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Form IS2

Certificate - Alteration of rules

Section 21 Incorporated Societies Act 1908

Society name

Omokoroa Residents and Ratepayers Association Incorporated

Society number or NZBN

50039162

1. Does this rule change include a change to the society name?

☑ No ☐ Yes

If yes, what is the proposed society name?

The society's name must end with the word 'Incorporated'. The proposed name cannot be identical or deceptively similar to that of another body corporate (such as a company or another incorporated society). If the other organisation gives its consent to use the name, attach their written consent to this certificate as a supporting document.

☐ We have checked that the proposed new name of the society is available.
Note *— You can check that the name you've chosen is available to use by using the search options provided by the following Companies Office websites.*

- Search the Incorporated Societies Register
- Search the Companies Register
- Search our other registers

Read our online help guide on choosing a name for your society for links to these search options.

2. Attach a copy of the rule alteration

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. See page 2 of this form for a checklist of what must be included in your rules.

☑ A copy of the rule alteration(s) is attached and has been signed by 3 members of the society.

Society name

Omokoroa Residents and Ratepayers Association Incorporated

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Checklist — 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.*

3. Certificate

This certificate must be completed by an officer of, or an authorised agent for, the society who should also sign the first page of the alteration of rules you're submitting.

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

Signature .... **Date** 6 July 2021

Name

Bruce McCabe

Designation ☑ Officer **or** ☐ Authorised agent (Accountant/Lawyer etc)

Your contact details

Name: Bruce McCabe

Email address: omokoroaresidents@gmail.com

Telephone number: 0276541239

Postal address:

101B Kayelene Place,
Omokoroa
3114

OMOKOROA RESIDENTS and RATEPAYERS ASSOCIATION INCORPORATED - CONSTITUTION RULES

1. NAME

The name of the Association is the **OMOKOROA RESIDENTS and RATEPAYERS ASSOCIATION INCORPORATED**. This Association shall encompass the Omokoroa and Plummers Point Peninsulas through to the main highway (the Omokoroa Area).

2. AIMS and OBJECTIVES

2.1. Aims

a) To promote and protect the interests, aspirations, welfare and wellbeing of the Residents and Ratepayers in the Omokoroa Area.
b) To provide community input into the development of and the provision of services in the Omokoroa Area.
c) To advocate on the local and regional issues of concern to the Omokoroa Area community.
d) To foster and maintain a positive and constructive relationship with the relevant local Council Authorities, Politicians, Government Departments and other service providers.
e) To develop and participate in a local coalition of Residents and Ratepayers Associations to provide more effective representation on common issues within the Bay of Plenty region.

2.2. Objectives

To monitor, identify and advocate on behalf of the residents and ratepayers in the Omokoroa Area on issues of relevance relating to the following:

a) The development and growth of the Omokoroa Area both on land and in water of the Tauranga Harbour.
b) The level of rates, and policy and expenditure decisions of the local District and Regional Councils.
c) The Climate Change policies and/or responses of the local District and Regional Councils.
d) The environmental and recreational policies and developments within the waters of the Tauranga Harbour from the Omokoroa Peninsula through to the Mount Maunganui entrance to the Harbour.
e) The provision of services including, but not limited to, roading, sewerage, potable water supply, electricity, rubbish collection, library, public transport, footpath, cycle-ways, recreational facilities and rating issues generally.

f) Council representation and communication.
g) The plans and actions of Transport New Zealand for improving the safety and efficiency of SH2 between Tauranga and Omokoroa, and in particular the intersection of SH2 and Omokoroa Road.

3. MEMBERSHIP

a) Any person wishing to become a member of the Association shall make an application on the standard application form approved by the Association.
b) Any business or company applying for membership shall advise the Association of the name of the person authorised to represent and vote on their behalf.
c) A full membership shall be available to any person 18 years in age or older, or partnership, or trust, or company being a resident or ratepayer within the Omokoroa Area.
d) An Associate Membership is available to any person 18 years in age or older, or partnership, or trust, or company that is neither a resident nor ratepayer of the Omokoroa Area but has an interest in the area and/or its Harbour, on the condition that that person will be deemed to have no voting rights.
e) All Members and Associate Members shall pay an annual subscription to the Treasurer.
f) The Association will keep a register of all current members that will include: Name, Date of Membership, address, phone number, email address, membership category.
g) The membership year commences on the 1st of April.
h) Termination of a membership shall occur under the following circumstances:
   - If a member offers their resignation by notice in writing delivered personally or emailed to the Secretary and on such delivery he or she shall cease to be a member of the Association.
   - If a member fails to pay the subscription required for the new membership year within two months of the date that the request for payment of the annual subscription for the new membership year was emailed or posted to the member concerned.

4. ANNUAL SUBSCRIPTION

a) An Annual Subscription Schedule shall be determined by the Management Committee upon startup of the Association and by vote at the Annual General Meeting for subsequent years.
b) An annual subscription will be set for:
   - Individual membership,
   - Household membership,
   - Associate membership, and
   - Business membership
c) All communications between the management Committee and members shall be by email.

5. MANAGEMENT COMMITTEE AND OFFICERS OF THE ASSOCIATION

5.1. Management Committee

a) The affairs of the Association shall be managed by the Management Committee [the Committee] comprising at least 6 and up to 10 individual members of the Association.

b) For the first year of operation of the Association, the Committee is to be appointed by the Working Group (the 15 members who signed the New Zealand Companies Office Form IS1a for incorporation of a society at the inaugural meeting).

c) For all subsequent years, the members of the Committee shall be elected at the Annual General Meeting.

5.2. Eligibility and Nominations

a) Any currently financial individual member shall be eligible for election to the Committee, other than: an Associate Member; Councilor; Council contractor; Council employee; or Community Board Member.

b) Written nominations for the Committee, in the form prescribed by the Committee, shall be lodged with the Secretary not less than 7 days prior to the date of the Annual General Meeting.

c) Every retiring member of the Committee shall be eligible for re-election and be deemed to be nominated, unless he or she has informed the Secretary in writing of their intention not to seek re-election.

d) If in any year the number of members nominated for the Committee is not more than ten, the persons so nominated shall, at the Annual General Meeting, be declared the elected members of the Committee for the ensuing year.

e) If in any year the number of members nominated for the Committee exceeds ten, the candidates to be elected to the Committee shall be determined by a ballot held at the Annual General Meeting.

f) If in any year the number of members nominated for the Committee is less than ten, those nominated shall be deemed to be elected to the Committee at the Annual General Meeting. At the meeting the Chairperson shall invite nominations for the remaining positions on the Committee and, if an election is necessary, a ballot shall be held.

g) Any vacancies on the Committee following an election under Rule 5.2 may be filled by the Committee.

5.3. Committee Vacancies

a) The committee shall retain the right to appoint a replacement to fill any vacancy that occurs following the Annual General Meeting. A person appointed to fill such vacancy shall retire at the next Annual General Meeting and be deemed to be re-nominated in terms of Rule 5.2c.

5.4. Sub-Committees

a) The Committee may appoint sub-committees from among its' members (or from among other members of the Association who are not members of the Committee) and:

- May fix a quorum;
- May delegate any of its powers to such sub-committees; and
- May make rules for regulating the proceedings of sub-committees.

b) The role of sub-committees shall be to undertake special projects to progress the objectives of the Association, e.g. special investigations, on behalf of the Committee to which it shall report.

c) A member of the Committee shall be appointed by the Committee to act as Chairperson of a sub-committee and to liaise with the Committee.

5.5. Officers

a) The Officers of the Association shall comprise:
- Chairperson,
- Deputy Chairperson
- Secretary
- Treasurer, (although the last two positions can be combined).

b) The officers shall be nominated and elected by vote by the members of the Committee at their first Committee meeting following the Annual General Meeting.

c) Secretarial duties include recording the minutes of meetings, general secretarial duties, keeping an up-to-date membership register, and informing the Chairperson of any matters of importance.

d) Treasurer's duties include:
- Operating the Association bank account
- Keeping a true record of the Association's financial affairs and to present the annual accounts to the Annual General Meeting.
- Receipt and deposit of all funds received into the Association bank account.
- To present all accounts and financial reports to the Committee meetings and undertake such other Treasurer's duties as required.

5.6. Committee Meetings

a) The Committee shall meet bi-monthly or as required to conduct the business of the Society at such times and places and in such manner (including by audio, audiovisual, or electronic communication) as it may determine and otherwise where and as convened by the Chair or Secretary.

b) At any meetings of the Committee the Chairperson, if present, shall preside. In the absence of the Chairperson from any meeting, the Deputy Chairperson shall preside. In the absence of both the Chairperson and Deputy Chairperson, the members present shall elect one of their number to chair the meeting.

c) Each member of the Committee present shall be entitled to exercise one vote. Questions arising at any meeting (including any audio, audiovisual, or electronically arranged meeting) shall be decided by a majority of votes. The Chairperson of the meeting shall have a deliberative vote and, in the event of an equality of votes, a casting vote also.

d) Five members personally present at the beginning of, and throughout the meeting shall form a quorum.

e) Any Committee member who fails to attend three consecutive meetings without a good reason shall be deemed to have resigned from the Committee.

5.7. Powers of Committee

Without prejudice to the general powers conferred by the Rules, the Committee shall have the following powers:

a) It shall be responsible for the management of the affairs of the Association including the control and investment of the Association's funds.
b) It may engage such persons as may be necessary for the conduct of the Association.
c) It may make and give receipts, releases and other discharges for moneys payable to the Association and for the claims and demands of the Association.
d) It shall make provision for the opening and operation of such bank account or accounts as may be deemed necessary for the purposes of the Association.
e) It may invest and deal with any money of the Association upon such security and in such a manner as it thinks fit, and it may from time to time vary such investments.
f) It shall keep minutes of all Committee and sub-committee meetings and of all general meetings of the members.
g) It shall ensure that the proper books of account are kept by the Treasurer who shall present a monthly financial statement of income and expenditure, together with a balance sheet to the members at the Annual General Meeting.
h) It shall exercise all of the rights, powers and duties under which these Rules are required to be performed by the Committee.

6. MEETINGS OF MEMBERS

6.1. Business

An Annual General Meeting of the Members of the Association shall be held in the month of June each year. The business of the Annual General Meeting shall be to receive and consider:

a) The report of the Committee on the affairs of the Association for the past financial year;
b) The accounts made up to the previous 31st day of March to be signed by the Association's Treasurer.
c) The election of the Committee comprising up to ten members in accordance with Rules 5.1 and 5.2.

6.2. Motions and Special Meetings

a) Residents and Ratepayers Association or Public Community Meetings will be called when considered appropriate by the Committee.
b) Special General Meetings will be called if no less than ten financial members collectively make a written request to the Secretary for such a meeting and state the special business to be considered.
c) A Special General Meeting called under Rule 6.2a or 6.2b shall have the same powers as an Annual General Meeting.
d) Notice of a Special General Meeting shall be given by public notice and/or email 14 days prior to the meeting date.
e) Notice of Residents and Ratepayers Association or other public general meetings shall be given by a notice delivered 14 days beforehand by way of email, and/or by a public notice through local media.

f) Notices of motion for an Annual General Meeting shall be made in writing and delivered to the Secretary of the Association in person or by email, for inclusion in the agenda, not less than seven days before the date of the meeting. No motion shall come before the meeting unless notice thereof has been so given. No other business shall be considered unless the same is specified in the agenda, except it to be deemed as a matter of extreme urgency by 75% of the members assembled or be expressly authorised by the Rules.

6.3. Procedure

a) Fifteen financial members shall make up a quorum at an Annual or Special General Meeting. There must be a quorum present at the start of and throughout the meeting.
b) If after a lapse of fifteen minutes from the appointed start time of an Annual General Meeting, a quorum is not present, the meeting shall stand adjourned for no longer than seven days, and reassembled those present shall represent a quorum.
c) If after a lapse of fifteen minutes from the appointed start time of a Special General Meeting, a quorum is not present, the meeting shall lapse, without prejudice to calling another Special General Meeting with the same agenda within a period of 21 days.
d) The Chairperson, and in his or her absence, the Deputy Chairperson, shall chair a General Meeting. In the absence of both the Chairperson and Deputy Chairperson, the meeting shall elect a Chairperson for that meeting.
e) Voting shall be on the voices unless the Chairperson calls for a poll or show of hands. In the event of a tie in voting, the Chairperson shall have a second or casting vote in addition to their deliberative vote.
f) Resolutions passed at any General Meeting shall be conclusive and binding on all members of the Association whether present at the meeting or not.

7. FINANCE

7.1. The funds of the Association shall be:

a) Controlled, invested and disposed of by the Committee, subject to these Rules, and
b) Devoted solely to the promotion of the Aims and Objectives of the Association.

7.2. Banking arrangements shall be decided by the Committee.

7.3. Trustees for the bank account(s) shall be four persons nominated by the Committee. Any two of these trustees' signatures (physical or electronic) shall be required in order to authorise payments and other financial documents. Any expenditure over $400 is to be prior approved by the Committee.

7.4. The Executive Committee has the power to raise funds from benevolent organisations, commercial entities or persons to fund any projects or events decided on by the Committee.

7.5. At the end of every financial year, an electronic abstract of the annual accounts shall be issued to every member together with the notice for the Annual General Meeting.

7.6. The Treasurer shall file with the Registrar of Incorporated Societies within seven days after the Annual General Meeting, the financial statements required to be filed under Section 23 of the Incorporated Societies Act 1908.

7.7. The financial year for the Association is the 1st of April to 31st of March.

7.8. No Member or person who is associated with a member of the Association shall derive any income, benefit or advantage from the Association where they can materially influence the payment of the income, benefit or advantage. The exceptions are where it is derived from:
   a) Professional services to the Association carried out in the course of business that are charged at a rate that is not greater than the current market rates, or
   b) Interest or money lent at a rate that is not greater than current market rates.

8. ALTERATION OF RULES

8.1. The rules of the Society may be altered, added to or rescinded at any General Meeting provided that notice in writing setting out such alteration, addition, or rescission has been forwarded to members with the notice of the meeting not less than seven days prior to the meeting.

8.2. Notwithstanding clause 8.1, clauses 2.1, 2.2, 7.8 and 10.2a and 10.2b cannot be altered without the prior approval of the Inland Revenue Department.

8.3. Notwithstanding clause 8.1, the provisions and effect of clause 8.2 shall not be removed from this document and shall be included and implied into any document that replaces this document.

9. WEBSITE FACEBOOK PAGE

9.1. Any changes, additions or deletions to the Association Website or Facebook page must be approved by the Committee.

10. WINDING UP

10.1. Process

a) The Society may be wound up, or liquidated, or removed from the Register of Incorporated Societies in accordance with the provisions of the Act.
b) The Secretary shall give Notice to all Members of the proposed motion to wind up the Society, or remove it from the Register of Incorporated Societies and of the General Meeting at which any such proposal is to be considered, of the reasons for the proposal, and of any recommendations from the Committee in respect to such notice of motion.
c) Any resolution to wind up the Society or remove it from the Register of Incorporated Societies must be passed by a two-thirds majority of all Members present and voting.

10.2. Surplus Assets

a) If the Society is wound up, or liquidated, or removed from the Register of Incorporated Societies, no distribution shall be made to any Member.
b) On the winding up or liquidation or removal from the Register of Incorporated Societies of the Society, its surplus assets after payment of all debts, costs and liabilities shall be vested in a local charitable entity.

11. COMMON SEAL

11.1. The Society shall have a common seal which shall be kept in the custody of the Secretary for the time being of the Society.

11.2. The Society shall execute any document pursuant to a resolution of the Committee for that purpose by affixing the common seal in the presence of two members of the Committee.

Bruce McCabe Chairman	John Palmer Deputy Chairman	Kathleen McCabe Secretary