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# Incorporated Society Alteration of Rules - Certi...



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Name of Society

AUCKLAND PROPERTY INVESTORS  
ASSOCIATION INCORPORATED

Society Number

661936

I certify that the alteration has been approved in accordance with the society's rules.

Please tick if the rule alteration includes a name change for the society

Name

JAMES ANTHONY MCLEOD

Position

SOLICITOR

Signature

Date

17/09/07

Note: This certificate must be completed by an officer of or solicitor for the society.

Checklist before filing:

Has this certificate been completed by an officer of or solicitor for the society?

Has the copy of the alteration to rules been signed by 3 members of the society?

Is a copy of the rule alteration(s) attached? This can either be a complete copy of the updated rules with the alterations underlined or in bold type, or a copy of the particular rule(s) that were altered.

If the name of the society is being changed, have you checked the name is available by conducting a Register Search at www.societies.govt.nz and www.companies.govt.nz?

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 cease 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
- The control and use of the common seal.
- 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.

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Incorporated Societies Register  
Companies Office  
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Auckland Mail Centre 1020

NPC# 10

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NATIONAL PROCESSING

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# CONSTITUTION

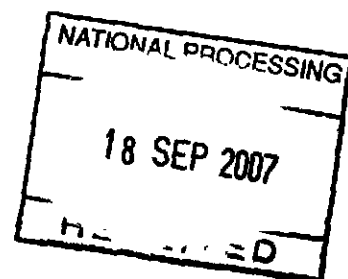
OF

## AUCKLAND PROPERTY INVESTORS' ASSOCIATION INCORPORATED

I, James Anthony McLeod, of Auckland, Solicitor hereby  
certify that this is a true and correct copy of the original  
document that I sighted



Solicitor of the High Court of New Zealand



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# CONSTITUTION

## AUCKLAND PROPERTY INVESTORS' ASSOCIATION INCORPORATED

### 1. NAME

- a) The name of the Society shall be "AUCKLAND PROPERTY INVESTORS' ASSOCIATION" ("Association").

### 2. DEFINITIONS AND INTERPRETATION

Definitions: In this Constitution, unless the context otherwise requires:

"**Annual General Meeting**" means the annual general meeting of the Association in accordance with clause 6 of this Constitution.

"**Associates**" means associate members of the Association as specified by clause 16 of this Constitution.

"**Association**" means the Auckland Property Investors' Association Incorporated.

"**Board**" means the Board constituted by clause 6 of this constitution.

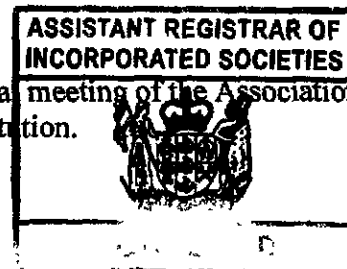
"**Board Member**" means an elected member of the Board of the Association.

"**Chairperson**" shall mean the Board member who chairs meetings of the Board in accordance with clause 8.1 of the First Schedule or a General Meeting of the Association who shall, subject to any provisions contained in this Constitution to the contrary be the President.

"**General Meeting**" means an ordinary meeting of the Association in accordance with clause 6, being the general meeting held at monthly intervals or at such intervals determined by the Board.

"**Member**" means a person who is a member of the Association and has paid the annual membership fee, although Associates are not included in this definition of Members.

"**Special General Meeting**" means a special general meeting of the Association called in accordance with clause 6(b) of this Constitution.



**“Sub-Association”** has the meaning set out in clause 17.

**“Working Day”** means any day except –

- a) a Saturday, a Sunday, Good Friday, Easter Monday, Anzac Day, Labour Day, the Sovereign’s birthday, and Waitangi Day; and
- b) a day in the period beginning on 20 December in any year and ending with 14 January in the following year.

### **3. REGISTERED OFFICE**

- a) The registered office of the Association shall be at such place as the Board shall from time to time determine. Due notice of every change of place of registered office shall be given to the Registrar of Incorporated Societies.

### **4. OBJECTS**

The objects of the Society are as follow:

- a) To promote and maintain good relations between landlords and tenants.
- b) To encourage landlords to join the Association.
- c) To provide guidance on the management of rental properties.
- d) To investigate and set up, if thought proper, an office service to be available for the use of members of the Association (upon payment of a reasonable fee to be set from time to time by the Board).
- e) To make representation to Government or local bodies in connection with any matter, which in the opinion of the Association is of relevance to landlords or would affect landlords in any way.
- f) To provide and offer education services, and information to property investors.
- g) To do all such things as are legal for an incorporated society and in the opinion of the Association may be for the benefit of the Members.
- h) To provide networking opportunities and regular meetings to educate its Members.

- i) To research the property industry and provide best practice guidelines to its Members.

## **5. COMMON SEAL**

- a) The common seal of the Association shall consist of the words "The Common Seal of Auckland Property Investors' Association Incorporated" and shall remain in the custody of the Association Secretary. The Common Seal shall not be affixed to any instrument except by the authority of a resolution of the Board and in the presence of any two of the following Board Members, namely the President, the Vice-President, the Treasurer and the Secretary.

## **6. GENERAL MEETINGS**

- a) A General meeting of the Association known as the Annual General Meeting shall be held within three (3) calendar months of the end of the past financial year at such time and place as the Board may determine to:
  - (i) Receive the President's annual report and the duly audited annual statements of the income and expenditure and the assets and liabilities of the Association.
  - (ii) Elect the Board Members of the Association in accordance with the provisions of clause 7.
  - (iii) Elect an honorary auditor and an honorary solicitor.
  - (iv) Set the annual subscription for membership of the Association, or permit the Board to determine the annual subscription by a resolution delegating such power at a General Meeting.
  - (v) Transact any business pertaining to any subject raised by a Member.
- b) Further General Meetings of the Association known as Special General Meetings may be convened at any reasonable time as decided by the Board or upon the application of not less than thirty (30) Members, where the Board may determine the time and place of such Special General Meeting, to transact such business as may be specified in the application.
- c) Notice of the time and place of any General Meeting (including a Special General Meeting and the Annual General Meeting) shall be forwarded by post or e-mail to every member at their last known address and advertised in a local daily newspaper and on the Association's website not less than ten (10) Working Days prior to the date of the proposed General Meeting provided

however no notice need be given of a General Meeting where that General Meeting is held at regular known intervals as is determined by the Board from time to time.

- d) Subject to clause 15(d), only Members are eligible to vote at any General Meeting, be elected to be a Board Member, or delegate to any body. Each Member shall only be entitled to one vote at a General Meeting, Annual General Meeting, or Special General Meeting.
- e) No business shall be transacted at any General Meeting, Annual General Meeting, or Special General Meeting unless a quorum is present at the commencement of such business. 20% of all Members shall constitute a quorum.
- f) All General Meetings shall be chaired by the President or in their absence by the Vice-President or in their absence by a Board Member designated by the Board. In the event of none of the foregoing being present the General Meeting shall elect a chairperson for the meeting.

## **7. BOARD**

- a) The Board of the Association shall consist of the following:
  - (i) President,
  - (ii) Vice-President,
  - (iii) Treasurer,
  - (iv) Secretary; and
  - (v) Four (4) other Members, subject to clause 7(e).
- b) Subject to clause 18 of this Constitution, each Board Member shall be elected for a term of two (2) years. The Board shall be elected by four (4) Board Members being elected at each Annual General Meeting, so that, subject to any contrary provision contained in this clause 7, one half of the Board shall be elected at each Annual General Meeting.
- c) Subject to clause 18 of this Constitution, all Board Members shall hold office until the election of the Board at the next Annual General Meeting of the Association following the expiry of their two (2) year term unless they sooner cease to be a Member, resign, die, become incapacitated or are expelled from the Board in accordance with the rules of the Association.

d) The Board shall no later than one (1) calendar month following an Annual General Meeting elect Board Members to the following offices :

- (i) President;
- (ii) Vice-President;
- (iii) Secretary; and
- (iv) Treasurer.

The President and Vice-President shall be elected for a two (2) year term and shall only be subject to re-election at the end of that two (2) year term. In the event that the Board cannot agree as to who shall be appointed as President, Vice-President, Secretary or Treasurer (where equal numbers of votes are passed for 2 or more candidates) the Board shall reconvene one (1) week later at the same time and place where the offices not filled shall be voted on again. In the event that despite this further meeting the Board cannot agree as to who shall hold the office where there is an equal number of votes, then the candidate for that position shall be the Board Member for that role who has served on the Board for the longest period of time (which need not be a consecutive period).

- e) Where a Board Member is appointed as President or Vice-President for a two (2) year term in accordance with clause 7(d) above and his or her term as a Board Member would be subject to re-election during that two (2) year term, the Board Member appointed as President or Vice-President would remain a Board Member, and the number of Board Members would increase for the remainder of the term of the President or Vice-President, as the case may be, so that the appointed President or Vice-President would continue as a Board Member until that two (2) year term of their office has expired.
- f) The Board may appoint a Board Member in the event that the Annual General Meeting fails to do so.
- g) Any Board Member may be expelled from the office on the grounds and in the same manner as any Member may be expelled from the Association except that a 2/3rds majority of Members present at a General Meeting would be required to remove a Board Member.
- h) While a Board Member holds office he or she shall not be obliged to pay an annual subscription but shall remain a Member of the Association and shall not be obliged to pay an annual subscription for a period subsequent to him or her holding office as a Board Member for a period of time equal to the period that he or she held office as a Board Member to a maximum of five (5) years. This provision shall apply to any Board Member who held office prior to the date of the adoption of this Constitution.



- i) No Board Member shall be personally liable for the acts receipts neglects or defaults of any Member or for any loss, damage or misfortune whatsoever which shall occur during the execution of the duties of their office or in relation thereto unless it shall result from their own wilful default or dishonesty. The Association shall indemnify a Board member for any liability suffered by a Board Member which relates to any loss or costs suffered by that Board Member during the execution of the duties of their office or in relation thereto unless it shall result from their own wilful default or dishonesty, and if the Board can arrange insurance for such liability it may do so at the cost of the Association where the cost of any such insurance policy is considered by the Board to be a reasonable cost.

## **8. ACTIVITIES OF THE BOARD**

- a) The Board shall be responsible for managing all business of the Association and may do all such acts as the Association is by these rules or otherwise authorised to do and which are not required by these rules or by law to be done by a General Meeting, Special General Meeting, or Annual General Meeting of the Association.
- b) The Board shall meet at regular intervals at least quarterly, at such times as may be determined by any two of the Secretary, President, Vice-President, or Treasurer.
- c) It shall be the duty of all Board Members to attend all meetings of the Board provided that the Board may at its discretion grant to any Board Member leave to be absent for such period as it sees fit. Should any Board Member be absent from two consecutive meetings of the Board, in any 12 month period, without at least one (1) Working Days' notice, or from three consecutive meetings regardless of notice, such member shall automatically cease to be a Board Member except where the Board in its sole discretion grants special leave to be absent for exceptional circumstances.
- d) Except as otherwise provided in these rules all decisions at all meetings of the Board shall be made by a majority of votes taken as the Chairperson of the meeting shall direct but any three (3) members of the Board may demand a poll which shall immediately be taken in a manner to be determined by the Chairperson. The Board Members shall be entitled to one vote each and Members of the Association who are not Board Members shall not be entitled to vote. In the case of equality of votes the Chairperson shall have a second or casting vote.

- e) No business shall be transacted at any meeting of the Board unless a quorum is present at the commencement of such business. Four (4) members of the Board shall constitute a quorum.
- f) If any place on the Board becomes vacant it shall be filled by the Board who shall appoint a Member as a Board Member for the remainder of the term of the person whose position has become vacant. Where any of positions held by an officer of the Association (including the President, Vice-President, Secretary, or Treasurer) becomes vacant that position shall be filled for the remainder of that term by the Board who shall appoint an existing Board Member to the role that has become vacant and if no person is willing to fill that vacancy the Board may appoint a Member as a Board Member to hold that office for the remainder of the relevant term.

## **9. MEMBERSHIP**

- a) Any person or body corporate who subscribes to the objects of the Association, upon receipt and clearance of funds for both the subscription and joining fee shall be eligible to become a Member of the Association subject to clause 9(h) of this Constitution.
- b) No person shall be excluded from the membership, segregated or otherwise discriminated against within the Association because of race, colour, sex, religion, age, economic status, parenthood, marital status or political or ideological affiliation.
- c) Membership commences upon receipt and clearance of funds for the subscription fee by the Association subject to clause 9(h).
- d) The Board may choose to have a number of categories of membership at such annual fee that the Board may prescribe.
- e) A person shall cease to be a Member in any of the following cases:
  - (i) If they resign by notice in writing to the Secretary.
  - (ii) If they have been expelled from the Association in accordance with this Constitution.
  - (iii) If they have not paid their subscription, provided that nothing shall prevent a person rejoining as a Member of the Association upon the payment of their subscription and joining fee subject to the usual criteria for membership applications. Payment of the joining fee may be waived at the Board discretion.

- f) Life members shall only be elected by an Annual General Meeting provided that no person may be nominated for election as a life member unless notice of the nomination has been given to the Secretary or President not less than thirty (30) days before the Annual General meeting at which such nomination will be made and nomination has been approved by not less than two thirds of the members of the Board. Life members shall be entitled to be present and to speak and shall have one vote only at General Meetings of the Association (including the Annual General Meeting and a Special General Meeting). The Board may determine what fees or subscriptions are payable by Life members if any.
- g) Any subscriptions payable for being a Member of the Association shall be annual unless the Board otherwise determines, and upon payment of a subscription such person shall remain as a Member, subject to any contrary provisions contained in this Constitution, for twelve (12) calendar months following the date of payment. An annual membership shall commence on the date of payment of the annual subscription and shall conclude twelve (12) calendar months later. The Board may also in its discretion permit the annual subscription to be paid by monthly instalments and any Member paying instalments monthly shall remain a Member until the date upon which such instalment is not paid and such failure to pay has not been remedied within 30 days of notice being given by the Treasurer of failure to pay that monthly instalment.
- h) The Board may refuse membership to any person or body corporate, on the grounds that he/ she/ or it has been guilty of unbecoming or dishonourable conduct or of acting in a manner prejudicial to the best interests of the Association as determined by the Board. The following provisions shall apply in relation to a refusal of membership:
  - (i) No motion to refuse any membership application may be passed without a 2/3<sup>rd</sup>'s majority of those present at the meeting of the Board which considers that application.
  - (ii) The declined applicant shall be notified in writing by the Secretary or in their absence, a Board Member on behalf of the Board, within two weeks of the Board's decision.
  - (iii) No reason for declining an application need be given and the decision of the Board is deemed to be final with no further consideration of the matter.

## **10. EXPULSION OF MEMBERS**

- a) Any Member may be expelled from the Association on the grounds that he/she/ or it has wilfully infringed the rules of the Association or that he/she/ or it has been guilty of unbecoming or dishonourable conduct or of acting in a

manner prejudicial to the best interests of the Association by a General meeting at which the following special rules shall apply;

- (i) No motion to expel any Member may be moved without the prior approval of the Board by a two-thirds majority of the Board Members present at a meeting of the Board.
  - (ii) The accused Member shall be notified in writing by the Secretary not less than ten (10) Working Days before the General Meeting of the time and place of the General Meeting and the charge or charges against him/her/ or it.
  - (iii) No motion to expel any Member shall be passed except upon the vote of one-half of the Members present at the meeting.
- b) Any Board Member may be removed from the office on the same grounds and in the same manner as a Member and may be expelled in accordance with the foregoing rule as a Board Member, Member, or both.
  - c) Where a Board Member ceases to be a Member, they shall also cease to be a Board Member.

## **11. FINANCIAL**

- a) The financial year shall end on 31 March in each year or as may be determined by the Board from time to time.
- b) The Association shall, in addition to other powers vested in it, have a power to guarantee, enter into a lease of premises to conduct the business of the Association, incorporate a company owned by the Association to conduct the business of the Association, borrow or raise money from time to time by the issue of bonds, mortgages, charges given under the Personal Properties and Securities Act 1999 or any other security or without such security and upon such terms as to priority and otherwise as the Association shall think fit, but the powers as to guaranteeing, borrowing or raising of money shall not be exercised except pursuant to a resolution of the Association passed in a General Meeting.
- c) The Association shall have the power to establish an association or unit trust for commercial trading, or other purposes and the Association may invest money.
- d) The Association shall cause to be kept proper books of account in which shall be kept full true and complete accounts of the affairs assets and transactions of

the Association. A full statement of income and expenditure and a balance sheet shall be presented by the Treasurer at each Annual General Meeting.

- e) The Honorary Auditor shall be entitled to examine all books of account and other documents of the Association relating to the Associations accounts and shall report to the next Annual General meeting and the Board of any time when requested by the Board to do so and in such reports he/she shall state whether in their opinion the statement of account and expenditure and the balance sheet presented to the Annual General Meeting or other financial report examined by him/her is a full and fair statement of the accounts of the Association.
- f) Funds of the Association may be expended and liabilities incurred by the Association only with the express approval of the Board and all bank accounts shall be operated on in such manner as may be determined by the Board.
- g) All funds received by or on behalf of the Association or the Board or committee, or any sub-committee, adjunct section team or other body associated with the Association shall be banked in such bank account or accounts as may be determined by the Board.
- h) The Association may from time to time invest the whole or any part of the funds of the Association in such securities as permitted by law for investment of trust funds and upon such terms as the Board may think fit.

## **12. ALTERATION AND INTERPRETATION OF RULES**

- a) Subject to Section 21 of the Incorporated Societies Act 1908 these rules or any of them may only be altered, added to or rescinded by a two thirds majority vote taken of those Members who are present at a General Meeting provided that not less than twenty (20) Working Days' notice of the proposed alteration addition or rescission has been given to the Secretary.
- b) Words imparting the masculine gender include the feminine gender and words imparting the singular or plural number include the plural and singular number as the case may be.
- c) Any question involving the interpretation of this Constitution shall be determined by the Board or if arising at General Meeting by the Chairperson of the Meeting.

## **13. WINDING UP**

- a) The Association may be wound up voluntarily if a two-thirds majority of a General Meeting passes a resolution requiring the Association to be wound up and the resolution is confirmed by another two-thirds majority at a subsequent Special General Meeting called for that purpose and not earlier than thirty (30) days after the date on which the resolution so to be confirmed was passed. If upon winding up the Association there remains after the satisfaction of all liabilities any property or assets the same shall be distributed to another association or associations which are, in the opinion of a majority of the Members present at that meeting, for similar purposes and objects to the Association. If no distribution to an association or associations is determined by the Members then the Members may by majority of those Members present donate to a charitable institution or institutions chosen by the Members.

#### **14. REGULATIONS**

- a) The Board may from time to time make such regulations as it may determine to regulate the activities of the Association provided that such regulations are not inconsistent with these rules.

#### **15. VOTING AT GENERAL MEETINGS**

- a) The method of voting at all General Meetings of the Association shall be on the voices, show of hands or, on demand by a member as provided herein, by poll which shall be taken in a manner to be determined by the Chairperson of the meeting.
- b) Where voting is taken by poll, the Chairperson shall have discretion to defer such poll until the next General Meeting.
- c) Each Member shall be entitled to one vote.
- d) In the case of a Member who is comprised of a couple, or a Member which is a corporate body, only one person shall be entitled to vote. For a couple, the person who votes shall be the first person listed on the Association's list of Members. For a corporate body, the only person permitted to vote shall be the individual first named as the person representing that corporate body in the Association's list of Members. The Board may from time to time prescribe the terms of a corporate or couple membership, or determine any other category of membership in its discretion.
- e) Except as otherwise provided in these rules all decisions at all General Meetings shall be made by a majority of votes taken pursuant to clause 15(a) above. In the case of equality of votes the Chairperson of the meeting shall have a second or casting vote.

- f) A declaration by the Chairperson of any meeting to the effect that any resolution submitted at such meeting has been carried or been carried by a particular majority, or lost, and an entry to that effect in the minute book of the Association shall be conclusive evidence of the fact without proof of the number of votes recorded in favour or against the resolution.

## **16. ASSOCIATES**

- a) The Board may from time to time allow persons to pay a lesser subscription amount to become an associate of the Association. Associates shall not be eligible to vote at any General Meeting, be elected to be a Board Member, or delegate to any body, but shall be eligible to attend and speak at General Meetings.
- b) A person shall cease to be an Associate where he/she is removed by a resolution by the Board, when the Associate becomes a Member in accordance with the terms of this Constitution, or where he or she fails to pay the lesser subscription.
- c) The Board may in its discretion determine whether or not there should be associate members in accordance with this clause, and may in its discretion revoke such status.

## **17. SUB-ASSOCIATIONS**

- a) The Association acknowledges and approves the formation of certain Sub Associations.
- b) Any Member of a Sub-Association shall also be a Member of the Association and vice versa.
- c) Sub-Associations shall strictly adhere to the same rules applicable to the Association as set out in this Constitution and to any decision of the Board of the Association.
- d) The Board may in its discretion determine whether or not there should be Sub-Associations in accordance with this clause, and may in its discretion revoke such status.

## **18. TRANSITIONAL PROVISIONS**

- a) The provisions contained in clause 7 as to the appointment of the Board shall be amended for the election of the Board for the 2007, 2008, and 2009 Annual General Meetings in accordance with these transitional provisions.
- b) The Board Members elected at the 2007 Annual General Meeting shall be of eight (8) Board Members and no later than one (1) calendar month following that Annual General Meeting, and contemporaneously with the appointment of the President, Vice-President, Secretary and Treasurer in accordance with clause 7 of this Constitution, the Board shall determine which of those Board Members shall be in office for a two (2) year term of which four (4) Board Members shall hold office for that term, and which of the remaining four (4) Board Members shall be appointed for a one (1) year term. The Board Member appointed as President and Vice-President shall form two (2) of the four (4) Board Members appointed for a term of two (2) years.
- c) The Board Members elected at the 2007 Annual General Meeting determined by the Board holding office for two (2) years shall hold office until the Annual General Meeting of 2009 and the Board Members determined by the Board as holding office for one (1) year shall hold office until the 2008 Annual General Meeting. Subsequent to this transitional provision all Board Members shall hold office for a term of two (2) years, unless he or she is expelled in accordance with the provisions of this Constitution. Where the election of Board Members is held subsequent to the Annual General Meeting to occur in 2007 such election shall be deemed to have occurred at the Annual General Meeting notwithstanding that the election of Board Members occurs at a General Meeting of the Association.



# **FIRST SCHEDULE**

## **PROCEEDINGS AT BOARD MEETINGS**

### **1. Alternative forms of meeting**

1.1 Where a meeting of the Board has been convened in accordance with clause 3.1 of this Schedule, or a regular meeting of the Board is scheduled a meeting of the Board may be held either:

- (a) by a number of the Board Members who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or
- (b) by means of audio, or audio and visual, communication by which all Board Members participating and constituting a quorum can simultaneously hear each other throughout the meeting.

### **2. Procedure**

2.1 Except as provided in this Constitution, the Board may regulate its own procedure.

### **3 Convening of Meeting**

3.1 The President, Vice-President or Secretary of the Board, may convene a meeting of the Board by giving notice in accordance with clause 4.1.

### **4 Notice of meeting**

4.1 The following provisions apply in relation to meetings of the Board (except where otherwise agreed by all Board Members) in relation to any particular meeting or meetings:

- (a) Not less than five working days notice of a Board meeting shall be given to each Board Member (other than a Board Member who has waived that right).

4.2 A notice of meeting shall:

- (a) specify the date, time and place of the meeting;
- (b) in the case of a meeting by means of audio, or audio and visual, communication, specify the manner in which each Board Member may participate in the proceedings of the meeting; and
- (c) give an indication of the matters to be discussed, in sufficient detail to enable a reasonable Board Member to appreciate the general import of the matters, unless this is already known to all the Board Members or is impracticable in any particular circumstances.

- 4.3 A notice of meeting given to a Board Member pursuant to this clause is deemed to be given:
- (a) in the case of oral communication, at the time of notification;
  - (b) in the case of delivery, by handing the notice to the Board Member or by delivery of the notice to the address of the Board Member;
  - (c) in the case of posting, three days after it is posted;
  - (d) in the case of facsimile transmission, when the Association receives a transmission report by the sending machine which indicates that the facsimile was sent in its entirety to the facsimile telephone number given by the Board Member;
  - (e) in the case of electronic means, at the time of transmission.
- 4.4 If all reasonable efforts have been made to give notice of a meeting to a Board Member in accordance with this clause but the Board Member cannot be contacted, notice of the meeting shall be deemed to have been duly given to that Board Member.

## **5 Notice to a Board Member**

- 5.1 Notice to a Board Member of a meeting may be given:
- (a) to the Board Member in person;
  - (b) to the Board Member by telephone or other oral communication;
  - (c) delivered to the Board Member;
  - (d) posted to the address given by the Board Member to the Association for such purpose;
  - (e) sent by facsimile transmission to the facsimile telephone number given by the Board Member to the Association for such purpose;
  - (f) sent by e-mail to the latest known or advised e-mail address of the Board Member; or
  - (g) sent by other electronic means in accordance with any request made by the Board Member from time to time for such purpose.

## **6 Waiver of notice irregularity**

- 6.1 An irregularity in the giving of notice of a meeting is waived if each of the Board Members either attends the meeting without protest as to the irregularity or agrees (whether before, during or after the meeting) to the waiver.

**7 Quorum**

7.1 A quorum for a meeting of the Board is a majority of Board Members. No business may be transacted at a meeting of Board Members if a quorum is not present.

**8 Chairperson**

8.1 All meetings of the Board shall be chaired by the President who shall be the chairperson of all meetings of the Board and in his or her absence the Vice-President shall chair any meeting of the Board provided however if there is no President or Vice-President present at a meeting of the Board, the Board shall elect one of the Board Members to chair that meeting. The person chairing any meeting of the Board shall be known as the Chairperson.

**9 Voting**

9.1 Every Board Member has one vote. The chairperson has a casting vote. A resolution of the Board is passed if it is agreed to by all Board Members present without dissent, or if a majority of the votes cast on it are in favour of the resolution. A Board Member present at a meeting of the Board is presumed to have agreed to, and to have voted in favour of, a resolution of the Board unless he or she expressly dissents from or votes against, or expressly abstains from voting on, the resolution at the meeting.

**10 Written resolution**

10.1 A written resolution, signed or assented to by a majority of the Board Members entitled to vote on that resolution is as valid and effective as if passed at a meeting of the Board duly convened and held provided those Board Members would constitute a quorum at a meeting of the Board. Any such resolution may consist of several documents (including facsimile or other similar means of communication) in similar form, each signed or assented to by one or more Board Members. A copy of any such resolution shall be entered in the records of the Association.

**11 Committees**

11.1 A committee of Board Members shall, in the exercise of the powers delegated to it, comply with any procedural or other requirements imposed on it by the Board. Subject to any such requirements, the provisions of this Constitution particularly the First Schedule relating to proceedings of Board Members apply, with appropriate modification, to meetings of a committee of Board Members.

**12 Validity of actions**

12.1 The acts of a person as a Board Member are valid even though the person's appointment was defective or the person is not qualified for appointment.

**13 Minutes**

13.1 The Board shall ensure that minutes are kept of all proceedings at meetings of the Shareholders and of the Board. Minutes which have been signed correct by the chairperson of the meeting are prima facie evidence of the proceedings.

Signed by a Member  
in the presence of:

*[Signature]*

*S. m Loughlin.*  
Witness Signature

Stewart McLoughlin  
Witness Name

Manager.  
Witness Occupation

Auckland.  
Witness Address

Signed by a Member  
in the presence of:

*[Signature]*

*S. m Loughlin.*  
Witness Signature

Stewart McLoughlin  
Witness Name

Manager.  
Witness Occupation

Auckland.  
Witness Address

Signed by a Member  
in the presence of:

*[Signature]*

*[Signature]*  
Witness Signature

James McLeod  
Witness Name  
**Solicitor**  
**Auckland**

\_\_\_\_\_  
Witness Occupation

\_\_\_\_\_  
Witness Address