



CONSTITUTION FOR FAR NORTH REAP SOCIETY (INCORPORATED)

1 INTRODUCTION

- 1.1 The name of the Society shall be “The Far North REAP Society (Incorporated)”, (hereinafter referred to as the Society).
- 1.2 The registered office shall be any such place as the Board shall from time to time determine.
- 1.3 The Society shall consist of all persons who fulfill the requirements of membership as set out hereunder.

2 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.

3 OBJECTS

- 3.1 To primarily provide educational support and assistance especially but not exclusively in the mid and far north areas of Te Tai Tokerau and in accordance with community needs.
- 3.2 In particular the Society will direct its concern, support and assistance to the community through activities which enhance, promote and provide life-long learning opportunities.
- 3.3 The Society will operate a sustainable business model on a not for loss basis which may include commercial activities complementary to and in support of its charitable purposes.
- 3.4 “Kia whakatinanahia Te Tiriti o Waitangi. To give substance to Te Tiriti o Waitangi as the founding document of Aotearoa New Zealand.”

4 POWERS

(The powers which may be exercised by the Society in the furtherance of its stated objects shall be as follows):

- 4.1 To act as an educational body engaged in activities, which conform with the objects of the Society.
- 4.2 To purchase, lease or otherwise acquire land, building and other real and personal property and sell, demise, exchange and otherwise deal with the same.
- 4.3 To borrow or raise money, with or without security, and to secure payment of monies so secured by mortgage or debenture over, or charged upon, or by hypothecation of all or any of its real or personal property.
- 4.4 To do all such other things as in the opinion of the Society may support the attainment of the objects and application of the powers of the Society.
- 4.5 The income and property of the Society howsoever derived shall be applied toward the attainment of the objects of the Society as set forth in this schedule in such a manner as the Board of the Society thinks fit or otherwise.
- 4.6 To alter any of the rules set forth in this schedule in the manner set forth in rule 14 but not to alter rule 14.
- 4.7 Notwithstanding anything herein before contained the objects or purposes of this Society are or shall be charitable and shall be deemed not to include or extend to anything or matter which is or shall be hereinafter held to be determined to be non-charitable and the powers and purposes of the Society shall be restricted accordingly and limited to New Zealand.
- 4.8 That upon the winding up or dissolution of the Society all surplus assets after the payment of all costs, debts and liabilities shall be paid to or disposed of for charitable purposes in the Far North REAP district of New Zealand at the discretion of an independent arbitrator appointed for the purpose by the Society prior to the dissolution of the Society.

The foregoing provisions of this paragraph are subject to the provisions of the Incorporated Societies Act 1908 which provides that on dissolution the surplus assets shall be disposed of as the High Court of New Zealand directs, and it being the wish of the Society that upon dissolution or winding up an application will be made to the High Court to dispose of the surplus assets in accordance with this clause.

5 MEMBERSHIP

There shall be three (3) categories of membership of the Society. All shall agree to accept and abide by the objects of the Society.

- 5.1 a Individual
- b Organisations
- c Life Membership

The Board of the Society, may from time to time consider proposals put either by the Board or any five members nominating a person for the award of Life Membership of the organisation according to the following categories.

(1) Life membership to be awarded to a member of the Incorporated Society, such member to have been a member for a minimum of 10 years and to be deemed to have given long and distinguished service to the organisation during this time.

(2) Honorary Life membership to be awarded to a non-member of the Incorporated society but who is deemed to have rendered valuable service to this organisation. Both categories will entitle the recipient to the usual privileges accorded life members of an organisation such as the right to attend all general meetings and to have speaking rights but not voting rights (unless entitled to them under another clause of the constitution) and to be free of any pecuniary obligation should an annual subscription be levied.

Such nominations shall include the name of the nominee and list his or her contributions to Far North REAP. Nominations shall be duly signed by the nominators. Such nominations shall be in the hands of the Secretary of the Board at least thirty days before the due date of the Annual General Meeting. Any such awards shall generally be made at the Annual General Meeting or such other appropriate event as the Board shall decide. The award shall be in the form of a certificate setting out the nature of the service being recognised and signed by the Board chairman of the day.

- 5.2 Representation for organisations shall be on the basis of one (1) representative vote per organisation. From time to time, member organisations shall identify their representative who may exercise their right to vote on behalf of the organisation.
- 5.3 Membership of the Society by individuals or organisations shall be by application. The Board shall consider all applications and approve those it sees fit. There will be no right of appeal for non-approval. Membership will lapse if the annual fee (if levied) is not paid within three (3) months of the due date.
- 5.4 Membership may be terminated by a vote of those attending a Board of Directors meeting called to consider such a matter. 75% of those attending must vote in favour of the removal of such membership. Any such meeting shall make due provision for the party concerned to make representations to the committee meeting of the Board of Directors.

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- 5.5 The Annual membership due, if any, and its due date shall be set for the following year by the Annual General Meeting.
- 5.6 A member may resign from the Society by conveying such a resignation to the secretary of the Society in writing.

6 BOARD OF DIRECTORS

- 6.1 All elected members of the Board shall be members of the Society.
- 6.2 To carry out, effect and perform the objects of the Society.
- 6.3 The functions, powers and duties of the Board of Directors shall be to govern the affairs of the Society.
- 6.4 To appoint a secretary and a manager .
- 6.5 To establish an Executive committee which will consist of Chairperson, Deputy Chairperson, Manager and convenor of the Finance Committee.
- 6.6 To co-opt and /or appoint sub-committees, ad-hoc committees as the Board of Directors may from time to time think expedient for carrying out the objects. Such committees must include at least one Board member.
- 6.7 To do all other things as not being contrary to Law and not prohibited by these rules shall or may be necessary or desirable in the opinion of the Board of Directors for the carrying out and performance of the objects.
- 6.8 To appoint an independent tribunal who shall determine the amount of any meeting attendance fees to be paid to Board Members and the condition under which such fees may be paid.
- 6.9 If a Board Member resigns or is unable to fill his or her position, or if any vacancies of elected or appointed members arise, then the Board of Directors shall be empowered to appoint a person to fill in the position for the current term with the exception of the staff representative who shall be appointed by the waged staff.

7. MEETINGS OF THE SOCIETY

There are 5 types of meetings of the Society. They are –

- AGM of the Society
- Special General meetings of the Society
- General Board meetings
- Special General Board meetings
- Sub-committee/Executive Committee meetings.

- 7.1 At least thirty (30) days notice shall be given to members of the Society, specifying the detailed agenda, the place, the day and the time of an Annual General Meeting (and in case of special business the specific nature of such business including constitutional). Each Annual General Meeting shall be held before the end of October each year. The accidental omission to give notice to any member or the non-receipt by any member of such notice shall not invalidate the proceeding at any such Annual General Meeting.
- 7.2 The quorum for an Annual General Meeting or any Special General Meeting, shall be 15 current members of the Society. Should the membership of the society be less than 45 members then the quorum shall be one third of the membership.
- 7.3 At the first General Board meeting following the Annual General Meeting of the Society, or upon completion of a term of office, or as required, the Board shall elect its officers.
- 7.4 The Board shall comprise no more than eleven (11) and no less than eight (8) members including the duly elected officers of Chairperson, Deputy Chairperson, Manager and an elected Staff member. There shall be no more than two (2) waged staff members on the Board at any one time who shall be barred from holding office as either chairperson or deputy chairperson.
- 7.5 The REAP Board of Directors may appoint an Executive Secretary and direct the work of that officer. The Executive Secretary will be required to attend meetings but will have no voting rights.
- 7.6 The Manager shall be a member of the Board and shall have voting rights.
- 7.7 A Staff member shall be elected biennially as a member of the Board, prior to the Annual General Meeting by the waged staff of Far North REAP. The elected staff member shall have voting rights.
- 7.8 The Annual General Meeting shall elect six (6) members to the Board. The Board shall have the power to appoint up to three (3) additional members if required. Such appointed persons shall be members of the society. Such appointments shall only be for the current term.

- 7.9 Each duly elected member of the Board shall hold office for a term of two years at which time she/he will stand-down and be eligible for re-election.
- 7.10 Notice of an Annual General Meeting shall include notification of the positions becoming vacant on the Board, and call for nominations for those positions.
- 7.11 All nominations for positions on the Board shall be on the official form and shall be signed by two (2) members of the Society, and by the nominee.
- 7.12 All completed nominations, shall be returned to the Executive Secretary no later than 4:00pm of the day which is fourteen (14) working days before the Annual General Meeting.
- 7.13 A list of nominees will be placed on the Far North REAP website and made available at the Far North REAP reception, no less than (7) days prior to the Annual General Meeting.
- 7.14 The Society shall determine and nominate at its Annual General Meeting a date for the preparation of annual accounts if that shall not be the 30th June in the same financial year.
- 7.15 The Society shall at the Annual General Meeting set the membership fees (if any) for individual and organisational membership for the coming year.
- 7.16 The incumbent Chairperson shall at all Annual General Meetings stay in the chair until the completion of the meeting.
- 7.17 At all Annual General Meetings the Society shall receive and consider all reports, accounts, programmes, proposed Constitutional changes and other material submitted to it by the Board .
- 7.18 Any changes to the constitution to be considered at an Annual General Meeting or a Special General Meeting of the Society , must be advised in writing to the Executive Secretary at least thirty days before the date set for the Meeting. The proposed changes must be signed by a mover and seconder, who both shall be members of the society, or alternatively, may be proposed by the Board of Directors. The Executive Secretary shall make available to all members of the society the proposed changes.
- 7.19 A Special General Meeting of the Society shall be called by the Executive Secretary on receipt of a requisition signed by at least the minimum number of fifteen (15) members of the Society. Should the membership of the society be less than 45 members then the requisition shall be signed by one third of the membership. Such a requisition shall state the specific nature of the business to be considered at the meeting. Members shall be given at least (14) fourteen days notice of such a meeting.

7.20 A Special General Meeting of the Society may also be held as determined by the Board from time to time with at least fourteen (14) days notice to the members of the Society by the Executive Secretary. Such notice shall state the specific nature of the business to be considered at the meeting.

8 PROCEEDINGS AT GENERAL MEETINGS OF THE BOARD OF DIRECTORS

8.1 No business shall be transacted at any General Meeting of the Board unless there be personally present *five (5)* of the members of the Board. That number of members shall constitute the quorum.

8.2 If within ½ hour from the time appointed for the meeting the quorum is not present the meeting if convened upon the requisition of the Board shall be dissolved and it shall stand adjourned to the same day in the following week at the same time or in any place or to such other day and time and place as the Chairperson may determine. The Chairperson shall advise all Board members of the new date, time and place. In the interim the Executive committee shall be empowered to make decisions on behalf of the Board

8.3 The Chairperson shall be entitled to take the chair at every General Meeting of the Board or if there be no Chairperson present then the Deputy Chairperson shall take the chair. If neither the Chairperson or the Deputy Chairperson is present within fifteen (15) minutes after the appointed time for the meeting, then the Board members present shall choose one (1) of their number to be the Chairperson for that meeting.

8.4 The Chairperson of a General Meeting of the Board at which a quorum is present may with the consent of the meeting adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

8.5 At every General Meeting of the Board a resolution put to the vote of the meeting shall decide on a show of hands by a majority of elected members present in person. However a poll may be demanded by the Chairperson or any Board member present in person. Unless a poll is so demanded a declaration by the Chairperson of the meeting that a resolution has been carried or lost shall be conclusive and an entry to that effect in the books of proceedings of the Board shall be sufficient evidence thereof without proof of the number or proportion of votes recorded in favour of the resolution.

8.6 Every eligible person present who is entitled to vote at a General Meeting shall be entitled to one (1) vote.

- 8.7 If a poll is demanded in the manner aforesaid on the election of a Chairperson of a meeting or on any question of adjournment it shall be taken at the meeting and without adjournment and in any other case it shall be taken at such time and in such place and in such manner as the Chairperson shall direct and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 8.8 In the case of equality of votes either on a show of hands or on a poll the Chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, as the case may be, shall be entitled to a further casting vote.
- 8.9 No proxy voting will be allowed at any meetings of the Society or the Board.
- 8.10 Should a member of the Board be absent without having registered an acceptable apology or having sought leave, the Board shall then ask the member to submit a written explanation for absences from Board meetings. Disqualification of that member from membership of the Board shall be at Board's discretion.
- 8.11 Each incoming Board shall agree on their meeting procedures and record that decision in the minutes, otherwise defer to the status quo.

9 CUSTODY AND USE OF THE COMMON SEAL

- 9.1 The common seal of the Society shall be kept in the custody of the Executive Secretary of the Society and shall be used only on the authority of a resolution of the Board of the Society. Every instrument to which the seal is affixed shall be signed by any two (2) persons holding office of:
- Chairperson of the Board
 - Vice Chairperson of the Board
 - Two (2) Board Members nominated by the Board for this purpose and each signature being made in the presence of a committee member.

10 CONTROL OF FUNDS

- 10.1 All monies received by or on behalf of the Society shall be paid to the credit of the Society in account with the bank at its branch or such other bank or savings bank or Trustee security from time to time fixed by the Annual General Meeting of the Society and all cheques or withdrawal slips drawn of the account or accounts shall be signed by two (2) persons as fixed by the Board of Directors except where the Society has authorised an agent to act on its behalf.
- 10.2 All financial transactions of the Society shall be recorded in such a way that meet the requirements of the Public Finance Act.

- 10.3 No private pecuniary profit shall be made by any person involved in this Society, except that:
- a any Board member, officer or member of the Society may receive full reimbursement for all expenses properly incurred in connection with the affairs of the Society;
 - b the Society may pay reasonable and proper remuneration to any Board member, officer or servant of the Society in return for services actually rendered to the Society;
 - c any Board member may be paid all usual professional, business or trade charges for services rendered, time expended and acts done by that person or by any firm or entity of which that person is a member, employee or associate in connection with the affairs of the Society;
 - d any Board member, officer or member may retain any remuneration properly payable to that Board Member by any company or undertaking with which the Society may be in any way concerned or involved for which that Board member has acted in any capacity whatever, notwithstanding that that Board member's connection with that company or undertaking is in any way attributable to that Board member's connection with the Society.

The Board members, in determining all reimbursements, remuneration and charges payable in the terms of this clause, shall ensure that the restrictions imposed by the following clause are strictly observed.

- 10.4 **Recipients not to influence benefits:** Notwithstanding anything contained or implied in this deed, any person who is:
- a a Board member of the Society; or
 - b a shareholder or director of any company carrying on any business of the Society; or
 - c a settlor or trustee of any trust which is a shareholder of any company carrying on any business of the Society; or
 - d an associated person (as defined by the Income Tax Act 1994) of any such Board member, shareholder, director, settlor or trustee, referred to in paragraphs a to c – shall not by virtue of that capacity in any way (whether directly or indirectly) determine, or materially influence in any way the determination of the nature or the amount of any benefit or advantage or income or the circumstances in which it is or is to be received, gained, achieved, afforded or derived by that person.

Professional account and influence: A person who in the course of and as part of the carrying on of his or her business of a professional public practice shall not, by reason only of his or her rendering professional services to the Society or to any company by which any business of the Society is carried on, be in breach of the terms of this clause.

- 10.5 No member of the Board or Society shall enter into contracts on behalf of Far North REAP without the authority in written policy or by way of minutes to do so.
- 10.6 The Board shall not – lend money nor lease property or assets at less than current commercial rates; and shall ensure that receipts by way of interest or rent shall not be at less than current commercial rates – having regard always to the nature and terms of the loan and lease, to any person who is:
- a a Board member of the Society; or
 - b a shareholder or director of any company carrying on any business of the Society; or
 - c a settlor or trustee of any trust which is a shareholder of any company carrying on any business of the Society; or
 - d an associated person (as defined by the Income Tax Act 1994) of any such Board member, shareholder, director, settlor or trustee, referred to in paragraphs a to c.
- 10.7 Any Board member who is or may be in any other capacity whatever interested or concerned directly or indirectly in any property or undertaking in which the Society is or may be in any way concerned or involved, shall disclose the nature and extent of that Board member’s interest to the other Board members, and shall not take part whatever in any deliberations of the Board members concerning any matter in which that Board member is or may be interested, other than to provide a quorum.

11 AUDIT

- 11.1 At each Annual General Meeting the Society shall appoint an Auditor in accordance with the requirements of the Public Finance Act.

12 THE ANNUAL REPORT AND STATEMENT OF ACCOUNTS

- 12.1 The Society shall at its Annual General Meeting present a report dealing with the affairs of the Society supported by a Statement of Income and Expenditure of the Society during the preceding financial year and a Statement of Assets and Liabilities.

In the event of the duly appointed auditor not having completed the audit by the time of Annual General Meeting then the interim accounts shall be presented and the Board shall be required to hold the audited accounts for all members to peruse, as soon as they become available and adopt the audited accounts at the Board’s next meeting.

Following the Annual General Meeting, copies of such reports and statements shall be forwarded to the Registrar of Incorporated Societies. Copies of the Annual Reports will be kept at the Office of the Far North REAP for members to peruse.

13 WINDING UP

- 13.1 The following procedures shall be adopted for winding up the Society.
- a A special General Meeting shall be called with four (4) week's notice specifically to discuss winding up.
 - b To pass the resolution a 66% majority shall be required.
 - c As per section 24 of the Incorporated Societies Act 1908 a subsequent meeting shall be called no earlier than thirty (30) days after the meeting under (a), to confirm the earlier winding up resolution.

14 ALTERATION TO RULES

- 14.1 The Society may add to, amend, alter or rescind any of its rules at a General Meeting of the Society to which notice has been given of an intention to consider the amendment and rescinding of such rules.

A resolution shall be passed by a majority of not fewer than 75% of the members personally present who are entitled under these rules to vote at such meetings.

No addition, amendment, alteration or rescission of clause 4.7 of these rules shall be permitted which would result in the Society being declared non-charitable by the Registrar of Incorporated Societies and the Commissioner of Inland Revenue or their respective successors in office.

15 INTERPRETATION OF RULES

- 15.1 Any question arising as to the interpretation of these rules or any question arising on any subject within the scope of the Society'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 the Board.

16 INDEMNITY

- 16.1 The Society shall take out insurance to appropriately indemnify Board Members against personal liability generated in undertaking Board business.

17 BOARD POSITIONS

- 17.1 From time to time the Board shall define in writing, responsibilities of key personnel and officers of the Board.

18 CONFIDENTIAL INFORMATION

- 18.1 Members and Officers of the Board shall be bound to protect confidential information relating to the business of the Society. Such breaches of confidentiality, as determined by the Board of Directors, shall result in immediate disqualification of membership.