

DRAFT REVISION – SEPTEMBER 2023

CONSTITUTION OF

THE NEWTOWN RESIDENTS' ASSOCIATION (INCORPORATED)

1) NAME

The name of the society shall be the Newtown Residents' Association (Incorporated).

2) CONSTITUTION

The Association shall consist of an unlimited number of adult persons of age 16 years and over who have an interest of any description within the boundaries of an area described for the Association's purposes as the three inner city southern suburbs of the City of Wellington - Newtown, Mt Cook and Berhampore - as defined by the Wellington City Council and commonly known and referred hereafter to as the Newtown District.

3) OBJECTS

The promotion of necessary events, projects, public works and efficient administration of civic and municipal affairs to ensure the provision of health, recreation, care, education, environmental sustainability, good community connectivity and benefit and well-being of those who reside, work, play, study, or have an interest in the Newtown District. The preservation, celebration and beautification of such portion of the Newtown District and generally to protect the interest of the community, environment and residents therein and to create and foster a healthy public and social spirit to all questions affecting the welfare and sustainability of such portion of the said District and in particular for the purpose afore said to do all or any such acts, matters and things hereinafter specifically provided for:

(a) To protect the status of the Newtown District as a predominantly mixed use, amenity rich, vibrant, creative, caring, residential community.

(b) To promote a lively community in which people with a wide diversity of ethnic backgrounds, religious and political affiliations, age groups, incomes, social backgrounds and lifestyles can live, work and play together harmoniously, co-operatively, enjoyably and happily with a sensitive regard for each other's needs.

(c) To promote and safeguard the rights of the residents of Newtown to permanence and security of tenure of their properties and the environment of their community through pro-active urban design and town planning, Resource Management codes and ordinances, the District Plan and zoning, by-laws and such other means as may from time to time be appropriate.

(d) To assist members of the Newtown community in any matter within the City of Wellington, or which could have an effect within the City of Wellington, of such a nature that any decision made or any precedent established could have an influence on the same or a future issue or issues within the Newtown District.

(e) To purchase, exchange, lease or otherwise acquire for the purposes of this Association any real or personal property

(f) To sell, manage, lease, mortgage, transfer, convey, surrender, dispose of, improve, alter or otherwise deal with all or any part of the real or personal property of the Association.

(g) To take, accept or decline any gift, bequest, transfer conveyance of property whether real or personal and whether subject to any special trust or not for anyone or more of the objects of the Association.

(h) To build, erect, construct, layout, maintain, alter or pull down buildings works or conveyances or other erections and also recreational and sporting buildings, grounds and facilities and all or any other facilities either alone or in conjunction with any other persons, league, association, corporation (municipal or otherwise) or with any local or government authority or body.

(i) To borrow or raise money in such manner as the Association may think fit and on any real or personal property of the Association either with or without interest or with or without security and by issue of mortgages, debentures, charges, bonds, obligations, or by borrowing from any banking institutions by way of overdraft or likewise or by any other manner howsoever.

(j) To invest any money of the Association upon investment for the time being authorised for the investment of trust funds or upon deposit or current account or otherwise with any Bank carrying on business in New Zealand.

(k) To co-operate, affiliate or amalgamate with any present or future organisations which are engaged in the same or similar objects as this Association and to make all or any payments or subscriptions payable in connection therewith.

(l) To institute and publish under the auspices of the Association a local paper in such a form, at such time and in such manner and under such conditions as the Executive Committee shall from time to time think fit.

(m) To engage or employ any person or persons who may be considered necessary for the carrying out of the Association's objects and to remunerate any such person or persons for services rendered to the Association by way of reasonable salaries, wages, gratuities, honoraria or pensions.

(n) To promote and hold either alone or jointly with any other association competitions, and to offer, give or, contribute towards prizes, medals and awards in connection therewith.

(o) To make donations or give financial assistance to any Society, Institution, Board or Fund whether of a Public or Private nature provided that the recipient of any donation or financial assistance must be another district improvement scheme or alternatively must be exclusively charitable in nature.

(p) To prudently manage the finances the Association shall not make any distribution whether by way of money, property or otherwise howsoever to any member nor shall the Association use any of the income or funds of the Association towards any purpose apart from district improvements or those which are exclusively charitable in nature.

(q) To promote, stage and assist at fairs, festivals, concerts, performances, events, exhibitions and other activities that celebrate the social, cultural, creative, sporting and economic diversity of the District of Newtown.

(r) To promote, assist and encourage the recording, publishing, web-hosting, displaying and exhibiting of creative and historical works about the district and community of Newtown.

(s) To do all such other lawful acts, deeds, matters and things as are incidental or may be conducive to all or any of the objects of the Association.

4) MEMBERSHIP AND REGISTER OF MEMBERS

- (a) Any person aged 16 or over who resides, works, plays, studies, or has an interest in the Newtown District as described in Clause 2 may become a member upon completion of a membership form giving their name and contact details (either online or on paper) and payment of the annual subscription; OR upon their election for honorary life membership.
- (b) As required by the Incorporated Societies Act 2022 the Association will keep a Register of Members including name, contact details, the date of becoming a member and the date of ceasing to be a member (within the past 7 years). Members are expected to notify the Association of any changes in name and contact details.

5) SUBSCRIPTION AND FINANCIAL YEAR

- (a) The financial year of the Association shall commence on the First day of July each year. And end on the Thirtieth day of June the following year.
- (b) Classes of membership shall be:
 - Ordinary members who shall be individual adult persons who pay an individual subscription.
 - Honorary Life members may be elected at an Annual General Meeting on the recommendation of the Executive. Honorary Life Members are not expected to pay a subscription.

(c) The subscription for ordinary members is a gold coin for the financial year

(d) Subscriptions may be altered by a special resolution of which formal notice has been given at any General meeting of the Association.

6) TERMINATION OF MEMBERSHIP

- (a) Any member may terminate their membership of the Association by giving the Secretary written notice to do so.
- (b) Any member whose subscription has not been paid by the end of June for the year starting the previous July may be deemed to have resigned from the Association.

GOVERNANCE AND MANAGEMENT

- (a) General Meetings (Annual or Special) shall be the policy formulation forum of the Association.
- (b) In the event of a perceived need for a change to existing Association policy or for a new policy to be determined, notice of that business shall be given *seven* days prior to the next General Meeting, Annual or Special as the case may be.
- (c) In the event of the Association becoming involved in a major community issue (of a controversial nature) only a General Meeting or the Executive shall have the authority to interpret existing Association policy in relation to that issue.
- (d) Matters concerning the month to month conduct of the Association's business shall be determined at the monthly meetings of the Association, within the Association's established policy.

(e) Sub-Committees maybe established by any General Meeting, the Executive or monthly meeting of the Association on either an ad hoc or continuing basis in order to further the Association's business.

8) OFFICERS OF THE ASSOCIATION

(a) The Officers of the Association shall consist of the following:

- President
- Up to three Vice-Presidents
- A Secretary
- A Treasurer
- The Immediate Past President and
- Up to nine (9) committee members

(b) The Officers of the Association are elected at the Annual General Meeting each year.

(c) People standing to be Officers of the Association need to be Association members and to be nominated by an Association member. They must be qualified to be an Officer, as required by Section 47 of the Incorporated Societies Act 2022, and if elected they must certify this in writing.

(d) Officers have a duty to act in good faith and in the best interests of society, as required in Sections 54-61 of the Incorporated Societies Act 2022

(e) Officers of the Association are elected for one year. Between Annual General Meetings a person ceases to hold office if they

- resign by writing a letter of resignation OR
- become disqualified from being an officer under [section 47\(3\)](#) of the Incorporated Societies Act 2022

9) CONTACT PERSON

The Association President will be the Contact Person, as required under Section 113 of the Incorporated Societies Act 2022.

10) EXECUTIVE

The Executive shall consist of the officers of the Association

(a) Meetings of the Executive may be called by either:

- The President
- A Vice President
- The Treasurer
- The Secretary
- Or any five (5) members of the Executive

(b) The Secretary shall give each member of the Executive prior notice of Executive meetings by email, or by telephone, or in writing.

(c) The Executive shall meet as and when necessary on those occasions when an urgent issue and/or policy matters arise. If a meeting of the Executive cannot be called in time a telephone meeting, online meeting or exchange of emails between Executive members shall be an acceptable alternative. All matters considered by the Executive in terms of this sub-clause shall be reported to the next meeting (monthly or general) of the Association.

(d) The Executive shall have power to fill any vacancies in the officers of the Association between Annual General Meetings. Any person so appointed by the Executive shall meet the same requirements for qualification and duties as the elected members. They will hold office until the next Annual General Meeting.

(e) Sub-committees may be established by the Executive or monthly meeting of the Association on either an ad hoc or continuing basis in order to further the Association's business and projects. Ongoing sub-committees report regularly to the both the Executive and to meetings for key projects such as:

- heritage research
- urban design
- newsletter, publicity and website
- membership

(f) The Executive shall have the full control of funds and investments of the Association.

11) GENERAL MEETINGS

a) The Annual General Meeting shall be held in August or September of each year at such time and place as may be decided by the Executive. The Business of the Annual General Meeting shall be to receive the report and the Balance Sheet, to elect the Officers of the Association, and to transact any other business of which due notice has been given or which is provided to be done by this constitution.

b) The President together with two other Executive members shall have power to call a Special General Meeting of the Association at such time as they think fit.

c) A Special General Meeting shall be called by the Secretary upon receipt of a requisition in writing signed by any (10) ten members and if they should fail to do so within (14) fourteen days of receiving such requisition any (10) ten members may convene the meeting by notice under their own hands.

d) The President of the Association shall be the chairperson at all General Meetings of the Association. In their absence, or at their request, a Vice President or a member of the Executive elected by the meeting shall be the chairperson. Every financial member present shall be entitled to one vote and the Chairperson shall have a casting as well as a deliberative vote Voting at all meetings shall be made by hands unless a poll is directed by the Chairperson or by a member present. No proxies shall be allowed Written notice of every Annual and of every Special General Meeting of the Association shall be given at least seven days prior to the holding thereof.

e) All notices required to be given under these rules shall be left at or sent to the last known place of residence or email address of a member and shall be deemed to have been received at the expiration of twenty four hours after leaving or emailing thereof as aforesaid Such written notice shall state time, place of meeting and state the business to be transacted. The Executive may advertise any meeting in the newspaper.

12) QUORUM

The Quorum at all General Meetings and monthly meetings shall be ten and the Executive Meetings six. Unless a Quorum is present within 30 minutes of the time for which the meeting is called the meeting shall lapse.

13) PAYMENTS TO MEMBERS

No member of the organisation or any person associated with a member shall participate in or materially influence any decision made by the 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 the open market value). 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

14) ALTERATION OF RULES

(a) The Rules of the Association may be altered, added to or rescinded by a majority vote at any General Meeting of the Association provided that due notice shall first have been given of the nature of such proposed alteration, addition or rescission prior to the holding of any General Meeting convened for that purpose.

(b) Any alterations which would detract from the tax exempt status of the Association are prohibited.

(c) No addition to or alteration of the aims/objects, payments to members clause or the winding-up clause shall be approved without the approval of Inland Revenue. 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.

15) ANNUAL REPORT AND BALANCE SHEET

The Annual Report and Accounts of the Association shall be presented to the annual General Meeting.

16) SECRETARY

The Secretary shall be responsible for keeping copies of the correct minutes of the proceedings of all meetings of the Association and of the Executive, keeping a register of members, conduct all correspondence and prepare such reports and returns or give notice of such meetings as may from time to time be required. All minutes shall be confirmed at the following meeting.

(a) A member of the Executive may be appointed Minute Secretary to record the proceedings of any meeting of the Association or of the Executive and to be responsible for the distribution of those minutes to the Executive and membership.

(b) A member of the Executive may be appointed Membership Secretary to maintain the register of members, including their names, postal and email addresses, telephone numbers and the dates that they became members.

17) TREASURER

(a) The Treasurer shall keep a correct account of all receipts and disbursements of the Association. All money received shall be paid into the Bank Account of the Association, and all payments shall be made by electronic payment which shall be authorised by two Officers of the Association. All prime documents, (receipt books, bank deposit records and invoices and statements for monies paid) shall be kept in Newtown Residents' Association Constitution 2023 DRAFT REVISION

accordance with legal requirements. The Treasurer shall be responsible for ensuring that the Association complies with the requirements of the Inland Revenue Department as specified in legislation. The Treasurer shall draw up annual accounts for submission at the Annual General Meeting of the Association. Regular financial statements will be prepared for the Executive or any subcommittee as required.

(b) The Executive shall have the full control of funds and investments of the Association and shall confirm the Officers of the Association who are authorised electronic payment signatories.

(c) The Association's funds must be applied wholly or principally to charitable, benevolent, philanthropic or cultural purposes within New Zealand.

18) DISPUTE PROCEDURES

A disagreement or conflict is a Dispute if it is between two or more members or officers of the Association , or one or more members or officers and the Association as a whole, and it relates to an allegation that

(a) A member or an officer has engaged in misconduct; or

(b) A member or an officer has breached, or is likely to breach, a duty under the society's constitution or bylaws or this Act; or

(c) The society has breached, or is likely to breach, a duty under the society's constitution or bylaws or this Act; or

(d) A member's rights or interests as a member have been damaged or members' rights or interests generally have been damaged.

The process for making and responding to complaints to the Newtown Residents' Association Inc is outlined in Appendix 1 of this Constitution.

19) WINDING UP

In the event of the Newtown Residents Association Incorporated being wound up the assets of the Association shall not be disposed of otherwise than as directed by a bare majority at a Special Meeting of the Association of which not less than seven days' notice has been given to each member stating that the assets of the Association are to be disposed of as that meeting directs, provided that under no circumstances may any such disposition be for the benefit of individual persons or members of the Association and provided also that any such above surplus assets are to be distributed to only other district improvement schemes or to some other exclusively charitable purpose.

Appendix 1 – Complaints and Dispute Procedures.

1. How complaint is made

1. A member or an officer may make a complaint by giving to the committee (or a complaints subcommittee) a notice in writing that —

- a. states that the member or officer is starting a procedure for resolving a dispute in accordance with the society's constitution; and
 - b. sets out the allegation to which the dispute relates and whom the allegation is against; and
 - c. sets out any other information reasonably required by the society.
2. The society may make a complaint involving an allegation against a member or an officer by giving to the member or officer a notice in writing that —
 - a. states that the society is starting a procedure for resolving a dispute in accordance with the society's constitution; and
 - b. sets out the allegation to which the dispute relates.
3. The information given under subclause 1b. or 2b. must be enough to ensure that a person against whom an allegation is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.
4. A complaint may be made in any other reasonable manner permitted by the society's constitution.

2. Person who makes complaint has right to be heard

1. A member or an officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
2. If the society makes a complaint —
 - a. the society has a right to be heard before the complaint is resolved or any outcome is determined; and
 - b. an officer may exercise that right on behalf of the society.
3. Without limiting the manner in which the member, officer, or society may be given the right to be heard, they must be taken to have been given the right if —
 - a. they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - b. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - c. an oral hearing (if any) is held before the decision maker; and
 - d. the member's, officer's, or society's written statement or submissions (if any) are considered by the decision maker.

3. Person who is subject of complaint has right to be heard

1. This clause applies if a complaint involves an allegation that a member, an officer, or the society (the respondent) —
 - a. has engaged in misconduct; or
 - b. has breached, or is likely to breach, a duty under the society's constitution or bylaws or the Incorporated Societies Act 2022; or

- c. has damaged the rights or interests of a member or the rights or interests of members generally.
2. The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
3. If the respondent is the society, an officer may exercise the right on behalf of the society.
4. Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if —
 - a. the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
 - b. the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - c. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - d. an oral hearing (if any) is held before the decision maker; and
 - e. the respondent's written statement or submissions (if any) are considered by the decision maker.

4. Investigating and determining dispute

1. The society must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its constitution, ensure that the dispute is investigated and determined.
2. Disputes must be dealt with under the constitution in a fair, efficient, and effective manner.

5. Society may decide not to proceed further with complaint

Despite the clause 'Investigating and determining dispute' above, the society may decide not to proceed further with a complaint if —

- a. the complaint is trivial; or
- b. the complaint does not appear to disclose or involve any allegation of the following kind:
 - i. that a member or an officer has engaged in material misconduct;
 - ii. that a member, an officer, or the society has materially breached, or is likely to materially breach, a duty under the society's constitution or bylaws or the Incorporated Societies Act 2022;
 - iii. that a member's rights or interests or members' rights or interests generally have been materially damaged:

- c. the complaint appears to be without foundation or there is no apparent evidence to support it; or
- d. the person who makes the complaint has an insignificant interest in the matter; or
- e. the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the constitution; or
- f. there has been an undue delay in making the complaint.

6. Society may refer complaint

- 1. The society may refer a complaint to —
 - a. a subcommittee or an external person to investigate and report; or
 - b. a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.
- 2. The society may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

7. Decision makers

A person may not act as a decision maker in relation to a complaint if 2 or more members of the committee or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be —

- a. impartial; or
- b. able to consider the matter without a predetermined view.