

**RULES OF OPITO BAY RATEPAYERS' ASSOCIATION (INCORPORATED)**  
**Adopted April 2009**

1 **Name**

The name of the Association is "Opito Bay Ratepayers' Association" (Incorporated).

2 **Objects**

The objects for which the Association is established are:-

- 2.1 To promote and protect the lawful interests, activities and concerns of the ratepayers, of the territory as defined in these rules.
- 2.2 To act for the preservation, protection and enhancement of the natural character and sustainable use of the coastal environment, the coastal marine area, and the environment generally within and surrounding the territory.
- 2.3 To become a member of and/or co-operate with any other association or society whether or not incorporated, whose objects are compatible with the objects of the Association.
- 2.4 To make, maintain and publish such rules and regulations as are considered necessary or desirable for the above purposes.
- 2.5 To carry out and foster such other aims and objects as may be conducive to the attainment of the foregoing objects.

3 **Territory**

For the purposes of these Rules, Opito Bay shall include and mean Opito Bay, and all other coastal lands, islands and the coastal marine area surrounding the geographical feature commonly referred to as Sarah's Gully, Matapaua Bay to include Sandy Bay and the principal land area being etched red on the plan attached hereto.

4 **Membership of the Association**

- 4.1 Membership of the Association shall be open to those persons who are owners of real property within the territory.
- 4.2 Membership of the Association both full and Associate is dependent on payment of the Annual subscription as set at each Annual General Meeting.
- 4.3 The signatories to these rules shall be the first members of the Association.
- 4.4 The following two status of membership shall apply:

Full member	-land owner entitled to vote
Associate member	-land owner not entitled to vote

5 **Voting**

- 5.1 The basis of voting shall be as provided for in the Local Elections and Poll Act, that is to say.
  - 5.1.1 One full member shall have one vote regardless of the number or size of parcels of land owned no matter in which form of ownership the land is held.

- 5.1.2 Multiple ownership land is entitled to one full member vote.
- 5.1.3 Cross lease properties that appear on the rate payer roll are entitled to vote on the same basis as a full member.
- 5.1.4 Owners may nominate a person to hold the status of full membership on their behalf and shall advise the Secretary in writing of the persons name and postal address where information is to be sent. In the absence of a nominated person, any person appearing on the TCDC Ratepayer Roll at the time of an agreed meeting shall be the member (full) entitled to vote.
- 5.1.5 The basis for determining land ownership shall be the TCDC ratepayers roll current at the time of an agreed meeting.
- 5.1.6 Companies or other legal entities shall nominate a person to hold the status of full membership on their behalf and shall advise the Secretary in writing of the persons name and postal address where information is to be sent.
- 5.1.7 Only full members who have paid their current subscription are eligible to vote.
- 5.1.8 Financial status may be obtained up to the commencement of any meeting.

5.2 **Proxy**

The instrument appointing proxy shall be in writing under the hand of the appointer or his/her attorney duly authorized in writing or if the appointer is a corporation either under seal or under the hand of an officer of attorney duly authorized.

The instrument appointing a proxy shall either be deposited at the Association's current address not less than three working days before the time for holding the meeting of adjourned meeting or handed to the Secretary in person not less than two hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.

5.3 **Form of Proxy**

- 5.3.1 A proxy form specific to a meeting shall be available from the Secretary whether in writing, by e-mail or any other electronic means
- 5.3.2 An instrument appointing a proxy shall be in the following form or as near thereto as circumstances permit:

**OPITO BAY RATEPAYERS ASSOCIATION (INC)**

I..... of .....  
 being a full member of the above named Association hereby appoint .....  
 as my proxy to vote for me on my behalf at the Annual, General or Extraordinary meeting  
 of the Association to be held on the .....day of .....19.....

Signed ..... day of .....20....

## 6 **Termination of Membership**

Membership of the Association shall be terminated:

- 6.1 Upon the member giving notice in writing to the Secretary of the members' intention to resign.
- 6.2 If a member shall have willfully and persistently failed or neglected to comply with the rules, regulations and decisions of the Association and its Committee and the Committee resolves by a majority decision that membership shall be terminated.
- 6.3 No such resolution terminating a member's membership shall be effective unless one month's notice in writing embodying the charges made shall have been given to the member and an opportunity has been provided for the member to be heard in the member's defence, all prior to the consideration of a resolution to terminate a membership by the Committee.
- 6.4 Membership of the Association shall be terminated when a member ceases to own real property within the territory.

## 7 **Officers and Committee of the Association**

- 7.1 The officers of the Association shall be the Chairperson, Secretary and Treasurer.
- 7.2 The Committee shall comprise the officers of the Association as in 7.1 and at least 8 other full members. The Annual General meeting may decide to increase that number.
- 7.3 The officers and Committee members shall be elected at the Annual General Meeting of the Association and shall hold office until the next Annual General Meeting.
- 7.4 The officers of the Association shall be eligible for re-election but shall not hold the position previously held for more than 3 consecutive years. An officer after three years in one position and desirous of standing for that same position may after a stand down period of one year be eligible for re-election.
- 7.5 The Auditor shall be appointed or "a limited review" recommended by the Committee and that appointment or limited review shall be ratified at each Annual General Meeting.
- 7.6 Nominations for Officers and Committee members shall be made in one of two ways.
  - 7.6.1 Firstly, by a full member and seconded by another full member and shall be in the hands of the Secretary not less than 10 days before the Annual General Meeting.
  - 7.6.2 Secondly, nominations by a full member and seconded by another full member may be taken from the floor at the Annual General Meeting provided that late nominations may be accepted with the sanction of a resolution at the Annual General Meeting passed by at least two thirds majority of full members present and voting.
- 7.7 Power to co-opt. In the events of either insufficient numbers of officers or committee members (who are full members) being elected at the Annual General Meeting, those officers and committee members so elected shall have the power to appoint to fill the vacancies. This with the proviso that any person so appointed to be either an office bearer or committee member shall retire at the following Annual General Meeting and be eligible for re-election if they are then a full member.

8 **Proceeding of the Committee**

- 8.1 Meeting of the Committee shall be called by the Secretary in accordance with a resolution passed at a General Meeting of the Association.
- 8.2 Ten calendar days written notice of the date, time and place of the meeting shall be given to all Committee members, however an emergency meeting can take place without due written notice providing it is attended by the quorum of the Committee.
- 8.3 All decisions shall be decided by a show of hands and each full member shall have one vote. In case of equality of votes, the Chairperson shall have a casting vote as well as deliberative vote.
- 8.4 The Chairperson shall chair the meetings of the Committee but if he/she is not present within 30 minutes of the appointed time, the meeting may elect a Chairperson from its number to chair the meeting.
- 8.5 The Committee shall appoint sub-committees and other committees as are from time to time deems necessary.
- 8.6 The Committee may in order to maintain the minimum Committee size co-opt a full member to fill the vacancy of any member who resigns or dies whilst in office, but any full member so co-opted shall retire from office at the next Annual General Meeting and shall be eligible for re-election.
- 8.7 Six members of the Committee shall form a quorum for all Committee Meetings and if a quorum is not present, no business shall be transacted at that meeting except to adjourn the meeting to another appointed time.
- 8.8 Committee meetings may be held by electronic means provided a quorum of six is able to present their views and vote (per 8.3 and 8.7) and that all committee members have been contacted and either acknowledged receipt of the email meeting or submitted their apologies as not being able to partake in the email meeting.

9 **Powers of the Committee**

- 9.1 The management and control of the Society shall be vested in the Committee, which shall have all the powers of the Association which are not expressly required to be done or exercised by the Association in general meeting or as otherwise provided by these Rules.
- 9.2 In particular, and without derogating from the generality of the foregoing the Committee may:
- 9.2.1 Enter into any contracts, agreements or arrangements with any person, firm, syndicate, corporation or company which the Committee may resolve as conducive to the Society's objects or any of them.
- 9.2.2 From time to time invest and re-invest in securities authorized by law for the investment of trust funds upon terms as it shall think fit.
- 9.2.3 Obtain such professional and specialist advice as it may from time to time deem necessary or conducive to the Association's objects or any of them and apply the funds of the Association to pay such reasonable and proper costs and expenses as are necessary or expedient for such purpose or purposes.

9.2.4 Not engage in any transactions or other matters what so ever which would put the Association into debt.

10 **Secretary and Treasurer**

10.1 **Secretary**: Unless agreed otherwise at an Annual General meeting, one person (in these Rules called “the Secretary”) shall hold the position of Secretary and shall have the following duties:

10.1.1 To keep the Minutes of general meetings and Committee meetings.

10.1.2 To conduct correspondence.

10.1.3 To have the custody of the records of the Association and the Common Seal.

10.1.4 Generally to give effect to resolutions of the Committee and General Meetings.

10.1.5 To convene meetings of all Committees but with no voting rights unless an elected member of the Committee.

10.2 **Treasurer**: Unless agreed otherwise at an Annual General meeting, one person (in these Rules called “the Treasurer”) shall hold the position of Treasurer but with no voting rights unless an elected member of the Committee, and shall have the following duties:

10.2.1 To collect and disburse the monies of the Association, to keep the accounts and prepare audited statements for presentation to the Annual General meeting, showing respectively the income and expenditure of the Association for the financial year immediately preceding such meeting and the assets and liabilities at the end of such year.

10.2.2 To issue receipts for all money received.

10.2.3 To be responsible for all banking of the Association’s funds.

10.2.4 To keep a register of financial members.

11 **Financial Year**

The financial year for the Association shall close on 31 January in each year.

12 **Annual General Meeting**

The Annual General Meeting consisting of the Chairperson, Secretary, Treasurer, members of the Committee and members shall be held each year at a place and at a time as determined by the Committee no earlier than Auckland Anniversary and no later than the last day of April.

12.1 The order of business shall be:

12.1.1 To pass the Minutes of the last meeting.

12.1.2 To receive the Annual Report and Balance Sheet.

12.1.3 To elect the officers of the Association.

12.1.4 To elect the Committee of the Association.

12.1.5 To fix date, place and time of General and Committee meetings for the ensuring year.

12.1.6 To fix a subscription for the ensuing year.

12.1.7 To ratify the Committee's appointment of the auditor or "limited review" as in rule 7.5.

12.1.8 Business of which notice has been given.

12.1.9 General Business.

13 **Special Meetings**

13.1 Special Meetings of the Association may be called by the Chairperson or by the Secretary by order of the Committee or on receipt by the Secretary of a requisition for such a meeting signed by not less than 15 full members or their proxies.

13.2 Any order or requisition for a Special General meeting shall state the business for which the meeting is desired and no other business shall be transacted at that meeting. The Committee shall fix and the Secretary shall notify the date, time and place of all Special General Meetings within one month of receipt of the order or requisition for same.

14 **Notice of General Meetings**

Not less than ten calendar day's written notice of every General meeting shall be given by the Secretary to every member.

15 **Proceedings at General Meetings**

15.1 A resolution put to the vote at a General Meeting shall be decided on a show of hands and each full member shall have one vote thereon, provided that before or immediately after the declaration of the result on a show of hands and before the meeting proceeds to the next business, a poll may be demanded by any three full members. Unless a poll is demanded as aforesaid a declaration by the Chairperson that a resolution has on a show of hands been carried or lost and an entry to that effect in the Association's Minute Book, shall be conclusive of that fact.

15.2 If a poll is demanded it shall be taken forthwith in such a manner as the Chairperson directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

15.3 The chairperson shall chair general meetings, but if he/she is not present within 30 minutes of the appointed time, the meeting may elect a Chairperson from its number to chair that meeting.

15.4 Twenty full members shall form a quorum for any Annual or Special General Meeting and if a quorum is not present, no business shall be transacted at that meeting except to adjourn the meeting to such a date within one month as those present may appoint.

16 **Vacation of office**

16.1 The position of Chairperson, Secretary, Treasurer or member of the Committee shall be vacated if any holder:

- (i) Ceases to be a full member or
- (ii) Resigns his/her office in writing or
- (iii) Becomes of unsound mind.

- 17     **Subscription**  
The amount of annual subscription for the succeeding year shall be fixed by the Annual General Meeting on the recommendation of the Committee.
- 18     **Property and Funds**
- 18.1   The property and funds of the Association shall be applied solely towards the promotion of the objects of the Association in such manner as the Committee shall from time to time resolve.
- 18.2   All moneys received by or on behalf of the Association shall be paid into the bank account of the Association at such bank as the Committee shall appoint.
- 18.3   Receipts for all moneys received shall be issued by the Treasurer who shall also be responsible for all banking of the Associations funds.
- 18.4   All accounts received shall be submitted for the approval of the Committee and shall be paid by cheque drawn on the Association's account.
- 18.5   All cheques and withdrawal slips on the bank account shall be signed by two members of the Committee, one of whom shall be the Chairperson or Secretary.
- 19     **Winding Up**  
In the event of winding up of the Association or the dissolution by the Registrar, the funds and assets of the Association remaining after payment in satisfaction of its debts and liabilities and the costs and expenses of winding up shall be disposed of in such a manner as the association in General Meeting shall determine.
- 20     **Alteration to Rules**  
These Rules may be amended to, added to or rescinded by resolution passed by a majority of votes at an Annual General Meeting or a Special General Meeting convened for the purpose, provided that written notice of the proposed amendment, addition or rescission shall have been given in the notice calling the meeting. No such amendment, addition or rescission shall be valid unless and until accepted by the Registrar of Incorporated Societies.
- 21     **Common Seal**  
The Common Seal of the Association shall bear the registered name of the Association and shall be kept in the custody of the Secretary. It shall after a resolution of the Committee on their behalf be affixed to any instrument, deed or document in the presence of two members of the Committee who shall subscribe their names in the presence of two members of the Committee who shall subscribe their names as witnesses.
- 22     **Borrowing Powers**  
The Association shall have no power to borrow money.
- 23     **Notices**  
Any notice required or permitted to be given under these Rules shall be sufficient if in writing and sent by mail, postage prepaid or facsimile to the last notified address of the member to the Association or if delivered to the member in person.