

1. Name

The name of the Association shall be 'Okura Ratepayers and Residents Association Incorporated'.

2. Interpretation

In the interpretation of the Rules of this Deed, unless there is something inconsistent in the context:

- (a) '*Association*' means the Okura Ratepayers and Residents Association Incorporated.
- (b) '*The Act*' means the Incorporated Societies Act 1908 and Amendments.
- (c) '*Okura Region*' means land accessed from any of the following roads: Okura River, Vaughans, Warman, Deborah Place, Gails Drive, and Valerie Crescent
- (c) Words importing the masculine and the feminine or the singular and the plural shall respectively extend to and include the feminine and the masculine or the plural and the singular.

3. Membership

Membership shall be open to all persons who:

- (a) Reside or are liable to pay rates on land within the Okura Region or within such other area or areas as shall from time to time be determined by the Executive Committee of the Association.
- (b) Apply orally or in writing to the Secretary to become a member of the Association.
- (c) Pay the subscription from time to time determined in accordance with this Deed.

4. The objectives of the Association shall be:

- (a) To create and maintain a positive and active interest in all matters relating directly or indirectly to the good government of the area in all its aspects and to safeguard the interest of the residents and ratepayers generally.
- (b) To assist with the organisation of and active participation in local public body elections.
- (c) To encourage and promote the study of and research into economic, social, environmental and other issues of interest to the local community.
- (d) To encourage and assist the candidature of capable and efficient persons for election to office within relevant public bodies.
- (e) To receive from residents and ratepayers of the Okura Region suggestions or ideas for the improvement, addition or creation of facilities within the Okura area or any matters in relation thereto considered to benefit the community.
- (f) To prepare and circulate among members literature relating to all or any of the foregoing matters and to hold public or private meetings for any of the purposes or objectives of the Association and to arrange for a speaker(s) at any such meetings.
- (g) To take all steps and to collect funds as may be deemed to be necessary or expedient for giving effect to all or any such objectives as aforesaid.
- (h) To affiliate with or become a member of any other body having similar objectives.
- (i) To accept any money or property donated or left to the Association upon any terms attached to such gift or bequest.
- (j) To purchase, take on lease, rent, hire or otherwise acquire any real and personal property and to sell, let or otherwise dispose thereof and generally to manage and invest the property and funds of the Association.

5. Resignations

A member wishing to resign shall give written notice of resignation to the Secretary and shall continue to be liable for subscriptions until such notice is so given.

6. Expulsions

The Executive may at any time expel any member by notifying the member in writing, without assigning any reason and such member shall cease to be a member from the date of the resolution expelling him/her.

7 Temporary, Honorary and Life Memberships

Persons may be admitted to temporary membership, honorary membership or life membership at any time in such manner as the Association may from time to time resolve in General Meeting.

8. Executive Committee

- (a) There shall be an Executive Committee of the Association to which, except as in these Rules otherwise provided is deputed, the entire management and control of the Association and its funds and which may exercise all the powers of the Association. Such Committee shall comprise - a Chairperson, a Secretary, a Treasurer and five other members who shall be elected by ballot at the Annual General Meeting. The offices of Secretary and Treasurer may be held by one person if the Executive thinks fit, in such case an additional member of the Executive may be appointed in order that the number remains at eight.
- (b) Candidates for office must be or become members and may be nominated at the Annual General Meeting or may be nominated in writing to the Secretary prior to the meeting.
- (c) Any vacancy occurring in the Executive Committee shall be filled by the Committee, which may co-opt another member.

9. Duties of Officers

- (a) Chairperson - shall preside at all meetings of the Executive and of the Association.
- (b) Secretary - shall:
 - (i) Keep proper minutes of all meetings of the Executive and of the Association.
 - (ii) Keep a roll of members and of their addresses and of the dates of their becoming and ceasing to be members.
 - (iii) From time to time supply the Treasurer with a list of members liable for subscriptions.
 - (iv) File all documents and records of the Association and produce them at meetings at which they may be required.
 - (v) Conduct the correspondence of the Association except as provided for in paragraph 9 (d) below.
 - (vi) Furnish when required by the Registrar a list of the members.
- (c) Treasurer - shall:
 - (i) Receive and keep safe all monies due to the Association and pay its debts and keep a proper account of the Association's income and expenditure and assets and liabilities.

- (ii) Prepare annually as at the last day of June in each year and produce to the Annual General Meeting of the Association an audited statement of the receipts and payments and income and expenditure of the Association and a balance sheet of its assets and liabilities together with a report on the Association's finances. Upon approval thereof by the Association the Treasurer shall file a copy of the accounts and balance sheet with the Registrar.
- (iii) Bank all money to such trading or savings bank accounts as the Executive determines.
- (d) Any member of the Executive Committee may be nominated by the Executive Committee to take responsibility for and conduct the Association's correspondence where it is appropriate for them to do so.

10. Operation of Bank Accounts

All payments shall be made either by cheque or by internet banking from the bank at which the Association's bank accounts are held. Three Executive members are to be appointed as authorised signatories to the Association's bank accounts. Payments made from those bank accounts are to be authorised by two of the three authorised signatories. Any one of the three members so appointed may endorse banking instruments.

11. Auditor

An auditor shall be appointed at each Annual General Meeting and shall be eligible for reappointment.

12. Subscriptions

Subscriptions shall be such as the Association in Annual General Meeting from time to time determines. In the absence of resolution at an Annual General Meeting of the subscription amount the annual subscription shall not be changed.

13. Meetings

- (a) Executive Committee - shall meet at such times as it determines but not less frequently than once in every three months. Meetings can be conducted by email where the Chairperson deems this necessary. Any decision taken by email is to be formally documented in the Committee's minutes. Members of the Association may attend Executive meetings.
- (b) Annual General Meeting - The Association shall meet at such times as the Executive Committee determines but not less than once every twelve months.
- (c) Special General Meeting - A Special General Meeting of the Association may be called at any time by the Executive. A Special General Meeting shall be called by the Secretary on receipt by him/her of a requisition for a Special General Meeting signed by seven members of the Association – and shall be called to be held within twenty-one days of receipt of the requisition by the Secretary.

- (d) If notices calling a Special General Meeting are not dispatched by the Secretary in accordance with these Rules, those members making the requisition may call such a meeting by giving three days' notice in writing to the members or by advertisement published three clear days before the date of the intended meeting. The requisition for a Special General Meeting and the notice summoning it shall state the business intended to be conducted thereat and no other business shall be conducted at such a meeting save that mentioned in both the requisition and notice of the meeting.
- (e) If at any meeting the Chairperson be not present, the members present shall elect one of their number to the position of Chairperson and he/she shall have all the powers of the Chairperson at the meeting.

14. Notice of Annual or Special General Meeting:

- (a) An Annual General Meeting or Special General Meeting of the Association shall be validly called if a notice thereof shall – at least 7 days prior to the meeting - have been
 - (i) emailed to each member at his/her email address held on the Association's records, or
 - (ii) delivered to each member at his/her physical street address held on the Association's records.
- (b) Notices of meetings may also be delivered to residents not then members of the Association.
- (c) Accidental omission to notify any member or non-receipt of notice shall not invalidate a meeting.

15. Quorum

The Quorum for a meeting of the Executive shall be five and for a meeting of the Association fifteen, provided that if at a General Meeting of the Association a quorum be not present within half an hour of the time appointed for such meeting the same shall stand adjourned and shall be reconvened by the Executive.

16. Voting

- (a) Each member of the Association shall have one vote and in case of equality of voting the Chairperson shall have a casting vote as well as a deliberative vote.
- (b) A member may vote by proxy vote by appointing another named member to vote on the first member's behalf. The appointment of proxy is to be made in writing and given to the Secretary before the meeting to which the proxy vote relates. Any proxy votes held in accordance with these Rules shall be declared at the start of the meeting and shall count toward the quorum.
- (c) Voting on all matters (except for election of officers) shall be on voices (unless a show of hands is called for) when it shall be determined by a count. If however a secret ballot is called for, voting shall be conducted by a secret ballot.
- (d) On any motion of no confidence in the Chairperson, the Chairperson shall vacate the Chair which shall be taken by a member of the Association unanimously agreed upon and if unanimity cannot be obtained then selected by secret ballot. The member taking the Chair shall exercise all the powers of the Chairperson.
- (e) All issues shall be decided by a simple majority.

17 Conflict of Interest

In any situation where an Executive member considers that they have a potential or actual conflict of interest in any matter under consideration at an Executive meeting then they must declare that conflict. The Executive will decide whether there is a conflict and how it is to be addressed. The declaration and Executive decision are to be recorded in the minutes of the meeting in which the disclosure is made.

18. Sub committees

The Executive may appoint sub-committees to deal with any business of the Association. Any delegated business and responsibilities must be described adequately and recorded in the minutes. All significant recommendations made or decisions taken by a sub-committee are to be reported back to the Executive.

19 Borrowing Powers

The Association shall have the power to borrow or raise money by way of overdraft or otherwise and either with or without giving security and to secure payment of any money borrowed or owing by the Association by mortgage on the Association's property and to execute and issue mortgages, bonds or debentures, promissory notes or other instruments for securing the same (with or without charge) on all or any part of the Association's property and upon such terms as to priority and otherwise as the Executive thinks fit and so that any such security may either be given to secure the payment of a sum certain on a day certain, or to secure the payment of the balance of the account current from time to time existing between the Association and the holder of such security. The borrowing powers of the Association may be exercised from time to time by the Executive.

20. Winding up and application of funds

- (a) The Association may be wound up voluntarily if a General Meeting of the Association passes by a simple majority a resolution requiring the Association to be so wound up and such resolution is confirmed by a simple majority at a subsequent General Meeting called for that purpose and held not earlier than thirty days after the date on which the resolution to be confirmed was passed.
- (b) On winding up of the Association or upon its dissolution by the Registrar the assets shall be subject to the payment of all just claims upon them. All remaining assets shall be distributed to an organisation or organisations with objectives similar to those of the Association. Any such decision to distribute the remaining assets will be taken by a simple majority of current members present at the meeting convened to wind up the Association – or a subsequent meeting if required for the purpose.

21 Events not provided for

Any event occurring not provided for by these Rules shall be referred to the Executive whose decision shall be final until such decision shall be superseded by an Annual or Special General Meeting of the Association.

22 Alteration to this Deed

Any addition to, alteration or amendment of, or rescision of any part of this Deed shall be made at an Annual or Special General Meeting and by a simple majority of the members present thereat. Notice of any proposed addition, alteration, amendment or rescision shall be given to the members of the Association in the notice convening the meeting. No change to the Deed is valid until accepted by the Registrar.

23 Registered Office

The registered office of the Association shall be such place as the Executive may from time to time determine.

24 Confirmation of Rules

I declare that these are the Rules of the Okura Ratepayers and Residents Association Incorporated.

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Authorised person

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Date