



Heart of our community
Manawa ō tō tātou hapori

Katikati Community Resource Centre Incorporated

Revised Constitution September 2018

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1. Name

The name of the Society shall be 'Katikati Community Resource Centre Incorporated' (Known as Katikati Community Centre)

2. Registered Office

The registered office of the Society shall be the Katikati Community Centre at 45 Beach Road Katikati or at such place as the Management Committee shall from time to time determine. Notice of every change of the place of the registered office shall be given to the Registrar of Incorporated Societies.

3. Interpretation

In the interpretation of this Constitution (unless the context requires a different construction) – "The Society" shall mean Katikati Community Resource Centre Incorporated.

4. Aims

The Society has been established as a community-based, not-for-profit organisation to foster the interests and welfare of the residents of Katikati and surrounding areas.

5. Mission

That the Katikati Community Centre is a centre for inspiration, wellbeing, growth, and enjoyment.

6. Vision

That Katikati is a thriving community where everyone feels supported and connected.

7. Objectives

- 7.1 To promote community wellbeing.
- 7.2 To connect and support our community.
- 7.3 To work collaboratively with others to enrich the quality of life for the people of our district.
- 7.4 To develop and facilitate learning for life for all ages.
- 7.5 To provide strong and responsible leadership.
- 7.6 To advocate for resources and services to further the Society's objectives.
- 7.7 To ensure that residents of Katikati and surrounding areas participate in the management and operation of the Society.

8. Powers

The Society shall be given the widest possible powers to do all that may be necessary to further the Society's objectives, namely:

- 8.1 To bank all monies received into the Society's accounts on behalf of the Society.
- 8.2 To employ staff, engage agents, and appoint representatives.
- 8.3 To cooperate and affiliate with any person or organisation having similar objectives, with proposals for formal affiliations subject to the approval of the Society at the Annual General Meeting.
- 8.4 To apply for and acquire any licences or permits required for the continued operation of the Society.
- 8.5 To engage in prosecution, defend and otherwise take any legal proceedings on behalf of the Society or any affiliated bodies, and for that purpose to extend such monies and employ such solicitors, counsel, and other advisers as the Society may deem necessary, subject to the approval of the Executive Board.
- 8.6 To edit, print, publish & distribute (electronically & physically) magazines, posters, newsletters, pamphlets, and other literature.
- 8.7 To acquire by purchase, take on lease or otherwise acquire any real or personal property.
- 8.8 To borrow or raise money by any means and upon such conditions as the Society may deem fit.
- 8.9 To do anything in line with the Society objectives that is permitted or required to do by these rules, or by any statute, regulation, or rule of law of Aotearoa/New Zealand.

9. Membership

9.1 **Membership** of the Society shall be open to all residents, 18 years of age or older within the Katikati-Waihi Beach Ward of the Western Bay of Plenty District Council, and shall consist of:

- 9.1.1 Individual members
- 9.1.2 Family/Whanau Membership
- 9.1.3 Corporate Members (Businesses, Incorporated Companies, Trusts & Societies)
- 9.1.4 Life Members
- 9.1.5 Associate Members

9.2 Application for Membership

- 9.2.1 Individual, Family/Whanau, and Corporate entities resident in the Katikati-Waihi Beach Ward shall be entitled to apply for membership. Any membership may be subject to an annual subscription fee.
- 9.2.2 Associate Membership: Any non-resident entity or individual desiring to become a member of the Society must make a written or electronic application to the Executive Board. Associate membership may be subject to the payment of an annual subscription fee.
- 9.2.3 Life Members: Any current or past member or employee of the Society may, on the recommendation of the Executive Board, be appointed a Life Member at the Annual General meeting in recognition of exceptional services rendered to the Society.

9.3 Voting Rights

- 9.3.1 Individual Membership: Every individual member shall be entitled to one vote.
- 9.3.2 Family/Whanau Membership: Each Family/Whanau membership is entitled to 2 votes.
- 9.3.3 Corporate, Associate & Life Members: Each Corporate, Associate & Life Member is entitled to a single vote.

9.4 Cessation of Membership

- 9.4.1 Any member may resign from the Society, either in writing or via email to the Secretary.
- 9.4.2 Any member who fails to pay any annual subscription levied within 3 months of invoice will cease to be a member of the Society.
- 9.4.3 The Executive Board has the discretion to suspend or terminate the membership of any member whose activities the Executive Board deems unacceptable. No member will be suspended or have their membership terminated without first receiving a written notice of such intent, and being offered the option to have a fair hearing of any objection to the proposed before any final decision on such action is confirmed.

9.5 Register of Members

- 9.5.1 Membership of any Individual or Family/Whanau member shall be determined on written evidence identifying residency within the Katikati – Waihi Beach Ward, and being 18 years of age or older at the time at which membership needs to be determined.
- 9.5.2 The Secretary will maintain a register of all Individual, Family/Whanau, Corporate, Associate, and Life Members. Such a register shall contain the full name, address, date of joining, and membership category of each member.

10. Financial Year

The financial year of the Society shall be from the 1st day of January in one year to the 31st day of December in the same year, or such other period as determined from time to time.

11. Meetings

- 11.1 The Society shall hold an **Annual General Meeting (AGM)** following the end of the Society's financial year.
 - 11.1.1 The AGM will be held in the month of May, or earlier, each year and will include:
 - 11.1.2 A presentation of the Annual Report of the Executive Board & Centre Manager.
 - 11.1.3 A presentation of the Statement of Accounts and the Auditor's Report for consideration and adoption.
 - 11.1.4 Appointing Executive Board members to any vacancies that exist at the time of the AGM.
 - 11.1.4.1 Such appointments are to be determined by a simple majority vote by members at the AGM.
 - 11.1.4.2 Appointment of Board members is to be considered by the members based on the best candidate for the position, based on the skill sets required on the Executive Board for efficient and effective governance.
 - 11.1.4.3 Board vacancies and skill sets required are to be advised at least seven days prior to the AGM.
 - 11.1.4.4 No such person shall be eligible unless he or she is present at the Annual General Meeting at which he or she is to be elected, or has previously signified in writing his or her willingness to accept nomination.
 - 11.1.5 Consideration of any resolution notified (which shall be in writing to the Secretary at least 7 days prior to the AGM)
 - 11.1.6 The consideration of such other business as may be accepted by permission of the majority of members present and with power to vote at such meeting.
 - 11.1.7 Every Annual General Meeting shall be open to members of the public.

11.1.8 The Executive Board may delay the AGM to no later than the end of September of each year if there are special circumstances.

11.2 Special General Meeting (SGM)

11.2.1 A Special General Meeting of the Society may be called at any time by a majority vote of the Executive Board, or on request of at least 15 members. .

11.2.2 The business to be dealt with at such meetings shall be limited to the matters stated in the requisition and notice of such meeting.

11.3 Notice of Meetings

11.3.1 Notices of AGM and of all SGMs of the Society shall be given at least fourteen (14) days prior to the date of the meeting.

11.3.2 Notice of all meetings shall be provided on the widest possible, but reasonable basis. Examples of steps that may be taken include delivery of written notices to the community via newspapers, social media, and by electronic mail to any mailing list of members.

11.3.3 Notices of SGMs are to include a statement of the purpose and objectives for which the meeting is called.

11.4 Quorum

11.4.1 The quorum at an AGM of the Society shall be at least 6 members of the society (excluding any current staff members of the Society.)

11.4.2 The quorum at any SGM is at least 12 members of the Society (excluding any current staff members of the Society).

11.5 Chairperson

At all Annual and Special General Meetings of the Society the Executive Board Chairperson, or in his or her absence the chair shall be taken by a member of the Executive Board appointed by representatives of the members present and entitled to vote.

11.6 Voting at Annual and Special General Meetings

11.6.1 Each current member, being not less than 18 years of age, shall be entitled to vote and no member shall be entitled to more than one vote.

11.6.2 Voting will be by voices, by a show of hands, or by secret ballot at the discretion of the Chairperson on the day.

11.6.3 A declaration by the Chairperson of any meeting to the effect that any resolution submitted at such meeting has been carried or been carried by a particular majority, or lost, and an entry to that effect in the Minute Book of the Society shall be conclusive evidence of the fact without proof of the number of votes recorded in favour of or against the resolution.

12. Financial Statement

Every year a financial statement shall be prepared showing all the receipts and expenditure of the Society since the preceding statement. A general statement of the funds and effects, and the liabilities and assets of the Society will be prepared. The financial statement shall be signed by the Chairperson and/or Treasurer and Centre Manager, certified by the Auditor, and be made available (electronically or physically) prior to, or at the Annual Meeting.

13. Financial Budget

Every year a detailed financial budget shall be prepared setting out the established cost of carrying out the intended programme of the society for the forthcoming year.

14. Governance

The Society will be governed through the Executive Board, and any subcommittees established under the Executive Board.

15. Executive Board

- 15.1 The purpose of the Executive Board is to manage the business of the Society, employ the Centre Manager, and to provide leadership within the Society and the Katikati Community.
- 15.2 The Executive Board shall be accountable to the Society's members for the conduct of the business of the Society, subject to Clause 22 of this document.
- 15.3 The Executive Board of the Society shall be comprised of not fewer than four nor more than seven persons, who will be elected to office for a 2 year term. The Executive Board is to maintain as maximum a membership as far as practicable. The elected Executive Board will not include any current staff members.
- 15.4 The Executive Board shall have the following office-holders: Chairman, Secretary, and Treasurer. These office-holders will be elected by simple majority within the Executive Board.
- 15.5 The Society's Centre Manager shall be an ex-officio non-voting Board member. Their presence does not count towards meeting quorum requirements.
- 15.6 The Society's Centre Manager shall regularly report to the Executive Board on strategy, planning, outcomes achieved, issues, financial outcomes, project recommendations, and community needs analyses. The Centre Management shall be responsible for acting on and implementing the decisions of the Executive Board.
- 15.7 After the completion of an initial 2 year term, a Board member may apply to be re-elected for a final 2 year term at the AGM by way of a simple majority.
- 15.8 A retired Board member may be eligible for re-election after a minimum of 2 years off the Board.
- 15.9 Vacancies on the Executive Board between AGMs may be filled by appointment by the majority of current Board members. Such appointments shall be based on the best person for the job, having regard to the skills required on the Board at that time.
- 15.10 The quorum for each meeting of the Executive Board is three.
- 15.11 Nominations for elected positions on the Executive Board will be via a written nomination seconded by a current member, and endorsed by the nominee. Nominations are to be received by the Board Chairman at least 7 days prior to the AGM. The Chairman of the AGM may accept nominations from the floor in extraordinary circumstances or where insufficient nominations were received prior to the AGM.
- 15.12 The office of a Board member shall become vacant if the member:-
 - 15.12.1 resigns from office; or
 - 15.12.2 dies, or becomes of unsound mind; or
 - 15.12.3 is absent for three consecutive Board meetings without leave of absence; or
 - 15.12.4 is absent from New Zealand for 4 months or more; or
 - 15.12.5 becomes disqualified from being an officer of a charitable entity in accordance with the Charities Act 2005; or
 - 15.12.6 is deemed to have failed the duties of trusteeship by majority vote at a Special General Meeting..
- 15.13 The Executive Board may act despite vacancies so long as there is a quorum.
- 15.14 Executive Board Meetings

- 15.14.1 Meetings of the Executive Board shall be held at such times as may be determined from time to time by the Board, but must be not less than 1 meeting every 3 months.
- 15.14.2 The Executive Board may from time to time appoint one of its members to preside as Chairperson of its meetings.
- 15.14.3 Each member shall have one vote.
- 15.15 Subcommittees
 - 15.15.1 The Executive Board may appoint 1 or more of its members to be a subcommittee for making any enquiry, or for superintending, or for transacting any business on behalf of the Society.
 - 15.15.2 Each subcommittee established is to have a purpose, objectives, and timelines for deliverables agreed with the Executive Board, along with any delegations and commitments that may be entered into by the subcommittee on behalf of the Society.
 - 15.15.3 Volunteers, residents, and co-opted parties may also be appointed to a subcommittee in addition to a Board member(s) in order to conduct the business of the subcommittee. Such appointments are to be based on the skills and the needs of the subcommittee to achieve its objectives.
 - 15.15.4 Recommendations from subcommittees are to be submitted to the Board to be received and actions agreed and subsequently incorporated into the appropriate Board minutes.

16. Duties

16.1 The Chairperson shall:

- 16.1.1 Preside over all meetings of the Executive Board, AGMs, and SGMs;
- 16.1.2 Be responsible for the development of agendas, identification of skill requirements on committees, review of performance of committees and committee members and ensuring the broad collection of inputs to contribute to the best outcomes for the Society.
- 16.1.3 Ensure decisions of the Executive Board are given effect to;
- 16.1.4 Have the power to call special meetings of the Executive Board; and
- 16.1.5 Be the Executive Board's primary link to the oversight of the Centre Manager and assessment of the Centre Manager's performance.

16.2 The secretary shall:

- 16.2.1 Be responsible for the recording of minutes of all meetings of the Executive Board, AGM, and SGM;
- 16.2.2 Ensure that the Society has a minute book (paper or electronic) and that all minutes are included;
- 16.2.3 Ensure that the Society's recordkeeping meets its contractual obligations, and the obligations imposed by statute and regulation – particularly the Charities Act 2005 and any other legislation requiring storage and retention of records, and
- 16.2.4 Be responsible for overseeing and reviewing the Society's electronic record keeping.

16.3 The Treasurer shall:

- 16.3.1 Oversee the receipt of all income and the expenditure of all money; and
- 16.3.2 Provide reports to the Executive Board at least 6-monthly on risk, the financial position of the Society and any issues, strengths, weaknesses, opportunities, and threats to the Society's financial position;

- 16.3.3 Ensure that the annual accounts and the annual audit is completed within acceptable timeframes; and
- 16.3.4 Be a resource and advisor in financial matters to the Centre Manager.

17. Minute Book

All meetings of the Society and the Executive Board shall be recorded. (The secretary is to ensure that they are included in the minute book (which may be either paper-based or electronic.)

18. Common Seal

- 18.1 The Secretary shall keep the Common Seal at the registered office of the Society
- 18.2 The Seal shall not be affixed to any instrument except in pursuance of a resolution of the Executive Board and in the presence of two members of the Executive Board.

19. Funds, Assets & Borrowing

- 19.1 The Executive Board shall administer the funds and property vested in the Society in accordance with these rules.
- 19.2 All money received shall be paid to the credit of the Society at such trading/savings bank as the Executive Board appoints. The Treasurer or appointed staff member(s) is responsible for all money banked.
- 19.3 Cheques and other negotiable instruments shall be signed/endorsed by the Executive Board and/or designated staff as authorised signatories.
- 19.4 Legacies, endowments, contributions or other gifts of money or other real or personal property may be made to the Society for either general or specific purposes.
- 19.5 The Secretary, Treasurer or such other person as may be appointed by the Executive Board shall have the power to receive and give receipt for all donations, subscriptions, legacies, or other monies bequeathed, made, given or lent to the Society, and every such receipt shall be an effective discharge for the money or other property therein stated to have been received.
- 19.6 No part of the income or property of the Society shall be transferred directly or indirectly by way of profit to any Society member, PROVIDED THAT nothing herein contained shall preclude any payment to a Society member for services rendered, travel, expenses, goods supplied or by way of interest on money borrowed from or rent for premises let or leased to the Society by any Society member.
- 19.7 The Treasurer, or appointed staff member(s) shall make all payments and disbursements on approval by the Executive Board.
- 19.8 The Society shall have the power to invest money as determined from time to time by the Executive Board.
- 19.9 The Society shall have the power to borrow money from any bank, body or person whether by ordinary or secured loan, overdraft, issue of debentures or otherwise on such terms and conditions as the Executive Board shall think fit.

20. Pecuniary Gain

No members of the Society shall receive or obtain any pecuniary gain (except in the form of salary or honorarium) from the property or operations of the Society, provided that this rule shall not prevent the payment of reasonable expenses or remuneration to members and employees of the Society as the Executive Board shall decide.

21. Auditor

The accounts of the Society shall be audited by an auditor, to be appointed each year at the AGM, and who shall be a member of the NZ Society of Accountants and competent to certify the accounts to the standards required by contractual and regulatory requirements.

22. Indemnity

The Executive Board members, officers of the Society, and Auditor are indemnified against all losses and expenses incurred by them in carrying out their duties

23. Alterations to Rules

The Constitution may be added to, amended or rescinded only through a decision of Society members at an AGM, or any SGM of the Society called in accordance with Clause 11.2.

24. Winding Up

- 24.1 If, at a General meeting, a majority of those present and voting shall resolve that the Society shall be wound up, a further SGM shall be held not earlier than 30 days after the day of the meeting at which the resolution was passed, to confirm or reject such a resolution. If the resolution shall be confirmed by a three-quarters majority of those present and voting at such SGM, the Society shall be wound up.
- 24.2 All surplus assets, after the payment of all costs, debts and liabilities, shall be disposed of by gift to any other body or bodies within the Katikati-Waihi Beach Ward, that share similar charitable objectives.

25. General

In case a question at any time arises which is not provided for in these Rules or any doubt exists as to the interpretation of these Rules or any other question shall arise pertaining to the Society, its property or interests, the same shall be determined by the Executive Board whose decision shall be conclusive and binding on all members unless revoked at an General Meeting held not later than the next following Annual Meetings.