



NEW BRIGHTON PROJECT INC

**CREATING COMMUNITY
TOGETHER**

Constitution of New Brighton Project Inc.

Adopted by Special General Meeting on 28 August 2025

Name

The name of the society is: New Brighton Project Incorporated

Purposes

The primary purposes of the Society are:

Mission Statement

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

Vision Statement

Creating Community Together

Objectives

The objectives of the Society are:

1. To celebrate life in New Brighton by organising local events and community festivals
2. To recognise Te Tiriti O Waitangi and value strong relationships with Tangata Whenua and Mana Whenua
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 support local people to have a voice in decisions that affect our community
6. To support improvement of the environment and facilities in our community.
7. To nurture pride, belonging and connection within our community

The Society will not operate for the financial gain of members. None of the funds of the Society is used or may become available to be used, for any other purpose that is not a charitable purpose.

Tikanga, kawa, culture or practice

The tikanga or culture of the Society is as follows—

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. Collaboration - building strong, respectful partnerships with individuals and organisations to achieve shared goals together.
4. Pride - in ourselves, our community and our environment

and this Constitution shall be interpreted having regard to that tikanga, kawa, culture and/or practice.

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1. Restrictions on society powers

The Society must not be carried on for the financial gain of any of its members. The Society's capacity, rights, powers, and privileges are subject to the following restrictions (if any) –

1. **Use of Funds:** The Society must only use its funds for costs and expenses considered necessary and proper, including employing or dismissing staff, agents, or contractors, and must do so in accordance with principles of good employment and the Employment Relations Act 2000 (or any future equivalent legislation).
2. **Acquisition and Disposal of Property:** The Society must only acquire, lease, hire, or dispose of property, rights, or privileges when such actions are deemed necessary for achieving its stated purposes.
3. **Investment of Surplus Funds:** The Society must only invest surplus funds in a manner permitted by law for the investment of trust funds, and only under terms the Committee considers appropriate.
4. **Borrowing:** The Society must not borrow or raise funds through debentures, mortgages, or other securities unless such action is authorised by resolution at a General Meeting of members.
5. **General Activities:** The Society must not undertake activities that do not support or further its charitable or stated objectives and must only act in ways considered necessary or desirable to achieve those objectives.
6. **Publications and Media:** The Society may only produce and distribute publications and other media where such actions are aligned with its purposes and approved by the Committee.
7. **Licences and Permits:** The Society must not apply for any licences or permits unless they are considered necessary for achieving its stated purposes.
8. **Banking and Financial Accounts:** The Society must only open and operate bank or financial accounts with registered institutions, and only in accordance with financial management practices approved by the Committee.
9. **Buildings and Infrastructure:** The Society may only construct, maintain, or manage buildings and facilities where these are necessary for achieving its objectives, and must do so in compliance with relevant laws and regulations.
10. **Acceptance and Use of Gifts:** The Society must only accept donations, bequests, or property where such contributions align with its objectives and any associated conditions are consistent with the Society's purposes.
11. **Legal Proceedings:** The Society must only initiate or defend legal proceedings where such actions involve its property or affairs and are in furtherance of its objectives.

2. Contact person

The Society shall have between 1-3 Contact Person(s). They shall be chosen by the Committee, and their contact details shall be provided to the Registrar of Incorporated Societies and updated when required.

3. Minimum number of members

The Society shall have at least 10 Members, at all times as required by the Act.

3.1 Types of members

The Society will have general members, individuals who are:

- a. supportive of the purposes of New Brighton Project and
- b. listed on the Society's Membership Register.

3.2 Becoming a member: consent and process

Any person or group who supports the purpose and mahi of the Society can apply for membership by:

- a. completing and signing any application form, and,
- b. supplying any information as may be reasonably required by the Committee.

The receipt of a completed application form shall be treated as evidence of the applicant's consent to become a member. A copy of the application form shall be kept by the Society for as long as that person remains a member.

That person will become a member on acceptance of their application by the Committee.

The Committee may accept or decline an application for membership at its sole discretion. The Committee must advise the applicant of its decision.

3.3 Members' obligations and rights

Every Member shall provide the Society in writing with that Member's name and contact details (namely, physical or email address and a telephone number) and promptly advise the Society in writing of any changes to those details.

- a. All Members shall promote the interests and purposes of the Society and shall do nothing to bring the Society into disrepute.
- b. The Committee may decide what access or use Members may have of or to any premises, facilities, equipment or other property owned, occupied or otherwise used by the Society, and to participate in Society activities, including any conditions of and fees for such access, use or involvement.

3.4 Ceasing to be a member

A Member ceases to be a Member

1. by resignation sent by electronic or written message, or
2. on death, or
3. by resolution of the Committee were
 - a. In the opinion of the Committee, and following the procedure in Schedule 2 of the Incorporated Societies Act 2022, the Member has brought the Society into disrepute or acted in a way that is prejudicial to the interests of the Society, or
 - b. In the opinion of the Committee and following the procedure in Schedule 2 of the Incorporated Societies Act 2022, the Member has deliberately refused to follow the rules or resolutions of the Society, or.
 - c. The member has noted, within the past 24 months, attended any Society events or responded to any messages sent by the Society.

The cessation of membership takes effect from (where applicable)

4. the date of receipt of the Member's notice of resignation (or any subsequent date stated in the notice of resignation), or
5. the date of termination of the Member's membership under this Constitution or Schedule 2 of the Incorporated Societies Act 2022, or
6. the date of death of the Member, or
7. the date specified in a resolution of the Committee.

4. Procedures for all general meetings

The Committee shall give all Members at least 14 Working Days' written Notice of any General Meeting and of the business to be conducted at that General Meeting.

That Notice will be addressed to the Member at the contact address notified to the Society and recorded in the Society's register of members. The General Meeting and its business will not be invalidated simply because one or more Members do not receive the Notice of the General Meeting.

Members may attend, speak and have one vote at a General Meeting.

No General Meeting may be held unless at least 10 eligible Members attend throughout the meeting, and this will constitute a quorum.

If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting – if convened upon request of Members – shall be dissolved. In any other case it shall stand adjourned to a day, time and place chosen by the Chairperson. If quorum is not present at the adjourned meeting, those Members present in person shall be considered a sufficient quorum.

A Member is entitled to exercise one vote on any motion at a General Meeting in person. Voting at a General Meeting shall be by voices or by show of hands or, on demand of the Chairperson or of two (2) or more Members present, by secret ballot.

Unless otherwise required by this Constitution, all questions shall be decided by a simple majority of those present and voting, or, with the consent of the Committee, voting by remote ballot.

Any decisions made when a quorum is not present are not valid.

The Society may pass a written resolution in lieu of a General Meeting, and a written resolution is as valid for the purposes of the Act and this Constitution as if it had been passed at a General Meeting if it is approved by no less than 75 percent of the Members who are entitled to vote on the resolution. A written resolution may consist of 1 or more documents in similar form (including letters, electronic mail, or other similar means of communication) each proposed by or on behalf of 1 or more Members. A Member may give their approval to a written resolution by signing the resolution or giving approval to the resolution in any other manner permitted by the Constitution (for example, by electronic means).

1. General Meetings may be held at one or more venues by Members present in person and/or using any real-time audio, audio and visual, or electronic communication that gives each Member a reasonable opportunity to participate.
2. All General meetings shall be chaired by the Chairperson or, in the case of a guest Chairperson, by the guest. If the Chairperson is absent, unable or unwilling to act, the Committee shall select another person to chair the meeting.
3. In the event of a tied vote, any member chairing a General Meeting has both a deliberative vote and a casting vote. If the person chairing the meeting is a guest who is not also a member of the Society, they shall not have either a deliberative or casting vote.
4. Any person chairing a General Meeting may,
 - a. With the consent of a simple majority of Members present at any General Meeting adjourn the General Meeting from time to time and from place to place but no business

- shall be transacted at any adjourned General Meeting other than the business left unfinished at the meeting from which the adjournment took place.
- b. Direct that any person not entitled to be present at the General Meeting, or obstructing the business of the General Meeting, or behaving in a disorderly manner, or being abusive, or failing to abide by the directions of the chairperson be removed from the General Meeting, and
 - c. In the absence of a quorum or in the case of emergency, adjourn the General Meeting or declare it closed.
5. The Committee may propose motions for the Society to vote on ('Committee Motions'), which shall be notified to Members with the notice of the General Meeting.
 6. Any Member may request that a motion be voted on ('Member's Motion') at a General Meeting, by giving notice to the Secretary or Committee at least 14 Working Days before that meeting. The Member may also provide information in support of the motion ('Member's Information'). If notice of the motion is given to the Secretary or Committee before written Notice of the General Meeting is given to Members, notice of the motion shall be provided to Members with the written Notice of the General Meeting.

4.1 Minutes

The Society must keep secure minutes of all General and Committee meetings, in any format agreed by the Committee.

With the exception of the minutes from any part of the meeting that a member has been excluded from, or which contain information which the Committee consider to be sensitive for contractual, negotiation or privacy reasons:

1. General members shall be entitled to receive copies of general meetings,
2. Committee members shall be entitled to receive copies of minutes from both Committee meetings and general meetings.

5. Annual General Meetings: when they will be held

An Annual General Meeting shall be held each calendar year, in either September or October. The venue, time and format of the meeting shall be chosen by the Committee and notified to the members not less than 14 days before the meeting.

5.1 Annual General Meetings: business

The business of an Annual General Meeting shall be to—

1. confirm the minutes of the last Annual General Meeting and any Special General Meeting(s) held since the last Annual General Meeting,
2. adopt the annual report on the operations and affairs of the Society,
3. adopt the Committee's report on the finances of the Society, and the annual financial statements,
4. set (If any) subscriptions for the current financial year,
5. consider any motions of which prior notice has been given to Members with notice of the Meeting,
6. consider any general business,
7. elect at least five and no more than ten members to the Committee, which will include a Chairperson, Secretary and Treasurer, and
8. Appoint an Auditor of the Societies accounts, if the Committee or Members have voted in favour of this.

The Committee must, at each Annual General Meeting, present the following information—

1. an annual report on the operation and affairs of the Society during the most recently completed accounting period,
2. the annual financial statements for that period, and
3. notice of any disclosures of conflicts of interest made by Officers during that period (including a summary of the matters, or types of matters, to which those disclosures relate).

6. Special General Meetings

Special General Meetings may be called at any time by the Committee by resolution. The Committee must call a Special General Meeting if it receives a written request signed by at least ten Members.

Any resolution or written request must state the business that the Special General Meeting is to deal with.

The rules in this Constitution relating to the procedure to be followed at General Meetings shall apply to a Special General Meeting, and, unless agreed by all members present, a Special General Meeting shall only consider and deal with the business specified in the Committee's resolution or the written request by Members for the Meeting.

7. Committee composition

The Committee will consist of between 3 - 10 Officers.
All Officers on the Committee must be Members of the Society.

7.1 Functions and powers of the committee

The Committee has all the power necessary for governing and supervising the management of the Society, subject to any limits that are contained in:

1. The Incorporated Societies Act 2022, or any Regulations made under that Act
2. This constitution, and
3. Any resolutions passed by the general members of the Society.

7.2 Sub-committees

The Committee may appoint sub-committees consisting of such persons (whether or not Members of the Society) and for such purposes as it thinks fit. Unless otherwise resolved by the Committee—

1. the quorum of every sub-committee is half the members of the sub-committee but not less than 2,
2. no sub-committee shall have power to co-opt additional members,
3. a sub-committee must not commit the Society to any financial expenditure without express authority from the Committee, and
4. a sub-committee must not further delegate any of its powers.

8. Committee meetings

Committee meetings may be held online or in person or by a combination of the two, as decided by the Committee.

Provided all Committee members are notified of meetings and provided that no fewer than ten meetings are held each year, the Committee may decide how, and when notices of Committee meetings will be provided.

The quorum for Committee meetings shall be set at the Annual General Meeting but shall not be less than half its members.

If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting – if requested by the general members– shall be dissolved. In any other case it shall stand adjourned to a day, time and place chosen by the Chairperson. If no quorum is present at the adjourned meeting those members present shall be deemed to constitute a quorum.

Each Committee member has one vote, unless affected by a conflict of interest. The Chairperson shall not have a second (casting) vote at Committee meetings.

Unless otherwise stated in this constitution, all resolutions may be passed with a majority vote.

The Committee may pass resolutions electronically between meetings.

All Committee meetings shall be chaired by the Chairperson or, in the case of a guest Chair, by the guest. If the Chairperson is absent, unable or unwilling to act, the Committee shall select another person to chair the meeting.

Unless excluded as part of an ‘in-committee’ session, Committee meetings shall be open to all Committee members and to any other person invited by the Committee.

9. Qualifications of officers

Every Officer, including all Committee members, must —

1. consent in writing to be an officer, and
2. certify in writing that they are not disqualified from being an Officer under:
 - a. the Incorporated Societies Act 2022 and Regulations, and
 - b. this Constitution.

A record of the written consent and disclosure must be kept in the Society’s records for as long as an Officer remains on the Committee.

9.1 Election or appointment of officers

1. Committee Members shall be chosen:
 - a. By election at an Annual General Meeting, or
 - b. At the request of general members, at a Special General Meeting, or
 - c. In the event of a vacancy on the Committee, by resolution of the Committee.

All Officers shall be required to sign a Consent and Certificate of Officer form to confirm that they are not disqualified to serve on the Committee.

2. A candidate's written nomination, accompanied by the written consent of the nominee with a certificate that the nominee is not disqualified from being appointed or holding office as an Officer (as described in the 'Qualification of Officers' rule above) shall be received by the Society at least 14 Working Days before the date of the Annual General Meeting. If there are insufficient valid nominations received, further nominations may be received from the floor at the Annual General Meeting.
3. Votes shall be cast in such a manner as the person chairing the meeting determines. In the event of any vote being tied, the tie shall be resolved by the incoming Committee (excluding those in respect of whom the votes are tied).
4. Two Members (who are not nominees) or non-Members appointed by the Chairperson shall act as scrutineers for the counting of the votes and destruction of any voting papers.
5. The failure for any reason of any financial Member to receive such Notice of the general meeting shall not invalidate the election.

9.2 Term

The term of office for all Officers elected to the Committee shall be 1 year(s), expiring at the end of the relevant Annual General Meeting. If appointed mid-year, the Committee member's term shall expire at the end of the coming Annual General Meeting.

There shall be no limit to the number of terms a Committee Member may serve, except that no Chairperson, Secretary or Treasurer shall serve in the same role for more than three consecutive terms, unless no other person is nominated for that role at the relevant Annual General Meeting.

9.3 Removal of officers

An Officer shall be removed as a Committee member by either:

1. A two-thirds vote of the other Committee Members or
2. A majority of the members voting at a general meeting, where in the opinion of the Committee or the general members —
 - a. The Committee Member has been absent from three or more Committee meetings without leave of absence from the Committee, or
 - b. The Committee Member has brought the Society into disrepute, or
 - c. The Committee Member has failed to disclose a conflict of interest or is otherwise refusing to follow a Society resolution or rule in the Society's constitution or policies, or
 - d. The Committee Member is disqualified from being on the Committee.

The decision will take effect from (as applicable) the date specified in a resolution of the Committee or general meeting.

Any Committee Member removed by a decision of the Committee may appeal their removal to a general meeting, provided there is not less than 5 months remaining in their term of office.

Except in the case of absence, any decision by the Committee to remove a Committee Member will be made only after the Committee have followed the procedure in Schedule 2 of the Incorporated Societies Act 2022.

Except in cases of disqualification, an employee or contractor who is also an Officer shall not be removed from their role as an Officer without the Committee first seeking legal advice.

9.4 Ceasing to hold office

An Officer ceases to hold office when they resign (by notice in writing to the Committee), are removed, die, or otherwise vacate office in accordance with section 50(1) of the Act. Each Officer shall within 14 Working Days of submitting a resignation or ceasing to hold office, deliver to the Committee all books, papers and other property of the Society held by such former Officer.

The Member has not paid a required membership subscription within six months of the due date, if such a subscription has been set by the Society.

Unless otherwise agreed with the Committee, each Officer shall, when submitting a resignation or ceasing to hold office, deliver to the Committee all books, papers and other property of the Society they hold. Any Officer who fails to return property or refuses to cooperate with the signing of any documents required to record their removal, may be held personally liable for any costs associated with remediating the situation.

That Member shall not be entitled to claim an indemnity from the Society for those costs.

9.5 Conflicts of interest

An Officer or member of a sub-committee who is an Interested Member in respect of any Matter being considered by the Society, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified)—

1. to the Committee and or sub-committee, and
2. in an Interests Register kept by the Committee.

Disclosure must be made as soon as practicable after the Officer or member of a sub-committee becomes aware that they are interested in the Matter.

An Officer or member of a sub-committee who is an Interested Member regarding a Matter—

3. must not vote or take part in the decision of the Committee and/or sub-committee relating to the Matter unless all members of the Committee who are not interested in the Matter consent; and
4. must not sign any document relating to the entry into a transaction or the initiation of the Matter unless all members of the Committee who are not interested in the Matter consent; but
5. may take part in any discussion of the Committee and/or sub-committee relating to the Matter and be present at the time of the decision of the Committee and/or sub-committee (unless the Committee and/or sub-committee decides otherwise).

However, an Officer or member of a sub-committee who is prevented from voting on a Matter may still be counted for the purpose of determining whether there is a quorum at any meeting at which the Matter is considered.

Where 50 per cent or more of Officers are prevented from voting on a Matter because they are interested in that Matter, a Special General Meeting must be called to consider and determine the Matter, unless all non-interested Officers agree otherwise.

Where 50 per cent or more of the members of a sub-committee are prevented from voting on a Matter because they are interested in that Matter, the Committee shall consider and determine the Matter.

9.6 Register of Members

The Society shall keep an up-to-date Register of Members.

The Register shall include the following information for each member —

1. Their name, and
2. The date on which they became a Member (if there is no record of the date they joined, this date will be recorded as 'Unknown'), and
 - a. Their physical address or their electronic address, and
 - b. Their postcode, and
 - c. Any other details which the Committee consider necessary for the purpose of managing membership.

For each member who has left after 2025, the register will record:

3. The former member's name, and
4. The date the former member ceased to be a member.

Every Member shall be responsible for advising the Society of any change to their contact details. The Society shall not be liable for the consequences of holding or using information which a member has not updated.

On request, and with reasonable notice, the Secretary or their nominee shall make the Register of Members available for inspection by any member, subject to the Committee's right to decline to disclose details for any member where the Committee has good grounds to believe this information should not be disclosed. No access will be given to information on the Register of Members to any other person, other than as required by law.

9.7 Interests Register

The Committee shall at all times maintain an up-to-date register of the interests disclosed by Officers and by members of any sub-committee.

9.8 Access to information for members

A Member may at any time make a written request to the Society for information held by the Society. The request must specify the information sought in sufficient detail to enable the information to be identified.

Any requests for information shall be handled in accordance with:

1. sections 80-82 of the Incorporated Societies Act 2022.
2. the Privacy Act 2020, if the request involves personal information.

10. Finances

The Society's financial year shall be from 01 July to 30 June. The funds and property of the Society shall be—

1. controlled, invested and disposed of by the Committee, subject to this constitution and any financial policies, delegations, procedures and resolutions of the Society and
2. devoted solely to the promotion of the charitable purposes of the Society.

The Committee may delegate day-to-day financial operations but must ensure that there are kept at all times accounting records that—

3. correctly record the transactions of the Society, and
4. allow the Society to produce financial statements that comply with the requirements of the Act, and which would enable the financial statements to be audited.

An auditor or independent reviewer may be appointed at an Annual General Meeting. The auditor or reviewer shall be a qualified accountant and shall not be a member of the Society.

11. Disputes, complaints and disciplinary issues

All disputes, complaints and disciplinary issues involving members will be resolved in accordance with schedule 2 of the Incorporated Societies Act 2022.

12. Winding up and distribution of surplus assets

1. The Committee must give all Members at least one calendar months' notice of any proposed motion:
 - a. to appoint a liquidator; or
 - b. to remove the Society's name from the Register of Incorporated Societies; or
 - c. for the distribution of the Society's surplus assets.

The notice must comply with section 228 of the Incorporated Societies Act 2022 and include details of the general meeting at which the proposed motion is to be considered.

2. Any resolution for a motion set out in clauses (a) to (c) must be passed by a majority of Members present and voting at the meeting.
3. The surplus assets of the Society, after the payment of all costs, debts and liabilities, shall be gifted to:
 - d. One or more registered charities that will use the assets directly, or apply the proceeds from the sale of such assets, for the benefit of the New Brighton community, or
 - e. To further a charitable purpose or purposes as defined by the Charities Act 2005, that will result in the betterment of the New Brighton community.
4. No member shall receive any surplus assets of the Society.

13. Alteration of rules

The Society may amend or replace this Constitution, provided that no change will:

1. detract from the charitable nature of the Society, or
2. result in the distribution of its assets on winding up or dissolution for any purpose that is not exclusively charitable.

No addition to, deletion from or alteration of the Society's rules shall be made which would allow personal pecuniary profits to any individuals. The provisions and effect of this clause shall not be removed from this document and shall be included or implied into any document replacing this document.

The Society may amend this Constitution:

1. By Resolution in Lieu of Meeting, provided that:
 - a. The proposed changes are requested by at least 10% of eligible members or by a majority of those on the Committee, and
 - b. The proposed changes are circulated to all Members using email, electronic survey or other agreed electronic means, and
 - c. The resolution is approved by at least 75% of the Members within one calendar month of the date stated on the resolution, and
 - d. If passed, a copy of the resolution is sent to all Members as soon as practicable.

OR

2. At a Committee meeting, provided that:
 - e. Any amendment has no more than a minor effect, or corrects an error, or makes similar technical alterations, and
 - f. The text of the proposed amendment is sent to all Members, together with a notice advising Members of their right to object to the proposed amendment provided their objection is received within than one month of the date of the notice, and
 - g. No member submits an objection within the specified time.

OR

3. At a General Meeting, provided that:
 - h. The proposed changes are either:
 - (i) provided in writing to the Committee no later than 20 days before any scheduled General Meeting, and accompanied by a written explanation of the proposed changes, signed by at least ten Members, or
 - (ii) requested by a majority of those on the Committee, and
 - i. At least 10 working days before the General Meeting at which any amendment or replacement is to be considered the Committee shall give to all Members notice of the proposed changes, the reasons for the proposals, and any related recommendations the Committee has, and
 - j. Any changes are passed by a two-thirds majority of those Members present and voting.

Any changes to this Constitution shall take effect when registered with the Registrar of Incorporated Societies.

14. Common seal

If required, the Society will have a common seal that must be kept in the custody of the Committee or their nominee. The Committee shall decide when and how the common seal may be used.

15. Bylaws, Codes of Conduct and Policies

The Committee may make and amend bylaws, regulations, codes of conduct and policies for the conduct and control of Society events and activities. No bylaws, policies or codes of conduct shall be inconsistent with this Constitution or the law.

Bylaws, codes of conduct and policies are binding on the Society and its members.