



10049942005

Application to Incorporate a Society

1736498

Name

FRIENDS OF THE RANDELL COTTAGE WRITERS TRUST INC.

- The society's name must end with the word Incorporated
- The name cannot be the same as any other society, company or organisation - check existing society and company names for free by doing a Register Search online at www.societies.govt.nz

Address for Registered Office

This address must be a physical address
e.g. 6 Anywhere Street,
Somewhereville

Address:

60 Tinakori Road
Thorndon
Wellington 6001

Email Address for Communication

The Registrar may contact the society
by email. This email address will
not be publicly available.

Email:

Address for Communication

Postal Address (e.g. P O Box) to which
Communications from the Registrar
may be sent.

Address:

PO Box 10606
The Terrace
Wellington 6036

Contact Person Details (optional)

This will allow the Registrar to have
a direct contact person for your
society. The email address will not
be publicly available.

Name:

Gordon Stewart

Position Held:

Member

Address:

PO Box 10606
The Terrace
Wellington

Email:

The society's annual general meeting will usually held in September (month)

Checklist before filing:

- ☐ Have you checked that the society's name is available by conducting a Register Search at www.societies.govt.nz?
- ☐ Has the application form been signed by 15 members of the society?
- ☐ Have all the signatures been witnessed by someone who isn't one of the 15 members signing the form?
- ☐ Has the confirmation of rules statutory declaration been completed?
- ☐ Are two copies of the society's rules attached to the statutory declaration?
- ☐ Is the fee of \$100.00 included? (Cheques should be made payable to Ministry of Economic Development)

P4 27

25 NOV 2005

Your Contact
Details

Name and Postal Address:

Gordon Ralph Stewart
60 Tinakori Road
PO Box 10606
Wellington 6000
NEW ZEALAND

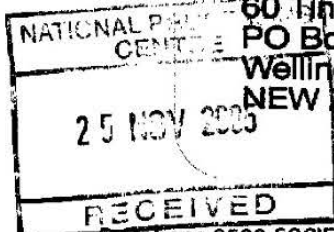
Other Details

Telephone: 04 472 1074

Email:

Post To

Incorporated Societies Register
Companies Office
Private Bag 92061
Auckland Mail Centre 1020



Name of Incorporated Society _____

We, the several persons whose names are subscribed hereto, being members of the above-mentioned society, hereby make application for the incorporation of the society under the forgoing rules, in accordance with the Incorporated Societies Act 1908.

Dated 22/11/2005

15 members must sign the application form – for the purposes of making up the 15 members, individual members count as 1 member and a body corporate (e.g. other incorporated societies or companies) counts as 3 members. Unincorporated bodies (e.g. trusts) cannot sign the application form as a member.

Each member's signature must be witnessed – anyone witnessing a member's signature CANNOT also sign the application form as one of the 15 members. There are two options for witnessing the members' signatures –

- Option 1 – One person witnesses all the members' signatures
- Option 2 – Members' signatures are witnessed by more than one person.

Option 1 – Witnessed by (to be completed if there is only one witness for all members signatures):

Name _____ Address _____ Signature _____

Option 2

Members

- Name Cordon Stewart Signature [Signature]
Address 60 Tinakori Rd, Thorndon, WGT
- Name Vincent O'Sullivan Signature [Signature]
Address 16 Burreaus Ave, Karori
- Name Fiona Kidman Signature [Signature]
Address 28 Rakan Rd, Hataitai, Wellington
- Name Gillian Cameron Signature [Signature]
Address 80 Duthie St, Karori, Wellington S
- Name Anne Faulkner Signature [Signature]
Address 28 Banket cres, Ngauru
- Name DAVID JAMES Signature [Signature]
Address 14 KILMURDO, WGTN
- Name Beverly Price Signature [Signature]
Address 24 Glasgow St, Kelburn, Wellington
- Name Hugh Price Signature [Signature]
Address 24 Glasgow St, Kelburn Wellington
- Name John Bowrie Signature [Signature]
Address 81 Messines Rd, Waiwera Wgt.
- Name Lispath Shanon Signature [Signature]
Address 60 Tinakori Rd, Thorndon, Wgt
- Name TRAVIS LAMB Signature [Signature]
Address 16 PIDE ST, ISLAND BAY, WELLINGTON
- Name Rebecca Stewart Signature [Signature]
Address 3 Kio crescent, Hataitai, Wellington
- Name JOAN McCANN Signature [Signature]
Address 462A COLLEGE ST, PALMERSTON N
- Name Duncan McCann Signature [Signature]
Address 29 Kereau Drive, Palmerston N
- Name Lynda Panton Signature [Signature]
Address 58 Tinakori Rd, Thorndon

Witnessed by (to be completed if there is more than one witness)

- Name Hannah Grainer Signature [Signature]
Address Solicitor Wellington
- Name Hannah Grainer Signature [Signature]
Address Solicitor Wellington
- Name Hannah Grainer Signature [Signature]
Address Solicitor Wellington
- Name Hannah Grainer Signature [Signature]
Address Solicitor Wellington
- Name Hannah Grainer Signature [Signature]
Address Solicitor Wellington
- Name Hannah Grainer Signature [Signature]
Address Solicitor Wellington
- Name Hannah Grainer Signature [Signature]
Address Solicitor Wellington
- Name Bridget Stewart Signature [Signature]
Address 3 Kio Crescent, Kio Bay, Wellington
- Name Christopher Elliot Ritchie Signature [Signature]
Address Solicitor 3 Kio Cres Wellington
- Name Bridget Stewart Signature [Signature]
Address 3 Kio Crescent Wellington 6003
- Name Bridget Stewart Signature [Signature]
Address 3 Kio Crescent Wellington 6003
- Name Bridget Stewart Signature [Signature]
Address 3 Kio Crescent Wellington 6003
- Name Bridget Stewart Signature [Signature]
Address 3 Kio Crescent Wellington 6003
- Name Bridget Stewart Signature [Signature]
Address 3 Kio Crescent Wellington 6003

Incorporated Society Rules Statutory Declaration

Name of
Society

Friends of the Randell Cottage Writers Trust Incorporated

Society
Number

1736498

I, Gordon Ralph Stewart (name of person making declaration)
of 60 Tinakori Road, Thorndon, Wellington (residential address)

do solemnly and sincerely declare that:

1. I am a member of / ~~solicitor~~ to (delete one) the above society, and
2. The attached rules / ~~alteration to the rules~~ (delete one) comply with section 6 of the Incorporated Societies Act 1908 (see below for list of criteria), and

Either (this option applies to applications to incorporate a society – delete if not applicable)

3. The majority of members of the society consent to this application for incorporation

Or (this option applies for alterations to existing rules of an incorporated society – delete if not applicable)

4. ~~The alteration to the rules has been made in accordance with the rules of the society~~

And I make the solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Oaths and Declarations Act 1957.

Declared at Wellington (place)

this 23rd day of November (month)

20 05 (year)

Gordon Ralph Stewart

Name of society member / ~~solicitor~~

Signature of society member / ~~solicitor~~

before me:

J. S. Perrey

Solicitor / Justice of the Peace / other person authorised to
take a Statutory Declaration (delete as applicable)

Note: Section 6 of the Incorporated Societies Act 1908 requires a society's rules to include the following:

- The name of the society (ending with the word Incorporated)
- The objects for which the society is established
- How people become members of the society and stop being members of the society
- How meetings of the society will be called and held and how voting will take place
- How officers of the society will be appointed
- How the society's funds will be controlled and invested
- The powers (if any) that the society has to borrow money
- How any property of the society will be distributed in the event of the society being wound up
- How the rules of the society can be altered.

Your Contact
Details

Name and Postal Address:

Gordon Ralph Stewart
60 Tinakori Road
PO Box 10606
Wellington 6000
NEW ZEALAND

Other Details

Telephone: 04 4712927

Email:

Post To

Incorporated Societies Register
Companies Office
Private Bag 92061
Auckland Mail Centre 1020



RULES

OF

FRIENDS OF THE RANDELL COTTAGE WRITERS TRUST INCORPORATED

1. STATUS OF RULES

- 1.1. These rules were adopted by initial Members of the Society by subscribing to the final page hereof.

2. NAME

- 2.1. The name of the Society shall be
"FRIENDS OF THE RANDELL COTTAGE WRITERS TRUST INCORPORATED"

3. REGISTERED OFFICE

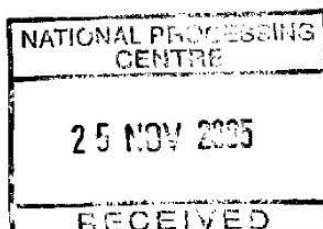
- 3.1. The registered office of the Society shall be c/o 60 Tinakori Road, Thorndon, Wellington 6001 or at such place as the Executive Committee shall from time to time determine.
- 3.2. Notice of every change of the place of the registered office shall be given to the Registrar of Incorporated Societies.

4. INTERPRETATION

- 4.1. In the interpretation of these Rules (unless the context requires a different construction):
- 4.1.1. "Friends" means members of the Society of whatever class of membership and "member of the Society" shall have the same meaning;
- 4.1.2. "Executive Committee" means the members of the Society appointed or elected at the Annual General Meeting to be the executive committee of the Society pursuant to Rule 15 hereof;
- 4.1.3. "Financial Member" shall mean a member at any time who has paid all his, her or its membership subscription due at that time, or who is a Honorary Member, Life Member, or Donor Member at that time;
- 4.1.4. "the Society" means the Friends of The Randell Cottage Writers Trust Inc.; and
- 4.1.5. "the Trust" means Randell Cottage Writers Trust.
- 4.2. Words importing the singular number include the plural number and vice versa.

5. OBJECTS

- 5.1. The Society is established for the promotion of cultural and educational objects and purposes within New Zealand. In particular the Society is established:



- 5.1.1. To promote the Trust and its objects and activities;
- 5.1.2. To provide assistance, both material assistance and assistance through participation in promotion and other events and activities, to the objects and work of the Trust;
- 5.1.3. To assist in the preservation of the Randell Cottage;
- 5.1.4. To disseminate information on the Trust and its objects and activities;
- 5.1.5. To provide a forum for the exchange of ideas, and for active participation in the works of the Trust, for the benefit of the Trust and of the Friends;
- 5.1.6. To provide information to Friends and others on the activities of the Trust and of the Friends;
- 5.1.7. To raise and receive funds, whether by subscriptions, activities, gifts or bequests, to further the objects and activities of the Trust; and
- 5.1.8. To do all such things as are conducive or incidental to attaining of these objects and the objects of the Trust.

6. MEMBERSHIP

- 6.1. Membership of the Society shall be open to any person, corporation, or body of persons complying with these Rules.
- 6.2. Membership of the Society shall be divided into:
 - 6.2.1. Adult Membership (Persons aged 18 years or over),
 - 6.2.2. Junior Membership (Persons under the age of 18 years),
 - 6.2.3. Family Membership;
 - 6.2.4. Corporate Membership;
 - 6.2.5. Honorary Membership or Life Membership in accordance with Rule 6.4; and
 - 6.2.6. Donor Membership in accordance with Rule 6.5.
- 6.3. Membership shall be obtained by written application to the Executive Committee (who may approve or decline such application on behalf of the Society) and shall be accompanied by payment of the first annual subscription.
- 6.4. There shall be no territorial or other limits on membership.
- 6.5. All Friends shall be entitled to:
 - (i) A newsletter with advance notification of events or exhibitions having to do with the objects of the Society;
 - (ii) Invitations to attend special functions and receptions for writers-in-residence or other guests or lecturers as arranged by the Society;
 - (iii) An invitation to functions for the benefit of Friends only.
- 6.6. A Friend may terminate membership of the Society by notice in writing to the Society. The Executive Committee may terminate a Friend's membership of the Society if that Friend's annual subscription is not paid one month after a second notice that it is due.

- 6.7. For the purposes of these Rules all the members of a family with Family Membership shall be treated as one member and shall have the power and the entitlements of one member only. In the case of dispute as to the power or entitlement of members of a family who have Family Membership, the President of the Society shall have an absolute discretion to determine who may exercise that power or shall have those entitlements.
- 6.8. Honorary Membership and Life Membership - The Society may resolve in General Meeting that any person be elected a 'honorary member' or 'life member', either in person or ex officio, and for life or for a specified period, in which case no subscriptions shall be payable by such member during the period of membership.
- 6.9. Donor Memberships – The Executive Committee may extend membership to any person, firm or corporate body that donates money or assets to the Society, where the Executive Committee considers that the donation is sufficiently valuable to merit such membership. Such membership shall be for such term or terms and on such conditions as the Executive Committee shall from time to time decide. The Executive Committee shall have the power to create different classes of Donor Members depending on the amount or frequency of the donation, and to attach different privileges to each class. No subscriptions shall be payable by such member during the period of membership.

7. SUBSCRIPTIONS

- 7.1. The annual subscription for each class of members of the Society shall be such sum as shall be fixed by the Executive Committee for that class of members prior to the commencement of the next financial year to apply for that financial year and, until further amendment by the Executive Committee, for ensuing financial years.
- 7.2. The subscription for family or corporate membership may vary depending on the number of persons that member wishes to have included under the aegis of the family or corporate membership as the case may be.
- 7.3. Each subscription shall be for a year in advance from the month to be determined by the Executive Committee.
- 7.4. All subscriptions shall be due and payable within three months from the commencement of the subscription year or 21 clear days prior to the date of the annual general meeting, whichever is the earlier.

8. POWERS

- 8.1. The Society shall have the power to:
 - 8.1.1. Make donations to the Trust;
 - 8.1.2. Preserve, maintain, repair, and equip the Randell Cottage;
 - 8.1.3. Make donations to, and otherwise support; any writer-in-residence at the Randell Cottage;
 - 8.1.4. Hold events, including but limited to talks, conferences, parties, and fairs, and whether fund raising or not, to further the objects of the Society;

- 8.1.5. Purchase, sell, hire or lease, exchange or otherwise deal with or dispose of any property, buildings or equipment, except in the case of the Randell Cottage;
- 8.1.6. Open and operate bank accounts and make arrangements for the convenient management of its funds;
- 8.1.7. Open trade or credit accounts;
- 8.1.8. Lend and invest funds of the Society upon such terms and conditions as the Executive Committee may consider prudent, subject to the laws of New Zealand applying to the investment of Trust Funds, and to vary any such investments;
- 8.1.9. Accept money on deposit or loan and to borrow or raise any money for the purposes of the Society by any means of borrowing or fund raising decided by the Executive Committee with or without security, and to give security for the same over any property of the Society whether by mortgage, debenture or otherwise Provided that no mortgage, debenture charge or other security shall be raised, charged or secured upon the Randell Cottage;
- 8.1.10. Accept the ownership, custody, control and management of any real or personal property which may be bequeathed, loaned or donated to the Society for its purpose or objects whether subject to any special trusts or not, with power to decline any gift or legacy or to take over any property which has annexed to it any condition or obligation not approved by the Executive Committee;
- 8.1.11. Enter into all negotiations, contracts and agreements in the name and on behalf of the Society as it may consider expedient for its purposes, provided that such negotiations, contracts and agreements are not in conflict with its objects;
- 8.1.12. Undertake any business activity considered by the Executive Committee to be appropriate to the objects of or betterment of the Society; and
- 8.1.13. Together with such ancillary or complementary powers as a natural person would have, and which are necessary for the furtherance of the objects.

9. GENERAL MEETINGS - ATTENDANCE

- 9.1. All financial members shall be entitled to attend and vote at General meetings.
- 9.2. Every Annual General Meeting shall be open to members of the Public, unless the meeting shall resolve otherwise.
- 9.3. The quorum at Annual and Special General Meetings of the Society shall be 10 Friends personally present.

10. ANNUAL GENERAL MEETING

- 10.1. An Annual General Meeting of the Society shall be held not later than six months after the close of the previous financial year
- 10.2. The following business shall be transacted:

- 10.2.1. Receive and consider the annual report;
- 10.2.2. Receive and consider the annual financial statements, and audit report or review of those financial statement (if any);
- 10.2.3. Receive and consider a report from the Executive Committee of the annual subscriptions fixed in accordance with Rule 7.1 for the following year;
- 10.2.4. The election of the Officers of the Society referred to in Rule 14 hereof;
- 10.2.5. The election of the members of the Executive Committee referred to in Rule 14 hereof; and
- 10.2.6. Such other business as may be accepted by permission of the majority of Friends present at such meeting.

11. SPECIAL GENERAL MEETINGS

- 11.1. A Special General Meeting of the Society may be held at any time that the Executive Committee may appoint.
- 11.2. On receipt of a requisition signed by not less than ten Friends, General Chairperson shall call a Special Meeting within fourteen days of receipt of that requisition.
- 11.3. The business to be dealt with at such a meeting shall be limited to the matters stated in the notice of the meeting, but need not be limited to the subject of a requisition under the forgoing sub-clause.

12. NOTICES

- 12.1. Members shall be given at least fourteen days notice of all Annual and Special General Meetings.
- 12.2. Every notice required to be given to Friends shall be deemed to have been duly delivered if handed to them personally, or posted to them at that member's last known address.
- 12.3. The Society shall give the Trust notice of all Meetings as if the Trust were a member, and shall provide the Trust with copies of minutes of all General Meetings and all meetings of the Executive Committee.

13. CONDUCT OF ANNUAL AND SPECIAL GENERAL MEETINGS

- 13.1. The President shall preside as chair of any general meeting but should he or she be absent the chair shall be taken by a member of the Executive Committee appointed by the members.
- 13.2. Each member, not being a junior member, shall be entitled to one vote on any matter. A family or corporate member shall appoint one person to vote on behalf of such family or corporate member.
- 13.3. The chair of the meeting shall have a deliberative vote and in the event the votes are equal, also have a casting vote.

- 13.4. The mode of voting at meetings shall be on the voices, show of hands, or, upon demand by any member, by poll.
- 13.5. A majority vote shall be required for any motion to be passed (except for the alteration of rules, as provided in Rule 25, where the procedure set out in that Rule shall apply).
- 13.6. A declaration by the chair of any meeting to the effect that the resolution submitted at such meeting has been passed, or has been passed by a particular majority, or has been lost, and an entry to the effect in the Minutes Book of the Society, shall be conclusive evidence of the fact after the meeting without proof of the number of votes recorded in favour of or against the resolution.
- 13.7. Any resolution of the Executive Committee signed by all members of the Executive Committee not in the Minutes Book of the Society shall be a resolution by the Executive Committee.
- 13.8. Except as provided above, a General Meeting shall be conducted in such a manner as the Chair shall determine.

14. EXECUTIVE COMMITTEE

- 14.1. The Executive Committee shall comprise two Officers, namely a President and a Treasurer, and three Ordinary members.
- 14.2. The Chair of the Trustees of the Randell Cottage Writers Trust from time to time or his or her nominee shall be, ex-officio, one of the members of the Executive Committee and may be an Officer.
- 14.3. The Trustees of the Randell Cottage Writers Trust from time to time may nominate two other members of the Executive Committee who may be Officers.
- 14.4. The other members of the Executive Committee shall be elected at an Annual General Meeting of the Society by Financial Members in accordance with the clauses below.
- 14.5. The Executive Committee shall have the power to co-opt to fill vacancies on the Executive Committee, including officers, to co-opt such additional members from time to time as are necessary for the conduct of the affairs of the Society, and to make appointments to special committees.
- 14.6. Nominations for office on the Executive Committee to be filled at any Annual General Meeting must be made in writing and delivered to the Society's office at least fourteen clear days before the meeting. Each nomination must bear the names and signatures of a proposer and seconder who are Financial Members of the Society, and the signed consent of the nominee.
- 14.7. No person shall be appointed as or continue as an Officer or Ordinary Member of the Executive Committee, if that person is not a Financial Member.
- 14.8. Positions of Officers, including that of President, which fall vacant for any reason whatsoever, may be filled by the Executive Committee if considered necessary.
- 14.9. Co-opted committee members must retire at the next Annual General Meeting.
- 14.10. The members of the Executive Committee shall at their first meeting elect the Officers from among their number. Such first meeting shall be held not more than one month from the Annual General Meeting. The previous Officer of the

Society shall continue in office until such first meeting. Such first meeting may be held immediately after the AGM.

- 14.11. The Treasurer shall furnish returns as required by section 23 of the Incorporated Societies Act 1908.

15. EXECUTIVE COMMITTEE MEETINGS

- 15.1. Meetings of the Executive Committee shall be held at such times as may be determined from time to time by the Executive Committee but may not be fewer than four times in any one calendar year.
- 15.2. A quorum at a meeting of the Executive Committee shall be a majority of the Executive Committee.
- 15.3. A meeting of the Executive Committee may be held either by a number of members who constitute a quorum, being assembled together at a place, date and time appointed for the meeting, or by means of audio, or audio and visual, communication by which a quorum of Executive Committee members participating can simultaneously hear each other throughout the meeting.
- 15.4. The Chairperson of the meeting shall be the President or in his or her absence a member appointed by the meeting.
- 15.5. Each Executive Committee member shall have one vote on any matter and in the event the votes are equal the Chairperson of the meeting shall also have a casting vote.
- 15.6. Any member of the Executive Committee being absent for three consecutive meetings without leave of absence shall on passing of a resolution of the majority of the Executive Committee then present, there upon cease to be a member of the Executive Committee.

16. MANAGEMENT

- 16.1. The governance and general control of the affairs and funds of the Society shall be vested in the Executive Committee, which shall however be subject to any direction given by a decision of a General Meeting not contrary to these Rules, and shall be subject to the provisions of these Rules.
- 16.2. The Executive Committee shall have the power to appoint and delegate powers and authorisations to such special committees or sub-committee as it may deem expedient. The President or a member of the Executive Committee nominated by the President shall be an ex-officio member of any such special committee or sub-committee.
- 16.3. The Executive Committee may also engage or employ (either with or without a salary) a Secretary to act as secretary of the meetings of the Executive Committee, and to carry out such administrative and other functions as required by the Executive Committee. Even if the Secretary is not a member of the Society, he or she shall be entitled to attend and be heard at, but not vote at, General Meetings, and meetings of the Executive Committee. If at any time no Secretary to the Society is engaged or employed, the Executive Committee may appoint an unpaid volunteer (who may be a Friend) to act as Secretary and carry out such administrative functions as the Executive Committee shall direct.

- 16.4. The Executive Committee may engage or employ (either with or without a salary) a Manager or other Administrative officer or officers to undertake the management and operation of the Society under the direction of the Executive Committee. .
- 16.5. The Executive Committee may as well as or instead of engaging the Secretary of the Society, engage or employ such persons as are necessary for the good management of the Society, to carry out administrative and other functions as required by the Executive Committee. Such persons will report to the President or another member of the Executive Committee nominated by the President.
- 16.6. If a salary is to be paid to an employee pursuant to Rules 17.3, 17.4 or 17.5 then such employee may not be a member of the Society.
- 16.7. The Executive Committee shall have the power to pay an honorarium to any officer or the Secretary and to determine the amount of the honorarium. Such honorarium shall be reasonable taking into account the duties and responsibilities of the Secretary, and shall not be more than would be paid on an arms length basis.
- 16.8. The Secretary (if any) shall keep or cause to be kept accurate minutes of all Executive Committee meetings.
- 16.9. The Secretary (if any) or the Executive Committee (if no Secretary is appointed) shall keep a register of Friends in terms of Section 22 of the Incorporated Societies Act 1908, and make that register available to the Executive Committee to ensure compliance with the Act.

17. FINANCIAL

- 17.1. The Treasurer or such other person as the Executive Committee shall appoint shall prepare a Statement of Accounts and Statement of Financial Position as soon as may be possible after the end of the financial year.
- 17.2. The Executive Committee may have the Statement of Accounts and Statement of Financial Position audited, or reviewed by an independent accountant.
- 17.3. The Statement of Accounts and Statement of Financial Position shall be submitted to the Annual General Meeting next following its preparation and shall be open for discussion thereat.
- 17.4. Every year the Executive Committee shall have a financial budget prepared, setting out the estimated cost of carrying out the intended programme of the Society for the forthcoming year, and the projected income.

18. FINANCIAL YEAR

- 18.1. The financial year of the Society shall be from the 1st day of April in one year to the 31st day of March in the next year, or such other period as determined from time to time by the Executive Committee.

19. APPLICATION OF SURPLUSES

- 19.1. The income and property of the Society, however and wherever derived, shall be applied solely towards the promotion of the objects of the Society (save as

hereinafter provided from the event of the winding up of the Society) and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise, by way of profit to the members of the Society PROVIDED that payment may be made of reasonable remuneration to any officers or servants of the Society or to any member in return for services rendered to the Society PROVIDED ALSO that there may be gratuitous distribution among, or sale at a discount to, Friends of any publications of the Society or of tickets of admission to any exhibition, lecture, display or entertainment promoted by the Society.

20. FUNDS

- 20.1. The funds of the Society shall vest in and be under the control of the Executive Committee. The Executive Committee shall have the power to invest monies according to the requirements of the Trustee Act and any other applicable statute or rule of law.
- 20.2. Donations and legacies unless made for any specified purpose shall be paid into the general funds and shall form part of the funds of the Society to be expended in such manner as the Executive Committee thinks fit

21. BANK ACCOUNT

- 21.1. The Society's bank accounts shall be operated under the signatures of the President and/or the Treasurer, and another officer of the Society or any Executive Officer, as authorised by resolution of the Executive Committee. The Treasurer or any Executive Officer may be authorised to maintain an Imprest Account for minor transactions at a level to be determined by the Executive Committee.
- 21.2. All cheques shall be signed by two appointed signatories, both of who shall be Executive Committee members.

22. CHARITABLE FUND

- 22.1. All donations received by the Society, not expressed to be for a purpose inconsistent with application under this clause shall be credited to a fund to be held in trust for charitable or cultural purposes within New Zealand in accordance with the objects of the Society or the Trust.

23. COMMON SEAL

- 23.1. The Society shall provide a common seal, which shall be held in the custody of the Secretary (if any) or the President (if there is no Secretary).
- 23.2. The common seal shall not be affixed to any instrument except in pursuance of a resolution of the Executive Committee and in the presence of two members of the Executive Committee who shall affix their signature to each such instrument so sealed.

24. PROHIBITION ON PAYMENTS TO MEMBERS AND PERSONAL BENEFIT

- 24.1. Any income or benefit of, or payment from, the Society shall be applied to the objectives of the Society.
- 24.2. Notwithstanding any other rule, none of the assets, income or profit of the Society shall at any time go to or be paid to any members of the Society (including members of the Executive Committee) or associated persons of them PROVIDED HOWEVER:
 - 24.2.1. Executive Committee members or volunteers may be paid reasonable out-of pocket expenses incurred by them in connection with the authorised activities of the Society;
 - 24.2.2. Interest at a reasonable rate may be paid to any member lending money to the Society; and
 - 24.2.3. Any member of the Society who for the time being is a person engaged in any profession or business shall be entitled to charge and be paid all such usual professional or other charges for his or her services to the Society as he or she or it would otherwise be entitled to do.
- 24.3. No Friend and no person associated with a Friend shall participate in or materially influence any decision made by the Society in respect of the payment to or on behalf of that member or associated person of any income, benefit or advantage whatsoever.
- 24.4. Any such income paid shall be reasonable and relative to that which would be paid in any arm's length transaction (being the open market value).
- 24.5. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

25. ALTERATIONS TO RULES

- 25.1. Except as otherwise provided in these Rules, any alteration, amendment or rescission of these Rules shall be made only by a resolution proposed by the Executive Committee and passed by a majority of 75% of Friends present at the Annual Meeting of the Society or at a Special General Meeting called for that purpose, but no such alterations shall be permitted that alter the objects or powers of the Society so they would no longer be exclusively charitable.
- 25.2. No addition to or alteration or rescission of the Rules shall be approved if it affects the Prohibition On Payments To Members And Personal Benefit Rule (Rule 21) or the Winding Up Rule (Rule 26).
- 25.3. No alteration of the Objects in Rule 2 shall be valid unless it has the prior written approval of the Trust.
- 25.4. A Notice of Motion for alteration, amendment or rescission shall be given to the Secretary no later than one calendar month prior to the Annual Meeting or Special General Meeting called for that purpose.

- 25.5. In the event of a rule change, duplicate copies of the change shall be delivered to the Registrar of Incorporated Societies in accordance with Section 21 of the Incorporated Societies Act 1908.

26. WINDING UP OR DISSOLUTION



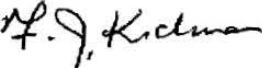
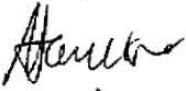






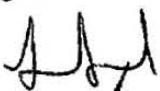

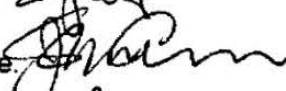

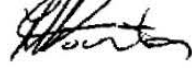
- 26.1. The Society may be wound up by its members in accordance with the provisions of Section 24 Incorporated Societies Act 1908.
- 26.2. In the event of the Society being wound up or dissolved, its assets shall be sold and its debts shall be paid, and any balance shall be transferred to the Trust to be applied for such charitable purposes within New Zealand which are in accordance with the objects of the Trust and are similar as possible to the aims and objects of the Society.

27. GENERAL

- 27.1. In case a question arises that is not provided for in these Rules, or any doubt exists as to the interpretation of these Rules, or any other question or dispute shall arise concerning the Society, its property or its interests, the same shall be determined by the Executive Committee whose decision shall be conclusive and binding on all Friends unless revoked at the General Meeting held not later than the next following Annual General Meeting.

EXECUTION

The persons whose names and signatures appear below hereby agree to be Members of the Society and to these being the Rules of the Society:

1. Name: Gordon Stewart Signature:  Date: 21/10/2005
2. Name: Vincent O'Sullivan Signature:  Date: 21/10/2005
3. Name: Fiona Kidman Signature:  Date: 21/10/2005
4. Name: Anne Faulkner Signature:  Date: 21-10-2005
5. Name: Gillian Cameron Signature:  Date: 21-10-2005
6. Name: ~~David Underwood~~ Signature:  Date: 21-10-05
7. Name: Beverly Price Signature:  Date: 21-10-05
8. Name: Hugh Price Signature:  Date: 21-10-05
9. Name: John Towrie Signature:  Date: 17-11-05
10. Name: L.A. Shannan Signature:  Date: 17-11-05
11. Name: TRAVIS LAMB Signature:  Date: 21/11/05
12. Name: Rebecca Stewart Signature:  Date: 22/11/05
13. Name: John McCann Signature:  Date: 22/11/05
14. Name: Duncan McClam Signature:  Date: 22/11/05
15. Name: Lynda Ponten Signature:  Date: 22/11/05