



10049573441

Application to Incorporate a Society

Name **The Young Men's Christian Association of Greater Wellington Incorporated**

1707240

- The society's name must end with the word **Incorporated**
- The name cannot be the same as any other society, company or organisation - check existing society and company names for free by doing a Register Search online at www.societies.govt.nz

Address for Registered Office
 This address must be a physical address
 e.g. 6 Anywhere Street,
 Somewhereville

Address:
**69-71 Tasman Street
 Mt Cook
 Wellington**

Email Address for Communication
 The Registrar may contact the society
 by email. This email address will
 not be publicly available.

Email:
natymca@ymca.org.nz

Address for Communication
 Postal Address (e.g. P O Box) to which
 Communications from the Registrar
 may be sent.

Address:
**PO Box 6115
 Marion square
 Wellington**

Contact Person Details (optional)
 This will allow the Registrar to have
 a direct contact person for your
 society. The email address will not
 be publicly available.

Name: **Ric Odom** Position Held: **National Executive Officer**
 Address: **National Council of YMCAs of New Zealand Incorporated
 PO Box 6832
 Marion Square Wellington**
 Email: **natymca@ymca.org.nz**

The society's annual general meeting will usually held in May (month)

Checklist before filing:

- Have you checked that the society's name is available by conducting a Register Search at www.societies.govt.nz?
- Has the application form been signed by 15 members of the society?
- Have all the signatures been witnessed by someone who isn't one of the 15 members signing the form?
- Has the confirmation of rules statutory declaration been completed?
- Are two copies of the society's rules attached to the statutory declaration?
- Is the fee of \$100.00 included? (Cheques should be made payable to **Ministry of Economic Development**)

P# 23

Your Contact Details

Name and Postal Address:

**Ric Odom
 National Executive Officer
 National Council of YMCAs of
 New Zealand Incorporated
 PO Box 6832
 Marion Square
 Wellington**

NATIONAL PROCESSING CENTRE

- 4 OCT 2005

RECEIVED

04 OCT 2005 Telephone: **04 802 5524**

Post To **Incorporated Societies Register
 Companies Office
 Private Bag 92061
 Auckland Mail Centre 1020**

The Young Men's Christian Association
 Name of Incorporated Society of Greater Wellington Incorporated

We, the several persons whose names are subscribed hereto, being members of the above-mentioned society, hereby make application for the incorporation of the society under the forgoing rules, in accordance with the Incorporated Societies Act 1908.

Dated 30 September 2005

15 members must sign the application form - for the purposes of making up the 15 members, individual members count as 1 member and a body corporate (e.g. other incorporated societies or companies) counts as 3 members. Unincorporated bodies (e.g. trusts) cannot sign the application form as a member.

Each member's signature must be witnessed - anyone witnessing a members signature CANNOT also sign the application form as one of the 15 members. There are two options for witnessing the members' signatures -

Option 1 - One person witnesses all the members' signatures

Option 2 - Members' signatures are witnessed by more than one person.

Option 1. Witnessed by (to be completed if there is only one witness for all members signatures):

Name _____ Address _____ Signature _____

Members

1. Name J. Flowers Signature [Signature]
 Address 9 Weymouth St New Plymouth
2. Name L. FORRESTER Signature [Signature]
 Address 1 KERETENE PL HAKUNA
3. Name L. MCKENZIE Signature [Signature]
 Address 43 CRAIG ST, INVERCARGILL
4. Name M Buchanan Signature [Signature]
 Address 52 DENWICK SE, IS. Bay
5. Name Rodan Signature [Signature]
 Address 12 Palmer Cres, Upper Hutt
6. Name T. Terry Signature [Signature]
 Address 451 High St Sth, Carterton
7. Name Mandy Tennant Signature [Signature]
 Address 74 Thurston Cr, Kauri Wgn
8. Name S. Green Signature [Signature]
 Address 1600 BOND ST WELINGTON
9. Name [Signature] Signature A.B. BOGAENI
 Address 15 THURSTON ST UPPER HUTT
10. Name Tony Hamed Signature [Signature]
 Address 30 Gladys Scott Plaa Tawa
11. Name Jon Mellors Signature [Signature]
 Address 2 Rama Crescent, Khandallah
12. Name Mynella Smith Signature [Signature]
 Address 15 R-8 Egmont St, Is. Aro
13. Name Gary Clavidge Signature [Signature]
 Address 34 Goring St, Thorndon
14. Name Garry Wilson Signature [Signature]
 Address 23 Carradella Grove, Lower Hutt.
15. Name P. Barrett Signature [Signature]
 Address 24 Queens Drive, Lynd Bay

Option 2. Witnessed by (to be completed if there is more than one witness)

- Name Drew R. Lloyd Signature [Signature]
 Address 22 Scott St Gisborne
- Name Drew R. Lloyd Signature [Signature]
 Address 22 Scott St Gisborne
- Name RUSSELL WIECH Signature [Signature]
 Address 559 EUBANS ST TIMARU
- Name RUSSELL WIECH Signature [Signature]
 Address 559 EUBANS ST TIMARU
- Name RUSSELL WIECH Signature [Signature]
 Address 559 EUBANS ST TIMARU
- Name Barbara Duley-Fote Signature [Signature]
 Address 3/80 Farnham St, Wellington
- Name Barbara Duley-Fote Signature [Signature]
 Address 3/80 Farnham St, Wellington
- Name Jude Del Signature Jude Watson
 Address 494B Stokes Valley Rd
- Name Jude Watson Signature [Signature]
 Address 494B Stokes Valley Rd, Stokes Valley
- Name Patricia Sisson Signature [Signature]
 Address 116 Ararua Cres, Porirua
- Name Patricia Sisson Signature [Signature]
 Address 116 Ararua Cres, Porirua
- Name Barbara Duley-Fote Signature [Signature]
 Address 3/80 Farnham St, Wellington
- Name Patricia Sisson Signature [Signature]
 Address 116 Ararua Cres, Porirua
- Name Patricia Sisson Signature [Signature]
 Address 116 Ararua Cres, Porirua
- Name Patricia Sisson Signature [Signature]
 Address 116 Ararua Cres, Porirua

Incorporated Society Rules Statutory Declaration

Name of Society The Young Men's Christian Association of Greater Wellington Incorporated

Society Number

I, Shengnagh Gleeson (name of person making declaration)
 of 60 Ohau St Wairarapa Wellington (residential address)

do solemnly and sincerely declare that:

1. I am a member of / solicitor to (delete one) the above society, and
2. The attached rules / alteration to the rules (delete one) comply with section 6 of the Incorporated Societies Act 1908 (see below for list of criteria), and

Either (this option applies to applications to incorporate a society – delete if not applicable)

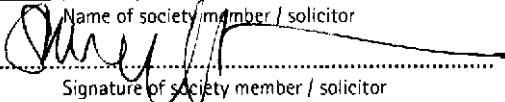
3. The majority of members of the society consent to this application for incorporation

Or (this option applies for alterations to existing rules of an incorporated society – delete if not applicable)

4. The alteration to the rules has been made in accordance with the rules of the society

And I make the solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Oaths and Declarations Act 1957.

Declared at Wellington (place)
 this 30th day of September (month)
 20 05 (year)

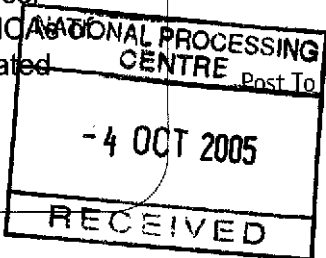
SGLEESNER
 Name of society member / solicitor

 Signature of society member / solicitor

before me: Peter Declan Barrett Solicitor / Justice of the Peace / other person authorised to
~~take a Statutory Declaration~~ (delete as applicable)
 Solicitor
WELLINGTON

Note: Section 6 of the Incorporated Societies Act 1908 requires a society's rules to include the following:

- The name of the society (ending with the word Incorporated)
- The objects for which the society is established
- How people become members of the society and stop being members of the society
- How meetings of the society will be called and held and how voting will take place
- How officers of the society will be appointed
- How the society's funds will be controlled and invested
- The powers (if any) that the society has to borrow money
- How any property of the society will be distributed in the event of the society being wound up
- How the rules of the society can be altered.

Your Contact Details	Name and Postal Address: Ric Odom National Executive Officer National Council of YMCAs of New Zealand Incorporated PO Box 6832 Marion Square WELLINGTON	Other Details Telephone: 04 802 5524	Incorporated Societies Register Company e Private Bag 2061 Auckland Mail Centre 1020
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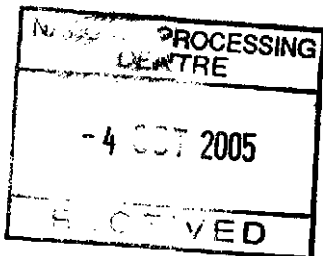
The Young Men's Christian Association of Greater Wellington Incorporated

CONSTITUTION

And

RULES

Effective from 30 September 2005



CONTENTS

1.	DEFINITIONS	1
2.	OBJECTS AND POWERS.....	1
3.	MEMBERSHIP	2
4.	RESIGNATION OF MEMBERS	3
5.	MEETINGS	3
6.	PROCEEDINGS AT GENERAL MEETINGS	4
7.	REFERENDUM.....	5
8.	THE BOARD	5
9.	PROCEEDINGS OF BOARD.....	7
10.	POWERS OF BOARD	7
11.	CHIEF EXECUTIVE, YMCA WELLINGTON.....	8
12.	CONSTITUTION	8
13.	COMMON SEAL	8
14.	FUNDS AND PROPERTY	8
15.	WINDING UP	9
16.	PRIVILEGED COMMUNICATIONS	9
17.	ACCOUNTS AND AUDIT.....	9
18.	ALTERATION OF CONSTITUTION.....	9
19.	NOTICES	9
20.	INTERPRETATION OF CONSTITUTION.....	10
21.	INDEMNITY	10
22.	RESPONSIBILITY	10
23.	REGISTERED OFFICE.....	10
	SCHEDULE 1	11
	Paris Basis.....	11
	SCHEDULE 2	12
	Challenge 21.....	12



**CONSTITUTION AND RULES OF THE
YOUNG MEN'S CHRISTIAN ASSOCIATION
OF GREATER WELLINGTON INCORPORATED**

1. DEFINITIONS

"Chief Executive" means the Chief Executive Officer of the Association.

"Director" means a director of YMCA Wellington.

"Member" means and includes all classes of members of the Association.

"Board" means the Board of the Association.

"Office" means the Office of the Association.

"National Board" means the Board of the National Council of YMCAs of New Zealand Incorporated.

"National Council" means the National Council of YMCAs of New Zealand Incorporated

"President" means the President of the Association.

"Rules" means these rules and **"Rule"** shall have a corresponding meaning.

"YMCA Wellington", "YMCA of Greater Wellington" and "Association" means The Young Men's Christian Association of Greater Wellington Incorporated

2. OBJECTS AND POWERS

2.1 The objects of the Association are:

2.1.1 To encourage the search for deeper understanding and application of Christian values in daily life by:

2.1.1.1 Helping people develop and use their own personal set of values;

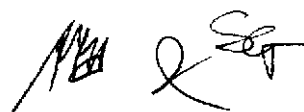
2.1.1.2 Fostering love and compassion and providing opportunities for their expression;

2.1.1.3 Encouraging improvement in the quality of human relationships.

2.1.2 To promote the recognition of each individual and encourage the development of the "whole" person - body, mind and spirit by:

2.1.2.1 Creating a social fellowship in which human dignity is respected and individual growth encouraged;

2.1.2.2 Providing a channel through which people can discover and express themselves;



- 2.1.2.3 Helping to accept responsibility for their own growth and development.
- 2.1.3 To develop communities in which people care for and support each other and work together in searching for justice, freedom and peace by:
 - 2.1.3.1 Stimulating the growth of a sense of community;
 - 2.1.3.2 Challenging people to become actively involved with others and contributing to community life;
 - 2.1.3.3 Providing opportunities for people to take action in their areas of concern.
- 2.1.4 To engage in any activity of a charitable nature in furtherance of the objects and to assist in any matter directly or indirectly any organisation, person or persons engaged in any charitable activity.
- 2.1.5 The Association shall be a member of the National Council of YMCAs of New Zealand Inc (YMCA New Zealand) accepting the rights and obligations related to such membership.
- 2.1.6 The Association shall, wherever possible, be represented at National meetings and conferences and shall participate in national activities and affairs.
- 2.1.7 The geographical area in which the Association shall operate will be the region of Greater Wellington, as defined by the geographical boundaries determined and accepted by local government authorities for Wellington City, Lower Hutt City, Upper Hutt City, Porirua City and Kapiti.
- 2.1.8 The Association acknowledges:
 - 2.1.8.1 The Paris Basis of the World Alliance of YMCAs as interpreted by the Kampala Principles
 - 2.1.8.2 Challenge 21 as adopted at the 14th Council of YMCAs in Frechen 1998

and accepts these statements as a further basis of affiliation of the National Council of YMCA's of New Zealand to the World Alliance of Young Men's Christian Associations. The full text of the Paris Basis and the Kampala Principles is given in Schedule 1 attached, and the full text of Challenge 21 is given in Schedule 2 attached.

3. MEMBERSHIP

Categories of membership in the Association shall include life members, voting members, members and sustaining members. Criteria and privileges related to each category or membership shall be as hereinafter specified.

- 3.1 **Life member:** Any member who has given outstanding service to the Association may be elected as a life member at a general meeting of the Association. A resolution to elect a life member must be submitted by the Board of Directors and be passed by a majority of not less than two-thirds vote of those voting members present and voting at such general meeting.

No annual subscription shall be payable by a life member, who shall enjoy the same rights and privileges as a voting member of the Association.

- 3.2 **Voting member:** Any person, sixteen years of age or older who signs the following statement:

"I fully support the stated purpose and goals of The Young Men's Christian Association of Greater Wellington (Incorporated) and commit myself to work with fellow members to achieve them."

and whose application for membership is approved by the Board of Directors and has complied with Rule 3.3, may become a voting member of the Association with voting rights at all general meetings of the Association.

- 3.3 **Member:** Any person who participates in the programmes or activities of the Association and who pays the appropriate subscription fixed by the Board of Directors shall be a member of the Association. Rights and privileges of a member shall be related to the specific programmes or activities in which the person participates.

- 3.4 **Sustaining member:** Any person, firm or corporate body making an annual contribution to the work of the Association, provided such contribution equals or exceeds the fixed minimum set by the Board of Directors, shall qualify as a sustaining member. Rights and privileges applying to other membership categories in the Association shall not apply to a sustaining member.

- 3.5 Participation in the programmes and activities of the Association shall be open to all persons. There shall be no impediments on the grounds of race, age, sex, religion or status.

- 3.6 The Board of Directors shall have the power to cancel the membership of the any person whose conduct they consider inconsistent with the objects of the Association provided that before such action is taken, the person concerned shall have the opportunity to reply to charges, in person, before the Board of Directors.

- 3.7 Any member may resign by notice in writing to the Association but such resignation shall not entitle such member to any refund of subscriptions paid.

- 3.8 Subscriptions and fees for general and special privileges of the Association and the manner of payment of such fees shall, from time to time, be fixed or may be altered, by the Board of Directors at any regular meeting of the Board.

- 3.9 All present members of the Association shall have the same class of membership in the Association corresponding to that hitherto held, or as the Board of Directors shall determine in the event of there being any dispute.

4. RESIGNATION OF MEMBERS

- 4.1 Upon the receipt by the Association of a member's written resignation together with payment of all subscriptions and any other amounts then due, membership will cease.

5. MEETINGS

- 5.1 General Meetings ("Ordinary General Meetings") of the Association will be held each year within the four (4) month period after the end of every financial year (January 31) on the date and time, and place appointed by the Board.

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- 5.2 Extraordinary General Meetings shall be called by the Board at any time or within twenty one (21) days of the Board receiving a requisition signed by not less than twenty (20) members.
- 5.3 A member wishing to bring before an Ordinary General Meeting any motion or business not relating to the ordinary annual business of the Association shall give written notice to the Chief Executive, YMCA Wellington not less than one (1) month before the day of the meeting and no motion or business other than the business brought forward by the Board shall come before the meeting unless one (1) month's prior notice has been given.
- 5.4 Not less than fourteen (14) days notice of the date, place and time of every General Meeting and the general nature of the business to be dealt with shall be given to all members unless otherwise prescribed by the Association in General Meeting, but the failure of any member to receive such notice will not invalidate the proceedings at any General Meeting.

6. PROCEEDINGS AT GENERAL MEETINGS

- 6.1 The business of an Ordinary General Meeting of the Association shall be to:
- 6.1.1 Receive and consider the Statement of Financial Performance the Statement of Financial Position and Auditor's Report.
 - 6.1.2 To receive and consider the report of the Board for the preceding year.
 - 6.1.3 Election of Directors.
 - 6.1.4 Appointment of Auditor.
 - 6.1.5 Consideration of such other business as any member on notice, or the Board may bring.
- 6.2 The quorum for an Ordinary or Extraordinary General Meeting shall be ten (10) members personally present and entitled to vote.
- 6.3 The President, or if absent, the Vice-President, or in the absence of these, a member of the Board to be chosen by those present shall be entitled to take the chair at every General Meeting but if at any meeting no person so entitled to take the chair shall be present within fifteen (15) minutes after the commencement time or if all persons so entitled decline to take the chair, then the members present shall choose one of their number to chair the meeting.
- 6.4 If a quorum is not present within thirty minutes of the commencement time, the meeting if called under Rule 5.2 shall be cancelled but in any other case shall stand adjourned to the same day in the next week at the same time and place and if at the adjourned meeting a quorum is not present those members who are present shall transact the business of which the meeting was called.
- 6.5 **Voting**
- 6.5.1 Each motion shall be decided in the first instance by voices or a show of hands and a declaration by the chair that a resolution has been carried or lost shall be conclusive.
 - 6.5.2 At least two (2) members present and entitled to vote may demand a ballot which will be carried out as directed by the chair either immediately or after an interval or adjournment and the demand for a ballot shall not prevent the continuation of the meeting or any other business.

- 6.5.3 A ballot concerning election of a chair for the meeting or any question of adjournment shall be taken immediately at the meeting and without adjournment.
- 6.5.4 The meeting will appoint two scrutineers who will report the result of the ballot to the meeting and which result will be the resolution of the meeting.
- 6.5.5 The chair shall have a casting vote in addition to the vote to which the chair is entitled as a member.
- 6.5.6 Every person present and entitled to vote shall have one vote. A member whose subscription is unpaid for six (6) months or more shall not be entitled to a vote.
- 6.5.7 Votes may be given by a proxy who must be a member of the Association who is entitled to vote and who must be appointed in writing with the appointment being deposited at the registered office of the Association or any other place specified in the notice of meeting not less than forty eight (48) hours before the meeting commencement time.

6.6 **Postal Voting**

- 6.6.1 The Board may direct that any resolution to be considered at an Ordinary or Extraordinary General Meeting shall be decided by postal ballot in which case the resolution shall be set out and a voting paper sent to every member of the Association in the same manner as provided in Rule 7 of this Constitution for the holding of a referendum.

7. **REFERENDUM**

- 7.1 The Association in General Meeting or the Board at any time may refer any question to members by way of referendum. The chair of the meeting directing the reference shall set out the matter as to what the chair believes to be a fair statement of the question and this together with a voting paper will be sent to every member of the Association within twenty one (21) days.
- 7.2 The voting paper will state the date by which it must be returned but this date will not exceed thirty five (35) days from the date on which the referendum was directed. Two scrutineers will be appointed by the meeting directing the referendum who shall open the voting papers and report the result to the Chief Executive, YMCA Wellington Inc who in turn will within five (5) working days inform the members of the Board.

8. **THE BOARD**

- 8.1 The governance and management of the Association shall be vested in the Board
- 8.2 The Board will comprise not less than six (6) and not more than eight (8) directors elected as stipulated in Rule 8.7.
- 8.3 The directors shall elect a President from amongst the elected or co-opted directors. That President shall hold office for a term of three (3) years. The President shall be the Chair of the Board.



- 8.4 The directors shall also appoint a Vice-President for a term of three (3) years from amongst their number. That Vice-President shall perform the functions of the President in the absence of the President.
- 8.5 The directors shall have power to:
- 8.5.1 Appoint up to two (2) additional directors when special or unusual circumstances so require, such appointment or appointments to be as stipulated in Rule 8.9.
- 8.5.2 Appoint new directors to fill casual vacancies in their number.
- 8.6 The Board may delegate to the President and to the Vice-President such functions as the Board sees fit.
- 8.7 Election of elected members of the Board.
- 8.7.1 Nominations for the elected members of the Board must reach the Chief Executive, YMCA Wellington Inc not later than the last day of the financial year.
- 8.7.2 Nominations must be signed by one (1) member of the Association entitled to vote and the nominee must sign acceptance of such nomination.
- 8.7.3 An election by postal ballot will be held if there are more nominations than vacancies but otherwise those nominated shall be declared at the ordinary general meeting to have been elected. The Board shall determine the method of holding of postal ballot which shall be completed by the date of the ordinary general meeting.
- 8.8 Membership of the Board shall cease immediately upon:
- 8.8.1 A member ceasing to be a member of the Association.
- 8.8.2 A member resigning from the Board.
- 8.8.3 A member being absent from more than two (2) meetings of the Board within one (1) year without leave of absence having been granted.
- 8.8.4 A member being adjudicated bankrupt, being convicted of a criminal offence upon indictment, being prohibited from being a director of a company or becoming of unsound mind.
- 8.9 Directors appointed under Rule 8.5 shall automatically retire at the next election but shall be eligible for election or re-appointment.
- 8.10 Three (3) elected directors will retire each year by rotation. Directors who have held office for longer than three (3) years shall retire. The retiring directors shall be eligible for re-election provided that no director shall hold office for more than six (6) years except that the President and/or the Vice-President may hold office until the expiry of a three (3) year term of their appointment even if this extends a total tenure beyond six (6) years.
- 8.11 Where there are more than three directors of equal tenure retiring at the same time and whose maximum terms have not expired, the retiring directors will be decided by ballot.
- 8.12 The Chief Executive, YMCA Wellington shall be the secretary to the Board.

9. PROCEEDINGS OF BOARD

The Board shall hold at least four (4) meetings annually at intervals of not more than three (3) months and as follows:

- 9.1 Meetings shall be convened by the Chief Executive, YMCA Wellington on the request of the President or of a Vice-President or of any four (4) members of the Board or according to a Board determined schedule.
- 9.2 A quorum shall be half the number of directors plus one and each member present shall have one (1) vote.
- 9.3 If consensus cannot be reached, questions shall be decided by a majority of votes.
- 9.4 No acts of the Board or a Committee appointed by it shall be invalidated by the subsequent discovery of some defect in the appointment of the Board, Committee or person acting.
- 9.5 Proper Minutes of all meetings will be kept.
- 9.6 The President will preside at all meetings but if absent the Vice-President and in their absence a chair to be elected from the members present.
- 9.7 A written resolution, copies of which have been forwarded to all members of the Board and which have been signed by at least three fourths in number, shall have the same effect as if passed at a meeting of the Board.
- 9.8 With the exception of the President (or in his or her absence the Vice-President) and the Chief Executive no member of the Association may make public statements on behalf of the Association without the prior expressed consent of the Board or the President.
- 9.9 Meetings of the Board may at the direction of the President be held by teleconference in which case attendance at the meeting for the purposes of a quorum shall be deemed to take place upon the conference telephone call having made connection with a quorum (cl 10.2). Proper Minutes of a teleconference meeting will be kept in the same manner as if each member was physically present.

10. POWERS OF BOARD

- 10.1 Subject to this Constitution the management and control of the Association and of the funds under its control are vested in the Board which in addition to the powers and authorities expressly conferred on it by this Constitution may exercise all such powers and do all such acts and things as may be exercised and done by the Association and which are not hereby expressly directed or required to be exercised or done by the Association in general meeting. The Board must furthermore exercise all such powers and do all such acts and things as may be delegated to it by the Association.
- 10.2 To borrow money by way of bank overdraft, mortgage or otherwise in such manner and with or without security as the Association or its Board of Directors shall from time to time think fit, with power to issue debentures, grant mortgages, charges or any class of security upon or charging all or any of the property, real or personal, (both present or future); of the Association and with power to redeem or pay off any existing or future loan or security.

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10.3 Without prejudice to the general powers conferred by the Constitution, the Board shall have the following powers:

10.3.1 It may delegate to the Chief Executive, YMCA Wellington such of its powers and functions as it deems appropriate.

11. CHIEF EXECUTIVE, YMCA WELLINGTON

11.1 There shall be a Chief Executive, YMCA Wellington who shall be employed for such term and on such conditions as the Board may determine.

11.2 The Chief Executive, YMCA Wellington shall be under the direction of the Board and shall be responsible for the day to day management of the affairs of the Association in accordance with this Constitution and within such constraints as may be imposed by the Board.

11.3 The Chief Executive is not a member of the Board, but is expected to take part in the normal deliberations of the Board.

12. CONSTITUTION

12.1 Each member of the Association shall on election be entitled to be supplied with a copy of this Constitution.

13. COMMON SEAL

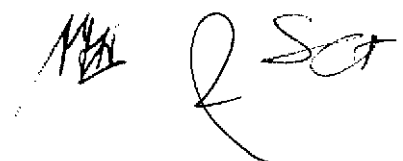
13.1 The common seal shall be kept by the Chief Executive, YMCA Wellington and will be used only by way of resolution of the Board and in the presence of at least one (1) Director. Every document on which the common seal is placed shall be signed by the Director who was present and by the Chief Executive, YMCA Wellington or one (1) other person appointed by the Board for this purpose.

14. FUNDS AND PROPERTY

14.1 The income and all the property of the Association is to be applied solely towards the Association's objects, and the payment directly or indirectly by any means by way of profit to any person or organisation is absolutely prohibited except for the payment of remuneration in good faith in return for services actually performed for the Association or the payment of interest on any money borrowed by it.

14.2 All money received shall be immediately paid into the Association's bank account.

14.3 All cheques and other negotiated instruments will be signed or endorsed by the persons appointed for this purpose by the Board.

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15. WINDING UP

15.1 The YMCA of Greater Wellington shall not be wound up except by appropriate resolution or resolutions passed in accordance with Section 24 of the Incorporated Societies Act 1908. Upon the winding up of the YMCA of Greater Wellington the assets of the YMCA of Greater Wellington shall, after payment of all liabilities, be transferred to such approved charitable organisation or organisations within New Zealand having similar charitable purposes to those of the YMCA of Greater Wellington to hold the same in trust for the purpose of carrying on the work of the YMCA of Greater Wellington.

16. PRIVILEGED COMMUNICATIONS

16.1 All documents and other material of the Association declared to be confidential by the Board shall not be disclosed outside the Board without its express authority.

17. ACCOUNTS AND AUDIT

17.1 An Auditor who shall be a member of the Chartered Accountants Institute of New Zealand but not a member of the Board shall be appointed at each annual Ordinary General Meeting of the Association.

17.2 If a casual vacancy in the office of Auditor occurs this may be filled by an appointment of the Board.

17.3 Audited fair and accurate financial statements will be submitted to each Ordinary General Meeting.

18. ALTERATION OF CONSTITUTION

18.1 This Constitution may be altered, rescinded and a new Constitution may be made by a resolution of the Association in General Meeting passed by a majority of three-fourths of those persons as are entitled to vote in person or by proxy, notice of the proposed resolution having been given. No member shall acquire any right to limit the power of the Association at any time to alter, rescind or make new rules.

18.2 No addition to, alteration of, or rescission of the Constitution shall be approved if it affects the personal benefit and winding up clause, or removes the charitable purpose of the objects and powers clause.

19. NOTICES

19.1 All notices will be properly served if delivered personally to a member or posted to the member's address as entered in the register of members or as otherwise directed by the Board.



20. INTERPRETATION OF CONSTITUTION

20.1 Where doubt arises as to the interpretation of any of this Constitution the decision of the Board which shall be recorded in the Minutes of the Board will be final.

21. INDEMNITY

21.1 The Association shall indemnify every member of the Board, the Chief Executive, YMCA Wellington and other officers of the Association in respect of all liability arising from the proper performance of their functions or any way connected with the Association.

21.2 All officers of the Association shall be entitled to reimbursement of expenses properly incurred in the carrying out of their duties.

22. RESPONSIBILITY

22.1 No Director, Committee member, Chief Executive or other officer of the Association shall be responsible for any action or default of any other person or for any loss suffered by the Association unless caused through their own dishonesty.

23. REGISTERED OFFICE

23.1 The Association's registered office shall be in Wellington or such other place as decided in a General Meeting.

Two handwritten signatures in black ink, one on the left and one on the right, appearing to be initials or names.

SCHEDULE 1

Paris Basis

"The Young Men's Christian Association seeks to unite those young men who, regarding Jesus Christ as their God and Saviour according to the Holy Scriptures, desire to be His disciples in their faith and in their life, and to associate their efforts for the extension of His Kingdom amongst young men."

"Any differences of opinion on other subjects, however important in themselves, shall not interfere with the harmonious relations of the Constituent Members and Associates of the World Alliance."

Kampala Principles

"The Paris Basis expresses that Christ is the centre of the Movement, which is conceived as a world-wide community uniting Christians of all confessions. It is consistent with an open membership policy involving people irrespective of faith as well as age, sex, race and social conditions."

The Basis is not designed to serve as a condition of individual YMCA membership, which is deliberately left to the discretion of constituent Movements of the World Alliance.

The Basis makes clear that the constituent Movements of the Alliance have full freedom to express their purpose in other terms designed to correspond more directly to the needs and aspirations of those whom they are seeking to serve providing these are regarded by the World Alliance as being consistent with the Paris Basis.

Recognising the character of the YMCAs in the world today, this act of acknowledging the Paris Basis lays upon the various Associations and their members as co workers with God such imperatives as:

- (a) To work for equal opportunity and justice for all.
- (b) To work for and maintain an environment in which relationships among people are characterised by love and understanding.
- (c) To work for and maintain conditions, within the YMCA and in society, its organisations and institutions, which allow for honesty, depth and creativity.
- (d) To develop and maintain leadership and programme patterns which exemplify the varieties and depth of Christian experience.
- (e) To work for the development of the whole person.

SCHEDULE 2

Challenge 21

**From the Report of the 14th World Council of YMCAs
Frechen, Germany, 13-19 July 1998**

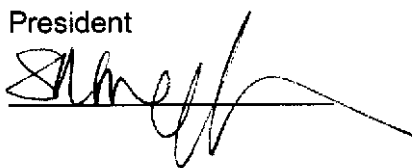
Affirming the Paris Basis adopted in 1855, as the ongoing foundation statement of the mission of the YMCA, at the threshold of the third millennium, we declare that the YMCA is a world-wide Christian, ecumenical, voluntary movement for women and men with special emphasis on and the genuine involvement of young people and that it seeks to share the Christian ideal of building a human community of justice with love, peace and reconciliation for the fullness of life for all creation.

Each member YMCA is therefore called to focus on certain challenges which will be prioritised according to its own context. These challenges which are an evolution of the Kampala Principles adopted in 1973, include:

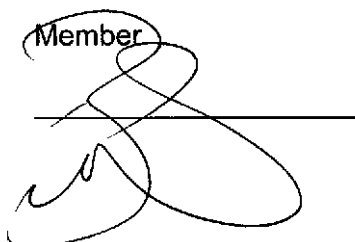
- Sharing the good news of Jesus Christ and striving for spiritual, intellectual and physical well-being of individuals and wholeness of communities.
- Empowering all, especially young people and women to take increased responsibilities and assume leadership at all levels and working towards an equitable society.
- Advocating for and promoting the rights of women and upholding the rights of children.
- Fostering dialogue and partnership between people of different faiths and ideologies and recognising the cultural identities of people and promoting cultural renewal.
- Committing to work in solidarity with the poor, dispossessed, uprooted people and oppressed racial, religious and ethnic minorities.
- Seeking to be mediators and reconcilers in situations of conflict and working for meaningful participation and advancement of people for their own self-determination.
- Defending God's creation against all that would destroy it and preserving and protecting the earth's resources for coming generations.

To face these challenges, the YMCA will develop patterns of co-operation at all levels that enable self-sustenance and self-determination.

President



Member



Member

