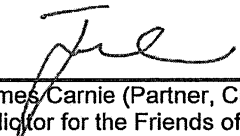


Friends of Pakiri Beach Incorporated

CONSTITUTION
September 2018



James Carnie (Partner, Clendons Barristers & Solicitors)
Solicitor for the Friends of Pakiri Beach Incorporated

TABLE OF CONTENTS

1. NAME..... 2

2. DEFINITIONS, REFERENCES & INTERPRETATION..... 2

 2.1. Use of Capital Letters: 2

 2.2. Defined Terms: 2

 2.3. Accounting Terms: 5

 2.4. General interpretation: 5

 2.5. Headings etc: 6

3. OBJECTS..... 6

 3.1. Protection and Improvement of the Mangawhai-Pakiri coastal marine area and its environs 6

 3.2. Coastal Vegetation 6

 3.3. Wildlife 6

 3.4. Facilities for the Public 6

 3.5. Restoration 6

 3.6. Promote Water Quality 6

 3.7. Water Safety and Restoration 6

 3.8. Resource Management Act 7

 3.9. Publish newsletters, journals 7

 3.10. Establish a body of resources 7

 3.11. Put on social and informative events 7

 3.12. Establish education programmes 7

 3.13. Initiate or assist with scholarships 7

 3.14. Affiliate with other bodies 7

 3.15. Acquire assets 7

 3.16. Public liability and facilities insurance 7

 3.17. Provide premises 7

 3.18. Maintain a secretariat 7

 3.19. Acquire the membership of other societies 7

 3.20. Provide guarantees security etc 8

 3.21. Enter into business 8

 3.22. To be a Charity 8

4. MEMBERSHIP..... 8

 4.1. Register 8

 4.2. Access to register 8

 4.3. Membership 8

 4.4. Rights of members 8

 4.5. Privileges 8

 4.6. Executive Committee the final arbiter 8

 4.7. Annual Subscriptions 9

 4.8. Cessation of membership 9

 4.9. Appeal 9

 4.10. Reinstatement 9

5. STRUCTURE AND GOVERNMENT 9

 5.1. Structure 9

 5.2. Register of members 10

 5.3. The Executive Committee 10

 5.3.1. Nominations 10

 5.3.3. Rules and Responsibilities 10

 5.3.4. Election of Elected Officers 11

 5.3.5. Removal of Elected Officers 11

 5.4. Appointed Advisors 11

 5.5. Special purpose committees 11

 5.6. Secretariat 11

6. OFFICERS AND STAFF 11

 6.1. General 12

 6.2. Elected Officers 12

 6.3. Appointed officers 12

Friends of Pakiri Beach Incorporated

CONSTITUTION
September 2018

6.5. Contracts with officers 13
7.GENERAL MEETINGS 13
7.1. Procedure for Giving Notice on AGMs & SGMs 13
7.2. Annual General Meeting 13
7.3. Special General Meetings..... 14
7.4. Voting on elections 14
7.5. The Executive Committee meetings 14
7.6. Conduct, quorum and records..... 14
8.MONIES AND FINANCES 14
8.1. Financial year 14
8.2. Monies for Activities of FOPB 15
8.3. Control of Monies and expenditure..... 15
8.4. Monies as FOPB property..... 15
8.5. Treasurer's responsibilities for the accounts 15
8.6. Inspection of books 16
8.7. Member subscriptions..... 16
8.8. Special Levies 16
8.9. Pecuniary gain 16
9. PROPERTY..... 16
9.1. Acquisition 16
9.2. Disposal..... 17
9.3. Records 17
9.4. No rights to members 17
10.MISCELLANEOUS..... 17
10.1. Constitution & Regulations..... 17
10.2. Common seal 18
10.3. No Liability 18
10.4. Registered office..... 18
10.5. Serving of notices 18
10.6. Office 18
10.7. Contracts by the Society 19
10.8. Dissolution or winding up 19
10.9. Entrenched provisions of the Constitution 19

1. NAME

The name of the organisation shall be Friends of Pakiri Beach Incorporated ("the FOPB").

2. DEFINITIONS, REFERENCES & INTERPRETATION

2.1. Use of Capital Letters:

Defined words and expressions are indicated in this Constitution by capital letters for convenience only. The absence of initial capital letters shall not imply that the word or expression is used with a different meaning from that given by its definition.

2.2. Defined Terms:

In this Constitution, unless the context otherwise requires, any references to:

'Acceptance' means acceptance of a prospective member's application to join the FOPB by the Executive Committee on such terms as the Executive Committee shall in its discretion decide;

Friends of Pakiri Beach Incorporated

CONSTITUTION September 2018

'Agreement'	means any instrument, contract, deed, licence, franchise or legally enforceable arrangement, undertaking or understanding, (in each case whether or not in writing and whether express or implied);
'Appointed Officer'	means any Officer who is not elected but who holds an office which is filled at the direction and on pleasure of the Executive Committee and who is charged with responsibility to the Executive Committee to manage or conduct part of the affairs of the FOPB. The title and role of any Appointed Officer shall be defined in the Constitution;
'ballot'	means unless otherwise provided in this Constitution or any Regulation, the voting of all members at an Annual General Meeting whether in person or by delivery of a ballot paper in person or by post to the Secretary for the Secretary to put before the meeting for counting;
'Bylaw'	has the same meaning as Regulation;
'costs'	<p>includes all legal, valuation, inspection and other costs, charges, disbursements, expenses, outgoings, fees, losses, liabilities and other similar amounts (including all legal fees on a solicitor to client basis and stamp duty) and any duties, GST, or similar tax payable on such costs.</p> <p>Such costs may also arise by being incurred in, or of and incidental to, the negotiation, preparation, execution, delivery, completion, registration, stamping, administration, performance and enforcement of an Agreement and all other ancillary Agreements and documents and any variation, modification or amendment of it and the exercise or enforcement of rights under an Agreement or document between the FOPB and its members or other parties;</p>
'the Executive Committee'	means the committee of the FOPB as described in clause 5.3.;
'days'	in respect of the service of notices means the whole number of days from the sending of the notice and shall include all days of the week and statutory holidays;
'document'	includes any Agreement in writing and any deed, certificate, notice, instrument or document of any kind;
'dollars'	or '\$' or sums of money are (except as expressly provided) references to sums of money denominated in the lawful currency of New Zealand;
'Elected Officers'	means any Officer who is elected to office, or who holds an office which is filled at the direction of the Executive Committee pending the next Annual General Meeting of members. The title and role of any Elected Officer shall be defined in the Constitution;
'Fees'	has the same meaning as Subscriptions;
'Full Executive Committee Meeting'	means a meeting of the Executive Committee which may not be called at short notice and the rights, powers and duties of which shall not be delegated nor be able to be delegated;

Friends of Pakiri Beach Incorporated

**CONSTITUTION
September 2018**

'guarantee'	includes any guarantee, indemnity, performance bond, letter of credit or other assurance and any other like obligation of any person to pay, purchase or provide funds (called 'the method of payment') on behalf of others (called 'the principals'). The term 'the method of payment' includes the advance of money, the purchase or subscription of shares or other securities, the purchase of assets or services, or otherwise for payment of the obligation or to indemnify against the consequences of default of the principals. The term 'the principals' includes the guarantor as a joint tenant, shareholder or holder of a like interest as a principal or having an interest in the principal. The terms 'guarantor' and 'guaranteed' shall be construed accordingly;
'Honorary Officer'	means any Officer who is not elected but who holds an office, which is filled at the direction of the Executive Committee and who is charged with responsibility to the Executive Committee to provide professional advice or services. The provisions of the Constitution do not require any Honorary Officer to accept responsibility for the affairs of the FOPB beyond those imposed on the discharge of that Honorary Officer's professional duty. The title and role of any Honorary Officer shall be defined in the Constitution;
'indebtedness'	includes any obligation (whether present or future, actual or contingent, secured or unsecured, as principal or surety or otherwise) for payment or repayment of money;
'non financial'	means in the context of members a member who has not paid subscriptions when the subscription fee fell due;
'Office holding'	means with respect to the rights of members the right of members to stand for election or accept being co-opted on to the Executive Committee;
'Officer'	means a person having a defined role pursuant to this Constitution as a member of the Executive Committee or having a defined administrative or advisory role with the FOPB and shall include Appointed, Elected, and Honorary Officers;
'Ordinary Resolution'	means a resolution of members passed by a simple majority of members attending or voting by proxy at a meeting of members;
'Participation'	means (in the context of member rights) the right of a member to participate in the proceedings of, or serve as a member of any Special Purpose Committee;
'person'	includes reference to any natural person, company, corporation, firm, partnership, joint venture, society, organisation or other group or association of persons (whether incorporated or not), trust, state or agency of state, statutory or regulatory body, local authority, government or governmental or semi-governmental body or agency (in each case whether or not having separate legal personality);

Friends of Pakiri Beach Incorporated

CONSTITUTION September 2018

'Regulation'	shall mean, unless the context otherwise clearly requires a different meaning, any written direction of the Executive Committee regulating its relationship with members or the relationship between members or standards of conduct of members the subject of which are within the powers of the Executive Committee contained in this Constitution and shall include any Bylaw;
'Rights'	means (in the context of members) a member's defined rights as set out in the Constitution and otherwise at law;
'security interest'	includes any guarantee, mortgage, pledge, lien, debenture, assignment, charge, encumbrance, deferred purchase, trust, title retention, contractual right of set off, lease, financial lease, sale-and-repurchase or sale-and-leaseback arrangement or other security interest of any nature;
'Speaking'	means (within the context of member rights) the right to speak at meetings of members within standing orders;
'special resolution'	means a resolution of members passed by a 75% of members attending or voting by proxy at a meeting of members;
'Special Purpose Committee'	means a special purpose committee as described in clause 5.6.;
'Sponsor'	means within the context of membership the number of members required to support a prospective member's application for membership;
'Subscriptions'	means membership fees payable in such amounts and on such terms as shall be from time to time determined by the Executive Committee;
'transmittal service'	means in relation to any document a method of transmittal of the document or all the information appearing in the document either by delivery, post, facsimile, or email;
'Voting'	means in the context of member rights the right of members to vote at any meeting of members for candidates for the Executive Committee by ballot, proxies or vote in person and shall include non-financial members where the Executive Committee has declared (by Regulation to be circulated with the notice of meeting) that non-financial members may vote if the arrears of subscriptions are not greater than a prescribed amount in dollars or overdue for more than a prescribed number of months.

2.3. Accounting Terms:

Unless otherwise expressly defined in the Constitution, expressions or descriptions used in the Constitution concerning accounting or reporting functions shall, where not prescribed by law, bear the meanings ascribed to those expressions according to the Financial Reporting Standards and otherwise in accordance with the generally accepted accounting principles as applied in New Zealand and where applicable as defined in Statements of Standard Accounting Practice issued by the Institute of Chartered Accountants of New Zealand and in force at the date of the Constitution or brought into force thereafter.

2.4. General interpretation:

In the Constitution unless the context otherwise requires:

- (a) Words (including words defined in the Constitution) denoting the singular number only shall include the plural and vice versa;

Friends of Pakiri Beach Incorporated

CONSTITUTION September 2018

- (b) Words denoting any gender shall include all other genders;
- (c) Any period shall (unless the contrary is expressly stated) include the whole of the day on which the period commences and the whole of the day on which it expires. Any times or dates are references to times and dates in New Zealand;
- (d) Any reference to legislation, statute, regulation, ruling, code, rules or ordinance includes reference to any modification, substitute for, consolidation or re-enactment of it and any regulation, order in the Executive Committee or other instrument from time to time made or issued thereunder;
- (e) A document or Agreement between the FOPB and any other party includes such document or Agreement as modified varied, supplemented, novated, replaced or substituted from time to time.

2.5. **Headings etc:**

Headings, marginal notes and the table of contents are included for convenience only and shall not affect the interpretation of the Constitution.

3. **OBJECTS**

The objects of the FOPB are:

3.1. **Protection and Improvement of the Mangawhai-Pakiri coastal marine area and its environs**

To assist either directly or indirectly in the restoration, protection, and improvement of the Mangawhai-Pakiri coastal marine area.

3.2. **Coastal Vegetation**

To protect and encourage the growth of appropriate native trees and grasses, within the Mangawhai-Pakiri coastal marine area.

3.3. **Wildlife**

To assist in the maintenance, preservation and enhancement of native wildlife along the Mangawhai-Pakiri embayment.

3.4. **Facilities for the Public**

To promote recreational areas, picnic areas and safe swimming areas within the Mangawhai-Pakiri embayment.

3.5. **Restoration**

To restore features of the Mangawhai-Pakiri embayment and coastal marine area that have been damaged by erosion, pollution, anthropogenic influences, nearshore and offshore sand mining or otherwise.

3.6. **Promote Water Quality**

To promote and assist in the improvement of water quality within the Mangawhai-Pakiri embayment.

3.7. **Water Safety and Restoration**

To promote and assist in the improvement of water safety along the Mangawhai-Pakiri embayment.

Friends of Pakiri Beach Incorporated

CONSTITUTION
September 2018

Deleted 2020

3.8. Resource Management Act

To represent the interests of the residents of Pakiri and Tomarata and users of the Mangawhai-Pakiri embayment and its environs in any planning, application, proceeding or other process or exercise of right under the Resource Management Act 1991 or other legislation, or any parliamentary or legislative process, that might affect directly or indirectly the amenity or environment of the Mangawhai-Pakiri embayment and its environs.

3.9. Publish newsletters, journals

To publish newsletters, journals and general communicative material.

3.10. Establish a body of resources

To establish a body of literature, data and other resources including publishing the same whether electronically or otherwise in relation to the Mangawhai-Pakiri embayment and its environs.

3.11. Put on social and informative events

To put on social and informative events for members and the public to assist in fulfilling the objects of the FOPB.

3.12. Establish education programmes

To help establish education programmes in or related to the Mangawhai-Pakiri embayment and its environs.

3.13. Initiate or assist with scholarships

To initiate or assist with scholarships, awards, grants, professional services engagements or similar for student and professional scholarship and/or research that might benefit the Mangawhai-Pakiri embayment and its environs and otherwise fulfil the objects of the FOPB.

3.14. Affiliate with other bodies

To subscribe to or affiliate with other bodies with similar objects.

3.15. Acquire assets

To acquire real and personal property to support the activities of the FOPB.

3.16. Public liability and facilities insurance

To take cover by way of public liability or indemnity insurance, for all risks associated with the operation of any of the FOPB's plant, equipment and facilities.

3.17. Provide premises

To provide premises for the FOPB.

3.18. Maintain a secretariat

To maintain a secretariat if required to assist in the management of the FOPB.

3.19. Acquire the membership of other societies

To acquire the membership of other societies involved in the Mangawhai-Pakiri embayment and its environs and, if the Executive Committee resolves it is necessary to do so, to provide to the officers, members or liquidators of such societies guarantees in relation to:

- (a) the continuing conduct of activities of those societies;
- (b) protection of member interests of the members of those societies; and/or

Friends of Pakiri Beach Incorporated

CONSTITUTION September 2018

- (c) such other matters as may arise out of assuming the membership of those societies, which the Executive Committee considers at a Full Executive Committee Meeting, are likely to fulfil the objects of the FOPB.

3.20. Provide guarantees security etc

To provide guarantees or other securities for any operation of any activity that is carried out by any third party to fulfil the objects of the FOPB.

3.21. Enter into business

To enter into business either on its own account or in partnership to provide any of the FOPB's services or member services and services to the public related to promotion or ancillary to the services provided by members to the public.

3.22. To be a Charity

To always act in the application of any of its objects for charitable purposes. Any act or omission that does not have charitable objectives shall be, to the greatest extent possible, rectified so that this overriding objective is maintained.

No object is intended to be predominant, irrespective of the positioning of any of the objects or the way they are expressed.

4. MEMBERSHIP

4.1. Register

The Secretary, or such other officer as the Executive Committee may direct, shall keep a register of all members listing their names, addresses and dates of admission.

4.2. Access to register

Membership of the FOPB as recorded in the register shall be available by application subject to the provisions of the Privacy Act 1993 and as the Regulations may prescribe, to all members.

4.3. Membership

Membership in the FOPB may include any member of the public or other person that, in the opinion of the Executive Committee, has an interest in the objects of the FOPB.

Acceptance:	By the Executive Committee
Fees:	Pays fees
Rights:	Speaking, Participation, Voting and Office-holding.

4.4. Rights of members

The rights and privileges of each member shall be personal and shall not be transferable to others.

4.5. Privileges

To the extent that such matters are not set out in the Constitution, the privileges, advantages, obligations, qualifications, the methods and terms of election, admission, resignation, suspension, expulsion, and disqualification, shall be decided by the Executive Committee and may be prescribed in Regulations.

4.6. Executive Committee the final arbiter

The Executive Committee shall have an unfettered discretion whether to accept or refuse an application or membership.

Friends of Pakiri Beach Incorporated

CONSTITUTION September 2018

While the Executive Committee may delegate its power to accept membership applications, in doing so the Executive Committee shall not be determined to have abrogated its right to decide conclusively whether a candidate for membership shall or shall not be admitted to membership.

4.7. Annual Subscriptions

The charges for the membership subscriptions for members shall apply from the date of acceptance by the Executive Committee of the member's application for membership.

Membership renewal is, unless otherwise provided for by the Executive Committee, for a full year (the renewal period) regardless of the method of fee payment.

The annual subscription payable by the members to the FOPB shall be decided at an Annual or Special General Meeting.

4.8. Cessation of membership

4.8.1. Resignation

Any member may resign from the FOPB by notice in writing to the Secretary of the FOPB.

A resignation is effective from the date of the next Executive Committee meeting after notice is given to the Secretary.

The member shall be liable to pay all subscriptions and levies due for the then current renewal period before the member gives such notice to the Secretary.

4.8.2. Expulsion

If the Executive Committee shall consider that any member has prejudiced the achievement of the objects of the FOPB or has engaged any conduct injurious to the FOPB or its interests, or shall have gained entry to the FOPB by misrepresentation or false statements, the Executive Committee shall have power, after due enquiry to expel such member if it is carried by the votes of at least two thirds of the members of the Executive Committee having voting rights at a Full Executive Committee Meeting. Such expulsion shall be communicated to the member in writing.

4.9. Appeal

A member who has been cautioned, censured, suspended or expelled, where the Executive Committee does not make such direction or order at a Full Executive Committee Meeting, may appeal the decision in writing to the next Full Executive Committee Meeting.

Any such appeal shall be made in writing with such supporting material as the member in question thinks fit.

The Executive Committee shall receive and consider such material and in doing so shall not be bound by any laws of evidence but may choose, prior to the hearing of the matter, to reject material considered to be of a defamatory of any person other than the member in question or otherwise proscribed either in whole or in part by law.

The decision of the Executive Committee shall be published in the FOPB newsletter or similar publication and shall be final.

4.10. Reinstatement

Any member who has resigned or been expelled may reapply for membership through the normal process.

5. STRUCTURE AND GOVERNMENT

5.1. Structure

There shall be:

1. An Executive Committee of the FOPB.

Friends of Pakiri Beach Incorporated

CONSTITUTION September 2018

2. A Secretary.
3. A Treasurer

There may be:

1. Special Purpose Committees.
2. A Secretariat.
3. An Honorary Solicitor.
4. An Honorary Auditor.

5.2. Register of members

All members shall be on the register of members of the FOPB, to be maintained by the Secretary.

5.3. The Executive Committee

The FOPB shall be governed by an Executive Committee, membership of which shall consist of:

- (i) The Chairperson.
- (ii) A Deputy Chairperson.
- (iii) Up to five (5) elected Executive Committee members.
- (iv) The Appointed Officers of the FOPB.

The Executive Committee shall direct the affairs of the FOPB towards the furtherance and fulfilment of its objects and shall determine its policies and control its monies and finances.

It may adopt such Regulations as the Executive Committee shall deem advisable within the limits set by the Constitution.

5.3.1. Nominations

Any member may stand for and nominate candidates for the Executive Committee.

5.3.2. Election Rules and subordinate Regulations

The election of the Executive Committee shall be carried out in accordance with this Constitution and in subordinate Regulations that the Executive Committee may choose to adopt to better implement the spirit and intent of this Constitution.

If there is no Executive Committee then the members shall meet and receive a report from the Secretary as to the membership and hold elections.

If there is no Secretary, the meeting of members shall appoint one of their number to act as temporarily as Secretary, and then shall adjourn to permit the Secretary so appointed to prepare the report required of the Secretary.

5.3.3. Rules and Responsibilities

- (i) Executive Committee meetings are to be held from time to time as business demands.
- (ii) At Executive Committee meetings the Executive Committee shall regulate its own procedure subject to this Constitution.
- (iii) If any member of the Executive Committee is absent from three consecutive meetings without leave from the Executive Committee, their seat may be declared vacant by the Executive Committee.
- (iv) The Executive Committee shall (in furtherance of the Objects) have the control of and may invest the funds of the FOPB and may borrow money on the FOPB's behalf and mortgage or charge all or any assets of the FOPB subject to limitations imposed by statute or by this Constitution.
- (v) Any committee member ceasing to be a member of the FOPB shall immediately relinquish their position on the Executive Committee.

Friends of Pakiri Beach Incorporated

**CONSTITUTION
September 2018**

5.3.4. Election of Elected Officers

All Elected Officers shall be elected annually at the Annual General Meeting. Should any office become vacant in between Annual General Meetings, the Executive Committee may appoint a member to fill the vacancy until the following Annual General Meeting. All nominations for the Executive Committee must be notified to the Secretary in writing seven days before the Annual General Meeting. In the event of insufficient nominations being lodged with the Secretary, nominations will be received from the floor at the Annual General Meeting.

5.3.5. Removal of Elected Officers

Voting members may at any general meeting of the FOPB, by ordinary resolution, remove any one or more of the officers.

Any resolution that proposes removal of specific officers shall name those officers proposed to be removed in the proposed resolution.

Notice of any motion to remove any elected officer shall be an item of business on the notice of meeting and may not be raised under general business.

In the event that all of the Elected Officers are removed the General Meeting shall, as its next order of business, conduct elections for the positions of Elected Officers.

5.3.6. Secretary and Treasurer

The Executive Committee shall appoint a Secretary and Treasurer who shall be among the Appointed Officers of the FOPB. As appointees of the Executive Committee, a Secretary or a Treasurer may only be removed by the Executive Committee.

The Secretary and Treasurer may be a member of the FOPB, which entitles them to participation and voting rights, and may be the same person.

These officers shall attend the Executive Committee meetings and the Secretary shall be responsible for any Secretariat that is established by the FOPB and shall be the person responsible for any employment relations under the Employment Relations Act.

5.4. Appointed Advisors

The Executive Committee may appoint advisors to look after such matters as admissions, public relations and education and other programmes.

Advisors have no authority to decide policy. Their role is to develop policy, make recommendations to the Executive Committee, and to implement policy of, and undertake projects for, the Executive Committee.

5.5. Special purpose committees

The Executive Committee may appoint Special Purpose Committees to deal with specific projects such as a publication, participation in proceedings under the Resource Management Act and the like.

Any member with participation rights is eligible for appointment to a Special Purpose Committee.

The authority of Special Purpose Committees shall be limited to terms of reference specified by the Executive Committee.

5.6. Secretariat

The Executive Committee may establish and maintain a Secretariat to carry out the operational functions of the FOPB and manage its compliance, legal and administrative affairs in accordance with the directions of the Executive Committee.

6. OFFICERS AND STAFF

Friends of Pakiri Beach Incorporated

CONSTITUTION September 2018

6.1. General

The control and conduct of the FOPB's formal, obligatory, and day-to-day business shall be assigned to the Elected and Appointed Officers working with the Secretary of the FOPB as set down hereunder and in the Constitution and Regulations.

6.2. Elected Officers

The Elected Officers of the FOPB shall be the Executive Committee as defined in clause 5.3. (i) – (iii).

6.2.1. Chairperson

The Executive Committee shall elect the Chairperson. The Chairperson shall chair meetings of the Committee and shall represent the FOPB in public affairs.

If there is no Deputy Chairperson available at the time of a vacancy in the office of Chairperson, for whatever reason, then the first order of business at the next Full Executive Committee Meeting shall be the election of a Chairperson.

6.2.2. Deputy Chairperson

The Executive Committee shall elect the Deputy Chairperson. If there is no person available at the time of a vacancy in the office of Deputy Chairperson, for whatever reason, then the next order of business at the next Full Executive Committee Meeting, after any required election of a Chairperson, shall be the election of a Deputy Chairperson.

The Deputy Chairperson shall deputise for the Chairperson in the event the Chairperson's absence from any meeting of the Executive Committee or any on any temporary incapacity of the Chairperson.

The Deputy Chairperson, on the Chairperson completing the term of office or the Chairperson resigning or being removed from office by the members that have voting rights in general meeting, shall automatically become the Chairperson.

6.3. Appointed officers

Appointed Officers of the FOPB shall be:

6.3.1. Secretary

The Executive Committee shall appoint a Secretary of the FOPB.

The Secretary may be a member of the FOPB.

The Secretary's responsibility shall be to create and maintain accurate records of the FOPB's membership, policies and proceedings.

If there is no Secretary, the Executive Committee shall be vested with the powers of the Secretary. If there is no Executive Committee, the most recent former Chairperson of the FOPB, being willing to act, shall be deemed to be the Secretary.

6.3.2. Treasurer

The Executive Committee shall appoint a Treasurer of the FOPB.

The Treasurer is not required to be a member of the FOPB and may be on the staff of the Secretariat.

The Treasurer's responsibility shall be the accurate recording and management of the FOPB's financial affairs.

6.4. Honorary officers

Honorary Officers of the FOPB shall be:

6.4.1. Honorary Solicitor

The Executive Committee may appoint an Honorary Solicitor to advise on legal matters.

Friends of Pakiri Beach Incorporated

CONSTITUTION September 2018

6.4.2. **Honorary Auditor**

The Executive Committee may appoint an Honorary Auditor to audit the FOPB's annual accounts.

6.5. **Contracts with officers**

Provided it is in the category of permitted interests in accordance with section 5 of the Incorporated Societies Act 1908, no office bearer or member of the Executive Committee shall be disqualified from office by contracting with the FOPB, providing any interests are declared prior to contracting.

7. **GENERAL MEETINGS**

7.1. **Procedure for Giving Notice on AGMs & SGMs**

Notices for general meetings shall be given by the Secretary on instruction from the Executive Committee.

The Secretary shall give individual notice to every Executive Committee member.

Not less than 14 days prior to the meeting the Secretary shall give a Notice of Meeting for any General Meeting, stating (at the minimum):

- The date, time and place for the meeting;
- The proposed motion or remits;
- If elections are to be held for any position of Elected Officer, a list of candidates for the Executive Committee;
- Where voting papers for items to be voted on by post, ballots or proxy voting forms may be collected; and finally
- The closing deadline for receipt of such forms.

7.2. **Annual General Meeting**

The FOPB shall hold an Annual General Meeting (AGM) open to all members within four months following the end of the FOPB's financial year.

7.2.1. **Business of the AGM**

The business of the AGM shall be, in every year:

- i. To consider reports from the Chairperson;
- ii. To receive any financial statements and reports;
- iii. To consider Notices of Motion and general business; and
- iv. To elect officers of the FOPB.

7.2.2. **Preliminary Notice of AGM**

A preliminary notice of the proposed date and place of the AGM shall be given by the Secretary seeking Notices of Motion from members including nominations for Elected Officers if elections are to be held at least 30 days before any meeting.

The Executive Committee shall consider all remits and nominations and settle on the proper form and content of the Notice of Meeting and then incorporate its determinations in the Notice of Meeting to be given in accordance with the provision of clause 7.1.

Friends of Pakiri Beach Incorporated

CONSTITUTION September 2018

7.3. Special General Meetings

A special general meeting (SGM) open to all members may be called by the Executive Committee at any time, but shall be convened by the Secretary upon receipt of a requisition signed by not less than 50 per cent of all members having voting rights setting forth the objects of such a meeting.

7.3.1. Business of SGM

The business of an SGM shall be confined to the purposes stated in the notice of such a meeting. No general business can be conducted at an SGM.

7.3.2. Requisition of SGM

The SGM shall be called within 50 days of receiving a requisition, or at any time if called by the Executive Committee.

Not less than 14 days prior to the date of the meeting the Secretary shall give a Notice of Special General Meeting in the form as prescribed pursuant to the provisions of clause 7.1.

Special General Meetings may be held by ballot voting form in which case the Notice shall specify that the voting is to be by ballot voting form and that a quorum is not required.

Any resolution proposed at a Special General Meeting held by ballot voting form shall be passed by receipt of votes of members in favour of 50% of the members eligible to vote and if an ordinary resolution and 75% of members eligible to vote if a special resolution.

7.4. Voting on elections

Voting for the Executive Committee and other officers may be by postal ballot or provision of proxies.

Votes at meetings shall be decided on a simple majority with postal ballots or proxy votes being considered as part of the total vote. The Chairperson shall have a casting vote provided he/she has voting rights.

7.5. The Executive Committee meetings

The Executive Committee shall endeavour to meet no less frequently than once every six months. Meetings may be held in person, by telephone or audio conference, by video conference, or by a combination of these methods.

7.6. Conduct, quorum and records

Meetings shall be conducted according to usual practice of meetings or if Standing Orders have been promulgated by the Executive Committee in Regulations, then in accordance with those Regulations. Quorum for meetings of the Executive Committee shall be 50% of the Elected Officers.

The quorum for General Meetings shall be no less than 50% of the Elected Officers or if 50% of the Elected Officers are not present then no less than 10 voting members or such greater number as may be specified in standing orders and record keeping shall be as specified in the Regulations.

Where there is no Secretary and no Executive Committee to appoint a Secretary, meetings may be convened by the requisitioner of the meeting.

Minutes are the duty of the Secretary.

8. MONIES AND FINANCES

8.1. Financial year

The financial year of the FOPB shall be from the first day of October to the last day of September in the following year unless otherwise resolved by the Executive Committee.

Friends of Pakiri Beach Incorporated

CONSTITUTION September 2018

8.2. Monies for Activities of FOPB

The Executive Committee shall be responsible for directing the affairs of the FOPB in a manner that ensures that the FOPB has monies for the conduct of the necessary business of the FOPB.

The Executive Committee shall have the power to decide in what form and how such monies are to be brought into the FOPB including, in the Executive Committee's discretion, through:

- (i) levying any charges or fees on members to be raised by subscription after approval of a general meeting;
- (ii) accepting capital advances from members such as loans, debentures or donations;
- (iii) accepting donations, sponsorship or loans from third parties;
- (iv) renting, leasing or hiring any real or personal property of the FOPB;
- (v) sales of goods and services including lectures, seminars, conferences and other activities;
- (vi) or any other activity by which the objects of the FOPB are furthered.

8.3. Control of Monies and expenditure

The FOPB shall have the power to control and dispose of its monies, so long as in all respects the FOPB maintains charitable purposes in each action, in whatever manner the Executive Committee may decide including the power to:

- (i) Borrow or raise money and to secure repayment by the issue of debentures, or by mortgages or charge upon the whole or part of property or assets of the FOPB and to purchase, redeem or pay off such securities.
- (ii) Invest surplus moneys.
- (iii) Make disbursements from any property or fund of the FOPB, if in the opinion of the Executive Committee, it will further the objects of the FOPB.
- (iv) Pay the current salaries, wages, and other disbursements of the FOPB.
- (v) Pay instalments of purchase money, rent or hire charges, maintenance costs, on any real and personal property of the FOPB.
- (vi) Allocate and pay monies to operate the Secretariat.
- (vii) Pay any legal, auditing and other professional fees incurred by the FOPB.

8.4. Monies as FOPB property

All monies, being property of the FOPB, shall be lodged to the credit of the FOPB or Special Purpose Committees at an Executive Committee approved bank.

Donated monies or monies provided pursuant to an Agreement to sponsor or otherwise accepted by the FOPB on trust or to be invested at the direction of the Donor or pursuant to any Deed or Agreement for such special purposes shall be dealt with by the FOPB in accordance with the terms and obligations imposed on the FOPB on acceptance of the monies.

8.5. Treasurer's responsibilities for the accounts

The Treasurer shall control and be responsible for keeping records of the following:

- (i) All income and expenditure and any other financial transactions of the FOPB.
- (ii) The necessary statutory records relating to the financial transactions of the FOPB for such period as may be required by law.
- (iii) The authorities for any officer to act as a signatory on any financial instrument of the FOPB including any bank authority.
- (iv) If an Honorary Auditor has been appointed, the records required by the Honorary Auditor to produce the audited balance sheet and statement of income and expenditure to be submitted to the Annual General Meeting and copies of the same for all financial years completed by the FOPB from the date of incorporation.

Friends of Pakiri Beach Incorporated

**CONSTITUTION
September 2018**

8.6. Inspection of books

Any member of the FOPB may inspect the books and accounts of the FOPB at the office of the FOPB at any reasonable time on making application to the Secretary or Treasurer.

8.7. Member subscriptions

8.7.1. Subscriptions to be determined by members

The subscriptions for members, that are required to pay fees, shall be of such amounts as are determined from time to time by Notice of Motion at an Annual or Special General Meeting.

8.7.2. Requirements of a resolution relating to subscriptions

Any resolution proposing a member subscription shall specify:

- (i) the amount of the subscription,
- (ii) the terms of payment permitted,
- (iii) any special terms including any discounts, rebates or discretion's reserved to the Executive Committee to suspend, forgive, discount, rebate or otherwise deal with any member with respect to that member's liability to pay such subscription, and finally
- (iv) whether such subscription is to continue until further resolution of the members or is to end on a date specified in the resolution.

8.8. Special Levies

If in the opinion of the Executive Committee the FOPB is in such a position that because of liabilities it cannot carry on the business of the FOPB, the Executive Committee may, at an Annual or Special General Meeting for which due notice has been given, propose by special resolution that a levy on all members be struck.

Such special resolution shall specify:

- (i) the amount of the levy,
- (ii) the terms of payment permitted provided that if the FOPB in the opinion of the Executive Committee is insolvent or likely to become insolvent without such levy (who shall provide a report to members in relation to the state of solvency of the FOPB) such levy shall be payable forthwith; and
- (iii) whether the levy is to continue until further resolution of the members or is to end on a date specified in the resolution.

The resolution shall not specify any special terms including any discounts, rebates or discretion's reserved to the Executive Committee to suspend, forgive, discount, rebate or otherwise deal with any member with respect to that member's liability to pay such levy.

8.9. Pecuniary gain

No member of the FOPB shall derive any pecuniary gain from the monies or the financial dealings, or from transactions involving the real or personal property of the FOPB except as provided for in Section 5 of the Incorporated Societies Act 1908 and its amendments.

9. PROPERTY

9.1. Acquisition

The FOPB shall have the powers to acquire any real or personal property in whatever manner the Executive Committee may determine. It may:

- (i) purchase or lease, exchange or hire such property or rights and privileges in connection therewith and to manage or develop same.
- (ii) construct, alter, improve or demolish buildings provided a clear right to do so exists.

Friends of Pakiri Beach Incorporated

CONSTITUTION September 2018

- (iii) purchase any goods, chattels or equipment needed for the furtherance of objects of the FOPB.

9.2. Disposal

The Executive Committee shall dispose of the FOPB's property in such manner as to ensure that it does so to best satisfy the objects of the FOPB including:

- (i) trading, exchanging or otherwise using the property in barter.
- (ii) abandoning property where such property constitutes a burden.
- (iii) selling by private treaty tender or auction, with or without reserve.

9.3. Records

The FOPB shall keep appropriate records of such property, its acquisition and disposal and such records shall be open to the scrutiny of members unless the Executive Committee with due and adequate reason determines that scrutiny shall not be permitted.

9.4. No rights to members

No member shall have any personal right or privilege to any of the FOPB's property of any nature except under terms determined by the Executive Committee.

10. MISCELLANEOUS

10.1. Constitution & Regulations

Every member shall, on request to the Secretary, be provided by the Secretary with a copy of the Constitution of the FOPB and any Regulations in force at the time of request. That copy may be provided in electronic form.

10.1.1. Alteration or rescission of the Constitution

The Executive Committee or any member may, by notice of special resolution to the Secretary before notice of the next AGM is given to members, require the Secretary to place the proposed resolution on the agenda of business for the next AGM or may give notice between AGM's at an SGM, if an SGM for the purpose of considering the notice is validly called.

The Secretary, on receiving a valid notice of special resolution, shall refer the special resolution to the Honorary Solicitor who shall forthwith provide an opinion to the Chairperson, on whether or not the subject matter of the proposed resolution can be lawfully passed by the general meeting. The Honorary Solicitor may propose amendments or alternative wordings to give effect the broad intentions as expressed in the Notice and Explanatory Notes. That report shall be given in a Notice of Meeting to members prior to the general meeting.

A notice of motion proposing alteration of, amendment to, or rescission of the Constitution and Regulations, either in whole or in part, may only be considered at a general meeting, if:

1. the motion clearly identifies each alteration of, or amendment to, or rescission of each provision of Constitution proposed to be changed, and
2. the Honorary Solicitor has provided an opinion to the Chairperson on the proposed change, and
3. the general meeting votes on the special resolution as may be amended during the meeting.

A special resolution altering, amending or rescinding of the Constitution and Regulations, either in whole or in part, shall only come into effect if after being filed by the Secretary for registration by the Registrar of Incorporated Societies, is then accepted by the Registrar of Incorporated Societies as being properly registerable at law. Any special resolution not accepted for registration shall be deemed to have been unlawfully approved and shall be null and void.

Friends of Pakiri Beach Incorporated

CONSTITUTION September 2018

10.1.2. Alteration or rescission of the Regulations

The Executive Committee may adopt, alter or rescind any Regulation necessary for better carrying out its duties pursuant to the Constitution or for the better conduct of the affairs of the FOPB and management of the activities of the members in accordance with the objects at any meeting of the Full Executive Committee.

Any member may, by notice of ordinary resolution to the Secretary before notice of the next general meeting is given to members, require the Secretary to place on the agenda of business for such next general meeting a notice of motion proposing alteration of, amendment to, or rescission of any Bylaw or Regulation of the Executive Committee and such notice of motion shall be put to the next general meeting of members.

10.2. Common seal

The common seal of the FOPB shall be under the control of the Secretary and shall not be affixed to any document except by order of the Executive Committee and in the presence of two members of the Executive Committee.

10.3. No Liability

No action in law or other claim may be taken by members of the FOPB or their executors or administrators against any other member of the FOPB or Executive Committee pursuant to the provisions of this Constitution notwithstanding any irregularity or informality occurring in or about the doing or omitting or suffering of any act, matter or thing. No member of the Executive Committee is liable for any loss or expense of the FOPB or any member of the FOPB unless it occurs as result of wilful default.

10.4. Registered office

The registered office of the FOPB shall be at the place determined by the Executive Committee and registered with the Registrar of Incorporated Societies.

10.5. Serving of notices

Any notice required to be given by the Constitution shall (unless otherwise set out in the Constitution) be in writing and given by either:

1. delivery to the person required to receive it;
2. posted in the case of notices by members to the FOPB or its officers, to the registered office and in the case of notices to members by post to their last address as recorded in the register of members or as given by the member to the Secretary to be recorded in the register of members. Delivery shall be deemed to have occurred after 4 working days have elapsed from the date of posting.
3. by facsimile in the case of notices by members to the FOPB or its officers, to any facsimile number to a facsimile machine located at the registered office and in the case of notices to members to their last facsimile address as recorded in the register of members or as given by the member to the Secretary to be recorded in the register of members. Delivery shall be deemed to have been made on receipt of a valid transmission report.
4. by email in the case of notices by members to the FOPB or its officers, to their last known email address, if recorded in the register of members or as given by the member to the Secretary to be recorded in the register of members. Delivery shall be deemed to have occurred on sending provided that no non-delivery notice is subsequently received.

Accidental omission to give notice of any meeting, or the non-receipt of such notice shall not invalidate the proceedings at any meeting.

10.6. Office

The Executive Committee shall determine the premises for the office of the FOPB.

Friends of Pakiri Beach Incorporated

**CONSTITUTION
September 2018**

10.7. Contracts by the Society

Any contracts shall be in writing under the common seal of the FOPB unless by resolution of a Full Executive Committee meeting, The Chairperson or any member of the Executive Committee is authorised to sign any contract or any class of contract on behalf of the FOPB.

10.8. Dissolution or winding up

Prior to the dissolution by the Registrar of Incorporated Societies or a resolution by the members to voluntarily wind up of the FOPB, the property, assets and monies shall, after provision for the discharge of all liabilities of the FOPB, be transferred to any body or bodies which have similar aims to those of the FOPB, as a General Meeting shall decide. No distribution can be made to the members generally and a distribution may only be made to a society or trust that has charitable purposes that include specific objects benefitting the residents of Pakiri and/or Tomarata.

10.9. Entrenched provisions of the Constitution

The following provisions of the Constitution may only be changed by resolution of members at a general meeting where in addition to any count of votes made by ballot that 75% of those members present and/or voting by proxy, vote in favour of any resolution amending, rescinding or replacing or otherwise altering the provisions:

Section 5	Structure and Government
Section 6	Officers and Staff
Section 10.8	Dissolution or winding Up