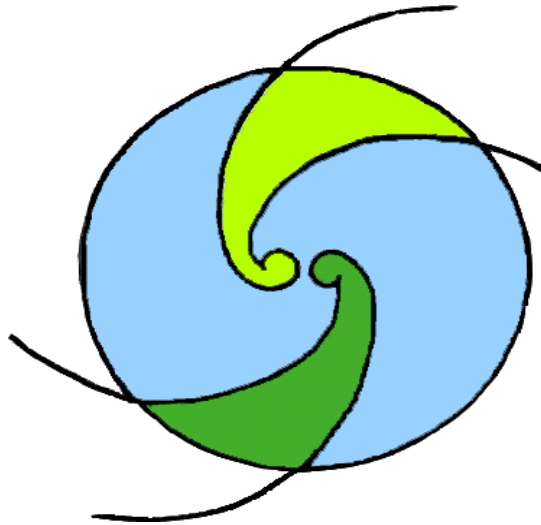


**Waitakere Ethnic Board Incorporated**  
**CONSTITUTION**

**16 October 2004**

**Amended Adopted on 3 November 2007**

**Amended Adopted on 22 November 2008**



*Bringing Cultures Together*

## **Article 1**

### **Name**

The organisation shall be known as the Waitakere Ethnic Board Incorporated (the WEB) *bringing cultures together.*

## **Article 2**

### **Definition of Terms**

In this constitution, the following terms:

**'WEB or the WEB'** shall mean the organisation called Waitakere Ethnic Board – a non-political or non-religious organisation

**'The Council or Council'** shall mean the Waitakere Council

**'City'** shall mean Waitakere City

**'Ethnic organisation/s'** shall mean ethnic organisation or association registered under the New Zealand Incorporated Society Act 1908 and/or Charities Act 2005.

**'Ethnic group/s'** shall mean informal ethnic group or organisation not registered under the New Zealand Incorporated Society Act 1908 and/or Charities Act 2005 and made up of at least ten (10) members

**'Ethnic individual/s'** shall mean an ethnic person who is not a member of an ethnic organisation and/or ethnic group as defined above

**'Ethnic community'** shall mean the ethnic community in Waitakere

**'Quorum'** shall mean the number of people present in order to convene a meeting

- quorum in board meeting shall be 50% of total Executive plus 1
- The number of members required to constitute a quorum at a Special General Meeting or at an Annual General Meeting be 30% of the membership present at the last Annual General Meeting.

**'Executive Committee or Executive'** shall mean the elected officers in an election including co-opted members

**'Executive Officers'** shall mean the President, Vice-President, Secretary and Treasurer

**'Portfolio Holders'** shall mean the Public Relations Officer, Community Liaison Officer, Membership Officer, Media Officer, Social/Cultural Activities Officer, Sports Officer and include other portfolios held by members of the Executive, as agreed by the Executive Committee from time to time

**'AGM'** shall mean annual general meeting

**'SGM'** shall mean special general meeting

**'Board meeting'** shall mean meeting of WEB Executive Committee

## **Article 3**

### **Objectives**

### **Ethnic Community**

- 3.1 To provide a forum where issues common to ethnic communities are discussed
- 3.2 To support the integration of ethnic communities into society
- 3.3 To encourage participation of ethnic communities in the democratic processes of New Zealand
- 3.4 To support initiation of programmes advancing the socio-economic well-being of ethnic communities

### **Other Community**

- 3.5 To develop and maintain good relationship between ethnic communities and other relevant organizations

### **Treaty of Waitangi**

- 3.6 To honour the Treaty of Waitangi

### **Government**

- 3.7 In matters affecting ethnic communities, to collaborate with the Council in policy and service development, and long-term planning
- 3.8 Provide feedback to enable Council and central government to recognise the contributions of ethnic communities to the city and New Zealand for inclusive integration.

## **Article 4 Membership**

### **Criteria**

- 4.1 Subject to Article 2 of this constitution, membership shall be open to the following who are residents of the City or whose members include residents of the City and support the objectives of WEB:
  1. Ethnic organisation (a formal legally incorporated body)
  2. Ethnic group (informal body)
  3. Ethnic individual who is not a member of an ethnic organisation or ethnic group as defined in 4.1.1 and 4.1.2 above

### **Types of Membership**

- 4.2 Subject to Article 2 of this constitution, the types of membership granted by the Executive shall be:
  1. Full membership to ethnic organisation/s as described above
  2. Associate membership to ethnic group/s and ethnic individuals as described above

### **Membership Fee**

- 4.3 A member shall pay a membership fee on becoming a member. This fee is to be set at an AGM and shall be:
  1. a set amount for full membership
  2. a set amount for associate Membership

### **Duration of membership**

- 4.4 Membership to WEB shall be open any time of the year and membership remains current while the member continues to meet the membership criteria.

### **Nominate a candidate to election**

- 4.5 Only full and associate members shall have the right to nominate a candidate to election of Executive.

### **Friends of the WEB**

- 4.6 Friends of the WEB is open to ethnic individuals, organisations and business/es that do not meet membership criteria as defined in Article 2 and Article 4 above.

### **Votes in Election, AGM and SGM**

4.7 In order to vote in the election and AGM, membership shall have been accepted one month prior to the date of election and AGM.

4.8 Members shall be entitled to the following number of votes:

1. Full membership:
  - 2 votes for organisations with 10 – 50 members
  - 3 votes for organisations with 51 – 99 members
  - 4 votes for organisations with 100+ members
2. Associate membership:
  - 1 vote for ethnic groups and organizations with fewer than 10 members
  - 1 vote for ethnic individuals
3. Friends of the WEB: not entitled to vote

### **Representation to Executive Committee**

4.9 Representation to the Executive Committee shall be:

1. One (1) representative from full member
2. One (1) representative from associate member
3. None from friends of the WEB

### **Entitlements**

4.10 Subject to meeting membership requirements outline in Article 4 above, members shall be entitled to the following:

1. Receive invitation and updates of members meeting, activities and facilities
2. Receive notice of SGM and AGM
3. Seek nomination for and be elected to the Executive Committee
4. Raise any issue or concern regarding the WEB with the Executive Committee
5. Request inspection of financial records of the WEB and such request shall be addressed to the Executive

### **Duties & Responsibilities**

4.11 Members shall be expected to:

- 1) Uphold and observe the constitution and its by-laws
- 2) Respect the rights of fellow members
- 3) Attend and participate in meeting
- 4) Care for and protect WEB's assets
- 5) Pay the set membership fee
- 6) Advise the WEB when their address has changed
- 7) Be pro-active in increasing WEB's membership

### **Termination of membership**

4.12 Member shall be deemed terminated on the following grounds:

1. Voluntary termination
2. In breach of any of the rules in this constitution and standing orders
3. During the term of membership, has criminal conviction under New Zealand law
4. No longer a resident of Waitakere City
5. If a member is no longer contactable, they will be considered as Friends of the Waitakere Ethnic Board.

### **Remedies of Involuntary termination**

4.13 Any member whose membership has been terminated involuntarily shall:

1. have the right to be heard by the Executive Committee
2. be fully informed of the complaint against him/her
3. be notified in writing as to the decision of the Executive Committee

## **Article 5**

### **The Executive Committee**

#### **Composition of Executive Committee**

- 5.1 The Executive Committee shall be composed of:
1. twelve (12) elected Executive Committee members; plus
  2. two (2) co-opted members.
- 5.2 The elected Executive Committee shall elect amongst themselves four (4) executive officers and six (6) portfolio holders as follows:

#### **Executive Officers**

1. President
2. Vice President
3. Secretary
4. Treasurer

#### **Portfolio Holders**

5. Public Relations Officer
6. Community Liaison Officer
7. Membership Officer
8. Media Officer
9. Social/Cultural Activities Officer
10. Sports Officer

- 5.3 The duties and powers of the Executive shall be:

#### **Main**

1. to conduct the affairs of WEB, promote its objectives and enforce its rules
2. to act and decide in the best interest of WEB and its membership
3. to respond in a timely and fair manner to issues and concerns raised by members

#### **Meeting**

4. to attend board meeting and other meeting as deemed necessary
5. to send apology if unable to attend meeting

#### **Position Description**

6. to fulfill his/her role as prescribed in the position description

#### **Vacancy**

7. in case of termination or resignation of any Executive, fill the vacancy by co-option or through an election

#### **Sub-committee**

8. to create sub-committees subcommittees other than those mentioned in clause 5.2.
9. for the purpose of providing professional advice which may not be available to the existing Executive, to co-opt members of sub-committee
10. to approve or disapprove decisions made at sub-committee level

#### **Membership**

11. to accept, deny and terminate membership
12. to listen and decide on a written petition from any member

#### **Nomination, Co-option and Election**

13. to appoint the persons who will act as the returning officer and scrutineers of the election
14. to accept or decline nomination of candidates for election and co-option

### **Funds**

15. to use funds on activities deemed necessary and proper in advancing the objectives of the WEB
16. to use the funds to pay operational expenses including wages and salaries or professional fees to sub-contractors and reimbursement of expenses
17. to exercise prudence in handling the WEB funds and invest the funds as deemed necessary
18. to apply for grant(s) to funding agencies and be accountable for the expenditure of any funds granted

### **Legal and professional**

19. to comply with all legal requirements of an incorporated society
20. to appoint an auditor, if the need arises

### **Council**

21. to achieve an annually agreed shared work programme in partnership with Council
22. to make submissions and advocate to Council
23. to review and approve agreements entered into with the Council

### **Sub-committees**

5.4 The Executive Committee may at any time by resolution co-opt additional representatives onto sub-committee (no more than five (5) per committee) from Waitakere's ethnic communities for the purposes of providing professional advice which may not be available to the existing members of the Executive Committee. Co-opted members shall have full voting rights and be bound by these rules.

5.5 The elected portfolio holders shall chair the sub-committee whose membership shall come from the general membership

### **Nomination**

- 5.6.1 Two (2) members must endorse the nomination of a candidate for election to the Executive Committee
- 5.6.2 Call for nomination shall be circulated to the membership one month before the date of election
- 5.6.3 All nominations must be received a week before the election for consideration at the last Board meeting

### **Election**

- 5.9 The election of the Executive shall be conducted at the AGM and shall be done as follows:
1. a quorum established before an election is carried out
  2. nominated candidates allowed to speak to the general membership before election is carried out
  3. voting shall be by secret ballot
  4. only returning officer shall be allowed to handle voting and counting of votes

### **Term of Office**

5.10 The Executives shall serve a term of two (2) years but may seek re-election up to a maximum of four (4) consecutive years i.e. two terms.

### **Termination of Executive**

- 5.11 An executive shall be deemed terminated if he/she:
1. dies or resigns
  2. suffers loss of legal capacity
  3. disqualified or ousted from office
  4. the organisation he/she represents has been dissolved
  5. ceases to be the authorised representative of the member organisation and the WEB has been duly notified by the member organisation

6. absent, with or without notice of leave, for six (6) consecutive board meeting

#### **Disqualification from Office**

- 5.12 An executive shall be disqualified from holding office if he/she:
1. is in breach of the rules of WEB or
  2. has not been fulfilling the role (in accordance with his/her position description) as decided by the Executive.

## **Article 6 Meeting**

#### **Types of meeting**

6.1 The type of WEB meeting at any given year shall be:

1. Board meeting
2. Sub-committee meeting
3. AGM
4. SGM

#### **Requirements for meeting to convene**

6.2 All meeting called shall have notices, enclosing the agenda, to parties concerned and notice shall be given:

1. Five (5) days before the date of Board meeting
2. Three (3) weeks before the date of AGM
3. Three (3) weeks before the date of SGM

6.3 Before any meeting can convene a quorum must be established by the chair of the meeting

#### **Voting at meeting**

6.4.1 A simple majority shall be the accepted method of arriving at decisions in any meeting.

6.4.2 Voting on motions at AGM and SGM shall be by secret ballot.

#### **Schedule of Board Meeting**

6.4.3 Board meetings shall not be less than six (6) times in a year and it shall be open to all members to attend and observe.

#### **Schedule of AGM and agenda**

6.7 The AGM shall be held within three months after the close of WEB's financial year and the agenda of which can include:

1. annual report and presentation of financial statements
2. election of twelve (12) members of Executive Committee
3. setting of membership fees
4. consideration of any resolution or motion submitted to the meeting
5. approval of any amendment/alteration to the constitution
6. appointment of the auditor

#### **SGM**

6.8.1 Upon petition to the Executive by at least 15 full and associate members, an SGM may be convened at a date set by the Executive.

6.8.2 The Executive has the authority to convene an SGM as deemed necessary.

## **Article 7**

### **Finance**

- 7.1 The financial year of the organisation shall be from the 1<sup>st</sup> of July to the 30<sup>th</sup> of June of the succeeding year.
- 7.2 All financial transactions shall be recorded in books of accounts and proper financial records shall be kept and maintained. The account shall be sent for audit at the end of the financial year.
- 7.2 All monies received by or on behalf of the organisation shall be accounted for and banked in WEB's bank account.
- 7.3 All cheques and legal agreements shall be signed by any two of the Executive Officers; one of whom must be either the President or the Treasurer.
- 7.4 A petty cash fund of \$200 shall be set up to pay for expenses less than \$50.00 and beyond this shall be paid by cheque.
- 7.5 Expenses in excess of \$500 shall be taken to next Board meeting and authorised by the Executive.

## **Article 8**

### **Personal Benefit**

- 8.1 No member or any person associated with a member shall participate in or materially influence any decision in respect of the payment to or on behalf of that member or associated person of any income, benefit or advantage whatsoever. Any such income shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value)
- 8.2 Notwithstanding anything expressed or implied in these rules, the activities of the organisation shall not be carried for the pecuniary profit or benefit of any member or individual or associated person.

## **Article 9**

### **Dissolution and disposal of assets**

- 9.1 The organisation may voluntarily wind up in accordance with Section 24 of the Incorporated Societies Act of 1908.
- 9.2. In the event of dissolution, any remaining surplus assets after payment of all dues and commitments shall be distributed to other charitable organisation(s) as may be determined by the general membership.

## **Article 10**

### **Registered Office**

10.1 The registered office of WEB is at Waitakere Community Resource Centre, c/- West Auckland District Council of Social Services, 8 Ratanui St, Henderson, Waitakere City

## **Article 11**

### **Alteration of Rules**

- 11.1 These rules may be altered, added to or rescinded at any AGM or SGM by a resolution of two-thirds (2/3) of the members of WEB present. Notice of such intended alteration, addition or rescission shall be given in the notice conveying such meeting.
- 11.2 Copies of the resolution proposing the alteration, addition or rescission to the rules shall be available to every person present at the AGM or SGM.
- 11.3 No addition to alteration of the non-profit objectives, payments to members in article 8.1 or the dissolution and disposal in article 9.2 shall be made without the approval of Inland Revenue. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.