

CONSTITUTION AND RULES OF KARAMEA COMMUNITY INCORPORATED AS PASSED AT THE ANNUAL GENERAL MEETING 19 APRIL 2016

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1) NAME

The name of the organisation shall be Karamea Community Incorporated

2) INTERPRETATION:

a) In these rules, unless a contrary intention appears, "organisation" means Karamea Community Incorporated. "Committee" means the General Committee for the time being appointed under Rule 10 of these rules. "Year" means the financial year of the organisation as determined under Rule 15 of these rules. "Area" means the area benefiting from the organisation's operations as determined under Rule 4 of these Rules.

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

3) OBJECTS:

- a) To undertake activities that enhance Karamea as an hospitable, safe, and productive community where members of the community can live, share, play, celebrate, prosper and welcome others,
- b) To facilitate funding initiatives for projects that benefit the Karamea community in consultation with community members,
- c) To coordinate activities that will enhance the prosperity and wellbeing of the Karamea community,
- d) To encourage long term sustainable strategic planning in partnership with agencies in Karamea and elsewhere to obtain a focused balance between community, business, visitor and hospitality,
- e) To encourage and support good environmental policies and practice in acknowledgment of the importance of the natural environment in our region.

4) AREA:

The Area of the group's operations shall be the whole area between the summit of the Karamea Bluffs and the Kohaihai River.

5) MEMBERSHIP:

Any person can become a member by paying the annual subscription as set by the Committee.

6) SUBSCRIPTIONS:

- a) The annual subscriptions to be paid for the current year shall be decided by the Committee.
- b) The annual subscription is payable by the AGM each year. Members must pay their annual subscription to be considered active members of the group and to have voting rights at the AGM.
- c) If any member fails to pay his annual subscription within three calendar months, the Committee may terminate membership by resolution to that effect. The member shall remain liable for all subscriptions due if at any time, however, should he give the Committee a satisfactory explanation of his failure to pay his subscription, he may at the discretion of the Committee, and upon payment of all arrears, be readmitted to membership.

7) RESIGNATION:

- a) Any member may cease to be a member by resigning in writing.

- b) If a person wishes to end their association with the group, they must give one month notice and return to the group all associated documents and property.

8) EXPULSION:

The committee may expel from membership any member wilfully disobeying any of these rules, or guilty of any conduct rendering him unfit in their position to be a member of the group by calling a Special General Meeting of the group. At such Special General Meeting the member shall be invited to attend or submit written grounds refuting any allegations made or offering a defence. A vote shall be taken and the member advised of the outcome of this vote in writing within fourteen days.

9) SUSPENSION:

Any member called to a Special General Meeting to answer allegations of misconduct with a view to expulsion from the group shall be suspended from membership until the date of such Special General Meeting.

10) COMMITTEE:

a) The entire management of the group and of its property shall be deputed to a General Committee consisting of a Chairman, Secretary, and Treasurer and 4 other members elected at the Annual General Meeting.

b) The office of Chairman may be held by one person for not more than three consecutive years, but after being out of such office for one year, such person shall be eligible for re-election.

c) The Committee as elected at the Annual General Meeting shall conduct the affairs of the organisation as it sees fit subject to this Constitution and Rules provided however that it shall carry out such duties as are directed by any Annual General and Special General Meetings.

d) The General Committee may appoint other committees charged with any of the functions and duties it has itself.

e) Where a casual vacancy arises on any committee, the General Committee shall have power to appoint a member to fill the vacancy.

f) An office holder of the Committee shall declare any conflict of interest that may impact the public perception of the organisation by their employment in a public role of influence.

11) NOMINATIONS OF CANDIDATES FOR OFFICE:

At an Annual General Meeting, the members may decide by majority vote:

- a) how large the Committee shall be
- b) who shall have the title of Chairperson, Secretary and Treasurer
- c) whether any Committee member may have more than one title.

Any person unsuccessful in the election of Chairman, Secretary, and Treasurer shall be included in the ballot for election to the Committee.

12) COMMITTEE MEETINGS:

- a) The Committee shall meet as required.
- b) Meetings of Committee shall be open to all members of the organisation and invited guests, however only Committee Members shall have voting rights.
- c) Meetings may only be held if there is a quorum of more than half of the Committee members.
- d) The Chairperson shall chair Committee meetings, if the Chair is absent, the meeting may be convened by a Committee member approved by the Committee.
- e) Committee decisions are to be made by majority vote.
- f) Only Committee members present at a Committee meeting may vote on decisions made at that meeting.
- h) The Committee may regulate its own practices providing the rules are followed.

13) NOTICE OF MEETING:

Notice of any meeting shall be given to every member of the Committee by emailing at least 1 week before the appointed meeting time stating the time and place of the meeting and providing an agenda detailing discussion points and a copy of the previous meeting's minutes.

14) QUORUM:

At each meeting of the Committee, more than half of the Committee members shall constitute a quorum.

15) ANNUAL GENERAL MEETING:

The Annual General Meeting shall be held not later than the 31st day of October in each year on a day to be determined by the Committee.

16) NOTICE OF GENERAL MEETINGS

The Secretary shall at least 14 days before any General Meeting send to every member of

the organisation by mail or email, a notice stating the time and place where it will be held, and an Agenda outlining the business to be conducted. A public notice stating time and place of the General Meeting, can also be made.

17) PROCEDURE AT GENERAL MEETINGS

- a) At all General Meetings the chair shall be taken by the Chairman, or if he is not present, by some member chosen by the meeting.
- b) Notice of motion for General Meetings shall be forwarded to the Secretary in writing fourteen days prior to the date of such General Meeting.
- c) Every member shall have one vote, and decisions shall be made by a majority of 66%.
- d) The quorum at a General Meeting shall be 10 members
- e) Voting shall be by voice, but if any member present so desires, the Chairman shall call for a division, which shall be indicated by a show of hands, or if the meeting so desires, by ballot.

18) ALTERATION OF RULES:

- a) These rules may be repealed, altered, or added to by a resolution at a General Meeting, the notice for which shall have specified the proposed repeal, alteration or additions. Except in the case of alterations recommended by the Committee, the notice will be in writing in the hands of the Secretary at least 14 days prior to the said General Meeting. Nothing in this rule shall prohibit the amendment by the General Meeting of any proposal which has been specified in the notice.
- b) No addition to or alteration or recession of the rules shall be approved if it affects the personal benefit clause or the winding up clause.
- c) When a rule change is approved by a General Meeting, the Secretary shall advise the Registrar of Incorporated Societies of the rule change and the change shall not take effect until this is done.

19) PERSONAL BENEFIT, PAYMENT TO MEMBERS:

No member of Karamea Community Incorporated or any person associated with a member shall participate in or materially influence any decision made by that organisation in respect of the payment to or on behalf of that member or associated person of any income, benefit or advantage whatsoever. Any such income paid shall be reasonable and relative to that which would be paid in an arm's length transaction (being open market value). The provision and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

20) DUTIES OF CHAIRPERSON

- a) Ensure rules are followed.

- b) Convene meetings.
- c) Chair meetings efficiently (deciding who may speak and when).
- d) Oversee the operation of the society.
- e) Prepare an annual report for the Annual General Meeting.
- f) Advise the Registrar of Incorporated Societies of any rule changes or alterations.

21) DUTIES OF SECRETARY

- a) Record the minutes of all meetings.
- b) Maintain a register of members showing their names and contact details (physical address, phone number and e-mail address), and the dates at which they became members.
- c) Receive and respond to correspondence as require by the Committee.
- d) To securely keep the society's records, books and documents.

22) DUTIES OF TREASURER

- a) To accurately maintain the accounts of the society to ensure that the financial status of the society is clear and easily understood at all times by the Committee and society members.
- b) To collect and receive all payments made to the society. All payments received must be banked within 14 days.
- c) Provide a financial report and statement of accounts, including an Income and Expenditure Account, Balance Sheet and Statement of Financial Position at each Annual General Meeting, or other meetings as require by the Committee members.
- d) Forward to the Registrar of Incorporated Societies all necessary notices, returns and statements after such documents have been approved by Committee members at the Annual General Meeting.

23) USE OF MONEY AND OTHER ASSETS

- a) A bank account to be administered by the Treasurer.
- b) Money may only be used if it is for the purpose of the group and not for the personal or individual benefit of any member.
- c) Use of money must be first approved by the Committee by majority vote.
- d) Payments to the group exceeding \$20 must be made by cheque or electronic transfer.
- d) All cheques written by the group must be signed by the treasurer and countersigned by an authorised Committee member.

24) FINANCIAL YEAR

The financial year of the organisation shall end on the 30th day of June each year—at which time all accounts shall be balanced—and begins again on July 1.

25) BALANCE SHEET

A statement of Income and Expenditure and a Balance Sheet shall be prepared and independently reviewed by a competent person who does not hold office, and a copy shall be available at the Annual General or Special General Meeting.

26) COMMON SEAL

The society shall have a common seal that is applied to all organisation documents and witnessed by the Chair person, Secretary and countersigned by another Committee member.

27) WINDING UP

If the organisation is wound up

- a) The group's debts, costs and liabilities shall be paid.
- b) Surplus funds and other assets shall be distributed to a charitable organisation or body having objects similar to the objects of the group as determined by the Committee at that time.
- c) No distributions shall be made to any Committee member.
- d) If the group is wound up, the Secretary shall advise the Registrar of Incorporated Societies.

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Signed by the duly elected officers of Karamea Community Incorporated

Chairman:

(Signature)

Secretary:

(Signature)