

# New Brighton Project Incorporated

## Constitution

### A. NAME

The name of the society is New Brighton Project Incorporated hereinafter called "The Society"

### B. VISION STATEMENT

Creating Community Together

### C. VALUES

1. Respect—for the physical environment, people, traditions, history, and diversity of our community.
2. Inclusivity—supporting the opportunity for everyone to be included.
3. Cooperation—working effectively with other organisations and individuals.
4. Pride—in ourselves, our community and our environment

### D. MISSION STATEMENT

To support New Brighton's growth as a diverse and inclusive community through celebration and engagement.

### E. OBJECTIVES

1. To celebrate life in New Brighton by organising local events and community festivals.
2. New Brighton Project embraces Tangata Whenua and recognises Te tiriti O Waitangi in their organisation.
3. To incorporate accessibility and celebrate diversity within our community.
4. To support and promote the development of other community organisations aligned with our purpose.
5. To encourage participation and communication in the democratic process as it relates to our community.
6. To support improvement of the environment and facilities in our community.
7. To nurture pride, belonging and connection within our community.

### F. POWERS

1. The Society shall have the following powers:-
2. To use its funds as the Committee thinks necessary or proper in payment of its costs and expenses, including the employment and dismissal of counsel, solicitors, agents, officers and staff, according to principles of good employment and the Employment Contracts Act 1991 or any subsequent enactments.
3. To purchase, take on lease or in exchange or hire or otherwise acquire any real or personal property and any rights or privileges which the Committee thinks necessary or proper for the purpose of attaining the objects of the Society and to sell, exchange, let, bail or lease, with or without the option of purchase or, in any other manner, dispose of such property, rights or privileges.
4. To invest surplus funds in any way permitted by law, for the investment of trust funds and upon such terms as the Committee thinks fit.
5. To borrow or raise money from time to time by the issue of debentures, bonds mortgages or any other security founded on all or any of the property and/or rights of the Society or without any such security and upon such terms as to priority or otherwise as the Society thinks fit, as decided by the members present at a General Meeting

6. To do all things as may from time to time appear necessary or desirable to the Committee to give effect to and attain the objects of the Society
7. To edit, publish, print and distribute magazines, posters, newspapers, books, pamphlets and any other media whatsoever, as determined by the Society.
8. To apply for any licence, licences or permits as may be deemed necessary by the Society.
9. To open and operate any account with any savings or trading bank or any other financial institution as the Society may from time to time, deem fit.
10. To erect, build, establish, manage, organise, maintain, repair, demolish, reconstruct and rebuild any property or building that the Society may consider necessary to provide, endow, furnish and fit out such place with all necessary furniture, instruments and other equipment
11. To accept donations, collections, contributions, legacies, devises, gifts, grants, subsidies or other monies from properties and to expend or use them in the furtherance of the objectives of the Society and to accept the custody, control and management of any real or personal property which may be bequeathed or donated to the Society and to carry out any trusts attached to any such gifts or bequests.
12. To institute, initiate, take and defend, compromise or abandon any legal proceedings involving the property or affairs of the Society

## **G. MEMBERSHIP**

1. Any person who agrees with the objects of the Society may become a member of the Society by written or oral application to the Secretary provided
  - a. The Secretary shall have recorded any such oral applications and
  - b. the membership has been approved by the Committee or a majority of the members present at an AGM
2. A register of members shall be maintained by the Secretary in accordance with the provisions of the Incorporated Societies Act
3. Certain bodies and organisations as may be decided by the Committee from time to time shall have the right to nominate an employee or member of that organisation as a member of the Society to represent them with the proviso that conditions 1, a, b, and 2 are met
4. Any person may resign membership by giving written notice to the Secretary. The Secretary shall maintain a written record of any resignation
5. An Annual General Meeting may require members to pay an annual subscription of such an amount as may be decided by it.
6. Upon non-payment of the annual subscription within six months of the due date for payment for such subscription, a person shall cease to be a member of the Society.
7. Expulsion of members
  - a. Any person may make a complaint to the Committee that the conduct of a member of the Society is or has been injurious to the character, or is contrary to the best interests, of the Society. Every such complaint shall be in writing and addressed to the Secretary.
  - b. If the Committee considers that there is sufficient substance in the complaint, it may invite the member to attend a meeting of the Committee and to offer a written and/or oral explanation of the member's conduct.

- c. The Committee shall give the member at least fourteen (14) days written notice of the meeting. The notice shall
    - i. Sufficiently inform the member of the complaint so that the member can offer an explanation of the member's conduct, and
    - ii. Inform the member that if the Committee is not satisfied with the member's explanation, the Committee may expel the member from the Society
  - d. If in the meeting, the Committee decides to expel the member from the Society, the member shall cease to be a member of the Society
  - e. A member expelled by the Society, may within fourteen (14) days, give written notice of appeal to the Secretary. The Secretary shall then call a Special General Meeting to take place within twenty-eight (28) days of receipt of the notice of appeal. If that meeting passes a resolution rescinding the expulsion, the member shall be reinstated immediately.
8. No member or person associated with a member of the Society shall derive any income, benefit or advantage from the Society except where that income, benefit or advantage is derived from
- a. Professional services to the organisation rendered in the course of business at no greater rate than current market rates or
  - b. Interest on money lent at no greater rate than the current market rates

## H. GENERAL MEETINGS

- 1. In this constitution the term "General Meeting" includes both an Annual General Meeting and a Special General Meeting
- 2. The quorum for a General Meeting shall be fifteen (15) members present in person

## I. ANNUAL GENERAL MEETINGS

The Annual General Meeting shall be held not more than three (3) months after the end of the previous financial year at a time and place to be fixed by the Committee. The Secretary will notify members in writing not less than fourteen (14) days prior to the meeting.

The Annual General Meeting shall carry out the following business

- a) Receive the minutes of the previous Annual General Meeting and of any other General Meeting held since the last Annual General Meeting
- b) Receive the Committee's report on the activities of the Society over the last year and the priorities and directions for the Society in the forthcoming year
- c) Receive the balance sheet and statement of income and expenditure for the past year and the estimate of income and expenditure for the current year
- d) Elect at least five and no more than ten members to the Committee, which will include a Chairperson, Secretary and Treasurer.
- e) Appoint an Auditor of the Societies accounts
- f) Any other resolution, a copy of which must have been submitted in writing at least fourteen (14) days prior to the date of the meeting
- g) Conduct any other business which may properly be brought before the meeting

## J. SPECIAL GENERAL MEETINGS

A Special General Meeting may be called at any time on a majority decision of the Committee or on the requisition of not less than ten (10) financial members of the Society in writing stating the purpose for which the Special General Meeting is to be called. Upon receipt of such decision from the Committee or requisition, the Secretary shall convene such Special General Meeting and shall give fourteen (14) days notice of the same to all members, specifying the reason for which such meeting is being called.

## K. THE COMMITTEE

1. The affairs of the Society shall be managed and controlled by a Committee composed of at least five (5) and no more than ten (10) members, including a Chairperson, Secretary and Treasurer, which have been elected by an Annual General Meeting or subsequently co-opted in keeping with these rules.
2. The Committee shall have the power to fill any places vacant following the Annual General Meeting, or any vacancy that arises among its named officers until the next Annual General Meeting.
3. All members of the Committee shall retire at each Annual General Meeting but be eligible for re-election at the same or subsequent meetings.
4. Nomination for elected positions on the Committee, including elected officers, may be by way of notice of nomination in writing endorsed with the consent of the nominee and given to the Secretary not less than twenty-four (24) hours before the time fixed for the AGM and further oral nominations may be received at the Annual General Meeting provided that no member shall be elected who has not consented to being nominated
5. The procedure for Committee meetings shall be as follows
  - a. A quorum shall be one third (1/3) of its members
  - b. If a member of the Committee does not attend three (3) consecutive meetings without a leave of absence that member may at the discretion and on decision of the Committee, be removed from the Committee
  - c. The Committee shall strive to seek consensus In the event that a consensus cannot be reached then a decision shall be made by a majority vote by show of hands
  - d. If the voting is tied the motion shall be lost
  - e. Each meeting shall be chaired by the Convenor or the Convenor's nominee
6. The Committee shall at all times be bound by the decisions of members at General Meetings.
7. The Committee may, at the first or any meeting after the Annual General Meeting, appoint subcommittees from amongst its members and shall also have the power to co-opt on to such a subcommittee, a person or persons who shall not necessarily be a member of the Society, where it is felt that their knowledge and expertise may be of assistance. Each subcommittee is to elect a Convenor. All decisions made by the subcommittee must be ratified by the Committee

## L. ALTERATION OF THE CONSTITUTION

The Constitution may only be amended in any way by a two-thirds majority at any General Meeting, provided that no addition to or alteration of the objects clause (Section c), the pecuniary profit clause (Section E8) or the winding up clause (Section M) shall be approved without the prior consent of the Inland Revenue Department

## M. FINANCES

The Committee will have cause to keep true and accurate accounts of

1. All sums of money received and expended by the Society and the particulars thereof
2. All assets, credits and liabilities of the Society including any charges and securities of any description affecting any property of the Society
3. The books of accounts shall be kept at the registered office of the Society or such other place as the **Committee** may determine and shall be open to the inspection of the financial members of the Society at reasonable times
4. The Society's Treasurer shall have primary responsibility for banking funds received as cash, cheque or other cash-equivalents. The Treasurer may, with the consent of the **Committee**, authorise other members, staff or volunteers of the Society to bank such funds directly.
  - a. In the event of there not being a Treasurer appointed, a Financial Administrator will manage the finances in accordance with these rules.

5. The Committee shall have responsibility to implement procedures for payments or any other withdrawals from its bank accounts that are practical, responsible, and minimise the risk of fraud. Such a procedure may include a delegation to staff or other members of the Society for making or authorising payments, as well as the use of online banking or any other method for making payments, if the Committee so decides.
6. The financial year of the Society shall end on 30<sup>th</sup> June each and every year and as soon as possible thereafter a balance sheet shall be prepared and shall be sent to each financial member of the Society with a notice convening the Annual General Meeting. The Committee will ensure that the Society files the returns required by Section 23 of the Incorporated Societies Act 1908 or by any other such statutory provision for the time being in force

#### **N. THE COMMON SEAL**

The Society shall have a common seal which shall be in the charge and custody of the Committee. The common seal of the Society should only be affixed to any deed or other instrument pursuant to a resolution of the Committee and shall be affixed in the presence of the Convenor and the Secretary who at the same time shall sign the deed or instrument.

#### **O. WINDING UP**

1. The Society may be wound up or dissolved in any way provided for in the Incorporated Societies Act 1908
2. Any assets shall be distributed among such community groups that have similar charitable objects to the Society and as it shall decide in a General Meeting If the Society is unable to resolve any disagreement over the distribution of surplus assets then the provisions of Section 27 of the Incorporated Societies Act 1908 shall apply.

#### **P. DEFINITIONS and Miscellaneous Matters**

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