

**CONSTITUTION OF THE NORTH EAST VALLEY  
COMMUNITY DEVELOPMENT PROJECT  
INCORPORATED**

**1. NAME**

The name of the society will be 'The North East Valley Community Development Project Incorporated, referred to herein as 'the Society'.

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**2. OBJECTS**

The charitable objects of the Society include:

- 2.1 Enhancing the life of the community, particularly promoting the wellbeing of local children and their families / whanau.
- 2.2 Supporting local organisations and community members to promote, coordinate and collaborate activities in education, health and care, environment, community action and promotion, as well as establish new charitable activities when deemed appropriate by the community.
- 2.3 Provision of a process to identify local needs, establish priorities, evaluate resources, facilitate activities and publicise them under the auspices of the Society.

**3. ACTIVITIES LIMITED TO NEW ZEALAND**

The activities of the Society will be limited to New Zealand.

3.1 The Registered Office of the Society will be at **262 North Road**, Dunedin or at such place as the Executive Committee determines. The Society will advise the Registrar of Incorporated Societies and the Charities Commission of any change of address.

**4. MEMBERSHIP**

4.1 Full membership will be open to organisations, and individuals resident in or working in North East Valley, Dunedin and the families/whanau of pupils and staff of schools and early childhood centres situated within North East Valley, Dunedin whose application for membership is in writing and approved by the Executive Committee.

**For the purposes of membership, 'North East Valley' comprises those suburbs that sit in the valley of the Lindsay Creek, (Gardens Corner, Dalmore, North East Valley, Normanby), and on the flanking slopes of Pine Hill, Mt Cargill and Signal Hill, (Opoho, Mt Mera, Pine Hill and Upper Junction) 3 kilometres to the northeast of the city centre.**

**Those outside this immediate location may join upon application in writing and approved by the Executive Committee.**

4.2 Membership subscriptions will be set at General Meetings and will apply until altered by a subsequent General Meeting

4.3 The Executive Committee in accordance with the Incorporated Societies Act will maintain a register of members.

4.4 Any person may resign membership by written notice to the Secretary.

4.5 Membership will lapse after three (3) months if the annual subscription is not paid. All property of the Society held by the member must be returned forthwith.

**5. DISPUTES**

- 5.1 Any **member** may make a complaint to the Executive Committee if they consider the conduct of another person hinders the attainment of any object of the Society. Every such complaint must be in writing and addressed to the Secretary.
- 5.2 If the Executive Committee considers that there is sufficient substance in the complaint, the person in respect of whom the complaint has been made may be invited to attend a meeting of the Executive Committee to offer a written and/or oral explanation.
- 5.3 The Executive Committee will give the persons it considers to be affected, at least fourteen (14) days written notice of the meeting. The notice will:
  - 5.3.1 sufficiently inform the persons affected of the complaint so that an explanation may be made.
  - 5.3.2 inform the persons of the Executive Committee's right to terminate any contract or expel any person if not satisfied with the explanation given.
- 5.4 If the Executive Committee decides to terminate any contract or expel any person, then their contract or membership will cease immediately, and all property of the Society held by the member must be returned forthwith.
- 5.5. The Executive Committee may, of its own volition, initiate a complaint.

### 3. 6. GENERAL MEETINGS

- 6.1 The term "General Meeting" includes both an Annual General Meeting and a Special General Meeting.
- 6.2 The quorum for a General Meeting will be a minimum of 20 members present in person at the start of and throughout the meeting.
  - 6.2.1 "present in person" is defined in these rules as physically present, or in agreed circumstances by the executive committee, through electronic communication tools.
- 6.3 **Twenty-one (21)** days notification of each General Meeting will be given to all members.
- 6.4 Notification of the General Meeting will specify the time, date and place of the meeting. Notification will also describe in a general way all the matters that will arise to be considered and specify what further and more detailed information on these matters is available from. Full information will be circulated concerning any proposed amendments to the Constitution.
- 6.5 All questions will if possible be decided by consensus. However, where a consensus decision cannot be reached on a matter, the decision will, unless otherwise specified in this constitution, be made by a majority vote.
- 6.6 Voting will be by a show of hands unless members indicate an alternative preference.
- 6.7 The current Chairperson of the Executive Committee, or her/his nominee will chair the meeting.
- 6.8 Resolutions passed at any general meeting will be conclusive and binding on all members of the Society, whether present at the meeting or not.

### 7. ANNUAL GENERAL MEETING

- 7.1 The Annual General Meeting will be held before the 30<sup>th</sup> of June each year.
- 7.2 The Annual General Meeting will carry out the following business:
  - 7.2.1 receive the minutes of the previous Annual General Meeting and of any General Meeting held since the last Annual General Meeting.

- 7.2.2 receive the Executive Committee's report on the activities of the over the last year and the priorities, plans and directions for the forthcoming year.
- 7.2.3 receive the balance sheet and statement of income and expenditure for the past year.
- 7.2.4 elect the Chairperson, the Secretary, the Treasurer and up to eight (8) members of the Executive Committee.
- 7.2.5 appoint an Auditor of the accounts or an independent appropriately qualified person to review the accounts annually, if required.
- 7.2.6 set the annual subscription for the ensuing year.
- 7.2.7 conduct any other business.

## **8. SPECIAL GENERAL MEETINGS**

- 8.1 Special General Meetings may be called by the Executive Committee at any time, or by a written request from not less than ten (10) members of and delivered to the Secretary. The meeting will be called within seven (7) days of the meeting request.

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## **9. THE EXECUTIVE COMMITTEE**

The Executive Committee shall administer, manage and control the Society from the end of the Annual General Meeting until the end of the next.

- 9.1 The Executive Committee will comprise no less than seven (7) and no more than twelve (12) members from which a Chairperson, Treasurer, and Secretary will be elected at the Annual General Meeting. The Executive Committee will be comprised of:
  - Up to eight (8) other board members elected at the Annual General Meeting
  - Up to three (3) members appointed by the Executive Committee for the purposes of achieving a better representative mix or a better skill base for the Executive Committee.
  - While the Valley Project offices are resident on North East Valley Normal School grounds, one member can be appointed from the school community with the approval of the Board of Trustees of the North East Valley School.
- 9.2 Any position on the Executive can be filled by a collective of two people, only one of whom will have voting rights at an Executive Committee meeting.
- 9.3 The Executive Committee will have the right to fill any vacancies immediately after the Annual General Meeting or any vacancies that arise in the Executive Committee during the course of the financial year.
- 9.4 Executive Committee members may resign with one month's notice., Executive Committee members will be eligible for re-election at the same and subsequent Annual General Meetings. Newly elected Executive Committee members will take office immediately upon their election for a two year term.
- 9.5 Nominations for positions on the Executive Committee, shall be made in writing, endorsed with the consent of the nominee and given to the Returning Officer not less than seven (7) days before the date fixed for the Annual General Meeting. If there are five (5) or fewer written nominations for the Executive, up to three (3) oral nominations may be received at the Annual General Meeting, provided that no member will be elected who had not consented to be nominated.
- 9.6 Any Executive Committee member can be removed by resolution at a General Meeting called for the purpose. The Executive Committee member will have the opportunity to present a case either orally or in writing. Voting will be by secret ballot and through obtaining a majority vote.

## **10. Procedure for Executive Committee Meetings**

The procedure for Executive Committee meetings will be as follows:

- 10.1 A quorum will be at least half of the members of the Executive Committee.
- 10.2 If a member of the Executive Committee does not attend three consecutive meetings without leave of absence, that member may be removed from the Executive Committee, by resolution of the Executive Committee.
- 10.3 The Executive Committee will strive to seek consensus. In the event that a consensus cannot be reached then a decision will be made by a majority vote by show of hands, unless members request an alternative preference.
- 10.4 The Chairperson or the Chairperson's nominee will chair each meeting.
- 10.5 The Executive Committee will meet at least **seven (7)** times every year, **at such times and places and in such a manner (including electronically), as the Executive Committee thinks fit.**
- 10.6 The Executive Committee will at all times be bound by the decisions of members at General Meetings.

## 11. POWERS

- 11.1 For the purposes of the charitable objectives of the Society, it has the power to use its funds as the Executive Committee deems 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 Relations Act 2000 or any subsequent enactment.
- 11.2 The Executive Committee has the power 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 Executive Committee thinks necessary or proper for the purpose of attaining the charitable objectives of the Society and to sell, exchange, let, bail or lease, with or without option of purchase or, in any other manner, dispose of such property, rights or privileges.
- 11.3 The Executive Committee may invest surplus funds in any way permitted by law for the investment of charitable funds and upon such **prudent** terms as the Executive Committee thinks fit.
- 11.4 The Executive Committee may 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 **prudent** terms as to priority or otherwise as the Executive Committee thinks fit.
- 11.5 The Executive Committee has the right to do any things, which may from time to time appear necessary or desirable to the Executive Committee to give effect to and attain the Charitable Objects of the Society.
- 11.6 The Executive Committee has the right to make, alter and rescind regulations for the internal conduct of Society, which are consistent with the Rules.

## 12. POWER TO DELEGATE

- 12.1 The Executive Committee may from time to time **appoint any person or sub-committee for a specific purpose, and for a specified time**, and may delegate any of its powers and duties to any such person or sub-committee. The sub-committee or may without confirmation by the Executive Committee exercise or perform the delegated duties in the same way and with the same effect as the Executive Committee could itself have done.
- 12.2 Any sub-committee or person to whom the Executive Committee has delegated powers or duties will be bound by the constitutional terms of the Society and any terms or conditions of the delegation set by the Executive Committee.

- 12.3 The Executive Committee will be able to revoke such delegation at will, and no such delegation will prevent the exercise of any power or the performance of any duty by the Executive Committee.
- 12.4 It will not be necessary for any person who is so appointed to be a member of any such committee, or to whom such delegation is made, to be a member of the Executive Committee.

### **13. INCOMES, BENEFIT OR ADVANTAGE TO BE APPLIED TO CHARITABLE PURPOSES**

- 13.1 Any income, benefit or advantage will be applied to the charitable purposes of The North East Valley Community Development Project.
- 13.2 No member or person associated with a member of will derive any income, benefit or advantage from where they can materially influence the payment of the income, benefit or advantage except where that income, benefit or advantage is derived from:
- 13.2.1 professional or other contractual services to be rendered in the course of business charged at no greater rate than current market rates; or
- 13.2.2 Interest on money lent at no greater rate than current market rates.

### **14. ALTERATION OF THE CONSTITUTION**

- 14.1 The Constitution of may be altered, added to or rescinded, by a two-thirds majority, at any General Meeting provided that notice in writing setting out such alteration, addition or rescission has been circulated to members not less than fourteen (14) clear days prior to this meeting.
- 14.2 No alteration, addition or rescission of the following clauses; Objects (Clause 2) Membership (Clause 4) Incomes, Benefit or Advantage to be applied to Charitable Purposes (Clause 12) or Winding Up (Clause 17), will be permitted without the prior consent of the Registrar of Incorporated Societies and the Charities Commission.
- 14.3 The Committee will within one (1) month register any such alteration, addition or rescission with the Registrar of Incorporated Societies and the Charities Commission.

### **15. INDEMNITY**

- 15.1 No Officer or member of the Executive shall be liable for the acts or defaults of any other Officer or member of the Executive or any loss occasioned thereby, unless occasioned by their wilful default or by their wilful acquiescence.
- 15.2 The Officers, Executive and each of its members shall be indemnified by the Society for all liabilities and costs incurred by them in the proper performance of the functions and duties, other than as a result of their wilful default.

### **16. FINANCIAL ARRANGEMENTS**

- 16.1 The financial year of will be from April 1st in one year to March 31<sup>st</sup> in the following year.
- 16.2 The Executive Committee may fix from time to time procedures for the handling of money and transactions of the Society. Such procedures shall be binding on all persons acting on behalf of the centre.
- 16.3 All cheques or electronic payments drawn upon the bank account of The Society will be signed by a minimum of two (2) so authorised members of the Executive Committee. There shall be no more than 4 authorised signatories at any one time. No cheques or electronic payments shall be authorised or presigned in advance of actual payment being made.
- 16.4 All investment of funds must be authorised by the Executive Committee.

### **17. COMMON SEAL**

- 17.1 The Common Seal of will be kept in the custody and control of the Secretary.
- 17.2 When required, the Common Seal will be affixed to any document following a resolution of the Executive Committee and will be signed by the Chairperson and one other person appointed by the Executive Committee.

**18. WINDING UP**

- 18.1 The may be wound up, liquidated or dissolved in any way provided for in the Incorporated Societies Act 1908.
- 18.2 Any assets will be distributed among such charities registered with the Charities Commission and that have similar charitable objectives to the Society within Otago, and will be decided at a General Meeting convened for the purpose, and according to the provisions of the Incorporated Societies Act 1908.

**Declaration of Adoption of Rules**

**The Executive Committee of the Society** acknowledges that this document is the true and correct Constitution of The, as approved at the General Meeting held on:  
 Date: 19 June 2019

**Signed:**

**Name:**

**Position:**

**Date:**

**Before me: \_\_\_\_\_ (Justice of the Peace)**

**At: \_\_\_\_\_ this \_\_\_\_\_ day of \_\_\_\_\_ 2020**

**“This is the document marked “A” referred to in the annexed declaration of made at  
 ..... this ..... day of ..... 2020**

**Before me”**

Signed ..... Justice of the Peace / Barrister and Solicitor of the High Court of New Zealand.