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JULY 1995

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CONSTITUTION AND RULES OF PORT UNDERWOOD ASSOCIATION INCORPORATED

This is the document marked "A" referred to in the annexed
declaration of **RUPERT WILLIAM RICHARD VANSTONE**
made at Blenheim this

18TH day of July 1995

before me

R. D. [Signature] J. R.



CONSTITUTION AND RULES OF PORT UNDERWOOD ASSOCIATION INCORPORATED

1 Interpretation

1.1 In the interpretation of these Rules, unless the context otherwise requires

"the Act" means the Incorporated Societies Act 1908 and includes any statutory modification, amendment or re-enactment thereof or provisions substituted therefor for the time being in force,

"Annual General Meeting" means the annual general meeting of the Association,

"the Area" means the Port Underwood, Marlborough Sounds area,

"Association" means the Association of which these are the Constitution and Rules,

"Committee" means the Committee of the Association as constituted under Rule 8 hereof,

"Committee Member" means a member of the Committee duly elected at the Annual General Meeting or co-opted by the Committee in accordance with Rule 8.6 or a duly authorised person acting on behalf of a member of the Committee,

"Environment" means the land, sea, water both sea and fresh, all flora and fauna, the atmosphere and air,

"General Meeting" includes an Annual General Meeting and a Special General Meeting,

"Member" means any person who is a member of the Association as determined in accordance with Rule 4,

"Registered Office" means the registered office of the Association as determined in accordance with Rule 20,

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July 95
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“**Registrar**” means the Registrar of Incorporated Societies,

“**Rules**” means these Rules as now adopted or as from time to time altered by resolution passed in accordance with Rule 24,

“**Seal**” means the Common Seal of the Association,

“**Secretary**” means any person appointed to perform the duties of the secretary of the Association as and when appointed or any person duly authorised to act in place of the secretary,

“**Special General Meeting**” means a meeting of the Association called in accordance with Rule 18,

“**Treasurer**” means any person appointed to perform the duties of the treasurer of the Association or any person duly authorised to act in place of the treasurer,

1 2 Words importing the plural include the singular and vice versa,

1 3 Words importing the masculine gender include the feminine gender and vice versa,

1 4 References to writing or written shall be construed as including words printed, typewritten, painted, engraved, lithographed, produced by any mechanical means of multiplying or reproducing copies or in any other mode representing or reproducing words in permanent visible form or partly in one mode and partly in another

2 **Name**

The name of the Association shall be “Port Underwood Association Incorporated”

3 **Objects and powers**

3 1 The objects of the Association are

3 1 1 to encourage and promote the use and preservation of the Area in a manner consistent with the fair use and enjoyment of the Environment,

- 3 1 2 to promote the protection and enhancement of the beauty and natural values of the Area for the use and enjoyment of people,
 - 3 1 3 to promote in the government of the Area balance among the potentially competing interests of different types of users of the Area, which does not prejudice the collective general interests of private land owners in the Area and to participate in such government,
 - 3 1 4 to represent and advance the interests of the Members as holders of beneficial interests in the Area to and with any authority having control or influence on matters affecting the Area,
 - 3 1 5 to arrange and foster community activities including social sports and other recreational events in the Area,
 - 3 1 6 to provide or instigate or assist in the provision of or payment for amenities and services for people who reside (on holiday or otherwise) in the Area and the upgrading and maintenance thereof
- 3 2 For the purposes of carrying out those objects the Association shall (subject to all applicable law) have the rights, powers and privileges of a natural person and the power to do any other act or thing that an incorporated association is permitted to do by any enactment or rule of law For the avoidance of doubt the powers of the Association include the power to borrow, guarantee and give security for obligations entered into by the Association

4 **Membership**

The Association shall consist of

- 4 1 People who were members of the Association immediately prior to the date of registration of these Rules, who shall become and remain Members, and
- 4 2 People who have a meaningful interest in the Area and become Members each by completing and delivering to the Secretary an application for membership, stating the person's name, occupation and address and meaningful interest in the Area, and whose application is approved by the Committee

5 Termination of membership

- 5 1 A Member may at any time by giving notice in writing to the Secretary resign membership of the Association
- 5 2 A Member may be excluded or expelled from or be suspended from membership of, and a person may be refused admission to the Association by either
 - 5 2 1 a resolution passed with the affirmative vote of at least 75% of the votes cast at a General Meeting, or
 - 5 2 2 the resolution of at least five-sevenths of the Committee

Subject to clause 5 3 any such decision shall be conclusive

- 5 3 If a Member whose expulsion is resolved upon pursuant to clause 5 2 was

- 5 3 1 not at the meeting at which the matter was resolved, with prior notice that it would be moved, or

- 5 3 2 was not permitted to address the meeting on the motion,

the expulsion shall be suspended, if the Member so requests in writing to the Secretary within 21 days of being notified of the resolution, until such time as the Member has received an opportunity to address a general meeting, or the Committee (whichever body has previously resolved) on the matter, and the relevant body has either confirmed the expulsion resolution or rescinded it. This provision for suspension shall not apply to expulsion or exclusion for non payment of any levy or subscription, of which reasonable demand has been made

6 Membership subscriptions

- 6 1 The Association may, by resolution of a General Meeting, levy Members from time to time, and may levy an annual subscription, payment of which may be made a condition of continued membership
- 6 2 Any levy shall apply equally to each Member
- 6 3 The annual subscription shall be fixed at an Annual General Meeting for the ensuing year, and when so fixed shall apply without further resolution

in succeeding years unless and until amended or replaced by a further resolution of an Annual General Meeting

6 4 The one annual subscription includes the membership fee for a partner of a Member

6 5 No Member shall at any time have any right or claim upon the Association or to or against its property or funds

7 **Committee**

The management and control of the affairs of the Association shall be vested in the Committee which shall have the power to exercise all the powers and authorities expressly or impliedly conferred upon the Association for the purposes of carrying out its objects

8 **Committee members**

8 1 The Committee shall (subject to Rule 8 6) consist of seven Committee Members as elected at the last Annual General Meeting Such election shall include the specific election of the following officers

8 1 1 President,

8 1 2 Treasurer, and

8 1 3 Secretary

One person may hold two of the positions specified above

8 2 All Committee Members shall be elected at an Annual General Meeting Committee Members shall hold office until the conclusion of the next Annual General Meeting following their election, at which meeting they shall retire but shall be eligible for re-election

8 3 Nominations to the Committee must be either

8 3 1 received by the Secretary three (3) clear days prior to the time set for commencement of the Annual General Meeting,

8 3 2 if the meeting so approves, given at the meeting and on such shorter period of notice as the meeting may from time to time determine

- 8 4 In the event of the offices of President, Treasurer or Secretary being or becoming vacant for any reason whatsoever the Committee shall be empowered to fill such vacancy by appointing a substitute from their number
- 8 5 All Committee Members immediately prior to the date of registration of these Rules shall continue to be Committee Members and to hold their respective offices until the next Annual General Meeting following the date of registration of these Rules
- 8 6 Notwithstanding Rule 8 1
- 8 6 1 if a project or matter facing the Association, in the opinion of the Committee, requires particular skills or expertise held by Members who are not Committee members, the Committee may appoint such Members as they think appropriate for such purposes to serve on the Committee for such duration as the Committee may decide The number of such co-opted members shall not exceed 4 at any one time Co-opted members shall have full rights to speak at meetings, receive notices of meetings and otherwise act as Committee Members, but shall not be entitled to vote on a matter at any Committee meeting if an elected Committee Member shall specifically object to voting by all the co-opted Members on that matter,
- 8 6.2 if at any Annual General Meeting more than six persons are elected to be Committee Members they may all act in that capacity unless and until the President determines either generally or in relation to any meeting, or specific issue that the number of Members is unwieldy or seriously inconvenient In any such case, if the Committee cannot agree by at least a five-sevenths' majority, which Committee Members shall stand down generally, or for the meeting, or on the specific issue, the President may determine who shall stand down by lot, conducted as the President thinks fit

9 Meetings of committee

The Committee shall meet at such times and places as shall from time to time be determined by the President

10 Notice of committee meetings

Notice of the time and place of every Committee meeting shall be given by the Secretary to each Committee Member by written, oral or telephone communication, unless a regular schedule for the meetings as to frequency, time and place is established making it unnecessary for prior notice to be given. Accidental omission to give notice of a meeting, including a telephone meeting to, or the non receipt of notice by, any person entitled to receive notice, shall not invalidate proceedings at that meeting

11 Procedure at committee meetings

11 1 At Committee meetings, four Committee Members, one of whom shall be the President, Treasurer or Secretary shall constitute a quorum. If no quorum is present within half an hour of the time fixed for a meeting of the Committee, the meeting shall be adjourned for one week to such time and place as may be decided by those present. At such adjourned meeting the business for which the meeting was called may be transacted whether a quorum is present or not

11 2 The President, or in his absence, the Treasurer, or in their absence any Committee Member appointed by a majority present shall chair a Committee meeting

11 3 At Committee meetings each Committee Member shall be entitled to one vote and every question shall be determined by a majority of the votes of the Committee Members present at such meeting and in the case of an equality of votes, the Chair for the time being of the meeting shall have a casting as well as a deliberative vote

11 4 The Committee may appoint sub-committees, which may exercise the powers and perform the functions delegated to them either generally or specifically. In the absence of specific delegation of rights and powers the sub-committee shall have all of the Committee's rights and powers reasonably necessary for the convenient performance of the functions delegated. The procedures of a sub-committee shall be the same as those of the Committee, save that a quorum shall be two members of the sub-committee

12 Telephone meetings

12 1 The contemporaneous linking together by telephone or other electronic means of four or more Committee Members, shall be deemed to

constitute a Committee meeting ("a telephone meeting") if and for so long as the following conditions are and have been met

12 1 1 All Committee Members shall be entitled to notice of a telephone meeting and to be linked by telephone for the purposes of such meeting,

12 1 2 Each Committee Member taking part in the meeting must throughout the meeting be able to hear every Committee Member taking part,

12 1 3 At the commencement of the meeting each Committee Member participating must acknowledge his presence for the purpose of a Committee Meeting to all the Committee Members taking part,

and all these Rules as to Committee meetings shall apply to such meetings

12 2 A Committee Member may not leave a telephone meeting by disconnecting his telephone unless he has previously obtained the express consent of the chairman of the meeting, and a Committee Member shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the telephone meeting unless the said consent has been obtained

12 3 A minute of the proceedings at a telephone meeting shall be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified as a correct minute by the Chairman of the meeting or by the Secretary

13 Resolutions

A resolution in writing proposed to all, and signed by five-sevenths of the Committee Members shall be as valid and effectual for all purposes as a resolution passed at a Committee Meeting duly convened and held Any such resolution may consist of several documents in like form each signed by one or more Committee Members

14 Extraordinary committee meetings

Upon a requisition in writing to the Secretary by any two Committee Members, the President shall call an extraordinary meeting of the Committee Committee Members shall be given not less than forty-eight hours' notice of any meeting called in that manner

15 Secretary

The Secretary shall, in person or by any person duly authorised to act on his behalf, be present at and shall record minutes of the proceedings of all meeting of the Committee and the Association in General Meeting and such minutes shall be presented for confirmation at the next meeting of the Committee or Association as the case may be. The Secretary shall keep a register of Members as required by section 22 of the Act

16 Minutes

The minutes of meetings of the Committee or Association and other records of the Association shall be open to inspection by any Member at all reasonable times

17 Annual general meeting

17 1 An Annual General Meeting of the Association shall be held on easter weekend in each year or at such other time as may be approved by the Committee and notified pursuant to Rule 17 2 following

17 2 Notice of Annual General Meeting

Notice of the Annual General Meeting shall be in writing and posted to all Members. Such notice may be contained in any newsletter published to Members

17 3 Purpose of Annual General Meeting

The purpose of the Annual General Meeting shall be

17 3 1 to receive and, if in order, approve the President's annual report and financial statements for the past year,

17 3 2 to elect the Committee and the officers of the Association,

17 3 3 to consider such other business as may be stated in the agenda (except as provided in Rule 17 5 following)

17 4 Notice of Proposed Annual General Meeting Business

Subject to Rule 17 5 notice of any business or resolutions to be discussed or submitted at the meeting shall be given to the Secretary not later than seven days before the Annual General Meeting or such shorter time as the Secretary may consent to (in his absolute discretion)

17 5 *Consent of Meeting to Unnotified Business*

Any business or resolutions may be submitted to the meeting and discussed without notice with the approval of a majority resolution of the meeting

18 **Special general meeting**

18 1 A Special General Meeting of the Members shall be called by the Secretary if requested in writing by a majority of Committee Members or by a petition signed by not less than ten Members Subject to Rule 18 2 the time and place of each meeting shall be decided by the Committee

18 2 A Special General Meeting shall be held no sooner than fourteen days after notice of the meeting has been posted to Members and not more than ninety days after receipt by the Secretary of a written request in accordance with this Rule 18

18 3 The notice of a Special General Meeting shall state the general nature of the business to be discussed and specify any proposed resolutions

19 **Procedure at general meetings**

19 1 *Quorum*

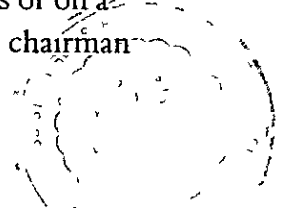
The quorum for any General Meeting of the Members shall be not less than ten Members four of whom must be Committee Members present in person or by proxy If no quorum is present within half an hour of the time fixed, the meeting shall be adjourned for at least one week to such time and place as may be decided by those present Notice of the time and place of the reconvened meeting shall be sent to Members at least 4 days before that time At such adjourned meeting the business for which the meeting was called may be transacted whether a quorum is present or not

19 2 *Chairman*

The President shall chair all General Meetings, or failing him the Treasurer, but if neither of them is able or willing to act, the Members present may choose one of their number to chair the meeting

19 3 *Voting*

At General Meetings each Member present in person shall be entitled to one vote on a show of hands Every question shall be determined by a majority of the votes of persons eligible to vote by show of hands or on a poll as the case may be and in the case of an equality of votes the chairman



for the time being of the meeting shall have a casting as well as a deliberative vote

19 4 *Proxies*

Members may vote personally or by proxy. All instruments appointing proxies shall be in writing under the hand of the appointer whose signature shall be attested by a witness. No person shall be appointed a proxy who is not a Member. The instrument appointing a proxy shall be handed to the Secretary at any time before the termination of the meeting at which the person named in such instrument proposes to vote. A proxy may be appointed only for a specific meeting and any adjournment thereof.

20 **Registered office**

The registered office shall be situated at the residence of office of the Secretary from time to time, or such other place as the Committee may from time to time decide provided that it shall not in any case change until the date on which a notice of the proposed change has been notified to the Registrar.

21 **Accounts**

21 1 The Secretary shall submit to the Annual General Meeting a financial statement for the preceding year.

21 2 A copy of that financial statement shall be made available by the Secretary to every Member upon request not less than seven days before the Annual General Meeting.

22 **The common seal**

22 1 The Seal shall have the name of the Association engraved or inscribed thereon.

22 2 The Seal shall be kept in the custody of the Secretary who shall affix it to such documents as the Committee may, by resolution, from time to time direct and any such document to which the Seal is affixed shall be countersigned by any two of the President, Treasurer or Secretary. Any document so sealed and countersigned shall be deemed to be duly sealed and be binding on the Association.

23 **Bank accounts and cheque signatories**

The Association's bank accounts shall be operated, and all cheques, other negotiable or transferable instruments and receipts shall be signed, drawn,



accepted, endorsed or otherwise executed, (as the case may be) on behalf of the Association by (i) any two of the President, Treasurer or Secretary co-jointly, or (ii) two people comprising (a) any one of the President, Treasurer or Secretary, and (b) a Committee Member duly nominated and authorised by the Committee for the purpose. The President, Treasurer and Secretary shall have control of the funds of the Association for the purposes of investment and the day to day working of the Association

24 **Amendment of rules**

24 1 No new Rule shall be made nor shall any Rule herein contained or hereinafter made be amended altered or rescinded except with the consent of a majority of not less than 60% of the Members voting personally or by proxy at a General Meeting

24 2 Notwithstanding anything elsewhere in these Rules, notice in writing of any proposed amendment, alteration or rescission of any Rule or of any substituted or amended Rule shall be furnished to the Committee at least three weeks prior to the matter being discussed at a General Meeting and shall be notified to Members fourteen days before such General Meeting

25 **Winding up**

25 1 The Members may by resolution, passed by a majority of not less than 50% of the Members personally present at a Special General Meeting convened especially for the purpose, resolve that the Association be wound up

25 2 Notice of any resolution passed pursuant to Rule 25 1 shall be sent to the Registrar

25 3 A Resolution to wind up the Society shall be confirmed at a subsequent meeting of the Association to be held not earlier than thirty days after the date on which the resolution has been passed

25 4 *Assets Upon Winding Up*

25 4 1 Surplus assets after payment of liabilities upon the winding up of the Association shall be disposed of by the Committee to or for the benefit of any charitable organisation or organisations with objects the same or similar to those of the Association or which include in whole or in part the objects of the Association, or such other charitable organisation or organisations as is approved by

not less than 60% of the Members present at the subsequent meeting of the Association referred to in Rule 25 3

25 4 2 Notwithstanding anything in this Rule 25, such of the said surplus assets referred to therein as are subject to any trust shall be disposed of as the High Court or a Judge thereof directs

26 Exclusion of liability

No action at law or otherwise shall lie in favour of Members or their executors or administrators against any Committee Member or any other officers of the Association for or in respect of any act, matter or thing done, omitted or suffered in good faith in pursuance of the provisions of these Rules, notwithstanding that there may have been an irregularity or informality occurring in or about the doing, or omitting or suffering, of any act, matter or thing

27 Liability

No Committee Member, no Auditor, Secretary or any other officer, shall be liable for any other Committee Member, Auditor, Secretary or other officer, or for joining in any receipt or document, or for any act or concurrence or conformity in any action or for any loss or expense happening to the Association unless the same happened from his own wilful default

28 General rules

28 1 No Committee Member shall be entitled to be remunerated for serving in such capacity but may be paid out-of-pocket expenses incurred by express authority of the Committee provided however that any such Members who do work in their professional capacities for or on behalf of the Association shall be entitled to charge and be paid for such work

28 2 Every Member shall be bound in respect of the Association by every act of the Committee which is not ultra vires

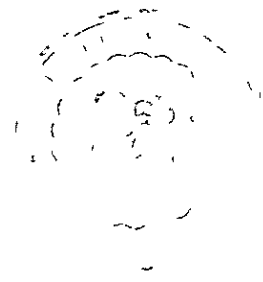
28 3 In the event of any difference of opinion as to the interpretation of these Rules, the matter shall be referred by the Committee to a barrister of the High Court of New Zealand and his decision shall be final

28 4 All Members shall be deemed to have notice of and be bound by these Rules



28.5 All matters relating to the Association not specifically dealt with in these Rules shall be decided by the Committee

Adopted and Signed the 9th day of July 1995



INCORPORATED SOCIETIES ACT, 1908

2

Declaration by a Member of Society, or a Solicitor, that the signed or sealed Rules are the Rules of the Society

I, (1) RUPERT WILLIAM RICHARD VANSTONE, (2) Blenheim

(3) Retired
as follows

do solemnly and sincerely declare

1 That I am a (4) member of Port Underwood Association

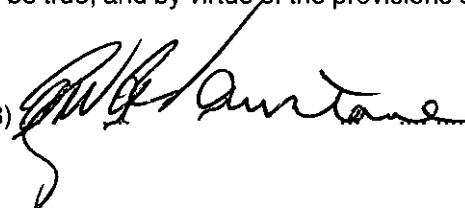
2 That a majority of the members of (5) Port Underwood Association

has consented to the application for incorporation of the said society, and that such consent has been obtained by (6) a unanimous resolution of members passed at the Annual General Meeting of the Association on 16 April 1995

3 That the rules accompanying that application as set out in the document marked "A" hereto annexed (7) and signed or sealed by the subscriber and the Rules of the Society

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

Signed (8)



Declared at Blenheim, this

18th

day of July

1995

before me



(9) A Justice of the Peace, Post Master, Solicitor, Notary Public or other person authorised to take a Statutory Declaration

NOTES (1) Full name of the person making the declaration

(2) Place of abode e.g. Wellington or Dunedin

(3) Occupation e.g. Diver or Cleaner or Clerk

(4) State whether you are a member of the society or its solicitor

(5) The full name of the society

(6) State the way in which consent has been obtained

(7) The document attached must have written upon it a capital A plus the following

"This is the document marked "A" referred to in the annexed declaration of (1)

made at Blenheim this 18th day of JULY 1995 before me "

This will be completed and signed by the person taking the statutory declaration (refer to note 8 below)

(8) To be signed by the person making the declaration

(9) The JP etc must sign here and complete the exhibit note referred to in note (7) above