

CONSTITUTION OF THE CRESWICK VALLEY RESIDENTS' ASSOCIATION INCORPORATED

1 Name

The name of the organisation shall be ***Creswick Valley Residents Association Incorporated***.

2 Registered Office

The registered office of the Association shall be 2 Putnam Street, Northland, Wellington 6012 or such other place as the Association may from time to time decide. [Amended 23/03/23]

3 Purpose of the Association

3.1 The purposes of the Association are to:

- 3.1.1 Identify, protect, enhance and promote the special character, amenity and environment of the Creswick Valley and surrounding Karori, Northland and Wilton areas including the flora and fauna of the Creswick Valley and upper Kaiwharawhara Stream;
- 3.1.2 Educate the community about the special character, amenity and environment of the Creswick Valley and surrounding Karori, Northland and Wilton areas including the flora and fauna of the Creswick Valley and upper Kaiwharawhara Stream;
- 3.1.3 Educate the public about the safety and protection of the community; and
- 3.1.4 Provide education, training and other support to achieve and sustain a healthy community.

3.2 The Association is established for public purposes and not pecuniary gain for itself or for any individual or group of individuals.

4 Association Membership

- 4.1 Ordinary Membership is open by residential qualification to residents of Creswick Valley and the surrounding areas of Northland, Wilton and northern Karori (being those parts north and east of Homewood Avenue and Messines Road).
- 4.2 Membership with voting rights at all meetings of the Association is open to every Ordinary Member whose signed completed membership application form and any joining fee set by the Association is accepted by the Committee. [Amended 23/03/23]
- 4.3 Members shall agree to abide by the Constitution of the Association and any amendments as may be determined from time to time by the Association as provided for in the Constitution.

- 4.4 All the members (~~and Committee Members~~) shall promote the purposes of the Association and shall do nothing to bring the Association into disrepute.
[Amended 23/03/23]

5 Powers of the Association

- 5.1 In addition to its statutory powers, the Association may:
- 5.1.1 Use its funds to pay the costs and expenses of furthering or carrying out its purpose.
 - 5.1.2 Purchase, lease, hire or otherwise acquire, or exchange, or sell, lease or otherwise dispose of, property to further or carry out its purpose.
 - 5.1.3 Invest monies of the Association not required for immediate use in such forms of investment as the Committee sees fit for the purpose of the Association.
 - 5.1.4 Borrow or raise money, or impose a levy on members, for carrying out its purpose.
 - 5.1.5 Enter into negotiations, agreements or contracts and do such acts necessary to achieve its purpose.
 - 5.1.6 Establish, promote or otherwise assist any committee or sub-committee of the Association to further its purpose.
 - 5.1.7 Receive money or property by way of gift, subscription or otherwise in order to carry out its purpose.
 - 5.1.8 Employ any profits of the operation of the Association in furthering its purpose in accordance with this Constitution.
 - 5.1.9 Make submissions and engage expert advice if necessary to achieve the purpose of the Association.

6 Management of the Association

- 6.1 Managing Committee
- 6.1.1 The Association shall have a managing committee ("the Committee") comprising the following persons:
 - a. Chairperson
 - b. Secretary
 - c. Treasurer
 - d. At least one other Member of the Association [Amended 21/10/19]
 - 6.1.2 Only current Voting Members of the Association may be Committee Members.
 - 6.1.3 There shall be a minimum of four Committee Members. [Amended 21/10/19]
- 6.2 The Committee has all the powers of the Association unless the Committee's power is limited by these rules or by a majority decision of the Association. [Added 23/03/23]
- 6.3 Decisions of the Committee bind the Association unless the Committee's power is limited by these rules or by a majority decision of the Association. [Added 23/03/23]

7 Finances

- 7.1 The Association may only use money and other assets if:
- It is for the purpose of the Association; and
 - It is not for the sole personal or individual benefit of any Member; and
 - That use has been approved by either the Committee or by majority vote of the Association.
- 7.2 The Association shall decide by majority vote at an AGM of the Association:
- What a member must pay to join the Association ("Joining Fee") as a Voting Member
 - What a member must pay in order to remain a Voting Member ("Subscription Fee") and how often this must be paid.
- 7.3 The membership year is from 1 ~~October to 30 September~~ April to 31 March. [Amended 23/03/23]
- 7.4 The Association may raise funds by obtaining grants from other bodies or by fundraising schemes. All money raised by or on behalf of the group shall be applied to further its purpose.
- 7.5 All funds shall be kept in a bank account that shall be opened in the name of the Association.
- 7.6 The Secretary, Treasurer and the Chairperson shall be signatories on the account and all ~~cheques~~ payments shall require two of these signatures. [Amended 23/03/23]
- ~~7.7 Accounts shall be kept by the Treasurer and brought to every Committee meeting where they may be inspected. Failure to bring the accounts to a meeting on three consecutive occasions will terminate the term of the Treasurer. [Deleted 23/03/23]~~
- 7.8 All expenditure shall be agreed and controlled by the Committee. Receipts should be acquired for all expenditure over one dollar.
- 7.9 All payments over twenty dollars shall be made by ~~cheque, not cash, or~~ by electronic transfer with appropriate records. Any exception to this rule shall be discussed and agreed by the Committee. [Amended 23/03/23]
- 7.10 ~~No officer shall sign a blank cheque. All cheques shall be filled in before signatures are added. [Deleted 23/03/23]~~
- 7.11 No officer or Committee Member acting bona fides as a signatory for the Association shall render themselves personally liable or provide any personal guarantee.
- 7.12 At an AGM the Association may by majority vote appoint someone to audit the Association's accounts. If the Association so votes, an Auditor shall audit the Association's accounts and shall certify that they are correct. The Auditor must be a member of the New Zealand Society of Accountants and must not be a Member of the Association.
- 7.13 All correspondence of the group, including the bank statement, shall be addressed to The Secretary.

8 Election of Committee

8.1 Appointment of Committee Members

8.1.1 At an AGM of the Association, the Voting Members shall elect the Committee by majority vote.

a. ~~The Committee; and~~

b. ~~The Chairperson, Secretary and Treasurer.~~ [Amended 23/03/23]

8.1.2 The term of the Committee shall be until the close of the next AGM of the Association.

8.2 Nomination of Committee Members

8.2.1 A call for nominations will be made at least 14 days before the AGM.

8.2.2 Each candidate must be a Voting Member and proposed and seconded by Voting Members.

8.2.3 All retiring members are eligible for re-election.

8.2.4 ~~No member shall be eligible for re-election to the same elected office after serving three consecutive terms.~~ [Deleted 23/03/23]

8.2.5 If the position of a Committee Member being an elected officer becomes vacant between Association meetings the Committee shall appoint another Committee Member to fill the vacancy until the next Association meeting.

8.2.6 If the position of a Committee Member being not an elected officer becomes vacant between Association meetings the Committee may appoint a member of the Association to fill the vacancy until the next Association meeting.

8.3 Committee Members must be qualified to be officers

8.3.1 No member may offer themselves for nomination for the Committee who is an undisclosed bankrupt, under the age of 16, convicted within the last 7 years of a crime involving dishonesty, prohibited from being a director or manager of an incorporated society or disqualified from being an officer of such, subject to a property order or for any other reason disqualified to be an officer of a charitable entity by section 16(1) of the Charities Act 2005.

8.4 Committee Members must act in good faith

8.4.1 Officers and Committee Members have a duty of care and must at all times act in good faith and in the best interests of the Association as agreed by consensus or majority vote of the Committee or a general meeting of the Association. [Added 23/03/23]

8.5 Cessation of Committee Membership

8.5.1 Persons cease to be Committee Members when:

- a. They resign by giving written notice to the Secretary;
- b. They are removed by majority vote of the Association at an AGM or SGM;
- c. Their term expires; or
- d. They are voted off if they have not attended three consecutive meetings

without good reason and have not submitted their apologies.

- 8.5.2 If a person ceases to be a Committee Member, that person must return all documents and property belonging to the Association within one month.

9 Role of the Committee

- 9.1 Subject to these rules of the Association, the role of the Committee is to: [Amended 23/03/23]
- a. Administer and control the Association;
 - b. Carry out the purposes of the Association and use money or other assets to do that
 - c. Manage the Association's bank accounts and ensure proper financial records are kept;
 - d. Decide how a person becomes a member and how a person stops being a member;
 - e. Decide the times and dates for meetings and set the agenda;
 - f. Decide the procedures for dealing with complaints;
 - g. ~~Set membership fees;~~ [Deleted 23/03/23]
 - h. Maintain a Register of members, with name, address and contact details, that shall be available on request; and
 - i. Maintain details of the Committee, including the date of election or appointment.
- ~~9.2 The Committee has all the powers of the Association unless the Committee's power is limited by these rules or by a majority decision of the Association. [Deleted 23/03/23]~~
- ~~9.3 Decisions of the Committee bind the Association unless the Committee's power is limited by these rules or by a majority decision of the Association. [Deleted 23/03/23]~~

10 Duties of the Officers [Added 23/03/23]

- 10.1 In addition to the general duty of care and obligations to promote the purposes, and act in the best interests, of the Association, the Officers shall have defined duties.
- 10.1.1 The Chairperson shall chair meetings of the Committee and general meetings of the Association or any public meeting called by the Association, and ensure that the conduct of the Committee and Association is at all times in accordance with these rules.
 - 10.1.2 The Secretary shall deal with all correspondence, distribute notices and agendas of meetings, and take and keep minutes of all meetings, and hold the Common Seal of the Association.
 - 10.1.3 The Treasurer shall prepare and keep accurate accounts of the Association's finances that shall be brought to every Committee meeting where they may be inspected.
 - 10.1.4 Failure to bring the accounts to a meeting on three consecutive occasions will

terminate the term of the Treasurer.

11 Conduct of Committee ~~business or standing orders~~ [Amended 23/03/23]

- 11.1 Members may speak only through the Chair.
- 11.2 Decisions will be agreed by a simple majority, voted in through a show of hands, or by a secret ballot if requested by any Committee Member.
- 11.3 Meetings will end at the time agreed by the Committee unless all those present agree to extend the meeting.
- 11.4 Any offensive behaviour, including racist, ageist, sexist or inflammatory remarks will not be permitted.
- 11.5 Any Member who brings the group into disrepute or refuses to comply with these rules shall be expelled on a majority vote of the full Committee.
- 11.6 Any such Member will have the right to appeal within 28 days of the expulsion. The appeal shall be heard by the Association at a Special General Meeting called for that purpose.
- ~~11.7 The Secretary shall deal with all correspondence.~~ [Deleted 23/03/23]
- 11.8 Agendas will be distributed to the Committee Members at least four days before a meeting. Items for the agenda should be forwarded to the Secretary seven days before the meeting.
- 11.9 Minutes will be distributed to the Committee Members fourteen days after a meeting.

12 Conflicts of Interest

- 12.1 Any Committee Member must declare a conflict of interest where they have a personal pecuniary interest or any interest through a non-charitable organisation in any matter, and state the nature of that conflict of interest. [Amended 23/03/23]
- 12.2 Any Member having declared a conflict of interest must abstain from all deliberations, proceedings and decisions related to that declared conflict of interest.
- 12.3 Any Member having declared a conflict of interest shall not be counted in the quorum present for any deliberations, proceedings and decisions related to that declared conflict of interest.

13 Resolution of complaints and disputes [Added 23/03/23]

- 13.1 The Association or any member or officer may make a complaint involving an allegation against a member or an officer by giving to the Committee a notice in writing that:

- a. States that the Association, 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 the basis of the allegation with sufficient details given to enable the Committee to assess the allegation.
- 13.2 The committee shall without delay give to the member or officer against whom an allegation is made a notice in writing that:
 - a. States that the Association is starting a procedure for resolving a dispute in accordance with the Constitution; and
 - b. Sets out the allegation to which the dispute relates.
- 13.3 The information given under subclause 13.2(b) shall ensure that any person against whom an allegation is made is fairly advised of the allegation against them with sufficient details given to enable them to prepare a response.
- 13.4 A complainant has a right to be heard before the complaint is resolved or any outcome is determined.
- 13.5 Without limiting the manner in which a complainant 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 and their written statement or submission is considered by the decision maker.
 - b. An oral hearing is held and their submissions are considered by the decision maker.
- 13.6 The Committee shall, as soon as is reasonably practicable after receiving notice of a complaint made in accordance with these rules, ensure that the complaint or dispute is investigated and determined in a fair, efficient, and effective manner.
- 13.7 Despite 13.6, the Committee 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 Association has materially breached, or is likely to materially breach, a duty under the Constitution or bylaws or statute;
 - (iii) that a member's rights or interests or members' rights or interests generally have been materially damaged;
 - c. (c) the complaint appears to be without foundation or there is no apparent evidence to support it; or
 - d. (d) the person who makes the complaint has an insignificant interest in the matter; or
 - e. (e) the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the constitution; or
 - f. (f) there has been an undue delay in making the complaint.
- 13.8 The Committee may investigate and determine the complaint or may refer a complaint to:
- a. (a) a subcommittee or an external person to investigate and report; or
 - b. (b) an external person to investigate and make a decision; or
 - c. (c) with the consent of all parties, to any type of consensual dispute resolution.
- 13.9 A person may not act as a decision maker in relation to a complaint if two or more members of the Committee consider that there are reasonable grounds to believe that the person may not be:
- a. (a) impartial; or
 - b. (b) able to consider the matter without a predetermined view.

14 Finances [Moved to item 7, 23/03/23]

~~14.1 The Association may only use money and other assets if:~~

- ~~d. It is for the purpose of the Association; and~~
- ~~e. It is not for the sole personal or individual benefit of any Member; and~~
- ~~f. That use has been approved by either the Committee or by majority vote of the Association.~~

~~14.2 The Association shall decide by majority vote at an AGM of the Association:~~

- ~~c. What a member must pay to join the Association ("Joining Fee") as a Voting Member~~
- ~~d. What a member must pay in order to remain a Voting Member ("Subscription Fee") and how often this must be paid.~~

- ~~14.3 The membership year is from 1 October to 30 September April to 31 March.~~
- ~~14.4 The Association may raise funds by obtaining grants from other bodies or by fundraising schemes. All money raised by or on behalf of the group shall be applied to further its purpose.~~
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- ~~14.6 The Secretary, Treasurer and the Chairperson shall be signatories on the account and all cheques payments shall require two of these signatures.~~
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- ~~14.9 All payments over twenty dollars shall be made by cheque, not cash, or by electronic transfer with appropriate records. Any exception to this rule shall be discussed and agreed by the Committee.~~
- ~~14.10 No officer shall sign a blank cheque. All cheques shall be filled in before signatures are added.~~
- ~~14.11 No officer or Committee Member acting bona fides as a signatory for the Association shall render themselves personally liable or provide any personal guarantee.~~
- ~~14.12 At an AGM the Association may by majority vote appoint someone to audit the Association's accounts. If the Association so votes, an Auditor shall audit the Association's accounts and shall certify that they are correct. The Auditor must be a member of the New Zealand Society of Accountants and must not be a Member of the Association.~~
- ~~14.13 All correspondence of the group, including the bank statement, shall be addressed to The Secretary.~~

15 Common Seal [Deleted 23/03/23]

- ~~15.1 The Secretary shall hold the Common Seal.~~
- ~~15.2 The Common Seal shall not be applied to any instrument except by resolution of the Committee and in the presence of two members of the Committee.~~

16 Public Meetings

- 16.1 Public meetings ~~of the members shall~~ may be ~~regularly~~ held to discuss matters of importance and to keep the ~~members~~ public fully informed of the Association's activities. [Amended 23/03/23]
- 16.2 Members shall be given seven days' notice of a public meeting.
- 16.3 A vote at a public meeting shall be decided by a simple majority of the ~~members~~ residents present. [Amended 23/03/23]

17 Special General Meetings (SGM)

- 17.1 Any member, having the written support of ~~20~~ 5 other members, may request the Committee to call a Special General Meeting of the Association. The Committee shall call the meeting within 21 days of this written request. [Amended 23/03/23]

18 Annual General Meeting (AGM)

- 18.1 An AGM shall be held every year to discuss the activities of the Association, to receive the audited accounts if a vote to appoint an auditor was previously taken and to elect the Committee.
- 18.2 The AGM shall be held at a suitable venue to accommodate as many members as possible.
- 18.3 The quorum shall be a minimum of nine members of which two must be on the Committee. [Amended 21/10/19]
- 18.4 At least ~~24~~ 14 days notice needs to be given to members of the AGM. [Amended 23/03/23]
- 18.5 At the AGM the resignation of all Committee members will be accepted and a new Committee elected.

19 Changes to Constitution

- 19.1 This constitution shall only be changed at a SGM of the Association, or at the AGM.
- 19.2 For decisions to be taken the quorum shall be a minimum of nine members of which two must be on the Committee. [Amended 21/10/19]. The voting shall be by simple majority of those present.
- 19.3 Proposed changes must be submitted to the Secretary in writing not less than 28 days before the AGM or SGM.
- 19.4 All members shall be given ~~24~~ 14 days' notice of the meeting and proposed changes. [Amended 23/03/23]
- ~~19.5 Proposed changes must be submitted to the Secretary in writing not less than 28 days before the AGM or SGM. The Secretary must notify members of any proposed changes within 21 days of the meeting. [Deleted 23/03/23]~~

20 Dissolution of the Association

- 20.1 The Association may be dissolved only by a Special General Meeting called for that purpose. Such a meeting shall come about following a proposal in writing signed by a simple majority of those remaining on the committee being submitted to the Secretary.
- 20.2 All members shall be informed of such a meeting at least 21 days before the date of the meeting.
- 20.3 Dissolution of the Association shall only take effect if agreed by two thirds of the Voting Members present and voting at that meeting.

- 20.4 Any assets remaining after meeting liabilities must be distributed among local charities or other community group with similar charitable purpose nominated by that meeting.
- 20.5 Any money received via funding bodies should be returned to the funders in relation to the funding criteria.
- 20.6 On dissolution, any documents belonging to the Association shall be disposed of in a manner agreed by that meeting.

This constitution was adopted by the Association at its AGM held on 23 March 2023 and replaces that adopted by the Creswick Valley Residents Association at its AGM held on 23 July 2012 and amended at its AGM held on 21 October 2019.

Chairperson

Secretary

Treasurer

Committee
Member
