

RULES OF
MAHURANGI EAST RESIDENTS AND RATEPAYERS
ASSOCIATION INCORPORATED

1. Constitution and Name:

Mahurangi East Residents and Ratepayers Association Incorporated ("the Society") is constituted by Resolution dated the 17th day of April 2005.

2. Objects:

2.1 The primary objects of the Society are to :

- (a) To safeguard and advance the general interests of its membership as a whole.
- (b) To preserve and retain the special character and natural environmental values of the Mahurangi East Peninsula, the Mahurangi Harbour and River, the Te Kapa Estuary and surrounding areas;
- (c) To ensure any developments recognize and enhance and do not detrimentally affect the special character of the area;
- (d) To assist the Auckland Regional Council, the Rodney District Council and any other body in ensuring the above objects are fulfilled; and
- (e) To inform and involve the whole community who has an interest in the foregoing objects of any developments and activities that may relate thereto.

2.2 Without detracting from the primary objects, the secondary objects of the Society are to:

- (a) Make regulations to advance the attainment of any of the above objects.
- (b) Do any act or thing incidental or conducive to the attainment of any of the above objects.

2.3 Notwithstanding any other provision, the Society shall not expend any money:

- (a) Other than to further purposes recognized by law, nor
- (b) For the sole personal or individual benefit of any Member.

(f) Powers:

3.1 In addition to its statutory powers, the Society may:

- a. Use such of its funds to pay the costs and expenses of furthering or carrying out its objects, and for that purpose may employ such people as may seem expedient, and
- b. Exercise all the powers that a trustee might exercise, and
- c. Invest in any investment in which a trustee might invest.

4. Membership:

- 4.1 Membership of the Society shall be open to all ratepayers and residents in the area of East Mahurangi south of the Martins Bay Road, excluding the settlement at Martins Bay. Where there is more than one ratepayer for a property such ratepayers shall collectively constitute one "Member". If the membership is to a resident or residents of a property, which residents are not also ratepayers, then such residents shall collectively constitute one "Member",
- 4.2 The Secretary shall keep a membership register of all members, recording their names, addresses and telephone numbers.
- 4.3 All members shall advise the Secretary of any change of address or telephone number.
- 4.4 All members shall promote the interests and the objects of the Society and shall do nothing to bring the Society into disrepute.

3. Admission of Members:

- 5.1 Membership of the Society shall be open to all ratepayers and residents as set out in Clause 4.1 upon payment of the annual membership fee.

6. Subscriptions and Levies:

- 6.1 An annual subscription is payable per property, the amount of which shall be determined at the Annual General Meeting of the Society.
- 6.2 Any Member failing to pay the annual subscription within twelve months of the date the same was set shall be considered as unfinancial and shall be deemed to have ceased to be a Member for any year in which the annual subscription has not been paid.

7. Cessation of Membership:

- 7.1 The Executive may declare that a Member is no longer a Member (from the date of that declaration of such date as may be specified) if that Member has done anything or attempts to do anything which may bring the Society into disrepute.

8. Election of Officers and Executive:

- 8.1 The Annual General Meeting shall elect Chairman, Honorary Secretary and the Honorary Treasurer and no more than seven other Executive members all of whom shall be the Society's Executive.
- 8.2 Nominations for nominees under Rule 8.1 shall be given to the Secretary prior to the Annual General Meeting. In the absence of sufficient nominations being received prior to such meeting nominations may be made from the floor at the Annual General Meeting.
- 8.3 If the position of any Executive Member becomes vacant between Annual General Meetings that vacancy shall be filled by the Executive.

9. Management of the Executive:

- 9.1 From the end of each Annual General Meeting until the end of the next, the Society shall be administered, managed and controlled by the Executive, which shall be accountable to the Members for the implementation of the policies of the Society as approved by any General Meeting.
- 9.2 Subject to these Rules and the resolution of any General Meeting, the Executive may exercise all the Society's powers, other than those required by statute or by these Rules to be exercised by the Society in General Meeting.
- 9.3 The Executive shall meet at such times and places and in such manner as it may determine and otherwise where and as convened by the Chairman or Secretary.
- 9.4 All Executive meetings shall be chaired by the Chairman, or in the Chairman's absence by some other Executive member elected for the purpose by the meeting.
- 9.5 The Executive may co-opt any Member to the Executive for a specific purpose, or for a limited period, or generally until the next Annual General Meeting.
- 9.6 The quorum for Executive meetings is five or more members of the Executive.
- 9.7 The Executive may appoint subcommittees consisting of such persons as it thinks fit and with or without power to co-opt, but such subcommittees shall have no power to commit the Society to any financial expenditure without express authority by resolution of the Executive.
- 9.8 The Executive and any subcommittee may act by resolution approved by not less than five members of the Executive in the course of a telephone conference call or by written or e.mail confirmation.
- 9.9 The Executive may from time to time make regulations for the conduct and control of Society activities.
- 9.10 The Chairman shall, in addition to all other duties described in these Rules, generally oversee the affairs and business of the Society.

- 9.11 Other than as prescribed by statute or these Rules, the Executive may regulate its proceedings as it thinks fit.
- 9.12 Subject to statute, these Rules and the resolutions of General Meetings, the decisions of the Executive on the interpretation of these Rules and all matters dealt with by it in accordance with these Rules and on matters not provided for in these Rules shall be final and binding on all Members.
- 9.13 Each officer shall within one calendar month of submitting a resignation or ceasing to hold office deliver to that officer's successor all books, papers and other property of the Society possessed by such former officer.

4. Secretary:

- 10.1 The Honorary Secretary shall record the minutes of all General Meetings and Executive Meetings and all such Minutes when confirmed by the next such meeting and signed by the Chairman of that meeting shall be prima facie evidence that that meeting was duly called and shall prima facie be a true and correct record of what occurred at that meeting.
- 10.2 The Honorary Secretary shall hold the Society's records, documents and books.
- 10.3 The Honorary Secretary shall deal with and answer correspondence and perform such other duties as directed by the Executive.

5. Registered Office:

- 11.1 The Registered Office of the Society shall be at such place as the Executive from time to time determine.

6. Finance:

- 12.1 The Honorary Treasurer shall keep such books of account as may be necessary to provide a true record of the Society's financial position, report on the Society's financial position to each Executive meeting and present an annual Statement of Accounts (Income and Expenditure Account and Balance Sheet) to the Annual General Meeting.
- 12.2 The Executive shall maintain Bank accounts in the name of the Society, and all cheques and withdrawal forms shall be signed by any two of the Honorary Treasurer, the Chairman or the Honorary Secretary.
- 12.3 All money received on account of the Society shall be banked within fourteen days of receipt.
- 12.4 All accounts paid or for payment shall be submitted to the Executive for approval of payment.

12.5 The Society's financial year shall commence on 1st April of each year and end of 31st March of the following year.

12.6 The Annual General Meeting each year may appoint an auditor to audit the annual accounts of the Society and provide a certificate of correctness of the same, and if any such auditor is unable to act the Executive shall appoint a replacement auditor.

7. **Execution of Documents:**

13.1 The Common Seal of the Society, if any, shall be retained by the Secretary.

13.2 Documents shall be executed for the Society pursuant to a resolution of the Executive:

- (a) By affixing the Common Seal, if any, witnessed by any one of the Chairman, Honorary Secretary or Honorary Treasurer and countersigned by some other member of the Executive, or
- (b) By any one of the Chairman, Honorary Secretary or Honorary Treasurer and some other member of the Executive signing on behalf of the Society.

8. **General Meetings:**

14.1 The Annual General Meeting shall be held in the period from 31st March to 31st May in each year at a time and place fixed by the Executive.

14.2 Special General Meetings may be called by the Executive, or by written requisition to the Secretary signed by not less than a 10% of the financial Members.

14.3 At least seven days before any General Meeting the Secretary shall provide to all Members written notice of the business to be conducted at the General Meeting and the failure for any reason of any Member to receive such notice shall not invalidate the meeting or its proceedings.

14.4 General Meetings may be attended by all Members but only financial Members are entitled to vote. In terms of Clause 4.1 where there is more than one ratepayer in respect of any property such ratepayers are collectively one "Member" and entitled to a maximum of two (2) votes, and where there is more than one resident in a property, who is not also a ratepayer, then such residents are collectively one "Member" and entitled on a maximum of two (2) votes.

14.5 The quorum for General Meetings is nine or more Members.

14.6 All General Meetings shall be chaired by the Chairman or in the absence of the Chairman by some other Executive member elected for the purpose by the Meeting, and any such chairperson shall have a deliberative and casting vote.

14.7 Voting at General Meetings shall be by voices, show of hands, or, on demand of the chairperson or of the majority of Members present, by secret ballot.

14.8 The business of the Annual General Meeting shall be:

- (a) Minutes of the previous General Meeting(s).
- (b) Annual Report of the Chairman.
- (c) Statement of Accounts.
- (d) Election of Officers.
- (e) Motions of which notice has been given.
- (f) General business.

15. Alteration of Rules:

- 15.1 These Rules may be amended or replaced by resolution of any General Meeting passed by a two-thirds majority of those Members present and voting.
- 15.2 Any proposed motion to amend or replace the Rules shall be signed by at least 15 Members and given in writing to the Secretary at least 28 clear days before the General Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.
- 15.3 At least 14 days before the General Meeting at which any such proposal is to be considered the Secretary shall provide written notice of the proposed motion, of the reasons for the proposal, and of any recommendations from the Executive in respect thereof to all Members.

9. Winding Up:

- 17.1 The Society may be wound up under the provisions of the Incorporated Societies Act 1908.
- 17.2 If the Society is wound up, the surplus assets after payment of all debts, costs and liabilities shall be disposed of for such purposes as may be determined in accordance with Incorporated Societies Act 1908 or by resolution, but no distribution shall be made to any Member.