

UNDER THE INCORPORATED SOCIETIES ACT 1908

THE RULES
of
MERCURY BAY SOUTH RESIDENTS AND RATEPAYERS ASSOCIATION INCORPORATED

1. **NAME**

1.1 The name of the Association is "Mercury Bay South Residents and Ratepayers Association Incorporated". The registered office of the Association shall be the residence of the Secretary/Treasurer of the Association.

2. **OBJECTS**

2.1 To promote and advance generally the interests and welfare (material, cultural and social) of the owners, occupiers and residents of the properties being for the purpose of these rules: all that area known as Cooks Beach, Ferry Landing and all rural areas of the former Mercury Bay South ward of the Thames Coromandel District Council, and to preserve, improve, beautify, conserve and enhance the amenities of the said area .

2.2 To use the funds of the Association as the Association considers necessary or proper, in payment of costs and expenses in furthering or carrying out the objects of the association including the employment of counsel, solicitors, agents or servants as shall appear necessary.

2.3 To subscribe to become a member of and cooperate with any other society, whether incorporated or not, whose objects are altogether or in part similar to those of this Association and to procure from and communicate with such society such information as may be likely to forward the objects of this Association.

2.4 To purchase, take on lease or in exchange on hire or otherwise acquire, hold and mortgage any real or personal property and any rights or privileges which the Association shall think necessary or expedient for the purpose of attaining the objects of the Association or any of them, or promoting the interests of the Association or its members and to sell, mortgage, charge, encumber, exchange, let on bail or lease with or without option of purchase or in any manner dispose of any such property rights or privileges as aforesaid.

2.5 To do all such things as are incidental or conducive to the attainment of the above objects.

3. **MEMBERS**

3.1 The Association shall consist of members, each being a ratepayer or resident of the area defined in clause 2.1 hereof.

3.2 All persons who qualify as members in accordance with clause 3.1 above shall be entitled to membership of the Association upon request to the Committee for the time being of the Association.

3.3 Members shall pay such annual fee as determined by the Association at the Annual General Meeting.

3.4 Membership fees shall fall due on the first day of each financial year of the Association.

3.5 The Association shall establish and maintain a Register of Members of the Association specifying the name and address of each member together with the date on which the member joined the Association and also the date of cessation of membership.

3.6 Membership shall cease upon resignation, expulsion or failure to pay outstanding membership fees within three (3) months of the due date. Any member may resign his/her membership of the Association in writing delivered to the Secretary at the registered address of the Association. The Committee may, by resolution passed by a majority at a Special Meeting called for that purpose, terminate the membership of any member provided that prior notice has been given to the member advising them of the intention of the Committee to terminate the membership and that they may attend and be heard at the meeting.

4. **COMMITTEE**

4.1 The Committee shall consist of up to eight (8) members elected at the Annual General Meeting of the Association: the Committee shall at its first meeting (which shall be held within one month of the Annual General Meeting) elect appropriate officers including Chairperson, Vice Chairperson, Secretary and Treasurer from its own number. The offices of Secretary and Treasurer may be combined.

4.2 The membership of the Committee shall comprise not less than fifty per cent members resident in the area defined in clause 2.1.

4.3 Nominations for committee shall be received either in writing to the Secretary prior to the Annual General Meeting or from the floor of the meeting. All nominators, seconders and nominees shall be financial members of the Association. Any nominee unable to attend the meeting shall signify in writing willingness to stand for election. In the event of more than the required number of nominations being received a ballot shall be held.

4.4 The Committee shall have the right to exercise all the powers and perform all the objects of the Association other than such as are required to be exercised or performed by the members in general meeting.

4.5 Any vacancies on the Committee shall be filled by appointment or left vacant to the next Annual General Meeting as determined by the Committee.

4.6 The Committee may appoint up to three (3) further members to the Committee for any purpose for which the Committee deems necessary or desirable that such further member or members should be appointed.

4.7 The Committee may appoint sub-committees for specific purposes. The period of the appointment to be the duration of the specific purpose, or until dissolved by the Committee.

5. PROCEEDINGS OF THE COMMITTEE

5.1 Ordinary Meetings

Meetings of the Committee shall be held at Easter and Labour Weekend with a time designated for input by members of the Association. Other meetings to be held when considered necessary by the Committee. Notice of the intention to hold a meeting shall be given to members of the Committee in writing or by such other means as determined from time to time by the Committee but in all cases notice shall be given no later than three (3) days prior to the meeting and shall include details of the items to be discussed.

5.2 Special Meetings

Special Meetings of the Committee shall be held as required on receipt by the Secretary of a requisition signed by at least three(3) members giving details of the reason or reasons for calling the Special Meeting. The Secretary shall forthwith advise all members of the Committee of the date, time and venue of such meeting, including details of items to be discussed.

5.3 Quorum

A quorum of the Committee shall be five (5). The Chairperson shall take the chair at all meetings and in his/her absence the Vice Chairperson. If there is no Chairperson or Vice Chairperson present, the meeting shall elect a Committee member to take the chair.

5.4 Voting

The person for the time being in the chair shall have both a deliberative and casting vote. Upon any question arising each member of the Committee present shall have one(1) vote which will be determined by a show of hands.

5.5 Resolutions

The Committee shall keep minutes of all meetings according to proper usage and any resolution of the Committee authenticated by the signature of the person in the chair at the same or subsequent meeting shall be deemed to be a valid resolution of the Association.

6. ANNUAL AND SPECIAL GENERAL MEETINGS

6.1 Annual General Meeting

The Annual General Meeting of the Association shall be held at Cooks Beach not earlier than New Year's Day and not later than the 31st day of January each year on a date and time to be fixed by the committee of which twenty one (21) days' notice shall be given to members by such manner as the committee decide but shall in all cases be advertised at least once in a local newspaper. The Chairperson for the Annual General Meeting shall be the Chairperson of the Committee or in the absence of the Chairperson, the Vice Chairperson.

The business of the Annual General Meeting shall be the election of the Committee, the receipt of the Chairperson's Annual Report, Balance Sheet of the association, ~~appointment of Honorary Auditor~~, set annual membership subscription and general business.

(A amendment A.G.M 28 Jan 2018)

6.2 Special General Meeting

A Special General Meeting may be convened by the committee or convened on a request in writing of fifteen (15) members delivered to the secretary at the registered address of the Association and the secretary shall give not less than fourteen (14) day's notice to all members advising of the date, time and venue of the meeting and the nature of the business to be transacted at the meeting. A notice addressed to a member at the address shown in the Association's records shall be deemed to have been sent to the member.

6.3 Quorum

Ten (10) members shall be a quorum at any General or Special Meetings of the Association.

6.4 Voting

Unless a poll is demanded, voting on any issue arising at a General or Special Meeting shall be determined by a show of hands. A poll may be demanded either before or after the vote is taken on a resolution by no less than five (5) members having the right to vote at a meeting. After a poll is taken, votes must be counted according to the votes of each member present in person. The Chairperson of a General or Special Meeting is not entitled to a casting vote. On any substantive issue involving rating of properties or raising of loans to enable works of benefit to certain areas or properties, each assessment in the area concerned shall be entitled to only one vote.

7 **DUTIES OF THE SECRETARY**

7.1 The Secretary shall carry out the duties ordinarily performed by a secretary and include the following:

- The keeping of a record of the business conducted at all meetings of the Committee and at any Special General meetings and the Annual General Meeting. The Secretary shall also be responsible for maintaining the register of Members as required by clause 3.5

- To notify members of intended meetings and the business to be transacted thereat.

8 **DUTIES OF THE TREASURER**

8.1 The Treasurer shall carry out the duties ordinarily performed by a Treasurer and any other duties as required by the Committee, including:

- That books of account are kept showing the financial affairs of the association, including full details of all receipts and payments connected with the activities of the association.

- That all moneys due to the Association are collected, receipted and deposited without delay in the Association's bank account.

- The preparation of the Annual Accounts for submission to the Annual General Meeting.

9. FINANCIAL REVIEWER

9.1 The Committee shall appoint a suitably qualified person as a Financial Reviewer who shall examine the Annual Accounts and report on same to the Annual General Meeting.

9.2 The appointed Financial Reviewer shall not be a person who is involved with the routine financial accounting processes of the Association.

(Amendment AGM 28 Jan 2018)

10. FUNDS OF THE ASSOCIATION

10.1 All moneys received by or on behalf of the association shall forthwith be paid to the credit of the Association in an account with such trading bank as shall be determined from time to time by the committee and all cheques or withdrawal slips drawn on the account shall be signed by any two (2) of the following: Chairperson, Vice Chairperson, Secretary and Treasurer.

10.2 The Association may from time to time invest such funds as are not required for the immediate business of the Association.

11. BORROWING

11.1 The Association shall in addition to the other powers vested in it have the power to borrow or raise money from time to time by the issue of debentures, bonds, mortgages or any other security founded or based on all or any of the property and/or rights of the Association or without any such security and upon such terms as to priority or otherwise as the Association shall think fit but the power of so borrowing or raising money shall not be exercised except pursuant to a resolution of the association passed at a General Meeting.

12. COMMON SEAL

12.1 The Association shall have a common seal which shall be kept in the custody of the Secretary and shall be affixed to all documents only by resolution of the Committee and the affixing for the seal shall be attested by the Chairperson and the Secretary.

13. ALTERATION TO RULES

13.1 These Rules (including the objects) shall be altered or added to only by resolution passed at the Annual General or Special General Meeting by a majority of members present and duly approved by the Registrar. Notice of any meeting, at which there is motion affecting the Rules, shall be sent to each member of the association at least fourteen (14) days prior to the meeting.

13.2 No addition or alteration of the pecuniary profit clause or the winding up clause shall be approved without the Inland Revenue Department's approval.

14 WINDING UP

14.1 The Association may be wound up voluntarily if, at a General Meeting of members, a resolution is passed requiring the Association to be wound up, and the resolution is confirmed at a subsequent meeting of members qualified to vote and held not earlier than thirty (30) days after the date on which the resolution so to be confirmed was passed.

14.2 In the event of voluntary winding up of the Association or its dissolution by the registrar of Incorporated societies, the property of the Association shall be realised and, after payment of all debts and liabilities of the Association the surplus, if any, shall be disposed of in such manner as the members of the association shall resolve at the meeting held to voluntarily wind up the Association or in the case of dissolution by the Registrar of Incorporated societies by a Special General Meeting of members called for the purpose of resolving the disposal of such surplus, provided that any surplus or assets shall not be distributed in such manner as will provide a pecuniary gain to any member who has been a member of the Association.

15. PAYMENT TO MEMBERS (PECUNIARY PROFIT)

15.1 No member or person 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 income, benefit or advantage, except where that income benefit or advantage is derived from:

(a) Professional services to the Association rendered in the course of business, charged at no greater than the current market rates.

(b) Interest on any moneys lent at no greater than the current market rates.

16. FINANCIAL YEAR

16.1 The financial year of the Association shall be from the 1st of December to the 30th of November.