

**CONSTITUTION OF
ALBERT TOWN COMMUNITY ASSOCIATION
INCORPORATED**

| Draft Version - 19 June 2020

CONSTITUTION OF ALBERT TOWN COMMUNITY ASSOCIATION INCORPORATED

1 NAME AND OFFICE

- 1.1 The name of the Association shall be “Albert Town Community Association Incorporated”.
- 1.2 The principal office of the Association will be at such place as may be determined by the Committee from time to time.

2 DEFINITIONS

- 2.1 In this Constitution:

“Chairperson” means the chairperson elected under clause 6.2;

“Committee” means the committee of Members elected under clause 8.2;

“General Meeting” means an Annual General Meeting or a Special General Meeting;

“Member” means any person admitted to membership of the Association under clause 3;

“Secretary” means the secretary elected under clause 8.2;

“Special Resolution” means a resolution passed by at least 75% of the Members present and entitled to vote at a General Meeting;

“Treasurer” means the treasurer elected under clause 8.2

3 OBJECTS

- 3.1 The objects of the Association shall be the preservation and improvement of the amenities of Albert Town and the promotion of the interests of its ratepayers and residents.

4 MEMBERSHIP

- 4.1 Membership of the Association shall comprise residents and ratepayers of the area known as Albert Town, being the area within the boundaries edged in red on the attached plan.
- 4.2 Any person may become a Member on supplying the Secretary with his/her name and address and such further details as are necessary to satisfy the Committee that he/she qualifies with the requirements of clause 3.1.

5 TERMINATION OF MEMBERSHIP

- 5.1 The Committee may terminate the membership of any Member if:
 - a. any payment due by the Member to the Association is at least 30 days overdue; or
 - b. the Member fails to observe this Constitution; or

- c. the Committee considers that the conduct of the Member has adversely affected the reputation of the Association.

6 MEMBERSHIP FEE

- 6.1 An annual Membership Fee (if any) shall be fixed from time to time by the Members at an Annual General Meeting.
- 6.2 No Member whose Membership Fee is due and unpaid shall be entitled to vote at a General Meeting or stand for election to the Committee.

7 GENERAL MEETINGS

- 7.1 An Annual General Meeting shall be held every year within 6 months following the end of each financial year of the Association.
- 7.2 The following business will be considered at the Annual General Meeting:
 - a. Receipt from the Committee of the Chairperson's report, the Treasurer's report and the financial statements for the preceding year;
 - b. The election of a Committee;
 - c. The fixing of the Membership Fee (if any) for the coming year;
 - d. Any Special Resolution proposed: (i) by the Committee; or (ii) by a Member, which has been received by the Secretary in writing at least 20 working days before the date of the meeting.
- 7.3 Failure to hold the Annual General Meeting within the period referred to in clause 11.4 will not invalidate the proceedings of an Annual General Meeting that is held in any other month.
- 7.4 Special General Meetings may be called by the Committee. The Committee must also call a Special General Meeting if the Secretary receives a written request signed by at least 10% of the Members.
- 7.5 Confirmation of the minutes of each General Meeting may be approved at the first Committee meeting following the General Meeting.
- 7.6 Public notice must be advertised at least 10 working days prior to every General Meeting, such notice to advise the time and place of such General Meeting.

8 COMMITTEE

- 8.1 The management of the affairs of the Association shall be vested in the Committee, which shall consist of the officers referred to in clause 8.2 and up to six other Members.
- 8.2 The officers of the Association shall be the Chairperson, Vice Chairperson, Secretary (who may also be the Treasurer) and/or the Treasurer. Up to six further Members of may be elected to the Committee. The immediate past Chairperson becomes an ex-officio member of the Committee for the following year only.

- 8.3 If any Committee member misses three consecutive meetings the Committee may terminate such member's membership of the Committee, thereby creating a casual vacancy.
- 8.4 In the case of a casual vacancy in an office of Committee member, the Committee may itself appoint a member to fill the vacancy until the next Annual General Meeting.
- 8.5 All resolutions to be considered at a Committee meeting shall be determined by a majority of votes. In the case of an equality of votes the Chairperson shall have a casting vote.

9 PROXIES

- 9.1 A Member may appoint a proxy to vote on behalf of the Member at a General Meeting.
- 9.2 The appointment must be in writing and received by the Secretary at least 1 working day before the day of the General Meeting.
- 9.3 The appointment may require the proxy to vote in the manner specified in the appointment.
- 9.4 A member shall be deemed to be present at a General Meeting if his or her properly appointed proxy is present.

10 QUORUM

- 10.1 The quorum for Committee meetings shall be 5 members of the Committee.
- 10.2 The quorum for Members Meetings shall be at least 10 Members.
- 10.3 If within half an hour after the time appointed for a Committee or General Meeting a quorum is not present, the meeting shall stand adjourned to a day, time and place determined by the Chairperson. If at the adjourned meeting a quorum is not present, the meeting shall be dissolved without further adjournments. No business shall be transacted at an adjourned meeting other than the business left unfinished at the original meeting.

11 FINANCES AND RECORDS

- 11.1 The Committee shall:
- a. keep proper records of all Committee meetings and General Meetings;
 - b. keep proper books of account and financial records of the Association;
 - c. keep all other documents and records, connected with the Association;
 - d. have control of all funds of the Association and (subject to clause 11.2) operate all bank accounts in the manner determined by the Committee;
 - e. have control of the Common Seal, which may only be affixed to a document by a resolution of the Committee.

- 11.2 Two signatories, both being members of the Committee, shall be required to authorise payments from any bank account operated by the Association.
- 11.3 As soon as practicable following the end of each financial year the Committee will cause to be prepared a statement containing particulars of:
- a. the income and expenditure for that financial year; and
 - b. the assets and liabilities of the Association as at the end of that financial year.
- 11.4 The Committee shall cause the statements referred to in clause 11.2 to be examined by a suitably qualified accountant, who is not a Member. The accountant may request the production of any documents relating to the affairs of the Association and will, if requested by the Committee, present a report to the Committee prior to the Annual General Meeting following the relevant financial year.
- 11.5 Unless otherwise decided by the Committee, the financial year shall end on 31 December in each year.
- 11.6 The Association may invest its funds as it thinks fit.
- 11.7 The Association may borrow funds as it thinks fit if authorised by the Members in a General Meeting.

12 ALTERATION TO RULES

- 12.1 This Constitution may be changed by a notified Special Resolution passed at a General Meeting.
- 12.2 If any matter arises for which there is no applicable rule in this Constitution, such matter may be decided by the Committee.

13 LIQUIDATION

- 13.1 A General Meeting may by Special Resolution appoint a liquidator. The resolution must then be confirmed by another Special Resolution passed at General Meeting held at least 30 days after the first resolution was passed. The Association may then be placed into liquidation.
- 13.3 On liquidation the Association's surplus assets (after the discharge and payment of all of the Association's liabilities) will be paid:
- a. to an institution having objects similar to those of the Association and chosen by the Members, or by the Committee, if the Members do not choose; or
 - b. if no appropriate institution can be found, to a charity or charities in New Zealand chosen by the Members or by the Committee, if the Members do not choose.
 - c. Surplus assets may not be directly or indirectly distributed to Members.