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Send completed forms to: Companies Office, Private Bag 92061, Victoria Street West, Auckland 11



10062677215

Certificate - Alteration of rules

Section 21 Incorporated Societies Act 1908

1. Name of society

U3A Tawa Incorporated

2. Society number

896766

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

Name

Helen O'Callaghan

Position

Secretary

Signature *Helen O'Callaghan*

16 / 6 / 2014

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.

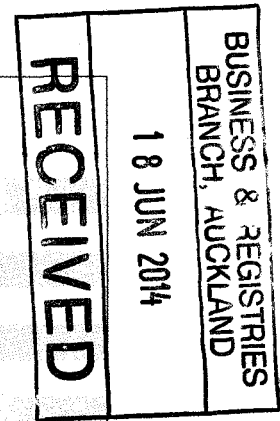
For society name changes --

- 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

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
Helen O'Callaghan
12 Zande Ice
Tawa, Wellington 5028

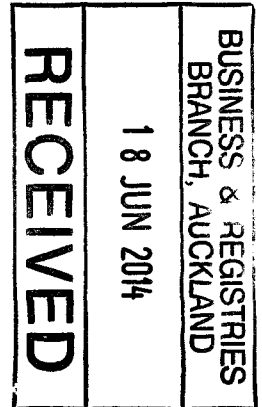
Telephone

Email (optional)

UNDER THE INCORPORATED SOCIETIES ACT 1908

U3A TAWA INCORPORATED

CONSTITUTION



NAME

1. The name of the society shall be "U3A TAWA INCORPORATED"
(hereinafter called "U3A TAWA")

AIMS

2. The aim of U3A Tawa shall at all times be:
To organise or facilitate the provision of low-cost educational and recreational facilities for adults not in full-time employment who wish to learn in a social setting in their own neighbourhood.

OBJECTS

3. The objects of U3A Tawa shall at all times be:
 - (i) To facilitate the provision of courses within New Zealand tailored to the needs of individuals and groups without any form of entrance requirement, examinations, awards or certificates.
 - (ii) To bring together members of U3A Tawa or others who are willing to teach or convene classes or groups and members who wish to participate in these on such conditions as U3A Tawa may from time to time determine.
 - (iii) To do all such things that are incidental to and conducive to the attainment of the above aims and objects, including the organisation of social gatherings, tours and similar activities.
 - (iv) The members of U3A Tawa are not and shall not hereby be associated for pecuniary gain.

POWERS

4. In addition to any powers conferred upon U3A Tawa under any other of these Rules, for the purposes of fulfilling its aims and objects U3A Tawa shall have the following powers:
 - (i) To use the funds of U3A Tawa as it may consider necessary to carry out its aims and objects or any of them including the employment of counsel, solicitors, agents, officers, servants and assistants as shall appear necessary or expedient. No member of U3A Tawa or any other

HOC *[Signature]* *JAP*

person associated with a member shall participate in or materially influence any decision made by U3A Tawa in respect to or on behalf of that member or associated person of any income, benefit, or advantage whatsoever. Any such income shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value). The provisions and effects of this clause shall not be removed from this document, and shall be included and implied into any document replacing this document.

- (ii) To subscribe to, become a member of or affiliate to and cooperate with, any other organisation whose objects are altogether or in part similar to those of U3A Tawa.
- (iii) To invest monies not immediately required upon such securities as may from time to time be determined by U3A Tawa.
- (iv) To do all such things as are incidental or conducive to the attainment of the above objects.

MEMBERSHIP

- 5. Membership shall be open to any person whose application to join U3A Tawa is accepted by the Management Committee.
- 6. Any member may resign from membership by giving U3A Tawa notice to that effect.
- 7. The Management Committee may at any time in its discretion strike off from the register of members the name of any member whose subscription (if any) or any part thereof remains unpaid for more than four months after the same shall have fallen due. That member shall thereupon cease to be a member of U3A Tawa.

SUBSCRIPTION

- 8. Each member shall pay such annual subscription (if any) as may be determined from time to time by Annual General Meeting. The Management Committee shall have the power to waive payment of a subscription in any individual case.
- 9. The Management Committee may in its discretion in the case of a member joining U3A Tawa in the course of the year apportion that member's subscription for the balance of the year.

ALTERATION OF RULES

- 10. These Rules may be altered, added to or rescinded at any General or Special meeting of U3A Tawa, notice of the intention to move such alteration, addition or rescission having been given in the notice convening the meeting. Notice of a proposed rule change shall be submitted in writing to the

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Management Committee at least thirty clear days prior to the date of the meeting by at least six members. Provided that no rescission of the provision of Clause 3(iv) of these Rules shall be made. No addition to alteration of the charitable aims, personal benefit clause and or the winding up clause of these Rules shall be approved unless in accordance with the relevant Incorporated Society legislation.

GENERAL MEETINGS

11. The Management Committee shall convene and hold an Annual General Meeting of U3A Tawa at such time, date and place as it shall determine, but no later than ninety days after the end of the previous financial year. Such meeting shall be for the following purposes:
 - (a) To receive and adopt the annual report, balance sheet and statement of accounts for the previous financial year.
 - (b) To elect the officers of U3A Tawa and other members of the Management Committee. All officers and members of the Management Committee shall hold office until the next succeeding Annual General Meeting when they shall retire, but be eligible for re-election
 - (c) To appoint a suitably qualified person to financially review the accounts of U3A Tawa.
 - (d) To fix the subscription (if any) payable by members.
 - (e) To transact general business.
12. The Management Committee shall convene a Special General Meeting upon a requisition of any six members stating the reason therefore and in default such members may themselves call the meeting.
13. Members shall be given ten clear days notice at their last known postal or electronic address of any general meeting of U3A Tawa.
14. No business shall be transacted at any general meeting unless a quorum of members is present when the meeting proceeds to business. A quorum shall consist of not fewer than fifteen percent of the registered members at the date the meeting is called.
15. The mode of voting at any general meeting shall be as follows :
 - (a) At all general meetings the chairperson or in his or her absence any other duly elected chairperson shall take the chair and every member personally present shall be entitled on every motion to one vote and in the case of an equality of votes, the chairperson shall have a casting vote as well as a deliberative vote.
 - (b) By the voices, or if the chairperson or any member shall require, by a show of hands.

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- (c) All resolutions at any general meeting shall be decided by a majority of members present and voting thereat, except in such cases where these Rules require otherwise.
- (d) All resolutions passed at any general meeting shall, if held in conformity with these Rules, be binding upon all members of U3A Tawa, whether they shall be present at such meeting or not.

THE OFFICERS OF U3A TAWA

16. The Officers of U3A Tawa shall be :

- (a) a Chairperson
- (b) a Secretary
- (c) a Treasurer, and
- (d) any other officer or officers as U3A Tawa by general meeting may from time to time determine.

A suitably qualified person shall be appointed at each Annual General Meeting to undertake a financial review of the accounts of U3A Tawa at least annually and shall report to the Annual General Meeting.

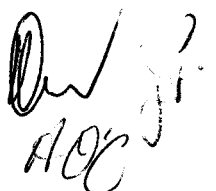
17. The Chairperson, the Secretary and the Treasurer shall be elected from amongst the members of U3A Tawa at the Annual General Meeting.

18. It shall be the duty of the Secretary :

- (a) to keep the minutes of all general meetings and meetings of the Management Committee and conduct all correspondence as required by the Management Committee.
- (b) to keep a register of members containing such particulars as required by law, which shall be made available for inspection by any member on reasonable notice; and
- (c) to give notice of any meetings as required by these Rules.

19. It shall be the duty of the Treasurer :

- (a) to receive all monies received on behalf of U3A Tawa and lodge the same to the credit of U3A Tawa in such Bank as the Management Committee shall from time to time determine.
- (b) to keep an account of all monies received or expended by U3A Tawa and to prepare an annual financial statement for submission to the Annual General Meeting; and



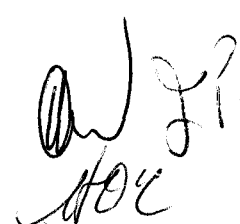
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(c) to produce a bank statement and financial summary at all regular meetings of the Management Committee.

MANAGEMENT COMMITTEE

20. There shall be a Management Committee which shall comprise the following persons:
 - (i) not more than ten and not fewer than five members (including any officers of U3A Tawa who shall be elected at each Annual General Meeting; and
 - (ii) additional members who may be co-opted or appointed by the elected members of the Management Committee.
21. If for any reason an elected or appointed member of the Management Committee vacates his or her position during term of office the Management Committee may appoint or co-opt a member to fill the vacancy for the remainder of that term.
22. Subject to these Rules and to any resolution of a general meeting the Management Committee may, in addition to any powers conferred on it by any other of these Rules, exercise the powers of U3A Tawa and shall do so in pursuance of its objects.
23. The Chairperson shall preside at all meetings of the Management Committee, but in his or her absence an alternative chairperson shall be elected from and by those members present at the meeting. Five members of the Management Committee personally present shall constitute a quorum.
24. The Management Committee shall meet at such times and places as shall from time to time be determined by the Chairperson and Secretary, and at all meetings the Management Committee shall determine its own procedure. A meeting shall be called on the requisition of any two members of the Management Committee who may in default themselves call such a meeting. Members of the Management Committee shall be given at least seven clear days notice of all meetings.
25. The Management Committee shall have the power to make such bylaws or regulations for the conduct of U3A Tawa not inconsistent with these Rules as it shall deem expedient and may delegate any of its powers to any member or sub-committee of members and may at any time vary or revoke such delegation.

COMMON SEAL

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26. The common seal of U3A Tawa shall be agreed upon by the Management Committee who shall be responsible for the safe custody and control thereof. The Management Committee shall have power to adopt a common seal and at any time to destroy the same and substitute another therefore. The Secretary shall have custody of the common seal.
27. Whenever the common seal of U3A Tawa is required to be affixed to any deed or other document the seal shall be affixed thereto pursuant to a resolution of the Management Committee and in the presence of the Chairperson and of the Secretary who shall both sign the document to which the seal is so affixed.

BANK ACCOUNT

28. All monies belonging to U3A Tawa shall be lodged to the credit of U3A Tawa at such authorised bank as the Management Committee shall from time to time determine. The account may be operated on the signatures or authority of the Treasurer and either the Chairperson or the Secretary.

REGISTERED OFFICE

29. The Registered Office of U3A Tawa shall be at such place as the Management Committee from time to time determines.

FINANCIAL YEAR

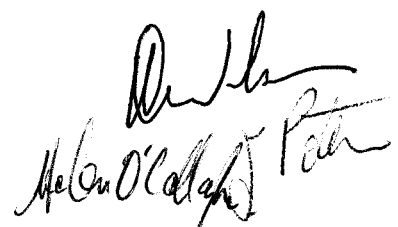
30. The financial year of U3A Tawa shall terminate on the thirtieth day of November of each year. Member' subscriptions, if any, shall fall due on the date of the next following Annual General Meeting or on the date of registration of membership if later than this date.

NOTICES

31. A notice may be given by U3A Tawa to any member, either personally, by post, or any agreed electronic mean, at their last known address for communication. The accidental omission to give notice of a meeting or the non-receipt of notice of a meeting shall not invalidate the proceedings of any meeting of U3A Tawa or of the Management Committee.

WINDING UP

32. U3A Tawa may be wound up or dissolved by resolution passed by a majority of those present at any general or special meeting of U3A Tawa of which seven days notice has been given to all members of such proposed winding up or dissolution. If, upon the winding up of U3A Tawa there remains after the satisfaction of its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members but shall be applied to such charitable purpose or purposes (being purposes as near as possible to the aims and objects of U3A Tawa within New Zealand as U3A Tawa may elect in general meeting at or before the time of winding up.


Mel O'Callaghan Peter