

CONSTITUTION

July 2004

Aro Valley Community Council (Incorporated)

ARO VALLEY COMMUNITY COUNCIL (INCORPORATED),
hereinafter called the Community Council.

2. CHARITABLE OBJECTIVES:

- a) To protect and enhance the character of the Aro Valley area and to advance the interests and welfare of the Aro Valley community, including:
 - i. promoting interest in and knowledge of the Aro Valley area;
 - ii. preserving and restoring the natural features and streets and buildings of the Aro Valley area, having particular regard to their historic character;
 - iii. encouraging the residential use of and sense of community in the area;
 - iv. representing the views and interests of the Aro Valley community.
- b) To co-ordinate activities of a community nature for the Aro Valley community.
- c) To deal with Government, Local Bodies or kindred organisations, companies, societies, clubs or individuals on matters of concern to the Aro Valley community.
- d) To protect and enhance the quality of the environment within the Aro Valley
- e) To promote and safeguard the amenities and the health, safety, and economic, cultural and social welfare of the Aro Valley community.
- f) To promote and safeguard the community facilities and areas of the Aro Valley.

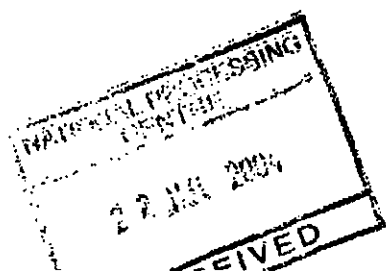
3. POWERS AND BENEFITS:

The Community Council has the powers, rights and privileges of a natural person except as provided for in this Constitution.

- a) Powers:
 - i. To accept, raise, borrow, invest, spend and disburse such funds as the Community Council deems necessary to achieve its Objectives.
 - ii. To employ staff.
 - iii. To do any other things whatsoever that the Community Council decide may promote its objectives.
- b) Benefits:
 - i. Any income, benefit or advantage shall be applied to the charitable purposes of the organisation.
 - ii. 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.



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- iii. 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).
- iv. 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.

4. MEMBERSHIP:

There are three classes of membership, full membership, associate membership and honorary membership.

- a) Full membership is open to all residents, owners of property, business proprietors or workers in the Aro Valley.
- b) Any person who qualifies according to clause 4a above may activate their membership by attending a meeting and declaring his or her will to be a member in writing.
- c) Associate membership may be granted by the Community Council to people or organizations, not covered by 4(a), with an interest in promoting the objectives of the Community Council. Applications for Associate membership should be made in writing to the secretary.
- d) Honorary Membership may be conferred by the Community Council on such people and on such terms as the Community Council sees fit
- e) Non-members may attend meetings. By special invitation of the Community Council, they may speak at meetings but not vote.

5. CESSATION OF MEMBERSHIP:

- a) Full membership shall cease automatically when a member ceases to qualify under Clause 4(a) unless clause 7(e) applies.
- b) Associate Membership, once granted, shall cease at the next Annual General Meeting
- c) Honorary membership, once granted, may be revoked by the Community Council as it sees fit.

6. DECISION MAKING:

- a) Either of the Co-chairs may preside at meetings. In the absence of a Co-chair at any meeting, a person elected by the meeting shall preside.
- b) All members of the Community Council and the Committee shall use their best endeavours to achieve consensus on issues under discussion by the Community Council or the Committee.
- c) Where consensus cannot be reached, the co-chair or person presiding at a meeting may defer a vote for 30 days if, in that person's opinion, proceeding with a vote may be detrimental to the objects of the society or its good conduct.
- d) Where consensus cannot be reached and a vote has not been deferred under 6(c):
 - i. All full members aged 16 years or over are entitled to vote;
 - ii. Associate and Honorary members are not entitled to vote;
 - iii. Voting shall be by voice or show of hands, unless otherwise requested by a member at a meeting;



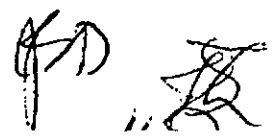
- iv. Any member may request a secret ballot for a vote;
- v. Votes will be determined by a simple majority of those present and entitled to vote;
- vi. Proxy votes will not be permitted;
- vii. The person presiding at a meeting will have a deliberative vote and a casting vote.

7. ELECTED POSITIONS:

- a) Officers and committee members will be elected at the Annual General meeting of the Community Council.
- b) All full members of the AVCC, as defined in 4(a), are eligible to stand for election as an officer or committee member.
- c) The Officers shall be
 - i. two Co-chairs
 - ii. a Secretary; and
 - iii. a Treasurer
- d) In addition to the officers, up to 10 committee members will be elected.
- e) Officers and committee members are elected to hold office with voting rights until the next Annual General meeting, and remain full members until then, even if their eligibility for full membership defined in 4(a) ceases.

8. COMMITTEE:

- a) The Aro Valley Community Council Committee (the Committee) shall be the governance body of the Community Council between meetings of the Community Council;
- b) The Committee may exercise all powers, and is subject to all limits, conferred upon the Community Council by this constitution between Community Council meetings, except those powers conferred by Clause 14 (amendments to the Constitution) and Clause 16 (dissolution of the Community Council), which must be exercised by a duly notified General Meeting or Annual General Meeting of the Community Council;
- c) The Committee shall meet at least six times annually for the good governance and administration of the affairs of the society;
- d) The quorum for a meeting of the Committee is half the members of the Committee together with, except in an emergency, at least one co-chair;
- e) The Committee shall comprise the Officers of the Community Council and up to 10 committee members, elected at the Annual General Meeting, together with:
 - i. One representative appointed by the Aro Valley Pre-school or its successors;
 - ii. One representative appointed by the Aro Valley Citizens Advice Bureau or its successors;
 - iii. One representative appointed by Te Aro School or its successors;
- f) All positions may be job-shared with the consent of the Annual General Meeting;
- g) The Committee may co-opt members to fill such vacancies as may arise from time to time;
- h) Members co-opted by the Committee under rule g) must have their appointment confirmed by the next General Meeting of the Community Council.



9. CALLING OF MEETINGS:

9A General Meetings

- a) The Committee will organise at least 3 General Community Council Meetings per year, in addition to the Annual General Meeting;
- b) The business of a General Meeting will be to :
 - i Conduct such business as has been notified at least 14 days in advance;
 - ii Conduct any urgent general business.

9B Special General Meetings

- a) A Special General Meeting may be requested by any group of 50 or more full members by delivering a written request to the Secretary.
- b) A request for a Special General Meeting must specify the matters of business which the meeting will be asked to consider.
- c) The Committee will organise a General Meeting within 1 calendar month of receiving a valid request for a Special General Meeting.

10. ANNUAL GENERAL MEETING:


- a) The Annual General Meeting shall be held no later than 31 July and at least fourteen days notice of this meeting shall be given.
- b) The business of the Annual General Meeting is to:
 - i. Receive the accounts;
 - ii. Receive reports from the Officers;
 - iii. Elect the Officers and the elected members of the Committee of the Community Council;
 - iv. Decide whether to appoint an auditor;
 - v. Decide whether to appoint an honorary solicitor;
 - vi. Conduct such other business as has been notified;
 - vii. Conduct urgent general business.

11. QUORUM:

The Quorum for the Annual General Meeting and other General meetings of the Community Council shall be fifteen full members.

12. FINANCE AND ACCOUNTS:

- a) The Treasurer shall keep proper accounts and report regularly to the Community Council on the finances.
- b) Bank accounts that may be operated in the name of the Community Council shall be operated on any two signatures of the Treasurer, the Co-chairs and such other persons as the Committee may authorise.
- c) The Financial Year of the Community Council shall be from 1 April to 31 March.



13. COMMON SEAL:

The Community Council shall have a Common Seal which shall remain in the custody of the Secretary of the Community Council, and which, pursuant to a resolution at a General Community Council Meeting, may be affixed to a deed, document, writing or other instrument. At least two of the Members affixing the Seal shall at the same time sign the document to which the Seal is affixed.

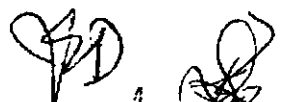
This Constitution may be amended by resolution to that effect carried by a majority of those entitled to vote, and present and voting at a General Community Council Meeting. No addition to or alteration of the charitable objects, personal benefit or the winding up clause shall be approved without the approval of the Inland Revenue Department. At least fourteen days notice of any such resolution must be given.

15. RULES:

The Community Council shall have such power to make and alter such rules and regulations for the conduct of its affairs as it shall in General Meetings from time to time decide.

16. DISSOLUTION OF THE COMMUNITY COUNCIL:

If the Community Council shall be wound up or terminated in any of the ways provided for by the Incorporated Societies Act (1908) or be dissolved, all surplus assets, after the payment of all costs, debts and liabilities shall, subject to any trust affecting the same, be disposed of for such Charitable purposes in New Zealand as the members may by resolution in a Special General Meeting at that time determine, or as a Judge of the High Court may direct.

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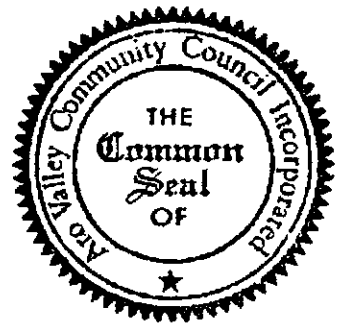
Co-chair
Name [Signature]
Signature J.S. Tait
Date 19/07/04

Secretary
Name JANET DUNN
Signature [Signature]
Date 19/07/04

Witness
Name MAUREEN McDONALD
Address 170 ARO CT
WELLINGTON
Occupation LEGAL EXECUTIVE
Signature [Signature]
Date 19/07/04

Witness
Name DIANA SUGGATE
Address 16 DURHAM ST
ARO VALLEY
Occupation GOVT POLICY ANALYST
Signature [Signature]
Date 19/7/04

MAUREEN McDONALD
LEGAL EXECUTIVE
WELLINGTON
JUSTICE OF THE PEACE
FOR NEW ZEALAND



[Handwritten signature]