

CONSTITUTION AND RULES OF KATCH KATIKATI INCORPORATED
INCORPORATED SOCIETIES ACT 1908

1. Name:

1.1 The name of the society will be Katch Katikati Incorporated (“Katch Katikati”).

2. Purpose:

2.1 Katch Katikati aims to make Katikati one of the best places in New Zealand to live, work, visit or do business. Katch Katikati also aims to promote Katikati as the Gateway to the Bay.

3. Objectives:

3.1 To initiate promotions and projects that present Katikati as a thriving, caring community, of cultural significance with a sound infrastructure and a welcoming environment.

3.2 To support our community partners and help them in promoting Katikati as the destination of choice for life style, businesses and visitors.

3.3 To facilitate cooperation between community groups and organisations that represent residents, businesses and the local body.

3.4 To collect and maintain information and opinion on community organisations, businesses and update this information for use in decision making in the area.

4. Membership

4.1 A person shall become a member of Katch Katikati on being registered as such in the society's register of members.

4.2 Any person wishing to become a member of Katch Katikati must make an application to the Executive committee and supply any information required by the Executive Committee to consider the application. ‘Person’ shall include any organisation, business, firm or companies, whether commercial or profit making nature. Such body shall, upon application for membership, advise the name of the person who is authorised to represent and vote on behalf of the company.

4.3 The register of members will be kept by the society. The register will state the name, address and contact details of each member and the date that person joined.

4.4 The Executive committee may from time to time set down qualifications and conditions for membership, including requirement for payment of an annual subscription or administration cost.

5. Executive Committee

- 5.1 The Executive Committee is responsible for the management, conduct and control of Katch Katikati's activities, operations, assets and funds vested in Katch Katikati Inc
- 5.2 The Executive Committee shall consist of:
 - 5.2.1 one representative of the Katikati Community Board;
 - 5.2.2 the Katikati Promotion Manager;
 - 5.2.3 up to seven members of Katch Katikati elected at an Annual General Meeting of the Society.
- 5.3 Members of the Executive committee shall normally hold office for a two year term expiring on the date of the second annual general meeting following election, with a minimum of three positions on the committee subject to election every year. Executive Committee members shall be eligible for re-election.
- 5.4 Should a vacancy arise during a term of office, the Executive committee may co-opt a registered member of Katch Katikati to fill such a vacancy until the conclusion of the next annual general meeting.
- 5.5 The Executive Committee will appoint (by election) a chairperson to manage the affairs of the Executive Committee, a deputy chairperson, a secretary, a treasurer and such other officers as the Executive committee deems appropriate, from among the Executive Committee members, on such terms and conditions as the Executive Committee deems appropriate.
- 5.6 The Executive Committee will:
 - 5.6.1 direct and conduct the affairs of Katch Katikati;
 - 5.6.2 keep usual and proper minutes, accounts and other records of business
 - 5.6.3 notify members of the society of intended meetings and agendas for those meetings
 - 5.6.4 prepare and submit to the annual general meeting an annual report of activities with a set of financial statements for the previous year reviewed by the Society's accountant.
- 5.7 The frequency, location and timing of Executive Committee meetings shall be determined by the chairperson and shall be at least four times a year.
- 5.8 The quorum for Executive Committee meetings shall be at least 50% of the serving Executive committee members.
- 5.9 Voting at Executive Committee meetings shall be conducted in accordance with Rule 6.5. The chairperson can have a casting vote.
- 5.10 Katch Katikati may delegate any of its authority to sub-committees, and will prescribe tasks and procedures in writing for regulating the proceedings of such sub-committees. The Chairperson shall be an ex-officio member of all sub-committees. All sub-committees will take minutes of meetings and report to the Executive Committee at the next meeting for information.
- 5.11 The Executive Committee may co-opt to any sub-committee any person who is not a member of Katch Katikati if in the opinion of the Executive Committee that person has knowledge or experience that may assist the work of the sub-committee.

6. Meetings

Annual General Meeting

- 6.1 The annual general meeting shall be held within six months after the end of each financial year at a time and place fixed by the Executive Committee for the following purposes:
- 6.1.1 To receive a set of financial statements for the preceding year and an estimate of the receipts and expenditure for the ensuing year.
 - 6.1.2 To receive an annual report which will include reports from all sub-committees.
 - 6.1.3 To elect Katch Katikati members to the Executive Committee (as and when required).

Special General Meetings

- 6.2 A special general meeting of members may be called by the Executive Committee at any time or shall be called at the written request of five Katch Katikati members. Such a meeting shall have the same powers as an annual general meeting.

Notice of Meetings

- 6.3 Not less than fourteen clear days before any annual general meeting or special general meetings
- 6.4 All general meetings shall be chaired by the chairperson of the Executive Committee, or in his or her absence, by some other Executive Committee member elected for the purpose by the meeting.

Voting

- 6.5 At general meetings, voting shall be by voices, by show of hands or, on demand of the chairperson or of any member present, by secret ballot, and on any secret ballot each member shall be entitled to one vote.
- 6.6 Unless otherwise required by these rules, all questions shall be determined by a simple majority of those present and voting at the general meeting.
- 6.7 To determine any issue already lawfully before a general meeting (other than an amendment to these rules) the meeting may resolve to hold a postal ballot.
- 6.7.1 The resolution to hold a postal ballot shall set a closing date and time for ballots to be received by the secretary, but the closing date shall be no earlier than a fortnight after the date ballot papers are sent out to members (excluding the date of posting).
 - 6.7.2 Voting in a postal ballot may be by ballots returned to the secretary by mail, delivery, or email.
 - 6.7.3 The secretary shall declare the result of the postal ballot.
 - 6.7.4 The result of any postal ballot shall be as effective and binding on members as a resolution passed at a general meeting.
 - 6.7.5 A resolution passed by the required majority at any general meeting or by postal ballot binds all members, irrespective of whether they were present at the general meeting where the resolution was adopted or whether they voted.

7. Pecuniary Benefit:

- 7.1 Any income, benefit or advantage will be applied to the objectives of Katch Katikati.
- 7.2 It is the duty of every member who believes that their presence in the discussion may be a conflict of interest to immediately inform the meeting of their position. The chairperson will then determine the degree of conflict and limit the member's involvement in the discussion and decision making where necessary under statute.
- 7.3 Any such income paid to a member after clause 7.1 and 7.2 have been fulfilled shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value).
- 7.4 The provision and effect of this clause shall not be removed from this constitution and shall be implied into any document replacing this constitution.

8 Financial Arrangements:

- 8.1 The financial year of the Society will be from 1 July to 30 June the following year.
- 8.2 Following every Annual General Meeting, the Executive Committee will decide by resolution the following:
 - 8.2.1 how money will be received by Katch Katikati;
 - 8.2.2 who will be entitled to produce receipts;
 - 8.2.3 what bank accounts will operate for the ensuing year, including the purposes of and access to accounts;
 - 8.2.4 who will be allowed to authorise the production of cheques and the names of cheque signatories; and
 - 8.2.5 policy concerning the investment of money by Katch Katikati, including what type of investment will be permitted.
- 8.3 The Treasurer will ensure that true and fair accounts are kept of all money received and expended.
- 8.4 The Executive Committee may arrange for the accounts of Katch Katikati for that financial year to be audited by a person appointed for that purpose.

9 Common Seal:

- 9.1 The Common Seal of the society will be kept in the custody and control of the secretary.
- 9.2 When required, the Common Seal will be affixed to any document following a resolution of the society and will be signed by the Treasurer and one other person appointed by the Executive Committee.

10 Indemnifying of Executive Committee Members:

- 10.1 No member of the Executive Committee shall be liable for the acts or defaults of any other member of the Executive Committee or any loss occasioned thereby, unless occasioned by their wilful default or by their wilful acquiescence.
- 10.2 The Executive Committee and each of its members shall be indemnified by the society for all liabilities and costs incurred by them in the proper performance of the functions and duties, other than as a result of their wilful default.

11 Alteration of Rules:

- 11.1 The rules of the society may only be amended in any way or rescinded by a 2/3 majority of eligible members personally present at any general meeting, provided that no addition to or alteration of the Objectives clause (Section 3), the Pecuniary Benefit clause (Section 7), or the Winding Up clause (Section 12) will be approved without the prior consent of the Department of Inland Revenue.

12 Winding Up:

- 12.1 The society may be wound up under the provisions of the Incorporated Societies Act 1908.
- 12.2 Any surplus assets after the payment of all outstanding liabilities will be distributed among such community organisations in New Zealand that have similar objectives to the society and as the members will decide in a general meeting. If the society is unable to resolve any disagreement over the distribution of surplus assets then the provisions of Section 27 of the Incorporated Societies Act 1908, or the relevant provisions of subsequent enactments, will apply.