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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

Paengaroa Community Association Incorporated.

2. Society number

2546116.

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

Name

Bruce Hendren

Position

Secretary.

Signature B. Hendren 3 / 2 / 2016.

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 -- N/A.

- 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

NPO# 22
15 FEB 2016

BUSINESS & REGISTRIES
BRANCH, AUCKLAND.
15 FEB 2016
RECEIVED

4. Your contact details

Name and postal address
Bruce Hendren
23/199 Papamoa Beach Road.
Tauranga 3118

Telephone

Email (optional)

Constitution and Rules of the Paengaroa Community Association Incorporated.

1. Name

The name of the society shall be "Paengaroa Community Association Incorporated."
(Here in after referred to as "The Society")

2. Objectives

The objectives of the society are:

- a) To promote awareness of and discussions on matters of interest to the community of Paengaroa and surrounding district (Here in after referred to as Paengaroa).
- b) To represent the views of the residents of Paengaroa to the appropriate authorities.
- c) To acquire information that is likely to be of benefit or risk to Paengaroa
- d) To act upon any information of a beneficial nature to the residents of Paengaroa.
- e) To act as a conduit for local, regional and central government and to make submissions on behalf of the Paengaroa community
- f) To provide a forum to gain the communities ideas, opinions and feedback on matters of interest and/or importance to Paengaroa
- g) Generally to do all things the society may from time to time consider beneficial to its members and the district.
- h) To borrow or raise or give security for monies in such manner as the society sees fit.
- i) To invest and use funds of the society in any manner as it considers fit.
- j) To do all such things as are incidental to the attainment of, or for the carrying into effect, the foregoing objectives.

3. Eligibility for membership

Membership of the society shall be:

- a) Any person who is on the electoral roll and resides in, or, who is a ratepayer in the Paengaroa District
- b) The Principal or nominated representative of any school or Education facility within the Paengaroa District.
- c) A company, business, marae, trust, or any entity which is located within the Paengaroa District, may appoint a member to represent it and have full membership rights.

4. Paengaroa District:

The geographical boundaries of the Paengaroa District shall be guided by that area bounded by the yellow shaded area on the attached map. This area being the same as the Western Bay of Plenty Rating Map for "Paengaroa Hall Area of Benefit."
(Larger version attached.) The yellow area of benefit is not to be exclusive or limiting. It will also include the Paengaroa School Bus Route.

5. The Society shall have a managing committee ("the Committee"), comprising the following persons:

- (a) *The Chair/President;*
- (b) *The Secretary;*
- (c) *The Treasurer;* and
- (d) *Such other Members* as the society shall decide.

Only Members of the Society may be Committee Members
There shall be a minimum of three Committee Members in addition to the Officers.



5.1 Nominations for members of the Committee

Nominations for members of the Committee shall be called for at least 28 days before an Annual General Meeting. Each candidate shall be proposed and seconded in writing by Members and the completed nomination delivered to the Secretary. Nominations shall close at 5pm on the fifth day before the Annual General Meeting. [See also rule 21.4(b)] All retiring members of the Committee shall be eligible for re-election.

- 5.1(a)** If the position of any Officer becomes vacant between Annual General Meetings, the Committee may appoint another Committee Member to fill that vacancy until the next Annual General Meeting.
- 5.1(b)** If the position of any Committee Member becomes vacant between Annual General Meetings, the Committee may appoint another Society Member to fill that vacancy until the next Annual General Meeting.
- 5.1(c)** If any Committee Member is absent from three consecutive meetings without leave of absence the Chair/President may declare that person's position to be vacant.

5.2 Society Meetings

- 5.2(a)** A Society Meeting is either an Annual General Meeting or a Special General Meeting.
- 5.2(b)** The Annual General Meeting shall be held once every year no later than five months after the Society's balance date. The Committee shall determine when and where the Society shall meet within those dates.
- 5.2(c)** Special General Meetings may be called by the Committee. The Committee must call a Special General Meeting if the Secretary receives a written request signed by at least 10% of the Members.

5.3 The Secretary shall:

- 5.3(a)** Give all Members at least 14 days Written Notice of the business to be conducted at any Society Meeting
- 5.3(b)** Additionally, the Secretary will provide, appropriate:
- i. A copy of the Chair/President's Report on the Society's operations and of the Annual Financial Statements as approved by the Committee,
 - ii. A list of Nominees for the Committee, and information about those Nominees if it has been provided. (The Secretary must not provide Members with information exceeding one side of an A4 sheet of paper per Nominee)
 - iii. Notice of any motions and the Committee's recommendations about those motions.
 - iv. If the Secretary has sent a notice to all Members in good faith, the Meeting and its business will not be invalidated simply because one or more Members do not receive the notice.
- 5.3(c)** *All members may attend and eligible members may vote at Society Meetings.*
- 5.3(d)** *No Society Meeting may be held unless at least six eligible Members attend. (This will constitute a quorum.)*
- 5.3(e)** All Society Meetings shall be Chaired by the Chair/President. If the Chair/President is absent, the Society shall elect another Committee Member to Chair that meeting. Any person Chairing a Society Meeting has a casting vote.

5.3(f) On any given motion at a Society Meeting, the Chair/President shall in good faith determine whether to vote by:

- i. Voices;
- ii. Show of hands; or
- iii. Secret ballot.

However, if any Member demands a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot. If a secret ballot is held, the Chair/President will have a casting, that is, second vote.

5.3(g) The business of an Annual General Meeting shall be:

- a. Receiving any minutes of the previous Society's Meeting(s);
- b. The Chair/President's report on the business of the Society;
- c. The Treasurer's report on the finances of the Society, and the Annual Financial Statements;
- d. Election of Committee Members;
- e. Motions to be considered;
- f. General business.

5.3(h) The Chair/President or his nominee shall adjourn the meeting if necessary.

5.3(i) Adjourned Meetings: If within half an hour after the time appointed for a meeting a quorum is not present the meeting, if convened upon requisition of members, shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the Chair/President of the Society, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The Chair/President may with the consent of any Society Meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

5.4 Motions at Society Meetings

5.4(a) Any Member may request that a motion be voted on ("Member's Motion") at a particular Society Meeting, by giving written notice to the Secretary at least 28 days before that meeting. The Member may also provide information in support of the motion ("Member's Information"). The Committee may in its absolute discretion decide whether or not the Society will vote on the motion. However, if the Member's Motion is signed by at least 40 % of eligible Members:

- a. It must be voted on at the Society Meeting chosen by the Member; and
- b. The Secretary must give the Member's information to all Members at least 14 days before the Society Meeting chosen by the Member; or
- c. If the Secretary fails to do this, the Member has the right to raise the motion at the following Society Meeting.

5.4(b) The Committee may also decide to put forward motions for the Society to vote on ("Committee Motions") which shall be suitably notified.

5.5 Appointment of Committee Members

At a Society Meeting, the Members may decide by majority vote:

- (a) How large the Committee will be;

- (b) Who shall be the Chair/President, Secretary, and Treasurer.
- (c) Whether any Committee Member may hold more than one position as an officer;
- (d) How long each person will be a Committee Member ("the Term").

5.6 Role of the Committee

Subject to the rules of the Society ("The Rules"), the role of the Committee is to:

- (a) Administer, manage, and control the Society;
- (b) Carry out the purposes of the Society, and Use Money or Other Assets to do that;
- (c) Manage the Society's financial affairs, including approving the annual financial statements for presentation to the Members at the Annual General Meetings;
- (d) Set accounting policies in line with generally accepted accounting practice
- (e) Delegate responsibility and co-opt members where necessary
- (f) Ensure that all Members follow the Rules;
- (g) Decide how a person becomes a Member, and how a person stops being a Member;
- (h) Decide the times and dates for Meetings, and set the agenda for Meetings;
- (i) Decide the procedures for dealing with complaints;
- (j) Set Membership fees, including subscriptions and levies;
- (k) Make regulations.

The Committee has all of the powers of the Society, unless the Committee's power is limited by these Rules, or by a majority decision of the Society.

All decisions of the Committee shall be by a majority vote. In the event of an equal vote, the Chair/President shall have a casting vote, that is, a second vote.

Decisions of the Committee bind the Society, unless the Committee's power is limited by these Rules or by a majority decision of the Society.

5.7 Roles of Committee Members

The Chair/President is responsible for:

- (a) Ensuring that the Rules are followed;
- (b) Convening Meetings and establishing whether or not a quorum (half of the Committee) is present;
- (c) Chairing Meetings, deciding who may speak and when;
- (d) Overseeing the operation of the Society;
- (e) Providing a report on the operations of the Society at each Annual General Meeting.

The Secretary is responsible for:

- (a) Recording the minutes of Meetings;
- (b) Keeping the Register of Members;
- (c) Holding the Society's records, documents, and books except those required for the Treasurer's function;
- (d) Receiving and replying to correspondence as required by the Committee;
- (e) Forwarding the annual financial statements for the Society to the Registrar of Incorporated Societies upon their approval by the Members at an Annual General Meeting.
- (f) Advising the Registrar of Incorporated Societies of any rule changes;

The Treasurer is responsible for:

- (a) Keeping proper accounting records of the Society's financial transactions to allow the Society's financial position to be readily ascertained;
- (b) Preparing annual financial statements for audit and for presentation at each Annual General Meeting. These statements should be prepared in accordance with the Societies' accounting policies (see 8.1.d).
- (c) Providing a financial report at each Annual General Meeting;
- (d) Providing financial information to the Committee as the Committee determines.

5.8 Committee Meetings

Committee meetings may be held via video or telephone conference, or other formats as the Committee may decide;

No Committee Meeting may be held unless more than half of the Committee Members attend;

The Chair/President shall chair Committee Meetings, or if the Chair/President is absent, the Committee shall elect a Committee Member to chair that meeting;

Decisions of the Committee shall be by majority vote;

The Chair/President or person acting as Chair/President has a casting vote, that is, a second vote;

Only Committee Members present at a Committee Meeting may vote at that Committee Meeting.

Subject to these Rules, the Committee may regulate its own practices;

The Chair/President or his nominee shall adjourn the meeting if necessary.

Adjourned Meetings: If within half an hour after the time appointed for a meeting a quorum is not present the meeting, if convened upon requisition of members, shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the Chair/President/ of the Society, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The Chair/President may with the consent of any Society Meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

6. Subscriptions and Membership

- a) Any person may become a member at any time provided they pay the annual subscription as set at the annual general meeting.
- b) The annual subscription shall be for the twelve months from the date of the A.G.M.
- c) A suggested founding membership be \$10.00

7. Personal Benefit

Any income, benefit or advantage shall be applied to the objectives of the organisation. No member of the organisation or any person associated with a member, shall participate in or materially influence any decision made by the organisation, 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 open market valuation), and the provisions and effect of this clause shall not be removed from this document and shall be included and implied in any document replacing this document.

8. Cessation of Membership.

A member shall cease to be a member and shall forfeit all rights of membership on:

- a) Resignation of the member being received in writing.
- b) Members failing to pay a subscription within two months after it becomes due to the society, unless the delay is approved by the committee.
- c) A member may for just cause, be suspended or expelled from the society by a resolution duly passed by a majority of the committee, provided that notice of such resolution is included in the notice of the meeting, and provided that such notice of the said meeting is sent to such member.
- d) A member who has been suspended or expelled under rule 6(c) here in shall have the right of appeal at the next committee meeting provided that notice of such appeal shall be made in writing by the said member within 15 days of the notification by the committee of suspension or expulsion.

9. Common Seal.

The committee shall have a common seal, which shall be kept by the secretary of the committee. The committee shall execute any document of whatsoever nature pursuant to resolution of the committee passed for that purpose by affixing the common seal in the presence of two (2) members of the committee.

10. Winding Up.

The committee may at any time be wound up by resolution of the majority of members present at any Annual General Meeting of the committee provided that twenty eight (28) days in writing of the intention to move such resolution. The resolution must be confirmed at a subsequent general meeting called together for the purpose and held not earlier than thirty (30) days after the date on which the resolution so to be confirmed was passed. Notice of the passing of such resolution shall be given by the committee to the registrar of incorporated societies. In the event of such winding up occurring the property of the committee shall subject to repayment of its debts and liabilities and the costs and expenses of the winding up be transferred to the Paengaroa Community Hall Association for safe keeping.

If upon winding up or dissolution of the organisation there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid or distributed among the members of the organisation but shall be given or transferred to some other organisation or body with similar objectives to the first organisation that also has an income tax exemption or for some other charitable purpose, within New Zealand.

11. Finance:

In addition to the duties of the Treasurer or Secretary/ Treasurer as defined in rule 5 "Roles of Committee Members" . The Treasurer will:

Be responsible for receiving all monies due to the committee, banking such monies to the committee account and paying all accounts approved for payment by the committee. All cheques drawn upon Bankers of the committee shall be signed by not less than two (2) members of the committee.

The financial year of the committee shall be from the 1st day in January in one year to the 31st day in December of the same year.

Once per year the accounts will be audited and an abstract of the accounts shall be printed and issued to every member together with notice of the Annual General Meeting.

The Auditor shall be appointed at the Annual General Meeting and the auditors remuneration determined by the committee, which shall have the power to fill in a casual vacancy in the office of Auditor.

The treasurer or Secretary/Treasurer shall file with the Registrar of Incorporated Societies within seven (7) days after the Annual General Meeting, the financial statements required to be filed under section 23 of the Incorporated Societies Act 1908.

All funds and other assets received by the committee shall be used in the furtherance of its objects and the committee shall have no power to distribute to members any funds or assets held by it.

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 payment to or on behalf of that member or associated person of any income, benefit or advantage whatsoever. Any such income paid shall be reasonable to that which would be paid in an arms length transaction (being open market value.)

12. Indemnity:

The members of the committee, auditor, treasurer and secretary or any other officer shall be indemnified by the committee for all losses and expenses incurred by them in or about the discharge of duties except such as shall result from their own respective wilful default.

No member of the committee, auditor, secretary or other officer shall be liable for the acts or defaults of any other member of the committee, auditor, secretary or other officer or for any loss or expense happening to the committee unless the same happened from his or her own wilful fault.

13. Alteration of Rules

The rules of the society may be altered, added to or rescinded at any General Meeting provided that notice in writing setting out such alteration, addition or rescission has been posted to members with the notice of the meeting not less than fourteen (14) clear days prior to the meeting.

The committee shall register such alteration, addition or rescission with the Registrar of Incorporated Societies within seven (7) days.

No addition to or alteration of the non profit aims, personal benefit clause or the winding up clause shall be made which affect the tax exempt status. 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.

LRoss (Chairperson)
Name Linda Ross

N/A (Deputy Chairperson)
Name _____

B. Henderson (Secretary / Treasurer)
Name Bruce Henderson

L. J. Hill-Rennie
Cindy Hill-Rennie

Treasurer