

Constitution of Manawatū Tenants Union Incorporated

Incorporation Number: 307282

Dated: 12th August 2022

1. DEFINITIONS

AGM means Annual General Meeting.

Chair means the office held by the Chairperson as described in the Union Policies.

Constitution means this constitution.

General Meeting means an AGM or SGM.

Significant Transaction means any transaction or commitment by the Union that exceeds the allocated amount in the budget for that kind of transaction or commitment and would otherwise cause the Union undue hardship. If there is no allocated budget or similar transaction, then any transaction or commitment that would otherwise cause the Union undue hardship.

Member means and includes all classes of members of the Union described under this Constitution including the Executive Committee.

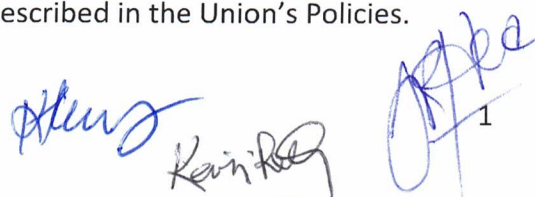
Objects means the objects of the Union described under this Constitution.

Ordinary Resolution means a resolution passed by a majority of votes cast.

Register means the register of members held by the Secretary.

Registered Member means any person who has become a member under clause 6 of this Constitution and is recorded in the Register. For clarity, while staff are not members of the executive committee, they can be members of the union and will count for purposes of membership

Secretary means the office held by the Secretary as described in the Union's Policies.

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SGM means Special General Meeting and can have the same powers as an Annual General Meeting.

Special Resolution means a resolution approved by a majority or two thirds of the votes of the members entitled to vote and voting on the question.

Treasurer means the office held by the treasurer as described in the Unions Policies.

Undue Hardship means an action requiring significant difficulty or expense when considered in light of the overall financial resources of the Union and the impact otherwise of such action on the operation of the Union.

Voting unless otherwise prescribed in this Constitution voting shall be by majority vote of those entitled to vote under this Constitution.

2. Name

2.1 The name of the incorporated society is **Manawatū Tenants Union Incorporated** ('the Union').

3. Objectives

3.1 As a charity, the objectives of the Union are:

3.1.1 To protect, promote, and advance generally the rights, interests, and welfare of tenants and the homeless of Manawatu region;

3.1.2 To advise, assist, and generally support tenants in their dealings with landlords and other authorities in the Manawatu and surrounding areas;

3.1.3 To empower tenants to act in their own best interests regarding their accommodation needs;

3.1.4 To educate the community on the rights and obligations of tenants and landlords;


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3.1.5 To work with organisations and government agencies for the interests of tenants;

3.1.6 To support the realisation of a society in which the rights of tangata whenua, as embodied in Te Tiriti o Waitangi, are recognised; and

3.1.7 To do all such things as in the opinion of the Union or its Executive Committee, incidental or conducive to the attainment of the above objects and the exercise of the powers of the Union.

3.2 The objectives of the Union shall be deemed to be independent and in no way ancillary or subordinate to one another.

4. Activities Limited to Aotearoa, New Zealand

4.1 The activities of the Union shall be limited to Aotearoa, New Zealand.



5. Office

5.1 The office of the Union will be in Palmerston North, Aotearoa, New Zealand.

6. Membership

6.1 Membership is granted by the Executive Committee upon application in the prescribed format to the Secretary or Co-ordinator. If there is no prescribed format, then an application in writing for the purpose of this clause will be sufficient. The Executive Committee will review and approve applications. The Executive Committee may decline an application and is not bound to assign any reasons for this. The Executive Committee's decision is final and there will be no right to appeal. Upon approval the applicant will be registered as a member. (subject to clause 6.2 below).

6.2 The Executive Committee may impose an annual subscription fee on both applying and existing members. Applying and existing Members must pay the annual subscription fee, if any, before they are registered as a Member. An


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existing Member who is registered but who has not paid the annual subscription fee, if any, will not be deemed to be a Registered Member.

- 6.3 Only Registered Members of the Union are eligible to vote on any matter.
- 6.4 An annual subscription fee, if any, must be fixed by an ordinary resolution at the AGM.
- 6.5 Honorary membership may be offered to certain persons of public standing by a resolution at a General Meeting. Honorary Members will be included in the Register and have voting rights but are exempt from paying any subscription fees.
- 6.6 A Member shall cease to be a member of the Union if they tender their resignation in writing or are expelled from the membership by a resolution of the Executive Committee or General Meeting passed by a majority of 50% votes (subject to clauses 7.10 and 7.13).

7. The Executive Committee

- 7.1 The business and affairs of the Union will be managed by the Executive Committee.
- 7.2 The Executive Committee will comprise of no less than six (6) and no more than twelve (12) members.
- 7.3 The Executive Committee shall be elected at each AGM by the Members of the Union. Members will first elect a Chair, then up to eleven (11) general committee members. The election of the Executive Committee, including its officers, shall take place by a show of hands or secret ballot. For a secret ballot to occur, there must be a successful motion with a majority vote of at least 50%. The elected Executive Committee shall hold office until the next succeeding AGM when they shall retire but be eligible for re-election. Election of each member to the Executive Committee shall be based on their



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knowledge of Palmerston North's community sector, governance capabilities, or other relevant qualities, and come from the Union's membership.

- 7.4 The Executive committee will appoint when required the positions of secretary and treasurer from the elected executive committee.

The Roles of Office Holders

- 7.5 All decisions to be made by the Executive Committee will, if possible, be decided by consensus of the Executive Committee. If a consensus cannot be reached, then a decision will be made by majority vote of the Executive Committee. In the event of an equality of votes, the motion or remit shall fail and not be passed.

- 7.6 Executive Committee Members may vote in several ways:

7.6.1 At a meeting in person, a resolution put to the vote will be decided by show of hands or verbal vote;

7.6.2 A meeting of the Executive Committee may be held by means of audio, or audio-visual communication by which a quorum of Executive Committee members participating can simultaneously hear each other throughout the meeting. In such a meeting voting will be decided by a show of hands or message;

7.6.3 A written resolution circulated to all Members of the Executive Committee and approved by a majority of the Executive Committee Members will be as valid and effectual as if it had been passed at a meeting of the Executive Committee. Any such resolution may consist of several documents in like form each signed by one or more Executive Committee Members.

- 7.7 In the absence of the Chair, the Executive Committee will elect a person to chair the meeting from those present.

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- 7.8 No proxy voting is permitted.
- 7.9 No employee of the Union may be elected onto the Executive Committee.
- 7.10 A person will immediately be stood down or cease to be an Executive Committee Member if they:
- 7.10.1 Resign in writing;
 - 7.10.2 Act in a way that is harmful to the Union, its operational management, or reputation (subject to clause 7.13);
 - 7.10.3 Presents with continual conflict of interest matters (subject to clause 7.13);
 - 7.10.4 Die;
 - 7.10.5 Are declared bankrupt;
 - 7.10.6 Are diagnosed as mentally disordered or Compulsory Treatment Order (CTO) within the meaning of the Mental Health (Compulsory Assessment Treatment) Act 1992 or subsequent enactment. However, for those deemed to be mentally disordered under the Mental Health Act, should they become well again, the person shall be deemed to have been reinstated to their former role within the organisation if they so wish; or
 - 7.10.7 Become incapacitated for any reason to such an extent that they are unable to carry out their duties as a member of the Executive Committee.
- 7.11 The Executive Committee will have power to fill any vacancy that arises within itself or to appoint/co-opt any additional Executive Committee Members.
- 7.12 The Executive Committee may continue to act notwithstanding any vacancy, but if their number is reduced below the minimum number of members as

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stated in this Constitution, the continuing Members may act for the purposes of:

7.12.1 Increasing the number of Executive Committee Members to that minimum and/or;

7.12.2 Satisfying any legal requirements with the aim of maintaining the charitable status of the Union until the number of Executive Committee Members is increased to that minimum, but for no other purpose.

7.13 The Executive Committee may, by a resolution decided by a two-thirds (2/3) majority of votes, terminate a person's membership on the Executive Committee, if it believes that such action is in the best interests of the Union.

8. The Executive Committee - Powers

8.1 The Executive Committee, while acting in accordance with the objectives of the Union, the laws of New Zealand and subclause 8.1.4, has the power:

8.1.1 To control, administer and manage all real and personal property, and the finances of the Union;

8.1.2 To carry out, effect and perform the objectives of the Union, including the employment and dismissal of professional advisors, agents, officers, and staff;

8.1.3 To borrow or raise money for the objectives of the Union on such terms and on such security as it may deem fit; and

8.1.4 To appoint any subcommittee and delegate any of its powers and duties to any such subcommittee or to any person. Members of such subcommittees may not necessarily be the members of the Executive Committee;

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8.1.4.1 Any subcommittee or person to whom the Executive Committee has delegated powers or duties will be bound by the terms of the Union and any terms or conditions of the delegation set by the Executive Committee.

8.1.5 Any Significant Transaction will require a Special Resolution to pass.

9. Income, Benefit or Advantage to be Applied to Charitable Purposes

- 9.1 Any income, benefit or advantage will be applied to the charitable purposes of the Union.
- 9.2 No Executive Committee Member or Members of the Union or any person associated with a Member or Executive Committee Member shall participate in or materially influence any decision made by the Executive Committee in respect of any payment to, or on behalf of, that Member or Executive Committee Member or any associated person of any income, benefit, or advantage.
- 9.3 Any payments made to any Member of the Union, or person associated with the Union, must be for goods and services that advance the charitable purpose and must be reasonable and relative to payments that would be made between unrelated parties.

10. Finance and Audit

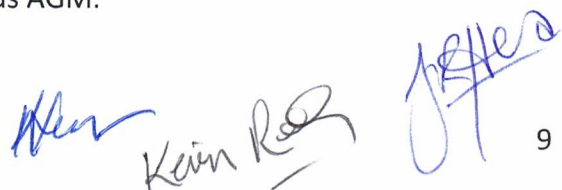
- 10.1 The financial year of the Union will be from 1st July to 30th June each year.
- 10.2 The Executive Committee in each financial year, will decide by resolution the following:
- 10.2.1 How money will be received by the Union;
- 10.2.2 Who will be entitled to produce receipts for reimbursements;

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- 10.2.3 What bank accounts will operate for the ensuing year, including the purpose of and access to such accounts;
- 10.2.4 Who will be allowed to authorise payments and the names of signatories; and
- 10.2.5 The policy concerning the investment of money by the Union, including what type of investment will be permitted.
- 10.3 The Treasurer and/or Coordinator will ensure that true and fair accounts are kept of all money received and expended by the Union. They will present a full reconciliation along with supporting profit and loss statements at each meeting of the Executive Committee.
- 10.4 The Executive Committee are wholly responsible to ensure that true and full records will be kept, inclusive of all receipts, credits, payments, and liabilities.
- 10.5 The annual accounts will, if required by the Executive Committee, be reviewed by an appropriately qualified person, independent of the Executive Committee, and appointed by the Membership at each AGM. The accounts will be kept at the Union offices or such other place as the Executive Committee see fit and will always be open to the inspection of the Executive Committee.
- 10.6 All monies received by or on behalf of the Union shall be paid to the credit of the Union in an account with a bank or savings bank.
- 10.7 All withdrawal slips, or online banking transactions on the account shall be authorised by two of the Chairperson, Treasurer, Secretary, Coordinator or other nominated members of the Executive Committee.

11. Finance and Audit

- 11.1 The Annual General Meeting of the Union will be held each year, not more than fifteen months after the previous AGM.

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- 11.2 The Secretary will ensure, as far as reasonably practicable, that all Members of the Union are notified of the meeting, either verbally, in writing, or by electronic means as agreed by the Executive Committee no later than ten (10) working days before the meeting date.
- 11.3 A notice of motion must be handed to the Secretary in writing five (5) days before meeting.
- 11.4 The meeting agenda will include the following:
- 11.4.1 The Financial Report;
 - 11.4.2 The Chairpersons Report;
 - 11.4.3 Setting the Annual Subscription Fee for the following year (if any);
 - 11.4.4 Election of the Executive Committee;
 - 11.4.5 The consideration of other general business pertaining to the affairs of the Union as raised by members via a notice of motion.
 - 11.4.6 A Co-ordinators report.
- 11.5 Voting shall be by show of hands or by secret ballot if a majority of those present so decide.

12. Special General Meeting

- 12.1 A Special General Meeting may be called by the Executive Committee at its discretion, or upon written request signed by either 50% of members of the Executive Committee or by 30% of the members of the Union.
- 12.2 The Secretary or Coordinator will serve notice of the Special General Meeting by either written and/or electronic means to all members of the Executive Committee, and to any concerned parties. The notice will set out the reason for the Special General Meeting.

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13. Quorum

13.1 The Quorum at the AGM will be at least ten (10) Members of the Union.

13.2 The Quorum at a SGM will be at least ten (10) Members of the Union.

13.3 The Quorum for all Executive Committee meetings will be no less than four (4) members.

14. Minutes

14.1 Minutes will be taken and kept of all meetings.

14.2 Minutes are the responsibility of the Secretary or nominated person.

14.3 Minutes from previous meetings will be read and satisfied at the beginning of each meeting. Once minutes are accepted, they will be signed by the Chair or their nominee and one other executive committee member.

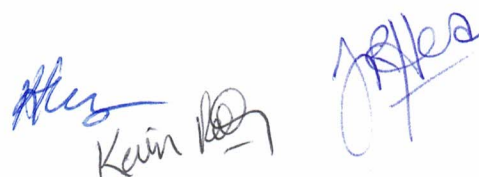
15. Complaints Relating to Executive Committee Members

15.1 The Executive Committee must adhere to the Union policies, uphold the rules of this Constitution and as well maintain a high standard personal ethics.

15.2 In the event an issue is raised by any Member of the Union or by any member of the public relating to a current Executive Committee Member, the following process will be followed:

15.2.1 If the matter does not relate to the Chair, the matter will be referred to the Chair and:

15.2.1.1 The Chair will notify the Executive Committee Member concerned of the issue raised and give them the right to provide a response. If the issue raised is serious enough to warrant consideration of the expulsion of the Executive Committee Member from the



Union, the Chair will notify them that they may be expelled if they cannot defend the matter.

15.2.1.2 The Chair will receive the response and make a decision. Once the Chair has made their decision, the Chair will notify the member who raised the issue of the outcome and then implement his/her decision; or

15.2.2 If the matter relates to the Chair, the matter will be referred to the Secretary and:

15.2.2.1 The Secretary will notify the Chair of the issue raised and give them the right to provide a response. If the issue raised is serious enough to warrant consideration of the expulsion of the Chair from the Union, the Secretary will notify them that they may be expelled if they cannot defend the matter.

15.2.2.2 The Secretary will receive the response and make a decision. Once the Secretary has made their decision, the Secretary will notify the member who raised the issue of the outcome and then implement his/her decision.

15.2.3 The remaining Members of the Executive Committee will review the decision of either the Chair or Secretary made above within three working days and:

15.2.3.1 if the remaining Members of the Executive Committee do unanimously agree with the decision made then the Executive Committee will approve the decision and make the necessary arrangements to fill any vacancy that may have arisen in accordance with clause 7.11 and notify the Union Members of the change to the Executive Committee as soon as is practicable.

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15.2.3.2 If the remaining Members of the Executive Committee do not unanimously agree with the decision, the decision will be referred to the Independent Review Committee for final determination. The Executive Committee Member subject to the decision will be notified as soon as is practicable that the decision is to be reviewed and that in the interim their membership is suspended.

16. Independent Review Committee

- 16.1 As soon as is practicable, after notice of a matter requiring review, the remaining Executive Committee Members, see clause 15(2)(c) will appoint three people as Independent Review Committee Members, one of whom may be a suitably qualified independent person.
- 16.2 The term of the appointment of an Independent Review Committee member will be twelve (12) months.
- 16.3 Independent Review Committee members can be reappointed for further terms at each AGM.
- 16.4 If a matter is referred to the Independent Review Committee for review, the three members must determine the matter by voting and the matter will be determined by the majority vote.
- 16.5 If an Independent Review Committee member is unavailable to attend to a matter, the Executive Committee may appoint a who must be a Member, not an Executive Committee Member and independent of the matter raised.

17. Alteration of Constitution

- 17.1 This Constitution may be varied by a Special Resolution at an AGM or SGM, provided that no such alteration or addition shall:

17.1.1 Detract from the general nature of the objectives of the Union; or

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17.1.2 Result in the distribution of its assets or winding up or dissolution for any purpose that is not consistent with the objectives of the Society; or

17.1.3 Remove the provision or effect of clauses 10 and 15.

17.2 Notice of any proposed variation to the Constitution will be provided to all members in advance of the AGM or SGM where the proposed variation will be put to vote.

17.3 The provision and effect of this clause 17 shall not be removed from this document and shall be included and implied into any document that replaces this document.

18. Indemnity of the Executive Committee

18.1 It is declared that:

18.1.1 The Executive Committee Members are liable only in respect of the money they actually receive, or which, but for their own acts or omissions they would have received;

18.1.2 The Members of the Executive Committee are each responsible only for their own acts or omissions and not for those of each other member, or of any other person with whom, or into whose hands, any Union money or security is properly deposited or has come;

18.1.3 No Executive Committee member shall be liable personally for the maintenance, repair or insurance of any charges on any property belonging to the Union;

18.1.4 No Executive Committee member shall be liable for any loss unless such loss is attributable;

18.1.4.1 To their own dishonesty; or

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18.1.4.2 To their own wilful commission of an act known by him/her to be a breach of trust.

18.1.5 No Executive Committee Member shall be bound to take any proceedings against a co-Executive Committee Member for any breach or alleged breach of trust.

18.1.6 The Executive Committee Members shall be indemnified against all losses sustained or incurred by them or in or about the execution and discharge of their office or in or about any claim, demand, action, proceeding or defence at law or in equity in which they may be joined as a party.

19. The Common Seal

19.1 The Executive Committee shall control the use of the Common Seal of the Union.

19.2 The seal shall be affixed to any document as stated in a resolution of the Executive Committee.

19.3 The person affixing the seal shall sign the document to which the seal is affixed.

20. Disposition of Surplus Assets

20.1 In the event of the Union being wound up, all surplus assets, after payments of debts of the Union and the liabilities and expenses of winding up, shall be applied to such charitable body, within Aotearoa whether incorporated or not, having similar aims of the Union as the members present at the General Meeting deciding on dissolution shall decide.

Jean Hera (Deputy Chairperson) 14/10/2022
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Katrina Marie Fleming (Secretary) 14/10/2022
KMF

KEVIN REILLY

14/10/2022