

# SENIORNET WELLINGTON INCORPORATED CONSTITUTION and RULES

1. **NAME**  
The Society shall be named SeniorNet Wellington Incorporated, hereinafter referred to as SeniorNet Wellington.
2. **MISSION**  
To foster opportunities for older adults to embrace and keep pace with emerging technologies that will not only enrich their lives but also enable them to effectively and efficiently share their knowledge and wisdom in the community.
3. **OBJECTIVES**  
The objects of the Society, which are limited to New Zealand, are as follows:
  - 3.1. to teach computer skills and related forms of technology to older adults in an enjoyable and friendly way;
  - 3.2. to give older adults the opportunity, and encourage them, to learn and share skills in technology that will enable them to contribute their knowledge and wisdom to society;
  - 3.3. to offer a means for older adults to communicate and make friends through on-line communication
  - 3.4. to do all such things as may be deemed necessary to attain and complement the Mission of SeniorNet Wellington and the above objectives.
4. **POWERS**  
In furtherance of the above objectives the Society may exercise all or any of the following powers:
  - 4.1. to claim, hold and assign any copyright or copyright material created by or on behalf of SeniorNet Wellington;
  - 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 and whether by gift inter vivos or by way of device 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 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. 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 any 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:
    - 4.7.1. professional services to the Society rendered in the course of business;
    - 4.7.2. interest on monies lent at no greater rate than current market rates. Notwithstanding Clause 18, no alteration, addition or repeal of this clause shall be made which would alter the charitable status of the Society for taxation purposes or any other purposes;
  - 4.8. to conduct research on the use of technology by older adults;
  - 4.9. 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 always that it shall be a basic principle of SeniorNet that its Constitution, Rules, management and conduct shall be non-sectarian, non-political and multi-racial.
5. **REGISTERED OFFICE**  
The registered office of the Society shall be at such place as the Executive Committee, hereinafter referred to as the Executive, shall from time to time determine, and shall be notified to the Registrar of Incorporated Societies.
6. **THE SEAL**  
The Secretary shall have the custody of the Common Seal and the Executive may from time to time by resolution change, alter or adopt such new seal as they may deem proper. The Common Seal shall not be affixed at any document except pursuant to a resolution of the Executive and shall be so affixed in the presence of two Executive members (one being the Chairman or Secretary) who shall sign every document so sealed.
7. **MEMBERSHIP**
  - 7.1. Any person, who supports the objectives of SeniorNet Wellington, shall become a member when she or he has:
    - 7.1.1. Submitted an application form as approved by the Executive;
    - 7.1.2. Paid any annual subscription as determined by the Executive;
    - 7.1.3. Had his or her application approved by the Secretary.
  - 7.2. Without limiting opportunities for membership "Older Adult" generally means any person who has reached a mature age
  - 7.3. Membership of the Society shall be terminated on written or verbal resignation to the Secretary or nominee, or non-payment of the subscription six (6) months after the due date, or 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 SeniorNet Wellington called to consider the matter. If membership is terminated because of non-payment, any outstanding subscription must be paid on re-admission;
  - 7.4. SeniorNet Wellington, at any Annual General Meeting, on recommendation of the Executive may elect any member to Life Membership who has rendered outstanding and distinguished service to SeniorNet Wellington. Life Members shall be exempt from annual subscription and shall have all the powers and privileges of financial members.
  - 7.5. From time to time the Executive may by resolution prescribe subscriptions, levies and charges to be paid by members (excluding Life Members) and the time and manner of payment
8. **ELECTION OF MEMBERS OF THE EXECUTIVE**
  - 8.1. Each position on the Executive shall be available for the election of financial members to fill all positions as an item of the business at each Annual General Meeting. 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 sent by post, or electronic means or given to the Secretary seven (7) days prior to the Annual General Meeting;
  - 8.2. 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, or is absent from committee meetings for more than three months without consent;
  - 8.3. If any vacancy occurs after the Annual General Meeting, the Executive may fill such vacancy.

## **9. MANAGEMENT**

- 9.1. Management of the Society shall be vested in the Executive which shall consist of:
  - 9.1.1. The following officers; Chairman, Secretary, Treasurer and Deputy Chairman;
  - 9.1.2. Between four and eight additional Executive Members;
  - 9.1.3. The Executive shall have the power from time to time to co-opt members to the Executive, and appoint sub-committees;
  - 9.1.4. The Immediate Past Chairman automatically becomes a member of the Executive
- 9.2. The Executive shall meet every two (2) months, or more frequently if required;
- 9.3. Each Executive meeting shall have not less than five (5) members to form a quorum;
- 9.4. Each member of the Executive shall be entitled to one vote and the Chairman both a deliberate and a casting vote;
- 9.5. Decision-making will be normally 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 questions shall be decided by ballot.
- 9.6. Those persons disqualified from being an officer of a charitable entity in terms of Section 16(2) of the Charities Act 2005 shall, unless the disqualifying factors are waived by the Charities Commission, not be eligible for election to the Executive of SeniorNet Wellington

## **10. MANAGEMENT RESPONSIBILITIES**

- 10.1. The Chairman shall be responsible for the overall management of SeniorNet Wellington and all of its operations.
  - 10.1.1. The Chairman or the Deputy shall preside at all meetings of the Executive or, in the absence of both of those Officers, by a member appointed to Chair that meeting by the members present.
- 10.2. The Secretary shall ensure the smooth administrative functioning of SeniorNet Wellington as defined by the Executive from time to time. In particular the Secretary shall:
  - 10.2.1. Keep minutes of all meetings of SeniorNet Wellington and of the Executive and carry out such correspondence as may be required by the Executive;
  - 10.2.2. Maintain a register of members;
  - 10.2.3. Maintain a record of all correspondence of SeniorNet and the Executive and sub-committees, and sign outward correspondence unless otherwise arranged with the Chairman or the Executive;
  - 10.2.4. Be responsible for the custody of all records of SeniorNet Wellington.
- 10.3. The Treasurer shall look after the financial affairs of SeniorNet Wellington to ensure its financial viability and that proper financial records and procedures are kept and maintained. In particular the Treasurer shall:
  - 10.3.1. Account for all monies on behalf of SeniorNet Wellington to ensure that all monies are lodged to the credit of SeniorNet Wellington at such Bank or Banks as the Executive shall decide from time to time;
  - 10.3.2. Keep account of financial transactions made by or on behalf of SeniorNet Wellington and prepare and submit for audit or review the annual financial statements for presentation to the Executive and the Annual General Meeting;
  - 10.3.3. Produce current financial statements as required by the Executive.
  - 10.3.4. Ensure that all payable accounts and claims for compensation and/or reimbursement of expenditure are approved by the Executive;
  - 10.3.5. Ensure all cheques or electronic payments are signed/approved by any two signatories, one being an officer, as authorised by the Executive.
- 10.4. The Executive shall have the power to appoint suitable members of the Executive or ordinary members of the Society to assist the Secretary and the Treasurer, without in any degree limiting or diminishing the responsibilities of the officer(s) so assisted. Such appointment(s) shall continue for such period as the Executive may determine.

## **11. INDEMNITY OF OFFICE-BEARERS AND SERVANTS**

No Office-Bearer, member or Paid Servant of SeniorNet Wellington shall be liable for the acts, receipts, neglects or defaults of any other Office-Bearer or Paid Servant of SeniorNet Wellington or for any loss occasioned by any error of judgement or oversight on his/her part or for any other loss, 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.

## **12. AUDITOR OR REVIEWER**

- 12.1. Each Annual General Meeting of SeniorNet Wellington shall appoint:
  - 12.1.1. An Auditor who shall be a member of the Institute of Chartered Accountants of New Zealand and shall not be a member of the Executive, **or**
  - 12.1.2. A Reviewer who shall be suitably experienced as an auditor and shall not be a member of the Executive; to Audit or Review the financial records of SeniorNet Wellington, in accordance with standards issued by the Institute of Chartered Accountants of New Zealand, to present an opinion to members of SeniorNet Wellington.
  - 12.1.3. If an Auditor or Reviewer appointed under this Rule is unable to act for some reason, the Executive shall appoint another Auditor or Reviewer as a replacement.

## **13. DELEGATION**

Subject to these rules and to any resolution of an Annual General Meeting or Special 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 more of the objectives of the Society.

## **14. INTERPRETATION**

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.

## **15. MEETINGS**

- 15.1. The Annual General Meeting of SeniorNet Wellington, for which members shall be given fourteen (14) 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 31<sup>st</sup> July, for the following purposes:
  - 15.1.1. To receive a report and audited or reviewed financial statements for the preceding financial year;
  - 15.1.2. To elect Officers and Executive members (as specified in 9.1 above) for the ensuing year;
  - 15.1.3. To vote on any resolutions which may be submitted to or by the Executive;
  - 15.1.4. To consider, and vote on any Notice of Motion given by any member to the Secretary at least twenty one (21) days prior to the Annual General Meeting;
  - 15.1.5. To appoint an Auditor or Reviewer whose qualifications are consistent with Clause 12 above.
- 15.2. Conduct of Meetings:
  - 15.2.1. A quorum shall be not less than ten(10) financial members;

- 15.2.2. 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;
  - 15.2.3. The chairman of the Executive shall act as chairman at any meeting of the Society, or in his/her presence or absence any other member may be elected as chairman of the meeting. In the case of an equality of votes, the chairman shall have a casting vote;
  - 15.2.4. Every financial member whose subscription is not in arrears shall be entitled to attend and vote at a general meeting and shall be entitled to one vote on every motion, to exercised in person alone;
  - 15.2.5. 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.
- 15.3. 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 percent of the 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 fourteen (14) days before the date of such meetings. No business shall be transacted other than that specified in the notice.

**16. FINANCIAL YEAR**

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

**17. NOTICES**

"Notice in writing" or "written" or "writing" means hand written, printed or electronic communication of words or combination of these methods.

All notices shall be hand delivered, or posted, or sent by facsimile or electronic mail to such address as may be have been advised to the Secretary.

**18. 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 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 of the charitable objects, the personal benefit clause or the winding up clause shall be approved without the consent of the Charities Commission.

**19. 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 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;

19.2. On dissolution of the Society the property thereof shall be disposed of in such a manner for an organisation within New Zealand having similar charitable objects, 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;

19.3. In default of such agreement by members, a neutral body or person, such as the President of the Wellington District Law Society, shall nominate an appropriate organisation.

**Certified that the above Rules were adopted at a Special Meeting of the Society held 3 February 2011.**

Derek Oldershaw (Member) ..... Date .....

John Nimmo (Member) ..... Date .....

Marjorie Finn (Member) ..... Date .....

**Witnessed by:**

Colin Archer, Treasurer, SeniorNet Wellington ..... Date .....