



## **Constitution and Rules of Central Plateau REAP (Rural Education Activities Programme) Incorporated**

### **1.0 INTRODUCTION**

- 1.1 The name of the Society shall be Central Plateau REAP (Rural Education Activities Programme) Incorporated, hereinafter referred to as C.P. REAP.
- 1.2 The registered office shall be located in the REAP Centre, 73 Titiraupenga Street, Taupo.
- 1.3 The Society shall consist of all persons who fulfill the requirements of membership as set out hereunder.

### **2.0 INTERPRETATION**

- 2.1 "Person" includes an organisation or corporate body
- 2.2 "She or He" shall be read as "s/he", "it" or "they" where appropriate.
- 2.3 "Board" refers to "Board of Governors of Central Plateau REAP"

### **3.0 OBJECTS**

- 3.1 To provide support and assistance of a supplementary/complementary, educational or other nature for all sectors of the Central Plateau community (the boundaries of which are more particularly described on the map annexed hereto), or such other areas as the Board shall determine. The support and assistance will enhance, promote and provide lifelong learning opportunities, community development and personal development in a manner that is equitable, appropriate and efficient.
- 3.2 The Society in providing support and assistance will ensure that those functions are accessible, appropriate, safe, affordable, fair, equitable and empower people to assist themselves and become more independent.
- 3.3 The Society will actively encourage community involvement in the above objects.

- 3.4 To operate in all matters in ways which are consistent with the objectives of the Treaty of Waitangi.
- 3.5 Notwithstanding anything hereinbefore contained the objects or purposes of this Society are or shall be charitable and shall be deemed not to include or extend to anything or matter which is or shall be hereinafter held to be determined to be non-charitable and the powers and purposes of the Society shall be restricted accordingly and limited to New Zealand.

**4.0 POWERS THE POWERS WHICH MAY BE EXERCISED BY THE SOCIETY IN THE FURTHERANCE OF ITS STATED OBJECTIVES SHALL BE AS FOLLOWS:**

- 4.1 To act as a community body engaged in activities which conform with the objects of the Society.
- 4.2 To purchase, lease, or otherwise acquire land, buildings and other real and personal property and to sell, demise, exchange and otherwise deal with the same.
- 4.3 To borrow or raise money, with or without security, and to secure payment of monies so secured by mortgage or debenture over, or charge upon, or by hypothecation of all or any of its real or personal property.
- 4.4 To apply the income and property of the Society howsoever derived toward the attainment of the objects of the Society as set forth in this schedule in such a manner as the Board of the Society thinks fit and by way of trustee investment or otherwise.
- 4.5 To alter any of the rules set forth in this schedule in the manner set forth in rule 16 but not to alter rule 16.
- 4.6 To do all such other things as in the opinion of the Society may be incidental or conducive to the attainment of the foregoing objects for the exercise of the foregoing powers.

**5.0 MEMBERSHIP**

- 5.1 There shall be three categories of membership of the Society, all of whom shall have voting rights.
  - a Individual
  - b Organisations
  - c Associate Member (those people who live outside the REAP boundary)all of whom shall be in accord with the objects of the Society.
- 5.2 Representation for organisations shall be on the basis of one representative per organisation.

- 5.3 Membership of the Society shall be by application. The Board shall consider all such applications and approve those it sees fit. There will be no right of appeal for non-approval. Membership will lapse if the annual membership fee is not paid within three months of the due date.
- 5.4 Membership of the Society shall cease on receipt of written resignation.
- 5.5 Individual members leaving the C.P. REAP area will automatically become Associate Members upon notification to C.P. REAP of relocation beyond the C.P. REAP boundary. If relocation occurs without notification, the membership will cease.
- 5.6 Membership may be terminated by a vote of those attending a special Board meeting called to consider such a matter. 75% of those attending must vote in favour of the removal of membership.
- Any such special meeting shall be called by the secretary upon fourteen (14) days notice to the members of the Board and to any member whose membership is under consideration. Any member so affected shall have the right to attend and speak.
- 5.7 The annual membership fee shall be set for the following year by the Annual General Meeting.
- 5.8 Employees and Board members shall be entitled to automatic individual membership provided they pay the prescribed membership fees.

## **6.0 GOVERNANCE**

- 6.1 The business and affairs of the Society shall be managed and its property and funds controlled by a committee hereinafter called "The Board". The Board shall conduct its business and affairs under the direction, where so given, of the Society in General Meeting.
- 6.2 The functions, powers and duties of the Board shall be to:
- 6.2.1 Control, administer and govern the property and affairs of the Society.
- 6.2.2 Ensure that the objects of the Society are carried out, effected and performed.
- 6.2.3 Appoint such officers, assistants and servants, either honorary or otherwise and upon such terms and conditions and such reasonable remuneration as the Board shall think fit and from time to time remove and replace any such persons so appointed provided such acts are in accordance with the law.

- 6.2.4 Appoint sub-committees, ad-hoc committees or committees as the Board may from time to time think expedient for carrying out the objects of the Society. Members of any such committees need not necessarily be members of the Board or members of the Society.
- 6.2.5 Do all other things not being contrary to Law and not prohibited by these rules as shall or may be necessary or desirable in the opinion of the Board for the carrying out and performance of the objects of the Society.

## **7.0 MANAGEMENT**

- 7.1 The Board of C.P. REAP shall appoint a person to take responsibility for the management of the affairs of C.P. REAP with the title of 'Manager'.
- 7.2 The Board shall adopt a "Board Terms of Reference" policy which clearly delineates the governance and management roles.

## **8.0 GENERAL MEETINGS OF THE SOCIETY**

- 8.1 The Annual General Meeting of the Society shall be held in April of each year. All other meetings shall be deemed General Meetings.
- 8.2 Thirty (30) days' notice at least, specifying the place, the day and the hour of an Annual General Meeting (and in the case of special business, the general nature of such business) shall be given to Board and financial members but the accidental omission to give notice to any member or the non-receipt by any member of such notice shall not invalidate the proceedings at any such Annual General Meeting. Notice shall be deemed to have been given to any member if it is posted to his/her last known address and he/she shall be deemed to have received such notice when it would in the ordinary course of post have been delivered to such address.
- 8.3 Notice of Annual General Meeting shall include notification of the number of positions becoming vacant on the Board, and where appropriate call for nomination for those positions.
- 8.4 Nominations for all vacant positions shall be on the official form and shall be signed by two members of the Society and by the nominee, who must be a member at the time of nomination.
- 8.5 All completed nominations including those from organisations shall be returned to the secretary no later than 4.00pm, fourteen (14) clear days prior to the Annual General Meeting.
- 8.6 A public notice shall be inserted in local newspapers no less than seven (7) days prior to the Annual General Meeting, listing all nominees.

- 8.7 At each Annual General Meeting the Society shall elect a Board comprising nine (9) members of which:
- 8.7.1 Four (4) shall be ordinary members of the Society, either individuals or representatives of organizations, elected for a term of two years.
  - 8.7.2 Five (5) shall be appointed representatives of interest groups endorsed by the AGM.
- 8.8 The following interest groups shall be entitled to be represented on the Board. The nominee of each group will automatically become a member of the Board for a two year term:
- 8.8.1 REAP staff - a person whom the Board recognises as being employed by Central Plateau REAP on a regular and ongoing basis to represent those people employed by Central Plateau REAP.
  - 8.8.2 Schools - a person to represent teachers employed in Primary and Secondary Schools and those people serving on School Boards of Trustees in the Central Plateau REAP area.
  - 8.8.3 Early Childhood - a person to represent Early Childhood interests in the Central Plateau REAP area.
  - 8.8.4 Local Maori - a person to represent Maori interests in the Central Plateau REAP area.
  - 8.8.5 Rural Adults - a person to represent the interests of rural adults, in the Central Plateau REAP area.
  - 8.8.6 Refer to “Board Sector Group Representative” Policy
- 8.9 Each duly elected Board member shall hold office for a term of two years, at which time s/he will be eligible for re-election.
- 8.10 At the Annual General Meeting the Society shall receive a report dealing with the affairs of C.P. REAP supported by a duly audited Financial Statement of C.P. REAP during the preceding financial year. Following the Annual General Meeting, copies of such report and statements shall be forwarded to the Registrar of Incorporated Societies and other appropriate Government agencies. All members shall have access to copies of the Annual Report.
- 8.11 A General Meeting shall be called by the Secretary on receipt of a requisition signed by at least the minimum number of five members of the Society.

- 8.12 In all matters of proceedings at meetings of the Board, the procedures outlined in Standing Orders MP 9204 of the New Zealand Standards Association shall rule.

## **9.0 OFFICERS OF THE BOARD**

- 9.1 At the first meeting after the AGM, the Board shall elect the following officers:

9.1.1 A Chairperson who shall not be a full-time employee.

9.1.2 A Deputy Chairperson.

Each such officer shall hold this appointment until the election of such officers after the next Annual General Meeting. In the event of an officer dying or resigning or otherwise being unable to carry out duties, a replacement officer may be elected by the Board.

9.1.3 The Manager employed by Central Plateau REAP shall be an ex-officio member of the Board without voting rights.

9.1.4 The Board may from time to time appoint a Secretary and/or a Treasurer, either of whom may or may not be a financial member of the Society and the positions of Secretary and/or Treasurer may be combined and/or allocated to designated assistants or staff.

## **10.0 PROCEEDINGS AT MEETINGS OF THE BOARD**

10.1 The Board shall meet from time to time as determined by the Board.

10.2 No business shall be transacted at any meeting of the Board unless there be personally present 5 members of the Board. That percentage of members shall constitute the quorum.

10.3 If within 1/2 hour from the time appointed for the meeting the quorum is not present, the meeting if convened upon the requisition of the Board shall be dissolved and in any other case it shall stand adjourned to the same day in the following week at the same time and place or to such other day and time and place as the Chairperson may determine and if at such adjourned meeting a quorum is not present within 1/2 hour from the time appointed for the meeting, the Board members present shall constitute a quorum.

10.4 The Chairperson shall be entitled to take the chair at every meeting of the Board, or if there be no Chairperson present, then the Deputy Chairperson shall take the chair. If neither the Chairperson nor the Deputy Chairperson is present within 15 minutes after the appointed time for the meeting, then the members present shall choose one of their number to be Chairperson for that meeting.

- 10.5 The chairperson of a Meeting of the Board at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 10.6 At every Meeting, a Resolution put to the vote of the meeting shall be decided on a show of hands by a majority of elected members present in person. A poll may be demanded by the Chairperson or any Board member present in person. Unless a poll be so demanded, a declaration by the Chairperson of the meeting that a resolution has been carried or lost shall be conclusive and an entry to that effect in the books of proceedings of the Board shall be sufficient evidence thereof without proof of the number or proportion of votes recorded in favour of the resolution.
- 10.7 Every eligible person present who is entitled to vote at a meeting shall be entitled to only one vote.
- 10.8 If a poll be demanded in the manner aforesaid on the election of a chairperson of a meeting or on any question of adjournment it shall be taken at the meeting and without adjournment and in any other case it shall be taken at such time and in such place and in such manner as the Chairperson shall direct and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 10.9 In the case of equality of votes either on a show of hands or on a poll, the Chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, as the case may be, shall be entitled to a further casting vote.
- 10.10 No proxy voting shall be allowed at any meetings of the Society, of the Board or any of its duly appointed sub-committees.
- 10.11 Absence from three consecutive Board meetings without leave of the Board will result in automatic disqualification from membership of the Board.
- 10.12 Vacancies occurring on the Board during any year can be filled by the Board at its discretion.
- 10.13 Any member of the Society shall be entitled to attend meetings of the Board.
- 10.14 In all matters of proceedings at meetings of the Board the procedures outlined in Standing Orders MP 9204 of the New Zealand Standards Association shall rule.

## **11.0 CUSTODY AND USE OF THE COMMON SEAL**

The common seal of the Society shall be kept in the custody of the Secretary of the Society and shall be used only on the authority of a resolution of the Board of the Society. Every instrument to which the seal is affixed shall be signed by any two persons holding office of:

Chairperson of the Board  
Deputy Chairperson of the Board  
Secretary of the Board.

## **12.0 CONTROL OF FUNDS**

- 12.1 All monies received by or on behalf of the Society shall be paid to the credit of the Society in an account nominated by the Board. The Board shall adopt a policy on "Financial Management".
- 12.2 All financial transactions of the Society shall be recorded in such a way that meets the requirements of the Public Finance Act.
- 12.3 The income and property of the Society, however derived, shall be applied solely towards the promotion of the objects of the Society as hereinbefore set forth and no portion thereof shall be paid or transferred directly or indirectly to the members of the Board or Society, provided that nothing herein shall prevent the payment in good faith of reasonable remuneration to any officer or servant of the Society or to any Board member in return for services actually rendered to the Society, nor prevent payment of interest at current rates on money lent or reasonable rent for premises demised or let by any member of the Society.

## **13.0 AUDIT**

- 13.1 At each Annual General Meeting the Society shall appoint an Auditor in accordance with the requirements of the Public Finance Act.

## **14.0 THE ANNUAL REPORT AND STATEMENT OF ACCOUNTS**

- 14.1 The Society shall at its Annual General Meeting present a report dealing with the affairs of the Society supported by a duly audited Statement of Income and Expenditure of the Society during the preceding financial year and a Statement of Assets and Liabilities. Following the Annual General Meeting, copies of such report and statement shall be forwarded to the Registrar of Incorporated Societies and other appropriate Government agencies. All members shall have access to copies of the Annual Report.



## **15.0 WINDING UP**

- 15.1 The following procedure shall be adopted for winding up the Society.
- (a) A special meeting shall be called with four weeks notice specifically to discuss winding up. To pass the resolution, a two thirds majority of members present shall be required.
  - (b) As per section 24 of the Incorporated Societies Act 1908, a subsequent meeting shall be called no earlier than thirty (30) days after the meeting under (a) to confirm the earlier winding up resolution.
- 15.2 That upon winding up or dissolution of the Society, all surplus assets after the payment of all costs, debts and liabilities shall be paid to or disposed of at the discretion of an independent arbitrator to such groups or organisations established for similar charitable purpose appointed for the purpose by the Society prior to the dissolution of the Society.

The foregoing provisions of this paragraph are subject to the provisions of the Incorporated Societies Act 1908.

## **16.0 ALTERATION TO RULES**

- 16.1 The Society may add to, amend, alter or rescind any of its rules at a General Meeting of which notice has been given of an intention to consider the amendment of rules and by resolution passed by a majority of not fewer than 75% of the members entitled under these rules to vote who are present personally at such meeting, provided that no addition, amendment, alteration or rescission of clause 15.2 of these rules shall be permitted which would result in the Society being declared non-charitable by the Registrar of Incorporated Societies and the Commissioner of Inland Revenue or their respective successors in office.

## **17.0 INTERPRETATION OF RULES**

- 17.1 Any question arising as to the interpretation of these rules, or any question arising on any subject within the scope of the Society's authority, shall be decided by a duly constituted meeting of the Board of the Society, whose decision shall be final and whose decision shall be duly recorded in the minutes of the meetings of the Board.

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Board Chairperson

2.05.2014  
Date

