

Tairawhiti Community Voice Incorporated

Incorporation Number: 462930

This Constitution is effective from 9th July 2018

1. NAME:

The name of the Society is Tairawhiti Community Voice Incorporated, hereafter called “TCV Inc.” or “the Society”.

2. OBJECTIVES:

The purposes of TVC Inc. will be charitable and specifically are:

2.1 To uphold the Principles of the Te Tiriti o Waitangi.

2.2 To provide a united forum and ongoing organisation through which Non-Government, Not For Profit Organisations, Iwi rōpū, Individuals, Voluntary groups, Local Bodies and Government Organisations in the Tairawhiti region involved in social issues can work together locally, regionally and nationally to improve social conditions.

2.3 To hold regular meetings to which all members can address topical issues and concerns.

2.4 To facilitate and support services and other resources for community education and to raise awareness in social service areas.

2.5 To maintain linkages and representation of relevant bodies with a particular emphasis on the needs of citizens in rural regions such as the Tairawhiti region.

2.6 To plan, establish and maintain and operate any other such activities as TCV Inc. deems desirable, for the benefit of the community and the public in general.

2.7 To do all such things as are incidental or conducive to the attainment and furtherance of the above objectives and any other charitable purposes under New Zealand law, which the Executive Committee deems desirable.

3. ACTIVITIES LIMITED TO AOTEAROA/NEW ZEALAND

The activities of TCV Inc. will be limited to Aotearoa/New Zealand.

4. OFFICE

The office of TCV Inc. will be in such place in New Zealand as the Executive Committee determines.

5. THE EXECUTIVE COMMITTEE

5.1 The Executive Committee will comprise of no less than four (4) Members and no more than eight (8) Members.

- 5.2 All people on the Executive Committee shall be elected based on skills, experience and shall have knowledge of the Tairawhiti Region and come from the Membership of TCV Inc. No employee of TCV Inc. may be elected onto the Executive Committee.

The Roles of Office Holders

CHAIR

The Chair shall be responsible for chairing all meetings and to ensure the smooth and effective running of all meetings.

THE SECRETARY (Please note that some or all of these functions may be delegated to employed staff or volunteers as the Executive Committee deems appropriate.)

The Secretary shall:

- Notify members of the Society of each meeting and give all such notices as may be required by these rules;
- Record the minutes and attendance of members of the Society at all meetings;
- Keep the Register of Members;
- Hold the Society records, documents, and books except those required for the Treasurer's function;
- Receive and reply to correspondence as required by the Society;
- Complete any other reasonable request in relation to the affairs of the Society as required.

THE TREASURER (Please note that some or all of these functions may be delegated to employed staff or volunteers as the Executive Committee deems appropriate.)

The Treasurer shall:

- Keep proper accounting records of financial transactions of the Society to allow its financial position to be readily ascertained;
- Provide a financial report at each monthly meeting which includes bank account reconciliations, budget expectations and forecasts;
- Provide financial information to the Society as it so determines;
- Prepare and/or assist in the preparation of annual financial statements for presentation at each Annual General Meeting. These statements should be prepared in accordance with the accounting policies of the Society.

THE CONTACT OFFICER

Will be the contact point between the Society and the Registrar of Incorporated Societies and/or Department of Internal Affairs for all matters notifiable to the Companies Office.

The Contact Officer will:

- Advise the Registrar of Incorporated Societies of any rule changes;
- Be responsible for completing the Annual Return as required by the Registrar of Incorporated Societies;

- 5.3 The Executive Committee shall hold office for a term not exceeding 12 months and be eligible for reappointment at the next AGM.

- 5.4 A person will immediately be stood down or cease to be an Executive Committee member when she or he:
- a) resigns in writing;
 - b) acts in a way that is harmful to the Society, its operational management, or reputation;
 - c) presents with continual conflict of interest matters;
 - d) dies;
 - e) is declared bankrupt;
 - f) or is diagnosed as a mentally disordered person on a Compulsory Treatment Order (CTO) within the meaning of the Mental Health (Compulsory Assessment Treatment) Act 1992 or subsequent enactment. However for those deemed to be mentally disordered under the Mental Health Act, should they become well again, the person shall be deemed to have been reinstated to their former role within the organisation if they so wish.
- 5.5 The Executive Committee will have the power to fill any vacancy that arises within itself or to appoint/co-opt any additional members subject to clause 5.1. Any such appointees need not be Members of the Society but must be appointed based on skills they can bring to the Executive Committee.
- 5.6 The Executive Committee may continue to act notwithstanding any vacancy, but if their number is reduced below the minimum number of Members as stated in this Constitution, the continuing Members may act for the purposes of:
- (a) increasing the number of Executive Committee Members to that minimum, and/or;
 - (b) satisfying any legal requirements with the aim of maintaining the charitable status of the Society until the number of Executive Committee Members is increased to that minimum, but for no other purpose.
- 5.7 The Executive Committee may, by a motion decided by a two-thirds (2/3) majority of votes, terminate a person's position on the Executive Committee, if it believes that such action is in the best interests of the Society.

6. MEETINGS:

EXECUTIVE COMMITTEE

- 6.1 The procedure for Executive Committee meetings will be as follows:
- 6.1.1 A quorum will be at least four Members.
 - 6.1.2 Nominations for the Executive Committee will be called for 30 days prior to the Annual General Meeting in any given year. Nominations will be in the form of a written nomination on the prescribed form as decided by TCV Inc. and shall be accompanied by the signatures of two (2) Members of TCV Inc. These need to be submitted at least a week prior to the AGM being held. All nominations shall be submitted prior to the AGM and shall be distributed to the Membership for consideration prior to that AGM.

- 6.1.3 If an Executive Committee Member, including an office-bearer, does not attend three (3) consecutive meetings of the Executive Committee without leave of absence that Member may, at the discretion and on decision of the Executive Committee, be removed as an Executive Committee Member, and/or from any office of the Society which she or he holds.
- 6.1.4 All questions will if possible be decided by consensus. In the event that a consensus cannot be reached then a decision will be made by a majority vote.
- Executive Committee Members may vote in several ways:
- (a) At a meeting in person, a resolution put to the vote will be decided by a show of hands.
 - (b) A meeting of the Executive Committee may be held by means of audio or audiovisual communication by which a quorum of Executive Committee members participating can simultaneously hear each other throughout the meeting. In such meeting, voting will be decided by voices.
 - (c) A written resolution signed by all the Executive Committee members will be as valid and effectual as if it had been passed at a meeting of the Executive Committee. Any such resolution may consist of several documents in like form each signed by one or more Executive Committee members.
- 6.1.5 In the event that a consensus cannot be reached, decisions shall be decided by a majority of votes. In the event of an equality of votes, the motion or remit shall fail and not be passed.
- 6.1.6 In the absence of the Chair, the Executive Committee will elect a person to chair the meeting from among those present.
- 6.1.7 No proxy voting is permitted.
- 6.2 The Executive Committee will meet at least ten (10) times every year. Meetings may be held in person or by any other means of communicating as decided on by the Executive Committee from time to time. The Secretary will ensure that all members of the Executive Committee are notified of the meeting, either verbally or in writing, no later than one week before the meeting date.
- 6.3 The Executive Committee may hold public meetings to inform the public of the Societies activities. Such meetings will be held from time to time as the Executive Committee may decide.
- 6.4 The Secretary will ensure that minutes are kept of all meetings of the Executive Committee and any subcommittees, and for each meeting will record:
- 6.4.1 the names of those present;
 - 6.4.2 all decisions made by the Executive Committee and/or sub-committees; and
 - 6.4.3 any other relevant matters discussed at the meeting.
- 6.5 Other than as prescribed to the contrary in this Constitution the Executive Committee, shall have the power to regulate their own proceedings as they think fit providing it complies with all relevant legislation and policies and procedures of TCV Inc.

SPECIAL and GENERAL MEETINGS

- 6.6 The Executive Committee or members of the Society may request a Special or General Meeting at any time by giving written notice signed by at least two (2) Members to the Secretary stating the reasons for requesting a Special or General Meeting.
- 6.6.1 The Secretary or delegated agent will give notice of a Special General Meeting no later than seven days after receiving the request.
- 6.6.2 The Special General Meeting will take place no later than 14 days after the giving of such notice referred to in clause 6.6 hereof.
- 6.6.3 The Notice for a Special General Meeting of the Society will include the reasons for calling the meeting.
- 6.6.4 The Special General Meeting will only discuss those matters it was actually called for.

ANNUAL GENERAL MEETINGS

- 6.7 The Annual General Meetings of the Society will be held each year not more than fifteen months after the previous Annual General Meeting.

The business of the Annual General Meeting will include:

- 6.7.1 Financial Report.
- 6.7.2 The Chair's Report.
- 6.7.3 The setting of any Membership fee for the following year.
- 6.7.4 The election of the Executive Committee including Chairperson, Secretary, Treasurer.
- 6.7.5 The appointment of a suitably qualified independent person to review the accounts for the following year.
- 6.7.6 The consideration of other general business pertaining to the affairs of the Society as raised by Members.

7. POWERS

The Executive Committee Members, will, at all times, act in the best interests of the organisation. To enable them to act appropriately, in addition to the powers provided by the general law of New Zealand, the powers which the Executive Committee, may exercise in order to carry out its charitable purposes are as follows:

- 7.1 To use the funds of the Society as the Executive Committee, thinks necessary or expedient in payment of legitimate and lawful costs and expenses of the Society, including the employment

and dismissal of professional advisors, agents, officers and staff, according to principles of good employment and the Employment Relations Act 2000 or any subsequent enactment;

- 7.2 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 expedient in order to attain the purpose of the Society and to sell, exchange, let, or lease, with or without option of purchase or, in any other manner, dispose of such property, rights or privileges;
- 7.3 To invest surplus funds with a Registered Trading Bank, in any way permitted by law for the investment of Charitable Trust funds and upon such terms as the Executive Committee, thinks fit after exercising due diligence;
- 7.4 To borrow or raise money from time to time with or without security and upon such terms as to priority or otherwise as the Executive Committee, thinks fit;
- 7.5 The Executive Committee may from time to time appoint any sub-committee and may delegate any of its powers and duties to any such sub-committee or to any person.
 - 7.5.1 Any sub-committee or person to whom the Executive Committee has delegated powers or duties will be bound by the terms of the Society and any terms or conditions of the delegation set by the Executive Committee.
 - 7.5.2 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.
 - 7.5.3 Any person who is appointed to be a Member of any such sub-committee, or to whom such delegation is made, does not need to be a Member of the Society or the Executive Committee.
- 7.6 To do all things as may from time to time be necessary or desirable to enable the Executive Committee, to give effect to and attain the charitable purposes of the Society.

8. MEMBERSHIP:

- 8.1 The Membership of TCV Inc. shall be open to any organisation that is not formed by government (whether local, regional or central) i.e. Non-Government, Not for Profit Organisations, Iwi rūpū, Voluntary groups and Individuals which have rules and objectives whose aims are broadly compatible with those of TCV Inc. The members of the Society shall be those who have paid Membership fees if any. Such Membership fees shall be set at the Annual or Special General Meetings of the Society.

Organisations that do not meet the criteria for Full Membership may become Associate Members of TCV Inc. i.e. Local Bodies and Government Organisations. Associate Members will have the same obligations and receive the same benefits as full Members but are not eligible to vote at General Meetings.

- 8.2 Applicant groups or individuals may apply to become Members at any time by completing an Application Form for consideration by the Executive Committee.
- 8.3 Any Member who has failed to pay the Membership fee within three months of the issue after it is set at the AGM in any given year shall not be eligible to exercise any rights or privileges of the Society.
- 8.4 Any income, benefit or advantage to Members shall be applied to the charitable purpose of the Society.
- 8.5 Expulsion of Members. A Member shall cease to be a Member of the Society in any of the following circumstances:-
- If the Member resigns from Membership in writing to the Secretary;
 - If the Member no longer exists (or in the case of individuals, dies)
 - If any Member has acted in a way that is harmful to the Society that Member may be expelled by a majority of the Executive Committee.
 - Prior to any expulsion the Member concerned must:-
 - Be given written notice of the proposed expulsion and the reasons, and
 - Be given an opportunity to be heard at the Executive Committee meeting considering the expulsion.
- 8.6 At any General Meeting of TCV Inc any person who has made an outstanding contribution to the work of TCV Inc or the social wellbeing of Tairawhiti may, subject to the succeeding provisions of this rule, be elected to Honorary Life Membership of TCV Inc. Honorary Life Members will have the same obligations and receive the same benefits as Full Members. Honorary Life Members will not be required to pay Membership fees.
- 8.6.1 A current Financial Member may nominate a person for Honorary Membership. Such nomination must be in writing to the Co-ordinator/ Secretary of TCV Inc no less than 42 days prior to the General Meeting and must include a description of the contribution the nominated person has made.
- 8.6.2 TCV Inc shall consider each nominee and not later than 21 days before the date of the next General Meeting, notify each member of those nominees it approves for consideration at the General Meeting.
- 8.6.3 TCV Inc itself may nominate any such person as aforesaid for Honorary Life Membership and in such case shall notify each Member of such nomination in accordance with the above.
- 8.6.4 No person shall be deemed to be elected to Honorary Life Membership unless the resolution in favour of his or her election is passed by at least three-quarters of the total number of votes entitled to be exercised at that General Meeting.
- 8.6.5 Life members so elected shall be entitled to all the privileges of Membership of TCV Inc for the duration of their lives and will collectively constitute an advisory body to TCV Inc. TCV Inc may seek the advice of Members on specific matters or any Member of TCV Inc may of his or her own volition provide advice on any matter. TCV Inc will give such advice its full consideration but is not bound to act on it.

8.7 The Co-ordinator/Secretary shall maintain at the registered office of TCV Inc a Register of Members which shall consist of the full name, postal and street addresses of every member and such other information as a Co-ordinator/Secretary, the Exec or TCV Inc Members shall deem desirable.

9. INCOME, BENEFIT OR ADVANTAGE TO BE APPLIED TO CHARITABLE PURPOSES

9.1 Any income, benefit or advantage will be applied to the charitable purposes of the Society.

9.2 No Executive Committee member or members of the Society or any person associated with a member or Executive Committee member shall participate in or materially influence any decision made by the Executive Committee in respect of any payment to, or on behalf of, that member or Executive Committee member or any 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 the open market value).

9.3 The provision and effect of this clause shall not be removed from this Constitution and shall be implied into any document replacing this Constitution of the Society.

10. FINANCIAL ARRANGEMENTS

10.1 The financial year of the Society will be from 1 July to 30 June each year.

10.2 At the first meeting of the Executive Committee in each financial year, the Executive Committee will decide by resolution the following:

10.2.1 How money will be received by the Society;

10.2.2 Who will be entitled to produce receipts for reimbursements;

10.2.3 What bank accounts will operate for the ensuing year, including the purposes of and access to such accounts;

10.2.4 Who will be allowed to authorise payments and the names of signatories; and

10.2.5 The policy concerning the investment of money by the Society, including what type of investment will be permitted (provided any investment shall be with a registered trading bank or stockbroker).

10.3 The Treasurer will ensure that true and fair accounts are kept of all money received and expended by the Society. They will present a full reconciliation, along with supporting bank statements at each meeting of the Executive Committee.

10.4 The Executive Committee are wholly responsible to ensure that true and full records will be kept, inclusive of all receipts, credits, payments and liabilities.

10.5 The annual accounts will, if required by the Executive Committee, or indicated by the External Reporting Board, be reviewed by an appropriately qualified person, independent of the Executive Committee, and appointed by the Membership at each AGM. The accounts will be

kept at the Society offices or such other place as the Executive Committee see fit and will always be open to the inspection of the Executive Committee.

11. CHARITABLE REGISTRATION

11.1 The Membership may at any time after the execution of this document apply to the Charities Commission or subsequent entity for registration as a charitable entity under the relevant NZ legislation.

12. MEDIATION & ARBITRATION

12.1 Any dispute arising out of or relating to this Constitution may be referred to mediation, a non-binding dispute resolution process in which an independent mediator facilitates negotiation between parties. Mediation may be initiated by either party writing to the other party and identifying the dispute which is being suggested for mediation. The other party will either agree to proceed with mediation or agree to attend a preliminary meeting with the mediator to discuss whether mediation would be helpful in the circumstances. The parties will agree on a suitable person to act as a mediator or will ask the Arbitrators' and Mediators' Institute of New Zealand Inc. to appoint a mediator. The mediation will be in accordance with the Mediation Protocol of the Arbitrators' and Mediators' Institute of New Zealand Inc.

12.2 The mediation shall be terminated by

12.2.1 The signing of a settlement agreement by the parties; or

12.2.2 Notice to the parties by the mediator, after consultation with the parties, to the effect that further efforts at mediation are no longer justified; or

12.2.3 Notice by one or more of the parties to the mediation to the effect that further efforts at mediation are no longer justified; or

12.2.4 The expiry of sixty (60) working days from the mediator's appointment, unless the parties expressly consent to an extension of this period.

12.3 If the mediation should be terminated any dispute or difference arising out of or in connection with this Constitution, including any question regarding its existence, validity or termination, shall be referred to and finally resolved by arbitration in New Zealand in accordance with New Zealand law and the current Arbitration Protocol of the Arbitrators' and Mediators' Institute of New Zealand Inc. The arbitration shall be by one arbitrator to be agreed upon by the parties and if they should fail to agree within twenty-one (21) days, then to be appointed by the President of the Arbitrators' and Mediators' Institute of New Zealand Inc.

13. EXECUTIVE LIABILITY

It is declared that:

13.1 The Executive Committee is liable only in respect of the money and securities they actually receive, or which, but for their own acts, omissions, neglects, or defaults they would have received;

13.2 The Members of the Executive Committee are each answerable and responsible respectively only for their **own** acts, receipts, omissions, neglects and defaults and not for those of each

other, or of any banker, broker, auctioneers, or other person with whom, or into whose hands, any Society money or security is properly deposited or has come;

- 13.3 No Executive Committee Member shall be liable personally for the maintenance, repair, or insurance of any charges on any property belonging to the Society;
- 13.4 No Executive Committee Member shall be liable for any loss unless such loss is attributable:
- 13.4.1 To his or her own dishonesty; or
 - 13.4.2 To wilful commission by him or her of an act known by him/her to be a breach of trust.
- 13.5 No Executive Committee Member shall be bound to take any proceedings against a co-Executive Committee Member for any breach or alleged breach of trust.
- 13.6 The Executive Committee Members shall be indemnified against all costs, charges, losses, damages, and expenses sustained or incurred by them or in or about the execution and discharge of their office or in or about any claim, demand, action, proceeding or defence at law or in equity in which they may be joined as a party.

14. VARIATION OF CONSTITUTION

- 14.1 The Financial Membership as a whole may, pursuant to a motion decided by a majority of 2/3rds or more members' votes, in the form of a supplemental Constitution, make alterations or additions to the terms and provisions of this Constitution provided that no such alteration or addition shall:
- 14.1.1 Detract from the exclusively charitable nature of the Society, or
 - 14.1.2 Result in the distribution of its assets on winding up or dissolution for any purpose that is not exclusively charitable; or
 - 14.1.3 Remove the provision or effect of Clause 9 of this Constitution.
- 14.2 Every such approved alteration or addition shall be registered with the Registrar of Societies and/or the Charities Commission or their successors as appropriate.

15. COMMON SEAL

- 15.1 The Common Seal of the Society will be kept in the custody and control of the Secretary, or such other delegated person appointed by the Executive Committee. When required, the Common Seal will be affixed to any document following a resolution of the Executive Committee and will be signed by the Chair (or an Executive Committee Member acting as the Chair) and one other Executive Committee Member so authorised.

16. DISPOSITION OF SURPLUS ASSETS

On the winding up of the Society, or on its dissolution by the Registrar, all surplus assets, after the payment of costs, debts and liabilities will be given to other charitable organisation/s within the Tairāwhiti region, New Zealand, Aotearoa. If the Society is unable to make such a decision,

the surplus assets will be disposed of in accordance with the directions of the High Court of NZ, pursuant to section 27 of the Charitable Trusts Act 1957 or any subsequent enactment.

17. MATTERS NOT STATED

17.1 If any matter is not provided for in these rules, the Executive Committee shall have the power to deal with it.

17.2 The Executive Committee shall have the sole authority to interpret these rules. The decision of the Executive Committee on any question or interpretation or on any matter affecting the Society not provided for in these rules shall be final and binding on all members

After approval by the Membership of the Society, this Constitution has been executed by:

SIGNED by)
) _____

Current Executive Committee Member:

SIGNED by)
) _____

Current Executive Committee Member:

SIGNED by)
) _____

Current Executive Committee Member:

SIGNED by)
) _____

Current Executive Committee Member: