

RULES OF KAI ROTORUA INCORPORATED

1.0 Name

- 1.1 The name of the society is Kai Rotorua Incorporated ("the Society").
- 1.2 The Society's rules are amended by resolution dated 16 November 2021.

2.0 Registered Office

- 2.1 The Registered Office of the Society is 1253 Hinemoa Street, Rotorua.

3.0 Purposes of Society

- 3.1 The society is established and maintained exclusively for charitable purposes, in particular to:

- a. advance education by educating people about food that is culturally appropriate and sustainable and in particular nutrition, growing and harvesting food, cooking and living within the limits of our climate and environment;
- b. Benefit the Rotorua Community by reconnecting people through education and other means to Papatuaanuku through Kai;
- c. Benefit the Rotorua community by supporting people to gain knowledge and establish sustainable healthy food production;
- d. Benefit the Rotorua community by helping to create a resilient, well-nourished well-connected community through food;
- e. Relieve poverty by helping people grow their own food and have access to local, nutritious food;
- f. Advance other charitable purposes as the society may decide.

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

4.0 Means of achieving purposes

- 4.1 The society may, in order to achieve its charitable purposes, in addition to all other powers vested in the society

- a) Develop and operate the society;
- b) To provide services, funds and mentoring to empower, educate and support people to have better food that is local and sustainable;
- c) To provide education so that people understand their environment and food better;
- d) To provide food and/or gardens to people in the community;
- e) To provide run activities/events that engage people in gardening, local food production and environmentally sustainable practices;
- f) To run and contribute to community gardens and food networks;
- g) To help make Rotorua food production more self-sufficient, sustainable and environmentally conscious;
- h) To educate people about the history of food and traditional food production in and around Rotorua;
- i) To work with others to provide innovative solutions to food and environmental issues;

- j) To accept and coordinate volunteer support; and
- k) To undertake such other activities and enterprises to further the charitable purposes of the society.

5.0 Principles

5.1 Subject always to the rules of the Society, the Society in exercising its powers and discretions to achieve the purposes of the Society, will in addition to all other relevant considerations, consider the following principles:

- a) respecting the dual heritage of the partners of Te Tiriti o Waitangi (the Treaty of Waitangi);
- b) respecting the cultural diversity of people and encourage people from all backgrounds and cultures to utilise the Society's services;
- c) work cooperatively with others; and
- d) maintain the highest standards of professionalism and integrity.

MANAGEMENT OF THE SOCIETY

6.0 Managing Committee

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

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

6.2 Only Members of the Society may be Committee Members.

6.3 There shall be a minimum of two Committee Members and a maximum of five, in addition to the Officers.

7.0 Appointment of Committee Members

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

- a. How large the Committee will be;
- b. Who shall be the Chair, 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 ("the Term"), with the maximum term being 3 years and the minimum being 1 year.

8.0 Cessation of Committee Membership

8.1 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.

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

9.0 Nomination of Committee Members

9.1 Nominations for members of the Committee shall be called for at least 14 days before an Annual General Meeting. Each candidate shall be proposed in writing by Members and the completed nomination delivered to the Secretary. Nominations shall close at 5pm on the day before the Annual General Meeting. All retiring members of the Committee shall be eligible for re-election.

9.2 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.

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

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

10.0 Role of the Committee

10.1 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. Set Membership fees, including subscriptions and levies;
- k. Make regulations.

10.2 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.

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

10.4 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.

11.0 Roles of Committee Members

11.1 The Chair 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.

11.2 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;

11.3 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.

12.0 Committee Meetings

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

12.2 No Committee Meeting may be held unless more than half of the Committee Members attend;

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

12.4 Decisions of the Committee shall be by majority vote;

12.5 The Chair or person acting as Chair has a casting vote, that is, a second vote;

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

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

12.8 The Chair or his nominee shall adjourn the meeting if necessary.

12.9 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 of the Society, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The Chair 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.

SOCIETY MEMBERSHIP

13.0 Types of Members

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

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

14.0 Admission of Members

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

- a. Complete an application form, if the Rules, Bylaws or Committee requires this; and
- b. Supply any other information the Committee requires.

14.2 The Committee may interview the Applicant when it considers Membership applications.

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

15.0 The Register of Members

15.1 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.

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

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

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

15.0 Cessation of Membership

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

15.2 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. Fourteen 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.

16.0 Obligations of Members

16.1 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

17.0 Use of Money and Other Assets

17.1 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.

18.0 Joining Fees, Subscriptions and Levies

18.1 The Committee or Society may choose to set a Subscription or levy to be paid by members or a certain type(s) of member.

18.2 If any Member does not pay a Subscription 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.

ADDITIONAL POWERS

19.0 The Society may:

- 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.

20.0 Financial Year

20.1 The financial year of the Society begins on 1st July of every year and ends on 30 June of the next year.

21.0 Assurance on the Financial Statements

21.1 No review or audit of the annual financial statements is required unless a review or audit is requested by 40% of the Members at any properly convened Society Meeting, or is requested by the Committee, or required by law, Charities Services or any other applicable regulatory.

21.2 Should the Society appoint an accountant to review the annual financial statements (under clause 21.1) 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.

21.3 Should the Society appoint or be required to appoint an Auditor (under clause 21.1) to audit the annual financial statements of the Society. The Auditor shall report on whether the financial statements are prepared in all material respects in accordance with the Society's accounting policies. The Auditor must be a suitably qualified person. and preferably be 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 an Auditor who is unable to act for some reason, the Committee

shall appoint another Auditor as a replacement.

The Committee is responsible to provide the auditor 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 auditor may request from the Committee for the purpose of the audit; and
- c. Reasonable access to persons within the Society from whom the auditor determines it necessary to obtain evidence.

CONDUCT OF MEETINGS

22.0 Society Meetings

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

22.2 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.

22.3 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 20% of the Members.

22.4 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, as is appropriate:
 - I. A copy of the Chair's Report on the Society's operations and of the Annual Financial Statements as approved by the Committee,
 - II. A list 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 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.

22.5 All Members may attend and vote at Society Meetings.

22.6 No Society Meeting may be held unless at least 20% of eligible Members attend. (This will constitute a quorum.)

22.7 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.

22.8 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.

22.9 The business of an Annual General Meeting shall be:

- a. Receiving any minutes of the previous Society's Meeting(s);
- b. The Chair'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. Motions to be considered;
- f. General business.

22.10 The Chair or his nominee shall adjourn the meeting if necessary.

22.11 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.

23.0 Motions at Society Meetings

23.1 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 14 days before that meeting. The Member may also provide information in support of the motion ("Member's Information"). 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 20 % 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 at least 7 days before the Society Meeting chosen by the Member; or
- c. If the Secretary fails to do this, the Member has the right to raise the motion at the following Society Meeting.

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

DISPUTE RESOLUTION

24.0 Raising disputes

24.1 Any grievance by a Member, and any complaint by anyone, is to be lodged by the complainant with the Secretary in writing and must provide such details as are necessary to identify the details of

the grievance or complaint. All Members (including the Committee) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Society's activities.

24.2 The complainant raising a grievance or complaint, and the Committee, must consider and discuss whether a grievance or complaint may best be resolved through informal discussions, mediation or arbitration. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

Investigating Disputes

24.3 This rule concerns any grievances of members relating to their rights and interests as Members, and any complaints concerning the alleged conduct or discipline of members, collectively referred to as "disputes."

These disputes procedures are designed to enable and facilitate the fair, prompt and efficient resolution of grievances and complaints.

Rather than investigate and deal with any grievance or complaint, the Committee may:

- a. appoint a sub-committee to deal with the same, or
- b. refer the same to an external arbitrator, arbitral tribunal, or external visitor (or referee), so long as minimum standards of natural justice and the following requirements under this rule are satisfied,

24.4 The Committee or any such sub-committee or person considering any grievance or complaint is referred to hereafter as the "decision-maker".

The decision-maker:

- a. shall consider whether to investigate and deal with the grievance or complaint, and
- b. may decline to do so (for instance, if the decision-maker is satisfied that the complainant has insufficient interest in the matter or otherwise lacks standing to raise it; the matter is trivial or does not appear to disclose material misconduct or material; the matter raised appears to be without foundation or there is no apparent evidence to support it; some damage to Members' interests may arise; or the conduct, incident, event or issue has already been investigated and dealt with by the Society).

Where the decision-maker decides to investigate and deal with a grievance, the following steps shall be taken:

- c. The complainant and the Member, or the Society which is the subject of the grievance, must be advised of all details of the grievance.
- d. The Member, or the Society which is the subject of the grievance, must be given an adequate time to prepare a response.
- e. The complainant and the Member, or the Society which is the subject of the grievance, must be given an adequate opportunity to be heard, either in writing or at an oral hearing if the decision-maker considers that an oral hearing is required.
- f. Any oral hearing shall be held by the decision-maker, and/or any written statement or submissions shall be considered by the decision-maker.

Where the decision-maker decides to investigate and deal with a complaint, the following steps shall be taken:

- g. The complainant and the Member complained against must be advised of all allegations concerning the Member, and all details of the complaint.
- h. The Member complained against must be given an adequate time to prepare a response.
- i. The Member complained against must be given an adequate opportunity to be heard, either in writing or at an oral hearing if the decision-maker considers that an oral hearing is required.
- j. Any oral hearing shall be held by the decision-maker, and/or any written statement or submissions shall be considered by the decision-maker.

24.5 A Member may not make a decision on, or participate as a decision-maker in regards to a grievance or complaint, if two or more Committee Members, or the decision-maker, consider that there are reasonable grounds to infer that the person may not approach the grievance or complaint impartially, or without a predetermined view. Such a decision must take into account the context of the Society and the particular case, and may include consideration of facts known by the other Members about the decision-maker, so long as the decision is reasonably based on evidence that proves or disproves an inference that the decision-maker might not act impartially

Resolving Disputes

24.6 The decision-maker may:

- a. dismiss a grievance or complaint, or
- b. uphold a grievance and make such directions as the decision-maker thinks appropriate (with which the Society and Members shall comply),
- c. uphold a complaint and:
 - I. reprimand or admonish the Member, and/or
 - II. suspend the Member from membership for a specified period, or terminate the Member's membership, and/or
 - III. order the complainant (if a Member) or the Member complained against, to meet any of the Society's reasonable costs in dealing with a complaint.

ADDITIONAL RULES

25.0 Common seal

25.1 The Committee shall provide a common seal for the Society and may from time to time replace it with a new one.

25.2 The Secretary shall have custody of the common seal, which shall only be used by the authority of the Committee. Every document to which the common seal is affixed shall be signed by the President and countersigned by the Secretary or a member of the Committee.

26.0 Contact Person

26.1 The Society's Contact Officer must be:

- a. At least 18 years of age, and
- b. A Committee Member, and
- c. At all times be resident in New Zealand, and
- d. Not disqualified under the Statute from holding that office

and shall be appointed by the Committee

26.2 Any change in that Contact Officer or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 25 Clear Days of that change occurring, or the Society becoming aware of the change.

27.0 Altering the Rules

27.1 The Society may alter or replace these Rules at a Society Meeting by a resolution passed by a two-thirds majority of those Members present and voting.

27.2 Any proposed motion to amend or replace these Rules shall be signed by at least [number] % of eligible Members and given in writing to the Secretary at least 14 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.

27.3 At least 7 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 the Committee has.

27.4 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.

28.0 Bylaws to govern the Society

26.1 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.

29.0 Winding up

29.1 If the Society is wound up:

- a. The Society's debts, costs and liabilities shall be paid;
- b. If a decision is made to wind up or dissolve the organisation and any property remains after the settlement of the organisation's debts and liabilities, that property must be given or transferred to another organisation with a similar charitable purpose or purposes as defined in section 5(1) of the Charities Act 2005.

30.0 Definitions and Miscellaneous matters

30.1 In these Rules:

- a. "Officer" means the Chair, the Secretary and the Treasurer.

- b. "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.
- c. "Money or Other Assets" means any real or personal property or any interest therein, owned or controlled to any extent by the Society.
- d. "Society Meeting" means any Annual General Meeting, or any Special General Meeting, but not a Committee Meeting.
- e. "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.
- f. "Written Notice" means communication by post, electronic means (including email, and website posting), or advertisement in periodicals, or a combination of these methods.
- g. 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
- h. Matters not covered in these rules shall be decided upon by the Committee.