
**CONSTITUTION AND RULES OF
PORT UNDERWOOD
ASSOCIATION INCORPORATED**

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1 **Interpretation**

1.1 In the interpretation of these Rules, unless the context otherwise requires

"the Act" means the Incorporated Societies Act 2022 and includes any statutory modification, amendment or re-enactment thereof or provisions substituted therefor for the time being in force,

"Annual General Meeting" means the annual general meeting of the Association,

"the Area" means the Port Underwood, Marlborough Sounds area,

"Association" means the Association of which these are the Constitution and Rules,

"Committee" means the Committee of the Association as constituted under Rule 8 hereof,

"Committee Member" means a member of the Committee duly elected at the Annual General Meeting or co-opted by the Committee in accordance with Rule 8.6 or a duly authorised person acting on behalf of a member of the Committee,

"Environment" means the land, sea, water both sea and fresh, all flora and fauna, the atmosphere and air,

"General Meeting" includes an Annual General Meeting and a Special General Meeting,

"Member" means any person who is a member of the Association as determined in accordance with Rule 4,

"Registered Office" means the registered office of the Association as determined in accordance with Rule 20,

"Registrar" means the Registrar of Incorporated Societies,

"Rules" means these Rules as now adopted or as from time to time altered by resolution passed in accordance with Rule 24,

"Secretary" means any person appointed to perform the duties of the secretary of the Association as and when appointed or any person duly authorised to act in place of the secretary,

"Special General Meeting" means a meeting of the Association called in accordance with Rule 18,

"Treasurer" means any person appointed to perform the duties of the treasurer of the Association or any person duly authorised to act in place of the treasurer,

- 1.2 Words importing the plural include the singular and vice versa,
- 1.3 Words importing the masculine gender include the feminine gender and vice versa,
- 1.4 References to writing or written shall be construed as including words printed, typewritten, painted, engraved, lithographed, produced by any mechanical or electronic means or by multiplying or reproducing copies in any manner or any other mode representing or reproducing words in permanent visible form or partly in one mode and partly in another.

2 **Name**

The name of the Association shall be "Port Underwood Association Incorporated."

3 **Objects and powers**

3.1 The objects of the Association are:

- 3.1.1 to encourage and promote the use and preservation of the area in a manner consistent with the fair use and enjoyment of the environment,

- 3.1.2 to promote the protection and enhancement of the beauty and natural values of the area for the use and enjoyment of people,
 - 3.1.3 to promote in the government of the area balance among the potentially competing interests of different types of users of the area, which does not prejudice the collective general interests of private landowners in the area and to participate in such government,
 - 3.1.4 to represent and advance the interests of the members as holders of beneficial interests in the area to and with any authority having control or influence on matters affecting the area,
 - 3.1.5 to arrange and foster community activities including social sports and other recreational events in the Area,
 - 3.1.6 to provide or instigate or assist in the provision of or payment for amenities and services for people who reside (on holiday or otherwise) in the area and the upgrading and maintenance thereof.
- 3.2 For the purposes of carrying out those objects the Association shall (subject to all applicable law) have the rights, powers, and privileges of a natural person and the power to do any other act or thing that an incorporated association is permitted to do by any enactment or rule of law. For the avoidance of doubt the powers of the Association include the power to borrow, guarantee and give security for obligations entered into by the Association.

4 **Membership**

The Association shall consist of:

- 4.1 People who were members of the Association immediately prior to the date of registration of these Rules, who shall become and remain Members, and
- 4.2 People who have a meaningful interest in the area and become Members each by completing and delivering to the Secretary an application for membership, stating the person's name, and address and meaningful interest in the Area, and whose application is approved by the Committee. Each member must complete the application form included in the appendix and consent to be a Member of the Association,
- 4.3 The Association must have a minimum of ten (10) members, or it will wind up subject to the rules in Section 25,
- 4.4 A person that has provided exemplary service to the Association over many years and / or made a significant contribution to the Association can be elected as a life member by a majority vote at the Annual General Meeting. A life member is a member of the Association for their natural life and is not required to pay membership fees,
- 4.5 The secretary will maintain a register of members.

5 **Termination of membership**

- 5.1 A Member may at any time by giving notice in writing to the Secretary resign membership of the Association.
- 5.2 A Member may be excluded or expelled from or be suspended from membership of, and a person may be refused admission to the Association by either:
 - 5.2.1 a resolution passed with the affirmative vote of at least 75% of the votes cast at a General Meeting, or
 - 5.2.2 the resolution of at least five-sevenths of the Committee

Subject to clause 5.3 any such decision shall be conclusive.

- 5.3 If a Member whose expulsion is resolved upon pursuant to clause 5.2 was:
 - 5.3.1 not at the meeting at which the matter was resolved, with prior notice that it would be moved, or
 - 5.3.2 was not permitted to address the meeting on the motion,
 - 5.3.3 the expulsion shall be suspended, if the Member so requests in writing to the Secretary within 21 days of being notified of the resolution, until such time as the Member has received an opportunity to address a general meeting, or the Committee (whichever body has previously resolved) on the matter, and the relevant body has either confirmed the expulsion resolution or rescinded it. Any dispute is to be resolved by the rules in section 22,
 - 5.3.4 This provision for suspension shall not apply to expulsion or exclusion for non-payment of any levy or subscription, of which reasonable demand has been made.

6 **Membership subscriptions**

- 6.1 The Association may, by resolution of a General Meeting, levy Members from time to time, and may levy an annual subscription, payment of which is a condition of continued membership.
- 6.2 Any levy shall apply equally to each Member.

- 6.3 The annual subscription shall be fixed at an Annual General Meeting for the ensuing year, and when so fixed shall apply without further resolution in succeeding years unless and until amended or replaced by a further resolution of an Annual General Meeting.
- 6.4 The one annual subscription includes the membership fee for a partner of a Member.
- 6.5 No Member shall at any time have any right or claim upon the Association or to or against its property or funds.

7 **Committee**

The management and control of the affairs of the Association shall be vested in the Committee which shall have the power to exercise all the powers and authorities expressly or impliedly conferred upon the Association for the purposes of carrying out its objects. All committee members are officers of the Association.

8 **Committee members**

- 8.1 Committee members shall be elected at the Annual General Meeting and shall hold office until the conclusion of the next Annual General Meeting at which meeting they shall retire but shall be eligible for re-election.
- 8.2 The Committee shall (subject to Rule 8.6), include the specific selection of the following officers:
- 8.2.1 President,
- 8.2.2 Secretary,
- 8.2.3 Treasurer,
Either of the above may act as Treasurer,
- 8.2.4. At least five (5) ordinary Committee members but not more than seven (7). In the event of nominations exceeding seven (7), an election shall be held.
- 8.3 Nominations to the Committee must be either:
- 8.3.1 Received by the Secretary three (3) clear days prior to the time set for commencement of the Annual General Meeting,
- 8.3.2 If the meeting so approves, given at the meeting and on such shorter period of notice as the meeting may from time to time determine.

- 8.4 In the event of the offices of President, Treasurer or Secretary being or becoming vacant for any reason whatsoever, the Committee shall be empowered to fill such vacancy by appointing a substitute from their number.
- 8.5 If for any reason whatsoever the number of ordinary Committee members is less than three (3), the Committee may at its discretion fill such vacancies as it sees fit.
- 8.6 Notwithstanding Rule 8.1, if a project or matter facing the Association in the opinion of the Committee members requires skills or expertise held by members who are not Committee members, the Committee may appoint such members as they think appropriate for such purposes to serve on the Committee for such duration as the Committee may decide. The number of co-opted members shall not exceed four (4) at any one time. Co-opted members shall have full rights to speak and vote at meetings, receive notice of meetings and otherwise act as Committee members.
- 8.7 All committee members must consent in writing to be on the committee and a form for this purpose is included in the appendix to these rules. Consents must be retained by the secretary.
- 8.8 A registry of committee members is to be kept by the secretary.
- 8.9 All committee members have joint responsibility for committee actions rather than it being placed upon a person according to their role.
- 8.10 The secretary's contact details will be provided to the registrar.

9 **Meetings of committee**

The Committee shall meet at such times and places as shall from time to time be determined by the President.

10 **Notice of committee meetings**

Notice of the time and place of every Committee meeting shall be given by the Secretary to each Committee Member by written, oral or telephone communication, unless a regular schedule for the meetings as to frequency, time and place is established making it unnecessary for prior notice to be given. Accidental omission to give notice of a meeting, including a telephone meeting to, or the non-receipt of notice by, any person entitled to receive notice, shall not invalidate proceedings at that meeting.

11 **Procedure at committee meetings**

- 11.1 At Committee meetings, four Committee Members, one of whom shall be the President, Treasurer or Secretary shall constitute a quorum. If no quorum is present within half an hour of the time fixed for a meeting of the Committee, the meeting shall be adjourned for one week to such time and place as may be decided by those present. At such adjourned meeting the business for which the meeting was called may be transacted whether a quorum is present or not.
- 11.2 The President, or in his absence, the Treasurer, or in their absence any Committee Member appointed by a majority present shall chair a Committee meeting.
- 11.3 At Committee meetings each Committee Member shall be entitled to one vote and every question shall be determined by a majority of the votes of the Committee Members present at such meeting and in the case of an equality of votes, the Chair for the time being of the meeting shall have a casting as well as a deliberative vote.
- 11.4 The Committee may appoint sub-committees, which may exercise the powers and perform the functions delegated to them either generally or specifically. In the absence of specific delegation of rights and powers the sub-committee shall have all the Committee's rights and powers reasonably necessary for the convenient performance of the functions delegated. The procedures of a sub-committee shall be the same as those of the Committee, save that a quorum shall be two members of the sub-committee.

12 **Telephone meetings**

- 12.1 The contemporaneous linking together by telephone, internet or other electronic means of four or more Committee Members, shall be deemed to constitute a Committee meeting ("a telephone meeting") if and for so long as the following conditions are and have been met:
- 12.1.1 All Committee Members shall be entitled to notice of a telephone meeting and to be linked by telephone for the purposes of such meeting,
- 12.1.2 Each Committee Member taking part in the meeting must throughout the meeting be able to hear every Committee Member taking part,
- 12.1.3 At the commencement of the meeting each Committee Member participating must acknowledge his presence for the purpose of a Committee Meeting to all the Committee Members taking part, and all the Rules as to Committee meetings shall apply to such meetings.

12.2 A Committee Member may not leave a telephone meeting by disconnecting his telephone unless he has previously obtained the express consent of the chairman of the meeting, and a Committee Member shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the telephone meeting unless the said consent has been obtained.

12.3 A minute of the proceedings at a telephone meeting shall be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified as a correct minute by the Chairman of the meeting or by the Secretary.

13 **Resolutions**

A resolution in writing proposed to all, and signed by five-sevenths of the Committee Members shall be as valid and effectual for all purposes as a resolution passed at a Committee Meeting duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more Committee Members

14 **Extraordinary committee meetings**

Upon a requisition in writing to the Secretary by any two Committee Members, the President shall call an extraordinary meeting of the Committee. Committee Members shall be given not less than forty-eight hours notice of any meeting called in that manner.

15 **Secretary**

The Secretary shall, in person or by any person duly authorised to act on his behalf, be present at and shall record minutes of the proceedings of all meetings of the Committee and the Association in General Meeting and such minutes shall be presented for confirmation at the next meeting of the Committee or Association as the case may be and submitted as part of the annual return to the Registrar.

16 **Minutes**

The minutes of meetings of the Committee or Association and other records of the Association shall be open to inspection by any Member at all reasonable times.

17 **Annual general meeting**

17.1 An Annual General Meeting of the Association shall be held in January each year or at such other time as may be approved by the Committee but within six (6) months of the balance date of the Association, and notified pursuant to Rule 17.2 following.

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- 17.2 Notice of the Annual General Meeting shall be in writing and posted to all Members. Such notice may be contained in any newsletter published to Members.
- 17.3 The purpose of the Annual General Meeting shall be:
- 17.3.1 to receive and, if in order, approve the President's annual report and financial statements for the past year,
 - 17.3.2 to elect the Committee and the officers of the Association,
 - 17.3.3 to consider such other business as may be stated in the agenda (except as provided in Rule 17.5 following).
- 17.4 Notice of Proposed Annual General Meeting Business, subject to a Rule 17.5 notice of any business or resolutions to be discussed or submitted at the meeting, shall be given to the Secretary not later than seven days before the Annual General Meeting or such shorter time as the Secretary may consent to (in his absolute discretion) using the form in the appendix or any similar notification.
- 17.5 Consent of Meeting to Unnotified Business
- Any business or resolutions may be submitted to the meeting and discussed without notice with the approval of a majority resolution of the meeting.
- 18 **Special general meeting**
- 18.1 A Special General Meeting of the Members shall be called by the Secretary if requested in writing by a majority of Committee Members or by a petition signed by not less than ten Members. Subject to Rule 18.2 the time and place of each meeting shall be decided by the Committee.
- 18.2 A Special General Meeting shall be held no sooner than fourteen days after notice of the meeting has been posted to Members and not more than ninety days after receipt by the Secretary of a written request in accordance with this Rule 18.
- 18.3 The notice of a Special General Meeting shall state the general nature of the business to be discussed and specify any proposed resolutions.

19 Procedure at general meetings**19.1 Quorum**

The quorum for any General Meeting of the Members shall be not less than ten Members four of whom must be Committee Members present in person or by proxy. If no quorum is present within half an hour of the time fixed, the meeting shall be adjourned for at least one week to such time and place as may be decided by those present. Notice of the time and place of the reconvened meeting shall be sent to Members at least 4 days before that time. At such adjourned meeting the business for which the meeting was called may be transacted whether a quorum is present or not.

19.2 Chairman

The President shall chair all General Meetings, or failing him the Treasurer, but if neither of them is able nor willing to act, the Members present may choose one of their number to chair the meeting.

19.3 Voting

At General Meetings each Member present in person shall be entitled to one vote on a show of hands. Every question shall be determined by a majority of the votes of persons eligible to vote by show of hands or on a poll as the case may be and in the case of an equality of votes the chairman for the time being of the meeting shall have a casting as well as a deliberative vote.

19.4 Proxies

Members may vote personally or by proxy. All instruments appointing proxies shall be in writing under the hand of the appointer whose signature shall be attested by a witness. No person shall be appointed a proxy who is not a Member. The instrument appointing a proxy shall be handed to the Secretary at any time before the termination of the meeting at which the person named in such instrument proposes to vote. A proxy may be appointed only for a specific meeting and any adjournment thereof. A proxy form is included in the Appendix.

20 Registered office

The registered office shall be situated at the residence or office of the Secretary from time to time, or such other place as the Committee, may from time to time, decide provided that it shall not in any case change until the date on which a notice of the proposed change has been notified to the Registrar.

21 Accounts

21.1 The Secretary shall submit to the Annual General Meeting a financial statement produced by the Treasurer, for the preceding year.

21.2 A copy of that financial statement shall be made available by the Secretary to every Member upon request not less than seven days before the Annual General Meeting.

21.3 Whilst the Association remains defined as a small society by the Incorporated Societies Act 2022, the Treasurer shall return to the Registrar, as part of the Association's annual return, its accounts showing the Association's income and expenditure, assets and liabilities and any security interests.

22 **Dispute Resolution and Conflicts of Interest**

22.1 The parties shall attempt in the first instance to resolve any dispute concerning the Association. Failing agreement within fourteen days, the parties to the dispute can agree to appeal to any three Members of the Committee not involved in the dispute (that the parties can agree upon) to arbitrate. If either party does not wish to use Committee Members as arbitrators or should there remain any unresolved difference after 30 days from the appeal, or such extended period as mutually agreed, the dispute is to be resolved by the appointment of a member of the Arbitrators' and Mediators' Institute of New Zealand Inc. The Arbitrator or Mediator shall be appointed by agreement of the parties to the dispute, or if agreement cannot be reached by a Committee Member that is not a party to the dispute. The Arbitrator's or Mediator's decision is to be final and binding on all parties. Costs of the Arbitrator's or Mediator's determination are to be shared equally between the parties.

22.2 Section 5.3 deals with expulsion of Members. Should there remain a dispute regarding this expulsion, the matter is to be resolved using the procedures in section 22.1.

22.3 Members of the Association and Members of the Committee must inform the Committee as soon as possible, and within 14 days at the latest, any conflicts of interest that they are or become aware of. Written notification of the conflict of interest must be addressed to the President or Secretary.

22.4 The Secretary will maintain a register of any conflicts of interest of Members of the Association and Members of the Committee.

23 **Bank accounts and signatories**

The Association's bank accounts shall be operated, and all negotiable or transferable instruments and receipts shall be signed, accepted, endorsed or otherwise executed, (as the case may be) on behalf of the Association by (1) any two of the President, Treasurer or Secretary co-jointly, or (2) two people comprising (a) any one of the President, Treasurer or Secretary, and (b) a Committee Member duly nominated and authorised by the Committee for the purpose. The President, Treasurer and Secretary shall have control of the funds of the Association for the purposes of investment and the day-to-day working of the Association.

24 **Amendment of rules**

24.1 No new Rule shall be made nor shall any Rule herein contained or hereinafter made be amended altered or rescinded except with the

consent of a majority of not less than 60% of the Members voting personally or by proxy at a General Meeting.

24.2 Notwithstanding anything elsewhere in these Rules, notice in writing of any proposed amendment, alteration or rescission of any Rule or of any substituted or amended Rule shall be furnished to the Committee at least three weeks prior to the matter being discussed at a General Meeting and shall be notified to Members fourteen days before such General Meeting.

25 **Winding up**

25.1 The Members may by resolution, passed by a majority of not less than 50% of the Members personally present at a Special General Meeting convened especially for the purpose, resolve that the Association be wound up.

25.2 Notice of any resolution passed pursuant to Rule 25.1 shall be sent to the Registrar.

25.3 A Resolution to wind up the Society shall be confirmed at a subsequent meeting of the Association to be held not earlier than thirty days after the date on which the resolution has been passed.

25.4 Assets Upon Winding Up

25.4.1 Surplus assets after payment of liabilities upon the winding up of the Association shall be disposed of by the Committee to or for the benefit of any charitable organisation or organisations with objects the same or similar to those of the Association or which include in whole or in part the objects of the Association, or such other charitable organisation or organisations as is approved by not less than 60% of the Members present at the subsequent meeting of the Association referred to in Rule 25.3.

25.4.2 Notwithstanding anything in this Rule 25, such of the said surplus assets referred to therein as are subject to any trust shall be disposed of as the High Court or a Judge thereof directs.

26 **Exclusion of liability**

No action at law or otherwise shall be in favour of Members or their executors or administrators against any Committee Member or any other officers of the Association for or in respect of any act, matter or thing done, omitted or suffered in good faith in pursuance of the provisions of these Rules, notwithstanding that there may have been an irregularity or informality occurring in or about the doing, or omitting or suffering, of any act, matter or thing.

27 **Liability**

No Committee Member, no Auditor, Secretary or any other officer, shall be liable for any other Committee Member, Auditor, Secretary or other officer, or for joining in any receipt or document, or for any act or concurrence or conformity in any action or for any loss or expense happening to the Association unless the same happened from his own willful default.

28 **General rules**

28.1 No Committee Member shall be entitled to be remunerated for serving in such capacity but may be paid out-of-pocket expenses incurred by express authority of the Committee provided however that any such Members who do work in their professional capacities for or on behalf of the Association shall be entitled to charge and be paid for such work.

28.2 Every Member shall be bound in respect of the Association by every act of the Committee which is not ultra vires.

28.3 In the event of any difference of opinion as to the interpretation of these Rules, the matter shall be referred by the Committee to a barrister of the High Court of New Zealand and his decision shall be final.

28.4 All Members shall be deemed to have notice of and be bound by these Rules.

28.5 All matters relating to the Association not specifically dealt with in these Rules shall be decided by the Committee.

Passed by the Members of the Port Underwood Association Incorporated at the AGM.

Dated:

Signed

..... Wayne Boustridge President Date

..... John Davison Secretary Date

Appendix

Forms for the use of the Association

Invitation and Agreement to join the Association

Agreement to be a Committee Member

Intention to Stand for the Committee of the Association

Resolution form for AGMs

Proxy form for voting at an AGM

Agreement to Join the Association

**Port Underwood Association Inc.
PO Box 59 Blenheim 7240
port.underwood.association@gmail.com
www.portunderwoodassoc.org**

Dear Port Underwood Ratepayer, Resident or interested party,

I would like to take this opportunity to introduce you to the Port Underwood Association. Our membership consists mostly of couples and families but is open to anyone who has an interest in the Port Underwood area including business or commercial interests.

The committee tries to fairly represent the views of a wide range of residents, ratepayers, farmers, marine farmers, forestry owners, and bach owners.

Our association is known, respected and consulted on most topics that concern the Port. We are then able to present a united front on a wide variety of issues that affect all of us who live, work and holiday in this beautiful area.

The subscription is set annually at the AGM and is currently \$20 per year per family (not per bach). You will receive regular newsletters, and information by email on the latest issues that affect the Port such as fishing regulations, District Council regulations, notification of aquaculture, roading, forestry and subdivision resource consent applications as well as health alerts such as toxic algae blooms.

I enclose a subscription form and a recent newsletter for you to get an overview of the issues we deal with.

If you wish to know more, please contact the secretary, John Davison, phone 022 1306 508 or email port.underwood.association@gmail.com . I look forward to hearing from you.

Regards,

John Davison
Secretary/Treasurer
Port Underwood Association

SUBSCRIPTION FORM

Please complete and post or email to the secretary

Port Underwood Association P.O. BOX 59 BLENHEIM 7240 or
port.underwood.association@gmail.com

NAME :

MAILING/HOME ADDRESS :

PHONE : Home: _____ Mobile: _____

E-MAIL ADDRESS:

PORT UNDERWOOD RAPID NUMBER & BAY:

I agree to join the Port Underwood Association Incorporated and abide by its rules and Constitution

Signed: _____ Dated: _____

Subscription \$20:

Direct Deposit

Port Underwood Association,
Westpac Blenheim
030599 0216931 00

Please quote surname and bay as references

A receipt will be issued in due course

CONSTITUTION AND RULES OF PORT UNDERWOOD ASSOCIATION INCORPORATED

Agreement to be a committee member of the Port Underwood Association Incorporated

I, _____ agree to be a Committee Member of the Port Underwood Association Incorporated in the capacity of

- President
- Treasurer
- Secretary
- Committee Member

(Delete as Appropriate)

Signed: _____

Dated: _____

NOTICE OF INTENTION TO STAND FOR COMMITTEE/OFFICER
Port Underwood Association Incorporated

Please use this form to provide notice to the Port Underwood Association for the AGM on DD/MM/YY.
Please return completed forms before 9am on DD/MM/YY to:

port.underwood.association@gmail.com

Post to stand for:

Proposed by:

Seconded by:

NOTICE OF MOTION

Port Underwood Association Incorporated

For discussion at the Port Underwood Association AGM on DD/MM/YY.

Please return completed forms before 9am on the DD/MM/YY to:

port.underwood.association@gmail.com

Moved By:

Seconded By:

Motion:

Supporting Narrative:

Proxy Voting Form
Port Underwood Association Incorporated

I _____ being a financial member of the Port Underwood Association give my proxy vote to:

_____ for the Annual/Special/Extraordinary Meeting to be held on DD/MM/YY

Signed by the Member giving their Proxy _____. Date: _____

Witnessed by:

_____ (Name) _____ (Signature) _____ Date