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Post your completed form to: Companies Office, Private Bag 92061, Victoria Street West, Auckland 1142

Certificate - Alteration of rules

Section 21 Incorporated Societies Act 1908

1. Name of society

Kaipaki Settlers Hall Association Inc

2. Society number

214210

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

Name

JOHN PARKER

Position

Board member - Project Manager

Signature

[Handwritten signature]

Date

6 / 7 / 2011

3. Complete this checklist before filing your application

Tick all options that apply to this alteration of rules

- Checkboxes for: This certification has been completed by an officer or a solicitor for the society. A copy of the rule alteration(s) is attached. The copy of the alteration to rules has been signed by three members of the society.

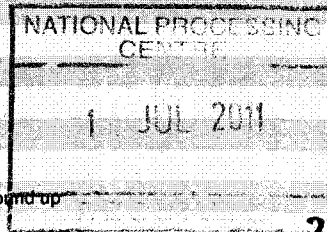
For society name changes -

- Checkboxes for: 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:

- List of requirements: The name of the society, objects, membership, meetings, officers, common seal, funds, borrowing powers, property distribution, and rule alteration.



P# 11 25 JUL 2011

4. Your contact details

Name and postal address

P.O. Box 9077 Hamilton

Telephone

Email (optional)

Minutes of advertized public Meeting of Members of the Kaipaki Settlers Hall Association Inc

Meeting was held in the Kaipaki Hall on 6th July 2011 at 7.30 pm to publically accept the new updated Constitution Rules.

M. Charteris (Chairman) welcome the following present members: Anne Thomas, Geoff Orchard, Warwick Hartstone, Keith Goodwin, Dave Smith, Maureen Dela Rue, Graeme Coxhead, Jenny Rogerson, John Burr, John Parker, Lawrie Fawcitt, Elwin Bradley and Murray Charteris.

Apologies were received from Chris Edmeades, Ray Bradley, Paul Mitchell, Adrienne and Graeme White, Shane Sutherland and Bruce Thomas.

The old constitution Rules 1933 needed to be update to meet with present day requirements.

Chairman M Charteris then asked all present if the tabled constitution Rules be accepted. This was approved unanimously by all present – carried.

The updated copy of the constitution Rules to be sent to the incorporated society for their approval.

The public meeting was then closed at 8.15 pm.

Signed



Secretary/Treasurer

Kaipaki Settlers Hall Association Inc.

CONSTITUTION OF

KAIPAKI SETTLERS HALL ASSOCIATION INCORPORATED

1. NAME

The name of the Association shall be "Kaipaki Settlers Hall Association Incorporated".

2. INTERPRETATIONS

"Affiliated Division" or "Division Committee" means a Division or Committee that has been granted affiliation to the Association in accordance with the Constitution of the Association.

"Association" means the "Kaipaki Settlers Hall Association Incorporated".

"Association Volunteers" means such persons appointed or elected to voluntary positions of responsibility of the Association.

"Board" means the "Board of Management" of the Kaipaki Settlers Hall Association Incorporated, i.e, the governing body.

"Body" means any Division, Club, School, Team or Committee.

"Elected Board Member" means a board member elected at an Annual General Meeting or Special General Meeting.

"Finance Officer" means such person appointed by the Board to control and administer the funds of the Association including the preparation of the annual accounts and could be a member of the Board.

"Financial Members" means members who pay any fees, levies or subscriptions (if there are any) to the Association.

"Inaugural Board Members" means the board members appointed to the Board pursuant to clause 9 (b).

"Outgoing Executive Committee" means the Committee comprising the governing body of the Association which was in existence and operating prior to the adoption of this Constitution by the Association.

"Secretariat" means such persons appointed by the Board to perform the secretarial and administrative functions of the Association.

"Standing Orders" means, in respect of each Division, a rule or order governing the procedure of that Division as directed by the Board.



"Members" means people who register as members and can be rate payers from the Kaipaki Hall rating area. Participants in divisional activities, association activities and others with the consent of the Board can also be members of the Association.

"Voting" means all members over the age of 18 have one vote each at Annual General Meetings and Special General Meetings.

3. REGISTERED OFFICE

The registered office of the Association shall be at such place as the Board shall from time to time decide.

4. COLOURS

The colours of the Association shall be Green and Gold or such colours to be decided by the Board from time to time.

5. OBJECTS

The objects of the Association are:

- (a) To promote, control, develop, foster and regulate all aspects of all the activities of the Kaipaki Settlers Hall Association Inc.
- (b) To provide and manage activities in sport, music, arts, and culture that is representative of the Kaipaki Settlers Hall Association Incorporated.
- (c) To raise, borrow, invest and manage the monies and assets of the Association as best determined by the Board of the Association.
- (d) To employ and dismiss such professional or other services as may be expedient or necessary for the carrying out or execution of any of the objects of the Association.
- (e) To purchase, take upon lease, hire or otherwise acquire and hold, real and personal property, rights and privileges which the Association may think necessary or convenient to the attainment of any of these objects.
- (f) To always administer and implement the affairs of the Association in furtherance of the objects listed above.

6. MEMBERSHIP

- (a) The membership shall consist of the Board Members of the Association, Life Members and other individuals are outlined in 6 (b) below.

- (b) Eligibility – the following shall be eligible for membership of the Kaipaki Settlers Hall Association Inc
 - (i) Any individual who is a resident within the rating area of the Kaipaki rating area.
 - (ii) Participants of the Divisions of the association and of the association
 - (iii) Any individual who is a ratepayer by virtue of property ownership within the Kaipaki rating areas including those who are not resident within the Kaipaki rating area
 - (iv) Such other persons who may with the consent of the Board be approved for membership
- (c) Members can register individually or on mass at an annual general meeting or appropriate other meeting.
- (d) A record of Members should be maintained
- (e) Every member of any affiliated Body shall cease to be a member of the Association when such Body ceases to be affiliated or any member of the Association may resign from membership thereof by giving notice in writing to the Secretariat of the Association or have their membership cancelled in accordance with paragraph 23.

7. LIFE MEMBERSHIP

Any past or present member of the Association may be elected a life member of the Association. Life membership shall be awarded only for long and outstanding service to the Association and not for any monetary consideration. A nominee shall have been proposed by the Board and be elected at the Annual General Meeting of the Association by a minimum of 75% of the vote cast. Life members shall be entitled to all the privileges of ordinary membership of the Association (including attending Board meetings but shall not be able to vote), but shall not be liable to pay any annual subscription. The Association shall provide each life member with a plaque or some such appropriate commemoration.

8. STRUCTURE

- (a) The Association's affairs shall be managed by a Board and separate Grounds, Hall, Courts, Tennis, Netball, Cricket and The Oval Divisions (and other divisions as deemed appropriate by the board) each of which shall administer its own area of responsibility as per Standing Orders through committees appointed by the Division leader who is appointed by the Board.

- (b) Each Division shall be established and its operations conducted in accordance with the Constitution and any Standing Orders but shall be free to make its own bylaws with the approval of the Board.
- (c) Paid staff may be employed by the Board and they will be responsible to the Board for their designated duties.

9. BOARD MEMBERS

- (a) The Board of the Association shall consist of:
 - (i) The Chairperson
 - (ii) Up to six (6) Board Members
 - (iii) One District Councillor (who shall be one of the local Ward Councillors) who will be an ex-officio member who will not be able to vote.
- (b) The inaugural Chairperson and (6) Board members shall be elected at the Special General Meeting of the Association held for this purpose. Thereafter the Board will elect its own Chairman when appropriate.
- (c) At Annual General Meetings starting 2012 the appropriate number of Board members shall be elected – refer 11 (b) (i) and (ii). One of the 6 board members to be responsible for the financial and accounting operations of the Association
- (d) A Secretary be appointed by the Board and will not be able to vote.
- (e) All Board members including the Secretary and the Waipa District Council appointee must be members of the Association.

10. OTHER ELECTED POSITIONS

At each Annual General Meeting of the Association, the following, who shall not hold office in the Association, shall be elected:

- (a) Solicitor
- (b) Auditor

11. APPOINTMENT AND TERM OF OFFICE

(a) Inaugural Board Members

The Inaugural Board Members of the Association shall be elected at a special general meeting called specifically for this purpose.

(b) **Term of Board Members**

- (i) After the Special General Meeting, two (2) Elected Board Members shall have an initial one (1) year term, two (2) Elected Board Members shall have an initial two (2) year term. The remaining three (3) Board Members shall have an initial (3) year term. The Board shall decide the term of each Elected Board Member. Elected Board Members (including inaugural Board Members) may be eligible for re-election after retirement.
- (ii) A minimum of four Board members must reside and be ratepayers within the Kaipaki Settlers Hall rating area while serving on the Board.

(c) **Vacancy**

The position of any Board Member will become vacant if that Board Member:

- (i) Becomes bankrupt; or
- (ii) Is convicted of any offence punishable by imprisonment for a term of two year (2) years or more; or
- (iii) Is convicted of any offence punishable by imprisonment for a term of less than two (2) years and is sentenced to imprisonment for that offence; or
- (iv) Becomes the subject of a property order made under section 30 or section 31 of the Protection of Personal and Property Rights Act 1988; or
- (v) Becomes mentally incapable as defined in section 94 of the Protection of Personal and Property Rights Act 1988; or
- (vi) Resigns his/her office by notice in writing to the Association; or
- (vii) Is absent without leave from four (4) consecutive meetings of the Board; or
- (viii) Is dismissed as a result of not acting in the best interests of the Board as per the Protocol for Board Members; or
- (ix) Dies; or
- (x) Is a person who is prohibited from being a director or promoter of or being concerned or taking part in the management of a company under sections 382, 383 or 385 of the Companies Act 1993.

- (d) When the position of any Elected Board Member is not filled at an Annual General Meeting and at any time a position becomes vacant, the vacancy shall be filled as soon as practicable by appointment by the Board.
- (e) Every person so appointed to fill such a vacancy will do so only until the next Annual General Meeting.

12. APPOINTED BOARD MEMBERS

- (a) The Board shall have the power to appoint up to four (4) eligible persons to the Board at its discretion to make the total Board Members up to seven (7) (including the Chairman) if the positions are not filled at any meeting designed for this purpose including Annual General Meetings. Such eligible persons so appointed shall hold office only until the next Annual General Meeting where they can be elected subject to the conditions for Elected Board Members in clause 11(b) (i) and (ii).
- (b) At any time the Board may appoint to the Board persons with specific skills, knowledge and/or expertise to assist with specific projects for specific periods at the Board's discretion. Such persons shall have no voting rights and will stand down at the end of their appointed periods.

13. DUTIES OF CHAIRPERSON OF THE BOARD

The Chairperson shall:

- (a) Chair all meetings of the Board.
- (b) Be responsible for the functions, responsibilities and duties of the Board.
- (c) Have casting vote if required.
- (d) Be an ex officio member of all Division Committees.

14. THE BOARD

- (a) The affairs of the Association shall be governed and managed by the Board. The Board shall consist of the Chairperson and up to six (6) Board Members.
- (b) The members of the Board elected shall be persons who have the management skills and experience in sport, arts, music, culture, events and judgement necessary for the prudent and ethical governance of the Association's affairs and the achievement of its objectives.
- (c) Candidates for Chairperson and Board members must be nominated and seconded by any Member of the Association (who shall have attained the age of 18 years) and shall be in writing and accompanied

by a CV and/or statement from the nominated person outlining why they would be an appropriate person (refer 14 (b) above) and be in the hands of the Secretariat no later than 7 days prior to the Annual General Meeting or Special General Meeting whichever is relevant

- (d) In the event of insufficient or no nominations being received for any of the positions available, nominations may be called for at the Annual General Meeting. People being nominated must support their nomination with a presentation (can be verbal) to the meeting relating to their appropriateness refer clause 14 (b). Failure to fill all positions referred to in clause 14(a) shall not annul the elections of the Board and any places not filled may be filled subsequently by the Board under clause 11.
- (e) The Waipa District Council shall appoint one District Councillor (being one of the local Ward Councillors) to be a member of the Board.
 - (i) Such Councillor to be an ex-officio member of the Board and shall not be required to pay any membership that may apply but shall be entitled to receive all notices, minutes and information which are sent by the Board to its members or divisions.
 - (ii) Such District Councillor shall not be entitled to vote.

15. POWERS AND DUTIES OF THE BOARD

The powers and duties of the Board may include:

- (a) Govern and manage the affairs of the Association in accordance with the aims, objects and rules.
- (b) Establish any policies and standing orders of the Association for implementation.
- (c) Delegate management and responsibilities and duties of any contracted or paid staff, including management and control of the finances of the Association, on such terms and conditions as the Board deems necessary.
- (d) Employ, supervise, suspend or remove any paid or contracted staff and determine the management responsibilities, duties and salary of each position.
- (e) Delegate the power to employ, supervise, suspend or remove any paid staff.
- (f) Admit Bodies to the Association for affiliation. Likewise, suspend or expel any Body or member of the Association.
- (g) Constitute a Court of Appeal.

- (h) Receive recommendations from the Division and members and to act on those recommendations in such manner as the Board sees fit.
- (i) In addition to the powers and authorities expressly conferred on it by the Constitution, the Board may exercise all such powers and do all such acts and things as may be exercised and done by the Association except those that may be exercised or done by the Association only in a General Meeting.

16. CASES OF EMERGENCY

Matters requiring urgent attention shall be decided by an Emergency Committee comprising no fewer than three (3) Board Members. Any decisions made shall be ratified by the Board at its next meeting.

17. DIVISION COMMITTEES

- (a) The Division Committees could be as follows:
 - (i) The Cricket Division Committee is to consist of a minimum of three (3) people and a maximum of five (5) people appointed by the Cricket Division Leader who is appointed by the Board. The Cricket Division shall administer all cricket activities relating to the Kaipaki Settlers Hall Association Inc.
 - (ii) All other Divisions, as identified by the Board, shall be structured and function in the same manner - refer above 8 (a) (b) and (c).
- (b) Additional Division Committee members may be co-opted on to any of the Division Committees for specific purposes. Voting rights shall be determined by the Division Leader at the time of co-opting.
- (c) The powers and responsibilities of each of the Division Committees shall be those agreed to between the Board and the Division Leader.

18. FINANCE

- (a) The Financial Year of the Association shall end on 30th March in each year.
- (b) All funds gained from the activities of the divisions will be managed by the Board.
- (c) Divisions to apply to the Board for funding when required and this will be encouraged annually as part of a formal/informal planning process.
- (d) All monies received by the Association shall be paid to the credit of the Association at a registered bank chosen by the Board. All accounts shall be paid after being passed for payment by the Board. Authority to

the Bank Account shall be any two of the Board Member responsible for Finances, a person nominated by the Board or the Chairman.

- (e) The Board shall ensure proper books of accounts of the Association are kept. The books of the Association shall be audited annually. The Auditor shall not hold any office in the Association.
- (f) Any surplus funds of the Association may be placed on interest bearing deposit in the name of the Association with any registered bank or the like institution as decided by the Board.
- (g) The Board shall have the power to set any fees (if deemed necessary) and shall have the power to levy upon each affiliated Division and its members such annual sum towards the funds of the Association as it sees fit.
- (h) Fees and levies shall be payable by the dates as decided by the Board and advised to members. The Board shall be empowered to offer incentive payment schemes or impose penalties for late payment of fees and levies.
- (i) The Association may borrow money only in accordance with the resolution of a General Meeting of the Association.
- (j) The Association shall reimburse any authorised expenditure incurred and shall permit reasonable remuneration for services rendered but shall prohibit private pecuniary gain while operating.

19. MEETINGS

(a) Board Meetings

- (i) The Board shall meet at least seven (7) times annually. The quorum shall be four (4) Board Members.
- (ii) Any Board member who is absent from four (4) consecutive regular meetings without leave granted by the Chairman shall forfeit her/his seat on the Board.

(b) Association's Annual General Meetings

- (i) The Annual General Meeting of the Association shall be held during the months of May/June/July in each year on a date and at a time and venue to be determined by the Board.
- (ii) The quorum shall consist of at least 11 members of the association.
- (iii) Written notice of the meeting and agenda and of its date, time and venue shall be sent to last known addresses of Members at

least 15 working days (not including the day sent or received) before the date of the meeting.

- (iv) Notices of motion (remits) and any items of General Business and nominations of the Board Members (clause 9 above] must be received by the Secretariat at least 7 days before the date of the meeting. However, nominations for Board Members shall be accepted at the meeting only where an insufficient number of written nominations and supporting information have been received prior to the meeting.
- (v) The business of the Annual General Meeting shall include:
 - (i) Presentation of the Annual Report on the affairs of the Association.
 - (ii) Presentation of the Financial Statements of the Association for the year ending 31 March duly signed by the appointed auditor.
 - (iii) Election of Board Members, Auditor and Solicitor.
 - (iv) Items of General Business duly notified in accordance with clause 19 (b) (iv).
 - (v) Confirmation of the minutes of the last Annual General Meeting.
- (vi) An agenda clearly setting out the business to be conducted (including all remits) at the meeting together with a copy of the annual report and duly audited financial statements to be submitted to the meeting, shall be available at the meeting.
- (vii) The accidental omission to give notice of meeting to, or the non-receipt of a notice by any member entitled to receive notice, shall not invalidate the proceedings of any General Meeting.

(c) **Special General Meetings**

- (i) The Board may, at any time, call a Special General Meeting.
- (ii) The preceding provisions for convening and holding an Annual General Meeting shall apply to Special General Meetings except that:
 - (i) The various time periods and limits provided shall be shortened, but not dispensed with, as the Board shall think necessary in order that the business be best and most fairly dealt with, but with consideration for any special need for urgency.

- (ii) The only business able to be considered at a Special General Meeting shall be that for which the meeting was requested, being that notified to members in the notice of meeting prior to the meeting.
- (d) **Right of Attendance at Meetings**
 - (i) Each meeting of the Board and of Division Committees shall be open to all members of the Association to attend, provided, however, that the Board or Division Committees may resolve to exclude non-Board Members or non-Division Committee Members from any part of any meeting.
 - (ii) Minutes of Board and Division committees shall be available to all members of the Association at the discretion of the Board or each Division's Committee.

20. VOTING

- (a) **Board and Division Meetings**
 - (i) Each eligible member of the Board shall be entitled to one (1) vote at Board Meetings.
 - (ii) Each member of any Division Committee shall be entitled to one (1) vote at his/her respective Division Meetings.
 - (iii) At all meetings of the Board and Division Committees the vote of the majority shall rule.
 - (iv) Voting on any questions shall be by ballot if desired by any member present and entitled to vote.
 - (v) If required the Chairperson of the Board and Divisional Committees will have the casting vote.
 - (vi) Members eligible to vote need to be 18 years of age and over.
- (b) **Annual or Special General Meetings**
 - (i) The Chairperson shall have a deliberative and casting vote.
 - (ii) If any irregularity due to innocent oversight, error or omission shall occur in the convening or holding of any meeting of the Association, or in any election or other proceeding at or ancillary to any such meeting the following provisions shall apply:

- (i) If the irregularity is not brought to the attention of the Chairperson during the meeting then the meeting shall be of the same force and validity as if the irregularity had not occurred.
- (ii) If the irregularity is brought to the attention of the Chairperson during the meeting then the meeting shall decide upon the effect of the irregularity and a suitable course of action in respect of it. Any such decision shall be valid, binding and final.

21. ALTERATION OF CONSTITUTION

- (a) The constitution of this Association may not be altered, added to or rescinded except by the consent of representatives of 75% of the total number of eligible votes present at the Special General Meeting of the Association called for that purpose.
- (b) No Special General Meeting of the Association shall consider any motion to alter, add to or rescind these rules unless written notice of the motion from a member together with the signatures of ten (10) supporting members has been delivered to the Secretariat and communicated to members at least seven (7) days before the date of the meeting, and that motion be the only item of business to be conducted at the meeting posted by the Secretariat of the Association in accordance with clause 19 (b) above.
- (c) No amendment to the Constitution can alter Clause 18 (h) relating to the prohibition of private pecuniary gain.

22. INDEMNITY

All Board Members and employees and servants of the Association shall be indemnified by the Association against all losses and expenses incurred in or about the discharge of their duties, except such as happens to be by their own wilful act, neglect or default. No such Board Member, employee or servant shall be responsible for any act, neglect or default of any other Board Member, employee or servant or for loss caused through or by the insufficiency of value of, or title to, any property or security acquired or taken on behalf of the Association, or by the bankruptcy or any tortuous act of any other person, or by anything done in the execution of her/his duties or her/his office, or in relation thereto, or otherwise than her/his own wilful act, neglect or default.

23. DISCIPLINE

In the case of serious misconduct or infringement by Members or Divisions, of the Constitution or any of the Standing Orders or bylaws of the Association, the Member or Division shall be liable to suspension or expulsion from the Association on such terms as may be determined by the Board

COMMON SEAL

- (a) The Association shall have a Common Seal which shall be held for the Association by the Secretariat. The Common Seal shall be affixed to a document only in accordance with a resolution of the Board and in the presence of the Chairperson and any other member of the Board.
- (b) The Secretariat shall maintain a register recording the details of each occasion on which the common seal has been affixed to a document.

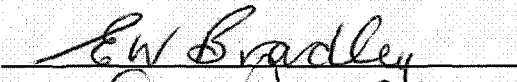
24. DISSOLUTION

The affairs of the Association may be wound up on the resolution of 75% of the total number of eligible votes recorded at a Special General Meeting called for the purpose, provided that a second Special General Meeting is held at least 30 days after the first meeting to pass a resolution by simple majority confirming the earlier decision to wind up the Association. Upon winding up the Association all facilities shall revert to the Waipa District Council for continued use by the community. All surplus assets remaining after payment of all costs, debts and liabilities shall be paid to Waipa District Council to be held in trust pending the reforming of the Association. After a period of 10 years, Waipa District Council may use the funds at its discretion.

THIS CONSTITUTION ALONG WITH ANY STANDING ORDERS AND BY LAWS SHALL BE THE CONSTITUTION OF KAIPAKI SETTLERS HALL ASSOCIATION INCORPORATED.

The undersigned members of the Kaipaki Settlers Hall Association Incorporated confirm that these are the rules of the Kaipaki Settlers Hall Association approved and adopted at a Special General Meeting of the Association held on 2011 and these rules are to take effect on 2011.

Chairman:  Date 6-11 2011

Board Member:  Date 6-11 2011

Board Member:  Date 6-11 2011

