

## **Summary of proposed changes to the Featherston Community Centre Constitution**

### **For the Special Meeting, 16 July 2015**

#### **A little history**

In the early 1990's the Featherston Telecom building at 14 Wakefield was converted into the Featherston Community Centre. This was accomplished through the hard work of a group of Featherston residents who recognised the need for a public facility for the community. The group set up the Featherston Community Centre Charitable Trust which purchased the building for the people of Featherston and the South Wairarapa.

The Board of Trustees continues to oversee the facility and employ a part-time Manager. Funding for the upkeep of the building and wages are generated through low-cost rentals, koha and grant applications. Annual operating expenses are approximately \$54,000.

The Board's goal for the Featherston Community Centre is to provide a community space for social service providers, groups and individuals. The Board's vision is for the Centre to be the hub of the South Wairarapa's social, educational and recreational services and to be used, valued and supported by the entire community.

For the last several year's Peter McNeur of Wairarapa REAP, has been urging the Board to revise the Centre's Constitution so that it better reflects the purpose of the Trust and the role of the Board to maintain the Centre for that purpose.

With advice from Mr McNeur, the Board is proposing a revised Constitution for the Featherston Community Centre Charitable Trust (FCC Trust). The major revisions are described below.

#### **Proposed changes**

##### **Section 3 – Purpose**

The purpose of a trust should clearly state the goals and reasons for the trust. The revised purpose more clearly states that the purpose of the FCC Trust is to provide the site at 14 Wakefield Street as facilities to serve and support the community and to co-operate with others in matters pertaining to supporting and improving the well-being of the community

##### **Section 4 – Powers**

The powers of a trust are defined by law and limited by rules in a constitution. The specific powers referred to in the revised constitution clarify that the powers of the FCC Trust focus on the financial management of the asset.

##### **Section 5 – Board of Trustees**

This section contains several changes from the current constitution. The most significant change is that the Board is not elected at the AGM, but are appointed (see Section 6) and the Officers are elected internally by the Board at the next ordinary meeting following the Annual General

Meeting (AGM). More detail on this is discussed under Section 6 – Tenure of the Board of Trustees.

Another change is the maximum number of Board members is increased from seven to nine and provision is made to co-opt up to 2 additional people. Although it has been a struggle in the past to recruit board members, it is often more of a struggle to ensure there are enough current board members available to attend to the business at hand. It is felt that the ability to have more board members will ensure that there will be enough people to fulfil quorum requirements and to manage the various portfolios.

### **Section 6 – Tenure of the Board of Trustees**

One of the most significant changes to the constitution is the change from an elected board to an appointed board. According to the revised constitution, appointments to the Board will be guided by a policy document. This document is required by the constitution to be publically available and has been modelled on the policy used by Wairarapa REAP.

Although board members are currently elected at the AGM, the reality is that most positions are filled initially through appointment by those seeking to serve. The revision reflects the current practice and allows for a more thoughtful process. The increased in number of board members in Section 5 should also ensure that all who wish to serve on the board are able to be given that opportunity.

The goal is to maintain a board that has the skills necessary to govern effectively and which has a balanced membership. When a vacancy on the Board occurs, the Board shall give consideration to desired skills or experience not otherwise well represented on the Board. To achieve a balanced membership consideration will also be given to a person's relationship to the local community, businesses and geographical location including urban and rural areas, age, gender and ethnicity.

Voting by the public is provided for by the new constitution on resolutions at Special Meetings, as discussed below for Section 8 – Special Meeting.

### **Section 7 – Annual General Meeting**

The constitution clarifies that the purpose of the AGM is to present the Chair's Annual Report and the reviewed or audited financial statements to the community.

As noted above, a major change to the constitution is that voting on resolutions or election of board members and officers no longer occurs at the AGM. This change will help preserve the FCC Trust for the purposes stated in Section 3, and the original intent of the purchase of the facility for the community.

### **Section 8 – Special Meeting**

Special Meetings can be called by the public or by the Board and are required to be advertised. Only the business advertised in the notice for the Special Meeting can be discussed and voted on. Residents and property owners of South Wairarapa can vote on all resolutions related to the business advertised for the Special Meeting.

The clarification of who has voting rights in Section 10 is a major change from the original constitution. This change and the requirement that all resolutions be on the business advertised in advanced will help preserve the FCC Trust for the purposes stated in Section 3, and the original intent of the purchase of the facility for the community.

### **Section 9 – Ordinary Meeting**

There is no significant revision to this section, although it clarifies that the board must meet at least four times a year. A formal requirement to meet four times is only a fail-safe, as in general the board has met monthly since the establishment of the FCC Trust and they will continue to do this as the demands of running the Trust require this level of commitment.

### **Section 10 – Quorum and Voting**

The quorum for the Board has been reduced from five to four to reflect the realities of meeting attendance.

Voting at a Special Meeting is defined and limited to board members and residents of or property owners within South Wairarapa. There is no restriction on who has voting rights in the current constitution.

### **Section 11– Common Seal**

There is no significant revision to this section.

### **Section 12– Alteration of Rules**

There is no significant revision to this section.

### **Section 13– Finances**

There is no significant revision to this section.

### **Section 14– Profit Entitlement**

There is no significant revision to this section.

### **Section 15– Winding Up**

There is no significant revision to this section.

### **Section 16– Disposal of Surplus Assets**

There is no significant revision to this section.