



**Constitution and Regulations
of the
Glenfield Community Centre Incorporated**

As at 24 July 2018

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1. NAME

The name of the Society is the **GLENFIELD COMMUNITY CENTRE INCORPORATED.**

2. DEFINITIONS

- a. **'THE SOCIETY'** shall mean: The Glenfield Community Centre Incorporated;
- b. **'THE PARISH'** shall mean: The Glenfield Anglican/Methodist Local Ecumenical project (LEP) or its successor;
- c. **'THE CENTRE'** shall mean: The Glenfield Community Centre;
- d. **'THE COUNCIL'** shall mean: The Auckland Council or its successors;
- e. **'THE COMMUNITY BOARD'** shall mean: The Kaipātiki Local Board of the Council or any other Community Board established to represent the people of Glenfield;
- f. **'GLENFIELD'** shall mean: The geographic area known as Glenfield;
- g. **'FINANCIAL YEAR'** shall mean: The financial year of the Society shall end on the 30th day of June.

3. PRINCIPLES

The Society shall base all its dealings on the Principles, Philosophy, Purpose and Goals contained in Appendix A.

4. OBJECTS

The objects for which the Society is established are:

- a. To operate and maintain The Centre in which educational, community, and personal development programmes can be developed, and from which community support services can be provided;
- b. To be sensitive to the charitable needs of the community within Glenfield and to facilitate the community to meet those needs;
- c. To encourage individuals and organisations within New Zealand to provide support services to those citizens who are least able to help themselves;

- d. To do all things as are incidental or conducive to the attainment of the above objects.

5. MEMBERSHIP

- a. Any person who supports the goals and objectives of the society, agrees to abide by the Constitution, and is prepared to pay the annual membership fee, may apply to become a Member of the Society;
- b. All applications for membership shall be considered and decided by the Executive Committee or the Governance Group at its sole and unfettered discretion. The Secretary shall notify each applicant of the outcome of their application;
- c. The membership fee shall be proposed by the Executive Committee and approved by the Governance Group. The Executive Committee can reduce or waive the membership fee for individual members at its discretion.

6. TERMINATION OF MEMBERSHIP

- a. Members will cease to be members when:
 - i. they die, or
 - ii. they submit their resignation in writing, or
 - iii. their membership is terminated by resolution of the Executive Committee, or
 - iv. their membership is terminated by resolution of a General Meeting, or
 - v. they fail to pay the annual subscription within six (6) months of it falling due.
- b. Any member who is expelled, suspended or has their membership terminated, shall be informed in writing giving reasons. Such members shall have the right to appeal against their suspension or expulsion by presenting their case to the Governance Group. If the Governance Group is unable to resolve the matter within two (2) months, the Member may appeal to a General Meeting of the Society which then by majority vote may decide whether to let the termination stand, or whether to reinstate the Member. The Society's decision shall be final.

7. GENERAL MEETINGS

a. Annual General Meetings

The Annual General Meeting of the Society shall be held at a time and place to be determined by the Governance Group but no more than six (6) months after the close of the financial year.

No less than three (3) weeks before the Annual General Meeting the Secretary shall advertise the Annual General Meeting in a newspaper widely circulated in Glenfield. The notice shall also be prominently displayed in the Centre.

Nominations for membership of the Governance Group shall be received on the approved form by the Secretary not less than one (1) week before the Annual General Meeting.

The purposes of the Annual General Meeting shall include:

- i. Receiving from the Governance Group a report and audited financial statement of accounts for the preceding financial year and an estimate of the receipts and expenditure for the ensuing twelve months and if acceptable to adopt same.;
- ii. Receiving from the Governance Group a summary of the activities of any sub-committee or organisation under the Society's direct responsibility together with an audited financial statement for the previous twelve months and estimates of receipts and expenditure for the ensuing twelve months;
- iii. Electing members to the Governance Group for the ensuing year in accordance with Clause 8 a) i) of this constitution;
- iv. Receiving the two (2) Parish and two (2) Council appointments to the Governance Group;
- v. Deciding on any motion of which notice in writing has been given at least fourteen (14) days prior to the meeting;
- vi. Dealing with items of general business where notice is deemed not necessary;
- vii. Appointing a suitable qualified Auditor, who shall not be a member of the Society, to audit the Society's books of account and certify the annual financial statements.

b. Special General Meetings

- i. Special General Meetings may be held from time to time as required by the Governance Group;
- ii. On the written requisition of any thirty-five (35) members of the Society the Secretary will convene a Special General meeting. If the Secretary does not convene a Special General meeting within twenty-one (21) days of the receipt of the requisition the persons requisitioning the Special General Meeting may convene such a Special General Meeting themselves;
- iii. Special General Meetings shall be advertised in a newspaper widely circulated in Glenfield not less than fourteen (14) days before its date. The notice shall also be prominently displayed in the Glenfield Community Centre. The business of the Special General Meeting will be confined to the business stated in the notice.

c. Conduct of General Meetings

- i. At any General Meeting, all members present shall be entitled to exercise a vote. The Parish and Council appointees shall have voting rights as if they were members;
- ii. All matters decided at a General Meeting shall, where possible, be determined by consensus. The Chairperson, or any member present, may require a vote to be taken that may be determined by voice declaration, show of hands, or by a secret ballot. Where the result of that vote is a tie, the Chairperson shall have a casting vote.

d. Quorum

At all General Meetings, ten (10) members present shall constitute a quorum. In the event that a quorum is not present within thirty (30) minutes after the advertised starting time of the meeting, it shall be abandoned. Abandoned General Meetings shall be reconvened on a date to be determined by the Governance Group, but within twenty-one (21) days of the abandoned General Meeting, and due notice shall be given of the new date. Reconvened meetings are to be held with, or without, a quorum.

8. GOVERNANCE GROUP

- a. The affairs and business of the Society shall be controlled and managed by a Governance Group which shall be constituted as follows:
 - i. No more than nine (9) members elected by the Society, from its membership; and
 - ii. Two elected representatives of the Council, one of whom shall be a member of the Local Board; and
 - iii. Two representatives appointed by the Parish; and
 - iv. Any other members co-opted by the Governance Group; and
 - v. The Centre Manager or other employee of the Centre, who shall not be entitled to vote.
- b. The Governance Group shall convene its first meeting within twenty-eight (28) days of the Annual General Meeting, at which meeting it shall elect from amongst its members the following officers:
 - i. Chairperson;
 - ii. Deputy Chairperson;
 - iii. Secretary; and
 - iv. Treasurer.
- c. All Governance Group members and office holders shall hold office from their election or appointment until the next Annual General Meeting.
- d. The Governance Group shall have the power to appoint any person to fill any vacancy occurring on the Governance Group and that person shall hold office until the next Annual General meeting.
- e. **Governance Group Meetings**
 - i. The Governance Group shall meet not less than every two (2) months and shall meet at least once between the end of the financial year and the Annual General Meeting for the purposes of receiving the annual statement of accounts and balance sheet for the preceding year;

- ii. At all Governance Group meetings five (5) members present shall constitute a quorum. In the event that a quorum is not present within thirty (30) minutes after the advertised starting time of the meeting, it shall be abandoned. A Governance Group meeting shall be reconvened within seven (7) days of the abandoned meeting, and due notice shall be given of the new date. Reconvened meetings are to be held with, or without, a quorum;
- iii. The Governance Group shall have the authority to appoint sub-committees and may appoint to any sub-committee a person or persons not members of the Governance Group;
- iv. The Governance Group may determine its own procedure;
- v. Notice of every meeting shall be given to each member of the Governance Group not less than five (5) days before the time appointed for holding the meeting.
- f. It shall be the duty of the Governance Group generally to conduct the affairs of the Society, to make all returns required by Section 23 of the Incorporated Societies Act 1908 and/or by any statutory provisions for the time being in force.
- g. The Governance Group shall be designated as the Employer of the Society, for the purposes of the Employment Relations Act 2000 and any other Acts or statutory regulations relating to the employment of staff.
- h. For the daily running of the Community Centre, the Governance Group shall elect a specified Executive Committee including the Chairperson and the Community Centre Manager. The Executive may be authorised to make operational decisions between Governance Group meetings. Such decisions must be fully disclosed for retrospective ratification and inclusion in the minutes of the next Governance Group meeting.

9. OFFICERS OF THE SOCIETY

a. Chairperson

- i. The Chairperson shall lead the Society in the fulfilment of the Objects contained in this constitution. The Chairperson shall act as the spokesperson for the Society. No other member or employee of the Society may make media releases without the express permission of the Chairperson. All such spokesperson duties enacted will be reported to the next meeting of the Governance Group.

b. Deputy-Chairperson

- i. The Deputy-Chairperson shall act as Chairperson at any time that the Chairperson is unwilling or unable to do so.

c. Secretary

- i. The Secretary shall give the prescribed notice of meetings, take and keep minutes of all meetings, conduct the correspondence of the Society, keep a register of members, and generally carry out the duties of a secretary.

d. Treasurer

The Treasurer shall be responsible for ensuring:

- i. that usual and proper books of account properly post up and following recognised accounting practices are kept;
- ii. that all monies paid to the Society are deposited at such bank or banks as the Governance Group may decide from time to time; and
- iii. that the Society's financial obligations are met when due.

The Treasurer shall submit to the Governance Group:

- iv. periodic financial reports on the Society's operations;
- v. the bank statements when required;
- vi. an annual statement of accounts and a balance sheet for the preceding financial year at its meeting preceding the Annual General Meeting; and generally carry out the duties of a Treasurer.

10. POWERS TO ACT

- a. Subject to these rules and to any resolution of an Annual or Special General Meeting, the Governance Group shall have the powers to carry out all the objects for which the Society is established and to exercise all the powers of the Society.
- b. To do all such things as may in the unfettered discretion of the Governance Group be necessary for the better attainment of the above objects, including co-operating and/or affiliating with or taking up membership in any society, associations or organisation whether incorporated or not.

- c. The Society may from time to time employ such person, or persons, as it deems advisable for the better management of the Society or the conducting of its lawful business.

11. FUNDS AND BORROWING

- a. In order to attain the objects of the Society, the Governance Group may take up and hold shares in any limited company, issue or take up bonds or debentures, appeal for funds, borrow money upon such terms and upon such security as the Governance Group considers to be reasonable and proper, enter into contracts for leasing, hiring, purchasing, holding, mortgaging and disposing of any real or personal property, appoint a trustee or trustees to hold on behalf of the Society any funds or property that the Society may think should be held by such trustee or trustees and to revoke any such appointment as may be thought necessary.
- b. However, the Society shall not borrow money as a charge or mortgage against the Centre without the prior consent of the Council and the Parish, which consent will not be unreasonably withheld.
- c. Any bank account or accounts that may be opened from time to time by the Governance Group shall be operated on the joint signatures of any two (2) of a number of persons appointed by the Governance Group for this purpose. However, if an employee is appointed to act as a signatory and does so, then the other signatory must not be an employee of the Society.

12. COMMON SEAL

- a. The Common Seal of the Society shall be that approved by the Governance Group which may destroy or replace the same as it thinks fit.
- b. The Secretary is responsible for the safe custody and control of the Common Seal.
- c. When the Common Seal of the Society is required to be affixed to any deed or document it shall be fixed pursuant to a resolution of the Governance Group and in the presence of any two (2) members of the Governance Group, both of whom shall sign the document to which the seal is affixed.
- d. The signatures of any two (2) Executives members of the Society may execute contractual documents, other than those requiring endorsement of the Common Seal.

13. ALTERATION TO RULES

These rules may be altered, added to, or rescinded by a resolution to that effect voted for by no less than two-thirds of those entitled to vote and present and voting at any General Meeting of the Society. Notice of the intention to make such changes shall be given in the notice convening the meeting, provided that any alterations in the rules shall not deprive members of the right to have Special General Meetings and provided always that such alteration, addition or rescinding shall be valid if and only if it does not detract from the Society's Principles set out in Appendix A. It is further provided that the prior written consent of the Council is required to any alteration of the Rules relating to funds and borrowing against the real estate property of the Society, composition of the Governance Group relating to Council representation, or the Winding up clause hereof. Furthermore, the composition of the Governance Group relating to the Parish appointed representatives shall not be changed.

14. REGULATIONS

By resolution, the Governance Group may, from time to time, make, amend or rescind regulations not inconsistent with those rules governing the Society.

15. WINDING-UP

- a. The Centre may be wound-up in accordance with Section 24 of the Incorporated Societies Act 1908.
- b. In the event of the Society being wound up the surplus assets and funds after payment of the Society's liabilities and expenses of winding-up, shall be given or transferred or handed over to be used for similar charitable purposes in Glenfield.
- c. Provided however that the lease of the land on which the Society's Community Centre is situated shall be deemed to have been assigned to the Council and the building forming the Community Centre shall be vested in the Council to be held in trust for the people of Glenfield.

16. PROFIT

- a. The Society is not created for the profit of any member, nor shall any member derive any pecuniary gain or benefit from the funds of the Society beyond their regular payment and any remuneration paid must be reasonable and appropriate.

- b. No member or person associated with a member of the Society shall derive any income, benefit or advantage from the Society where they can materially influence the payment of the income, benefit or advantage EXCEPT where that income, benefit or advantage is derived from:
 - i. Professional services to the Society rendered in the course of business, charged at no greater rate than the current market rates;
- or
- ii. Interest on money lent at no greater rate than the current market rates.

APPENDIX A

PARISH PRINCIPLES

The Parish has set down some principles to help determine how its property should be used. These principles grow out of the Parish's historic and continuing concern for the development of the community.

- *We regard ourselves as trustees rather than owners, concerned more with being of service in the community than a commercial enterprise.*
- *We see our role as working with the community in the interests of the community – enabling, nurturing and reconciling.*
- *We feel constrained by Christian conviction to use what resources we have – including property – for those in need, and especially for those in greatest need.*
- *Similarly we feel constrained to share real decision-making opportunities with those in the community who are without power or authority.*
- *The general terms and conditions should apply equally to all users of the site.*
- *It is expected that all those involved on the total site will achieve a constructive working relationship with one another.*

GLENFIELD COMMUNITY CENTRE

PHILOSOPHY

The Centre's Philosophy is one of family support and enhancement of community life through a commitment to and active involvement in working at the grass-root level alongside individuals and groups to help them find appropriate support and resources.

PURPOSE

The purpose of the Community Centre is to recognise and respond to the social, cultural, recreational and educational needs of the community and find ways to meet these needs, with specific recognition for those who have the least opportunity to participate in decision-making in the community.

GOALS

1. To provide services to families in Glenfield and its wider community with particular attention being paid to those who are disadvantaged;

2. To be a source of information and referral for Glenfield people;
3. Respond where appropriate to expressed community needs;
4. Liaise with other organisations, institutes and individuals to raise community awareness of issues that affect the community;
5. Administer and maintain buildings, facilities and equipment for community needs;
6. Be a Centre for community activity;
7. For the Centre management to be accountable to the community.