

RULES OF PISA MOORINGS UTILITIES SOCIETY INCORPORATED

- 1 The name of the Society shall be the “Pisa Moorings Utilities Society Incorporated” and in the reading and construction of these rules the expression “the Society” shall mean “Pisa Moorings Utilities Society Incorporated”

AIMS AND OBJECTS

- 2 The aims and objects for which the Society is incorporated are
 - a. For the maintenance and development of the residential subdivision at Lowburn described as Pisa Moorings but such area to include such additional residential areas as the Society shall agree to accommodate
 - b. To own and maintain the following services for the benefit of the Pisa Moorings Subdivision
 - i. Water Supply Headworks and Operation in terms of Royds Consulting Manual dated October 1994 or such subsequent document
 - ii. Amenity Lighting being all lighting including bollard lighting but excluding standard Street Lighting
 - iii. Landscaping and irrigation as specified in As Built Underground Service Plan prepared in October 1994 in respect of the Pisa Moorings developments by Paterson Pitts & Partners
 - iv. Such other additional services and utilities as are required for the Pisa Moorings subdivision
 - v. Management, control and operation of the Society’s common areas, access ways, water scheme, recreational facilities and waterways as necessary for the successful operation of a residential subdivision for the benefit of all members
 - c. To maintain and develop such common areas of land at Lowburn that are not vested in the name of the Central Otago District Council and the Society believes is appropriate for the common good of the members of the Society to purchase, administer or acquire
 - d. The Society shall be based at Lowburn, Central Otago
 - e. Either alone or jointly with any other Society or institution, person or persons or body corporate, having objects similar to its own, to purchase, take on lease or in exchange or otherwise acquire any lands, buildings, rights or property (real or personal) which may be necessary for the purposes of or conveniently used in connection with any of the objects of the Society

- f. To undertake and execute the trusts of any fund or property given for any of the objects of the Society or any similar objects
- g. To subscribe to and become a member of any other Association whether incorporated or not, whose objects are altogether or in part similar to those of the Society
- h. From time to time to borrow or raise any money either with or without security or in any other mode whatsoever for the purposes of the Society and, when deemed necessary, to secure the repayment of such advances by mortgage, charge, lien, guarantee or other security over any real or personal property belonging to the Society or over the revenues of the Society or the subscriptions of members or by the issue of debentures charged or secured upon the property or revenues of the Society or in any other manner whatsoever which may seem to the Society to be advisable or expedient, and to join with others as in so doing, subject to the procedures outlined in these Rules
- i. To have the power by means of a Memorandum of Encumbrance Securing Rent charge that shall be registered over every residential section in the subdivision to levy charges to its members to cover expenses incurred by the Society in carrying out its duties and to secure the payment of such charges over the members land
- j. To do all such other lawful things as are incidental or conducive to the attainment of the above objects.

MEMBERSHIP

- 3 Apart from the 15 initial members herein who shall resign at the first Annual General Meeting of the Society the Society shall consist of a limited number of members whose sole criteria for membership is that they are one of the registered proprietors of a residential section located on the following land
 - i. Section 67 Block IV Wakefield Survey District (Otago Land Registry)
 - ii. Section 66 Block 4 Wakefield Survey District (Otago Land Registry)
 - iii. Section 69 Block 4 Wakefield Survey District (Otago Land Registry)
 - a In the case of more than one registered proprietor then such joint and several registered proprietor shall collectively have a single membership to the Society and a single vote at meetings. The first names registered proprietor shall in the absence of agreement between such registered proprietors be the persons mentioned first on the said Certificate of Title
 - b. The Annual charge for each member shall be such amount as the Committee may from time to time decide subject to ratification at the next ensuing Annual General Meeting

- 4 All members may be entitled to admission to all meetings. Non-members may also be admitted upon such terms as the Committee from time to time, decide upon

- 5 Each member shall be bound by the Rules for the time being of the Society and shall from time to time communicate to the Secretary his address and all notices or letters posted to such addresses shall be considered as having been duly given on the day when such notice or letters should have reached such member in the ordinary course of the post. The Committee shall be under no obligation to give any notice to any member temporarily or permanently absent from New Zealand

MANAGEMENT

- 6 The Society may have a Patron or Patrons the appointment of whom, from time to time, shall be at the discretion of the Society

- 7 Subject to the control of the Annual General Meeting of the members of the Society the affairs of the Society shall be managed by a Committee consisting of

Chairperson

Secretary

Treasurer

Up to 8 Committee Members

Provided always that the treasurer/secretary offices may be combined, need not be a member of the Society and shall be paid on terms and conditions acceptable to the Society

In addition, the Committee may appoint for a period to expiry on or before the next Annual General Meeting such other members for specific duties as they shall determine and shall prescribe the duties of any such members

- 8 All executive officers shall be elected annually

- 9 When a vacancy shall occur or shall exist in the Committee or in any one of the offices by death, resignation or otherwise, or shall exist by reason of insufficient appointments at any Annual General Meeting, the Committee shall have power to fill the vacancy or vacancies, and the person or persons so appointed shall hold office until the next Annual General Meeting of the Society.

- 10 The Committee shall conduct the general business of the Society, and shall meet for such purposes as often as may be required. At such Committee meetings fifty percent of the Committee shall constitute a quorum and minutes of the proceedings shall be entered in a book at the meeting and shall be read, confirmed and signed at the next meeting of the Committee

SECRETARY

- 11 The Secretary shall keep the minutes, attend all meetings, conduct the correspondence of the Committee, issue notices, supply information for the preparation of the Annual Report and carry out such other duties as the Committee may instruct

TREASURER

- 12 The Treasurer shall receive all subscriptions and other sums and pay the same into the Society bank account to the credit of the Society. The Treasurer shall pay all accounts which have been passed by the Committee and shall submit to the Annual General Meeting copies of the Society's Financial Statements

AUDITOR AND SOLICITOR

- 13 The Auditor/Reviewer and Solicitor may be appointed at the Annual General Meeting of the Society

MEETINGS

- 14 The Chairperson or in his absence a Committee chairperson appointed for the occasion, shall preside at all meetings of the Society, Committee and all Annual General and Special General Meetings and he or she shall have a deliberative as well as a casting vote which, if exercised, must be for the purpose of preserving the status quo. The chairperson's ruling on any point of order shall be final

SPECIAL AND ANNUAL GENERAL MEETINGS

- 15 The Annual General Meeting shall be held once every year no later than six months after the Society's balance date. The Committee shall determine when and where the Society shall meet within those dates and shall advertise at least two weeks prior to the meeting in one of the local community newspapers
- 16 The financial year of the Committee shall close on the 30th day of June in each year to which date the accounts of the Society shall be balanced and as soon as is convenient the Committee shall call the Annual General Meeting of the members of the Society
- 17 Fourteen days notice of any Annual General Meeting or Special General Meeting shall be given either by advertisement in the Otago Daily Times or by notice posted to each member to the members last known address
- 18 The business of the Annual General Meeting shall be
 - a. To receive the report of the outgoing treasurer
 - b. To receive the financial statements
 - c. To transact and/or finalise important business from the proceeding year
 - d. To elect the committee (and if chosen, the auditor/reviewer and solicitor) for the ensuing year
 - e. To set the subscription for the ensuing year
 - f. For the transaction of any other general business
 - g. For the transaction of any special business of the Society for which due notice has been given
- 19 At all Special or Annual General Meetings of the Society ten per cent of the members who are present in person or by proxy shall constitute a quorum

- 20 Should there not be a quorum at the Annual General Meeting or any Special General Meeting, the members present may adjourn the meeting to such time as they consider advisable, and if at such adjournment meeting a quorum is not present those members who are present shall be a quorum and may transact the business for which the meeting was called. Notice of the time and place of the adjourned meeting shall be given as provided in Rule No 17
- 21 Any member intending to move a resolution at the Annual General Meeting or at a Special General meeting of which notice is required shall give notice to the Secretary not less than seven days before the date of such meetings
- 22 At the Annual General Meeting every Officer of the Committee shall be nominated by being proposed by one member and seconded by another
In the event of more officers being nominated that there are vacancies to be filled, a secret ballot shall be held at the meeting in such manner as the Chairperson shall decide upon. The persons up to the number of vacancies obtaining the greatest number of votes shall be declared elected to the vacancies for which they were proposed and seconded. In case of any equality of votes, the Chairperson shall have a casting vote
- 23 The Committee may at any time call a Special General Meeting and the Committee shall call a Special General Meeting upon receiving a requisition in writing of not less than five financial members to the Secretary stating the purpose or purposes for which the meeting is required. Upon receipt of such requisition being notified to the Committee it shall forthwith proceed to call a Special General Meeting of the Society. If the Committee does not proceed to call same within 21 days from the date of requisition, the requisitionists may themselves call a Special General Meeting following the notice procedure in Rule No 17. It shall not be competent for such meeting to transact any other business except that for which the meeting is specially called

GENERAL MEETING

- 24 At all General Meetings ten percent of all members of the society who are present in person or by proxy shall constitute a quorum

VOTING

- 25 Unless otherwise provided for by these Rules, every question submitted to all meetings shall be decided in the first instance by voice and when such a vote is challenged then the vote shall be by a show of hands, however the Chairperson may decide on the method of voting. In case of an equality of votes, the Chairperson shall have a casting vote which if exercised, must be for the purpose of preserving the status quo

- 26 If a poll be demanded by at least three members at a General Meeting, it shall be taken in such a manner and at such time or place as the Chairperson of the meeting may direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded
- 27 At all General Meetings unless a poll is demanded, a declaration by the Chairperson that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority shall be conclusive
- 28 No member shall be allowed to vote at any meeting unless all his subscriptions and levies then due have been paid. Members have one vote per section owned only, however members may vote by proxy so long as the proxy holder is a member of the Society

ADMINISTRATION

- 29 The Committee shall have power to appoint Bankers and to appoint and dismiss all servants of the Society and shall allow such salaries and other payments to its servants as the Committee shall, from time to time, think fit
- 30 An account shall be opened in the name of the Society with a bank carrying on business at Cromwell and such bank shall be authorised to pay cheques and other negotiable instruments signed and/or endorsed by such persons as the Committee may, from time to time, by resolution appoint. Any funds received by or on behalf of the society shall be, in the first instance, paid into such account. The Committee shall also be entitled, if it thinks fit, to open and operate another account or accounts with any Bank in the name of the Society for the deposit of monies not immediately required, and any such Bank shall be authorised to allow funds to be withdrawn from such account by such persons as the Committee may, from time to time, by resolution appoint
- 31 The Committee shall be at liberty, from time to time, to invest any monies of the Society not immediately required, in any modes or investment in which Trustees in New Zealand are authorised to invest trust funds
- 32 No money shall be paid from the Society's account except pursuant to a decision duly entered in the minute book of the Committee or of a General Meeting of the Society
- 33 The Committee shall have power to make by-laws in General Meeting for the conduct of the affairs of the Society and for the regulation of their own proceedings and from time to time to add to, rescind, amend and alter the said by-laws
- 34 The Committee shall have the power to enter into such agreements and contracts on behalf of the Society as the Committee may deem advisable and at all times to expend or dispose of the funds as the

Committee may deem best for the carrying out of the objects of the Society, except in the event of the liquidation of the Society

- 35 The income and property of the Society from whatever source derived shall be applied solely in or towards the objects of the Society and no portion of the funds shall be paid or transferred directly or indirectly to a member of the Society except to a salaried officer or by way of honorarium for services rendered voted by a general meeting of members
- 36 The property of the Society shall be under the control of the Committee who may take on lease or exchange or otherwise acquire any real property which they consider necessary for promoting the objects of the Committee and who may also sell, hire or otherwise dispose of or deal with any such property provided however that the Committee shall not be at liberty to sell any real property of the Society without the consent of a majority of members at a Special General Meeting of members of which they have been given seven days notice of the purpose of meeting

BORROWING POWERS

- 37 The Committee may only with the consent of members given at a General Meeting borrow money with or without security over all or any of the property of the Society

COMMON SEAL

- 38 The Common Seal of the Society shall be under the control of the Committee and shall not be affixed to any document except following the resolution of the Committee passed at a duly constituted meeting
- 39 Every document to which the Common Seal of the Society is affixed shall be signed by two members of the Committee in whose presence the Seal was so affixed

AMENDMENT OF RULES

- 40 These rules may be added to, repealed or amended by resolution at any Annual General or Special General meeting provided that no such resolution shall be deemed to have been passed unless it be carried by a majority of at least 75% of the members voting
- 41 Notice in writing of any proposed change to the Rules shall be posted to each member at least seven days before the date of the meeting
- 42 Any Rule change shall not be valid until registered in accordance with the Incorporated Societies Act 1908 and its amendments

RESIGNATION

- 43 A member may not resign his membership whilst remaining a registered proprietor of a residential section referred to in Clause 3

REGISTERED OFFICE

- 44 The registered office of the Committee shall be at such place as the Executive Committee may, from time to time, determine

WINDING UP

- 45 The Society may be wound up voluntarily if at a General Meeting of members resolution is passed by a bare majority requiring the Society so to be wound up and the resolution is confirmed at a subsequent General Meeting called together for that purpose and held not earlier than thirty days after the date on which the resolution so to be confirmed was passed
- 46 In the event of the winding up of the Society or the Society through any other cause ceasing to exist, all surplus assets after the payment of all costs, debts and liabilities shall be distributed to such other society or club which has similar objects to this Society and which is nominated by the Society's members at its last General Meeting
- 47 If at any time the Society is unable to conduct its affairs through there being insufficient members this state of affairs should be reported to the Assistant Registrar of Incorporated Societies, Dunedin
- 48 The use of one gender shall denote all genders in the reading and interpretation of these Rules and the use of words