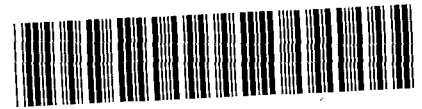


www.societies.govt.nz | 0508 SOCIETIES | 0508 762 438

Post your completed form to: Companies Office, Private Bag 92061, Victoria Street West, Auckland



10059103262

Certificate - Alteration of rules

Section 21 Incorporated Societies Act 1908

1. Name of society

HATAITAI RESIDENTS' ASSOCIATION INCORPORATED

2. Society number

307379

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

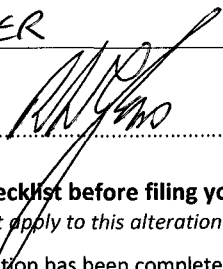
Name

ROY WARWICK GLASS

Position

TREASURER

Signature



Date

14 / 1 / 2010

3. Complete this checklist before filing your application

Tick all options that apply to this alteration of rules

- 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

NPC# 08
16 JUN 2010

4. Your contact details

Name and postal address

ROY GLASS
107 WAIPAPA ROAD OR C/- P O BOX 14276
HATAITAI KILBIRNIE
WELLINGTON WELLINGTON

Telephone (04) 970 2481

Email (optional)

HATAITAI RESIDENTS' ASSOCIATION (INC.)

PO Box 14 276, Kilbirnie, Wellington

We propose making some amendments to the Rules of the Hataitai Residents' Association Incorporated (the Association). The proposed amendments are intended to give the Association some additional flexibility to carry out its activities, or meet its requirements, or to comply with Charities Commission requirements.

In accordance with clause 13 of the Rules, any amendment to the Rules must be passed by a majority of not less than two-thirds of members who vote in person at a General Meeting of the Association. The proposed amendments are marked-up in the text below. Should you require a full copy of the Rules please contact Roy Glass on 970-2481.

GENERAL MEETINGS

12. (a) The Annual General Meeting shall be held as soon as practicable after 31st March in each year, but not later than ~~30 June~~ 31 August and at such time and place as may be decided by the Committee.

Comment: This proposed amendment will provide additional time for the Association to hold the Annual General Meeting (AGM). In recent years the Association has tended to hold the AGM at the same time as the regular Committee meetings - being on the first Tuesday of the month. A consequence of this practice, we effectively only have the first Tuesday of May or June available for the AGM. In the past we have often held the AGM in July, which is contrary to the Rules. The proposed change in timing is also consistent with the date by which companies are required to hold their AGM under the Companies Act 1993.

POWERS OF COMMITTEES

19. (a) The Committee may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it may decide. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairperson shall have a second or casting vote. Any three members of the Committee may at any time summon a meeting of the Committee, and the Chairperson or Secretary on the request of any such three members shall at any time summon a meeting of the Committee.
- (b) The quorum necessary for the transaction of the business of the Committee shall be ~~six~~ four.



HATAITAI RESIDENTS' ASSOCIATION (INC.)

PO Box 14 276, Kilbirnie, Wellington

Comment: This proposed amendment will allow the Association to conduct normal business legitimately through the Committee with a reduced quorum. In a significant number of instances in the past the Committee has not had a quorum of six but has, nonetheless, transacted business on behalf of the Association when this was the only practical solution without putting the Association into recess.

The proposed amendment therefore allows the Committee to continue to transact day-to-day business with a reduced number of Committee members. This, unfortunately, is a result of the reduction of community involvement in the activities of the Association.

PREVENTION OF PRIVATE PECUNIARY PROFIT DURING THE OPERATION OF THE ASSOCIATION

21. (a) Any income, benefit, or advantage must be used to advance the charitable purposes of the Association.
- (b) No member of the Association, or anyone associated with a member, is allowed to take part in, or influence any decision made by the Association in respect of payments to, or on behalf of, the member or associated person of any income, benefit or advantage.
- (c) Any payments made to a member of the Association, or person associated with a member, must be for goods or services that advance the charitable purpose and must be reasonable and relative to payments that would be made between unrelated parties.

Comment: This proposed amendment is in response to feedback from the Charities Commission. The inclusion of this amendment will assist the Association to become registered as a charity under the Charities Act 2005.

RULES OF THE HATAITAI RESIDENTS' ASSOCIATION INCORPORATED

TITLE

1. The name of the Association shall be the "Hataitai Residents' Association Incorporated".

INTERPRETATION

2. The following words or expressions in these Rules shall have the several meanings herein assigned to them unless such meanings are excluded by or repugnant to the context or subject matter.
 - (a) "Association" shall mean the Hataitai Residents' Association Incorporated.
 - (b) "Hataitai" shall mean that area of the City of Wellington bounded in the north by a line through the Heparu Street/Alexandra Road intersection, the Ariki Road/Roseneath Terrace junction, the Hataitai Road/Grafton Road junction and the northern end of Kio Bay; in the east by Evans Bay; in the south by the centre line of Wellington Road; and in the west by Alexandra Road. "Hataitai shall thus include in the north Heparu Street, Ariki Road, Hataitai Road, Te Anau Road, Te Anau Avenue, Kio Road and Kio Crescent; in the east Evans Bay Parade between Kio Bay and Wellington Road inclusive; in the south the northern side of Wellington Road; and in the west Alexandra Road south of the top of the Heparu Street zigzag.
 - (c) "The Committee" shall mean the Committee comprising the Chairman, the Secretary, the Treasurer and Committee members as stated in Rule 8.
 - (d) Words importing the singular shall include the plural or vice-versa.
 - (e) "In writing" or "written" shall include printing and other modes of representing or reproducing words in a visible form.

- (f) "Honorary" shall mean a position held by a person who is not in receipt of salary or wages from the Association.
- (g) "The Act" shall mean The Incorporated Societies Act 1908 and any amendments thereto.

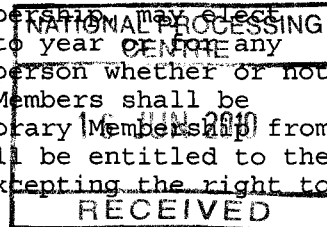
AIMS, OBJECTIVES AND POWERS

3. The general Aims, Objects and Powers of the Association shall be:
- (a) To improve the facilities and amenities of Hataitai.
 - (b) To co-operate with, and co-ordinate activities of, other organisations within Hataitai: to encourage the formation of other groups and the organisation of activities relevant to the aims and objects of the Association, including cultural activities and sporting activities.
 - (c) To print and publish any newspapers, periodicals, books, leaflets and such descriptive material for the promotion of the aims and objectives of the Association and activities of other organisations within Hataitai.
 - (d) To provide an information service for members.
 - (e) To negotiate with and to aid members in lawful negotiations with any local authority, Government department or similar body and with any organisation or business concern.
 - (f) To adopt such means of making known the aims and objectives of the Association and the activities of other organisations as may seem expedient, and in particular by advertising in the Press or on the radio or by television or on building hoardings or by circulars or posters.
 - (g) To make grants and subsidies to or in favour of deserving objectives whether or not the same are similar to the objectives of the Association.
 - (h) To appoint a representative or representatives to act on behalf of the Association on any other Association, Public Body, Corporation or organisation, if such appointments are, in the opinion of the Committee, in the interests of members.
 - (i) To purchase, take on lease or otherwise acquire on such terms as the Committee may think fit, any real or personal property and rights or privileges, and to erect, maintain, improve or alter any buildings, premises or works.
 - (j) To borrow or raise money upon mortgages of any real or personal property of the Association or on debenture or any other security or securities, or without security.

- (k) To sell, lease, exchange, mortgage, charge or otherwise deal with all or any of the real and personal property of the Association.
- (l) To receive bequests, subscriptions and donations for approved specific or general purposes connected or incidental to any of the objectives of the Association and to manage and administer the same.
- (m) Generally to do all such other things as may be incidental or conducive to the attainment of the above objectives or any of them or as may in the opinion of the Committee be likely to be of direct or indirect assistance to members and in the interests of the community.

MEMBERSHIP

4. (a) Subject to the provisions of clauses 4(d) and 4(e), the membership shall be drawn from Hataitai residents.
- (b) Any person, household, body or organisation, whether corporate or incorporative within Hataitai, may be eligible for membership, and having first completed a form of enrolment and having paid the subscription for the then current year shall become a member of the Association, with the approval of the Committee, (household and organisational members to have a maximum of two votes at General Meetings).
- (c) Any person who has resigned from the Association may apply for re-admission by following the procedure set out in (b) above.
- (d) The Association may at any General Meeting of which proper notice has been given, and on the unanimous recommendation of the Committee, elect any member or past member to be a Life Member of the Association in honour of such member's services or lengthy membership of the Association or for any other reason whatsoever which the Association in General Meeting may consider fit. A Life Member shall be deemed to be a financial member. A person not residing in Hataitai may be elected a Life Member.
- (e) The Committee from time to time, and without such person making application for membership, may elect to Honorary Membership from year to year or for any specified period or periods, any person whether or not residing in Hataitai. Honorary Members shall be exempt during their period of Honorary Membership from payment of subscriptions, but shall be entitled to the usual privileges of membership, excepting the right to vote or to hold any office.



DISCONTINUANCE OF MEMBERSHIP

5. A person shall cease to be a member of the Association if:
- (a) Having paid the then current year's subscription he/she shall by notice in writing to the Association resign from Membership.
 - (b) Having failed to pay his/her subscription nine months after the date appointed for the payment thereof his/her name shall be removed from the Association's Register of Members.
 - (c) He/she be expelled by resolution of the Committee. (Written notice of a resolution to expel a member under this Rule shall be given to the Secretary at least fourteen days before the meeting at which such resolution is to be moved, and the Secretary shall inform the member in writing of the notice at least ten days before the day of such meeting and an opportunity shall be given to the member of being heard at such meeting).
 - (d) He/she ceases to reside in Hataitai.

REGISTER OF MEMBERS

6. The Association shall keep a Register of its members containing the names and addresses of those members and the dates on which they became members.

SUBSCRIPTIONS

7. (a) The annual subscription payable by members shall be such sum and payable at such times as decided at the Annual General Meeting.
- (b) A joining or entrance fee may be payable by new members if decided upon and as may from time to time be determined by the Committee.
- (c) Any member who resigns from or is expelled from the Association shall not be entitled to any refund of his/her subscription or any part thereof.

OFFICERS

8. The Officers of the Association shall be a Chairperson, a Secretary, a Treasurer, and a Committee of at least three and not more than fifteen other members. The officers must be financial members of the Association. A Committee member may hold more than one office. The full Committee may not consist of less than six persons.

ELECTION OF OFFICERS

9. (a) All officers shall be elected annually, and shall hold office until the following Annual General Meeting or until a Special General Meeting called specifically for the re-election of officers, or until an officer or officers discontinue membership as stated in Rule 5 or resigns from an official position.
- (b) All officers may be eligible for re-election.
- (c) Any vacancy which occurs in the Committee may be filled by the Committee and the person so appointed shall hold office until the following Annual General Meeting or as stated under clause (a) of this Rule.
- (d) The members in office at the date of adoption of these Rules shall continue in office in the same manner as though they had been appointed under these Rules.

DUTIES OF OFFICERS

10. (a) Chairperson: the Chairperson shall take the chair at any meeting at which he/she is present.
- (b) Secretary: the Secretary shall keep the minute book in which he/she shall enter a correct record of all business transacted at all meetings. He/she shall also keep copies of all papers, letters and documents for reference to other officers of the Association and shall carry out all such duties reasonably associated with his/her office as may be required of him/her by the Executive.
- (c) Treasurer: the Treasurer shall keep a correct book of accounts showing the income, expenditure and financial position of the Association and shall also furnish statement of accounts and balance sheet at each Annual General Meeting.

FINANCIAL YEAR

11. The financial year of the Association shall end on 31st March.

GENERAL MEETINGS

12. (a) The Annual General Meeting shall be held as soon as practicable after 31st March in each year, but not later than 31 August and at such time and place as may be decided by the Committee.

- (b) Prior to the date of the Annual General Meeting the Secretary shall call for nominations to the Committee by sending to each member a notice asking for nominations for each office. All nominations shall be made in writing with the consent of the nominee endorsed thereon, and lodged with the Secretary or a Returning Officer appointed by the Committee prior to the Annual General Meeting. Further nominations may be accepted at the Annual General Meeting.
- (c) The business of the Annual General Meeting shall be to receive the Annual Report of the Committee and the duly audited Annual Statements of the income and expenditure and assets and liabilities of the Association, and to elect the officers of the Association, and to receive any other business.
- (d) A Special General Meeting shall be called at any time by the Committee on its own decision or within twentyone days of receipt of a request signed by ten financial members, specifying the object or objects of such Special General Meeting.
- (e) No business shall be transacted at any Special General Meeting except that which shall be specified in the notice calling the meeting.
- (f) Notice of any General Meeting, whether Annual or Special, specifying the object or objects of such meeting, shall be posted or delivered to all financial members at least seven days prior to the day fixed for the holding thereof. The Committee may, in addition, advertise as it may decide, calling the attention of members to the holding of the meeting.
- (g) The quorum at all General Meetings shall be ten financial members personally present.
- (h) At all General Meetings every financial member personally present and entitled under these Rules to vote shall be entitled to one vote, subject to the voting entitlement of household and organisational members as specified in Rule 4(b), and the Chairperson shall, in addition, have a casting vote. All voting shall be on the voices or by a show of hands unless a poll is demanded by at least five members. Any poll shall be taken in such a manner as the Chairman decides. A motion shall be carried by a simple majority except as stated in Rule 13 and Rule 16.
- (i) At every General Meeting the chair shall be taken by the Chairperson if present or in his/her absence by the Deputy Chairman if there be one decided upon by the Committee, or failing these officers a Chairperson nominated by the persons present at the meeting.
- (j) If, within thirty minutes from the time appointed for the meeting, a quorum of members is not present the meeting shall be adjourned and a new meeting shall be held within thirty days. If at such new meeting a quorum of members as provided for in clause (g) hereof is not present, the members then present shall constitute a quorum. Notice of such new meeting shall be given as stated in clause (f).

- (k) The election of officers shall be by ballot if necessary and two scrutineers shall, prior to the holding of any ballot be appointed by the members present. They shall conduct the ballot and shall certify to the Chairperson the name or names of the persons elected. Immediately the Chairperson has declared the successful nominees duly elected, the ballot papers shall be destroyed.
- (l) In order to vote at an Annual General Meeting, members must be financial for the year to which the Annual General Meeting relates.

ALTERATION OF RULES

- 13. Subject to Section 21 of the Act, these Rules or any of them may be altered, added to or rescinded by a resolution and passed by a majority of not less than two-thirds of the members as, being entitled so to do, vote in person at a General Meeting of which notice specifying the intention to propose the resolution has been duly given. No addition to, or alteration of the non-profit aims, clause 18 "Winding Up", shall be approved without approval of the Inland Revenue Department.

COMMON SEAL

- 14. The Secretary shall have custody of the Common Seal of the Association and such seal shall not be affixed to any instrument except by the authority of a resolution of the Committee, and in the presence of a member of the Committee and of the Secretary or such other person as the Committee may appoint for the purpose; and that member of the Committee and the Secretary or other person as aforesaid shall sign every instrument to which the seal of the Association is so affixed in their presence.

CONTROL AND INVESTMENT OF FUNDS

- 15. The funds of the Association shall be deposited in account or accounts at a bank or banks as decided upon by the Committee from time to time except that the Treasurer shall hold petty cash in a sum not exceeding an amount decided by the Committee from time to time and excepting that funds not immediately required may be invested as determined by the Committee from time to time. Investments must be with recognised Government-guaranteed institutions, except that money may be loaned to non-profit making community organisations whose aims and objectives are for the betterment generally of the community of Hataitai or are similar to those of the Association. Accounts shall be operated upon by the signatures of any two of the following officers: the Chairperson, the Secretary, the Treasurer and one other Committee member.

PROVISION TO BORROW MONEY

16. The Association may borrow money from any source and under any condition provided that a resolution to the specific effect is passed in General Meeting by a majority of two-thirds of those present at the meeting and entitled to vote. The resolution shall define the source and amount of the loan, the rate of interest, and the terms and conditions for repayment.

ACCOUNTING RECORDS AND AUDIT

17. (a) The Committee of the Association shall cause accounting records to be kept that:
- correctly record and explain the transactions of the Association;
 - will at any time enable the financial position of the Association to be determined with reasonable accuracy;
 - will enable the financial statements of the Association to be readily and properly audited.
- (b) The accounting records must include:
- Entries of money received and spent each day and the matters to which it relates;
 - a record of the assets and liabilities of the Association.
- (c) The accounting records must be kept in written form and in New Zealand English.

WINDING UP

18. (a) In accordance with Section 24 of the Act, the Association may be dissolved or wound up only by one of the following:
- An Order of the Supreme Court;
 - A Declaration by the Registrar of Incorporated Societies;
 - A voluntary winding up by the members. A voluntary winding up requires that, at a General Meeting, a resolution is passed for the purpose (by a simple majority of members), and that this resolution is confirmed at a second General Meeting held not earlier than 30 days after the passing of the resolution at the first meeting.

If upon the winding up or dissolution of the organisation there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be distributed among the members of the organisation but shall be given or transferred to another tax exempt organisation with similar aims and objectives, or for some other charitable purpose in New Zealand.

POWERS OF COMMITTEES

19. (a) The Committee may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it may decide. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairperson shall have a second or casting vote. Any three members of the Committee may at any time summon a meeting of the Committee, and the Chairperson or Secretary on the request of any such three members shall at any time summon a meeting of the Committee.
- (b) The quorum necessary for the transaction of the business of the Committee shall be four.
- (c) The continuing members of the Committee may act notwithstanding any vacancy in their body but if and so long as their number is reduced below the number fixed as the necessary quorum the continuing members of the Committee may act for the purpose of summoning a General Meeting of the Association but for no other purpose.

SUB-COMMITTEES

20. The Committee may appoint Sub-Committees, and may delegate them such powers as it may decide. Such Sub-Committee may comprise persons who are not members of the Association or of the Committee. Sub-Committees shall report to the Committee, and the decision of any Sub-Committee shall be subject to confirmation by the Committee, except in cases where the Sub-Committee is given full power to act. A Sub-Committee shall appoint its own chairperson but this chairperson shall be a member of the Committee, except where in special cases the Committee may otherwise order. The chairperson of the Committee shall be an ex-officio member of all Sub-Committees unless otherwise directed by the Committee. The quorum of Sub-Committees shall be fixed by the Committee.

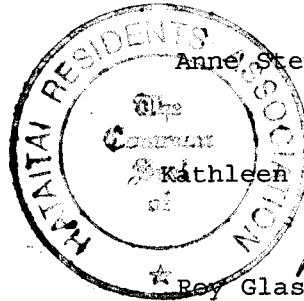
PREVENTION OF PRIVATE PECUNIARY PROFIT DURING THE OPERATION OF THE ASSOCIATION

- 21. (a) Any income, benefit, or advantage must be used to advance the charitable purposes of the Association.
- (b) No member of the Association, or anyone associated with a member, is allowed to take part in, or influence any decision made by the Association in respect of payments, to, or on behalf of, the member or associated person of any income, benefit or advantage.
- (c) Any payments made to a member of the Association, or person associated with a member, must be for goods or services that advance the charitable purpose and must be reasonable and relative to payments to payments that would be made between unrelated parties.

SIGNED: CHAIRMAN

SECRETARY

TREASURER



Anne Stevenson

[Handwritten signature]

12/6/10

Kathleen Logan

[Handwritten signature]

12 June 2010

Roy Glass

[Handwritten signature]

11/6/2010