

These rules were last amended 7 October 1997 and rescind the previous rules (ie 1993 when first incorporated).  
Registration no. 577365.

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## **RULES OF THE FRIENDS OF MOTU MATAKOHE/LIMESTONE ISLAND (INCORPORATED).**

### **1. NAME**

The name of the Society is “Friends of Motu Matakoho/Limestone Island (INCORPORATED)”

### **2. OBJECTS**

The objects of the Society are:-

- (a) To ensure the effective management and development of Motu Matakoho/Limestone Island in accordance with the Whangarei District Council Management Plan, so that its natural, recreational, historic and cultural features and values are protected and enhanced to the benefit of the Whangarei District.
- (b) To provide financial, material, and physical support for the work on Motu Matakoho/Limestone Island.
- (c) To heighten public awareness of the existence and role of Motu Matakoho/Limestone Island as a Scenic Reserve.
- (d) To do all such other lawful things as are incidental or conducive to the foregoing objects or any of them.

### **3. POWERS**

The Society shall have the following powers:-

- (a) To purchase, take on, lease or in exchange, hire and otherwise acquire any real or personal property rights and privileges in connection therewith and to hold, improve, manage and develop, let or lease, sell exchange or otherwise dispose of any such property rights and privileges.
- (b) To construct, build or alter, improve, enlarge, pull down, remove or replace any building or other improvements which may be in, upon or about any of the real or leasehold property of the Society or over which it may have any license or right of occupancy.
- (c) To employ contractors, managers, servants, groundsmen, cleaners, caretakers and/or other employees for any of the purposes aforesaid and from time to time to terminate such employment and to appoint another or others in their stead.

PROVIDED THAT no member or person associated with a member of the Society shall derive any income, benefit or advantage from the organisation where they can materially influence the payment of the income, benefit or advantage. Except where that income, benefit or advantage is derived from:-

- (i) Professional services to the organisation rendered in the course of business and charged at no greater rate than current market rates: OR
- (ii) Interest on money lent at no greater rate than current market rates.

AND all members who may be interested or concerned directly or indirectly shall disclose the nature and extent of their interest to the Committee.

- (d) To borrow or raise money in such a manner as the Society may think fit and to secure the repayment thereof by the issue of debentures or by mortgage or charge upon the whole or any part of the property or assets of the Society (whether present or future) and to purchase, redeem or pay off any such securities.

- (e) To invest and deal with the monies of the Society not immediately required in such a manner as may from time to time be determined and in particular to invest the same on mortgage or by depositing the same with any bank or financial institution at interest and to vary such investments from time to time.

#### **4. MEMBERSHIP**

Membership shall be open to all persons, groups, bodies corporate and others who wish to support the object of the Society and who pay the annual subscription required for membership. Any person or entity referred to above may apply to the Society for membership, and on such application being approved by the Committee, the applicant shall become a member of the Society.

#### **5. SUBSCRIPTIONS AND DONATIONS**

- (a) The annual subscription to the Society for the current year shall be set at each Annual General Meeting. Members may in addition make donations to the Society at any time.
- (b) The Committee shall be entitled:-
  - (i) to determine that in respect of particular members of the Society who comprise one family, a single subscription only shall be payable in respect of all members of that family, and
  - (ii) to determine the degree of relationship which constitute a family for the purposes of the immediately preceding paragraph of these rules.

#### **6. MANAGEMENT**

- (a) The general affairs of the Society shall be managed by the Committee consisting of the Chairperson, Secretary, Treasurer and not less than four other members. The Committee shall have power to fill any casual vacancy which may arise and to appoint additional members.
- (b) Four members of the Committee shall constitute a quorum.
- (c) The Chairperson, Secretary, Treasurer and members of the Committee shall be elected at the Annual General Meeting of the members held each year.
- (d) The Committee shall keep minutes of its meetings and proceedings, and of all General Meetings of members, and shall keep a record of all receipts and expenditure, which accounts, together with the Society's yearly balance sheet shall be open for inspection by members not less than one week before each Annual General Meeting.
- (e) The accounts of the Society shall be audited by a Chartered Accountant, who shall not be a member of the Committee.
- (f) The Society may establish bylaws which may be altered by the members in a General Meeting.
- (g) Any project undertaken or assistance provided by the Society in respect of Motu Matakoho/Limestone Island must be:-
  - (i) Consistent with the Management Plan for Motu Matakoho/Limestone Island for the time being laid down or adopted by the authority having jurisdiction ("the authority"): and
  - (ii) Approved by the Authority.
- (h) The financial year of the Society shall commence on the 1st day of January in each year and end on the 31st day of December in that year.

## **7. MEETINGS**

- (a) An Annual General Meeting of the members of the Society shall be held in each year in the month of March or in such other month (not later than May) as the Committee shall from time to time determine.
- (b) An Extraordinary Meeting of members may be called by the Committee at any time and shall be called at the written request of not less than ten financial members of the Society. Such a meeting shall have the same powers as an Annual General Meeting.
- (c) Notice of an Annual General Meeting, Extraordinary General Meeting, or General Meeting shall be posted to members at least twenty one (21) days prior to the date of such meeting. Such notice shall set forth the date, time and place of the meeting, the type of meeting, and the business to be discussed thereat.
- (d) Fifteen members personally present at a general meeting shall form a quorum.
- (e) Each General Meeting shall be chaired by the Chairperson but in the absence of the Chairperson the meeting shall elect a Chairperson for the meeting.
- (f) Voting shall be on the voices, unless a show of hands is called for. On a show of hands in the case of a family membership the members of that family shall be entitled to one vote only. A member may exercise a proxy vote through another member, or through the Chairperson, and, in the latter instance, such proxies in writing must be in the hands of the Secretary not less than 24 hours before the time of commencement of the meeting.
- (g) The Chairperson shall have a casting as well as a deliberate vote.

## **8. COMMON SEAL**

The Society shall have a Common Seal which shall be kept in the custody and control of the Secretary for the time being of the Society. The Society shall execute any document of whatsoever nature pursuant to a resolution of the Committee passed for that purpose by affixing the Common Seal in the presence of two members of the Committee.

## **9. RULES**

- (a) 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 posted to the members with the notice of the meeting not less than twenty one (21) days prior to the meeting.
- (b) The Committee shall forthwith register any such alteration, addition or rescission with the Registrar of Incorporated Societies.
- (c) Notwithstanding rule 9(a), no alteration, addition or rescission will be permitted to Rule 10(b) (private pecuniary benefits) and Rule 12 (Liquidation).

## **10. USE AND CONTROL OF FUNDS AND PROPERTY**

- (a) The income, funds and property of the Society shall be applied solely towards the promotion of the objects set forth above.
- (b) Notwithstanding anything expressed or implied in these rules, the activities of the Society shall not be carried on for the personal pecuniary profit or benefit of any member or individual.
- (c) All monies due or paid to the Society shall be received by the Treasurer or Secretary and shall be paid into such bank as the Committee shall decide. All accounts shall be submitted for approval of the Committee prior to payment and all cheques shall be signed by any two of the Chairperson, Secretary, Treasurer or other Committee members.

## **11. TERMINATION OF MEMBERSHIP**

- (a) Any member may resign from the Society at any time.
- (b) Unless the Committee otherwise determines in any particular case, a membership of the Society shall immediately cease where a member fails to pay the subscription due within six months of the commencement of the Society's financial year.
- (c) Membership may be terminated or suspended if the actions of a member break the rules applying to the Society or if a member commits an unlawful act to or with the property of the Society or within the boundaries of Motu Matakohē/Limestone Island or acts against the interests of the Society. This penalty shall be determined by the Committee.
- (d) Non-members (including expelled or suspended members) forgo the right to cast a valid vote at General Meetings or Committee Meetings.

## **12. LIQUIDATION**

- (a) Under Section 24 of the Incorporated Societies Act 1908 the Society may at anytime be placed in Liquidation by a simple majority of the financial members present at any General Meeting of the Society. Two General Meetings shall be called to pass a resolution appointing a LIQUIDATOR.

The second general meeting shall be called within 30 days of this meeting. (II) a resolution of the second meeting will if passed confirm the resolution mentioned in paragraph (I) if lost, the resolution of the first meeting lapses.

The Companies Act 1993 will apply to the Liquidation. Notice of the passing of such a resolution shall be given by the Committee to the Registrar of the Incorporated Societies.

- (b) If upon the LIQUIDATION of the Society, or upon its dissolution by the Registrar of Incorporated Societies, there remains (after satisfaction of all its liabilities) any property whatsoever, the same shall not be paid to or distributed amongst the members of the Society but shall be given to Whangarei District Council for the enhancement of its Parks and Native Reserves or should that Council no longer be in existence then to some fund or funds, cause or causes the purpose of which are in the opinion of the Committee similar to or in harmony with the objects for which the Society is constituted.

## **13. GENERAL**

A copy of the Rules and Bylaws for the conduct of the Society shall always be available for inspection by members upon request directed to the Secretary.

## **14. INTERPRETATION OF RULES**

Should any matter arise which has not been provided for in these Rules or should any questions occur as to their interpretation, the Committee shall consider the same and its determination on the matter of omission or interpretation shall be final.

Declaration that rules/amendments are bonafide:

Signed 9 September 1997 by C Robertson – witnessed by ??, solicitor of High Court of NZ

For the Society:

Signed 21 May 1997 by C Robertson (Chairperson) – witnessed by S Bowden

Signed 20 August 1997 by I Reid (Secretary) and M Maddren (Committee Member) – witnessed by G Heenan (Solicitor, Whangarei)

For the Registrar of Incorporated Societies:

Signed 7 October 1997 by Sydney John Reweti, Assistant Registrar, Wellington