



Certificate - Alteration of rules

Section 21 Incorporated Societies Act 1908

1. Name of society

PENZANCE / TUNA BAY PROPERTY OWNERS ASSOCIATION
INCORPORATED

2. Society number

839262

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

Name

LESLIE DAVIES

Position

SECRETARY

Signature

11 / 11 / 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 —

- 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.

BUSINESS & REGISTRIES
BRANCH, AUCKLAND.

23 NOV 2016

RECEIVED

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

PC# 3
23 NOV 2016

4. Your contact details

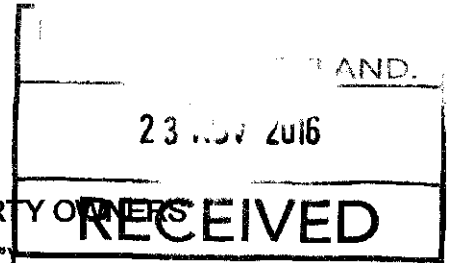
Name and postal address

LESLIE DAVIES
16 WORLDS END ROAD
ROS RAU VALLEY 7195

Telephone

Email (optional)

**THE RULES OF THE PENZANCE/TUNA BAY PROPERTY OWNERS
ASSOCIATION INCORPORATED**



1. NAME

- 1.1 The name of the Society is PENZANCE/TUNA BAY PROPERTY OWNERS ASSOCIATION INCORPORATED (herein called "the Society").

2. OBJECTS

- 2.1 The objects of the Society are to promote and protect the area of Penzance and Tuna Bays and the land adjoining it for the betterment of the Society's members and the general public for:

1. The advancement of community and public benefits by:
 - i. Assisting in the provision of recreational facilities;
 - ii. Maintaining and/or upgrading the water supply;
 - iii. Determining any rationing or restriction of the water supply when required.
2. The ancillary purpose of:
 - i. Arranging sporting, recreational or social activities.

- 2.2 The Society will endeavour to provide, maintain and manage a potable water supply to the boundaries of member's properties, however, neither the Society nor its Committee, nor any of its members shall be liable in the event the Society for any reason whatsoever is unable to fulfil those endeavours.

3. MEMBERSHIP

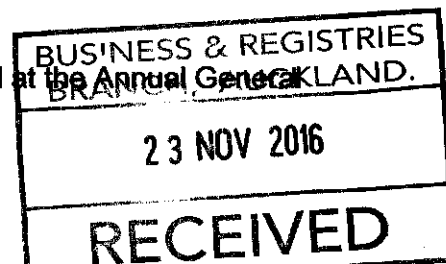
- 3.1 Membership of the Society shall be open to all persons who are owners of property at Penzance Bay or Tuna Bay, Marlborough.
- 3.2 New members shall be admitted at the first meeting of the Committee following receipt of a completed membership application form and annual subscription fee.

4. TERMINATION OF MEMBERSHIP

- 4.1 The Committee may decide to end the membership of any member:
- a. if any payment due by the member to the Society is at least 60 days overdue;
or
 - b. if they cease to own property in the Penzance/Tuna Bay area.

- 11.5 Committee members will be expected to attend at least 50% of Committee Meetings.
- 11.6 Nominations for membership of the Committee (whether for new or returning members) shall be proposed and seconded in writing by two financial members and signed by the nominee. Nominations shall be received by the Secretary seven days before the Annual General Meeting. Further nominations can be taken at the meeting.

- 11.7 Any honoraria will be set annually and the amounts decided at the Annual General Meeting.



12. MANAGEMENT

- 12.1 The Committee shall be responsible for carrying out the Society's objects and for the management of the Society's affairs in accordance with policy decided upon or directions given by the Society in General Meeting. Without limiting the generality of these functions they shall extend to matters of financing the Society's activities, proposals for future development and the management of the water supply.

13. COMMITTEE MEETINGS

- 13.1 Meetings of the Committee shall be called by the Secretary when so directed by the Chairperson. The Secretary shall call a special meeting of the Committee when so requested by any three members of the Committee and notice of such meeting shall state the purpose of the meeting. No business other than that stated in the notice shall be transacted at such special meeting.
- 13.2 Fourteen days' notice shall be given of Committee meetings unless shorter notice of any particular meeting is agreed to by all Committee members.
- 13.3 Notice of Committee meetings shall be given in writing or by telephone to each Committee member.
- 13.4 A Committee member may appoint a proxy in writing to vote on behalf of the Committee member at a Committee meeting.
- 13.5 At any Committee meeting six Committee members personally present shall constitute a quorum. If no quorum is present within thirty minutes of the stated time of the meeting, the meeting shall stand adjourned and be reconvened seven days later at the same place and time when those present shall be considered a quorum.
- 13.6 The Chairperson shall preside at Committee Meetings. In the Chairperson's absence the Deputy Chairperson shall preside, and if he or she also be absent the meeting shall appoint a Chairperson.

13.7 Each Committee member shall have one vote. Except as under Rule 22.1 (where there is a change of rules involved and a 70% criteria applies), all matters shall be decided by a simple majority and in the case of a tie the Chairperson shall have a second or casting vote.

14. NOTICE OF GENERAL MEETINGS

14.1 One calendar month's notice shall be given of all General Meetings of members whether annual or otherwise. Such notice may be given in writing posted to each member at his or her last known home address.

15. ANNUAL GENERAL MEETING

15.1 The Annual General Meeting of members of the Society shall be held at or close to Labour Weekend in each year at a time and place to be fixed by the Committee, for the following purposes:

- a. to receive from the Committee a report, balance sheet and statement of accounts for the financial year ending upon the preceding 30th day of September;
- b. to elect members of the Committee in terms of Rule 11 hereof;
- c. to appoint an Honorary Auditor if required;
- d. to decide on any resolution of which seven days written notice has been given or which may in the opinion of the Chairperson properly be considered;
- e. to fix the subscriptions and levies for the ensuing year;
- f. to discuss general business.

16. SPECIAL GENERAL MEETING

16.1 The Committee may for any special purpose call a Special General Meeting of members of the Society and must do so upon the requisition in writing of any ten members stating the purposes for which the meeting is required. Such purposes must be stated in the Notice of Meeting to members.

16.2 In lieu of calling a Special General Meeting, the Committee may give all members two months written notice including a full description of the issues to be considered, and act on behalf of the Society in reasonable accordance with responses from members sought and received within the notice period. The Committee may not exercise this option if 20% or more members object in writing, in which case a Special General Meeting shall be called.

- 4.2 The Committee may by special resolution decide to terminate the member's membership if the default cannot be remedied or, is not remedied within the time allowed by the Committee.
- 4.3 Any member may resign his/her membership by giving the Secretary not less than one calendar month's notice in writing to that effect and paying his/her fees, subscriptions and levies theretofore due.
- 4.4 A person who ceases to be a member for any reason:
 - a. will still be liable to the Society for payment of all moneys which are due for payment before his or her membership ends; and
 - b. must immediately return to the Secretary all the Society's property which is in the person's possession or control.

5. DEATH OF A MEMBER

- 5.1 The death of a member does not release his or her representatives from any antecedent liability to the Society.

6. SUBSCRIPTIONS

- 6.1 The annual subscription to be paid for membership shall be fixed at the Annual General Meeting each year.

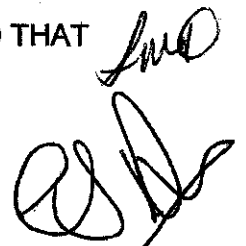
7. LEVIES

- 7.1 In addition to the annual subscription, there may be the following charges made on behalf of the Society:
 - a. an annual water levy set by the Committee for any entity taking the benefit of any water supply maintained by the Society; and
 - b. any other special levy which the Committee may determine necessary or expedient for capital works or to otherwise further the interests of the Society

PROVIDED THAT any such special levy must be approved by resolution at a General Meeting.

8. NO PECUNIARY GAIN FOR MEMBERS

- 8.1 The income and property of the Society shall be applied solely towards the promotion of the objects of the Society as listed in these Rules and no portion thereof shall be paid or transferred directly or indirectly to members of the Society PROVIDED THAT

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payment may be made in good faith to remunerate any officer or servant of the Society in return for services rendered to the Society.

9. CONTROL AND USE OF FUNDS

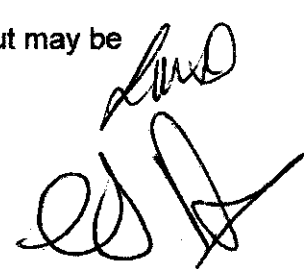
- 9.1 All monies received by or on behalf of the Society shall be deposited forthwith in the Society's bank account. All cheque or withdrawal slips drawn on or used in respect of the account shall be signed or endorsed by two designated members of the Committee.
- 9.2 The Committee may exercise all the powers of the Society as it thinks fit to borrow money, to mortgage or charge its property and assets and to issue debentures, debenture stock and other securities imposing a liability or obligation upon the Society.
- 9.3 The Society may invest its funds as it thinks fit.
- 9.4 The Treasurer will keep true and fair accounts of all money received and expended to be reviewed by an independent person at the end of each financial year

10. WINDING UP

- 10.1 By a vote of the majority of the Members present at a Special General Meeting called for the purpose, notice of which has been given to all Members in writing the Society shall be wound up. If upon the winding up or dissolution of the Society there remains after the satisfaction of all its debts and liabilities, any property whatsoever the same shall not be paid to or distributed among the Members of the Society but shall be given or transferred to another organisation for a charitable purpose or purposes as defined in section 5(1) of the Charities Act 2005.

11. OFFICERS AND COMMITTEE

- 11.1 At the Annual General Meeting in each year a Committee shall be appointed as Officers of the Society.
- 11.2 The Committee shall comprise: Chairperson, Deputy Chairperson, the Secretary and Treasurer (which offices may be held by the same person) and not less than six nor more than ten other members.
- 11.3 The committee shall hold office until the next Annual General Meeting and they shall all be eligible for re-appointment.
- 11.4 The Chairperson shall not hold office longer than four consecutive years, but may be elected to the Committee.

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17. ORDINARY GENERAL MEETING

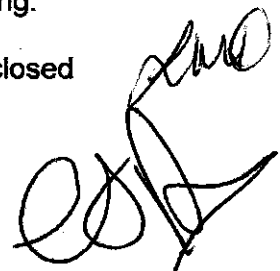
- 17.1 Ordinary General Meetings shall be held at such times and places as the Committee shall direct for the purposes of transacting the business of the Society and deciding upon resolutions of which fourteen days notice has been given or which the Chairperson decides may properly be considered.

18. PROCEDURE AT GENERAL MEETINGS

- 18.1 Voting shall be either by ballot or show of hands as decided by the meeting.
- 18.2 The Chairperson shall preside at General Meetings. In the Chairperson's absence, the Deputy Chairperson shall preside, or if he or she also be absent, the meeting shall appoint one of its number to preside.
- 18.3 Ten members personally present shall constitute a quorum. In all other respects the provisions of Rule 13.5 herein as to Committee meetings shall apply.
- 18.4 The inadvertent omission of any procedural requirement for any General Meeting will not invalidate the proceedings at that meeting.

19. VOTING AT ALL GENERAL, ANNUAL GENERAL AND SPECIAL GENERAL MEETINGS

- 19.1. Each member shall have one vote except that only one vote will be allowed for each financial membership. Except as under Rule 22.1, all matters shall be decided by a simple majority and in the case of a tie the Chairperson shall have a second or casting vote.
- 19.2. No person may vote at a meeting of members or enjoy any of the other rights or privileges of membership unless all due subscriptions and levies have been paid.
- 19.3. In the case of any levy pertaining to the water supply agreement maintained by The Society, voting is restricted to financial signatories of the water supply agreement.
- 19.4. Voting by Proxy**
- a. Any eligible voting Member of the Society who is unable to attend an Annual General Meeting or Special General Meeting may exercise their right to vote by proxy. Each proxy must be appointed by notice in writing signed by the Member making the appointment.
 - b. Such notice shall specify the meeting for which the proxy is appointed and how the non- attending Member wishes their proxy to vote based on the specific business disclosed on the Agenda Paper for such meeting.
 - c. No vote may be exercised by the proxy on any previously undisclosed matter.



- d. Proxy holders must be eligible voting Members of the Society.
- e. No proxy shall be valid unless a copy of the notice of appointment is registered with the Secretary at a duly designated date prior to the commencement of the meeting for which the proxy is appointed.

20. INSPECTION OF BOOKS

- 20.1 The books of the Society may be inspected at the Annual General Meeting. No minutes of the Society or of the Committee shall be inspected until confirmed as correct.

21. THE SEAL

- 21.1 The Committee shall provide for the safe custody of the Seal which shall only be used by authority of the Committee. Every document to which the Seal is affixed shall be signed by two members of the Committee.

22. ALTERATION OF RULES

- 22.1 Changes to these Rules must receive a majority vote not less than 70% in favour at a General Meeting of which due notice has been given.
- 22.2 A notice of Rule change must describe the purpose of the proposed change.
- 22.3 No change shall materially alter the general objects for which the Society is formed.
- 22.4 Duplicate copies of every such change to the rules amendment shall be delivered forthwith to the Registrar in accordance with the requirements of the Incorporated Societies Act 1908.

23. POWERS OF THE SOCIETY

- 23.1 The powers of the society are:
 - a. Invest and deal with any money of the Society not immediately required as may from time to time be determined by the Committee;
 - b. Borrow or raise or secure the payment of money as necessary to meet the Society's commitments;
 - c. Charge for the use of any property, facilities or amenities owned or provided by the Society;

Rules ratified at the Annual General Meeting of the Society, 26 October 2002

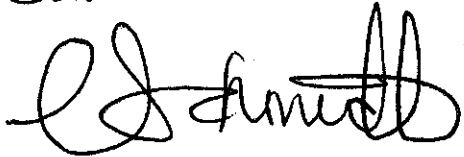
Rules ratified at the Annual General Meeting of the society October 2014 (rule 20.3 added)

Rules ratified at the Annual General Meeting of the Society October 2016

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David Wade
Committee Member



Leanne Schmidt
Member



LESLEY DAVIES

Secretary

Penzance Tuna Boys Property Owners Association