

THE CONSTITUTION OF WESTERN BAY OF PLENTY NEIGHBOURHOOD SUPPORT (2009) Incorporated

1. Name of the Organisation:

The name of the organisation will be Western Bay of Plenty Neighbourhood Support (2009) Incorporated, having its registered office:
C/- Tauranga Police Station, Monmouth Street, Tauranga. PO Box 144,
Tauranga.

Interpretations

- 1.1 'Neighbourhood Support' in this instance is a collective term, inclusive of the descriptions Neighbourhood Support, Neighbourhood Watch, and Rural Support.
- 1.2 Western Bay of Plenty Neighbourhood Support (the Group aka Society), means the central organisation administering Neighbourhood Support Sub Groups for the Neighbourhood Support Street Groups.
- 1.3 'Sub-Group Area' means a geographical area within one of the six Police Stations in the Western Bay of Plenty Police district.
- 1.4 'Registered Neighbourhood Support Group' means a Neighbourhood Support Street Group within a Sub-Group, the details of which are recorded through the Sub-Group to Western Bay of Plenty Neighbourhood Support central administration.
- 1.5 'Board' means the committee responsible for administering Western Bay of Plenty Neighbourhood Support.

2. Aims and Objectives

- 2.1 To create safe and caring neighbourhoods and communities by helping to reduce the incidence and effects of crime; building community resilience; and strengthening community networks to improve quality of life and promote well-being.
- 2.2 To educate the general public about ways that they can reduce the incidents of crime in their community and help to protect vulnerable members of their community.
- 2.3 To promote local policy and encourage uniformity of service.
- 2.4 To provide resources, support, education and direction to Western Bay of Plenty Neighbourhood Support groups.

- 2.5 To represent and promote the views and wishes of Neighbourhood Support Groups.
- 2.6 To respect people of all cultures and religions and encourage their involvement in Neighbourhood Support Groups.
- 2.7 To form an Area Coordinator Forum, which enables a representative from each of the suburbs that form the Society to participate in a forum for the purposes of sharing ideas and good practice, discussing issues and opportunities and working constructively with the Board.
- 2.8 To enter into and maintain a strong working relationship with the New Zealand Police.
- 2.9 To co-operate with the Tauranga City Council and Western Bay of Plenty District Councils' safer communities' objectives.
- 2.10 To liaise with other organisations and bodies having similar objectives to Western Bay of Plenty Neighbourhood Support.
- 2.11 To provide a central administrative system, formalise and standardise a recording procedure for membership and relevant statistics.
- 2.12 To source funding and obtain sponsorship to effect the aims of the members.
- 2.13 Western Bay of Plenty Neighbourhood Support shall be non-party in politics, non- sectarian in religion and shall operate an equal opportunities policy.
- 2.14 To do all such other lawful things as are necessary to affect the aims and objectives of the group.

3. Membership:

- 3.1 Membership of Western Bay of Plenty Neighbourhood Support is open to all Neighbourhood Support Street Groups through one of the Sub Group Areas.
- 3.2 Membership of a Sub Group is open to any person who is a member of a Neighbourhood Support Street Group.
- 3.3 Every member of a Neighbourhood Support Street Group shall undertake to act in accordance with the rules of Western Bay of Plenty Neighbourhood Support as specified on website www.wbopns.org.nz.

4. Register of Members:

- 4.1 The Central Organisation shall maintain a register of members of the groups.
- 4.2 Every member of a Street Group shall notify the Neighbourhood Support Street Coordinator of any change of address.
- 4.3 The Neighbourhood Support Street Coordinator shall notify the Database Administrator of changes to their Street Group.

5. Obligations of Western Bay of Plenty Neighbourhood Support:

Western Bay of Plenty Neighbourhood Support shall seek to provide members of the Groups with the following support services:-

- 5.1 Access to advice and support based on the District and National Experience.
- 5.2 Ongoing support including the provision and development of resources.
- 5.3 Updates of Local and National trends and programmes.
- 5.4 Assist in liaison with Police, Local Bodies and other like-minded organizations.
- 5.5 Assist in strengthening Community networks.
- 5.6 Communicate the activities of WBOP NS to all members on a regular basis

6. Confidentiality:

Members shall recognise that all information including digital, about individual Neighbourhood Support Groups or the members of such groups are confidential and all members shall respect that confidentiality. No confidential information will be divulged. Members have no authority to discuss any matter affecting the group or members of the group with other persons, organisations, or with the media, other than that authorised by the Board.

7. Board

Governance of Western Bay of Plenty Neighbourhood Support shall be vested in the Board.

7.1 Functions and Powers of the Board

- (i) The Board shall govern the Society for a three-year term, from the end of one Annual General Meeting until the end of the AGM at the completion of the term.
- (ii) The Board shall be accountable to the Members for the advancement of the Society's purposes and the implementation of resolutions approved by any General Meeting.
- (iii) The management and control of the affairs of the Society shall be vested in the Board which shall have all the powers of the Society which are not expressly required to be done or exercised by the Society in a General Meeting or as otherwise provided by these rules.
- (iv) It is expressly declared that the Board may exercise and perform the following powers and duties:
- (v) Carry out the purposes of the Society and use money or other assets to do that;
- (vi) Manage the Society's financial affairs;
 - a. Set accounting policies in line with accepted accounting practice;
 - b. Ensure that all members follow the Rules;
 - c. Decide how a person becomes a Member, and how a person stops being a Member.

- d. Decide the times and dates for Meetings and set the agenda for Meetings;
- e. Make, negotiate and enter all contracts entered into by the Society;
- f. Delegate all or any of its powers or duties to committees consisting of such members of the Board and other members co-opted by the Board as may be thought fit;
- g. Co-opt any person to attend one or more meetings of the Board in any advisory capacity;
- h. The Board may appoint a Manager who is responsible to the Chair and the Board, to fulfil such delegated duties as shall be required by the Board;
- i. Establish and recommend an annual subscription for membership of the Society if required. Such recommendation is to be duly circulated and voted on, at each Annual General Meeting;
- j. Liaise with the District Representative Forum, which shall operate as a standing Sub-Committee of the Board for the purpose of representing the voice of Members and sharing and promoting good practice.

7.2 Sub-Committees

The Board will have the power to form any sub-committee(s) that may be deemed necessary. Each Sub-Committee shall have a Terms of Reference set out by the Board. Such committees will be responsible to the Board and shall report in writing to the Board. Unless otherwise resolved by the Board:

- (i) The quorum of every sub-committee is half the members of the Sub-Committee.
- (ii) No Sub-Committee will have power to co-opt additional members without Board approval.
- (iii) A Sub-Committee must not commit the Society to any financial expenditure without express authority, and
- (iv) A Sub-Committee must not further delegate any of its powers.

8. Election of Board Members

8.1 The Board of the Society shall be elected at every third Annual General Meeting and shall consist of a minimum of five and a maximum of seven persons, including:

- (i) The Chair
- (ii) The Vice Chair
- (iii) The Treasurer
- (iv) Secretary

8.2 At the end of every three -year term at least half the Board must stand down, but will be eligible for re-election. It will be left to the discretion of the Board to determine who will stand down.

8.3 The Board has the power to co-opt members onto the Board for a specific purpose or time, providing they are eligible to be Board members.

- 8.4 Co-opted members will have the same entitlement to participate in board meetings and have a vote in board decisions, until their function is complete or until the next Board election, at which time they may stand for election, if desired.
- 8.5 At all times each Board member:
- (i) Shall act in good faith and in what they believe to be in the best interests of the Society.
 - (ii) Must exercise all powers for a proper purpose.
 - (iii) Shall exercise the care and diligence expected of a reasonable person
- 8.6 The election of Board Members shall be conducted as follows:
- (i) At least two months prior to the date proposed for the next Annual General Meeting the Manager shall notify all Members calling for nominations for the Board.
 - (ii) Such notice shall include a nomination form, which will specify the date at which nominations must be received by the Manager, which should be no less than one month prior to the AGM.
 - (iii) Nominees must be eligible under Rule 3, and nominations shall contain the nominee's signature and shall be proposed and seconded by not less than two registered Members of the Society.
 - (iv) At least three weeks prior to the AGM the Manager shall notify all Members of the nominations received and forward a voting paper, accompanied by biographies of the candidates, if an election is required.
 - (v) The Board may appoint a Returning Officer to conduct elections. In the event of an election, votes must be in the hands of the Returning Officer not less than three working days prior to the AGM.
 - (vi) Those candidates polling the highest number of votes shall be declared elected at the AGM.
 - (vii) In the event of any vote being tied the tie shall be resolved at the AGM.
- 8.7 No Chairperson shall serve for more than three consecutive terms as Chairperson.
- 8.8 The Board has power to appoint eligible Members to fill vacancies not filled at the Annual General Meeting or following a vacancy. Such persons will serve for the remainder of that term and, if they so wish, can then stand for election at the next Annual General Meeting.
- 8.9 In the event that any member of the Board is absent from three (3) consecutive meetings without leave of absence, the Chair may declare that person's position to be vacant.
- 8.10 In the event of a mid-term vacancy in the elected members of the Board, or in the positions of Chair, Vice Chair, Treasurer, or Secretary the method of filling the vacancy shall be as outlined in 8.8.
- 8.3 A representative from New Zealand Police may be appointed as an advisory member.
- 8.4 Any person seeking election to the Board must meet the following criteria:
- a). Agree to Police vetting at the time of selection.
 - b). Declare any possible conflict of interest.
- 8.5 The Board shall reserve the right to review and arbitrate on any decision made relating to any declaration.
- 8.6 Cessation of Board Membership
- a) Persons cease to be Board members when:
 - (i) They resign by giving written notice to the Chair.
 - (ii) They are removed by majority vote of the Society at a Society Meeting.

- (iii) Their three -year term expires, at which point they are eligible to stand for election again.

9. Portfolio holders/co-opting/sub committees:

- 9.1 The Board shall have power to appoint portfolio holders and/or sub-committees to deal with specific issues and to co-opt persons to act in conjunction with the Committee.
- 9.2 The Committee shall have the power to form any sub-committee(s) that may be deemed necessary. On completion of the sub-committee's duties, the sub-committee shall be disbanded as soon as is practicable.
- 9.3 Persons co-opted to the Committee to carry out a specific function shall remain at the discretion of the Committee until their function is complete or until the following AGM, at which time they may be reappointed if desired.

10. Conduct of meetings

- 10. Annual General Meeting
- 10.1 The Annual General Meeting of the Society shall be held within six (6) months of the end of the financial year.
- 10.2 Notice of the Annual General Meeting and a call for notices of motion, remits and nominations for office shall be made two months prior to the Annual General Meeting, and sent to the most recent contact details provided by each Member.
- 10.3 Notices of Motion, remits and nominations for office shall be in the hands of the nominated Returning Officer not later than one month before the date of the Annual General Meeting and to be circulated to all voting Members no later than three weeks before the Annual General Meeting.
- 10.4 The Quorum at the AGM shall be 10 members.
- 10.5 The agenda and business of the AGM shall include:
 - a) Minutes of the previous AGM.
 - b) The Annual Report of the Board
 - c) The financial statements for the most recent financial year.
 - d) Election of the Board.
 - e) Appointment of a suitably qualified independent person as Auditor or Reviewer.
 - f) Setting any annual membership subscription.
 - g) Remits and notices of motion, as received in writing by the Returning Officer.
 - h) Appoint a Patron (optional), which shall be an honorary position for a period of three years, at which point they will be eligible for re-election.

11. Special General Meetings

- 11.1. Special General Meetings shall be called by:
 - a) The Board, or
 - b) Within a calendar month of a written request to the General Manager, signed by not less than 75% of the voting members, which specifies the business to be considered at the Special General Meeting.
- 11.2. A Special General Meeting shall consider and deal only with the business specified in the written request and/or as specified the Board.
- 11.3. If the Board fails to give notice to voting Members within 21 days of receipt of the written request, those Members making the request may convene it in accordance with the procedures set out in Rule 7.3 (Meeting Procedures).

- 11.4. Notice to Voting Members should be sent to the most recent contact details provided the Member. Failure to receive the notice or information shall not invalidate the meeting or its proceedings.

12. Meeting Procedures for General and Special General Meetings

- 12.1. Meetings of the Society may be held at one or more venues using any technology that allows Members the opportunity to participate.
- 12.2. Meetings of the Society shall be chaired by the Chair or, if the Chair is absent, the Vice Chairperson, or another Board member duly nominated if both are absent.
- 12.3. Quorums for General and Special Meetings shall be 10 Full Members. If a quorum is not achieved within 30 minutes the meeting will be adjourned or, if the meeting was convened at the request of members, the meeting will be dissolved.

13. Voting at General Meetings:

- 13.1. Each Full Member is entitled to one vote. This vote may be cast by the nominated representative as recorded in the Membership Register.
- 13.2. No person employed or contracted as a staff member of the Society shall be entitled to vote at any General Meeting of the Society or at any meeting of the Board and its committees.
- 13.3. Members unable to attend a Meeting may transmit their views in writing upon any proposal to be submitted to such meeting and such written statement shall be circulated to the Members attending such meeting before a vote is taken.
- 13.4. Voting shall be by show of hands, or if a person present wishes it, by secret ballot.
- 13.5. The Board may decide to conduct a vote by remote ballot. Ballot papers will be sent to voting Members 15 working days prior to the closing date for votes to be received by the Returning Officer. The result shall be declared by the Returning Officer and will be as effective and binding as a resolution passed at a General Meeting.
- 13.6. Decisions shall be decided by simple majority of those voting. The Chair shall have a casting vote.
- 13.7. Proxies will not be permitted.

14. Financial Procedures

- 14.1. The financial year of the Society begins on 1 April of every year and ends on 31 March of the following year.
- 14.2. The Board will be responsible for overseeing the finances of the Society and ensuring that the Society fulfils its statutory obligations. Duties may be delegated to staff and the Board may seek independent professional advice from time to time.
- 14.3. The funds of the Society shall be devoted to furthering its objects as set out in these Rules.
- 14.4. All monies shall be banked in the name of the Society in the appropriate bank account at a Bank named by the Board.
- 14.5. All payments and transactions shall be made by cheque or electronic banking with the signatories being any two of the Chair, the Treasurer, one other member of the Board or the Manager.
- 14.6. The Board shall be responsible for setting and monitoring monthly financial reporting procedures.
- 14.7. The accounts of the Society shall be either audited or reviewed each year.
- 14.8. Any audit or review report shall be circulated with the statement of accounts prior to the Annual General Meeting.
- 14.9. The Board will approve the annual financial statements for presentation to the Members at the AGM.

15. Investment of funds.

- 15.1. The Committee may from time to time, in the ways authorised to prudent trustees, invest and reinvest in such securities and upon such terms as it may think fit, the whole or any part of its funds, which may not be required for the immediate use of the members of the Group.
- 15.2. Any income, benefit or advantage will be applied to the charitable purposes of the Society.
- 15.3. No Member of the Society or any Associated Person will derive any personal financial gain from membership of the Society, other than that permitted by law.
- 15.4. Nothing in these rules shall prevent:
 - a) The Society engaging in trade.
 - b) Reasonable payments to members and officers for legitimate professional services rendered.
 - c) Full reimbursement to members and officers for any actual and reasonable costs incurred when undertaking legitimate Society business.

16. Re Private Pecuniary Profit Prohibited:

16.1. Use of Income

- (a) Any income, benefit or advantage obtained by or through the Group (apart from remuneration paid in accordance with this Constitution) shall be applied to the purposes of the Group.
 - (b) No Personal Influence –No member of the Group or any person associated with a member shall participate in or materially influence any decision made by the Group in respect of the payment to or on behalf of that member or associated person of any income benefit or advantage whatsoever.
- 16.2. **Reasonable Remuneration** – Any remuneration paid shall be reasonable and relative to that which would be paid in an arm’s length transaction (being the open market value).

17. Liability of the Members:

17.1. Indemnity:

- (a) No action in law or otherwise shall lie in favour of members or their representatives against any other member of the Group or Board in respect of any matter or thing done or purporting to be done, omitted or suffered in pursuance of the provisions of this Constitution notwithstanding any irregularity of informality occurring.
- (b) No member of the Board shall be liable for any loss other than loss attributable to his or her personal dishonesty. Furthermore, no member of the Board shall be liable in respect of the acts or omissions of any fellow Board member against such member for any breach of this Constitution.

18. Contractual Liability:

No member shall be under any liability in respect of any contract of other obligation made or incurred by the Board or Group or Members of the Group.

19. Alterations to the Constitution:

This Constitution may be altered, added to or rescinded by special resolution at any General Meeting of the Group subject to the required procedure for that resolution and meeting having been followed PROVIDED that no alteration, addition, or rescission shall be permitted that will affect the status of the Group.

20. **Bylaws:**

The Group may from time to time by resolution in General Meeting make, amend or rescind bylaws provided they are not inconsistent with this Constitution.

21. **Winding Up:**

22.1 Resolutions:

The Group may be wound up (namely by resolution of the members at a General Meeting) provided that the resolution is confirmed at a subsequent General Meeting called for the purpose and held not earlier than 30 days after the date on which the resolution to be confirmed was passed.

22.2 Disposition of Surplus Assets:

On dissolution of the Group the surplus assets shall be disposed of in such a manner for such charitable purposes or objects within New Zealand as may be decided by resolution of the members.

Signed by:

.....
Chair

.....
Date

SCHEDULE ONE: GRIEVANCES, DISPUTES, COMPLAINTS AND DISCIPLINE

The following disputes procedures are designed to enable and facilitate the fair, prompt and efficient resolution of *grievances* and *complaints* in a manner that complies with the requirements set out in the *Statute*. All *Members* (including the *Board*) are obliged to comply with these procedures to resolve *grievances* and *complaints*, and to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the *Society's* activities.

- (a)** Any grievance by a *Member*, and any complaint by anyone, is to be lodged in writing by the complainant with the *Chief Executive Officer*.
- (b)** The complainant raising a grievance or complaint and the *Board* must consider and discuss whether a grievance or complaint may best be resolved through informal discussions, mediation or arbitration. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.
- (c)** Rather than investigate and deal with any grievance or complaint, the *Board* may:
 - (i)** Appoint a sub-committee to deal with the same, or
 - (ii)** Refer the same to an external arbitrator, arbitral tribunal, or external visitor (or referee), so long as minimum standards of natural justice consistent with those specified in the *Statute* are satisfied, and the *Board* or any such sub-committee or person considering any grievance or complaint is referred to in the balance of this Rule as the "decision-maker."
- (d)** The decision-maker shall:
 - (i)** Consider whether to investigate and deal with the *grievance* or *complaint*, and
 - (ii)** May decline to do so (for instance, if the decision-maker is satisfied that the complainant has insufficient interest in the matter or otherwise lacks standing to raise it, the matter is trivial or does not appear to disclose material misconduct or material, the matter raised appears to be without foundation or there is no apparent evidence to support it, some damage to *Members'* interests may arise, or the conduct, incident, event or issue has already been investigated and dealt with by the *Society*).
- (e)** Where the decision-maker decides to investigate and deal with a *grievance*, the following steps shall be taken:
 - (i)** The complainant and the *Member* complained against must be advised of all details of the *grievance*,
 - (ii)** The *Member* or the *Society* which is the subject of the *grievance* must be given an adequate time to prepare a response,
 - (iii)** The complainant and the *Member* or the *Society* which is the subject of the grievance must be given an adequate opportunity to be heard, either in writing or at an oral hearing if the decision-maker considers that an oral hearing is required, and
 - (iv)** Any oral hearing shall be held by the decision-maker, and/or any written statement or submissions shall be considered by the decision-maker.
- (f)** Where the decision-maker decides to investigate and deal with a *complaint*, the following steps shall be taken:
 - (i)** The complainant and the *Member* complained against must be advised of all allegations concerning the *Member* and of all details of the *complaint*,
 - (ii)** The *Member* complained against must be given an adequate time to prepare a response,
 - (iii)** The *Member* complained against must be given an adequate opportunity to be heard, either in writing or at an oral hearing if the decision-maker considers that an oral hearing is required, and
 - (iv)** Any oral hearing shall be held by the decision-maker, and/or any written statement or submissions shall be considered by the decision-maker.
- (g)** A *Member* may not make a decision on or participate as a decision-maker regarding a grievance or complaint if two or more *Board members* or the decision-maker considers that

there are reasonable grounds to infer that the person may not approach the grievance or complaint impartially or without a predetermined view (and such a decision must be made taking into account the context of the *Society* and the particular case, and may include consideration of facts known by the other Members about the decision-maker so long as the decision is reasonably based on evidence that proves or disproves an inference that the decision-maker might not act impartially).

- (h)** The decision-maker may:
 - (i)** Dismiss a *grievance* or *complaint*, or
 - (ii)** Uphold a *grievance* and make such directions as the decision-maker thinks appropriate (with which the *Society* and *Members* shall comply),
 - (iii)** Uphold a *complaint* and:
 - Reprimand or admonish the *Member*, and/or
 - Suspend the *Member* from membership for a specified period, or
 - Terminate the *Member's* membership, and
- (i)** Order the complainant (if a *Member*) or the *Member* complained against to meet any of the *Society's* reasonable costs in dealing with a *complaint*.

If the *Member* complained against resigns after a complaint is received the *Society* shall have power to continue to follow the procedures set out for investigating and making decisions on the complaint and, if the complaint is upheld, of imposing penalties and making orders for payment of costs.

These Rules were accepted at the Annual General Meeting of the Society, held

Signed: _____

Signed: _____

Signed: _____