

CONSTITUTION

FEATHERSTON COMMUNITY CENTRE CHARITABLE TRUST

1. NAME

- 1.1. The name of the Trust is Featherston Community Centre Charitable Trust (FCC Trust).

2. REGISTERED OFFICE

- 2.1. The Registered Office of the FCC Trust is at 14 Wakefield Street, Featherston.

3. PURPOSE

The purpose of the FCC Trust is:

- 3.1. To provide a community space for the provision of services, ongoing and one-off events, activities and classes that maintain and enhance the well-being of the people of Featherston and the South Wairarapa.
- 3.2. To serve and support all people in Featherston and the South Wairarapa district.
- 3.3. To provide facilities to the community for meetings, activities, events and projects.
- 3.4. To provide facilities to the community for professional, voluntary, and social service providers.
- 3.5. To co-operate with agencies, organisations, people and groups in matters pertaining to the well-being of the community.

4. POWERS OF THE TRUST

To enable the FCC Trust to fulfil and carry out all or any of the foregoing objects, the FCC Trust, in addition to all other powers which shall be conferred on it by law or by this Constitution, is hereby authorised and empowered to exercise all or any of the following rights and powers:

- 4.1. To purchase, lease, or otherwise acquire land, buildings and other real and personal property and to sell, exchange and otherwise deal with the same.
- 4.2. To borrow, receive grants and donations, raise money, with or without security, and to secure payment of monies so secured by mortgage or debenture over, or charge upon, or by pledging security of all or any of its real or other property.
- 4.3. To do all such other things as in the opinion of the Trustees may be incidental or conducive to achieving the purposes of the FCC Trust.
- 4.4. To apply all income and property of the FCC Trust toward the attainment of the purposes of the FCC Trust as set forth in this Constitution in such a manner as the FCC Board thinks fit and by way of trustee investment or otherwise.
- 4.5. To alter any of the Sections of this Constitution in the manner set forth in Section 12 but not to alter Section 12.
- 4.6. The FCC Board will have sole control of the affairs of the Trust. The FCC Board shall issue a policy document of "Delegation and Powers Reserved to

the FCC Board”, which shall be reviewed and confirmed annually and made publicly available on request.

5. THE BOARD OF TRUSTEES

5.1. The name of the Board of Trustees is the FCC Board.

5.2. The FCC Board will consist of:

5.2.1. The Officers

5.2.2. Sufficient trustees to bring the number up to a minimum of five (5) but not more than nine (9) persons.

5.2.3. The FCC Board may also co-opt not more than two (2) persons for a limited time for a specific purpose.

5.2.4. Co-opted trustees shall enjoy the rights and responsibilities of a full trustee.

5.3. The Officers of the Trust shall consist of:

5.3.1. Chairperson

5.3.2. Secretary

5.3.3. Treasurer

5.4. Officers shall be elected by the FCC Board at the Ordinary Meeting immediately following each AGM.

5.5. The duties of the FCC Board are as follows:

5.5.1. To conduct the affairs of the FCC Trust in a proper manner.

5.5.2. To keep proper accounts, prepare financial statements and have these reviewed or audited annually in accordance with accepted accounting standards applying to the FCC Trust.

5.5.3. To keep proper records of the business of the FCC Trust.

5.5.4. To notify Trustees of intended meetings and the business to be transacted.

5.5.5. To prepare and submit the reviewed or audited financial statements to the AGM.

6. TENURE OF THE BOARD OF TRUSTEES

6.1. The FCC Board has the power to appoint members to fill vacancies on the FCC Board. New Trustees will be appointed in a manner consistent with FCC Trust policy, “Appointment of FCC Board Members”, and this policy will be publically available at all times.

6.2. Each Trustee shall hold office for a two (2) year term, after which time the person will be eligible for further appointment.

6.3. If a Trustee, including an Officer, does not attend three (3) consecutive meetings of the FCC Board without leave of absence that member may, at the discretion and on decision of the FCC Board, be removed as a Trustee, and/or from any office of the FCC Trust which she or he holds.

6.4. A person will immediately cease to be a Trustee when she or he resigns in writing, dies, is declared bankrupt or is found to be a mentally disordered person within the meaning of the Mental Health (Compulsory Assessment and Treatment) Act 1992.

- 6.5. The FCC Board may continue to act notwithstanding any vacancy, but if their number is reduced below the minimum number of Trustees as stated in this Constitution, the continuing Trustee/s may act for the purpose of increasing the number of Trustees to that minimum and to continue to ensure the FCC Trust meets its existing financial and contractual obligations, but for no other purposes.
- 6.6. If there are no Trustees, delegation is granted to Wairarapa REAP (Rural Education Activities Programme), of REAP Aotearoa New Zealand Inc, to appoint a quorum of trustees.
- 6.7. The FCC Board may, by a motion decided by a two-thirds (2/3rd) majority of votes, terminate a person's position as a Trustee and member of the FCC Board, if it believes that such action is in the best interests of the FCC Trust.

7. ANNUAL GENERAL MEETING

- 7.1. The Annual General Meeting (AGM) will be held on a date and time fixed by the FCC Board but no later than four (4) months after the end of the financial year of the FCC Trust.
- 7.2. A notice advertising the AGM must be placed in the public notices of a newspaper circulating in the South Wairarapa fourteen (14) calendar days before the AGM. The notice must specify the time and place of the AGM.
- 7.3. The agenda shall be publically available at least seven (7) days in advance.
- 7.4. The AGM will be open to the general public who will be welcome to attend and participate.
- 7.5. The FCC Board shall present at the AGM the Chair's Annual Report for the previous financial year, including the reviewed or audited financial statements for that period.

8. SPECIAL MEETING

- 8.1. The Secretary will call a Special Meeting at the written request of a majority of the FCC Board or at the written request of at least twenty (20) residents of South Wairarapa.
- 8.2. A notice advertising the Special Meeting must be placed in the public notices of a newspaper circulating in the South Wairarapa fourteen (14) calendar days before the Special Meeting. The notice must specify the time, place and business of the Special Meeting.
- 8.3. The Special Meeting will be open to the general public who will be welcome to attend and participate.
- 8.4. The Special Meeting shall consider only the business that the Special Meeting has been called for, as advertised.

9. ORDINARY MEETING

- 9.1. An Ordinary Meeting will be called as and when required as determined by the members of the FCC Board, but with a requirement to meet at least four (4) times each year.
- 9.2. Notice of Ordinary Meeting with reasonable advance notice must be given to all members of the FCC Board.

9.3. The FCC Board shall consider any matters that require discussion as determined by the members and make resolutions accordingly.

10. QUORUM AND VOTING

- 10.1. The quorum at an Ordinary Meeting shall consist of at least four (4) FCC Board Trustees.
- 10.2. Only FCC Board Trustees are entitled to vote at an Ordinary Meeting.
- 10.3. Proxy voting at Ordinary Meetings must be received by the Secretary in writing.
- 10.4. The FCC Board will strive for consensus. When consensus cannot be reached, motions and elections will be put to a majority vote.
- 10.5. At a Special Meeting, FCC Board Trustees and attendees who are resident of or property owners within the South Wairarapa district (as defined by the South Wairarapa District Council in 2015) are entitled to vote. Voting at a Special Meeting shall only be on resolutions specific to the business advertised in the meeting notice.
- 10.6. Proxy voting is not allowed at a Special Meeting.

11. COMMON SEAL

- 11.1. The Trust will have a Common Seal, which will be under the safe custody and control of the Secretary of the FCC Board.
- 11.2. Whenever the Common Seal is required to be affixed to any deed, document, writing or any other instrument, the seal will be affixed in the presence of the Chairperson and the Secretary or Treasurer of the FCC Board who will sign the document or instrument to which the seal is affixed.
- 11.3. The Common Seal is not to be affixed until a resolution is passed by the FCC Board.

12. ALTERATION OF CONSTITUTION

- 12.1. Sections in this Constitution may be added to, rescinded or otherwise amended by resolution passed by two-thirds majority at a Special Meeting. The notice of the Special Meeting shall set forth the proposed alteration, addition, invalidation or other amendment.

13. FINANCES

- 13.1. The financial year of the FCC Trust will begin on the first day of April and end on the 31st day of March, or such other date as determined by the FCC Board.
- 13.2. The FCC Board will be responsible for the control and investments of funds.
- 13.3. Any funds not invested will be lodged in a bank account or accounts in the name of the FCC Trust, which will be operated as may be determined from time to time by the FCC Board.

- 13.4. Financial statements will be prepared at the end of each financial year and reviewed or audited by a suitably qualified person approved by the FCC Board and in accordance with current regulation.
- 13.5. The reviewed or audited financial statements will be presented at each AGM.
- 13.6. The FCC Trust's funds shall only be applied for purposes within New Zealand.

14. PROFIT ENTITLEMENT

- 14.1. No member of the FCC Board will be entitled to any profit from the FCC Trust or any distribution of any part of the Trust's assets.
- 14.2. The FCC Trust will not be precluded from employing members of the FCC Board for professional or other work at rates normally charged for such work and members receiving payments for such services shall not be deemed to have contravened this rule. No person in receipt of any payment from the FCC Trust will be entitled to vote on any resolution authorising such payment.

15. WINDING UP

- 15.1. The FCC Trust may be wound up voluntarily by the resolution of a majority of the FCC Board members at any Ordinary Meeting or by a vote taken at a Special Meeting called to consider the matter. In the event that such a winding up is voted to occur, then the matter will be again discussed and motions put and confirmed at a subsequent Special Meeting called together for that purpose and held not earlier than thirty days after the date of the Ordinary or Special Meeting at which the resolution to be confirmed was passed.

16. DISPOSAL OF SURPLUS ASSETS

- 16.1. In the event of the FCC Trust being wound up the surplus assets after payment of the FCC Trust's liabilities and the expenses of the winding up will not be paid to or distributed among members of the FCC Trust, but will be given or transferred to some other charitable organisation or body having objects similar to the objects of this Trust or for some other charitable purpose within New Zealand, as determined at the Special Meeting called to confirm the resolution to wind up the FCC Trust, or in default, by a Judge of the High Court of New Zealand.