

CONSTITUTION

OF

THE FRIENDS OF PUKEKURA PARK
NEW PLYMOUTH INCORPORATED

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Certificate of Incorporation 669176

1. NAME OF SOCIETY

The name of the Society is “The Friends of Pukekura Park, New Plymouth Incorporated”

The Society was incorporated on 17 January 1996.

This constitution was adopted on 23 March 2017.

2. INTERPRETATION

In this constitution, except in so far as the context or subject matter otherwise indicates or requires:

- a. “the Society” means the Society referred to in clause 1.
- b. “the Park” means that area known as Pukekura Park, and including Brooklands Park.
- c. “the Committee” means the Committee appointed pursuant to clause 6.

Words importing the singular number include the plural number and vice versa; words importing only the masculine gender shall include the feminine.

3. OBJECTS

The objects of the Society are:

- a. To safe-guard the special nature of the Park (a watch-dog role).
- b. To disseminate information on the Park to the public and act as a channel for public opinion (a consultative role).
- c. To enable and encourage active support and promotion for the Park and its features (an educational, and “hands on” role).
- d. To foster generally the on-going maintenance, development and survival of the Park.

4. MEMBERSHIP

The categories of membership are:

- a. Honorary Life
- b. Individual
- c. Family
- d. Student

The minimum number of members shall be ten (10). If numbers fall below 10, the Society’s affairs shall go into recess until the membership again reaches the minimum.

The committee may vary, remove, or add to these categories and determine other categories.

Honorary Life Member; any individual who, on the grounds of service rendered to the Park, has been nominated by a member of the Society in general meeting to membership for life. Such member shall not be liable for payment of any subscription but shall be entitled to vote and otherwise exercise the rights of an individual member.

Individual Member; any individual, partnership or kindred body shall be eligible for membership as an individual member. Any member not an individual shall act by a representative appointed by it

and notified to the Society and such representative shall be entitled to vote and otherwise exercise the rights of a member who is an individual.

Family Member; one adult with children under 18 years of age, or two adults with or without children under 18 years of age living together as a family, shall be eligible for family membership. At any meeting of the Society a named family member shall be entitled to vote.

Student Member; any individual who presents evidence of enrolment in any full-time study course approved by the committee shall be eligible for membership as a Student Member. A Student Member upon leaving such course shall cease to be a Student Member but may upon payment of the appropriate subscription be eligible to be admitted to any other appropriate category of membership.

Membership commences when the Committee has approved application for membership and the applicant has paid the appropriate subscription. The Committee shall not be bound to give any reason for refusing to admit any applicant to membership, and the decision as to admission shall be entirely within the absolute discretion of the Committee.

Membership ceases upon the receipt by the Committee of the written resignation of a financial member, or when the Committee resolves that a member whose subscription is more than 6 months in arrears shall no longer be a member.

Conflicts of Interest; With respect to any business or matters of the Society a member shall declare any potential or actual conflict of interest between their personal affairs and those of the Society .Such declarations shall be discussed and managed by the committee and recorded by the Secretary . The Chairperson may rule whether or not such member may vote on any such conflicting business.

If the Committee is of the opinion that the conduct of a member has been detrimental to the interests of the Society, it may by resolution suspend or terminate the membership as it feels fit. No such resolution shall be passed until the member concerned has been afforded the opportunity of showing just cause why suspension or termination of membership should not be proceeded with.

No member shall have any claim on any assets of the Society.

5. SUBSCRIPTIONS

Individual, Family and Student members shall pay an annual subscription.

The subscriptions shall be such sums as the Annual General Meeting shall determine.

Subscriptions shall be paid in advance of any month of the year determined by the Committee.

6. MANAGEMENT OF THE SOCIETY

The Society shall have a Managing Committee (“the Committee”), comprising the following Officers and persons:

- a. The Chair/President.
- b. Immediate Past President.
- c. Vice President
- d. The Secretary.
- e. The Treasurer.

- f. Such other members as the Society shall decide. A member may hold more than one position as an Officer.

Only members of the society may be Committee Members.

There shall be a minimum of three Committee Members, in addition to the Officers. (ie Eight (8) persons)

Provided that:

- g. The Committee shall have power to fill any casual vacancy of any elected member until the next Annual General Meeting.
- h. Should insufficient nominations be received, nominations may be received at that meeting. If more than sufficient nominations are received an election by secret ballot shall be conducted at the meeting.
- i. A member of the Committee vacates that position by:
 - i. Resignation by notice given in writing to the Committee, or oral notice at a meeting of the Committee; or
 - ii. Cessation of membership of the Society; or
 - iii. Absence from three consecutive meetings of the Committee without obtaining leave of absence from the Committee, or tendering an apology; or
 - iv. Incapacity for any reason to perform Committee duties (as moved by a majority vote of the Committee) and ratified at a subsequent Society meeting

7. NOMINATION OF COMMITTEE MEMBERS

Nominations for members of the Committee shall be called for at least 28 days before an Annual General Meeting. Each candidate shall be proposed and seconded in writing by Members and the completed nomination delivered to the Secretary. Nominations shall close at 5pm on the last day before the Annual General Meeting, unless insufficient nominations have been received in which case they can be taken from the floor at the meeting.

If the position of any Officer or Committee becomes vacant between Annual General Meetings, the Committee may appoint another Member to fill that vacancy until the next Annual General Meeting.

If any Committee Member is absent from three consecutive meetings without leave of absence the Chair/President may declare that person's position to be vacant.

8. ROLE OF THE COMMITTEE

The role of the Committee is to:

- a. Administer, manage, and control the Society;
- b. Carry out the purposes of the Society, and use money or other assets to do that;
- c. Manage the Society's financial affairs, including approving the annual financial statements for presentation to the Members at the Annual General Meetings;
- d. Set accounting policies in line with generally accepted accounting practice;
- e. Delegate responsibility and co-opt members where necessary;
- f. Ensure that all Members follow the Rules;
- g. Decide how a person becomes a Member, and how a person stops being a Member;
- h. Decide the times and dates from Meetings, and set the agenda for Meeting;

- i. Decide the fair procedures for dealing with complaints, misconduct, discipline or grievances ;
- j. Set membership fees, including subscriptions and levies; and
- k. Make regulations.

The Committee has all of the powers of the Society, unless the Committee's power is limited by these Rules, or by a majority decision of the Society.

All decisions of the Committee shall be by a majority vote. In the event of an equal vote, the Chair/President shall have a casting vote, that is, a second vote.

Decisions of the Committee bind the Society, unless the Committee's power is limited by these Rules or by a majority decision of the Society.

The Committee in accordance with the aims of the Society, shall request the New Plymouth District Council to appoint a Liaison Officer, to ensure communication between the Society and the Council; such Officer to be entitled to attend Committee Meetings by invitation of the Committee, and to exercise a vote.

The Committee shall cause Minutes to be kept recording all resolutions and proceedings of General Meetings of the society and of meetings of the Committee, and shall cause such Minutes to be submitted for confirmation at the next meeting of the Society or of the Committee, as the case may be, and for signature by the chairperson.

9. ROLES OF COMMITTEE MEMBERS

The Chairperson is responsible for:

- a. Ensuring that the rules are followed;
- b. Convening Meetings and establishing whether or not a quorum is present;
- c. Chairing Meetings, deciding who may speak and when;
- d. Overseeing the operation of the Society; and
- e. Providing a report on the operations of the Society at each Annual General Meeting.

The Secretary is responsible for:

- f. Recording the Minutes of the Meetings and declarations of interest;
- g. Keeping the Registrar of Members;
- h. Holding the Society's records, documents, and books except those required for the Treasurer's functions;
- i. Receiving and replying to correspondence as required by the Committee;
- j. Forwarding the Annual Financial Statements for the Society to the Registrar of Incorporated Societies and Charities Commission upon their approval by the Members at an Annual General Meeting; and
- k. Advising the Registrar of Incorporated Societies and Charities Commission of any rule changes.

The Treasurer is responsible for:

- l. Keeping proper accounting records of the Society's financial transactions to allow the Society's financial position to be readily ascertained;

- m. Preparing annual financial statements for presentation at each Annual General Meeting. These statements should be prepared in accordance with the Societies' accounting policies (see 8.d);
- n. Providing a financial report at each Annual General Meeting; and
- o. Providing financial information to the Committee as the Committee determines.

10. COMMITTEE MEETINGS

Committee meetings may be held via video or telephone conference, or other formats as the Committee may decide.

No Committee meeting may be held unless more than half of the Committee Members attend.

The Chair/President shall chair Committee Meetings, or if the Chair/President is absent, the Committee shall elect a Committee Member to chair that Meeting.

Decisions of the Committee shall be by majority vote.

The Chair/President or person acting as Chair/President has a casting vote, that is, a second vote.

Only Committee Members present at a Committee Meeting may vote at that Committee Meeting.

Subject to these rules, the Committee may regulate its own practices.

The Chair/President or his nominee shall adjourn the meeting if necessary.

Adjourned Meetings:

If within half an hour after the time appointed for a meeting a quorum is not present the meeting, if convened upon requisition of members, shall be dissolved;

In any other case, it shall stand adjourned to a day, time and place determined by the Chair/President of the Society, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments; and

The Chair/President may with the consent of any Society meeting adjourn the same from time to time and from place to place.

11. MEETING

The Society shall hold an Annual General Meeting within three months of the end of each financial year.

The Committee may at any time convene a Special General Meeting and shall convene such a meeting on the written request of five members of the Committee, or ten members of the Society, the request in either case to state the nature of the business to be discussed.

Not less than fifteen (15) days' notice of the Annual General Meeting or of any Special General Meeting shall be given to all members posted or email, or suitable electronic advice, to their last known address but any accidental omission to give notice to any member shall not invalidate the meeting. The date of receipt shall be deemed to be two days after sending.

Voting by proxy at any General Meeting or meeting of the Committee is not allowed.

At the Annual General Meeting the Committee shall present a written report on the activities in the preceding 12 months and on the financial position of the Society. A copy of the activities report shall be forwarded to the New Plymouth District Council, and a copy to the liaison officer.

The business for the Annual General Meeting shall include:

- a. Consideration of the minutes of the previous Annual General Meeting and of any unconfirmed minutes of any previous Special General Meeting;
- b. Consideration of the Chair/President's or Committee's annual report;
- c. Election of the Committee;
- d. Business of which written notice has been given not less than 10 days before the meeting by post or email to the Secretary; and
- e. Any other business which a majority of the members present at the meeting considers should be dealt with.

The business to be dealt with at any Special General Meeting shall be confined to:

- a. Consideration of any unconfirmed minutes of a previous Special General Meeting; and
- b. Business of which written notice has been given at least 10 days before the meeting by post or email to the Secretary.

In voting at a General Meeting, Members of all categories shall be entitled to one vote only, which, except for the purpose of an election, shall be cast on the voices or by a show of hands. The Chairperson of a meeting has, however, a casting vote as well as a deliberative vote (see clause 12).

12. CHAIRPERSON

The chairperson at all General Meetings shall be the President, in whose absence the Vice President (or if unavailable some other member of the Committee chosen by the meeting) shall take the chair.

The Committee shall elect a Chairperson from its members.

13. QUORUM

The quorum at a General Meeting shall be ten members.

The quorum at a meeting of the Committee shall be five members.

14. FINANCIAL YEAR

The financial year of the Society shall be from 1 February to 31 January.

All monies of the Society shall be banked in such bank or banks as the Committee shall from time to time determine.

Cheques drawn on the Society's account are to be signed by any two of the management Committee, or delegated Committee Members.

15. ASSURANCE ON THE FINANCIAL STATEMENTS

The accounts, books and all financial records of the Society shall be reviewed by an independent and competent person as appointed at the Annual General Meeting.

16. USE OF INCOME AND OTHER FUNDS

No part of the income or other funds of the Society may be used for the private pecuniary profit of any member nor used for any purpose that is not charitable in law.

Notwithstanding clause 17 no addition to or alteration of the non-profit aims, personal benefit clause or the winding up clause shall be made which affect the tax-exempt status. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

17. ALTERATION OF CONSTITUTION

An alteration of this constitution may be made only at an Annual General Meeting or at a Special General Meeting called for this purpose, and subject to the following conditions:

- a. Notice of the proposed alteration must be given to the members in writing not less than twenty one (21) days before the meeting.
- b. The Annual General Meeting or a Special General Meeting must approve of the alteration by a two-thirds majority of those present.

18. OFFICE OF THE SOCIETY

The office of the Society shall be a Post Box or such other place as the Committee shall from time to time determine.

19. COMMON SEAL

The Committee shall provide a Common Seal which shall incorporate the name of the Society. The Common Seal shall be under the control of the committee and shall be affixed to any document only under the direction of the Committee and in the presence of the President or Vice President and one other member of the Committee who shall sign every instrument to which the Seal of the Society is so affixed in their presence. The Seal shall be in the custody of the Honorary Secretary.

20. INDEMNITY OF OFFICERS

No officer of the Society shall be liable for the acts, receipts, neglects or defaults of any other officer of the Society or for any loss occasioned by any error of judgement or oversight on his/her part or for any other loss damage or misfortune whatsoever, which shall happen in the execution of the duties of his/her office or in relation thereto unless the same happen through his/her wilful default or dishonesty.

21. DISSOLUTION

The Society may be dissolved by resolution passed at a general meeting and confirmed by a second Special General Meeting called solely for that purpose and otherwise in accordance with the Incorporated Societies Act 1908 or other superseding Legislation. Upon the dissolution of the Society, and after payment of the Society's debts the assets of the Society shall be transferred by the appropriate last Officers of the Society to the New Plymouth District Council, for expenditure specifically on Pukekura Park.