

# Constitution and Rules

- Of -

# RALEIGH STREET CHRISTIAN CENTRE INCORPORATED

Updated to incorporate amendments authorised by  
Members at meetings on

*Prepared by*

# Constitution and Rules

of

## RALEIGH STREET CHRISTIAN CENTRE INCORPORATED

pursuant to the Incorporated Societies Act 1908

### **1.0 NAME**

- 1.1 The name of the Society is RALEIGH STREET CHRISTIAN CENTRE INCORPORATED ("the Society").

### **2.0 OBJECTS**

- 2.1 The objects of the Society are:

- (a) To promote and teach the Word of God according to the Holy Bible, the teachings of Jesus Christ and Christianity according to the beliefs and understandings of the statement of faith of the Society.
  - (b) To assume responsibility for the work of the Raleigh Street Christian Centre in Cambridge and provide a legal structure and entity for the Society and its members
  - (c) To promote and financially support any charitable purpose, work or organisation in New Zealand including missions and the Stewards Trust of New Zealand Incorporated (while it has charitable status)
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- (d) To promote and financially support any Christian mission and missionary work outside of New Zealand (operating separate records for such work)
  - (e) To promote, establish, maintain or co-operate with, other bodies with similar objects (in whole or in part) to the Society
  - (f) To further the objects of the Society or its Members by allowing the Society:
  - (g) To invest and deal with the money of the Society in such manner as may be determined from time to time;
  - (h) To purchase, lease, exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Society shall think necessary;
  - (i) To seek accept and receive donations, subsidies, grants, endowments, gifts, legacies, bequests and loans in money or property for the purposes of the Society;
  - (j) to sell, exchange, let or bail or lease with or without option of purchase or in any manner dispose of any such property rights or privileges as aforesaid and add to and from;
  - (k) to erect, alter, repair and enlarge and demolish or deal with any building and furnishings for the purposes of the Society and either with or without security;
  - (l) to provide any guarantee or indemnity;
  - (m) to add to these objects as required or authorised by Members at any AGM or SGM;
  - (n) To borrow and raise money for any lawful purpose and secure payment thereof in any lawful manner and receive, raise or borrow
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moneys on such terms and to secure repayment and to give and execute such mortgage charge, lien, debenture or other security over real or personal property of the Society or over its revenue or the subscriptions of Members or by the issue of debentures charged or secured upon the property or revenue of the Society or in any other manner whatsoever which the Society may approve and from time to time make such repayment of moneys and to execute such releases and discharges and documents as the Society may deem fit;

- (o) to draw accept, discount, endorse and negotiate cheques, bills of exchange and negotiable instruments including promissory notes, certificates and warrants;
  - (p) to make such presentations, gifts, contributions or payments or transfers of any of its property to any person, Church or persons, institution or corporation in recognition of, or assistance to, services of a public or charitable character or services worthy of public assistance or contribution as the Society may approve;
  - (q) to levy any charge against any person using any of the services provided by the Society as the Society may think fit to cover, or towards covering, the costs of the Society's activities;
  - (r) to provide and maintain facilities, equipment, materials, papers, books, information and discussion facilities for members, their guests or invitees and those the Society may try to assist;
  - (s) To contract, employ or hire any person or legal entity to provide advice or services to give effect to these objects and pay a proper remuneration for such advice or services by way of fees, wages, salaries, commissions, gratuities, pensions and reimbursement of expenses;
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- (t) To engage and employ staff to administer, direct and promote the activities and interests of the Society on such terms and conditions as the Society may determine from time to time;
- (u) To affiliate with any legal entity, body or Church having objects similar to the Society as the Society may think fit;
- (v) To incorporate and operate a company, or companies, to give effect to the objects of the Society or the financial or commercial objectives of its Members (collectively or individually);
- (w) To settle any trust to give effect to the objects of the Society or the financial or commercial objectives of its Members (collectively or individually); and
- (x) To do all things incidental or conducive to the attainment of all or any of the aims or objects of the Society.

2.1 The Society is incorporated [Organisation number 1214263] and operates as a non-profit body under the provisions of the Incorporated Societies Act 1908.

### **3 DEFINITIONS AND INTERPRETATION**

3.1 The Board (as defined in Rule 8.3) shall determine any matter not provided for in these Rules, or any interpretation issue. At any meeting of Members any such questions shall be decided by the Chairperson, whose ruling shall be final and binding.

Otherwise, in these Rules:

- (a) “the Act” means the Incorporated Societies Act 1908
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- (b) "AGM" means the Annual General Meeting as provided in Rule 5.1
  - (c) "Auditor" means the person as provided in Rule 8.12 (d)
  - (d) "Board" means the Board of the Society as provided in Rule 8.3
  - (e) "By-laws" means any by-laws made by the Board from time to time
  - (f) "Chairperson" means the person appointed as Chairperson, as provided in Rule 8.3 (a), and acting as Chairperson of the Board and of the Society
  - (g) "Deputy Chairperson" means the deputy Chairperson of the Society as appointed by the Board, as provided in Rule 8.3(b)
  - (h) "Elder" means any person appointed as an Elder (Rule 8.2). The **foundation** elders were the elders holding that office in the Society immediately before its incorporation and "Elders" mean all persons currently holding office as an appointed Elder.
  - (i) "Executive officer" means any person elected or appointed to the Board
  - (j) "Financial year" means the year ending on 31 March
  - (k) "Member" means any person who is accepted into membership of the Society as provided in Rule 4.1
  - (l) "New Zealand" means the sovereign nation of New Zealand and all its territories
  - (m) "Office" means the registered office for the time being of the Society
  - (n) "Seal" means the common seal of the Society (Rule 9.0)
  - (o) "Secretary" means the Secretary of the Society appointed by the
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board (Rules 8.3 (d) & 8.16)

(p) “SGM” means any Special General Meeting of the Society (Rule 5.2)

3.2 Defined words are delineated with a capital letter. Headings may be used to assist with defining the meaning of the provisions of these Rules.

## 4.0 **MEMBERSHIP**

### 4.1 ***Initial Members and Membership categories***

4.1.1 The Members of the Society shall be:

- those persons subscribing to the application for incorporation of the Society, and
- such other persons as the Board shall admit to membership from time to time,

which persons are deemed to have agreed to be bound by these Rules and any other rules or by-laws from time to time in force.

4.1.2 Membership to the Society is non-exclusive and on such terms and conditions as specified by the Board from time to time.

### 4.2 ***Becoming a member***

4.2.1 Every applicant for membership shall apply to the Board for membership on the appropriate form supplied by the Society.

4.2.2 When an applicant has been accepted by the Board for membership (at the Board's discretion), an Elder (as defined in Rule 8.5), the Chairperson or Deputy Chairperson or their delegated representative,

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shall forthwith send to the applicant written notice of acceptance. The applicant shall then become a member of the Society, and their name shall be recorded in the Register of Members.

#### 4.3 ***Membership Subscriptions and Voting***

4.3.1 Membership of the Society shall be free and without any requirement for payment of an annual subscription.

4.3.2 The Board may, with the authority of a resolution passed by the Society in General Meeting by notice to the members, impose a levy on the Members of such amount per Member and payable at such time or times as is authorised by that resolution.

4.3.3 Every Member shall have voting rights at any General Meeting of the Society.

#### 4.4 ***Cessation of Membership***

4.4.1 A Member shall cease to be a member:

(a) Upon death

(b) On resignation

(c) Upon failure to reaffirm their membership within six (6) calendar months after the AGM. OR "annually". OR within 4 weeks of any request issued in writing by a delegate of the Board to the last known address of the Member.

4.4.2 A Member may be expelled from membership by the Board, after:

(a) the Member has been given a reasonable opportunity to explain his or her actions and/or position to the Board when asked to do so, and

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- (b) after consideration of the Members explanation, the Board has passed a resolution (by 50% of those Board members present and entitled to vote) to expel the member, and
- (c) the Member has been advised in writing.

4.4.3 A Member whose membership is terminated pursuant to Rule 4.4.2 may be reinstated upon such terms as the Board may determine.

#### 4.5 ***Members Obligations***

4.5.1 Members of the Society may not act in a manner that compromises or is likely to compromise the position of the Society or brings or is likely to bring the Society into disrepute.

4.5.2 Members should at all times take all reasonable steps to act in the best interests of the Society.

#### 4.6 ***Pecuniary Gain to Members prohibited***

4.6.1 No Member shall derive any pecuniary gain from any of the property or operations of the Society except:

- (a) as provided by Section 5 of the Incorporated Societies Act 1908,
- (b) as a salaried officer, or employee on terms approved by the Board, or
- (c) as otherwise approved by the Board for professional services rendered on an arm's-length basis.

## **5.0 GENERAL MEETINGS**

5.1 AGM

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5.1.1 The Annual General Meeting of the Society shall be held within ~~three~~ **six** months after the close of the financial year upon a date and at a time and place to be fixed by the Board.

5.1.2 The Secretary or Chairperson shall convene the Annual General Meeting, by giving seven (7) days notice to members. Notice will be validly given if included in the Society newsletter in the 2 weeks immediately prior to the proposed AGM date.

5.1.3 The regular business of the AGM shall be:

- (a) The consideration of a report by the Chairperson on the activities of the Society for the past year
- (b) The consideration of a duly audited balance sheet and income and expenditure statement for the year ended
- (c) The receipt and consideration of any report, decisions or recommendation of the Board or of any sub-committee
- (d) The election of an Auditor
- (e) Notices of motion, and
- (f) Any other motion or matter which the meeting may decide to consider.

5.1.4 Five (5) or more Members may call an Annual General Meeting if the Annual General Meeting has not been held within ~~three~~ **six** months of the end of the financial year.

5.1.5 A Notice of motion, in respect of any matter, may be given by any two (2) Members for consideration at any General Meeting, by lodging the same in writing with the Secretary not less than five (5) days before the date of such General Meeting.

5.1.6 All voting for ratification of appointments to the Board shall (if required) be decided by secret ballot (scrutineers to be appointed by those

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present).

## 5.2 **SGM**

5.2.1 Special General Meetings may be convened by:

- (a) the Secretary, or
- (b) Chairperson on the direction of the Board, or
- (c) on receipt of a written requisition signed by notless than five (5) members, such requisition and all notices given by the Secretary or Chairperson under this rule to state the objects of the meeting, at any time on seven (7) days notice to the Members and shall be convened by the Secretary or Chairperson with similar notice.

5.2.2 In the event of a refusal or neglect of the Chairperson or Secretary to call a Special General Meeting in terms of paragraph 5.2.1, or should there be no such officer available or able to act for such purpose, the notice of meeting may be called by five (5) or more Members signing the requisition for such meeting.

## 5.3 **Notification and Quorum**

5.3.1 In the case of a notice of motion for the alteration of, addition to, rescision of these rules or the making of a new rule such motion shall be lodged with the Secretary not less than twenty-one (21) days before such date.

5.3.2 All General Meetings shall be called and all notices in respect of such meetings shall be given:

- (a) by notice in the Society newsletter in the 2 weeks immediately prior to the proposed date, or
  - (b) ~~by advertisement in one or more of the daily newspapers circulating in the areas in New Zealand where the Society has members,~~ by notice in the Society's usual mode of communication e.g. church notices, or
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- (c) by notice in writing posted to each Member at the last known address of each such member emailing to each Member at the last known email address of each such Member, or
- (d) by publication on the Raleigh Street Christian Centre website [www.rsccl.co.nz](http://www.rsccl.co.nz) no less than two weeks prior to the meeting date.

### 5.3.3 At all General Meetings a quorum shall be:

- fifteen (15) members, or
- 10% of the Society membership (which ever is the lesser)
- Alternative options for attendance (e.g. video calling) will be considered if there are general restrictions preventing numbers attending e.g. pandemic lockdowns.

## 6.0 VOTING

- 6.1 Matters for decision shall be decided on by voice, by show of hands or by ballot as the Chairperson may decide subject to the overriding decision of the meeting.
- 6.2 Each Member shall have one vote.
- 6.3 The Chairperson of any meeting shall, in addition to a deliberative vote, have a casting vote in the case of an equality of votes.
- 6.4 Unless otherwise herein provided proxy voting and absentee voting shall only be permitted at the discretion of the Board as notified prior to the meeting.

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**7.0 CONTROL AND INVESTMENT OF FUNDS**

- 7.1 The income and property of the Society, from whatever source derived, shall be applied solely towards the promotion of the objects of the Society.
- 7.2 No portion of the Society's funds shall be paid or transferred, directly or indirectly by way of dividend, bonus, or otherwise to Members of the Society except any sum that may be voted by the Board as provided in the exemption to Rule 4.6.1.
- 7.3 All funds of the Society shall promptly be paid into a Bank Account to the credit of the Society and shall be under the control of the Board, which may invest or apply any such funds from time to time in such manner as it thinks expedient.
- 7.4 All accounts against the Society shall be passed for payment by the Board and shall be paid by ~~cheque signed~~ by the Chairperson, or Secretary or persons with delegated responsibilities for this task via **electronic payment** or in such manner as the Board may from time to time determine. Or [by the Board's representatives and shall be paid as per current financial transaction practices.]
- 7.5 Petty accounts up to \$50.00 may be paid in cash.
- 7.6 All ~~books~~ **records** of account and of the investment of the Society's funds shall be kept by the Secretary/Treasurer as the Board may direct from time to time. The ~~books shall be open~~ **accounts shall be available** for inspection by all members of the Board at its meetings and shall be ~~deposited for custody~~ **kept in electronic form in such secure method** as the Board may direct.
- 7.7 The books and records shall be open for the inspection of Members entitled to vote at all meetings of the Society and shall be audited annually.

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7.8 The financial year shall end on 31st March in each year, ~~with the first financial year ending on 31st March 2003.~~

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### 8.0 **THE BOARD**

8.1 The first members of the Board were the foundation elders.

8.2 **"The Elders"** (initially the foundation elders) are the persons:

(a) elected to become elders, by the existing Elders from time to time, as required, and

(b) ~~whose appointment is ratified by the Members of the Society at an AGM or SGM.~~

8.3 "The Board" shall consist of up to ~~nine (9)~~ **fifteen (15) members**, the majority of whom shall be Elders, and can include:

(a) All or any of the Elders, and

(b) such other members as appointed by the Elders (as ratified at the AGM or a SGM)

together called **Executive officers** of the Society or the Board.

8.4 The Board shall appoint, as required from time to time:

(a) A Chairperson,

(b) A deputy Chairperson,

(c) A Treasurer (or finance officer), and/or

(d) A Secretary

from its members.

8.5 The management of the affairs of the Society shall be entrusted to the Board, consisting of the Executive officers of the Society (up to a maximum of ~~nine (9)~~ **fifteen (15)** members), as defined in clause 8.3.

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- 8.6 The Board may co-opt Members or non-members to assist and advise the Board.
- 8.7 No person may be nominated for the Board at any AGM unless he or she is a Member of the Society.
- 8.8 The Chairperson, or the Deputy Chairperson, shall preside at every formal meeting of the Society (AGM, SGM and board meetings); in his or her absence those present shall elect one of their number to be Chairperson for the meeting.
- 8.9 The quorum for a Board meeting shall not be less than three (3) members. **It shall not be a requirement that there be a majority of Elders for a Board meeting.**
- 8.10 The Chairperson of any meeting of the Society or its Board shall, if necessary, have a casting as well as a deliberate vote.
- 8.11 In the event of the removal, resignation or death of an officer or member of the Board the vacancy may be filled by the Elders appointing any other Member of the Society to that office. The Board may act notwithstanding any such vacancy, unless it has less than 3 members at that time.
- 8.12 The Board shall:
- (a) keep proper Minutes of its proceedings'
  - (b) keep records of membership, and of all receipts and disbursements'
  - (c) prepare proper books and accounts including a Balance Sheet supported by vouchers, invoices or receipts,
  - (d) **have the Society's records audited by an Auditor who shall be a member of the Institute of Chartered Accountants of Australia and New Zealand and be available for inspection by Members entitled to vote at least seven (7) days before the next Annual General Meeting is held.**

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8.13 The Board may from its own members or from the Members of the Society generally appoint:

- (a) Deacons,
- (b) Leaders, and
- (c) sub-committees

as it may deem necessary to assist it in carrying out its duties or any activity of the Society.

8.14 Except as provided in these rules the Board shall regulate its own proceedings and shall have power to decide any question as to the meaning of these rules or any question not in its opinion provided for in the rules provided that such decision must be reported to the next General Meeting of the Society.

8.15 The Board shall meet at least twice yearly, or as it may resolve.

8.16 In the case of particular business requiring urgent Board attention the Chairperson (or in his absence or inability to act the deputy Chairperson or two (2) members of the Board) shall be empowered to call a meeting of the Board at its normal time of meeting and meeting place or such other convenient place upon at least 24 hours' notice to the Executive officers.

8.17 The Board shall of its own motion transact the general business of the Society subject to:

- (a) the Spiritual leadership of the Elders, and
- (b) consideration of the needs and wishes of the members.

8.18 **Secretary/Treasurer**

- (a) All meetings shall (save as aforesaid) be convened by the Secretary who shall record Minutes of the Meeting conduct the correspondence and perform such other duties as are generally attached to the office of the Secretary.



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(b) The Treasurer or delegate shall be responsible for all financial records and shall keep and maintain up-to-date all books of account and insurance records and shall produce the same as and when required and at all meetings of the Society and of the Board the oversight of financial records delegating authority as applicable such that up-to-date records are maintained.

(c) The Secretary shall keep and maintain an up-to-date Register of Members in terms of Section 22 of the Incorporated Societies Act 1908 or such legislation enacted in substitution thereof.

**9.0 SEAL**

9.1 The Common Seal of the Society shall be kept at the Registered Office of the Society or in the custody of the Secretary.

9.2 The Common Seal shall only be used pursuant to a resolution of:

- (a) the Society in General Meeting, or
- (b) the Board, and

shall be affixed to any document in the presence of:

- the Chairperson, and one (1) member of the Board, or
- the Chairperson and the Secretary, or
- any two (2) board members

who shall sign their respective names thereto.

**10.0 ALTERATION OF RULES**

10.1 By notice of motion, considered at any Annual General Meeting, or any Special General Meeting duly convened for the purpose, these rules

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may be altered, added to, rescinded or new rules made.

- 10.2** No such alteration, addition, rescission or new rules shall be:
- (a) made except with a majority of the votes cast at such meeting,
  - (b) effective unless the provisions of Rule 5.3.1 have been complied with, and
  - (c) approved if it affects the non-profit aims, personal benefit provision or the winding up provision, unless authorised by a Court of competent jurisdiction.

### **11.0 NOTICES**

**11.1** Any notice required to be sent to any Member shall be deemed to have been given if:

- (a) Included in the Society's newsletter—usual mode of communication e.g. church notices in the 2 weeks immediately prior, or
- (b) Sent by ordinary post in a prepaid letter envelope addressed to the Member at his/her/their last known place of abode in New Zealand, or
- (c) Successfully sent by way of electronic mail to the last known email address of a member.

For the purposes of rule 11, a notice posted will be deemed to be received three days after posting, a notice sent by electronic mail will be deemed to have been successfully sent if no notification of a delivery problem is received by the sender's computer within one day of the electronic mail having been sent.

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**11.2** Any notice required to be given to Members in general may be given by:

- (a) publication in the Society newsletter, or
- (b) ~~publication in the public notices column of one or more of the daily newspapers circulating in the area/s in which the Society has members~~ the Society's usual mode of communication e.g. church notices; or
- (c) publication on the [rsc.co.nz](http://rsc.co.nz) website.

Such notice shall be deemed to be given on the date of the publication of such notice;

**11.3** Non-delivery of any notice shall not invalidate any actions or decisions of the Society.

### **12.0 POWERS**

12.1 The Society shall have the powers of a natural person.

12.2 The Board, without limitation, may exercise the Society's powers.

12.3 Any borrowing arranged by the Society may be authorised by resolution of the Board.

### **13.0 INDEMNITY**

13.1 The Board, ~~Auditor~~ and every Member of the Society for the time being shall be indemnified out of the assets of the Society against any liability arising out of the execution of the duties of the Member in relation to the Society if executing such duties reasonably and in good faith and/or acting honestly.

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## **14.0 WINDING UP**

- 14.1 The Society may be wound up on a resolution to that effect being carried by a majority of the Members personally present at a Special General Meeting of the Society called for that purpose.
- 14.2 Any such resolution to wind up shall be confirmed at a subsequent Special General Meeting of the Society, called for the purpose and held not earlier than thirty (30) days and not later than ninety (90) days after the date on which the resolution to be confirmed was passed.
- 14.3 Unless otherwise resolved by the second meeting, the Board shall thereupon take all steps necessary to affect such winding up.
- 14.4 If, upon the winding up as aforesaid (or dissolution by the Registrar of Incorporated Societies), 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 but shall be applied, transferred and disposed of to the benefit of:
- The Stewards Trust of New Zealand Incorporated (if it is then an approved charitable organisation in New Zealand), or
  - Any other approved charitable organisation in New Zealand, or
  - Any other church in the local region
- as the Society shall resolve at the Special General Meeting held to confirm the resolution for winding up, otherwise
- as determined by a Judge of the High Court of New Zealand pursuant to Section 27 of the Incorporated Societies Act 1908.
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