

CONSTITUTION OF OMAHA BEACH COMMUNITY INCORPORATED

**(formerly the Omaha Beach Ratepayers' & Residents'
Association Incorporated)**

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Constitution of Omaha Beach Community Incorporated

1. Name

- 1.1 The name of the society shall be "Omaha Beach Community Incorporated" (the "**Society**").

2. Interpretation

- 2.1 **Definitions:** In this Constitution, except where the context otherwise requires, the following expressions shall have the following meanings:

"**Act**" means the Incorporated Societies Act 1908.

"**Annual Accounts**" means the annual financial statements of the Society for each Financial Year, in the form required by the Act.

"**Annual Meeting**" means the Members' Meeting held once annually in accordance with clause 7.1.

"**Annual Subscription Fee**" means:

- a. in relation to a Full Member or a General Member, for any Subscription Year, such sum as may be recommended by the Committee for such Subscription Year and approved by a majority of more than 50% of all Voting Members present (whether in person or by proxy) and voting on the issue at the Annual Meeting; and
- b. in relation to the Corporate Member, for the Subscription Year ending on 31 December 2005, the amount calculated by multiplying \$25.00 by the number of Property Owners whom the Corporate Member represents as at the date on which it becomes a Corporate Member **plus** an additional \$25.00 in respect of its own membership; and
- c. in relation to the Corporate Member, for any Subscription Year subsequent to the Subscription Year ending on 31 December 2005, such sum as may be recommended by the Committee for such Subscription Year and approved by a majority of more than 50% of all Voting Members present (whether in person or by proxy) and voting on the issue at the Annual Meeting, which sum shall not exceed the sum payable for that Subscription Year by a Full Member or a General Member in accordance with paragraph a. of this definition, **multiplied by** the sum of one plus the number of Property Owners whom the Corporate Member represents as at the date of payment by it of the Annual Subscription Fee.

"**Committee**" means the committee of the Society, elected in accordance with clause 8, to manage the affairs of the Society in accordance with this Constitution.

"**Committee Meeting**" means any meeting of the Committee Members, held in accordance with clause 9.

"**Committee Member**" means each member of the Committee.

"**Committee Quorum**" has the meaning given to that term in clause 9.6.

"**Constitution**" means this constitution, as modified from time to time in accordance with its terms.

"**Corporate Member**" means the Omaha Beach Residents Society Incorporated or any successor of that entity and has the extended meaning given to that term in clause 4.1d.

"Corporate Member Appointee" means a member of the committee of the Corporate Member itself who is nominated by the Corporate Member to become a Committee Member.

"Corporate Member Records" has the meaning given to that term in clause 4.3a.

"Financial Year" means the financial year of the Society commencing on 1 November, and ending on 31 October, of each calendar year.

"Full Member" has the meaning given to that term in clause 4.1a.

"General Member" has the meaning given to that term in clause 4.1b.

"Life Member" has the meaning given to that term in clause 4.1c.

"Liquidation Resolution" has the meaning given to that term in clause 11.10a.

"Member" means any person who from time to time becomes a member of the Society in accordance with the provisions of this Constitution and includes each Full Member, General Member, Life Member and Corporate Member.

"Members' Meeting" means any meeting of the Members of the Society and includes an Annual Meeting or a Special Meeting.

"Membership Form" means the form attached as Schedule 1 to this Constitution, as such form may be varied and updated by the Committee from time to time.

"Officer" means any one of the President, Vice President, Treasurer or Secretary.

"President" means the president of the Society from time to time, elected in accordance with clause 8.4.

"Property" means a property located on the Omaha Isthmus, Rodney District.

"Property Owner" means, in respect of any Property:

- a. where there is one owner appearing on the registered title of the Property, that owner; and
- b. where there are more than one owner appearing on the registered title of the Property (whether jointly or as tenants in common), those owners collectively.

"Quorum" has the meaning given to that term in clause 7.7.

"Registrar" means the person from time to time holding office as the Registrar of Incorporated Societies pursuant to the Act.

"Resident" means any person, other than a Property Owner, currently residing for more than 60 consecutive days on a Property and, where there are more than one such person residing on any one Property, those persons collectively.

"Secretary" means the secretary of the Society from time to time, elected in accordance with clause 8.4.

"Society Information" means notices of any Members' Meetings, Society newsletters and such other information and material related to the affairs of the Society as the Committee may publish or distribute from time to time.

"Special Committee Resolution" means a resolution passed by a majority of 75% or more of the Committee Members present at a Committee Meeting, either in person or by proxy, and voting on the relevant issue.

"Special Meeting" means a Members' Meeting called and held in accordance with clause 7.2.

"Special Members' Resolution" means a resolution passed by a majority of 75% or more of the Voting Members present at a Members' Meeting, either in person or by proxy, and voting on the relevant issue.

"Subscription Year" means each calendar year commencing on 1 January and ending on 31 December in respect of which an Annual Subscription Fee is payable.

"Treasurer" means the treasurer of the Society from time to time, elected in accordance with clause 8.4.

"Vice President" means the vice president of the Society from time to time, elected in accordance with clause 8.4.

"Voting Member" means any Full Member, Life Member or the Corporate Member.

2.2 Interpretation: In this Constitution:

- a. a reference to a "person" includes any other entity or association recognised by law;
- b. words referring to the singular include the plural and the reverse;
- c. clause headings are for reference purposes only; and
- d. a reference to any statute, ordinance or other law includes all regulations and other instruments made thereunder and all consolidations, amendments, re-enactments or replacements thereof.

3. Objects

3.1 The objects of the Society are to:

- a. promote and safeguard the interests of the Property Owners of Omaha Beach; and
- b. do any act or thing incidental or conducive to the attainment of the object set out in a. above.

4. Classes of Membership and Voting and Other Rights

4.1 The Society shall have four classes of Members, as follows:

- a. **Full Member:** Any Property Owner or Resident shall be eligible to become a Full Member of the Society upon completion and submission to the Secretary of a Membership Form and upon payment of the Annual Subscription Fee for the then current Subscription Year. In addition, subject to clause 4.1d, each Property Owner represented by the Corporate Member shall become a Full Member automatically upon the Corporate Member becoming a Member. Each Full Member shall be entitled to 2 votes at any Members' Meeting and shall be entitled to receive Society Information. Only one Full Member is permitted in respect of each Property.

- b. **General Member:** Any person, whether or not he or she is a Property Owner or the occupier of a Property, shall be eligible to become a General Member of the Society upon completion and submission to the Secretary of a Membership Form and upon payment of the Annual Subscription Fee for the then current Subscription Year. Each General Member shall not be entitled to vote at any Members' Meeting but shall be entitled to receive Society Information.
- c. **Life Member:** includes such persons having the status of Life Members as at the date of adoption of this Constitution, as well as any person who:
 - i. has for at least ten years in aggregate held the position of either or both of Full Member of the Society and "financial member" of the Omaha Beach Ratepayers' and Residents' Association, Incorporated (the predecessor of the Society); **and**
 - ii. has been recommended as a candidate for the status of Life Member by a decision of 75% or more of the Committee Members present (either in person or by proxy) and voting on the issue at a Committee Meeting.

Life Members shall not be required to pay any Annual Subscription Fee and shall, subject to clause 6, be entitled to retain the status of Life Member indefinitely. Each Life Member shall be entitled to 2 votes at any Members' Meeting and shall be entitled to receive Society Information.

- d. **Corporate Member:** The Corporate Member shall be eligible to obtain corporate membership of the Society on behalf of all Property Owners whom it represents, upon completion and submission to the Secretary of a Membership Form and upon payment of the applicable Annual Subscription Fee for the then current Subscription Year. A Corporate Member shall be entitled to two votes at any Members' Meeting and shall be entitled to receive Society Information. Each Property Owner represented by the Corporate Member shall be a Full Member.
- 4.2 **One Type of Membership Only:** No person may at any one time hold more than one type of membership or have the right to multiple votes at any Members' Meeting on the basis of holding different classes of membership.
- 4.3 **Additional obligations of the Corporate Member:** The Corporate Member shall:
- a. Contemporaneously with the submission of its Membership Form and payment of the Annual Subscription Fee applicable to it deliver to the Secretary a record (the "**Corporate Member Records**") of the names, Omaha addresses, postal addresses (if different), email addresses (if applicable), telephone numbers and occupations of all Property Owners upon whose behalf the Corporate Member seeks membership of the Society; and
 - b. Notify the Secretary in writing of each change in the ownership of any Property owned by a Property Owner represented by the Corporate Member, including the identity and contact details of the new Property Owner, at the time such change occurs.
- 4.4 **Membership Not Transferable:** Membership of the Society and the rights, privileges and obligations of any Member are not transferable or assignable.

5. Annual Subscription Fee

5.1 Fixing Amount of Annual Subscription Fee: The Committee shall make a recommendation as to the amount of the Annual Subscription Fee for each Subscription Year prior to the commencement of such Subscription Year. Such recommendation shall then be ratified by a majority of more than 50% of the Voting Members present (in person or by proxy) and voting on the issue at the Annual Meeting. Such Annual Subscription Fee so voted on shall apply to the Subscription Year commencing on 1 January of the year in which such Annual Meeting is held.

5.2 Payment of Annual Subscription Fee: Each Member who is required by the provisions of this Constitution to pay an Annual Subscription Fee shall pay such Annual Subscription Fee, in respect of the first Subscription Year of his or her membership, contemporaneously with the submission to the Secretary of his or her Membership Form and, in respect of subsequent Subscription Years during his or her membership, no later than 31 March of each such Subscription Year, provided that the Annual Subscription Fee payable by any Full Member who was joined as such by, and is represented by, the Corporate Member shall be paid by the Corporate Member for so long as the Corporate Member remains a Member.

5.3 Loss of Rights: No person, the payment of whose Annual Subscription Fee is overdue, may vote at any Members' Meeting or enjoy any of the other rights or privileges of membership of the Society, including the right to receive Society Information, whilst such Annual Subscription Fee remains unpaid.

5.4 No Refund or Discount of Annual Subscription Fee: No Member who is required by the provisions of this Constitution to pay an Annual Subscription Fee shall be entitled to any pro rata reduction, rebate or refund of any Annual Subscription Fee by reason of:

- a. resigning or otherwise ceasing to be a Member prior to the final day of any Subscription Year; or
- b. becoming a Member on any day subsequent to the first day of any Subscription Year.

6. Cessation of Membership

6.1 A Member's membership may cease:

- a. upon the resignation of the Member in accordance with clauses 6.6 to 6.8; or
- b. upon the termination of the Member's membership by the Committee in accordance with the procedure set out in clauses 6.2 to 6.5.

6.2 Consideration of Removal of Member: The Committee shall consider terminating the membership of a Member if:

- a. any payment due by the Member to the Society is at least 28 days overdue; or
- b. the Member fails to observe the provisions of this Constitution or any regulations, bylaws or policies made under this Constitution; or
- c. the Committee considers that the conduct of the Member has adversely affected the reputation of the Society or may do so; or
- d. the Member becomes of unsound mind.

- 6.3 Notice to Member:** If, following consideration of any of the matters set out in clause 6.2, the Committee wishes to terminate a Member's membership, the Committee shall:
- a. give the Member written notice of the Committee's desire to terminate his, her or its membership and the reasons for such desired termination; and
 - b. allow the Member a reasonable time to remedy any default which is capable of being remedied; and
 - c. give the Member a reasonable time to explain his, her or its actions.
- 6.4 Member's Right to Explain:** Within 14 days of receipt of any notice from the Committee in accordance with clause 6.3, the Member may explain his, her or its actions:
- a. by letter to the Committee; or
 - b. in person before the Committee, either with or without a representative; or
 - c. by means of a representative who appears before the Committee.
- 6.5 Removal of Member:** The Committee may by Special Committee Resolution terminate a Member's membership if, having complied with clauses 6.3 and 6.4:
- a. the default of the Member cannot be remedied or is not remedied within the time allowed by the Committee; and
 - b. the Member does not offer an explanation within the time allowed which is accepted by the Committee; and
 - c. written notice of such termination of membership is delivered to the relevant Member immediately after the passing of the Special Committee Resolution.
- 6.6 Resignation of Members:** Any Member may resign from the Society at any time by giving at least 10 days' prior written notice to the Secretary. Acceptance of a resignation of a Member by the Secretary does not limit the operation of clause 6.8.
- 6.7 Effect of Cessation of Membership of Corporate Member on Full Members:** Upon the cessation of membership of the Corporate Member, each Full Member represented by that Corporate Member shall continue to be a Full Member subject to his or her compliance with the provisions of this Constitution.
- 6.8 Consequences of Termination of Membership:** A person who ceases to be a Member for any reason shall:
- a. immediately cease to enjoy all rights and privileges previously enjoyed as a Member, including the right to vote and to receive Society Information; and
 - b. remain liable to the Society for payment of all moneys due for the period up until termination of his, her or its membership; and
 - c. immediately return to the Secretary any of the Society's property which is in that person's possession or control; and
 - d. immediately cease to hold himself, herself or itself out as a Member of the Society.
- 7. Meetings of Members**
- 7.1 Annual Meeting:** An Annual Meeting shall be held every year within three calendar months of the end of the preceding Financial Year (provided however that failure to hold an Annual Meeting within such timeframe shall not invalidate the proceedings of an

Annual Meeting which is held subsequent to the expiration of such timeframe). The following business shall be considered at the Annual Meeting:

- a. Receipt from the Committee of the President's report for the preceding Financial Year;
- b. Receipt from the Committee of the Annual Accounts for the preceding Financial Year;
- c. The election of the Committee;
- d. The appointment or non-appointment of an auditor;
- e. Confirmation of the amount of the Annual Subscription Fee for the following Subscription Year, as recommended by the Committee; and
- f. General business.

7.2 Special Meetings: A Members' Meeting other than an Annual Meeting may be requested either by the Committee or by not less than 50 Voting Members, in each case by written notice to the Secretary. The Secretary shall call a Special Meeting to be held within 28 days of receiving any such written request.

7.3 Notice of Meetings: Each Member shall be sent written notice of any Members' Meeting. Such notice of meeting shall be sent to each Member:

- a. in the case of the Annual Meeting, no later than 21 days prior to the date of the Annual Meeting; and
- b. in the case of a Special Meeting, no later than 10 days prior to the date of the Special Meeting.

7.4 Contents of Notice: Each notice of meeting shall include:

- a. the time and place of the Members' Meeting;
- b. an agenda for the Members' Meeting; and
- c. a list of the items to be discussed during the Members' Meeting (including motions proposed to be put to, or resolutions proposed to be passed at, such Members' Meeting).

7.5 Omission to Send Notice: The accidental omission to give a notice of a meeting to, or the non-receipt of a notice of meeting by, any Member shall not invalidate the proceedings at the relevant Members' Meeting.

7.6 Chairperson of Members' Meetings: The President, or in his or her absence the Vice President, shall either personally chair all Members' Meetings or shall appoint an independent third party to chair such meetings. If neither the President, the Vice-President nor any independent third party chairperson appointed by the President or the Vice-President to chair a Members' Meeting is present at a Members' Meeting within 15 minutes of the start time of the meeting, a chairperson for that meeting may be elected by 20% or more of those Voting Members present in person and voting on the issue.

7.7 Quorum: A quorum at any Members' Meeting shall be 50 Voting Members, present in person (the "Quorum"). Subject to this clause 7.7, no business may be transacted at any Members' Meeting if a Quorum is not present. If a Quorum is not present within 30 minutes of the start time for any Members' Meeting, the meeting shall be adjourned to:

- a. the same place at the same time in the following week; or
- b. to a date, time and place fixed by more than 50% of all those Voting Members present in person and voting on the issue.

If a Quorum is not present for any adjourned meeting within 30 minutes of its start time, the Voting Members present shall be deemed to constitute a quorum and the meeting may proceed.

- 7.8 Adjournments:** The chairperson of a Members' Meeting may and, if directed to do so by 75% or more of all Voting Members present in person at such Members' Meeting and voting on the issue shall, adjourn a Members' Meeting to another time and/or place, provided however that no business may be transacted at any adjourned Members' Meeting other than the business left unfinished at the meeting which was adjourned.
- 7.9 Voting Cards:** At any Members' Meeting at which Voting Members are not required to complete written voting papers, each Voting Member may be issued with two voting cards. Unless a poll is demanded in accordance with clause 7.11, voting at such Members' Meetings will be by show of voting cards. A declaration by the chairperson of a Members' Meeting that a resolution is carried by the necessary majority is conclusive evidence of that fact unless a poll is demanded.
- 7.10 Number of Votes:** Subject always to clause 5.3, each Full Member, each Life Member and each Corporate Member shall have two votes at any Members' Meeting. General Members shall have no votes at any Members' Meeting.
- 7.11 Poll:** At a Members' Meeting, a poll may be demanded either before or after the vote is taken on a resolution by:
- a. not less than 20 Voting Members; or
 - b. the person acting as the chairperson of the meeting.
- 7.12 Casting Vote of Chairman:** The person acting as chairperson of each Members' Meeting shall be entitled to a second or casting vote.
- 7.13 Required Majority for Decisions and Resolutions:** Except as otherwise provided in this Constitution or any regulations made under this Constitution, all decisions of Members' Meetings will be made, and all resolutions of Members passed, by a majority of more than 50% of the votes of all Voting Members present (in person or by proxy) and voting on the issue.
- 7.14 Proxies:** A Voting Member may appoint a proxy to vote on his or her behalf at a Members' Meeting. A proxy is entitled to attend, be heard and vote at a Members' Meeting as if the proxy were the Voting Member. A proxy must be appointed by notice in writing signed by the Voting Member and such appointments must be for a particular Members' Meeting only. The appointment shall require the proxy to vote in the manner specified in the appointment. No proxy is effective in relation to a Members' Meeting unless a copy of the notice of appointment of proxy is received by the Secretary at least 5 days before the scheduled start time of the Members' Meeting. The appointment of a proxy confers authority on the proxy to demand or join in demanding a poll and a demand by a person as proxy for a Voting Member has the same effect as a demand by the Voting Member.
- 7.15 Member Deemed Present:** A Voting Member will be deemed to be present at a Members' Meeting if his or her properly appointed proxy is present.

7.16 Minutes: Written minutes shall be kept of proceedings at all Members' Meetings and shall be ratified at a subsequent Members' Meeting.

7.17 Procedure: Except as provided in this Constitution and in any regulations made under this Constitution, each Members' Meeting may regulate its own procedure.

7.18 Procedural omissions: The inadvertent omission of any procedural requirement for any Members' Meeting shall not invalidate the proceedings at that meeting.

8. The Committee

8.1 Composition of the Committee: The Committee shall comprise:

a. while the Corporate Member is a Member, 12 Committee Members, two of whom shall be Corporate Member Appointees and 10 of whom shall be current Full Members; and

b. where the Corporate Member is not a Member, 10 Committee Members, all of whom shall be Full Members.

8.2 Nomination of Committee Members: Nominations for the Committee must be:

a. in writing; and

b. signed by:

i. for nominees who are Corporate Member Appointees, a member of the committee of the Corporate Member (provided always that the Corporate Member shall nominate only two Corporate Member Appointees each year who shall automatically be appointed to the Committee with effect from the end of the next following Annual Meeting and whose appointment shall not be voted on by the Voting Members at such Annual Meeting); and

ii. for nominees who are not Corporate Member Appointees, two Members as proposer and seconder respectively; and

c. signed by the nominee (having regard to clause 8.3); and

d. received by the Secretary no later than 10 days before the Annual Meeting.

8.3 Condition to nomination as a Committee Member: As condition of nomination for the position of Committee Member, each nominee must be willing to assume any of the following roles on the Committee, should he or she be elected to such position in accordance with clause 8.4:

a. President;

b. Vice President;

c. Secretary;

d. Treasurer; and

e. any such other role as the Committee shall determine necessary and shall notify to all Members prior to requesting nominations for Committee Members.

8.4 Election: At the first Committee Meeting held following an Annual Meeting, which Committee Meeting shall be held as promptly as possible following the Annual Meeting, the Committee Members shall elect from amongst themselves a President, a Vice-President, a Secretary and a Treasurer.

- 8.5 Term of Office as Committee Member or Officer:** The term of office for each Committee Member will commence at the close of the Annual Meeting at which each such Committee Member is elected and shall terminate at the close of the subsequent Annual Meeting. The term of office for each Officer will commence upon his or her appointment as such and will terminate on the earlier of his or her resignation as an Officer, cessation of his or her status as an Officer pursuant to clause 8.6 or 8.7 or the appointment of his or her successor at the first Committee Meeting held following the next following Annual Meeting. Any Committee Member may be re-elected to serve consecutive terms as a Committee Member or as any Officer.
- 8.6 Casual Vacancies:** In the event of a casual vacancy (whether caused by death, resignation, cessation of status as a Committee Member or Officer, or some other means):
- a. **in any position on the Committee:** the remaining Committee Members may appoint another Full Member to fill the vacancy on the Committee; and
 - b. **in the position of any Officer:** the remaining Committee Members may appoint another Committee Member to fill the vacancy in the position of such Officer and may appoint another Committee Member to fill any consequent vacancy in the position of any other Officer (if any) occurring as a result of the first such appointment.
- 8.7 Cessation of Status as a Committee Member and/or Officer:** A Committee Member shall cease to be a Committee Member and, if applicable, to hold office as an Officer if:
- a. he or she ceases to be a Full Member;
 - b. he or she resigns his or her position on the Committee in accordance with clause 8.8;
 - c. he or she is absent from two consecutive Committee Meetings without the consent of a majority of the Committee;
 - d. he or she becomes of unsound mind;
 - e. at a Committee Meeting specially convened for that purpose, a resolution is passed by a majority of 75% or more of all Committee Members to remove such Committee Member because of his or her failure to observe the provisions of this Constitution or any regulations, bylaws or policies made under this Constitution or by reason of his or her conduct having adversely affected, or being likely to adversely affect, the reputation of the Society; or
 - f. he or she is convicted by any competent tribunal of an offence which, in the reasonable opinion of the Committee, renders him or her unfit to be a Committee Member or Officer.
- 8.8 Resignation as Committee Member and/or Officer:** Any Committee Member may resign from the Committee and, if applicable, from any position he or she holds as an Officer at any time by giving at least 21 days' prior written notice to any Officer.
- 8.9 Committee's Powers:** The administration of the Society shall be vested in the Society in Members' Meetings, and shall be delegated to the Committee. The Committee may exercise all the powers, authority and discretions of the Society as permitted by this Constitution and do on its behalf all such acts as it deems necessary or expedient, provided always that the powers, authority and discretions exercised by the Committee shall be subject to any limits which may from time to time be imposed by the Society. The Committee may delegate any of its powers to sub-committees consisting of such Member

or Members as the Committee thinks fit or, in the case only of a special project requiring particular expertise, to a person or persons other than a Member having the requisite expertise. Any sub-committee so formed shall, in exercising the powers delegated to it, comply with the directions of the Committee.

9. Committee Meetings

9.1 Frequency of Committee Meetings: Committee Meetings shall be held no less frequently than once every two months.

9.2 Notice of Meetings: Each Committee Member shall be sent written notice of each Committee Meeting no later than 21 days prior to the date of the Committee Meeting, provided that this requirement shall be waived if all Committee Members agree to such waiver, including in particular in relation to emergency Committee Meetings required to be held on short notice.

9.3 Contents of Notice: Each notice of meeting shall include:

- a. the time and place of the Committee Meeting;
- b. an agenda for the Committee Meeting; and
- c. a list of the items to be discussed during the Committee Meeting, (including motions proposed to be put to, or resolutions proposed to be passed at, such Committee Meeting).

9.4 Omission to Send Notice: The accidental omission to give a notice of a meeting to, or the non-receipt of a notice of meeting by, any Committee Member shall invalidate any decision made or resolution passed at such Committee Meeting unless any such decision or resolution is subsequently ratified by each Committee Member who failed to receive requisite notice of the Committee Meeting at which such decision was made or such resolution was passed.

9.5 Chairperson of Committee Meetings: The President, or in his or her absence the Vice President, shall chair all Committee Meetings. If neither the President nor the Vice-President is present at a Committee Meeting within 15 minutes of the start time of the Committee Meeting those present may elect from amongst their number a chairperson for that Committee Meeting.

9.6 Committee Quorum: A quorum at any Committee Meeting shall be 6 Committee Members, present in person (the "**Committee Quorum**"). Subject to this clause 9.6, no business may be transacted at a Committee Meeting if a Committee Quorum is not present. If a Committee Quorum is not present within 30 minutes of the start time of the Committee Meeting, the Committee Meeting will be adjourned to:

- a. the same place at the same time in the following week; or
- b. to a date, time and place fixed by a majority of the Committee Members present.

If a Committee Quorum is not present for any adjourned meeting within 30 minutes of its start time, the Committee Members present shall be deemed to constitute a Committee Quorum and the meeting may proceed.

9.7 Adjournments: The chairperson of a Committee Meeting may, and if directed to do so by 75% or more of the Committee Members present in person at such Committee Meeting shall, adjourn a Committee Meeting to another time and/or place, provided however that

no business may be transacted at any adjourned Committee Meeting other than the business left unfinished at the Committee Meeting which was adjourned.

9.8 Voting: Voting at each Committee Meeting shall be by:

- a. voice; or
- b. show of hands.

The chairperson shall decide which method is used but must comply with any request for voting by a show of hands made by any Committee Member. A declaration by the chairperson of a Committee Meeting that a resolution is carried by the necessary majority is conclusive evidence of that fact.

9.9 Number of Votes: Subject to clause 9.10, each Committee Member shall have 1 vote at Committee Meetings.

9.10 Casting Vote of Chairperson: The chairperson of each Committee Meeting shall be entitled to a second or casting vote.

9.11 Required Majority for Decisions and Resolutions: Except as otherwise provided in this Constitution or any regulation made under this Constitution, all decisions of the Committee shall be made, and all resolutions of Committee Members passed, by a majority of more than 50% of the votes of the Committee Members present, either in person or by proxy, and voting on the issue.

9.12 Proxies: A Committee Member may appoint another Committee Member as proxy to vote on his or her behalf at a Committee Meeting. Such proxy is entitled to attend, be heard and vote at a Committee Meeting as if the proxy were that Committee Member. A proxy must be appointed by notice in writing signed by the Committee Member and such appointment must be for a particular Committee Meeting only. The appointment shall require the proxy to vote in the manner specified in the appointment. No proxy is effective in relation to a Committee Meeting unless a copy of the notice of appointment of proxy is received by the Secretary (or, in the case of a notice of appointment of proxy appointing a proxy for the Secretary, is received by the President) at least 5 days before the scheduled start time of the Committee Meeting.

9.13 Committee Member deemed present: A Committee Member shall be deemed to be present at a Committee Meeting if his or her properly appointed proxy is present.

9.14 Minutes: Written minutes must be kept of proceedings at all Committee Meetings and shall be ratified at a subsequent Committee Meeting.

9.15 Meetings held by Telephone Conference or Audio-visual Means: Committee Meetings may, if required, be held by telephone conference call (or any similar audio or audio/visual communication), provided that each Committee Member participating can at all times during the meeting hear and communicate with all of the other participating Committee Members.

9.16 Procedure: Except as provided in this Constitution and any regulations made under this Constitution, each Committee Meeting may regulate its own procedure.

9.17 Procedural Omissions: Subject to clause 9.4, the inadvertent omission of any procedural requirement for any Committee Meeting shall not invalidate the proceedings at that Committee Meeting.

10. Financial Matters

- 10.1 Funds and Accounts:** The Society shall have such number and type of bank accounts as the Committee determines appropriate. All funds received by the Society shall be paid into a bank account or bank accounts of the Society.
- 10.2 Cheque Signing:** All cheques or withdrawals made from the Society's bank account must be signed by at least two Officers.
- 10.3 Financial Records:** The Treasurer shall be responsible for keeping financial records of the Society.
- 10.4 Investment:** The Society may invest such of its funds in such manner as is approved by the Committee and complies with all applicable laws.
- 10.5 Borrowing:** The Society may borrow such funds in such amount and in such manner as is approved at any Members' Meeting.
- 10.6 Annual Accounts:** The Treasurer shall arrange for Annual Accounts of the Society to be prepared promptly following the end of each Financial Year. The Annual Accounts shall be approved by the Committee, audited by the auditor (if applicable) and then submitted to the Annual Meeting for approval by the Voting Members at such meeting, prior to being filed with the Registrar.
- 10.7 Auditor:** At each Annual Meeting, the Voting Members present (either in person or by proxy) may (but need not) appoint an auditor to audit the Annual Accounts to be prepared promptly following the end of the then current Financial Year and to provide a certificate of correctness of the same and, if any auditor so appointed is unable to act, the Committee shall be entitled to appoint a replacement auditor.

11. General

- 11.1 Regulations:** The Committee may from time to time, by Special Committee Resolution, make and amend regulations, bylaws and policies for the conduct and control of the Society's activities and the behaviour of Members, provided however that no such regulations, bylaws or policies may be inconsistent with this Constitution.
- 11.2 No Relevant Rules:** If any matter arises for resolution for which there is no applicable rule, regulation, bylaw or policy, the matter will be decided by the Committee. The Committee's decision will be final.
- 11.3 Amendment of Constitution:** Any amendment to this Constitution may be requested either by the Committee or by not less than 50 Voting Members, in each case by written notice to the Secretary. Any such amendment of the Constitution so requested is required to be approved by a Special Members' Resolution passed at a Members' Meeting. A copy of the proposed changes to the Constitution shall be sent to, or otherwise made available for review by, all Members no less than 10 days prior to the Members' Meeting at which the Constitution is proposed to be amended.
- 11.4 No Liability of Members for Acts of the Society:** Except as otherwise expressly provided in the Act or this Constitution, membership of the Society shall not of itself impose on any Member any liability in respect of any contract, debt, or other obligation made or incurred by the Society.
- 11.5 Indemnity of Members by Society:** The Society shall, to the extent of its available funds, indemnify each Member (including, in particular, each Committee Member) against any

loss, cost or expense properly and lawfully incurred by such Member in the bona fide discharge of his or her duties as a Member of the Society.

11.6 No Right of Members to Property of the Society: Except as otherwise expressly provided in the Act or this Constitution, membership of the Society shall not confer upon any Member any right, title or interest, either legal or equitable, in or to the property of the Society.

11.7 Common Seal: The Society has a common seal which may only be used by prior authorisation of the Committee and the affixation of which must in all cases be witnessed by two Committee Members. The common seal shall be kept under the control of the Secretary.

11.8 Registered Office: The Society's registered office shall be:

c/- Omaha Community Centre
Omaha Beach
Rodney District

The Committee may change the Society's registered office from time to time but must promptly deliver the Registrar written notice of any such change.

11.9 Service of Notices: Every notice required to be given to a Member (including a Committee Member) shall be deemed to have been given when it is:

- a. posted by pre-paid post to, or left at, the last address of the Member notified by the Member to the Society;
- b. sent by email to the last email address of the Member notified by the Member to the Society; or
- c. personally delivered to a Member.

11.10 Liquidation of Society: The Society may be put into liquidation by:

- a. a Members' Meeting passing a resolution to appoint a liquidator (a "**Liquidation Resolution**"); and
- b. the Liquidation Resolution being confirmed by a subsequent Members' Meeting held at least 30 days after the passing of the Liquidation Resolution.

11.11 Surplus Assets: Upon being placed in liquidation, the Society's surplus assets (after the discharge and payment of all of the Society's liabilities) will be distributed:

- a. to an institution having objects similar to those of the Society chosen by a majority of more than 50% of the Voting Members at a Members' Meeting or by the Committee, if the Voting Members do not so choose; or
- b. if no appropriate institution can be found, to a charity or charities in New Zealand chosen by a majority of more than 50% of the Voting Members at a Members' Meeting or by the Committee, if the Voting Members do not so choose,

provided that no surplus assets of the Society may be directly or indirectly distributed to the Members.