



ADOPTION, ALTERATION OF RULES

(Section 7 (b) and 21)

Please note that the information in this form should be either
typewritten or printed or neatly handwritten in block capitals
When completing this form, please refer to notes overleaf

This form can be obtained from our website at [http //www companies govt nz](http://www.companies.govt.nz)

Society
Name

DUNEDIN CYCLE ACTION GROUP
SOCIETY INC

Society Number

DN 696298

I, GRAHAM DAVID ANDERSON
of 93 GLENROSS STREET, DUNEDIN

do solemnly and sincerely declare as follows

- 1 That I am* a member of ~~the Solicitor to~~ the abovenamed Society
- 2 That annexed hereto and marked with the letter "A" is/are -

~~*(a) the rules, signed or sealed, which have been adopted by the society, a majority of whose members have consented to the application for incorporation, or~~

*(b) the alteration of rules of the society, which alteration has been made in accordance with the rules of the society

- 3 That the rules comply with section 6 of the Incorporated Societies Act 1908

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

Declared at DUNEDIN)
this 21st) [Signature]
day of September)
Year 2001 before me)

[Signature] Michael James Green
Solicitor
Dunedin
A Solicitor, Justice of the Peace or other person authorised to take a Statutory Declaration

Presented by HEATHER RHODES
Postal Address SECRETARY
PO Box 6321
DUNEDIN NORTH

Account No
Telephone
Facsimile

12 APR 2002
P# 24

*Delete whichever is not applicable

Annex A: Constitution and Rules

SPOKES DUNEDIN INC

This is the document marked "A" referred to in the annexed declaration of
Graham David Anderson made at **Dunedin** this **21st** day of **September**
Year **2004** before me -

Michael James Green

(Signature of solicitor or JP or other person authorised to take the declaration)

Michael James Green
Solicitor
Dunedin

K Kyri KYP KYRI, MEMBER
Graham Anderson GRAHAM ANDERSON, MEMBER, SECRETARY
R Richards ROSALINA RICHARDS, MEMBER.



12 APR 2007

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1 Name and Registered Office

- 1 1 The society shall be named Spokes Dunedin Incorporated (“the Society”)
- 1 2 The registered office of the Society shall be at the office of the Secretary or such office as the Committee may from time to time determine

2 Objects

- 2 1 To promote cycling as a healthy, environmentally friendly and convenient form of transport
- 2 2 To work for improved conditions for cyclists and cycling
- 2 3 To encourage the use of cycles
- 2 4 To educate cyclists and other road users in order to improve safety for cyclists
- 2 5 To present the case for cycling, in public debate and to relevant authorities
- 2 6 To improve the image of cycling and cyclists
- 2 7 To do all such other things as are conducive to, or incidental to, the attainment of any of the above objects

3 Administration

- 3 1 The Society shall be administered by the Committee
- 3 2 The Committee shall be made up of the Secretary, the Treasurer, and any other financial members of the Society
- 3 3 The Committee shall make decisions by resolution. Resolutions shall be carried out by consensus. Where consensus is not attained, resolution shall be by majority vote. Financial members who cannot attend a meeting, may nominate another financial member to represent their views at the meeting. The nominated member may cast a vote, in addition to their own vote, on behalf of the financial member where satisfactory evidence of their nomination is provided
- 3 4 The quorum for a Committee meeting shall be six members
- 3 5 The members of the Committee present at each meeting shall choose a chairperson to conduct the meeting

- 3 6 Committee meetings shall be held regularly through the year Notice of each meeting shall be given to all financial members, preferably in writing
- 3 7 The Committee shall publish a newsletter regularly through the year Where items for the agenda of Committee meetings are known in advance, they shall be notified to members in the newsletter
- 3 8 Where the Committee is to consider a submission to be made by the Society to a third party, all financial members must be notified of the subject of the submission and the date and place of the meeting at which the submission will be considered

4 Membership of the Society

- 4 1 Any person or group may become a member of the Society upon application and payment of the applicable subscription fee Provision is made for the following classes of membership with corresponding rights

- Full membership

Full membership of the Society shall be open to any person who satisfies the Committee that their intention is to further the objects of the Society

Full members shall have the right to vote at any meeting of the Committee

- Affiliated club membership

Affiliated organisation membership of the Society shall be open to any organisation that satisfies the Committee that their intention is to further the objects of the Society

An affiliated organisation shall have the same rights as a full member

- Family membership

Family membership of the Society shall be open to any family groups who satisfy the Committee that their intention is to further the objects of the Society

any A family membership entitles holders to a maximum of two votes at meeting of the Committee

- 4 2 Subscription fees and the date on which they shall be payable, shall be determined at each Annual General Meeting for the ensuing year

5 Ceasing of membership

A member shall cease to be a member of the Society if -

- 5 1 the member gives oral or written notice of resignation to the Committee, or
- 5 2 the member's subscription remains unpaid for more than three months from the due date for payment and the Committee resolves that the membership shall lapse, or
- 5 3 the Committee resolves that the member has brought the Society into disrepute by their actions, and that the continued membership of the member is not in the best interests of the Society, and that the member's membership of the Society shall be terminated

6 Amendment of Rules

- 6 1 The rules may be amended, added to, or rescinded by a two-thirds majority of members present at an Annual General Meeting or Special General Meeting where 14 days notice of such amendment, addition or rescinding motion has been given to every financial member of the Society
- 6 2 No addition to, or alteration of, the charitable objects clause (2), the pecuniary profit clause (11 4), or the winding up clause (13), shall be approved without the Inland Revenue Department's approval

7 General Meetings

- 7 1 The Annual General Meeting shall be held in or before May of each year Members shall be given at least 14 days written notice of the Annual General Meeting
- 7 2 Prior to the Annual General Meeting, the Committee shall choose a Chairperson to conduct the Annual General Meeting
- 7 3 At the Annual General Meeting, the Chairperson shall present a report of the Society's activities over the previous year and the Treasurer shall present a statement of the Society's accounts for the year ending 31 December, duly audited
- 7 4 Only financial members of the Society are eligible to vote at an Annual General Meeting
- 7 5 All decisions of the Annual General Meeting shall be decided by a majority of the votes of financial members present Each eligible member shall have one vote and in the case of equality of votes, the Chairperson of the Annual

General Meeting shall have a second vote in addition to their vote as a member

7 6 Voting shall be by any of the following means

(a) on the voices,

(b) by show of hands,

(c) by secret ballot

7 7 On the requirement of three members at the meeting, the voting shall be by secret ballot

7 8 A General Meeting may be called upon request in writing by five members to the Committee The meeting shall be called within 28 days and after not less than seven days of the date that the request is received by the Committee Any matter, other than the amendment of these rules, addition to or alteration of the charitable objects clause (2), the pecuniary profit clause (11 4) or the winding up clause (13), shall be determined by vote in accordance with clauses 7 3, 7 4, 7 5, 7 6 and 7 7

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7 9 No business shall be transacted at a General Meeting unless a quorum of six financial members or 10 per cent of the financial members, whichever is the greater, are present at the time the meeting proceeds to business, and unless the quorum remains present while the business of the meeting is transacted

8 Appointment of Officers

8 1 The officers of the Society shall be elected at each Annual General Meeting and shall include

(a) a Treasurer, and

(b) a Secretary

8 2 Officers currently holding positions may be re-elected

8 3 Officers shall be appointed in the following manner

(a) Nominations for each officer position shall be taken from the floor of the Annual General Meeting

(b) Where there is more than one nomination for a position, a vote shall be taken for each person nominated for each position listed in 8 1, in the manner prescribed in Rule 7

9 Auditor

9 1 An Auditor, who shall not be a member of the Committee, shall be appointed annually by the members of the Society at the Annual General Meeting. The Auditor's remuneration shall be determined by the Committee.

9 2 Should the position of Auditor become vacant, the Committee may appoint a replacement for the balance of the appointment.

10 Common Seal of the Society

The seal of the Society shall be kept by the Secretary and shall not be used except by the previously given authority of the Committee. Every instrument to which the seal is affixed, must be signed by the Secretary and countersigned by the Treasurer or other member of the Committee appointed for that purpose.

11 Control and investment of the Society funds

11 1 The Society shall operate a bank account or accounts with any bank approved by the Committee. Cheques drawn on the Society account must be signed by any two of the following:

(a) the Secretary,

(b) the Treasurer,

(c) such other member as the Committee may approve.

11 2 All due accounts shall be submitted to the Committee for approval before payment is made, except in emergency, where payment may be made on the authority of the Secretary and the Treasurer. Where payment is made in emergency, the payment shall be ratified by the Committee at the next Committee meeting following payment.

11 3 The financial year of the Society shall be 1 January to 31 December.

11 4 No member or person associated with a member of the Society, shall derive any income, benefit or advantage from the Society, where they can materially influence the payment of the income, benefit or advantage, except where that income, benefit or advantage is derived from professional services to the

Society rendered in the course of business charged at no greater rate than current market rates

12 Powers of the Society to borrow money

The Society shall not have the power to borrow money

13 Dissolution of the Society

13 1 The Society may be wound up voluntarily if

(a) the Society, at a duly called General Meeting of its members, passes a resolution to appoint a liquidator, and

(b) in accordance with Section 24 of the Incorporated Societies Act 1908, the resolution is confirmed by a simple majority of votes at a subsequent General Meeting of the Society duly called for that purpose, and held not earlier than 30 days after the date that the first resolution was passed

13 2 If upon the liquidation of the Society there remains, after satisfaction of all debts and liabilities, any property or funds, the same shall be transferred to any other charitable society with objects similar to the Society, to be determined by members of the Committee at or before the time of winding up

14 Interpretation

If at any time any matter shall arise which is not provided for in these Rules or in the interpretation of these Rules, the same shall be determined where appropriate by the Committee, whose decision shall be final