



Draft constitution and rules

Fourth draft prepared June 14 2018

1) Name

The name of the Society shall be "Friends of Māpua Waterfront Incorporated".

2) Description:

The Māpua Waterfront Area is shown on the attached map as Appendix A of this document. It comprises the coastal area from the coastal reserve areas east of Coutts Place, Māpua, an area of remediated Tasman District Council-owned land, Grossi Point Reserve the Māpua Waterfront Park and the wharf area to the boundary with residential properties adjacent to the wharf area. (It includes the area to the east of the Golden Bear Brewery which is proposed by the Tasman District Council to be restored as “public open space”).

3) Objectives:

The objectives of the Society shall be:

- a) To encourage public involvement with, understanding of and enjoyment of public reserves and open spaces in the Māpua Waterfront Area.
- b) To work collaboratively with the Tasman District Council in the implementation of its Māpua Waterfront Masterplan as approved by the Tasman District Council.
- c) To encourage protection of the natural shoreline of the Māpua Waterfront Area and to support measures to encourage and protect native trees, birds and the native fish in the Waimea Estuary
- d) To work collaboratively with Te Tau Ihu iwi in an effort acknowledge, respect and enhance Māori cultural values for important historic sites in the Māpua Waterfront Area, in particular burial areas, food preparation areas and waka building and launching sites in Grossi Point Reserve and the Māpua Wharf area.
- e) To support the permanent containment of pesticide contaminated soil in protective structures within Waterfront Park, including the park seaward boundary walls. The contaminated soils resulted from the period when the Fruitgrowers' Chemical Company factory was operating on the site from the early 1930s to its closure in 1988.
- f) To undertake such schemes and projects according to the management plan, and/or as the members deem appropriate, to assist the general objectives of the society.

4) Constitution:

The Society shall consist of Members, Officers and a Management Committee.

5) Members:

- a) An annual membership fee is to be set each year from the first day of July to the following 30th day of June, the amount to be decided at the AGM.
- b) Membership is open to persons with a supportive interest in the objectives of the Society.
- c) Applicants for membership shall complete an application form provided by the Management Committee with name and address details. The Management Committee's decision to either accept or decline an application for membership shall be final.
- d) The Members shall comprise those persons who are paid up Members of the Society as at June 30 each year.
- e) A membership will be deemed to have lapsed if it has not been renewed by subscription for two years, three calendar months after the AGM
- f) The Society, by ordinary resolution, may at any time after hearing the Member concerned, cancel or revoke the Membership of any Member and, from the time of giving notice of such resolution to such Member, they shall cease to be a Member. The Member concerned shall not be entitled to a refund of the annual subscription paid, or any part thereof.

6) Officers:

The Officers of the Society shall be the Chairperson, the Secretary and the Treasurer, all of whom shall be elected by the Membership at an Annual General Meeting. The role of Treasurer may be combined with that of Secretary if the Management Committee so decides.

7) Management Committee:

- a) The Management Committee shall be elected to manage the affairs of the Society.
- b) The Management Committee shall consist of the elected Officers and **three** further persons elected by the Members each year at an Annual General Meeting.
- c) The Management Committee shall have the power from time to time to appoint sub-committees to deal with specific proposals. Each sub-committee will have a Member of the Management Committee as Convenor.
- d) Four Members of the Management Committee shall be considered a quorum at a Management Committee meeting. In the absence of the Chairperson, the Management Committee shall elect one of its Members to preside at its meeting.
- e) If an Officer resigns or is no longer available to be a Member of the Management Committee, then the committee must call a Special General Meeting to elect a replacement Officer as soon as is practicable.
- f) If any Member of the Management Committee resigns or is no longer available, then the Management Committee may, at its discretion, call a Special General Meeting for the purpose of electing a replacement Member.

8) Interpretation of Rules:

Should any case occur which has not been provided for in these rules, or any question of interpretation of the rules arise, the Management Committee shall consider and determine the same. The committee's decision is final.

9) By-Laws:

The Management Committee shall have the power to make by-laws for the regulation of the Society and its Members, providing that such by-laws are not inconsistent with these rules.

10) Alteration of Rules:

a) These rules (including the objectives) may be rescinded, amended or added to by a special resolution passed by a simple majority of those present at a General Meeting or a Special General Meeting of the Society for which fourteen (14) days notice must be given in writing to each Member of the Society.

b) Notice of any motion to alter the rules shall also be given in writing to each financial Member fourteen (14) clear days before the General Meeting.

d) Any financial Member may move a motion to alter these rules, as set out in this clause (Clause 10).

11) General Meetings:

a) The Annual General Meeting of the Society shall be held within one month of the 30th of June each year, and fourteen (14) clear days Notice of Meeting shall be given in such a way as the Management Committee may decide.

b) The Annual General Meeting shall appoint a Chairperson to be the official head of the Society and, when present, he/she shall preside as Chairperson at all meetings.

c) The business at the Annual General Meeting shall be the election of the Management Committee, the receipt of reports and presentation of the financial accounts and balance sheets for the concluding financial year, as well as the setting of the Annual Subscription for the new term.

d) A Special General Meeting may be convened on the request of ten (10) financial Members of the Society. For any such meeting, fourteen (14) clear days notice shall be given.

12) Proceedings at General and Special General Meetings:

a) At all General and Special General Meetings, the Chairperson shall preside and, in the absence of the Chairperson, he/she should nominate a replacement, and the Members attending shall determine the Chairperson for that meeting.

b) At such a meeting, any motions shall be moved by one Member and seconded by another before it can be accepted by the Chairperson.

c) A resolution shall be declared carried if approved by a majority of Members present at the meeting.

d) All voting shall be open voting in such manner as the Chairperson shall decide, unless voting by ballot is requested by one (1) Member.

e) Ten (10) Members shall constitute a quorum for any General or Special General Meeting.

f) If a situation requires it, the Chairperson may exercise a casting vote.

13) The Chairperson:

The Chairperson shall be the official spokesperson for the Society unless that role is specifically delegated by the Management Committee to another of its Members.

14) Secretary:

a) The Annual General Meeting shall appoint a Secretary and a Treasurer, or if determined by the Annual General Meeting, a Secretary/Treasurer. The Management Committee shall decide the terms and conditions of appointment.

b) The Secretary shall carry out the duties normally performed by a Secretary, including maintaining a list of Members, preparing Notices of Meeting and Agendas, handling Correspondence and keeping true and accurate Minutes of meetings in a proper minute book kept solely for that purpose.

c) The Minute Book shall be available for inspection by Management Committee Members at reasonable times and/or minutes can be available by e-mail.

d) The Secretary shall carry out other relevant duties as may be required by the Management Committee.

15) Treasurer:

a) The Treasurer shall carry out all duties ordinarily performed by a Treasurer, and shall be responsible for the proper custody of money and property of the Society.

b) The Treasurer shall keep a correct account of all moneys received and paid and submit to the Annual General Meeting a Statement of Account for the past year.

c) All online withdrawals and payments may be completed by either the Treasurer or any of the persons who have signing/online withdrawal rights as specified in Clause 16 (a).

d) The Treasurer shall carry out other relevant duties as may be required by the Management Committee.

16) Finance:

a) The Society shall open and operate one or more bank accounts to be held in the name of the "Friends of Mapua Waterfront Incorporated", with signing or online access and withdrawing authority by one of the following officers, the Chairperson, the Treasurer, or the Secretary, or at the discretion of the committee, one other Member of the Management Committee.

b) All funds of the society apart are to be banked in the society's bank account.

d) The Treasurer shall report to each meeting of the Management Committee on the society's bank balance, and its income and expenditure.

c) Allocations of the society's finances are to be made only by a resolution of the Management Committee, or a resolution of a General or Special General Meeting.

17) Common Seal:

The Society shall have a Common Seal which shall be kept in the custody of the Secretary and it shall be affixed to any document only by resolution of the Management Committee. Affixing of the seal shall be witnessed by at least two Members of the Management Committee.

18) Winding Up:

a) In the event of the Society being wound up, liquidated, or ceasing to exist for any reason, any assets belonging to the Society shall be given to the Tasman District Council for use in the planting, care and enhancement of native trees, shrubs and plants in appropriate parks in Māpua as determined by the Society's committee.

Appendix A:

Map of the Māpua Waterfront Area



Source: Māpua Waterfront Area Masterplan 2018-2028
<http://www.tasman.govt.nz/policy/plans/Māpua-waterfront-area-masterplan/>