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COMPANIES OFFICE
SOCIETIES AND TRUSTS ONLINE

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Form IS2
Version | April 2014

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Certificate - Alteration of rules

Section 21 Incorporated Societies Act 1908

1. Name of society

Mangawhai Domain Society (Incorporated)

2. Society number

223429

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

Name

Clive Davey

Position

Chairman

Signature *Clive Davey* 24 / 06 / 2018

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.

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

4. Your contact details

Name and postal address

Mangawhai Domain Soc (Inc)
PO Box 118
Mangawhai 0540



COMPANIES OFFICE
25 JUN 2018
RECEIVED

NPC# 08
26 JUN 2018

COMPANIES OFFICE
25 JUN 2018
RECEIVED

UNDER THE INCORPORATED SOCIETIES ACT 1908
RULES OF THE MANGAWHAI DOMAIN SOCIETY (INCORPORATED)

THE SOCIETY

1.0 Name

1.1 The name of the Society shall be The Mangawhai Domain Society (Incorporated) ("the Society").

2.0 Registered Office

2.1 The registered office of the Society shall be at 73 Moir Street, Mangawhai.

3.0 Purposes

3.1 The purposes of the Society are:

- (a) To provide a park or recreation reserve and grounds for the use of the residents of Mangawhai and adjoining Districts for public games, picnics, sports meetings and other forms of outdoor and indoor recreational entertaining or social gatherings.
- (b) To let such park, recreation reserve or grounds or any part thereof, to anybody private or corporate, for such private games, picnics, sports meetings or other forms of outdoor and indoor recreational entertaining or social gatherings or other purposes as the Society shall approve, for such times and upon such terms and conditions as the Society shall from time to time think fit.
- (c) To purchase or otherwise acquire or lease such real and personal property as may be considered advisable for the aforesaid purposes or otherwise for the benefit of the Society as it may from time to time determine.
- (d) To fund raise money for the purposes of the Society. Not to raise a mortgage or guarantee or similar against the Society's land and buildings.
- (e) To erect any buildings on or improve plant lay out or embellish any land of the Society as may be considered advisable, for the aforesaid purposes or otherwise for the benefit of the Society as it may in a Special general meeting from time to time determine.

3.2 Pecuniary gain is not a purpose of the Society.



Committee Signatories

Chairman — *Clive Davey* Clive Davey
Committee Member — *Debra Hudson* Debra Hudson
Treasurer — *Carol Parkes* Carol Parkes

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3.2 **Pecuniary gain is not a purpose of the Society.**

MANAGEMENT OF THE SOCIETY

4.0 Managing Committee

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

- (a) Chairperson;
- (b) Vice Chairperson;
- (c) Secretary;
- (d) Treasurer
- (e) Such other Members as the Society shall decide provided there are no more than 6 other Committee members, in addition to the Officers.

4.2 **Only Members of the Society may be Committee Members.**

5.0 Nomination of Committee Members

5.1 The Committee of not more than ten members shall be elected at the Annual General Meeting.

5.2 **Nominations for committee members are to be in writing to the Secretary not less than seven clear days before the Annual General Meeting.**

5.3 **Appointment of officers for the committee shall be decided at the first regular committee meeting after the Annual General Meeting.**

5.4 Vacancies throughout the year can be filled by the Committee or at a Special General Meeting for the unexpired term of office.

6.0 Appointment of Officers of the Committee

6.1 **At the first regular committee, following the Annual General Meeting, the committee members may decide by majority vote (35.1 (e))**

- (a) **Who shall be Chairperson, Vice Chairperson, Secretary, and Treasurer,**
- (b) **Whether a Committee Member may hold more than one position as an officer:**
- (c) **How long each person will be Committee Member ("the Term").**
- (d) **The committee must appoint a Reviewer to perform the annual review of the Society's accounts. The Reviewer may or may not be a member of the Committee.**

7.0 Cessation of Committee Membership

7.1 Person ceases to be a Committee Member when:

- (a) They resign by giving written notice to the Committee.

- (b) They are removed by a vote of not less than two-thirds of the committee members, calling upon any officer or other member of Committee to resign from the Committee by reason of, any breach or neglect of duty;
- (c) Their term expires,
- (d) They are absent for three consecutive meetings of the Committee without consent.
- (e) The death of the committee member;
- (f) The election of committee members at the next Annual General Meeting (when a committee member shall be eligible for re-election)

8.0 Role of the Committee

8.1 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 the money or other assets to do that;
- (c) Manage the Societies financial affairs, including approving the annual financial statements for presentation to the members at the Annual General Meeting;
- (d) Set accounting policies in line with generally accepted accounting practice;
- (e) Delegate responsibilities 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 ceases 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.

8.2 The administration of the Society and its powers and duties shall be vested in the Committee, subject to any powers, authorities and discretions reserved in these Rules to the Society in meeting.

8.3 The powers, authorities and discretions as exercised by the Committee are subject always to any limits, which may from time to time be imposed by the Society at a Society meeting.

9.0 Roles of Committee Members

9.1 The Chairperson is responsible for:

- (a) Ensuring that the Rules are followed;
- (b) Establishing whether or not a quorum is present;
- (c) Chairing meetings and 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;
- (f) Act in furtherance of the Purposes as set out in Rule 3 as agreed by a majority of the Committee

9.2 The Treasurer is responsible for:

- (a) The Treasurer shall receive all moneys and shall keep the accounts and disburse moneys for and on behalf of the Society, but shall not pay any account without the authority of the Committee;
- (b) **Shall make all payments by internet banking or cheque, such cheques to be signed by two authorised signatories appointed by the Committee for that purpose;**
- (c) Shall invest the funds of the Society or such part thereof as the Committee may direct in the name of the Society and in accordance with the directions of the Committee and shall from time to time realise or dispose of such investments in accordance with such directions;
- (d) **Shall prepare the annual statement of income and expenditure, fixed assets and statement of financial position of the Society to the 31st day of March in each year, for the examination of the Reviewer and shall prepare a proper balance sheet showing the balance remaining in hand at the termination of the year;**
- (e) **Shall file returns and update the membership list with the Charities Commission;**
- (f) **Act in furtherance of the purposes as set out in Rule 3 as agreed by a majority of the Committee.**

9.3 The Secretary is Responsible for:

- (a) In addition to any other duties specified in these rules the Secretary shall;
- (b) Conduct the correspondence of the Society and shall have the custody of all documents belonging to it;
- (c) Issue all notices for all meetings;
- (d) Convene meetings in accordance with these Rules;
- (e) Give all written notices required to be given by these Rules or as directed from time to time by the Society or Committee;
- (f) Keep minutes at all Committee and Society Meetings and enter into the minute book:
 - (i) The time, date and venue of such meeting and
 - (ii) Names of attendees and apologies
 - (iii) All business considered and resolutions passed at such meeting;
- (g) Act in furtherance of the Purposes as set out in Rule 3 as agreed by a majority of the Committee;
- (h) Hold in safe custody the common seal of the Society.

10.0 Committee Meetings

10.1 The Committee shall meet at least once in every six months and at such other times as maybe necessary for the transaction of business;

10.2 **Committee meetings may be held via video link or telephone or other formats as the Committee may decide;**

10.3 No Committee meeting may be held unless a quorum of at least five Committee Members attend;

- 10.4 **The Chairperson shall chair committee meetings, or if the Chairpersons is absent, the Vice-Chairperson shall chair the meeting, or if the Vice Chairperson is absent then the Committee shall elect a Committee member to chair that meeting;**
- 10.5 **Decisions of the Committee shall be by majority vote (35.1 (e));**
- 10.6 The Chairperson or person acting as such has a deciding vote, that is, a second vote;
- 10.7 **Only Committee members present at a Committee meeting including via telephone or video link may vote at that Committee meeting;**
- 10.8 Subject to these Rules, the Committee may regulate its own practices;
- 10.9 The Chairperson or nominee may adjourn the meeting if necessary;
- 10.10 **Adjourned meetings: If within half an hour after the time appointed for a meeting a Quorum of at least five committee members 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 Chairperson of the Society, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The Chairperson 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.**

SOCIETY MEMBERSHIP

11.0 Types of Memberships

- 11.1 **Membership may comprise different classes of membership as decided by the Society.**
- 11.2 Members have the rights and responsibilities set out in these Rules.

12.0 Admission of Members

- 12.1 **All persons residing in Mangawhai and adjoining Districts (refer Definitions 35.1 (f)) are eligible to become a Member of the Society.**
- 12.2 **Nominations of new members shall be made in writing to the Secretary. Such nominations shall be considered at the first regular meeting of the Committee.**
- 12.3 Intending members shall be proposed by one member and seconded by another.
- 12.4 Members have the rights and responsibilities set out in these Rules.

- 12.5 **The Committee shall have complete discretion when it decides whether or not to allow the applicant to become a member, or renew membership. The Committee shall advise the applicant of its decision, and that decision shall be final.**
- 12.6 **Payment of membership fees do not constitute acceptance of membership.**
- 13.0 **The Register of Members**
- 13.1 **The Secretary shall keep a register of Members ("the Register"), which shall contain the names, the postal, residential and email address and telephone numbers of all Members, and the dates at which they became Members.**
- 13.2 **If a Member's contact details change, that Member shall give the new postal, residential or email address or telephone number to the Secretary;**
- 13.3 **Each Member shall provide such other details as the Committee requires.**
14. **Cessation of Membership**
- 14.1 **Any Member may resign by giving written notice to the Secretary.**
- 14.2 **Membership may be terminated by the Member not renewing the annual membership and paying the annual subscription.**
- 15.0 **Obligations of Members**
- 15.1 **All members (and Committee Members) shall promote the purposes of the Society and shall do nothing to bring the Society into disrepute.**
- 16.0 **Subscriptions**
- 16.1 **The annual subscription may be set at each Annual General Meeting of the Society. The annual subscription shall be payable by the 31st of May each year.**
- 16.2 **An annual subscription may be refunded in whole or in part at the discretion of the Committee.**

MONEY AND OTHER ASSETS OF THE SOCIETY

- 17.0 **Use of Money and Other Assets**
- 17.1 **The Society may only Use Money and Other Assets if:**
- (a) **It is for a Purpose of the Society;**
 - (b) **It is not for the sole personal or individual benefit of any Member; and**
 - (c) **That Use has been approved by either the Committee or by a vote of not less than two-thirds of members present at a Society meeting.**

17.2 No portion of the money or other assets shall be paid or transferred directly or indirectly by way of dividend or otherwise, to members of the Society except for services rendered by members with the authority of the Committee in connection with the promotion of the Societies Purposes.

18.0 Additional Powers

18.1 The Society may:

- (a) Employ people for the purposes of the Society;
- (b) Exercise any power a trustee might exercise;
- (c) Invest in any investments that a trustee may invest in;
- (d) Appoint a subcommittee as required.

19.0 Financial Year

19.1 The financial year of the Society shall commence on the first day of April and end on the thirty first day of March in each year.

20.0 Banking Account

20.1 The Societies banking account shall be operated by the Treasurer and two members of the Committee to be appointed by the Committee.

20.2 All money shall be paid to the credit of the ASB bank or such other Bank as the Committee may from time to time appoint.

20.3 All payments drawn shall be endorsed by two authorised members of the Committee.

CONDUCT OF MEETINGS

21.0 Annual General Meetings

21.1 An Annual General Meeting of the Society at which nine Society members shall form a quorum shall be held during the month of June in each year or as soon as practicable thereafter and shall be notified by advertisement in any local publication at least fourteen clear days prior to such meeting.

21.2 The business of each Annual General Meeting shall be:

- (a) To confirm the minutes of the previous Annual General Meeting and of any Special General Meeting held since that Annual General Meeting;
- (b) To receive and consider the annual financial statement and the report of the Reviewer;
- (c) The election of members of the Committee pursuant to Rule 5.1 and 5.2;
- (d) Any other business set out in the notice of meeting;

- (e) **Motions to be raised at the meeting must be with the Secretary no later than seven clear days before the meeting;**
- (f) **Only items on the agenda will be discussed at the meeting.**

21.3 Such meetings may be adjourned from time to time. Should the meeting lapse for want of a quorum the meeting may be held not less than seven days from the date of the lapsed meeting. At such adjourned meeting six members shall constitute a quorum.

22.0 Special General Meeting

22.1 Special General Meetings may be called by the Committee. The Committee must call a Special General Meeting if the Secretary receives a written request by at least nine Members.

22.2 The Secretary shall:

- (a) Give all Members at least 14 days written Notice of the business to be conducted at a Special General Meeting:
- (b) 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.

22.3 No Special General Meeting of the Society may be held unless at least nine Society members are present to form a quorum.

22.4 No business shall be transacted at any Special General Meeting except such as shall be specified in the written notice convening the meeting.

23.0 Mode of Voting at a Society Meeting

23.1 Voting at all meetings of the Society shall be by a show of hands.

23.2 Each member shall have only one vote other than Chairperson who shall have a deliberative as well as a deciding vote.

23.3 **Motions shall be accepted with a vote of not less than two-thirds of the Members present.**

CONDUCT OF MEMBERS

24.0 Conduct of Members

24.1 On receiving a complaint in writing from at least six members of the Society, that conduct of any member is contrary to the rules or inconsistent with the character or interests of the Society. The Committee shall have the power to deal with the matter as it shall think fit. Any member if expelled from the Society shall forfeit all rights or claim upon the property of the Society.

COMMON SEAL AND DOCUMENTS

25.0 Custody and Use of Seal

25.1 The Common Seal of the Society shall consist of the words "The Mangawhai Domain Society (Incorporated)". The seal shall remain in the custody of the Secretary and shall be used only as a majority of the Committee may from time to time direct and its affixing, shall always be jointly attested by the Secretary and two members of the Committee.

26.0 Documents

26.1 All documents requiring execution on behalf of the Society must be signed by either:

- (a) The Chairperson, or
- (b) Under the common seal of the Society;

in each case in accordance with a resolution of the Committee.

26.2 The Committee shall obtain, and provide for the safe custody of a common seal for the Society as described in Rule 25.1.

26.3 Any document to which the common seal is affixed shall be signed by two Members of the Committee.

BYLAWS

27.0 Bylaws to Govern Society

27.1 The Committee may make, alter or rescind by-laws from time to time so long as they are not repugnant to these rules of The Incorporated Societies Act 1908 or The Charities Act 2005 and their amendments.

DISSOLUTION

28.0 Dissolution

28.1 The Society is dissolved if:

- (a) A seventy five percent majority of the members present at a Special General Meeting convened for the purpose may resolve that the Society be wound up.
- (b) Such resolution shall be confirmed as provided by Section 24 of the Incorporated Societies Act 1908.

28.2 If the Society is dissolved:

- (a) Any recreation or grounds if in possession at the time of dissolution shall be transferred by the Society to the Local Authority within whose jurisdiction such recreation or grounds is situated for use as a public reserve.
- (b) The Society's debts, costs and liabilities shall be paid;
- (c) No distribution may be made to any Member;
- (d) In all other respects the method of disposal of the funds of the Society after dissolution shall be as directed by a Special General Meeting at which the resolution to dissolve, is made to some charitable object or objects of or pertaining to the general welfare and benefit of the Mangawhai and adjoining Districts.

ALTERING AND INTERPRETATION OF THE RULES

29.0 Alteration of the Rules

29.1 The rules of the Society may be altered, added to, or rescinded **only at a Special General Meeting called for that purpose.**

29.2 No rule is valid until accepted by the Registrars of Incorporated Societies, and Charities services.

30.0 Interpretation of Rules

30.1 In the event of any question or difficulty arising out of the interpretation of any of these rules the decision of the Committee shall be final unless over-ruled by a **Special General Meeting within 30 days of the decision.**

MISCELLANEOUS MATTERS

31.0 Matters not covered in Rules

31.1 **Matters not covered in these Rules shall be decided upon by the Committee.**

32.0 Life Members

32.1 Life Members may from time to time be appointed at the discretion of the Committee and announced at the **next Annual General Meeting.**

33.0 Conflict Of Interest Declaration

- 33.1** Committee members must be vigilant to ensure that they stand aside when a conflict arises between their role as a Committee member and any private or other external interest (as defined in Rule 35.1(c)) they may have.
- 33.2** Committee members when attending Committee meetings, Society meetings or involved with the Societies business in any way where there may be a conflict of interest, either directly or indirectly, must make it known to the Committee.
- 33.3** The following are examples but not limited to actions or activities which may create an actual conflict of interest or give an appearance of a conflict:
- (a)** Not divulging to the Committee that the committee member or a friend or family member, has a financial interest in the matter that is before the Committee.
 - (b)** Accepting in any form whatsoever, any remuneration, compensation or gift from current or potential parties who are in a business relationship, or who are seeking a business relationship with the Society.
 - (c)** Failing to comply with Rule 3.2 which relates to pecuniary gain.
- 33.4** A user with a vested interest whom would attain benefit either directly or indirectly for themselves or their group through influencing the Committee.

34.0 Indemnity and Liability

- 34.1** The Society shall indemnify each committee member for any liability incurred in respect of the affairs of the Society, other than a liability arising out of the wilful breach of the Rules by the committee member and no committee member shall be responsible for any loss that may result from the acts or omissions of such person as a committee member, except in the case of wilful breach of the Rules by the committee member.

DEFINITIONS

35.0 DEFINITIONS

35.1 In these Rules:

- (a)** "Bank" means a registered bank as defined under the Reserve Bank of New Zealand Act 1989
- (b)** "Conflict of Interest" means, a situation directly or indirectly, that has a potential to undermine the impartiality of a person because of a clash between the person's self-interest or that of a group affiliation and the interest of the Society
- (c)** "Interest": a person has an interest in a matter if they:
 - May derive a financial or non-financial benefit or
 - Is the spouse, civil partner, de facto partner, child, relative or parent of a person who may derive a financial or non-financial benefit from the matter or
 - May have a financial or non-financial interest in a person to whom the matter relates or
 - Is a partner, director, officer, board member or trustee of a person who may have a financial or non-financial interest in a person to whom the matter relates
- (d)** It is assumed that where a singular is used , plural forms of the noun are also inferred

- (e) "Majority vote" relates only to committee meetings and means a vote made by more than half of the committee members who are present at a meeting, who are entitled to vote and voting at that meeting upon a resolution put to that meeting
- (f) "Mangawai and adjoining Districts" means residents and ratepayers within the Mangawai Beach School catchment area as at 31 March 2018.
- (g) "Money or other Assets", means any real or personal property or any interest therein, owned or controlled to any extent by the Society
- (h) "Officers of the Society" means the Chairperson, Vice Chairperson, Treasurer, and Secretary
- (i) "Society Meeting" means any Annual General Meeting, or any Special General Meeting, but not a Committee Meeting
- (j) "Written Notice" means communication by post, electronic means (including e-mail, and website posting) or advertisement in periodicals, or a combination of these methods

END