

Connecting Communities Wairarapa Incorporated

CONSTITUTION AND RULES

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TABLE OF CONTENTS

- Constitution and Rules.....1**
- 1.0 Name3**
- 2.0 Interpretation.....3**
- 3.0 Purpose.....3**
- 4.0 Principles4**
- 5.0 Activities limited to New Zealand.....4**
- 6.0 Registered office4**
- 7.0 Appointment of the board5**
- 8.0 Composition and tenure of the board5**
- 9.0 Role of the board6**
- 10.0 Powers of the board.....7**
- 11.0 Annual meetings8**
- 12.0 Board meetings8**
- 13.0 Quorum at meetings9**
- 14.0 Custody and use of the common seal9**
- 15.0 Control of funds10**
- 16.0 Financial year10**
- 17.0 Annual accounts.....10**
- 18.0 Interpretation of rules.....11**
- 19.0 Alteration to rules11**
- 20.0 Voluntary liquidation11**

1.0 NAME

1.1 The name of the Trust shall be “Connecting Communities Wairarapa Incorporated” known in these rules as CCW.

1.2 Connecting Communities is Incorporated as a Board under the Charitable Trust Act 1957.

1.3 CCW was initially established as an Incorporated Society by the Masterton community in 1995 as the Masterton Safer Community Council, with the name changing to Masterton Safe and Healthy Community Council in 2003 and became a trust in 2010 with the Incorporated society subsequently dissolved. The name changed to Connecting Communities Wairarapa in early 2014 to avoid confusion with similarly named groups.

2.0 INTERPRETATION

2.1 “Person” includes an organisation or corporate body.

2.2 “She or he” shall be read as “she”, “he”, “it” or they where appropriate.

2.3 The singular shall also be read as the plural where appropriate.

3.0 PURPOSE

The objects for which the Trust is established are as follows:

3.1 To collaborate with the initiatives of central and local government agencies and community groups working to enhance community safety and well-being in the Wairarapa region.

3.2 To provide a forum in which these agencies and groups can discuss issues and concerns and plan strategies and promote new initiatives to address them.

3.3 To foster and advocate for local initiatives for the enhancement of community safety and well-being and any other thing that that will lead to strong communities.

3.4 To subscribe to become a member of, affiliate to, and co-operate with any other organisation whose objects are altogether or in part similar to those of the Trust.

3.5 To do all such things as are incidental or conducive to the attainment of the above objects.

4.0 PRINCIPLES

In particular, the Trust will:

4.1 Provide support and assistance through community development.

4.2 Ensure that its services are appropriate, efficient and effective, and enable individuals and communities to assist themselves to be self-sufficient.

4.3 Encourage active involvement in the development and delivery of such services.

4.4 Focus on outcomes which make a positive contribution to our communities.

4.5 Recognise the spirit and intent of Te Tiriti o Waitangi and its significance as a founding agreement for New Zealand.

4.6 Provide other support and assistance consistent with this charitable purpose.

4.7 Operate at all times in accordance with the law.

5.0 ACTIVITIES LIMITED TO NEW ZEALAND

5.1 The activities of the Trust will be limited to New Zealand.

6.0 REGISTERED OFFICE

6.1 The registered office shall be Connecting Communities Wairarapa, 2 Bannister Street, Masterton, or at such place as shall be determined by the Board from time to time.

7.0 APPOINTMENT OF THE BOARD

The Board shall be appointed as follows:

7.1 When appointed trustee numbers fall below nine (9) for any reason, including terms of office being completed, a vacancy is said to occur.

7.2 When a vacancy occurs, a Board Appointments Panel shall be formed to select a new candidate or candidates suitable for appointment through a process detailed in Board policies.

7.3 The recommendation of the Board appointments Panel shall be referred to the next meeting of the Board for decision.

8.0 COMPOSITION AND TENURE OF THE BOARD

The composition and tenure of the Board shall be as follows:

8.1 The Board shall consist of not more than nine (9) appointed trustees.

8.1.1 The Board may also co-opt not more than two (2) persons for a limited time (not more than two years) for a specific purpose.

8.1.2 Co-opted trustees shall enjoy the rights and responsibilities of a full trustee.

8.2 Seven appointed positions as follows:

1. Child, Youth and Family Service (Manager Wairarapa)
2. Health Sector (Representative)
3. Masterton District Council (Representative)
4. NZ Police (Wairarapa Area Commander)
5. Ngati Kahungunu ki Wairarapa (Appointee)
6. Rangitane O Wairarapa (Appointee)
7. Wairarapa Rural Education Activities Programme (Director)

8.2.1 Representatives other than from the named positions will be ratified by the CCW Board before commencing their appointment.

8.3 The remainder to be appointed by the Board to achieve balance in the skills and make-up of the Board. Balance includes ethnicities, community coverage and community linkages and any other matter the Board determines.

8.3.1 Each trustee appointed under 8.3 shall hold office for a two-year term, after which time the person will be eligible for further appointment.

8.3.2 When a person is appointed under 8.3 to fill a casual vacancy, their term of office is that period required to complete the term of the person they are replacing, which will be less than two (2) years.

8.4 Half of the trustees appointed under 8.3 shall complete their term of office each year in rotation and will be able to offer themselves for re-appointment.

8.5 The Manager of CCW will be in attendance at Board meetings.

8.6 Any person in attendance (eg 8.5) will not have voting rights and may be asked to leave meetings for 'in committee' discussions.

8.7 The following office bearers shall be elected from within the Board at the first meeting of the Board immediately following each Annual Meeting:

8.7.1 Chairperson

8.7.2 Deputy Chairperson

8.8 Full-time and part-time permanent staff members of CCW shall not be eligible to be appointed to the Board.

8.9 A Trustee will immediately cease to be a member of the Board when he or she resigns in writing; is an undischarged bankrupt; is convicted of an offence with a maximum penalty of two years imprisonment or is convicted for dishonesty in the last seven years; misses three consecutive meetings without formal leave of Board or dies.

9.0 ROLE OF THE BOARD

The role of the Board shall be:

9.1 To provide effective leadership to carry out and give effect to the purposes of CCW.

9.2 To control, administer and manage the affairs and property of CCW.

9.3 To appoint a Manager to manage the affairs of CCW on such terms and conditions as may be.

9.4 To appoint sub-committees or ad-hoc committees as the Board may from time to time determine for carrying out its purposes.

9.5 To adopt and regularly review a strategic plan for CCW.

9.6 To adopt and maintain an annual business plan, financial budget, appropriate policies and to monitor performance against them.

9.7 To report to Wairarapa communities annually on the activities of CCW in an open and forthright manner.

9.8 To formally engage with the wider community on issues relating to its work at least once each year.

9.9 To do all other lawful things which are not prohibited by these rules that may be necessary or desirable in the opinion of the Board for the carrying out and performance of the purposes.

10.0 POWERS OF THE BOARD

The powers which may be exercised by the Board in the furtherance of its stated purposes shall be as follows:

10.1 To purchase, lease, or otherwise acquire land, buildings and other real and personal property and to sell, demise, exchange and otherwise deal with the same.

10.2 To borrow or raise money, with or without security, and to secure payment of monies so secured by mortgage or debenture over, or charge upon, or by pledging security of all or any of its real or personal property.

10.3 To do all such other things as in the opinion of the Trustees may be incidental or conducive to the attainment of the purposes of CCW.

10.4 All income and property of CCW shall be applied toward the attainment of the purposes of CCW as set forth in these rules in such a manner as the Board of Trustees thinks fit and by way of trustee investment or otherwise.

10.5 To alter any of the rules set forth in this schedule in the manner set forth in rule 20 but not to alter rule 20, without reference to the Charities Commission or the Inland Revenue Department.

10.6 CCW shall issue a policy document of 'Delegated Authorities' and review and confirm the said policy annually.

10.7 To use the funds of the Trust as the Trust may consider necessary or proper in payment of costs and expenses of furthering or carrying out the objects of the Trust or any of them including the employment of counsel, solicitors, agents, officers and servants as shall appear necessary or expedient.

10.8 To invest monies not immediately required upon such securities as may from time to time be determined by the Board of the Trust.

11.0 ANNUAL MEETINGS

11.1 An annual Meeting of CCW must be held within five (5) months after the end of the Financial Year.

11.2 At least (14) days' notice of the Annual Meeting shall be publicly advertised prior to the date of the meeting, specifying the place, day and the hour and any special business to be transacted. Notice shall also be given to all staff of CCW using any appropriate means.

11.3 CCW shall at its Annual Meeting present a report dealing with affairs of CCW supported by an audited Financial Statement of CCW during the preceding financial year as in 17.1.

12.0 BOARD MEETINGS

12.1 The Chairperson of the Board may convene meetings to be held at such places and times as he or she determines for the effective performance of the functions of the Board.

12.2 If so requested by written notice by five trustees or more, the Chairperson of the Board shall convene a meeting. Such written requests shall state the business of the meeting.

12.3 If there is no Chairperson of the Board or for any reason the Chairperson is not available, the Deputy Chairperson of the Board has the powers and duties of the Chairperson under (i) to (iii) above and references in those points to the Chairperson shall be construed as references to the Deputy Chairperson.

12.4 If the Chairperson is not present at a meeting but the Deputy Chairperson is present, the Deputy Chairperson shall preside.

12.5 If neither the Chairperson nor the Deputy Chairperson is present at a meeting, the trustees present shall appoint one of their number to preside.

12.6 Every question before a meeting shall be decided by a majority of the votes cast by the trustees present.

12.7 The Board will meet at least six (6) times every year.

12.8 Meetings of the Board and its sub-committees may take different forms, including in person, teleconferencing, postal use or any other electronic or other means as agreed by the Board.

12.9 All decisions of the Board and its sub-committees are to be minuted and copies forwarded to each trustee within fourteen (14) days. The Board Secretary will keep formal minute books for all Board and sub-committee meetings.

13.0 QUORUM AT MEETINGS

13.1 Each Board meeting and all subcommittee meetings should have one more than half of its current approved membership. If the quorum is not reached the Chairperson, with the approval of those present, may conduct the business of the meeting but will refer any resolutions to the next meeting for ratification by a quorum or at such point during the meeting when a quorum is achieved.

14.0 CUSTODY AND USE OF THE COMMON SEAL

14.1 The common seal of CCW shall be kept in the custody at the registered office of CCW and shall be used only on the authority of a resolution of the board of the CCW. Such authority may be approved retrospectively. Every instrument to which the seal is affixed shall be signed by any two persons holding office of:

14.1.1 Chairperson of the Board

14.1.2 Deputy Chairperson of the Board

14.1.3 The Manager

14.1.4 One other nominated trustee

14.2 Each signature must be made in the presence of a trustee.

14.3 The use of the Common Seal must be reported to the next meeting of the Board.

15.0 CONTROL OF FUNDS

15.1 All monies received by or on behalf of CCW shall be paid to the credit of CCW with the designated bank at its branch or such other bank or savings bank or security from time to time fixed by the board.

15.2 All financial transactions of CCW shall be in accordance with 'Financial Controls' policies established and documented by the Board.

15.3 The income and property of CCW, however derived, shall be applied solely towards the promotion of the purposes of the CCW.

15.4 No portion of that income shall be paid or transferred directly or indirectly to the trustees of CCW, provided that nothing shall prevent the payment in good faith of reasonable remuneration to any officer or servant of CCW.

16.0 FINANCIAL YEAR

16.1 The financial year of CCW shall be a year beginning 1st July and ending 30th June in each year.

17.0 ANNUAL ACCOUNTS

17.1 CCW must present annual financial accounts within five months following the balance date using auditor selected by the Board.

17.2 The auditor will report to CCW Board.

17.3 The auditor will return the financial statements to CCW with the audit certificate.

17.4 The duly authorised financial statement and accompanying certificate will form part of the Annual Report.

17.5 Copies of the Financial Statement and Annual Report must be held at the registered office of CCW and made publicly available as per Clause 9.7

18.0 INTERPRETATION OF RULES

18.1 Any question arising as to the interpretation of these rules or any question arising on any subject within the scope of CCW's authority shall be decided by a duly constituted meeting of the Board whose decision shall be final and whose decision shall be duly recorded in the minutes of meetings of the Board.

19.0 ALTERATION TO RULES

19.1 CCW may add to, amend, alter or rescind any of its rules at a meeting of the Board (subject to 20.2) provided that no addition, amendment, alteration or rescission of Clause 10.5 of these rules shall be permitted which would result in CCW being declared non-charitable by the Charities Commission and the Commissioner of Inland Revenue.

19.2 Any changes to the rules of the CCW Trust may not be made without 75% of the Trustees agreeing to such changes.

20.0 VOLUNTARY LIQUIDATION

The following procedures shall be adopted if CCW wishes to go into voluntary liquidation:

20.1 All actions must be consistent with Section 24 of the Charitable Societies Act 1957.

20.2 That upon the voluntary winding up or dissolution of CCW all surplus assets after the payment of all costs, debts and liabilities shall be disposed of as in clause 20.3.

20.3 Funds and Assets will be paid to or given to a charitable organisation or organisations in New Zealand consistent with the charitable purposes of CCW, as determined by the Board, that are eligible for exemption from income tax under section CW41/42 of the Income Tax Act 2007.

Motion:

That this Meeting of Masterton Safe and Healthy Board now called Connecting Communities Wairarapa adopt the changes to the Constitution and Rules of this Trust as discussed, and presented here with the document dated 11th February 2013 and Marked 'A'

Moved by Lyn Patterson, Trustee

Seconded by Brent Register, Trustee

Dated 12th February 2014