

# TAPAWERA & DISTRICTS COMMUNITY COUNCIL INCORPORATED

## CONSTITUTION

### 1. NAME:

The name shall be the TAPAWERA & DISTRICTS COMMUNITY COUNCIL INCORPORATED (Hereinafter defined as the TDCC).

### 2. REGISTERED OFFICE:

The registered office of the TDCC shall be the Tapawera Community Centre, Main Road, Tapawera or at such other place as the Management Committee may decide from time to time by resolution.

The Registrar shall be advised of any change of address.

### 3. OBJECTS:

The objects of the TDCC shall be:

3.1 To promote the interests of Tapawera and districts for the betterment of residents, local enterprises and community services.

3.2 To support all businesses, residents, ratepayers, groups, clubs, other community organisations and services through planned activities, projects and initiatives.

3.3 To foster the full use, coordination and provision of community facilities, finances and resources.

3.4 To advise the District Council, Health Board, power supply authorities, Government Departments, their agencies and other services and organisations of community concerns, to ensure they are able to appropriately serve the needs of the community.

3.5 To provide forums for the expression of public concerns and to forward such concerns, where deemed necessary, to the appropriate body for a response and if need be for resolution of such concerns for the benefit of the district.

3.6 To promote and disseminate information and generally inform the community on matters of interest and mutual concern.

### 4. POWERS:

The TDCC shall be empowered:

4.1 To administer the funds of the TDCC and any other income or funds.

4.2 For the furtherance of all or any of the objects provided for in rule 3.

4.3 To purchase, take on lease, license or otherwise obtain the use and occupation of any lands or buildings or other property or chattels and to sell, sublet or otherwise dispose of same for valuable consideration or otherwise.

4.4 To receive subscriptions, grants, donations and/or bequests, to advance or lend at interest, donate or grant the same, subject to such conditions as it thinks fit to any club, society, association or body having objects similar to or complementary to the objects of the TDCC.

4.5 To employ staff, for such times and on such conditions and at such remuneration as the Management Committee shall think fit, subject to the provisions of any statute.

4.6 To draw, make, accept, endorse, discount, execute, issue and negotiate cheques, promissory notes, bills of exchange, warrants, debentures and other negotiable instruments.

4.6 To do all such other lawful things as may be necessary to fulfil the objects of the TDCC.

### 5. Constituency:

5.1 A resident or ratepayer as determined by the Tasman District Council Valuation and Electoral Roll residing in Stanley Brook, Hinetai Road, Glenrae, Lower Wangapeka, Baton, Sherry River, Matariki, Upper Wangapeka, Rakau, Tadmor, Kiwi, Tui, Kaka, Tapawera (main road and village), Kohatu, Motupiko, Golden Downs, Korere, Atapo and Kikiwa shall be deemed to be a constituent of the TDCC, provided they are 18 years of age or over.

This clause shall extend to include a registered or other business service or enterprise, a service group, a community or special interest club or such other duly constituted group, including an education establishment, agency, club or association whose activities are principally to serve Tapawera and surrounding districts and whose objects are not in conflict with those of the TDCC.

5.2 Where the constituent is a business, club, association or other body corporate, the said organisation shall be entitled to nominate one person from their membership to represent that organisation and to advise the name of that person to the secretary of the TDCC in writing.

The person so nominated shall be entitled to a voice and a vote in the same manner as an individual constituent.

5.3 Where that person is unable to attend a meeting, a proxy may be appointed for that meeting, provided written advice is presented to the secretary prior to the commencement of the meeting in question.

## **6. MANAGEMENT:**

6.1 To govern the affairs of the TDCC a Management Committee shall be elected biennially, from eligible constituents.

6.2 Each candidate for office shall be nominated and seconded by eligible constituents with the candidate's approval.

6.3 Where a candidate is nominated, such nomination must be presented in writing to the secretary by the proposers and signed by the nominee.

6.4 A nominee for an elective position shall be an eligible constituent in the year of the election and shall continue to remain eligible during the term of the Management Committee to which they may be elected.

6.5 In the event of there being insufficient nominations to fill any vacancies, the Management Committee shall be empowered to co-opt up to five constituents as the case may require, to fill such vacancies.

6.6 In the event of a vacancy occurring during the term of the Committee, a constituent may be co-opted to fill the vacancy for the remainder of the term.

Such person so co-opted shall have full voting and speaking rights at all meetings of the Management Committee.

6.7 The Management Committee may from time to time co-opt persons to the Committee for the purpose of providing particular skills or knowledge. In the event that such appointee is not an eligible

constituent they shall be entitled to participate in discussion but not vote on any matter.

6.8 The Management Committee shall be empowered to establish such working groups or sub-committees, as may be required, to carry out specific tasks of the TDCC. Such committees shall function under the direction of the Management Committee, submitting written reports to the Management Committee with proposals or recommendations for the Management Committee's endorsement or otherwise.

6.9 Matters requiring expenditure or affecting policy must first be endorsed by the Management Committee before any action is taken. Sub-committees may co-opt persons but only with the approval of the Management Committee.

6.10 The TDCC may from time to time act as treasurer for other organisations or groups on terms agreed upon between the Management Committee and the other party, for the advancement of the objects of the TDCC.

Any organisation or group that is a constituent of the TDCC but is not incorporated under the provisions of the incorporated Societies Act, may, on application to the TDCC, apply for funding or grants to other bodies in the name of the TDCC, with the TDCC's approval.

All funds so raised shall be held in trust in an account in the name of the TDCC.

6.11 Where an election or ballot is to be held at a meeting or by postal ballot, a person shall be appointed to act as a Returning Officer to oversee the ballot.

6.12 In the event of the ballot being for an elective office the Returning Officer shall not be a candidate for the office being voted on.

## **7. MANAGEMENT COMMITTEE:**

7.1 The Management Committee shall comprise three Office Bearers and nine Committee members.

7.2 Office Bearers and Committee Members are elected for a two-year period and are eligible for re-election on the completion of their term.

7.3 The Officer Bearers shall be the Chairperson, Secretary and Treasurer. Nominations for these positions shall be called from the constituent areas defined in rule 5.1.

7.4 The Committee Members elected to the Management Committee are nominated from the following geographic areas in the following proportions where possible:

One from Stanley Brook/Hinetai Road

One from Glenrae/Lower Wangapeka/Baton

One from Matariki/Sherry River/Upper Wangapeka

One from Rakau/Tadmor

One from Kiwi/Tui/Kaka

Two from Main Road Tapawera/Tapawera Village

One from Kohatu/Golden Downs/Kikiwa

One from Korere/Motupiko/Atapo

7.5 Nominations for candidates shall be called for two months before the election procedures take place.

7.6 If there are insufficient nominations for any geographic area and more than one nomination (or in the case of Tapawera, two) in another geographic area, the Returning Officer may appoint a nominee to another geographic area.

7.7 Where two or more nominations (or in the case of Tapawera, three or more) are received a postal ballot shall be held.

7.8 Voters must only vote for the candidate/s in their geographical area as defined. Voters must be a Constituent as defined in 5.1.

7.9 In the event of there being no nominations received from a geographic area the vacancies may be filled by the Management Committee who shall be entitled to fill such positions in accordance with the provisions of 6.5.

7.10 No person who is an employee of the TDCC shall be eligible for any elective position.

7.11 The District Councillor/s for the local Ward shall be a Committee Member/s ex officio.

7.12 The offices of Secretary and Treasurer may be held by the same person at the discretion of the Management Committee.

7.13 The first Management Committee meeting shall be held within the first five weeks following the Annual General Meeting and subsequently at intervals

not less than six weekly or at such other times as the Management Committee may decide.

7.14 Constituents will be given the opportunity to speak at the beginning of the TDCC meeting on a subject that has been previously advised to the Secretary, in writing, at least five days prior to the monthly meeting of the TDCC so it can be added to the agenda.

The Chairperson and Secretary shall allocate time according to the importance of the matter and other business on the Agenda.

7.15 Constituents shall have an opportunity to discuss but not vote on such issues raised. The matter will be considered by the Management Committee and the constituent advised in writing of the outcome.

7.16 Notwithstanding the foregoing, a constituent shall be entitled to attend a monthly meeting of the Management Committee but as an observer only. Such constituent shall leave the meeting if the Management Committee elects to go into committee for the purposes of discussing confidential business. Such a decision shall be at the discretion of the Chairperson.

## 8. MEETINGS:

8.1 **General Meeting:** The Management Committee shall call such General Meetings of constituents or public meetings, as it deems necessary, to consider such matters which may require the wider consideration and determination by the constituency (as defined in section 5.1) or the general public, as the case may require.

8.2 Notice of such a meeting shall be advised by way of circular, advertisement or other public notice, including social media.

At least seven days' notice shall be given.

The notice shall set out the date, time, place of meeting and meeting agenda.

8.3 **Special Meeting:** A Special Meeting of the TDCC shall be called by the Chairperson, or in the event of the Chairperson failing to act, by the secretary, or on the signed requisition of 25% of the Committee Members of the TDCC.

Such Special Meeting shall be convened within 30 days of the date of the requisition.

8.4 At least 14 days' notice shall be given of such Special Meeting which shall be advertised by circular

or other public notice stating the date, time and place of the meeting along with the business to be transacted.

Only the business specified on the notice shall be dealt with at such meeting.

**8.5 Annual General Meeting:** Each year in the month of August or September, the TDCC shall hold its Annual General Meeting.

**8.6** Notice of such meeting shall be given to constituents setting out the date, time and place of such meeting along with a copy of the meeting agenda.

At least 21 days' notice of such meeting shall be given.

**8.7** The purpose of the Annual General Meeting is to present the Annual Report; present for adoption the review of financial accounts, financial statement, balance sheet and assets of the TDCC to the year ending 30 June of that year; the appointment of sub-committees; the appointment of an auditor to review accounts; or such other business as may be tabled at the meeting arising from reports presented or other matters brought forward by the Management Committee.

## **9. CESSATION OF MEMBERSHIP:**

**9.1** Any member of the Management Committee or other sub-committee or working group who is absent without leave, apology or satisfactory explanation for three consecutive meetings will have been deemed to have vacated their position.

## **10. OFFICE BEARERS:**

**10.1** The Officer Bearers of the TDCC defined in rule 7.3 shall have, subject to a resolution of the Management Committee, authority to sign cheques and other banking and legal documents.

**10.2** All cheques shall be signed by two Office Bearers, one of whom shall be the Treasurer.

**10.3** Officer bearers will all have access to TDCC email address and electronic file (cloud) storage passwords to ensure continuity and transparency of communication. The email address and filing system will be managed by the Secretary.

## **11. QUORUM:**

**11.1** A quorum at an Annual or General or Special Meeting shall be six constituents including committee members.

**11.2** In the case of the Management Committee or other committee, a quorum shall be a majority of sitting members for the time being.

**11.3** If no quorum is present within 30 minutes of the designated starting time, such meeting shall be deemed to be adjourned until such time as those present consider a quorum has been obtained.

Notwithstanding the foregoing, provided that all Office Bearers are present along with one Committee Member, the meeting may assume the role and function of a sub-committee.

**11.4** A resolution in writing signed or consented to by email or other forms of visible or other electronic communication by a majority of the Management Committee shall be as valid and effectual as if it had been passed at a meeting of the Management Committee duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Management Committee.

## **12. NO PECUNIARY PROFIT:**

**12.1** Nothing in these rules shall permit any part of the funds of the TDCC to be used, or to be available to be used, for the private pecuniary profit of any constituent or any person associated with any constituent.

**12.2** No constituent of the TDCC, or anyone associated with any constituent, is allowed to take part in or influence any decision made by the Management Committee or TDCC in respect of payments to, or on behalf of, the constituent or associated person of any income, benefit or advantage.

**12.3** Rules 12.1 and 12.2 do not prevent the remuneration or payment for services rendered and remunerated in a manner regarded as reasonable in an arm's length transaction, or for reimbursement for the actual and reasonable expenses of constituents.

**12.4** Any payments made to a constituent of the TDCC, or any person associated with a constituent, must be for goods or services that advance the charitable purposes of the TDCC.

**12.5** Any income, benefit or advantage must be used to advance the charitable purposes of the TDCC.

## **13. ALTERATION TO RULES:**

**13.1** These rules may be altered, added to, amended, or rescinded, either wholly, or in part at a

General or Special meeting. Notice of such meeting shall be as provided for herein.

13.2 No addition, alteration or rescission shall be approved if it affects the non-profit or charitable objects, pecuniary profit clause or the winding-up clause.

The provisions and effect of this clause shall be included and implied in any document replacing this document.

13.3 This constitution shall be reviewed by the Management Committee at not less than five yearly intervals.

#### **14. COMMON SEAL:**

14.1 There shall be provided a Common Seal of the TDCC. The Management Committee shall have the power from time to time to destroy same and substitute a new seal in lieu thereof.

14.2 The Common Seal shall be kept in the custody of the Secretary and when not in use, shall be kept in a secure place.

14.3 All documents required to be executed under the Seal of the TDCC shall have the seal impressed thereon and witnessed by two office bearers, one of whom shall be the Secretary.

14.4 The Common Seal shall not be affixed to any document unless a resolution to that effect has first been passed by the Management Committee meeting duly convened and an appropriate minute recorded.

#### **15. GENERAL:**

If any matter occurs which in the opinion of the Management Committee is not provided for in this constitution the matter shall be determined in such a manner as the Management Committee thinks fit.

#### **16. WINDING UP:**

16.1 The TDCC may be wound up upon a resolution carried at a Special Meeting called to consider that question, and confirmed at a subsequent Special Meeting called also for that purpose and held not later than 30 days after the initial resolution was passed.

16.2 Any vote shall be carried by no less than a 2/3rds majority of those eligible constituents present at the meeting.

16.3 The assets of the TDCC shall be vested in trust for the use of Tapawera and districts with the Tasman District Council.

Upon liquidation of the TDCC, the surplus assets available after payment of all liabilities shall be applied to the benefit of any organisation that is charitable under New Zealand law for use within the Tapawera district which the Management Committee determines will further the Objects of the TDCC. In no circumstances shall assets be distributed amongst constituents of the TDCC.

#### **17. INDEMNITY:**

The Management Committee and any paid staff of the TDCC shall be indemnified by the TDCC against all disbursements, expenses, liabilities and losses incurred by them in or about the discharge of their duties except such as happens from their own deliberate or wilful act, neglect or default.

#### **18. DUTIES:**

18.1 CHAIRPERSON: The Chairperson, and in the Chairperson's absence, the Secretary or Treasurer, shall chair all meetings of the TDCC and preserve order thereat; represent the TDCC; uphold the objects of the TDCC; and give impartial decisions on all questions put.

The Chairperson must exercise their deliberative vote when other constituents vote, unless they choose not to use their deliberative vote at all, preferring to remain impartial and only use it when the issue is tied.

18.2 SECRETARY: The Secretary shall keep full and accurate records of each meeting of the TDCC, including all resolutions presented; ensure the business of the meeting is properly prepared and presented; and shall receive and answer and record all correspondence in the name of the TDCC.

18.3 TREASURER: The Treasurer shall be responsible for all the funds of the TDCC and keep accurate books of account and present to the Management Committee a regular statement recording receipts and expenditure and accounts due.

All accounts shall be submitted for financial review at appropriate times or as may be required by the Management Committee or special meeting of the constituents, as defined in section 5.

18.4 Notwithstanding the foregoing, the Treasurer shall in July of each year ensure all receipts and payments and other financial accounts and records of the TDCC for the preceding 12 months up to the 30th

June, are prepared and made available to the auditor/accountant for examination.

When the accounts have been reviewed a signed copy, along with a statement of assets, shall be forwarded to the Registrar of Incorporated Societies following their adoption at the Annual General Meeting.

18.5 All monies received on behalf of the TDCC shall be lodged promptly in an account in the name of the TDCC and at a bank approved by the Management Committee by resolution.

18.6 AREA REPRESENTATIVE: A duly elected or co-opted constituent of the TDCC who reports to the Management Committee on matters affecting the area they represent.

Signed this 16th day of August 2022

Steve Udy      Chairperson

Tim Leyland      Secretary

Sarndy Scott      Treasurer