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DECLARATION BY A MEMBER OF A SOCIETY,
OR A SOLICITOR, THAT THE ALTERATIONS OF THE
CONSTITUTION ARE IN ACCORDANCE WITH THE
CONSTITUTION OF THE SOCIETY

I, DONALD FRASER HOWDEN of Matamata, Solicitor do solemnly and sincerely declare as follows:-

1. THAT I am a member of the Association and their solicitor.

2. THAT the alteration of the constitution of OPOUTERE RATEPAYERS & RESIDENTS ASSOCIATION INCORPORATED as set out in the document marked "A" hereto annexed has been made in accordance with the previous constitution dated 30 December 1961 and subsequent amendments of the Association.

AND I MAKE this solemn declaration conscientiously believing the same to be true, and by virtue of the provisions of the Oaths and Declarations Act 1957.

DECLARED at Matamata this)
16 day of February)
1996 before me:-)

Kirsty McDonald
Solicitor
MATAMATA

A Solicitor of the High Court of New Zealand

DATED 16th February 1996

**DECLARATION BY A MEMBER OF
A SOCIETY, OR A SOLICITOR,
THAT THE ALTERATIONS OF THE
CONSTITUTION ARE IN ACCORDANCE
WITH THE CONSTITUTION
OF THE SOCIETY**

JONES HART HOWDEN
SOLICITORS
MATAMATA

CONSTITUTION OF
OPOUTERE RATEPAYERS & RESIDENTS
ASSOCIATION INCORPORATED

NAME & DESCRIPTION

1. The Association shall be called OPOUTERE RATEPAYERS AND RESIDENTS ASSOCIATION INCORPORATED (hereinafter "the Association")

OBJECTS

2. The objects of the Association shall be:
 - (a) The preservation of the special character of Opoutere/Ohui to ensure it remains an unspoiled rural and natural coastline and estuarine environment.
 - (b) The protection of the flora and fauna and the natural physical environment.
 - (c) To further the interests of members both individually and collectively.
 - (d) To support and co-operate with the government agencies and other organisations having similar objectives.

MEMBERSHIP

3. Membership of the Association shall comprise persons who:-
 - (a) have attained the age of 18 years
 - (b) support the objectives of the Association

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- (c) own or lease (for a minimum period of 3 months) property within the Opoutere/Ohui area bounded in the south by the Taungatara Road and in the north by the Ohui bluffs.
- (d) spouses, partners, children or friends of members who meet the further criteria of 3 (a), (b) and (e) of this section
- (e) pay the annual subscription.

ANNUAL SUBSCRIPTION

- 4. The annual subscription will be decided upon at the Annual General Meeting and will then be due for the ensuing year. The annual subscription shall be paid no later than the 31st of March in each year.

EXECUTIVE

- 5. The officers of the Association will be:-
 - (a) the Chairperson
 - (b) the Secretary
 - (c) the Treasurer(the last two of which offices may be held jointly) and
 - (d) an Executive consisting of not less than five and not more than fifteen elected members of whom at least two must be permanent residents.

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The officers of the Association will be elected at the Annual General Meeting and nomination should be made in writing to the Secretary thirty days prior to the date of this meeting.

Nominations for the appointment of officers will also be accepted from the floor of the meeting on the day of the Annual General Meeting.

POWERS OF THE EXECUTIVE COMMITTEE

6. The executive committee shall have the following powers:-

- (a) To exercise and do all such acts and things as may be exercised or done by the Association but subject to such regulations as may be made by resolution at a General Meeting.
- (b) To fill any vacancy in any of the various offices of the Association. Any member so appointed shall hold office until the next Annual General Meeting.
- (c) To appoint special subcommittees.
- (d) To co-opt members to sub-committees.

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DUTIES OF THE SECRETARY

7. The secretary shall:

- (a) Keep a list of all members with addresses and telephone numbers where available as those members shall advise.
- (b) Send out notices to members calling general or special meetings or other notices as may be required under these Rules.
- (c) Keep minutes of all meetings and produce minutes at such meetings.
- (d) Keep a record of members present at all meetings.
- (e) Carry out such correspondence as the members may at the meetings agree.
- (f) Have the custody of all deeds, books and papers of the Association and have the Association common seal.

DUTIES OF THE TREASURER

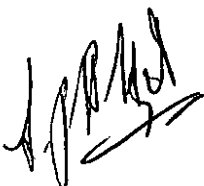
8. The Treasurer shall:

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- (a) Receive and issue a receipt for all moneys payable to the Association and pay all disbursements on behalf of the Association as authorised by the Association.
- (b) Pay promptly into such bank as the Association may from time to time direct to the credit of the Association all monies that may be received.
- (c) Have the power to invest on bank term deposit funds surplus to the immediate needs of the Association, such investments to be approved by a simple majority of the elected committee.
- (d) Keep account books showing the financial state of affairs of the Association.
- (e) At each meeting submit to the members a statement of financial affairs of the Association.
- (f) At the annual general meeting submit an audited financial statement.

FINANCIAL YEAR

- 9. The financial year shall be from 1st October to 30th September.

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MEETINGS

10. The Annual General Meeting will be held during the Christmas/New Year period. A General Meeting shall be called by the Chairperson if any eight (8) members make a written request. Notice of such meeting shall be posted by the Secretary to all members, fourteen days prior to the meeting date.

Committee meetings will be held at Easter, Labour Weekend and if required, just prior to the Annual General Meeting.

Other committee meetings will be called at the Chairperson's discretion.

In the absence of the Chairperson at any meeting the members present shall appoint a Chairperson for that meeting.

QUORUM

11. No business shall be transacted at any Annual or Special General Meeting unless eleven members are present. If, within half an hour from the time appointed for the meeting, the required number of members is not present, the meeting (if a Special General Meeting) shall lapse without prejudice to the calling of another meeting for the same purpose: if an Annual General Meeting it shall stand adjourned for no longer than seven days when those

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attending the adjourned meeting shall form a quorum.

A quorum at a meeting of the Executive Committee shall be five persons.

VOTING

12. Voting shall be by show of hands but where a secret ballot is requested by any two (2) members, such a secret ballot shall be held. Each financial member shall be entitled to one vote. No member whose subscription remains outstanding as at the 31st of March shall have any voting rights. No member joining the Association during any financial year shall be entitled to vote at any meeting unless his/her subscription has been paid prior to that meeting.

The Chairperson shall have a casting as well as a deliberative vote.

BANKING

13. The bank of the Association shall be such bank as the Executive Committee may from time to time decide. Cheques drawn on the account shall be signed by one of the Chairperson or Treasurer and countersigned by either the Secretary or a committee member.

AUDITOR

14. The accounts of the Association shall be audited annually by an auditor who shall be appointed at the Annual General Meeting of the Association.

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FUNDS


15. (a) The income and property of the Association from whatever source derived shall be applied solely towards the promotion of the Association's objects. No portion of the funds shall be paid directly or indirectly by way of dividend, bonus or subscription to any member of the Association except as a salaried officer.

(b) Approval for the Association to borrow money or raise money by way of bonds, debentures, debenture stocks, bills of exchange, promissory notes, bank overdraft or other obligations shall only be given by a two-thirds majority at a General Meeting of the Association.

COMMON SEAL

16. The Association shall have a Common Seal which is to be retained in the custody of the Secretary. Every instrument to which the Seal is affixed shall be signed by the Chairperson and one (1) other Officer of the Association.

The Common Seal may be affixed only by express resolution of the Committee.

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ALTERATIONS TO THE RULES

17. Alterations to these rules may be made only at an Annual General Meeting and then only when a notice of motion has been forwarded to the Secretary by 1st November preceding the Annual General Meeting. The Secretary shall notify members of the proposed change at least one month prior to the Annual General Meeting. No alteration or addition to rules 15 or 19 herein shall be approved or be valid unless the prior written consent to such proposed change shall have been obtained from the Commissioner of Inland Revenue.

CESSATION OF MEMBERSHIP

18. A person shall cease to be a member of the Association when:

- (a) He/she no longer qualifies for membership
- (b) He/she fails to pay his/her subscription by the 31st of March in each year
- (c) The committee shall have the power to suspend or expel members from the Association by virtue of any action inconsistent with the objects of the Association subject to right of appeal to a special general meeting
- (d) A member may at any time resign from membership of the Association by giving notice to the Secretary that he/she wishes his/her name to be removed from membership.


CSE. 19/11/11

DISSOLUTION

19. Upon a resolution requiring the Association to be wound up voluntarily and a Liquidator appointed being passed and confirmed by the Association in accordance with the provision of Section 24 of the Incorporated Societies Act 1908, all property and funds of the Association by a subsequent resolution shall (after the payment of all debts and liabilities) be either handed over to the District Conservator, Department of Conservation for development of any recreational reserve within the area, or be held in trust in the anticipation of a reforming of the Association. No member of the Association shall benefit or take any share or part of the disposition of funds or property.

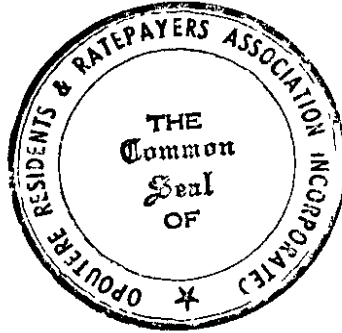
GENERAL

20. In any matter which pertains to the management of the Association and which is not provided for in these Rules the majority decision of the members shall be final.

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The foregoing constitution was made and adopted as the constitution of the OPOUTERE RATEPAYERS & RESIDENTS ASSOCIATION INCORPORATED in lieu of the previous constitution of the Association dated 30 December 1961 and subsequent amendments thereto which were contemporaneously revoked at the Annual General Meeting of the Association held at Oputere on the 2nd day of January 1996.

SIGNED for and on behalf of)
OPOUTERE RATEPAYERS &)
RESIDENTS ASSOCIATION)
INCORPORATED by:-)



R. J. Meyer
..... Chairperson

Grant Cook
..... Secretary

W. J. L.
..... Treasurer

CONSTITUTION OF
OPOUTERE RATEPAYERS & RESIDENTS
ASSOCIATION INCORPORATED

MP
1710
19 FEB 1996
11302 HAMILTON

JONES HART HOWDEN
SOLICITORS
MATAMATA