**AWHITU PENINSULA LANDCARE INCORPORATED**

**CONSTITUTION**

**NAME:**

Awhitu Peninsula Landcare Incorporated (which throughout the Constitution shall be referred to as ‘the Society’)

**OBJECTIVES:**

To be beneficial to the community in the following ways:

1. To promote, and where possible facilitate, the protection and restoration of the natural features of the Awhitu environment, including waterways, and to encourage community appreciation of these values

2. To carry out a dedicated pest reduction programme throughout the Awhitu Peninsula, employing whichever means prove most effective

3. To enhance and expand Awhitu’s natural native vegetation, employing whichever means prove most effective

4. To work towards the successful reintroduction of lost species which would have once been present in and around Awhitu

**RULES:**

1. **Membership**
2. Any person may join by paying such membership fee as shall be determined by the Annual General Meeting of the Society.
3. Membership shall be deemed to have lapsed if the membership fee is not paid within two months of its falling due, provided that a reminder notice has been issued in writing to that effect.
4. **Meetings**
5. There shall be each year an Annual General Meeting, at least four Committee meetings and such Special General meetings as may be required.
6. All meetings shall be advertised publicly, with a clear statement of the time, place and purposes of the meeting, at least two weeks prior to the meeting.
7. The Annual General Meeting shall be held on or before 30 June each year. The business shall include the Convenor’s report on the Society’s activities for the year, the presentation of the Annual Accounts of the Society, the appointment of an auditor, the election of officers (see below), the setting of the annual Membership Fee and any constitutional matters. Quorum: 5 members of the Society.
8. A Special General Meeting shall be called upon the written request of five members of the Society and the purpose of the Special General Meeting shall be clearly described in the advertisements for the meeting. Quorum: 5 members of the Society.
9. Committee Meetings shall be held to conduct the on-going business of the Society. Quorum: 5 members of the Committee.
10. Meetings shall be conducted as informally or formally as the Society chooses and any member may with the approval of the Committee take on the role as Chairperson or Recorder at a particular meeting, provided that:
11. Any formal resolutions are dealt with according to formal procedures as outlined in the next section.
12. Election of officers, all financial decisions and any constitutional changes are made by formal resolution.
13. **Meeting Procedure**
14. Any formal motion must be moved and seconded by members present and entitled to vote.
15. To become a resolution, a motion must be voted on affirmatively by a majority of those present and entitled to vote. Voting will be on voices, or if any member requests it, on a show of hands. A secret ballot will be held if a majority of those present vote accordingly.
16. The person chairing the meeting shall have a casting and a deliberative vote.
17. Any motion, including nominations for the election of officers, may be moved from the chair or the floor at a meeting by any member present and entitled to vote, except one which involves a change to the Constitution of the Society, which must be notified in writing in advance (see Changes to the Constitution below.)
18. **Appointment of Officers:**

The day-to-day affairs of the Society shall be conducted by a Committee comprising up to nine officers elected at the Annual General Meeting of the Society and other ex officio and co-opted members, as described below:

A: Elected Officers:

The Convenor

Responsible for ensuring that meetings are arranged and chaired and that the business of the Society is conducted in accordance with its Constitution. The Convenor will also be the official spokesperson for the Society as required.

The Secretary

Responsible for ensuring that meetings are publically advertised and that the minutes of all meetings are recorded, verified and signed; and for conducting any correspondence as required by the Society.

The Treasurer

Responsible for ensuring that all financial transactions of the Society shall be conducted in accordance with properly made decisions and appropriately invoiced, receipted, deposited or paid out and recorded. Accounting shall be based on Public Sector Accounting Concepts and accounts shall be audited annually.

Other elected Committee Members

Up to an additional six members

B: Ex Officio and Co-opted Members to Committee:

Ex Officio Members

One or two representatives of Ngaati Te Ata, Manawhenua of the area, selected by Ngaati Te Ata.

Co-opted Members

In order to ensure that the Committee is sufficiently diverse to represent the local community, or in order to access particular expertise, the Committee may co-opt such additional members as it believes will be useful.

**5. Contract signatories**

A contractual document shall be signed only by duly authorised officers acting on a specific resolution approved by the Committee or a General Meeting of the Society, executed under common seal if required.

**6. Control and Investment of Funds:**

1. The Society may seek funds from any appropriate source: e.g. charitable trusts, government agencies, commercial sponsorship, private subscription, fund-raising activities or commercial enterprises, provided that such funds are for the purposes described in the Constitution, and that any application, activity or contract entered into is approved by a specific resolution of the Committee or of a General Meeting of the Society.
2. Any investment of the Society’s surplus funds shall be in an interest-bearing account in an approved bank or public lending institution.
3. All financial transactions shall be controlled by the Treasurer in line with the objectives of the Society and specific resolutions of the Committee or of a General Meeting of the Society.

Any cheques or withdrawals from the Society’s bank account shall be authorised by two duly approved signatories, as determined by a specific resolution of the Committee.

1. All financial records shall be kept in accordance with the requirements of Section 23 of the Incorporated Societies Act 1908 or any current relevant amendments to this legislation.
2. The annual accounts shall be presented for approval at the Annual General Meeting and shall have been audited by a qualified auditor approved by the previous Annual General Meeting of the Society.

**7. Personal Benefit**

Any Income, benefit or advantage shall be applied to the objectives of the organisation. 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 shall be reasonable and relative to that which would be paid in an arms-length transaction (being open market value). And 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.

**8. Non alteration**

No addition to or alteration to the non-profit aims, personal benefit clause or the Disposition of Property clause shall be made which affect the tax exempt status. 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.

**9. Changes to the Constitution**

1. Any proposed change to the registered Constitution of this Society shall be advertised in writing to members at least two weeks prior to the Annual General Meeting, either in a newsletter or in the public notice advertising the meeting.
2. The change shall be made if approved at the Annual General Meeting by a simple majority of those present and entitled to vote.

**10. Disposition of Property**

If a decision is made to wind up or dissolve the organisation and any property remains after the settlement of the organisation’s debts and liabilities, that property must be given or transferred to another organisation for a similar charitable purpose or purposes as defined in section 5(1) of the Charities Act 2005.