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Send completed forms to: Companies Office, Private Bag 92061, Victoria Street West, Auckland 1142 or processing@societies.govt.nz

Certificate - Alteration of rules

Section 21 Incorporated Societies Act 1908

1. Name of society

Wainui Residents Association

2. Society number

220460

I certify that the alteration has been made in accordance with the rules of the society.

Name

Kathy Guidi

Position

WRA Committee Member

Signature *Kathy Guidi*

04 / 03 / 2018

3. Complete this checklist before filing your application

- This certification has been completed by an officer of or a solicitor for the society.
- A copy of the rule alteration(s) is attached. **NOTE** | This can either be a complete copy of the updated rules with the alterations underlined or in bold type, or a copy of the particular rule(s) that were altered.
- The copy of the alteration to rules has been signed by three members of the society.

For society name changes --

- This rule alteration also includes a name change for the society, and
- We have checked that the new name of the society is available by conducting Register Searches at both www.societies.govt.nz and www.companies.govt.nz.

What must be included in your rules?

Section 6 of the Incorporated Societies Act 1908 requires that a society's rules 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 cease 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*
- Control and use of the common seal*
- 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*

COMPANIES OFFICE
09 MAR 2018
RECEIVED

4. Your contact details

Name and postal address

**Kathy Guidi, 251 Wainui Valley Road,
RD2, Akaroa 7582**



Email (optional)

**CONSTITUTION OF WAINUI RESIDENTS ASSOCIATION
INCORPORATED**

1. NAME

The name of the Association shall be "WAINUI RESIDENTS ASSOCIATION INCORPORATED".

2. REGISTERED OFFICE

The registered office of the Association shall be at such place as the Committee may from time to time determine.



3. INTERPRETATION

In these rules, unless a contrary intention appears, "the Association" means "Wainui Residents Association Incorporated".

"Committee" means the members of the committee for the time being appointed under Rule 14 of this constitution.

"Year" means the financial year of the Association which shall extend from the 1st day of December until the 30th day of November in any year.

"Resolution" means a resolution passed by the majority of those voting at any general or committee meeting.

"Special Resolution" means a resolution passed by a two-thirds majority of those voting at a general or committee meeting.

Words importing the masculine gender shall be deemed to include the feminine, and words importing the singular shall be deemed to include the plural.



4. OBJECTS

- a) To associate the ratepayers, residents and other users of the Bay known as Wainui, Banks Peninsula, for their mutual advantage and protection.
- b) To promote the highest standards of environmental, recreational, and public services and amenities at Wainui.
- c) To operate and promote all kinds of recreational facilities at Wainui, including provision of wharves, jetties, boat slips, beach facilities, public reserves, playing fields, public halls, boat sheds, anchorages, walking tracks, tennis courts, bowling greens, car parks, picnic areas, toilet facilities, and all other

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matters or things which may from time to time be determined by the Association.

- d) To seek by County or National legislation alterations in any District Planning Scheme or any public services designed to promote the orderly, convenient and aesthetic development of Wainui.
- e) To arrange sporting functions, dances, boat races, fetes, bazaars, tournaments, matches, displays and other public attractions of all kinds at Wainui.
- f) To arrange social functions for the purpose of promoting any of the objects of the Association.
- g) To acquire by purchase, lease, hire, gift or otherwise, and to dispose of, lease, let, lend, mortgage, charge or otherwise deal with any real or personal property for or in connection with the objects of the Association.
- h) To erect, construct, alter, move or demolish any buildings or vehicles and do all other things reasonably necessary for attaining the objects of the Association.
- i) To act in co-operation with the Government or any other Institution, Authority, Board, Society, Club, or Committee for the promotion of the objects of the Association.
- j) To affiliate with any other club or organisation having similar objects.
- k) To do all such things as are incidental or conducive to the attainment of the above objects or any of them.

In construing the foregoing objects, the construction of any clause shall not be construed or restricted by reference to any other clause.



5. MEMBERSHIP

a) Eligibility

All ratepayers (together with their wives or husbands) shall be eligible for membership of the Association together with such other persons over the age of 18 as shall be considered suitable by the Committee.

b) Election to Membership

Membership is gained on payment of annual subscription from ratepayers within the greater Wainui Bay area. Acceptance of membership is at the discretion of the committee.

c) Classification of Membership

i) Ordinary Members

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Ordinary Members shall be those who have current paid subscriptions.

ii) Life Members

Life Members shall be those who may be elected life members by a special resolution at any general meeting of the Association on the recommendation of the Committee for special services rendered to the Association or in the furtherance of its objects.

6. SUBSCRIPTIONS AND ENTRANCE FEES

a) Amount

Subscriptions and Entrance fees may be determined for the current year by a resolution passed at an Annual General Meeting and shall remain in force unless and until altered at a subsequent Annual General Meeting.

b) Exemptions

Life members shall be exempt from the payment of any subscriptions.

c) Due Date for Subscriptions

All subscriptions shall fall due each year on the 15th day of January and shall be in arrears if not paid by the 15th day of February.

d) Due Date for Other Fees Owing

Fees other than subscriptions shall be in arrears if not paid within three months of notice of same being given.

7. MODES IN WHICH PERSONS CEASE TO BE MEMBERS OF THE ASSOCIATION

a) Where the subscription or other fees of any member shall fall into arrears as defined in Rule 6, such member may by special resolution of the Committee be suspended from membership of the Association or be expelled from the Association if he has fallen into arrears for twelve months or more. Such suspension or expulsion from membership shall not exempt such person from payment of moneys owing by him up to the date of his suspension or expulsion. If, however, such person shall give to the Committee a satisfactory explanation for such delayed payment, he may at the discretion of the Committee and upon full payment of all arrears be re-admitted to membership.

b) Resignations

Any member may resign from membership of the Association and/or Committee by giving notice in writing to the Secretary of his intention so to do.

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KS
CS
CG

Subject to his performing all duties and obligations under these Rules up to date of such notice, such member shall thereupon cease to be a member of the Association and/or Committee.

c) Expulsion and Suspension

The Committee may by special resolution expel or suspend from membership any member who commits a breach of these Rules or is guilty of conduct which the Committee in its absolute discretion does not consider to have been in the best interests of the Association, provided that such member shall be given the opportunity of appearing before the Committee to give such explanation as may be given in his defence.

8. ASSENT TO RULES

The members of the Association shall be held to consent to and to be bound by these Rules.

9. ALTERATIONS OF RULES

These Rules may be altered, added to or rescinded by a Special Resolution passed by a General Meeting of the Association. Notice of all proposed alterations, additions, or rescissions shall be handed to the Secretary in writing and shall be given by him to each member by circular or advertisement at least seven clear days before the date of such meeting. Nothing in these Rules shall prohibit the amendment of any proposal which has been specified by notice, and any such alteration, addition, or rescission shall have effect only when accepted by the Registrar of Incorporated Societies. No addition to or alteration or rescission of the rules shall be approved if it affects the pecuniary profit clause.

10. GENERAL MEETINGS

a) Notice

Notice of general meetings of the Association shall be given by Public Notice at Wainui or by circular or advertisement at least seven clear days before the date of such meeting.

b) Annual General Meeting

The Annual General Meeting of the Association shall be held during the month of January in each year and shall receive the Annual Report and Audited Accounts. It shall elect the officers and Committee for the ensuing year and shall transact any other general business of the Association.

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c) Special General Meeting

The Committee may at any time and shall on the written requisition of at least five financial members (which requisition shall set out in the form of a resolution the business proposed to be transacted at such meeting) convene a Special General Meeting for any specific purposes, which meeting shall be held not more than twenty-eight (28) days after the date of receipt of the requisition by the Secretary, and if the Committee does not do so within that period, the members making the requisition may themselves convene a meeting.

d) Chairman

The Chair at all general meetings shall be taken by the President or in his absence by a committee member.

e) Quorum at a General Meeting

The quorum at a general meeting shall be ten members.

f) Voting

i) Eligibility

All financial members shall be eligible to vote.

ii) Methods of Voting

Voting at any general meeting shall be by voice, but any member present may require that voting be by show of hands or secret ballot.

iii) Proxy Voting

Absent members eligible to vote by written proxy authorising a member present at the meeting and eligible to vote, to vote on behalf of such absent member. No member present shall be entitled to vote more than twice (i.e. his own vote and one proxy vote). All proxies shall be in the hands of the meeting Secretary before the commencement of voting in which it is intended that such proxies shall be exercised.

iv) A bare majority will suffice to carry any proposal other than those specified elsewhere in these Rules and for which two-thirds majority shall be required.

11. MANAGEMENT

The entire management of the Association and all its property shall be managed by a Committee consisting of the Officers of the Association (with the exception of the Honourary Auditor).

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11A. ACQUISITION OR DISPOSAL OF REAL PROPERTY

- a) **A special resolution for the specific purpose of the Association purchasing or disposing of real property shall be required and it may be passed at a general or special meeting in accordance with Rules 4(g) and 10 of this constitution, subject to the following provision which prevails over any other rules:**

i) **Voting**

For a special resolution to pass for the purpose contemplated by Rule 11A (a) noted above, 60% of all Ordinary Members (whether voting in person at the meeting or by proxy) must vote in favour of the resolution.

12. POWER TO MAKE REGULATIONS

The Committee may in its absolute discretion make rules or regulations for the management of the Association so long as such rules or regulations are consistent with and not in excess of the powers conferred by these Rules.

13. OFFICERS

The Officers of the Association shall be a President, a Vice President, a Secretary, a Treasurer, an Honourary Auditor and six Committee members..

14. COMMITTEE MEETINGS

a) **Committee**

Each Candidate for election to the Committee shall be proposed and seconded in writing, shall have consented in writing to such nomination, and such nomination shall be handed to the Secretary before the commencement of the Annual General Meeting.

b) **Chairman**

The Chairman shall be the same as for general meetings and shall have a casting as well as a deliberative vote.

c) **Method of Voting**

Voting shall be by show of hands, but any Committee member may call for voting by voice or by secret ballot. Voting may also occur by email agreement but a copy must be recorded in minutes of following meeting.

d) **Meetings**

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A meeting of the Committee may be called at any time by the President, Secretary, or Treasurer and shall be called within seven days of receipt by the Secretary of a requisition signed by two members of the Committee.

e) Quorum

A quorum at a Committee Meeting shall be four persons.

f) Power to Co-opt

The Committee shall have power to co-opt to the Committee persons as agreed by a resolution of the committee.

15. SUB-COMMITTEES

- a) The Committee may appoint sub-committees for any purpose and may appoint any persons thereto.
- b) The Committee may, in its absolute discretion, determine any disputes on matters arising in any sub-committee.

16. HONOURARY AUDITOR

The Honourary Auditor shall be appointed at the Annual General Meeting of the Association and shall not be a member of the Committee. A vacancy occurring in the said office during the year shall be filled by the Committee.

17. DUTIES OF OFFICERS

a) President

The President shall take the chair at any meeting at which he is present.

b) Vice President

The Vice President shall carry out the duties of the President in the event of the absence of the President.

c) Secretary

The Secretary shall keep the minute book in which he shall enter a correct record of all business transacted at all meetings. He shall also keep copies of all papers, letters, and documents for reference to the other officers of the Association and shall carry out all such duties reasonably associated with his office as may be required of him by the Committee.

d) Treasurer

The Treasurer shall keep a correct book of accounts showing the income, expenditure and financial position of the Association and shall explain and balance such accounts at such times as may be required by the Committee.

He shall also furnish a Statement of Accounts and Balance Sheet at each Annual General Meeting.

18. BANK ACCOUNT

The Association shall have a current account at a trading bank and/or any other financial institution deemed appropriate and voted on by the Committee.

19. POWER TO BORROW

The Association shall have power to borrow such sums of money as it from time to time deems necessary for the proper administration of its affairs, and for that purpose may pledge by way of security the whole or any part of its assets.

20. POWER TO INVEST

The Association shall have power to invest such sums of money as it from time to time deems necessary in any manner in which the Committee in its absolute discretion thinks fit.

21. CHARGES AND LEVIES

The Committee may in its absolute discretion make any charge to any person, member or otherwise, for the use of any Association property or privilege.

22. PROFIT BY MEMBERS

No member of the organization or any person associated with a member shall participate in or materially influence any decision made by the organization 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 shall be reasonable and relative to that which would be paid in an arms 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

23. COMMON SEAL



The Common Seal of the Association shall be kept in the custody of the Secretary, and shall be affixed only in the presence of such two members of the Committee as shall from time to time be appointed by the Committee.

24. WINDING UP

Should the Association be wound up in accordance with the Incorporated Societies Act 1908 or any amendment thereof, the funds and property of the Association after such winding may be paid or transferred to the Akaroa County Council for use at Wainui or to one or more other organisations having charitable objects of an historical, environmental, or recreational nature, such organisation or organisations being approved as charitable bodies by the Commissioner of Taxes for the time being.

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