

CONSTITUTION

OF THE

WELCOME BAY

COMMUNITY CENTRE

INCORPORATED

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CONSTITUTION

Background

The Welcome Bay Community centre was formed in 2006 as a community response to continuing anti-social behaviours around the Shopping Centre, the Welcome Bay Hall, and the adjoining reserve. The ethos of the initiative was Christian based and this approach has strongly underpinned the activities of the Centre. Today the Centre adopts the values and principles of the Welcome Bay Community Plan, aligned with the Community Centre's Strategic Plan, and seeks to support and encourage the communities of Welcome Bay, Maungatapu, Hairini, Ohauti and Poike. The approach going forward is one of community-led development as we seek to build resilient communities together.

1. NAME

- 1.1. The name of the Society shall be "Welcome Bay Community Centre Incorporated" (hereinafter referred to as the Community Centre).

2. OFFICE

- 2.1. The registered office of the Community Centre shall be at 242 Welcome Bay Road or any other place within Tauranga as the Committee may from time to time determine. Any change of address shall be forthwith notified to the Registrar of Incorporated Societies by the Secretary.

3. AIMS

- 3.1. The Community Centre shall be a community-based, charitable, non-profit organisation, formed to foster the interests of the residents of Welcome Bay and neighbouring suburbs by establishing a connected, caring, community-focussed facility, which will include youth activities and support programmes, community development and education initiatives, advice, assistance and advocacy, and the management and operation of a centrally located community meeting place, and activities centre.

4. OBJECTS

- 4.1. The charitable objects and purposes of the Community Centre shall be:
 - i. To encourage the development of healthy community relationships by focussing on residents, youth, children and whanau/families.
 - ii. To provide supportive services and programmes that will directly benefit youth, children, whanau/families and others.
 - iii. To advocate for resources and services.
 - iv. To work with the community to initiate change to improve the quality of life for residents of Welcome Bay, Ohauti, Maungatapu, Poike and Hairini.
 - v. To eliminate through action, education and advocacy, barriers that limit opportunities for residents of Welcome Bay, Ohauti, Maungatapu, Poike and Hairini.

- vi. To develop networks that support and encourage the aims of the Community Centre.
- vii. To promote positive values and community aroha.
- viii. To promote the development of social, cultural, economic and environmental wellbeing of our communities.
- ix. To represent and promote the interests of the residents of Welcome Bay, Ohauti, Maungatapu, Poike and Hairini.
- x. To ensure that our communities have a high degree of ownership of, and connection to, the activities of the Community Centre.
- xi. To enable regular communications with our communities for general information or about issues and matters of community interest.
- xii. To foster co-operation and collaboration amongst agencies, groups and individuals that will assist in building our communities.
- xiii. To do all other such things as are conducive to attaining the aims and objects of the Society set out above.

5. POWERS

- 5.1. The Community Centre shall be given the widest possible powers to do all things which may be necessary in the pursuance of its objects.
- 5.2. To set the strategic direction and objectives of the organisation and to ensure the vision and mission are given effect.
- 5.3. To bank all monies received into the Community Centre's banking accounts on behalf of the Community Centre.
- 5.4. To acquire by purchase, lease, or otherwise any real or personal property.
- 5.5. To sell, exchange, maintain, improve, lease hire, mortgage, dispose of, manage, control, invest, reserve, or otherwise deal with and turn to account any real or personal property vested in the Community Centre.
- 5.6. To do anything which is permitted or required to do by these rules, or any statute, regulation or rule of law of Aotearoa/New Zealand.
- 5.7. To borrow or raise money by any means and upon such conditions as the Committee deems fit.
- 5.8. To employ staff, engage agents and appoint representatives.
- 5.9. To engage in prosecution, defend, and otherwise take any legal action or legal proceedings on behalf of the Community Centre or any affiliated bodies and for that purpose to extend such monies and employ such solicitors, counsel and other advisers as the Community Centre may deem necessary.
- 5.10. To print, publish and distribute any newsletters, periodicals, books posters or leaflets the Community Centre may think is desirable for the promotion of its objects.
- 5.11. To join and affiliate with any person or other organisation of whatever kind having similar objects, subject to the approval of the Community Centre at a General Meeting.
- 5.12. To apply for and acquire any licences or permits deemed necessary for the efficient functioning of the Community Centre.

- 5.13. To exercise entire control and management of the affairs and concerns of the Community Centre and to act in a manner that best promotes the objects and concerns of the Community Centre.
- 5.14. To do all such other things that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Community Centre.

6. MEMBERSHIP

6.1. Membership of the Community Centre shall be open to all Residents of Welcome Bay, Maungatapu, Hairini, Ohauti and Poike in Tauranga and shall consist of the following:

- Members
- Associate Members
- Life Members

6.2. Application for Membership

6.2.1. Individuals, Whanau/Families, and Corporate Entities resident in Welcome Bay and neighbouring suburbs shall be entitled to membership on payment of an annual subscription as determined by the Community Centre.

6.2.2. Associate Members: Any non-resident entity desiring to become a member of the Community Centre must make written application, together with payment of an annual subscription, to the Committee who shall have the power to accept or decline such application.

6.2.3. Life Members: Life membership may be awarded to individuals in recognition of services rendered to the Welcome Bay Community. Any person may, on the recommendation of the Committee, be appointed a Life Member at an Annual General Meeting. Life members are not required to pay an annual subscription.

6.3. Voting Rights

6.3.1. Each individual member shall be entitled to one vote.

6.3.2. Associate Members – Each Associate Member shall have the same rights as an individual member.

6.3.3. Life Members – Each Life Member shall have the same rights as an individual member.

6.4. Cessation of Membership

6.4.1. Any member may resign from the Community Centre either in writing or verbally to the Secretary or the Secretary's delegate.

6.4.2. Any member who fails to pay the annual subscription within two months of the subscription being due shall be deemed to have resigned.

6.4.3. Should any member bring the Community Centre's reputation into disrepute, by his/her behaviour, the Committee reserves the discretion to suspend and/or expel such member but not before the member has first received written notice of the grounds for expulsion and of having a fair hearing.

- 6.5. Register of Members – The Community Centre shall keep a register of members which shall record the full name, and address of all members, with the date of joining and the membership category.

7. MEETINGS

- 7.1. The Community Centre shall hold a minimum of one General Meeting, per year, which may be the Annual General Meeting.
- 7.1.1. Notice of General Meetings shall be given to all Members at least fourteen days prior to the meeting.
- 7.1.2. The quorum for a General meeting shall be fifteen members of the Community Centre.
- 7.1.3. Decisions will be made by a simple majority. In the case of an equality of votes, the Chairperson shall have a second and casting vote.
- 7.1.4. Voting shall be either on the voices, show of hands or by secret ballot.
- 7.2. The Annual General Meeting shall be held no later than 30 May of each year, and shall carry out the following business:
- 7.2.1. Receiving any minutes of the previous Annual General Meeting.
- 7.2.2. Presentation of **Chair and/or Management reports** on the Activities of the Community Centre for the year for consideration and adoption.
- 7.2.3. Presentation of the **Statement of Performance, including Financial Accounts**, and the Auditors Report for consideration and adoption.
- 7.2.4. Election of the officers and other ordinary members of the Committee.
- 7.2.5. Appointment of an auditor of the Community Centre's accounts.
- 7.2.6. Consideration of any resolution, notice of which shall have been given in writing to the Secretary or Chair at least fourteen days before the date of the meeting.
- 7.2.7. Consideration of any other business which may properly be brought.
- 7.3. A Special General Meeting may be called at any time by the Committee. The Committee must call a Special General Meeting if the Secretary receives a written request signed by at least fifteen (15) Members.

8. COMMITTEE

- 8.1. The affairs of the Community Centre shall be managed and administered by a **Committee ("the Committee")**, who shall be accountable to the Community Centre membership.
- 8.2. **The Committee shall consist of no fewer than five and no more than eight members, who shall be elected to office for a two-year term at an Annual General Meeting.**
- 8.3. **The Committee will select a Chairperson, Treasurer and Secretary from the elected members.**
- 8.4. **The Patron shall be invited by the Committee to be the Patron. The Patron shall be entitled to attend and speak at General Meetings.**
- 8.5. Role of the Committee

- 8.5.1 Subject to the Rules of the Society (“The Rules”), the role of the Committee is to:
- i. Facilitate, administer, manage, and control the Society;
 - ii. Set and manage the policies and procedures of the Society;
 - iii. Appoint roles in the Committee;
 - iv. Carry out the purposes of the Society, and Use Money or Other Assets to do that;
 - v. Manage the Society’s financial affairs, including approving the annual financial statements for presentation to the Members at the Annual General Meetings;
 - vi. Set accounting policies in line with generally accepted accounting practice;
 - vii. Delegate responsibility and co-opt members where necessary;
 - viii. Ensure that all Members follow the Rules;
 - ix. Decide how a person becomes a Member, and how a person ceases being a Member;
 - x. Decide the times and dates for Meetings, and set the agenda for Meetings;
 - xi. Decide the procedures for dealing with complaints;
 - xii. Set Membership fees, including subscriptions and levies;
 - xiii. The Committee has all of the powers of the Society, unless the Committee’s power is limited by these Rules.
- 8.6. Election to Committee
- 8.6.1. Nominations for elected positions on the Committee, including officer-bearers, shall be by way of written nomination signed by a current member and endorsed with the consent of the nominee and given to the Secretary at least seven days prior to the meeting. If there are insufficient nominations to fill the vacant positions on the Committee, verbal nominations may be received at the meeting.
- 8.6.2. Re-election: A retiring Committee Member shall be eligible for re-election.
- 8.6.3. Initial Rotation of Committee members: At the second Annual General meeting of the Community Centre one half of the first appointed Committee members shall retire and at the following Annual General Meeting the other first appointed Committee Members shall retire. Determination of those to retire at the second AGM shall be by agreement of the Committee.
- 8.7. Vacancies in the membership of the Committee may be filled by the remaining Committee.
- 8.8. The office of a Committee Member shall become vacant if that person:
- i. resigns office, or
 - ii. dies or becomes of unsound mind, or
 - iii. is absent from New Zealand for a period of six months or more, or
 - iv. fails to attend [and give reasonable explanation for not attending] three consecutive Committee meetings or,
 - v. becomes a person disqualified from being an officer of a charitable entity in accordance with the Charities Act 2005,

- vi. by three quarters majority vote by the Committee, should that person be deemed to have failed to fulfil the duties of trusteeship.
- 8.9. To act notwithstanding any vacancy: the continuing Committee may act notwithstanding any vacancy in their body but not if their number is reduced below the quorum of members. The retiring member may act for the purpose of increasing the number of members to that number but for no other purpose whatsoever.
- 8.10. The Committee will meet at least every two months. and such meetings may be in person, by video or telephone conference or other formats as the Committee may decide.
- 8.11. The quorum for Committee meetings shall be more than one half of the duly elected members of the Committee.
- 8.12. Notice of Committee Meetings, may, by agreement, be given orally or in writing by the Secretary specifying the object or objects of such meetings to the Committee Members at least seven days prior to the date fixed for the holding of any Meeting. An emergency meeting may be called at shorter notice at the discretion of the Chairperson. It shall not be necessary to give notice of a meeting to a Committee member for the time being absent from New Zealand.
 - 8.12.1. The Chairperson or any two Committee Members may at any time summon a meeting of the Committee outside the scheduled meeting times but with seven days' notice.
- 8.13. Meeting Chairperson: If at any meeting the Chairperson is not present within five minutes after the time appointed for holding a meeting a Chairperson may be elected for that meeting.
- 8.14. If at any meeting, the Secretary is not present within five minutes after the time appointed for holding the meeting a Minute Secretary may be elected for that meeting.
- 8.15. Email/facsimile resolutions: A resolution in writing signed or assented to by email or other form of visible or electronic communication shall be as valid and effectual as if it had been passed at a meeting of the Committee. Any such resolution may consist of several documents of like form each signed by one or more committee members.

9. SUB-COMMITTEES

- 9.1. The Committee may appoint two or more members of their body to be a sub-committee for making any enquiry or for any other purpose. Any such sub-committee may co-opt for the purpose of consultation and advice, any person, including those who are not members of the Community Centre and may terminate such co-option. Sub-committees have the power of 'recommendation only' to the Committee for final approval.
- 9.2. A sub-committee may elect a Chairperson of its meeting and if no such Chairperson is elected or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting the sub-

committee members present may choose one of their number to be Chairperson of the meeting.

9.3. A sub-committee may meet and adjourn as it decides

10. MINUTE BOOK

10.1. All meetings of the Community Centre and of the Committee shall be recorded in the Minute Book, by the Secretary.

11. COMMON SEAL

11.1. The common seal shall be kept by the Secretary at the Registered office of the Community Centre.

11.2. The common seal shall be affixed only by the authority of a decision of the Committee and in the presence of any two members of the Committee.

12. FUNDS AND PROPERTIES

12.1. The funds and property vested in the Community Centre shall be administered by the Committee.

12.2. All money received shall be paid to the credit of the Community Centre at such Trading/Savings bank as the Committee appoints. The Treasurer or other properly appointed person/entity is responsible for all money banked.

12.2.1. The Community Centre's Financial Year shall end on 31 January of each year.

12.3. The signatures of any two of four authorised signatories will be required, to operate Bank accounts, and to sign/endorse cheques and other negotiable instruments. Signatories must be members of the Committee and approved by resolution of the Committee.

12.4. Legacies, endowments, contributions or other gifts of money or other real or personal property may be made to the Community Centre, for either general or specific purposes.

12.5. The Secretary or Treasurer or such other person as may be appointed by the Committee, shall have power to receive and give receipt for all donations, subscriptions, legacies or other monies bequeathed, such receipt shall be an effective discharge for the money or other property therein stated to have been received.

12.6. No part of the income or property of the Community Centre shall be transferred directly or indirectly by way of profit. This does not preclude any payment to a Community Centre Member for services rendered, expenses or goods supplied or by way of interest on monies borrowed from or by way of rent for premises let or leased to the Community Centre by any Community Centre member.

12.7. All payments and disbursements shall be made by the Treasurer or other properly appointed person.

- 12.8. The Community Centre shall have the power to invest money as determined from time to time by the Committee.

13. BORROWING POWERS

- 13.1.1. The Community Centre shall have the power to borrow money from any Bank Body or Person whether by ordinary or secured loan, or by overdraft, or by issue of debentures, or otherwise on such terms and conditions as the Committee shall think fit.

14. AUDITOR

- 14.1. The Financial Accounts of the Community Centre shall be audited at least every two years by an auditor, to be appointed each year at the Annual General Meeting.

15. PECUNIARY GAIN

- 15.1. No members of the Community Centre shall receive or obtain any pecuniary gain, except in the form of salary or honorarium from the property or operations of the Community Centre provided that this rule shall not prevent the payment of reasonable expenses or remuneration to members and those employed by the Community Centre as the Committee shall decide.

- 15.1.1. This clause is restricted to the payment of Professional Services that enables the Community Centre to do its work within the current market rates, without advantage to any member or person/s associated with the Community Centre.

16. ACTIVITIES LIMITED TO NEW ZEALAND

- 16.1. The activities of the Community Centre will be limited to Aotearoa/New Zealand.

17. INDEMNITY

- 17.1. Members of the Committee and Officers of the Community Centre other than the Honorary Auditor are indemnified by the Community Centre against all losses and expenses incurred by them in carrying out their duties except when due to their wilful default.

18. ALTERATION OF THE RULES

- 18.1. This Constitution may be added to, amended or rescinded only by the decision of a three-quarter majority vote at an Annual General or Special General Meeting called for that purpose, provided that no amendment shall be permitted if it adversely affects the Charitable status of the Community Centre, pursuant to the Charities Act 2005.

- 18.2. Any proposed addition or alteration must be sent in writing to the Secretary at the Registered Office of the Community Centre at least one calendar month before an Annual General Meeting of the Community Centre.

19. WINDING UP

- 19.1. If at a General meeting a majority of those present and voting, shall resolve that the Community Centre shall be wound up, a further Special General meeting shall be held not earlier than 30 days after the day of the meeting at which such 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 further Special General Meeting, the Community Centre shall be wound up.
- 19.2. Any and 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 Tauranga, that share similar Charitable objectives.

20. ADOPTION OF CONSTITUTION

- 20.1. This Constitution was adopted by a majority of those present at the first General Meeting of the Community Centre held on 6 December 2006.