

CONSTITUTION AND RULES

OF

THE WELLINGTON CIVIC TRUST

1. INTERPRETATION

In these Rules, unless the context requires a different interpretation

- 1) “the Board” means the Board of Trustees constituted under rule 7.
- 2) “the Trust” means the Wellington Civic Trust
- 3) “the Objects” means the objects set out in Rule 4.
- 4) “Member” means a person or a representative of a type of membership defined in rule 6.
- 5) “Year” and “Financial Year” means the period beginning the 1st of April in any year and ending on the 31st of March next following.
- 6) The “Wellington Civic Trust” means the Trust created under this Constitution.

2. NAME

The name of the Trust is the WELLINGTON CIVIC TRUST.

3. OFFICE

The office of the Trust is a place in Wellington determined by the Board from time to time.

4. OBJECTS

The Trust is established to:

- a) promote the liveability and prosperity of Wellington so that its built and natural environment becomes a better resource for the use, benefit and enjoyment of all.
- b) stimulate public interest in the beauty, heritage and character of Wellington and its dignity as the capital city.
- c) support high standards in urban design, landscape management, architecture, building, transport and other infrastructure.
- d) provide a forum for citizens to freely and frankly express their aspirations for their city.

5. POWERS

The Trust shall have the powers to make decisions, including financial decisions, in order to achieve the objects, subject to the provisions of the Charitable Trusts Act 1957.

6. MEMBERSHIP

- a) Membership of the Trust is open to all.
- b) The Board defines the types of membership from time to time and will set and review annual subscriptions for each type of membership.
- c) To maintain membership, members must pay the annual subscription immediately following the Annual General Meeting.
- d) Members may resign their membership by advising the Secretary in writing - resignation is effective from the date of receipt by the Secretary.
- e) The Board may elect individuals as **Life** members to recognise special services or an outstanding contribution made to the work of the Trust.

7. CONSTITUTION OF THE BOARD OF TRUSTEES

- a) The Trust will be administered by a Board of not less than ten (10) but no more than fifteen (15) persons elected at each Annual General Meeting. Trustees hold office until the next following Annual General Meeting subject to Rule 7(b).
- b) If any Board member becomes unable to undertake their duties, their office shall ipso facto become vacated.
- c) A Board member is considered unable to undertake their duties if the member dies, resigns, becomes bankrupt, insolvent, insane, or incapable, or is absent from three consecutive meetings of the Board without reasonable cause or without leave of absence granted by the Board.
- d) If a position on the Board becomes vacant, the Board may appoint another person in their place. If the person accepts the appointment they will hold office as a member of the Board until the next following Annual General Meeting.

8. FUNCTIONS, POWERS AND DUTIES OF THE BOARD OF TRUSTEES

The functions, powers and duties of the Board are:

- a) To administer the funds and affairs of the Trust
- b) To undertake all actions that are required to achieve the objects or as required by the law.
- c) To comply with the provisions of the Charitable Trusts Act 1957.
- d) To appoint members to committees from time to time to carry out of the objects.

9. OFFICERS OF THE BOARD

- a) The Board appoints the following members as Officers at its first meeting following the Annual General Meeting in each year:
 - i. A **Chair** who presides over the Board of the Trust and may not hold office as the Chair for more than five (5) consecutive years.
 - ii. A **Deputy Chair** who acts on behalf of the Chair as required

- iii. A **Secretary** who is responsible for giving notice of all meetings, and all non-financial administrative functions of the trust.
 - iv. A **Treasurer** who is responsible for maintaining the financial records and managing the funds of the Trust. It is the duty of the Treasurer to see that all statutory and other requirements relating to the financial matters of the Trust are complied with.
- b) An external **Auditor** or **Auditors**, responsible for auditing the accounts of the Trust at least once each year, shall be appointed each year by resolution at the Annual General Meeting. The Auditor(s) shall have the right to inquire for the performance of their duties. Should all Auditors vacate the office of Auditor during the year, the Board must appoint an Auditor or Auditors to fill the vacancy for the remainder of the year.

10. MEETINGS OF THE BOARD

- a) The Board must meet on at least six (6) occasions in each year.
- b) At every meeting of the Board the Chair or an appointed delegate will preside.
- c) A quorum of six (6) Board members in attendance is required for any Board meeting.
- d) Each elected member attending a Board meeting has one vote. All questions put to the Board will be determined by a majority of votes of those members present.
- e) In the case of an equal number of votes being recorded, the presiding Chair at the time has a second or casting vote.

11. GENERAL MEETINGS OF MEMBERS

ANNUAL GENERAL MEETING

The Board must call an Annual General Meeting of members within two months of the end of each financial year to:

- a) approve the minutes of the previous Annual General Meeting and of any subsequent General Meeting.
- b) receive from the Board a report, Balance Sheet and Statement of Accounts for the preceding financial year.
- c) elect members of the Board as provided by these Rules
- d) elect an Auditor or Auditors.
- e) undertake any other general business as the meeting may determine.

Notice of an Annual General Meeting must be given to all members and the public at large at least ten (10) calendar days in advance of the meeting.

A copy of the Balance Sheet as at the end of the year, and a copy of the Statement of Income and Expenditure for the financial year, alongside with the opinion of the external auditor(s) on whether the records represent a true and fair view of the state of financial affairs of the Trust, must be provided to each member alongside the notice of an Annual General Meeting.

SPECIAL GENERAL MEETING

- a) From time to time, the Board may call Special General Meetings of Members. Notice of a Special General Meeting must be given to all members ten (10) calendar days in advance of the meeting.

- b) A Special General Meeting for any matter related to the objects of the Trust may be requested by no fewer than ten (10) members. Such request must be directed to the Board in writing for the Board's consideration.

REPRESENTATION AND VOTING AT GENERAL MEETINGS

Every financial member (or one representative of a type of membership) is entitled to attend General Meetings and to have one vote on each question submitted to the meeting.

QUORUM AT GENERAL MEETINGS

A quorum for a General Meeting requires fifteen (15) members present in person or by a representative of a type of membership.

PROCEDURE AT GENERAL MEETINGS

- a) the Chair (or appointed delegate) of the Board will preside as Chair at every General Meeting .
- b) at any meeting a resolution put to the vote of the meeting will be decided by a simple majority of members using an appropriate method of voting.
- c) the Chair will declare whether a resolution has been carried or lost. The result will be recorded in the minutes.
- d) In the case of an equal number of votes being recorded, the presiding Chair at the time has a second or casting vote.

12. MEMBERS' INTERESTS

- a) A member of the Trust who directly or indirectly has any pecuniary interest in the subject of any discussion or motion at any general meeting of the Trust or at any meeting of the Board shall:
 - i. immediately declare the nature of their interest,
and
 - ii. not vote nor be counted in the quorum present on any such motion
- b) No member or any person associated with a member shall participate in or materially influence any decision made by the organisation 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 paid shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value). 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

13. REGULATIONS

The Board may make, amend, or rescind any by-laws to facilitate the attainment of the Objects and administration of the Trust.

14. ACCOUNTS

- a) The Board shall ensure proper financial records for the Trust are kept and maintained.
- b) The Board shall prescribe a set of policies and procedures to facilitate the administration of funds and financial transactions.

- c) The Board shall prescribe an appropriate process to ensure the end-of-year financial statements are prepared accurately and in a timely fashion.
- d) All financial records, policies and procedures shall be open to the inspection of the external Auditor(s) appointed and any Member immediately upon request.

15. SEAL

The Common Seal of the Board shall be in the custody of the Secretary and shall not be affixed to any deed or other document except by the authority of a resolution of the Board and in the presence of two members of the Board who shall attest the affixing of the Seal. Any deed or other instrument duly sealed and purporting to be signed by two members of the Board shall be deemed properly executed.

16. DISSOLUTION OF THE TRUST AND DISPOSAL OF FUNDS

- a) No resolution for dissolving the Trust shall take effect unless it has been consented to by a two-thirds majority of the Members at either an Annual General Meeting or a General Meeting convened for that purpose and unless in the notice of summoning such a meeting due notice shall have been given of the intention to move such a resolution or unless an instrument of dissolution is duly executed by a two-thirds majority in number of such Members confirmed in either case at a further General Meeting of which due notice has been given and held not earlier than one month from the date on which such resolution to dissolve the Trust was passed and unless such confirming resolution shall be passed by two-thirds majority of the Members present and entitled to vote.
- b) Should the Trust be dissolved in accordance with this Rule then any moneys remaining after the due settlement of the affairs of the Trust and the payment of all debts and claims shall be paid over to Heritage New Zealand Pouhere Taonga for use within Wellington.

17. ALTERATION TO RULES

- a) These Rules may be amended by a resolution duly passed by a majority of two-thirds of the members present at an Annual General Meeting or at a Special General Meeting convened for that purpose provided that details of the proposed amendments must be given alongside the notice of the general meeting.
- b) No addition to, or alteration of, the objects, the payments to members clause or the winding-up clause shall be approved without the approval of the Commissioner 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.

18. INCORPORATION

The Wellington Civic Trust is incorporated under Part 11 of the Charitable Trusts Act 1957.