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10062353789

Post your completed form to: Companies Office, Private Bag 92061, Victoria Street West, Auckland 1142

Certificate - Alteration of rules

Section 21 Incorporated Societies Act 1908

1. Name of society

MID-ISLAND GYM SPORTS INCORPORATED

2. Society number

537377

I certify that the alteration has been made in accordance with the rules of the society.

Name

Sandra Lee Van den Heuvel

Position

Solicitor

Signature

26 / 3 / 14

3. Complete this checklist before filing your application

- This certification has been completed by an officer of or a solicitor for the society.
- A copy of the rule alteration(s) is attached. **NOTE** | 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.
- The copy of the alteration to rules has been signed by three members of the society.

For society name changes --

- This rule alteration also includes a name change for the society, and
- We have checked that the new name of the society is available by conducting Register Searches at both www.societies.govt.nz and www.companies.govt.nz.

NPC# 08

27 MAR 2014

What must be included in your rules?

Section 6 of the Incorporated Societies Act 1908 requires that a society's rules 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
- 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

4. Your contact details

Name and postal address

SL Van den Heuvel
BlackmanSpargo Rural Law Ltd
PO Box 6206
ROTORUA

Telephone 07 3439709

Email (optional) sandy@rurallaw.co.nz

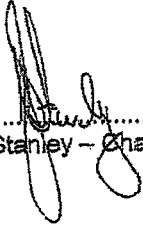
MID-ISLAND GYM SPORTS INCORPORATED
("the Society")

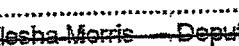
ALTERATION TO RULES


SOCIETY NO.537377

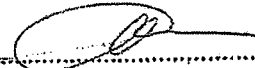
It is hereby resolved and certified as follows:

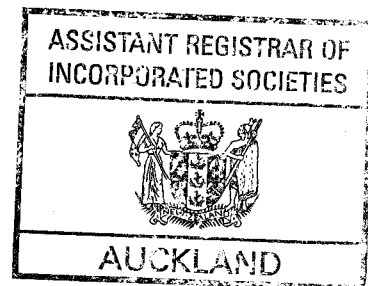
1. That the Constitution of Mid-Island Gym Sports Incorporated dated 24 January 2012 is repealed.
2. That the attached document is the new Constitution of Mid-Island Gym Sports Incorporated.
3. That such amendments were considered and adopted by the Members at a Special General Meeting called for the purpose of considering such amendments held on the 18th day of March 2014.


.....
Michelle Stanley - Chairperson


.....
Alesha Morris - Deputy Chairperson


.....
Stephen Whiting - Secretary


.....
Alison Walker - Treasurer



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**CONSTITUTION OF
MID-ISLAND GYM SPORTS INCORPORATED**

Adopted at a Special General Meeting on 18 day of March 2014

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CONSTITUTION OF MID- ISLAND GYM SPORTS INCORPORATED

1. Name:

1.1 The name of the Society shall be Mid-Island Gym Sports Incorporated ("the Society").

2. Objects and Purposes:

2.1 The objects and powers of the Society shall be:

- (a) To encourage, foster and advance the development of gym sports within our community.
- (b) To encourage a broad range of membership participation including recreational and competition for both gymnastics and trampolining.
- (c) To provide recreational facilities to the community which enables members and the wider public to participate in gym sports.
- (d) To co-operate and affiliate with, where desired, other organisations and bodies in promoting gym sports.
- (e) To be a member of GymSports New Zealand Incorporated and to make available and enforce the rules of GymSports New Zealand Incorporated.
- (f) To represent the interests of the Members of the Society at general meetings of GymSports New Zealand Incorporated.
- (g) To educate coaches in the principles of gym sports and to support the development of coaches.
- (h) To promote competitions and demonstrations with other centres, clubs, sub-associations or other bodies in open tournaments or championships in the sport set out in (a) above.
- (i) To purchase take on lease or in exchange, hire or otherwise acquire, to sell, to develop, manage, invest, dispose of or otherwise deal with any real or personal property and any rights and privileges which the Society shall think necessary or expedient for the purposes of attaining the objects of the Society or promoting the interests of the Society or its members.
- (j) To obtain, borrow, collect and receive monies or funds by way of contribution, donation, subscription, legacies, grants or other lawful method; to accept gifts of property of any description whether subject to any special trusts or not for or towards the above objects or any of them.
- (k) To assist in furthering the objects of kindred associations so far as these are not inconsistent with the objects of the Society and to do any such acts as shall further the sport as set out in (a) in accordance with the objects of the Society.

- (l) To provide equipment and the means for the proper control of and training of pupils and Society members and generally supervising their physical training and to construct, maintain and keep in order all the equipment used in connection with or in promotion of the sport.
- (m) To do all such lawful things that are incidental or conducive to the attainment of the above objects.

3. Registered Office:

- 3.1 The registered office of the Society shall be situated at 72 Te Ngae Road, Rotorua or such other place or places as the Society shall from time to time determine.

4. Members:

- 4.1 The Society shall consist of such members as the Management Committee considers appropriate provided that the membership is consistent with the Constitution of GymSports New Zealand Incorporated and the GymSports New Zealand Regulations. For the purposes of this Constitution the Members shall comprise:

- (a) **Individual Members:** An Individual Member of the Society is a person who does, or wishes to participate in or have an interest in Gymsports (whether as a participant, coach, manager or official) through the Society and who has been accepted as an Individual Member by the Management Committee after completing the membership form prescribed by the Society and approved by GymSports New Zealand;
- (b) **Management Committee Members:** A Management Committee Member is a person who has been elected to the current Management Committee. As a condition of seeking election, such persons accept that if they are elected they will become a Management Committee Member of the Society for the period that they are on the Management Committee;
- (c) **Life Members:** A Life Member is a person who has been granted life membership of the Society in recognition and appreciation of long term service to the Society in accordance with clause 4.2 below;
- (d) **Honorary Members:** An Honorary Member is a person who has been granted honorary membership of the Society in recognition and appreciation of outstanding contributions to the Society and/or the development of GymSports within the Society in accordance with clause 4.2 below.

- 4.2 Nominations for Life Members and Honorary Members shall be made by the Management Committee and elected by the Society in General Meeting but any Member may recommend any person to the Management Committee for nomination.

- 4.3 Honorary and Life Members and any salaried secretary shall not have a vote in the administration of the Society.

5. Colours of the Society

- 5.1 The official colours of the Society shall be navy, white and red.

6. Management

- 6.1 The management of the Society shall be vested in the Management Committee who are Members elected to the Committee at the Annual General Meeting of the Society ("the Committee").
- 6.2 The Committee shall have the power to appoint a Member to fill any casual vacancy on the Committee or that of an officer until the next Annual General Meeting.
- 6.3 The Committee shall comprise the following persons:
- (a) The Chairperson;
 - (b) The Secretary;
 - (c) The Treasurer;
 - (d) Such other number of Members as the Committee shall decide every year, provided that there shall be a minimum of 6 Committee Members in addition to the officers.
- 6.4 Only Members of the Society shall be Committee Members.
- 6.5 If any Committee Member is absent from three consecutive meetings without leave of absence the Chairperson may declare that person's position to be vacant.

7. Election of Officers and Committee:

- 7.1 Nominations for Management Committee Members shall be called for at least 28 days before each Annual General Meeting. Each candidate shall be proposed and seconded in writing by Individual Members and the completed nomination form delivered as directed by the Secretary. Nominations shall close at 5pm on the fourteenth day before each Annual General Meeting.
- 7.2 Not less than seven days before the date of the Annual General Meeting the Secretary shall either:
- (a) Post or e-mail to all Members a voting paper listing all Management Committee nominees and such information (not exceeding one side of an A4 sheet of paper) as may be supplied to the Secretary by or on behalf of each nominee in support of the nomination; and/or
 - (b) Post prominently in the Gymnasium a list of nominees and such information (not exceeding one side of an A4 sheet of paper) as may be supplied to the Secretary by or on behalf of each nominee in support of the nomination.
- 7.3 Voting shall be completed at the Annual General Meeting in such manner as the chairperson of the Annual General Meeting shall determine and scrutineers for the conduct of the ballot shall be appointed by the Chairperson.
- 7.4 If there are insufficient valid nominations received under clause 7.1 above, but not otherwise, further nominations may be received from the floor at the Annual General Meeting.

8. Roles of Officers and Committee

8.1 The Chairperson is responsible for:

- (a) Ensuring that the Rules are followed;
- (b) Convening meetings and establishing whether or not a quorum (half of the Committee) is present;
- (c) Chairing meetings, deciding who may speak and when;
- (d) Overseeing the operation of the Society;
- (e) Providing a report on the operations of the Society at each Annual General Meeting.

8.2 The Secretary is responsible for:

- (a) Recording the minutes of meetings;
- (b) Keeping the Register of Members;
- (c) Holding the Society's records, documents, and books except those required for the Treasurer's function;
- (d) Receiving and replying to correspondence as required by the Committee;
- (e) Forwarding the annual financial statements for the Society to the Registrar of Incorporated Societies upon their approval by the Members at an Annual General Meeting;
- (f) Giving at least seven days notice of the Annual General Meeting to all Members;
- (g) Advising the Registrar of Incorporated Societies of any rule changes;

8.3 The Treasurer is responsible for:

- (a) Keeping proper accounting records of the Society's financial transactions to allow the Society's financial position to be readily ascertained;
- (b) Preparing annual financial statements for presentation at each Annual General Meeting. These statements should be prepared in accordance with the Societies accounting policies (see 8.4(d)).
- (c) Providing a financial report at each Annual General Meeting;
- (d) Providing financial information to the Committee as the Committee determines.

8.4 The role of the Committee is to:

- (a) Administer, manage, and control the Society;
- (b) Carry out the objects and purposes of the Society, and use money or other assets to do that;

- (c) Manage the Society's financial affairs, including approving the annual financial statements for presentation to the Members at the Annual General Meetings;
 - (d) Set accounting policies in line with generally accepted accounting practice;
 - (e) Delegate responsibility and co-opt members where necessary;
 - (f) Ensure that all Members follow the Rules;
 - (g) Decide how a person becomes a Member, and how a person stops being a Member;
 - (h) Decide the times and dates for meetings, and set the agenda for meetings;
 - (i) Decide the procedures for dealing with complaints;
 - (j) Set Membership fees, including subscriptions and levies;
 - (k) Form sub-committees and delegate certain functions and responsibilities to those sub-committees. The appointment of members of any sub-committee shall not be restricted to Members.
- 8.5 The Committee has all of the powers of the Society, and decisions of the Committee bind the Society unless the Committee's power is limited by this Constitution.

9. Cessation of Membership

- 9.1 Any Member may resign by giving written notice to the Secretary.
- 9.2 Persons cease to be Committee Members when:
- (a) They resign by giving written notice to the Committee.
 - (b) They are removed by majority vote of the Members at a Society meeting.
 - (c) They are removed in accordance with the provisions of clause 6.5.
- 9.3 If a person ceases to be a Committee Member, that person must within one month give to the Committee all society documents and property in their possession.
- 9.4 Membership may be terminated in the following way:
- (a) If, for any reason whatsoever, the Committee is of the view that a Member is breaching the Rules or acting in a manner inconsistent with the purposes or objects of the Society, the Committee may give written notice of this to the Member ("the Committee's Notice"). The Committee's Notice must:
 - (i) Explain how the Member is breaching the Rules or acting in a manner inconsistent with the purposes or objects of the Society;
 - (ii) State what the Member must do in order to remedy the situation; or state that the Member must write to the Committee giving reasons why the Committee should not terminate the Member's Membership.

- (iii) State that if, within 14 days of the Member receiving the Committee's Notice, the Committee is not satisfied, the Committee may in its absolute discretion immediately terminate the Member's Membership.
 - (iv) State that if the Committee terminates the Member's Membership, the Member may appeal to the Members.
- (b) 14 days after the Member received the Committee's Notice, the Committee may in its absolute discretion by majority vote terminate the Member's Membership by giving the member written notice ("Termination Notice"), which takes immediate effect. The Termination Notice must state that the Member may appeal to the Members by giving written notice to the Secretary ("Member's Notice") within 14 days of the member's receipt of the Termination Notice.
 - (c) If the Member gives the Member's Notice to the Secretary, the Member will have the right to be fairly heard at a meeting of Members to be held within the following 28 days. If the Member chooses, the Member may provide the Secretary with a written explanation of the events as the Member sees them ("the Member's Explanation"), and the Member may require the Secretary to give the Member's Explanation to every other member within 7 days of the Secretary receiving the Member's Explanation.
 - (d) The Members shall then by majority vote decide whether to let the termination stand, or whether to reinstate the Member. The decision will be final.
- 9.5 A Member who resigns or has their membership terminated shall be deemed to have also withdrawn or terminated their membership of GymSports New Zealand.

10. The Register of Members

- 10.1 The Secretary shall keep a register of Members ("the Register"), which shall contain the names, the postal and email addresses and telephone numbers of all Members, and the dates at which they became Members.
- 10.2 If a Member's contact details change, that Member shall give the new postal or email address or telephone number to the Secretary.
- 10.3 Each Member shall provide such other details as the Committee requires.
- 10.4 Members shall have reasonable access to the Register of Members.

11. Obligations of Members

- 11.1 All Members shall promote the objects and purposes of the Society and shall do nothing to bring the Society into disrepute.
- 11.2 The rules of each Gymnastic Discipline of GymSports shall be as set down and interpreted from time to time by the Federation de Internationale Gymnastique ("FIG") and must be observed by the Society and all Members. All competitions held by the Society shall be carried out in accordance with the relevant GymSports New Zealand Regulations.

12. Use of Money and Other Assets

- 12.1 The Society may only use money and other assets if:

- (a) It is for the objects or purpose of the Society;
- (b) It is not for the sole personal or individual benefit of any Member; and
- (c) That use has been approved by the Committee or by majority vote of the Members.

13. Subscriptions:

- 13.1 Subscriptions and levys shall be set by resolution of the Committee. The Secretary shall notify the Members of the amount of the subscriptions and levies which shall be payable in accordance with the current payment policy of the Society.

14. Additional Powers

- 14.1 The Society may:

- (a) Employ people for the objects and purposes of the Society;
- (b) Exercise any power a trustee might exercise;
- (c) Invest in any investment that a trustee might invest in;
- (d) Borrow or raise money and provide security for that upon such terms as to priority and otherwise as shall seem fit to the Committee who shall also be entitled to exercise such power to borrow or raise money.
- (e) Invest and reinvest in such securities and upon such terms as it shall think fit the whole or any part of the funds of the Society which shall not be required for the immediate business of the Society.

15. Financial Year

- 15.1 Unless otherwise directed by the Committee the financial year of the Society begins on the first day of December and ends on the last day of November of the next year.

16. Financial Statements

- 16.1 The Society shall at each Annual General Meeting appoint an Auditor to audit the annual financial statements of the Society. The Auditor shall report on whether the financial statements are prepared in all material respects in accordance with the Society's accounting policies. The Auditor must be a suitably qualified person and preferably be a member of the New Zealand Institute of Chartered Accountants, and must not be a member of the Committee, or an employee of the Society. If the Society appoints an Auditor who is unable to act for some reason, the Committee shall appoint another Auditor as a replacement. The Committee is responsible to provide the auditor with:

- (a) Access to all information of which the Committee is aware that is relevant to the preparation of the financial statements such as records, documentation and other matters
- (b) Additional information that the auditor may request from the Committee for the purpose of the audit; and

- (c) Reasonable access to persons within the Society from whom the auditor determines it necessary to obtain evidence.

17. Annual General Meetings and Special General Meetings

17.1 A Society meeting is either an Annual General Meeting or a Special General Meeting.

17.2 The Annual General Meeting shall be held once every year no sooner than nine months and not later than fifteen months after the date of the last Annual General Meeting. The Committee shall determine when and where the Society shall meet within those dates.

17.3 Not less than seven days notice of the Annual General Meeting shall be given by the Secretary to each Member:

- (a) By posting such notice prominently in the gymnasium; or
- (b) By circulation to all Members by post or e-mail; or
- (c) By advertising in the public notices column of the daily newspaper circulating in the district.

The failure for any reason of any Member to receive or read such notice shall not invalidate the meeting or its proceedings.

17.4 The notice shall set out:

- (a) The date, time and venue for the Annual General Meeting; and
- (b) A list of nominees for the Management Committee Members in accordance with clause 7.1, and if nominations received are insufficient to fill the positions then, the number of vacancies for Management Committee Members for which nominations are still sought.

17.5 The business of an Annual General Meeting shall be:

- (a) To receive and confirm any minutes of the previous Annual General Meeting;
- (b) To receive the Chairperson's report on the business of the Society;
- (c) To receive the Treasurer's report on the finances of the Society, the Annual Financial Statements, a report balance sheet and statement of accounts for the preceding year and an estimate of the receipts and expenditure of the ensuing year;
- (d) Consideration of nominations, and counting of ballots, for Committee Membership;
- (e) Election of Officers and delegation of key roles to Committee Members;
- (f) To appoint an auditor;
- (g) To consider any motions of which notice has been given;
- (h) To transact general business.

- 17.6 Special General Meetings may be called by the Members. The Management Committee must call a Special General Meeting if the Secretary receives a written request signed by at least 10% of the Members which request shall set out specifically the business for which the Special General Meeting is required.
- 17.7 Upon receipt of such request for a Special General Meeting the Secretary shall take all reasonable steps to convene a meeting by giving all Members at least 14 days written notice of the business to be conducted at the meeting.
- 17.8 At a Special General Meeting only the business set out in the notice convening the meeting shall be considered and no other matters may be raised unless those present at the meeting by unanimous vote permit consideration of additional business.

18. Quorum

- 18.1 At all meetings of the Society a quorum shall be fifteen Members.
- 18.2 At all meetings of the Committee a quorum shall be half the membership of the Management Committee.

19. Voting

- 19.1 On any given motion at a Society meeting, the Chairperson shall in good faith determine whether to vote by:
- (a) Voices;
 - (b) Show of hands; or
 - (c) Secret ballot.

However, if any Member demands a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot. If a secret ballot is held, the Chairperson will have a casting, that is, second vote.

20. Alteration of Constitution:

- 20.1 This Constitution may be altered, added to, rescinded, repealed or otherwise varied or amended by a resolution passed by a two-thirds majority of those present at the Annual General Meeting or at a Special General Meeting called for that purpose.
- 20.2 Notice of any such proposed alteration, addition, rescission, repeal, variation or amendment may be given by posting the same in a conspicuous place at the registered office.
- 20.3 Duplicate copies of every such alteration, addition, rescission, repeal or amendment shall forthwith be delivered to the Registrar of Incorporated Societies in accordance with the Incorporated Societies Act 1908.

21. Meetings of Committee:

- 21.1 Committee meetings may be held via video or teleconference or other formats as the Committee may decide.
- 21.2 No Committee meeting may be held unless the quorum referred to in clause 18.2 is present.

- 21.3 The Committee shall meet at such times and places as shall from time to time be determined by the Chairperson. At all such meetings of the Committee the order of business shall be:
- (a) Apologies for absentees;
 - (b) Confirmation of Minutes of the previous meeting;
 - (c) Business arising out of minutes;
 - (d) Outwards and Inwards correspondence;
 - (e) Passing of accounts;
 - (f) General Business;
 - (g) Requisitions, Questions and Complaints.
- 21.4 If the Chairperson is unavailable to attend a meeting for any reason, then the Management Committee shall elect a Committee Member to chair that meeting.
- 21.5 All decisions of the Management Committee shall be by a majority vote. In the event of an equal vote, the Chairperson shall have a casting vote, that is, a second vote.
- 21.6 Only Management Committee Members present at a Management Committee meeting may vote at that Committee meeting.
- 21.7 Subject to these Rules, the Management Committee may regulate its own practices.
- 21.8 If within such time as the Chairperson shall decide from the time appointed for the commencement of the meeting there is no quorum the meeting shall stand adjourned to a date and time to be determined by the Chairperson.
- 21.9 If at the resumed meeting there is still no quorum then those present shall constitute a quorum and shall be entitled to transact the business of the meeting.

22. Pecuniary Gain

- 22.1 No Member of the Society shall derive any pecuniary gain from any property or operations of the Society (except as a salaried officer or by way of an honorarium for services rendered voted by a General Meeting of Members).

23. Common Seal:

- 23.1 The common seal of the Society shall be that appointed by the Management Committee who shall be responsible for the safe custody and control thereof.
- 23.2 Whenever the common seal of the Society is required to be affixed to any deed document writing or other instrument the seal shall be affixed thereto pursuant to a resolution of the Management Committee and in the presence of the Chairperson and the Secretary or one other member of the Management Committee.
- 23.3 Every resolution recording the application of the seal must be recorded in a register kept for that purpose together with a copy of every document to which the seal is affixed.

24. Inspection of books:

- 24.1 The Constitution, any regulations and all books of the Society shall be open to inspection at the registered office at all reasonable times by every Member.

25. Privacy

- 25.1 The collection of any personal information for the Register of Members shall comply with the provisions of the Privacy Act 1993. Any entry on the Register of Members shall be available for inspection by Members upon reasonable request and in compliance with the Privacy Act 1993.

26. Indemnity

- 26.1 The Society shall indemnify its Management Committee Members and employees against all damages, costs (including legal costs) for which any such person may be or becomes liable as a result of their acts and omissions in performing their functions connected with the Society, except occurring as a result of their negligence or wilful misconduct.

27. Dissolution:

- 27.1 In the event of the Society being wound up or dissolved any assets and funds remaining after payment of the Society's liabilities and the expenses of winding up shall not be paid or distributed among Members but must be given or transferred to another organisation or organisations for a similar charitable purpose or purposes as defined in section 5(1) of the Charities Act 2005, such organisation(s) to be determined by a majority of the Members of the Society present at the passing of the resolution dissolving the Society.