

Constitution of the Lake Rotoiti Community Association Incorporated

1. NAME

The name of the Society shall be Lake Rotoiti Community Association Incorporated.

2. DEFINITIONS

"LRCA" means the Lake Rotoiti Community Association (Incorporated).

"Lake Rotoiti" means the lake named Lake Rotoiti within the district administered by the Rotorua District Council, and its immediately surrounding environs.

"Community" means those people or entities including Tangata Whenua who use, visit, travel to, work in, reside, own or lease real property, at Lake Rotoiti.

"Members" means and includes:

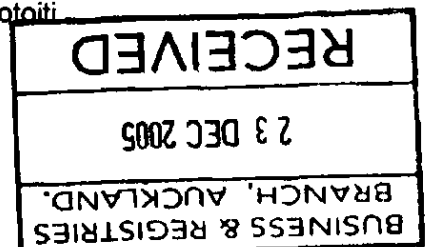
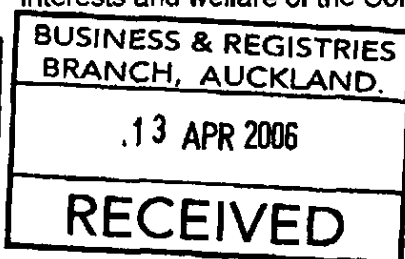
- (a) Those persons who were financial members of the Lake Rotoiti Ratepayers and Residents Association (Unincorporated) immediately prior to incorporation of LRCA;
- (b) Those persons of the Community who apply to belong to LRCA and pay the membership fee prescribed from time to time;

"Executive Committee" means those persons elected to the Executive Committee in general meeting by members, and/or those persons co-opted to serve on it.

"Rules" means the rules contained in this Constitution and any subsequent amendments thereto.

3. OBJECTS

- 3.1 To promote, preserve, conserve and advance for the public benefit the interests and welfare of the Community at Lake Rotoiti.



- 3.2 To promote conserve, preserve and advance the environmental natural features, and physical amenities of Lake Rotoiti for the public benefit.
- 3.3 To foster for the public benefit a harmonious relationship within the Community of Lake Rotoiti.

4. POWERS

- 4.1 To facilitate opportunities for the Community to discuss matters of public benefit relating to Lake Rotoiti.
- 4.2 To represent the interests and views of the Community to central government, any local or territorial authority or any agency which has involvement with, or responsibility for, Lake Rotoiti.
- 4.3 To subscribe to, or become a member of, or affiliate with, any association, society or organisation whose objects are similar either wholly or in part, to the objects of LRCA.
- 4.4 To promote membership of the LRCA amongst the Community.
- 4.5 To prescribe, make and adopt such rules, regulations and resolutions and to do all such things as may be necessary or desirable to further the objects of the LRCA.
- 4.6 To borrow or raise monies for the furtherance of the objects of the LRCA with or without security and generally on such conditions as the Executive Committee shall think fit.
- 4.7 To purchase, erect, build, take or lease or otherwise obtain the use of occupation of and to manage, improve, develop, maintain and repair and to sell, let, lease, donate or otherwise dispose of real and personal property of every description.

- 4.8 To invest all or any of the monies held by the LRCA upon any investment authorised by law for the time being in force in New Zealand for the investment by trustees of trust funds.
- 4.9 To draw, make, accept, endorse, discount, execute and issue promissory notes, cheques, bills of exchange, warrants and other negotiable securities or transferable instruments.
- 4.10 To hire agents, consultants, employ and/or engage staff, or to enter into any other type of employ or contract arrangement, and to pay them and other persons in return for services for the public benefit of the Community.
- 4.11 To open and maintain a bank account in the name of LRCA and to provide for the affixing of the signatures of at least two members of the Executive Committee as a prerequisite for the operation of such bank account.
- 4.12 To receive from, and pay into the bank account of LRCA, once established, the funds of the Lake Rotoiti Ratepayers and Residents Association (Unincorporated).
- 4.13 To discipline, or expel a member as provided for in Rule 8 of this Constitution.
- 4.14 To do all things which are deemed necessary, convenient or incidental to the furtherance of any of the objects of the LRCA.

5. FINANCIAL YEAR

- 5.1 The financial year of the LRCA shall be the period 1 October to 30 September of each year.

6. MEMBERSHIP

- 6.1 There shall be three categories of membership:

- (a) Ordinary members;

- (b) Life members;
- (c) Honorary members.

- 6.2 The initial ordinary members of the LRCA shall be those persons subscribing to the application for incorporation of the LRCA, together with all those members of the Lake Rotoiti Ratepayers and Residents Association (Unincorporated) who were financial members immediately prior to the incorporation of this Association.
- 6.3 Subsequent to the incorporation of LRCA, any member of the Community whom the Executive Committee agrees to admit to ordinary membership on payment of the annual membership fee.
- 6.4 The LRCA in general meeting may elect any person a life member if it considers that person has provided sustained outstanding service to the LRCA, the LRRRA Unincorporated or the Community. A life member shall have the full rights of an ordinary member without the payment of a subscription.
- 6.5 The LRCA in general meeting may elect any person to be an Honorary Member, who upon election, shall be entitled to all the privileges of membership, except for the right to vote.

7. SUBSCRIPTION

- 7.1 All Members agree to pay the membership subscription determined from time to time by the Executive Committee on or before 30 September of each year.
- 7.2 Any member failing to pay his, her or its subscription within six months of the due date, shall forfeit all rights of membership provided however that such member shall be entitled to be reinstated on the payment of arrears and current subscription.
- 7.3 No member shall be entitled to exercise a vote at any general meeting without having paid the subscription for the current year.

8. CESSATION OF MEMBERSHIP

- 8.1 Any member may resign at any time by giving the Secretary notice in writing of his, her or its intention to so resign, which resignation shall apply as at the date of receipt by the Secretary of such notice of resignation.
- 8.2 Any member who fails to pay his, her or its membership fee within 6 months of due date shall cease to be a member.

9. EXPULSION OF MEMBERS

- 9.1 The Executive Committee shall have the power to suspend and/or expel any member if such member shall do anything which brings, or has the effecting of bringing, the LRCA into disrepute.
- 9.2 Before the Executive Committee hears any allegation against a member and/or to consider the suspension or expulsion of any member, if proved, it shall first give the affected member 14 days notice of its intention to hear and consider such allegations and afford the member in question the opportunity to attend the Executive Committee meeting and to be heard.
- 9.3 If after hearing the allegation and/or any defence, any resolution of the Executive Committee to suspend or expel a member shall only be carried by at least a two-thirds majority of those present at the Executive Committee meeting hearing such allegation.

10. PAYMENTS TO MEMBERS

- 10.1 No member of the LRCA or any person associated with a member shall participate in or materially influence any decision made by the LRCA in respect of the payment to or on behalf of that member or associated person of any income, benefit, or advantage whatsoever. Any such income paid shall be reasonable and relative to that which would be paid in an arms length transaction (being the open market value). The provisions and effect of this

clause shall not be removed from this document and shall be included and implied into any document replacing this document.

11. **CONTRACTS**

11.1 Contracts shall only be executed for and on behalf of LRCA, pursuant to a prior resolution of the Executive Committee;

(a) By affixing the common seal, if any, witnessed by the chairperson and countersigned by another member of the Executive Committee; or

(b) By affixing the signatures of at least two other Members of the Executive Committee.

12. **ANNUAL GENERAL MEETING**

12.1 The Secretary will by public notice in the Rotorua Daily Post together with notice in the LRCA's newsletter immediately preceding the Annual General Meeting and/or by letter or electronic mail, give at least one month's notice of the date upon which the Annual General Meeting shall be held, (including calling for nominations for the election of Officers and the Executive Committee). Such notification will be deemed to be notice given to all members of the date and business of the Annual General Meeting.

12.2 Written nominations for Officers and the Executive Committee, duly proposed, seconded and endorsed with the consent of the nominee shall be lodged with the Secretary not less than 48 hours prior to the date of the Annual General Meeting.

12.3 If pursuant to paragraph 12.2, insufficient nominations are received for the Officers, or 10 members to serve upon the Executive Committee, additional nominations may be received from the floor at the Annual General Meeting.

12.4 The Annual General Meeting shall be held not later than 15 February of each year, at which the following business shall be transacted:

(a) Consideration of the Annual Report and Audited Financial Statement;

- (b) Election of Officers;
- (c) Election of up to 10 members to serve on the Executive Committee;
- (d) Election of Auditor;
- (e) Discussion of such other matters as may be properly considered at such a meeting

12.5 If there is not a quorum of members present within 15 minutes of the time and place appointed for the Annual General Meeting it shall be adjourned to a date not earlier than 14 days thereafter and upon reconvening the meeting shall proceed whatever the number of members present.

13. SPECIAL GENERAL MEETINGS

13.1 A special general meeting may be convened by either:

- (a) The Executive Committee resolving to convene a Special General Meeting to consider specific resolution(s), or
- (b) Upon receipt by the Secretary of a requisition for a Special General Meeting for a particular purpose, signed by not fewer than 20 financial members of the LRCA.

13.2 The Secretary will within 7 days of receipt of either a resolution or a requisition pursuant to Rule 13.1 convene a Special General Meeting by giving at least 14 days written notice to all financial members.

13.3 Any resolution passed at any Special General Meeting shall only be effective upon a 75% majority of those financial members present at the meeting. If there is not a quorum present at the time and place appointed for the special general meeting it shall be adjourned to a date not earlier than 14 days thereafter and upon reconvening the meeting shall proceed, whatever the number of members present.

- 13.4 At such meeting no business other than that specified in the resolution or requisition shall be considered or voted upon.

14. PROCEDURE AT GENERAL MEETINGS

- 14.1 The ruling of the Chairperson at any general meeting on any matter of procedure shall be final.
- 14.2 At any general meeting each financial member present at such meeting shall be entitled to one (1) vote.
- 14.3 Voting at all general meetings shall be by word of mouth, or by show of hands, unless a ballot shall be demanded by a majority of the members present. All votes at such meeting must be cast in person at any general meeting and no proxy voting shall be permitted.

15. EXECUTIVE COMMITTEE

- 15.1 The Executive Committee shall consist of the Chairperson, the Secretary, the Treasurer, together with those members (to a maximum of 10 persons) who are elected thereto at the Annual General Meeting. The Executive Committee shall have power to co-opt up to five additional persons to the Executive Committee who may or may not be Members.
- 15.2 The general management of LRCA shall be under the control of the Executive Committee, which shall do such things, make such delegations and issue such directions as it may think necessary or expedient for the well-being of LRCA and the conduct of its affairs. The decisions of the Executive Committee upon all questions shall be final and binding.
- 15.3 The Executive Committee shall have the power from time to time to co-opt any person to be a member of it or any subcommittee for a specific term or for specific duties. A co-opted person need not be a Member and his/her appointment shall lapse on the expiration of the term or completion of the duties for which he/she was appointed.

- 15.4 The Chairperson shall preside at all meetings of the Executive Committee at which he/she is present and in his/her absence, then a Chairperson shall be elected by those present for that meeting.
- 15.5 The Executive Committee shall meet for the transaction of the business of the LRRRA from time to time and at such place as it shall determine, and it shall be entitled to control its own procedure.
- 15.6 A quorum at any Executive Committee meeting shall be four persons.
- 15.7 All decisions of the Executive Committee other than pursuant to Rule 9 shall be by simple majority. The Chairperson shall have no casting vote.
- 15.8 Any member of the Executive Committee who is absent without leave for three consecutive meetings of the Committee may be expelled upon a resolution to that effect being passed.

16. OFFICERS

- 16.1 The Officers of the LRCA shall be the Chairperson, the Secretary, and the Treasurer who shall be elected from and by the members at each Annual General Meeting which shall be held no later than 15 February in each year.
- 16.2 The newly elected Officers of the Association and members of the Executive Committee shall take office at the conclusion of each Annual General Meeting.
- 16.3 In addition to the duties set out elsewhere in these Rules the Secretary shall:
- (a) Maintain a roll of all financial members of the Association.
 - (b) Send out to each financial member, not later than 31st December each year, a notice setting out the subscription due for the new year.

- (c) Notify the date and place of the Annual General Meeting at least one month before the date of the meeting by:
 - (i) Public notice in the Rotorua Daily Post; and
 - (ii) Notification in the LRCA newsletter to Members and/or by letter or by electronic mail.
- (d) Record fully the Minutes of any general or special meetings of LRCA and all meetings of the Executive Committee.
- (e) Issue all notices as are required in these Rules.

17. VACANCIES

- 17.1 In the event of a vacancy in any office or Executive Committee, the Executive Committee may fill such vacancy by appointment for the balance of that year.

18. DISQUALIFICATION

- 18.1 Any officer or any member of the Executive Committee shall cease to hold office if he or she:
- (a) Resigns office by notice in writing to the Association.
 - (b) Ceases to be a member of the Association.
 - (c) Becomes of unsound mind.
 - (d) Is declared bankrupt.
 - (e) Is convicted of an indictable offence.
 - (f) Is requested by all other members of the Executive Committee to resign.



19. QUORUM AT GENERAL MEETINGS

19.1 At all general meetings a quorum shall consist of ten (10) members.

20. ALTERATION OF RULES

20.1 These Rules may be altered, added to, rescinded or otherwise amended by a resolution passed by a two-thirds majority of those present at a General Meeting of which not less than fourteen (14) days notice has been given.

20.2 Every such notice shall set forth the purport of the proposed alteration, addition, rescission or other amendment.

20.3 No alteration, addition, rescission or other amendment to these rules shall be approved without the Inland Revenue Department's consideration if it affects the charitable objects, non profit aims, the personal benefit clause or the winding up clause.

20.4 The provisions and effect of Rule 20.3 shall not be removed from this document and shall be included and implied into any document replacing this document.

21. ACCOUNTS AND REPORTS

21.1 The Executive Committee shall submit to the Annual General Meeting a report of the year's operations together with the audited financial statement for the past twelve months.

22. AUDIT

22.1 The Executive Committee shall prior to the Annual General Meeting in each year have the books and account of the Association duly audited by one or more suitable persons appointed for that purpose, and the report of the auditor shall be attached to the Annual Report and shall be presented to the Annual General Meeting.

23. BANK

23.1 All monies collected or raised by the Association or otherwise belonging to the Society shall, as soon as practicable after they come into the hands of the Treasurer, be paid into a bank account in the name of the Association at such trading bank as the Executive Committee shall from time to time appoint.

23.2 No money shall be drawn from the said bank account except by the authority of the Executive Committee of the Association and by cheque signed by any two of the Chairperson, Secretary, Treasurer and any other members of the Executive Committee authorised to sign.

24. SEAL

24.1 The Common Seal (if any) shall be kept in the custody of the Secretary and shall not be affixed to any deed or other document except by the authority of a resolution of the Executive Committee in the presence of two members of the Executive Committee.

25. BY-LAWS

25.1 The Executive Committee shall have the power to make from time to time such regulations and by-laws not being inconsistent with these Rules.

26. DISSOLUTION

26.1 The Association may be wound up by a resolution passed by a two-thirds majority of those present at a Special General Meeting of which not less than fourteen (14) days notice has been given.

27. DISPOSITION OF SURPLUS ASSETS



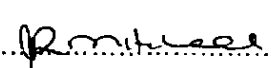
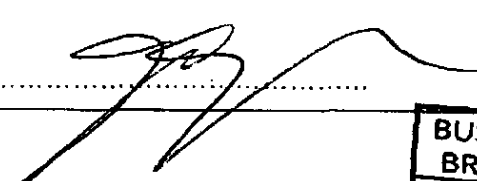
27.1 If upon the winding up or dissolution of the LRCA there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the LRCA but shall be given or transferred to some other charitable organisation or body having

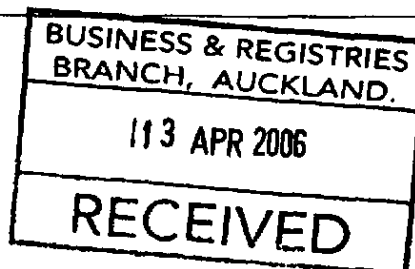
objects similar to the Aims and Objects of the LRCA, or to some other charitable purpose within New Zealand.


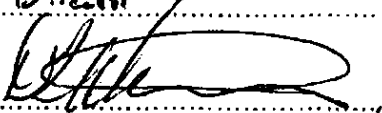



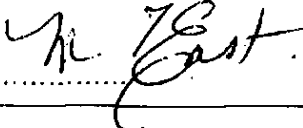
APPLICATION FOR INCORPORATION

We, the several persons whose names are subscribed hereto, being members of the above-mentioned society, hereby make application for the incorporation of the society under the foregoing rules, in accordance with the Incorporated Societies Act 1908.

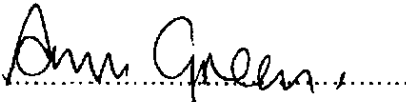
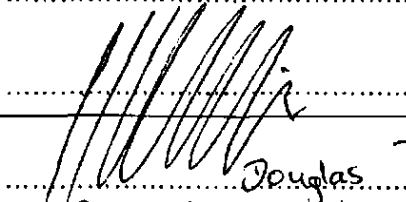



DATED this 2nd day of February 2006

Name (full legal name)	Sallyam Brook
Residential Address	76 Te Akau Road Okere Falls RD4 Rotorua
Occupation	Songographer
Signature	
Name (full legal name)	ANTHONY JOHN SCHEPPEL
Residential Address	5 OKAWA PLACE, OKAWA BAY, UTAHURU ROTORUA
Occupation	COMPANY DIRECTOR
Signature	
Name (full legal name)	SILVIAN RAE MITCHELL
Residential Address	4 OKAWA BAY ROAD ROTORUA
Occupation	OFFICE MANAGER
Signature	
Name (full legal name)	John Morris GREEN
Residential Address	53 Te Akau Rd RD4 ROTORUA
Occupation	COY DIRECTORS
Signature	



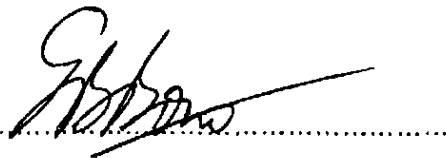
Name (full legal name)	LINDSAY EARL BRIDGEHOUSE S.P.
Residential Address	110 TE AKAU RD RD 4 ROTORUA.
Occupation	RESTAURANT S.P.
Signature	
Name (full legal name)	Donald Trevor Atkinson
Residential Address	324 State Highway 33, Rotorua
Occupation	Director
Signature	
Name (full legal name)	D. ANNE LILIAS ATKINSON
Residential Address	324 SH 33 ROTORUA
Occupation	DIRECTOR
Signature	
Name (full legal name)	ELIZABETH MAVIS MILLER
Residential Address	91 TE AKAU ROAD, (RD 4) ROTORUA
Occupation	BOTANIST
Signature	
Name (full legal name)	Nicol Campbell Miller
Residential Address	91 Te Akau Road Rd 4 Rotorua.
Occupation	Environmental Consultant
Signature	
Name (full legal name)	Marilyn East
Residential Address	28 Sophia St, Rotorua
Occupation	Volunteer
Signature	



Name (full legal name)	Ann Green
Residential Address	53 Te Akau Rd, RD4 Rotorua
Occupation	Housewife - Retired
Signature	
Name (full legal name)	Jamete Justin Robertson
Residential Address	9 Okawa Place, Rotorua
Occupation	Retired
Signature	
Name (full legal name)	Douglas John Robertson
Residential Address	9 Okawa Place Rotorua
Occupation	Retired
Signature	
Name (full legal name)	Mere (Mary) STANTON
Residential Address	4 Okawa Place RD4 ROTORUA
Occupation	Gardener
Signature	
Name (full legal name)	Claive Helen Schoeller
Residential Address	3 St Francis de Sale St St Marys Bay Auckland
Occupation	Administrator
Signature	

Witnessed by:

Graham Brentleigh Bond
 1 Okawa Place, Mourea, Rotorua
 Retired



I **GEOFFREY JOHN TURNER** of Auckland, Solicitor solemnly and sincerely declare:

1. I am the solicitor for the Lake Rotoiti Community Association Incorporated.
2. The majority of the members of the society have consented to the application as signified by the signatures appearing above.
3. The rules so signed are the rules of the Lake Rotoiti Community Association Incorporated.

DECLARED at Auckland
on *2nd February* 2006
before me:



A solicitor of the High Court of New Zealand

Paul McGillivray Smith
Solicitor
Auckland