



Me puāwai tātou  
katoa i roto i te  
kotahitanga o Rānui

## **Constitution**

### **Ranui Action Project Inc.**

**(approved at AGM 6<sup>th</sup> December 2018)**

#### **1.0 Name**

The name of the Society is “Ranui Action Project Incorporated” hereinafter referred to as “The Society” or “RAP”.

#### **2.0 Background**

The Society was developed as a Stronger Communities Action Fund pilot (one of seven pilot sites around the country) as part of the Government’s intention to build stronger communities that increase people’s capacity to participate in their communities and that reduce social exclusion.

#### **3.0 Aims and Objectives**

The aims and objectives of The Society are to strengthen and revitalise the community through the improvement of their health and well-being by:

- Facilitating the development of ideas, processes and solutions identified by the community
- Expanding the knowledge, capacity and capability of the community
- Establishing a community economic development culture with the project
- Working with local whanau, hapu, iwi, and other Maori in the spirit of the Treaty of Waitangi to support Maori development within Ranui
- Working with other ethnic groups, agencies, providers and groups to support development in Ranui
- Monitoring and evaluating the projects progress
- Communicating effectively with the community.

#### **4.0 Values**

The values of The Society are:

- Trust, Integrity and Accountability
- Openness, Honesty and Transparency
- Respect for Diversity and Inclusion
- Innovation and Sustainability.

#### **5.0 Area**

The area in which the Society will operate is the Ranui area of Waitakere, or such larger area within New Zealand as may be determined by The Society according to the definition of The Society itself as shown in Schedule One.

#### **6.0 Registered Office**

The registered office of The Society shall be situated at 476 Swanson Road, Ranui or such other place or places as The Society shall from time to time determine and notify to the Registrar of Incorporated Societies.

#### **7.0 Membership**

- 7.1** The Society shall have unlimited membership (subject to Clauses 7.2 and 7.3) with a minimum of 15 members.
- 7.2** Any person who lives, works, or otherwise participates in Ranui or organisations located within Ranui may apply to the RAP Board for membership by completing a written application form.
- 7.3** Any person or organisation who has a specific interest in Ranui but does not meet the criteria in Clause 7.2 may apply to the RAP Board for associate membership by completing a written application form. Associate members shall have the same rights as members apart from voting at general meetings.
- 7.4** Any individual who meets the criteria for membership in clause 7.2 above shall be accepted by the Board for membership unless for good reason the Board considers the nominee would not promote the aims and objectives of The Society.
- 7.5** Members shall cease to be members if they submit their resignation or if their membership is terminated by the RAP Board after the RAP Board has judged the member to have acted in a manner contrary to the aims and objectives of The Society.

**7.6** The Society shall keep a register of members which shall be available for inspection at the registered office of The Society.

## **8.0 Governance and Management of The Society:**

**8.1** Members of the Society shall be accountable to the wider Ranui community and the aims and objectives of The Society.

**8.2** Members of the Society shall meet as often as required with a minimum of one meeting per year. This meeting will be the Annual General Meeting of the Society.

**8.3** If within half an hour from the time appointed for a meeting a quorum is not then the person or persons present and entitled to vote shall continue with the meeting although no resolutions may be passed.

**8.4** Decisions shall be made by consensus. If consensus cannot be reached, then a three-fourths majority vote must be sought.

**8.5** The Society shall have the following roles and responsibilities:

- (a) maintain ownership of The Society, its projects and directions;
- (b) be a conduit to the wider community;
- (c) approve and follow the aims and objectives as in Section 3
- (d) elect members of the RAP Board, as in 9.1;
- (e) approve and monitor the responsibilities delegated to the RAP Board;
- (f) convey ideas, present proposals, viewpoints and concerns to RAP Board
- (g) appoint auditors at the AGM.

**8.6** Oversight of the governance and management of the affairs of The Society will be maintained by the Society, which shall, however, delegate the responsibility to govern and manage its projects and business to the Ranui Action Project Board (in this Constitution described as the "RAP Board").

## **9.0 The RAP Board**

**9.1** RAP Board shall have seven members, four who have been elected by the Society at an AGM, and three who are appointed by the Board.

**9.2** Those electing and/or appointing members are asked to consider the Board's balance of cultural, gender and age groups, and legal, financial, management and community development skills.

- 9.3** The term of office for any person elected or appointed to the Board shall be two years, and the maximum length of consecutive service by an individual shall be three terms, i.e. six years. Any person who has served for six consecutive years may, however, seek re-election after a stand-down period of two years.
- 9.4** Any casual vacancy may be filled by the RAP Board by the appointment of a person who shall have full voting rights and hold the position until the next Annual General Meeting. Preference shall be given to appointing a person who is member of the Society.
- 9.5** In the event that the Board determines it has a need for additional advice, to provide knowledge and/or experience, or to improve the diversity of the Board as suggested in 9.2, it may agree to co-opt, for a specified period not exceeding one year, one or two suitable persons who shall be able to participate fully in Board meetings except that he/she/they will not have voting rights.
- 9.6** The election of Board members to any existing vacancies shall be conducted in a transparent and proper manner at an Annual General Meeting of the Society, with material about those whose terms have expired and those who seek election or re-election sent out with the agenda for the Annual General Meeting as required in Clause 12.5.
- 9.7** The outgoing RAP Board shall retain authority until the first meeting of the new Board after the AGM, which shall be held within one month of the AGM.

## **10.0 Roles, Responsibilities and General Duties of the RAP Board**

### **10.1 The roles and responsibilities of the RAP Board (as delegated by the Society) shall be:**

- (a) legal and financial oversight of the Society;
- (b) ensuring the project meets its stated aims and objectives through monitoring and evaluation;
- (c) the employment of staff;
- (d) rental and/or purchase of property;
- (e) development of policies, procedures and projects;
- (f) appointing working parties as appropriate and delegating responsibility;
- (g) consideration of proposals referred by The Society;
- (h) sourcing funding as required;
- (i) managing the finances of The Society;

- (j) ensuring that members of The Society are kept informed of progress about all projects and related issues;
- (k) any other such duties as are deemed necessary by the RAP Board to ensure the efficient and effective governance and management of the Society.

## **10.2 The general duties of the RAP Board shall be:**

**10.2.1** The RAP Board shall be accountable to The Society, the wider Ranui community and the aims and objectives of the Society.

**10.2.2** The RAP Board shall ensure that the names and contact details of the chairperson, deputy or co-chairperson, secretary and treasurer are communicated to members of The Society in writing within 14 days of their appointment by the Board.

**10.2.3** The chairperson(s) shall ensure the effective conduct of RAP Board and Society meetings and, in particular, will:

- (a) keep a register of members of the Society as required by these rules;
- (b) keep a record of all proceedings at meetings of both the Society and the RAP Board;
- (c) keep a record of all decisions made by the Society and the RAP Board;
- (d) deliver annually the financial statement to the Registrar pursuant to Sections 23(1) and (2) of the Incorporated Societies Act 1908
- (e) ensure a record of the use of the common seal is kept;
- (f) do other such acts in relation to the affairs of The Society as the RAP Board and Society may require.

## **11.0 Proceedings of the RAP Board**

**11.1** Meetings of the Board shall be held at least 6 times per year.

**11.2** A quorum shall consist of four members.

**11.3** At its first meeting after an AGM the Board shall appoint a chairperson, a deputy or co-chairperson, a secretary and a treasurer.

**11.4** If within half an hour from the time appointed for a meeting a quorum is not present, then the person or persons present and entitled to vote shall continue

with the meeting and any resolutions passed must be ratified subsequently by a quorum at a meeting or by email.

- 11.5** Decisions of the RAP Board shall be made by consensus. If consensus cannot be reached, then a simple majority vote must be sought.
- 11.6** Agendas shall be made available to RAP Board members at least 5 days before meetings, and minutes shall be distributed within 7 working days after meetings.
- 11.7** Should any member of the RAP Board fail to attend Board Meetings on more than three consecutive occasions without apology or leave of absence, then that individual's place on the Board may be forfeited at the discretion of the RAP Board.
- 11.8** Employees of the Board shall not be voting members at Board meetings.
- 11.9** The Board shall arrange for the election or appointment of Board members as required, subject to the conditions prescribed in Section 9.

## **12.0 Annual General Meeting**

- 12.1** The RAP Board shall ensure that an Annual General Meeting (AGM) of the Society is held between 1 July and 31 December each calendar year.
- 12.2** Not less than 28 days' notice of the AGM shall be given.
- 12.3** Notice of the AGM shall be given in writing or to any current email address to all current members of the Society, and to the wider Ranui Community by newspaper notice and by such other means of communication as the Board deems appropriate.
- 12.4 The notice shall:**
  - (a) contain the name and venue for the AGM;
  - (b) include and agenda for the AGM;
  - (c) advise how many RAP Board positions are up for election (if any);
  - (d) call for nominations for the RAP Board, to be provided in writing to the secretary at a designated postal or email address not less than 14 days prior to the AGM;
  - (e) advise that notice of any proposed constitutional amendments must be given to the secretary not later than 14 days prior to AGM.
- 12.5** Not later than 7 days prior to the AGM the secretary shall send to all current members, by post or current email address:
  - (a) the agenda for the AGM;

- (b) the names and any supporting material of candidates for election to the Board;
  - (c) details of any proposed constitutional amendments and, if there are any, a copy of the constitution.
- 12.6** The quorum for an AGM shall be any 10 members of The Society present in person.
- 12.7** The business of the AGM shall comprise:
- (a) the minutes of the prior AGM and of any Special General Meeting since the last AGM;
  - (b) an agenda;
  - (c) a report from the Chairperson;
  - (d) a financial report;
  - (e) the tabling of duly audited statements of the Society's accounts for the preceding financial year;
  - (f) the election of Board members;
  - (g) the appointment of an auditor;
  - (h) any general or other business.

### **13.0 Special General Meetings**

- 13.1** Any 10 members of the Society may call for a Special General Meeting (SGM) by providing a requisition signed by the 10, stating the purpose for the Special General Meeting.
- 13.2** The RAP Board may call an SGM at any time.
- 13.3** The SGM must be held within 28 days of receipt by the secretary or at the Society's registered office of the notice calling for an SGM, or resolution by the Board.
- 13.4** The RAP Board shall, at least 21 days prior to the day fixed by the Board for the SGM give notice of the SGM to all members of the Society and the public by notice in the same way as for an AGM, stating the purpose of the SGM.
- 13.5** The procedure at an SGM shall be the same as an AGM.

### **14.0 Finances**

- 14.1** The financial year of the Society shall commence on 1 July and end on 30 June of the succeeding year.

- 14.2** The Society will receive revenue from such grants, payments, donations and other revenue as may be made to the Society. These monies may be held, given as grants, expended, invested, or disposed of in any manner as approved by the RAP Board consistent with the purposes for which the money was given and in accordance with the objectives of The Society.
- 14.3** All funds shall be kept in a bank account or accounts under the name of Ranui Action Project Inc with a bank or banks approved by the RAP Board.
- 14.4** Signatories to all bank accounts will be determined by the RAP Board in consultation with staff.
- 14.5** The income, funds and property of the Society shall be applied solely towards the promotion of the aims and objectives set forth above within New Zealand.
- 14.6** No private pecuniary profit shall be made by any person involved in this Society, except that:
- (a) any Employee or Member of the Society (whether a RAP Board Member or not) may receive full reimbursement for all expenses properly incurred by them in connection with the affairs of the Society;
  - (b) the Society may pay reasonable and proper remuneration to any Employee or Member of Society (whether a RAP Board Member or not) in return for services actually rendered to the Society;
  - (c) any Member of the Society (whether a RAP Board Member or not) may be paid all usual professional, business or trade charges for services rendered, time expended and all acts done by that Member or by any firm or entity of which that person is a member, employee or associate, in connection with the affairs of the Society;
  - (d) any Member of the Society (whether a RAP Board Member or not) may retain any remuneration properly payable to them by any company or undertaking for which that Member has acted in any capacity whatever, notwithstanding that that Member's connection with that company or undertaking is in any way attributable to that Member's connection with the Society.
- 14.7** Any person who is a member of the Society (whether a RAP Board Member or not) shall not be able to determine or materially influence in any way whatsoever any income, benefit, or advantage that they may receive as a result of their employment by the RAP Board and such persons shall not participate in any



deliberations and proceedings by which such income, benefit or advantage is being determined.

**14.8** Notwithstanding anything expressed or implied in these Constitutional Rules, no commercial transaction will be entered into with any member (whether a RAP Board Member or not) or person associated with a member of the Society unless, having regard to the terms and conditions of the loan or agreement, payment by way of interest or rent shall not exceed current commercial rates and receipts by way of interest or rent shall not be at less than current commercial rates.

**14.9** Any RAP Board Member who is in any way interested or concerned directly in any property or undertaking in which the Society is or may be concerned or involved, shall disclose the nature and extent of their interest to the RAP Board, and shall take no part whatever in any deliberations of the RAP Board, concerning any matter in which that member is or may be interested, other than to provide a quorum.

#### **15.0 Power to Borrow**

The Society shall have power to borrow, from time to time and upon such terms and conditions as the RAP Board shall think fit, and either with or without security, such sums of money as may be required for carrying out the objects of the Society or any of them and shall have power to pledge the assets of the Society for the security of any such sums borrowed.

#### **16.0 Control and Use of Common Seal**

The chairperson shall be responsible for ensuring the common seal of the Society is kept in a safe place with a register of its use. It may be used and signed by two members of the RAP Board.

#### **17.0 Alteration of these rules**

The rules of the Society may be altered, added to, rescinded or otherwise amended by the vote of three quarters of the members present at an Annual General Meeting, or Special General Meeting called for that purpose, provided always that such changes do not affect the exclusively charitable nature of the Society nor give power to extend the Society's operations beyond New Zealand.

**18.0 Dissolution**

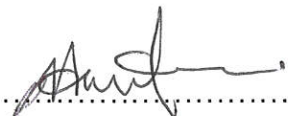
**18.1** The Society may be wound up upon the vote of a three quarters majority of those present at an Annual General Meeting or Special General Meeting.

**18.2** If upon the winding up of the Society there remains any funds, assets or other property after satisfaction of any debts or other liabilities, then these shall pass to any other such body that is charitable under New Zealand law and as the RAP Board consider able to employ the funds, assets or property in the interests of improved health, wellbeing and independence for the people of Ranui, or other area of Waitakere City.

**19.0 Interpretation**

All matters not otherwise specifically provided for in these Rules shall be decided by the RAP Board and in the case of any dispute as to interpretation of these Rules, the RAP Board shall be the sole authority and its decision shall be final.

Signed by the chairperson of the RAP Board and another Board member of the Society as a true copy of the constitution adopted by The Society at a general meeting on the 06 December 2018.



Chairperson



Board member

6/12/18

Date.