed action, the proposed action together with the Executive Council's recommendation will, within the following two months, be put before a Special General Meeting of the Society.

## **9.0 Roles of Committee Members**

9.1 The Chair/President is responsible for:

- (a) Ensuring that the Rules are followed;
- (b) Convening Meetings and establishing whether or not a quorum (half of the Committee) is present;
- (c) Chairing Meetings, deciding who may speak and when;
- (d) Overseeing the operation of the Society;
- (e) Providing a report on the operations of the Society at each Annual General Meeting.

9.2 The Secretary is responsible for:

- (a) Recording the minutes of Meetings;
- (b) Keeping the Register of Members;
- (c) Holding the Society's records, documents, and books except those required for the Treasurer's function;
- (d) Receiving and replying to correspondence as required by the Committee;

(e) Forwarding the annual financial statements for the Society to the Registrar of Incorporated Societies upon their approval by the Members at an Annual General Meeting.

(f) Advising the Registrar of Incorporated Societies of any rule changes;

9.3 The Treasurer is responsible for:

(a) Keeping proper accounting records of the Society's financial transactions to allow the Society's financial position to be readily ascertained;

(b) Preparing annual financial statements for presentation at each Annual General Meeting. These statements should be prepared in accordance with the Societies' accounting policies (see 8.1.d).

(c) Providing a financial report at each Annual General Meeting;

(d) Providing financial information to the Committee as the Committee determines.

## **10.0 Committee Meetings**

10.1 Committee meetings may be held via video or telephone conference, or other formats as the Committee may decide;

10.2 Subject to Clause 10.4, no Committee Meeting may be held unless **more than half of the Committee Members attend**;

10.3 The Chair/President shall chair Committee Meetings, or if the Chair/President is absent, the Committee shall elect a Committee Member to chair that meeting;

10.4 Decisions of the Committee shall be by majority vote. **However, where decisions are made by telephone discussions the quorum shall be the Chair/President, the Secretary, and the Treasurer. Decisions made at these meetings must be ratified by the Committee at the next formal Committee meeting;;**

10.5 The Chair/President or person acting as Chair/President has a casting vote, that is, a second vote;

10.6 Only Committee Members present at a Committee Meeting may vote at that Committee Meeting.

10.7 Subject to these Rules, the Committee may regulate its own practices;

10.8 The Chair/President or his nominee shall adjourn the meeting if necessary.

10.9 Adjourned Meetings: If within half an hour after the time appointed for a meeting a quorum is not present the meeting, if convened upon requisition of members, shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the Chair/President/ of the Society, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The Chair/President may with the consent of any Society 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.

## **10.10 Executive Council Meetings**

10.10.1 The Secretary will when called upon by the Executive Council, the Committee or any members who have requisitioned a Special General Meeting, convene a meeting of the Executive Council.

10.10.2 The Executive Council will when convened, meet together for the dispatch of business and may adjourn and otherwise regulate its own proceeding as it shall think fit.

10.10.3 The Executive Council members may elect their own Chairperson.

10.10.4 An Executive Council meeting quorum shall be 2 Executive Committee members.

## **Society membership**

### **11.0 Types of Members**

11.1 Membership may comprise different classes of membership as decided by the Society.

11.2 Members have the rights and responsibilities set out in these Rules.

### **12.0 Admission of Members**

12.1 To become a Member, a person ("the Applicant") must:

- (a) Complete an application form, if the Rules, Bylaws or Committee requires this; or by way of entering their personal details into the membership register;
- (b) Supply any other information the Committee requires;
- (c) Pay a term fee within the course the relevant financial year.

12.2 The Committee may interview the Applicant if it considers Membership applications.

12.3 The Committee shall have complete discretion when it decides whether or not to allow an Applicant to become a Member. The Committee shall advise the Applicant of its decision, and that decision shall be final.

### **13.0 The Register of Members**

13.1 The Secretary shall keep a register of Members ("the Register"), which shall contain the names, the postal and email addresses and telephone numbers of all Members, and the dates at which they became Members.

13.2 If a Member's contact details change, that Member shall give the new postal or email address or telephone number to the Secretary.

13.3 Each Member shall provide such other details as the Committee requires.

13.4 Members shall have reasonable access to the Register of Members.

### **14.0 Cessation of Membership**

14.1 Any Member may formally resign by giving written notice to the Secretary.

14.2 Membership terminated in the following way:

(a) If, for any reason whatsoever, the Committee is of the view that a Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society, the Committee may give written notice of this to the Member ("the Committee's Notice"). The Committee's Notice must:

(i) Explain how the Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society;

(ii) State what the Member must do in order to remedy the situation; or state that the Member must write to the Committee giving reasons why the Committee should not terminate the Member's Membership.

(iii) State that if, within 14 days of the Member receiving the Committee's Notice, the Committee is not satisfied, the Committee may in its absolute discretion immediately terminate the Member's Membership.

(iv) State that if the Committee terminates the Member's Membership, the Member may appeal to the Society.

(b) 14 days after the Member received the Committee's Notice, the Committee may in its absolute discretion by majority vote terminate the Member's Membership by giving the Member written notice ("Termination Notice"), which takes immediate effect. The Termination Notice must state that the Member may appeal to the Society at the next Meeting by giving written notice to the Secretary ("Member's Notice") within 14 days of the Member's receipt of the Termination Notice.

(c) If the Member gives the Member's Notice to the Secretary, the Member will have the right to be fairly heard at a Society Meeting held within the following 28 days. If the Member chooses, the Member may provide the Secretary with a written explanation of the events as the Member sees them ("the Member's Explanation"), and the Member may require the Secretary to give the Member's Explanation to every other Member within 7 days of the Secretary receiving the Member's Explanation. If the Member is not satisfied that the other Society Members have had sufficient time to consider the Member's Explanation, the Member may defer his or her right to be heard until the following Society Meeting.

(d) When the Member is heard at a Society Meeting, the Society may question the Member and the Committee Members.

(e) The Society shall then by majority vote decide whether to let the termination stand, or whether to reinstate the Member. The Society's decision will be final.

## **15.0 Obligations of Members**

15.1 All Members (and Committee Members) shall promote the purposes of the Society and shall do nothing to bring the Society into disrepute.

## **Money and other assets of the society**

## **16.0 Use of Money and Other Assets**

16.1 The Society may only Use Money and Other Assets if:

- (a) It is for a purpose of the Society;
- (b) It is not for the sole personal or individual benefit of any Member; and
- (c) That use has been approved by either the Committee or by majority vote of the Society.

## **17.0 Joining Fees, Subscriptions and Levies**

17.1 If any Member does not pay a Subscription, term fee or levy by the date set by the Committee or the Society, the Secretary will give written notice that, unless the arrears are paid by a nominated date, the Membership will be terminated. After that date, the Member shall (without being released from the obligation of payment of any sums due to the Society) have no Membership rights and shall not be entitled to participate in any Society activity.

17.2 Any person who has ceased to be a member pursuant to Clause 17.1 may, at the discretion of the Committee, be re-admitted to membership upon payment of all outstanding moneys, including payment of the then current term fee.

## **18.0 Additional Powers**

18.1 The Society may, subject where applicable to hearing the Executive Council's recommendation as referred to in Clause 8.5:

- (a) Employ people for the purposes of the Society;
- (b) Exercise any power a trustee might exercise;
- (c) Invest in any investment that a trustee might invest in;
- (d) Borrow money and provide security for that if authorised by Majority vote at any Society Meeting.

## **19.0 Financial Year**

19.1 The financial year of the Society begins on 1 November of every year and ends on 31 October of the next year.

## **20.0 Assurance on the Financial Statements**

20.1 The Society shall appoint an accountant to review the annual financial statements of the Society ("the Reviewer"). The Reviewer shall conduct an examination with the objective of providing a report that nothing has come to the Reviewer's attention to cause the Reviewer to believe that the financial information is not presented in accordance with the Society's accounting policies. The Reviewer must be a suitably qualified person, preferably a member of the New Zealand Institute of Chartered Accountants, and must not be a member of the Committee, or an employee of the Society. If the Society appoints a Reviewer who is unable to act for some reason, the Committee shall appoint another Reviewer as a replacement.

The Committee is responsible to provide the Reviewer with:



- (a) Access to all information of which the Committee is aware that is relevant to the preparation of the financial statements such as records, documentation and other matters
- (b) Additional information that the reviewer may request from the Committee for the purpose of the review; and
- (c) Reasonable access to persons within the Society from whom the reviewer determines it necessary to obtain evidence.

## Conduct of meetings

### 21.0 Society Meetings

21.1 A Society Meeting is either an Annual General Meeting or a Special General Meeting.

21.2 The Annual General Meeting shall be held once every year no later than five months after the Society's balance date. The Committee shall determine when and where the Society shall meet within those dates.

21.3 **Special General Meetings** may be called by the Committee. The Committee must call a Special General Meeting if the Secretary receives a written request signed by at least **10% of the Members**.

21.4 The Secretary shall:

- (a) Give all Members at least **14 days Written Notice of the business to be conducted** at any Society Meeting

- (b) Additionally, the Secretary will provide:

- (i) A copy of the Chair/President's Report on the Society's operations and of the Annual Financial Statements as approved by the Committee,

- (ii) A list (verbally presented if appropriate) of Nominees for the Committee, and information about those Nominees if it has been provided. (The Secretary must not provide Members with information exceeding one side of an A4 sheet of paper per Nominee)

- (iii) Notice of any motions and the Committee's recommendations (verbally presented if appropriate) about those motions.

- (iv) If the Secretary has sent a notice to all Members in good faith, the Meeting and its business will not be invalidated simply because one or more Members do not receive the notice.

21.5 All Members may attend and vote at Society Meetings.

21.6 No Society Meeting may be held unless at **least 15** eligible Members attend. (**This will constitute a quorum.**)

21.7 All Society Meetings shall be Chaired by the Chair/President. If the Chair/President is absent, the Society shall elect another Committee Member to Chair that meeting. Any person Chairing a Society Meeting has a casting vote.

21.8 On any given motion at a Society Meeting, the Chair/President shall in good faith determine whether to vote by:

- (a) Voices;
- (b) Show of hands; or
- (c) Secret ballot.

However, if any Member demands a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot. If a secret ballot is held, the Chair/President will have a casting, that is, second vote.

21.9 The business of an Annual General Meeting shall be:

- (a) Receiving any minutes of the previous Society's Meeting(s);
- (b) The Chair/President's report on the business of the Society;
- (c) The Treasurer's report on the finances of the Society, and the Annual Financial Statements;
- (d) Election of Committee Members;
- (e) Setting membership fees, including subscriptions and levies.
- (f) Motions to be considered;
- (g) General business.

21.10 The Chair/President or his nominee shall adjourn the meeting if necessary.

21.11 Adjourned Meetings: If within half an hour after the time appointed for a meeting a quorum is not present the meeting, if convened upon requisition of members, shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the Chair/President of the Society, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The Chair/President may with the consent of any Society 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.

## **22.0 Motions at Society Meetings**

22.1 Any Member may request that a motion be voted on ("Member's Motion") at a particular Society Meeting, by giving written notice to the Secretary at least 28 days before that meeting. The Member may also provide information in support of the motion ("Member's Information"). A Member may also propose a motion at a General Meeting. The Committee may in its absolute discretion decide whether or not the Society will vote on the motion. However, if the Member's Motion is signed by at least **10% of eligible Members**:

- (a) It must be voted on at the Society Meeting chosen by the Member; and
- (b) The Secretary must give the Member's Information to all Members, who have provided email addresses, at least 14 days before the Society Meeting chosen by the Member; or

if the Secretary fails to do this, the Member has the right to raise the motion at the following Society Meeting.

22.2 The Committee may also decide to put forward motions for the Society to vote on ("Committee Motions") which shall be suitably notified to the Society Meeting.

### **23.0 Common Seal and Signing of Document**

23.1 The common seal shall be kept in the custody of the Secretary or other officer authorised by the Committee who shall affix it to such document as the Executive may from time to time direct. Every deed or other document to which the seal shall be affixed shall be signed by two members of the Committee and counter-signed by the President or Secretary of the Society.

23.2 Documents which must be in writing, but not in deed form, may be signed by any two Committee members who have been duly and properly authorised by the Committee.

### **Altering the rules**

#### **24.0 Altering the Rules**

24.1 The Society may alter or replace these Rules at a Society Meeting by a resolution passed by a 75% majority of those Members present and voting.

24.2 Any proposed motion to amend or replace these Rules shall be signed by at least 50% of eligible Members or at least 75% of the Committee, and given in writing to the Secretary at least 28 days before the Society Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.

24.3 At least 14 days before the General Meeting at which any Rule change is to be considered the Secretary shall give to all Members written notice of the proposed motion, the reasons for the proposal, and any recommendations of the Committee and the Executive Council.

24.4 When a Rule change is approved by a General Meeting no Rule change shall take effect until the Secretary has filed the changes with the Registrar of Incorporated Societies.

### **Bylaws**

#### **25.0 Bylaws to govern the Society**

25.1 The Committee may from time-to-time make, alter or rescind bylaws for the general management of the society, so long as these are not repugnant to these rules or to the provisions of law. All such bylaws shall be binding on members of the Society. A copy of the bylaws for the time being, shall be available for inspection by any member on request to the Secretary.

### **Winding up**

#### **26.0 Winding up**

26.1 If the Society is wound up:

- (a) The Society's debts, costs and liabilities shall be paid;

- (b) Surplus Money and Other Assets of the Society may be disposed of:
  - (i) By resolution; or
  - (ii) According to the provisions in the Incorporated Societies Act 1908; but
- (c) No distribution may be made to any Member;
- (d) The surplus Money and Other Assets shall be distributed to:
  - (i) the Tauranga City Council in trust for cultural and recreational purposes in the City of Tauranga.

## Definitions

### 27.0 Definitions and Miscellaneous matters

#### 27.1 In these Rules:

- (a) "Majority vote" means a vote made by more than half of the Members who are present at a Meeting and who are entitled to vote and voting at that Meeting upon a resolution put to that Meeting.
- (b) "Money or Other Assets" means any real or personal property or any interest therein, owned or controlled to any extent by the Society.
- (c) "Society Meeting" means any Annual General Meeting, or any Special General Meeting, but not a Committee Meeting.
- (d) "Use Money or Other Assets" means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, Money or Other Assets.
- (e) "Written Notice" means communication by post, electronic means (including email, and website posting), or advertisement in periodicals, or written notice in the Society's Noticeboard located at the Registered Office, or a combination of these methods.
- (f) It is assumed that
  - (i) Where a masculine is used, the feminine is included
  - (ii) Where the singular is used, plural forms of the noun are also inferred
  - (iii) Headings are a matter of reference and not a part of the rules
- (g) Matters not covered in these rules shall be decided upon by the Committee.