

16 October 2017



Dear Members,

1. We are calling a Special General Meeting on **1 November 2017**. Notice of the Meeting is enclosed with this email, together with a nomination form for the position of Convener.
2. There are two main reasons to call this meeting:
 - We need to appoint a new Convener as our Convener resigned from the position in June 2017.
 - We would like to amend the Association's constitution so that we can apply for charitable status with Charities Services.

Convener position

3. Our constitution currently provides that the conduct of the affairs of the Association shall be vested in a Committee. The Committee shall consist of a Convener, a Secretary, and a Treasurer and up to (10) ten other members. The Committee shall be elected annually at the Annual General Meeting of the Association and, holds office until the election of the new Committee at the next Annual General Meeting.
4. Under the constitution, where the Convener position is vacant, there is no provision to appoint a new Convener in her stead other than at a General Meeting.
5. We do not want to wait until next May until the Convener position is filled so we would like to call for nominations for the Convener position, and fill this position at our Special General Meeting. **Nominations must be submitted to canterburywla@gmail.com by Friday 27 October 2017. If there is more than one nomination for the position a vote will be taken at the meeting.**

Tax exempt status

6. In the past year, the CWLA has been considering our tax position and we have discussed the matter with our accountants, Kendons. We currently hold tax exempt status with the IRD and, at the moment, we are not required to file income tax returns. However, the basis for this status seems unclear.
7. Looking forwards, the desirable position would be to be registered as a charitable entity with Charities Services. This would avoid any uncertainty regarding our tax exempt status. There are some additional obligations that we will need to comply with if we are registered as a charity but the Committee feels that we can meet these obligations, again with the assistance of our accountants.
8. In order to be registered as a charity we do need to make some amendments to our rules.

9. Charities Services must be satisfied that the CWLA
 - has exclusively charitable purposes that fall within one of the four purposes set out in section 5(1) of the Charities Act 2005 and which provide a public benefit, and
 - is not for the private benefit or profit of an individual, and
 - restricts distributions on winding up, so they only go to charitable purposes.
10. Our current constitution does not provide that our objects are exclusively charitable, or that they are not for the private benefit or profit of an individual, or restrict distributions on winding up to only go to charitable purposes. Further details about what the rules must contain can be found at <https://www.charities.govt.nz/apply-for-registration/rules-and-the-charities-act-2005/>
11. On this basis, we are proposing to make a number of changes to the constitution in order to achieve registration.
12. We also wanted to take this opportunity to consolidate the current constitution (which consists of the rules adopted at the Annual General Meeting on 25 July 1990 and the amendments made at the Annual General Meetings of 3 June 1999, 13 April 2011, and 7 May 2015) to make them easier to read and to update some of the other provisions (for example modernising the powers of the committee.)
13. A copy of the constitution showing the proposed amendments is attached to the notice advising of the Special General Meeting. (Apart from the updated clause numbering clause headings, the changes are shown by strikethrough, underlining and yellow highlight.) A summary of the main changes that we are proposing is set out in the Appendix to this letter.

Procedure at Special General Meeting

14. At the Special General Meeting, the order of business will be
 - To appoint a new convener.
 - To put the motion to amend the constitution, and to vote on the motion
15. If you wish to propose any changes to the constitution, you will need to move a motion to change the proposed amendments. Your motion will need to be seconded. The motion to change the proposed amendments will be put first before the meeting votes on the balance of the original motion. If the amendment is lost, the meeting will resume the debate on the original motion. Where an amendment is carried, the meeting will resume the debate on the original motion as amended.
16. Please note that in order for the motion to amend the constitution to be carried, it requires a majority of two-thirds of the members entitled to vote present and voting at the meeting. (Associate members and honorary members may not vote on amendments to the constitution.)

17. We look forward to seeing you at the Special General Meeting. If you have any questions beforehand, please feel free to email us at canterburywla@gmail.com

Yours Faithfully

Vivienne Wilson for CWLA Committee

APPENDIX

Summary of main changes

- The clauses have been renumbered to assist with readability.
- Clause 2 - A new interpretation clause has been inserted. This includes the definition of financial year.
- Clause 3 - The objects have been clarified to provide that they are only to be conducted in furthering the charitable nature of the Association, and are not to be construed as furthering any other purpose. This clause cannot be removed from the constitution and must be included and implied into any replacement constitution.
- Sub-clauses 4.4 and 7.1 - Associate members are given the right to be appointed as committee members. Note there will be a limit of up to 2 associate members on the committee. (We have a number of associate members and the current Committee feels that they should be able to be appointed to the Committee.)
- Sub-clause 7.4 – An ability for the Committee to appoint Committee members in the event of a vacancy and where there is no available candidate from the Annual General Meeting.
- Clause 10 – updating the language of the clause relating to the Treasurer.
- Clause 11 – a new clause dealing with conflicts of interest in relation to committee members. This clause is required by Charities Services.
- Clause 12 – rewriting the clause relating to the Committee’s powers. This is a substantial update and rewrite. It reflects more modern clauses in charitable trust deeds and the like. It will enable the Committee to have full powers to carry out such activities as the conference etc.
- Sub-clause 13.2 - A new provision stating that Committee decisions must be made by a minimum of a two-thirds majority.
- Sub-clause 13.3 – a new provision that allows for Committee meetings to be carried out electronically if required.
- Sub-clause 13.5 – increasing the quorum of the Committee from 4 to 5. Given that there are 13 Committee members, a quorum of 5 was thought to be more appropriate.
- Clause 15 – a new clause limiting the liability of Committee members and providing for an indemnity of Committee members.
- Clause 16 – updating the clause in relation to the receipt of funds.
- Sub-clause 17.2 – providing for notice of alteration of the constitution to be given to Charities Services and the Registrar of Incorporated Societies.
- Clause 18 – replacing the winding up clause so that it will meet the requirements of Charities Services. The new clause restricts distributions on winding up, so that they only go to charitable purposes.