

RULES

14 NOV 2007

- of -

CAMP ELSDON INCORPORATED

1. NAME

The name of the Society shall be:

CAMP ELSDON INCORPORATED

2. DEFINITIONS

"BOARD" means the Board of Management of the Society.

"CAMP GENERAL MANAGER" means the person or persons appointed from time to time to the position of Camp General Manager by the Board, and includes a joint Camp General Manager where two persons are appointed to the position of Camp General Manager.

"MEMBERS" includes Core Members and Contributing Members.

"SOCIETY" means Camp Elsdon Incorporated.

3. OBJECTS:

The objects of the Society shall be:

- (a) To take on and continue the activities hitherto engaged in by the Methodist Church of New Zealand by the leasing upon appropriate tenure, the maintenance, administration and development as a Youth Camp of the existing property and facilities contained in Crown Lease 735/57.

THIS IS THE ORIGINAL OF THE RULES ANNEXED HERETO SWORN BEFORE ME THIS 14th DAY OF NOVEMBER 1987

A Solicitor of the High Court of New Zealand



- (b) To provide live in and outdoor accommodation facilities for the use of members of the community at large.
- (c) To provide a camp that will have a special character that will be conducive to the spiritual, mental and physical growth of all associated with it.
- (d) To encourage an appreciation of the sociological, geographical, historical and environmental sciences with particular reference to the Porirua Basin and the Greater Wellington Region.
- (e) To encourage an appreciation of outdoor education and recreation.
- (f) To do such things as are incidental or conducive to the attainment of the above objects.

4. POWERS:

As incidental or conducive to the carrying out of the aforesaid objects the Society shall have the following powers:

- (a) To purchase, take on lease or exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Society may think necessary or convenient;
- (b) To raise money by subscriptions and to grant any rights and privileges to subscribers;

- (c) To borrow, raise or secure the payment of money in such manner as the Society shall think fit and in particular by mortgages, debentures, or debentures charged upon all or any of the Society, undertaking, property and assets;
- (d) To make, draw, accept, discount and execute any promissory notes, bills of exchange, debentures or other negotiable instruments;
- (e) To invest lend and deal with the moneys of the Society not immediately required upon such securities as the Society may think fit including power to make investments to the investment agencies of the contributing bodies;
- (f) To appoint, remove or suspend any managers, secretaries, treasurers, clerks, agents or servants and direct and control them and fix their remuneration;
- (g) To make, adopt, vary and publish rules, by-laws and regulations dealing with any of the matters comprised in the above-mentioned objects and to take steps as shall be deemed necessary or advisable for enforcing such rules, regulations, by-laws and conditions;
- (h) To receive and take any gifts of money or property for any of the purposes and objects of the Society whether subject to any special trust or not but the Board may decline to accept any gifts or donations or take over any property which has annexed to it any condition or obligation not approved by the Board.

5. MEMBERSHIP:

- (a) Membership of the Society shall be of the following categories:
  - (i) Core Members.
  - (ii) Contributing Members.
  
- (b) The first members of the Society shall be:
  - (i) the Core Members as specified in Schedule A to these Rules; and
  - (ii) the Contributing Members as specified in Schedule B to these Rules.
  
- (c) The Core Members and Contributing Members specified in Schedule A and Schedule B to these Rules shall upon incorporation of the Society be deemed to be Members of the Society without the necessity for compliance with subclause (d) of this clause 5.
  
- (d) Any person or body wishing to become a Core Member or a Contributing Member shall apply in writing to the Board. Applicants for Contributing Membership shall be admitted to membership by resolution of the Board. Applicants for Core Membership shall be admitted to membership by resolution of 50% or more of Members present and voting at an Annual General Meeting or Special General Meeting of the Society.
  
- (e) There shall be no more than nine Core Members of the Society at any one time.

- (f) Any member may resign from the Society by giving written notice to the Society by delivering such notice to the Secretary or leaving the same at the registered office of the Society. Every such notice of resignation shall take effect from the time of the delivery to the Secretary or the registered office of the Society as the case may be.

6. BOARD OF MANAGEMENT:

- (a) The Society shall be directed by a Board of Management whose members shall be:
- (i) One person appointed from time to time by each of the core members;
  - (ii) Not more than six (6) members elected by the Annual General Meeting upon the nomination of any Contributing Member or the Board;
  - (iii) The person or persons holding for the time being the position of Camp General Manager, or Joint Camp General Manager as the case may be.
- (b) The members of the Board elected at each Annual General Meeting shall retire at the following Annual General Meeting of the Society. All retiring members shall hold office until the dissolution of the meeting at which they retire.

- (c) The Board may appoint additional members to the Board to fill a casual vacancy in the elected members of the Board or to fill any deficiency in the number of elected members of the Board.
- (d) Every appointment to the Board pursuant to Clause 6(a) hereof by a Core Member shall be notified in writing to the Society by the Core Member. Every notice of appointment shall be delivered to the Secretary of the Society or left at the registered office of the Society, and shall take effect from the time such notice is delivered to the Secretary or left at the registered office of the Society as the case may be.
- (e) Every person appointed as a member of the Board by a Core Member pursuant to Clause 6(a) hereof may be removed from Office at any time by notice in writing given to the Society by the Core Member. Every notice shall be delivered to the Secretary of the Society or left at the registered office of the Society and shall take effect from the time such notice is delivered to the Secretary or left at the registered office of the Society as the case may be.
- (f) Any Board Member may at any time resign from the Board by Notice in writing to the Board. Every notice of resignation shall be delivered to the Secretary of the Society or left at the Registered Office of the Society and shall take effect from the time such Notice is delivered to the Secretary or left at the Registered Office of the Society as the case may be.

- (g) A Core Member may from time to time appoint any person to be an alternate Board Member to represent its Board Member appointed pursuant to clause 6(a) hereof. Notice of every such appointment shall be given in the manner specified in clause 6(d) hereof. Any alternate Board Member so appointed may be removed from office at any time by the Core Member by notice in writing given to the Society and delivered in the manner specified in clause 6(e) hereof. An alternate Board Member may at any time resign his office and the provisions of clause 6(f) shall apply within necessary modification. An alternate Board Member shall cease to hold his office if for any reason the Board Member he represents ceases to be a Board Member.
- (h) An alternate Board Member shall, in the absence of the Board Member whom he represents, be entitled to vote at all meetings of the Board and to perform all the functions of such Board Member in his capacity as a Board Member.
- (i) A Chairman and Deputy Chairman of the Board shall be appointed by the Board from amongst its members at its first meeting after each Annual General Meeting and any vacancy for the time being in such offices shall be filled by the Board.
- (j) The Chairman of the Board, or failing him the Deputy Chairman shall preside at all meetings of the Board, but if no such Chairman or Deputy Chairman is present within ten minutes after the time appointed for holding the

meeting, the members of the Board present may choose one of their number to be Chairman of the meeting and the Board Member chosen shall preside at such meeting accordingly.

- (k) Members of the Board need not be members of the Society.
- (l) A quorum for a meeting of the Board shall be eight (8) of the members of the Board present and entitled to vote.
- (m) At every meeting of the Board or any committee of the Board, the Chairman of the meeting shall be entitled to a deliberative and casting vote.
- (n) The Board shall have the power to appoint such committees as it thinks fit and may delegate to them all or any of its functions or powers. The Board may appoint a Chairman for any Committee established under this sub-clause (n), but failing such appointment, the Committee may from time to time appoint one of its number as Chairman. Any such Committee shall fix its own quorum for its meetings.
- (o) The Chairman of any Committee of the Board shall preside at all meetings of the Committee. If the Chairman is not present at any meeting of the committee, the Members of the Committee present may choose one of their number to be Chairman of the meeting and the Committee member chosen shall preside at such meeting accordingly.



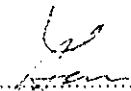
CAMP ELSDON INC

AMENDMENTS TO RULES OF CAMP ELSDON INC (Approved AGM 2 Nov 2006)

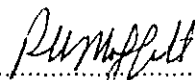
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Clause 6. BOARD OF MANAGEMENT

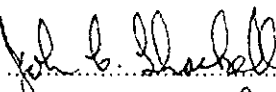
- (1) A quorum for a meeting of the Board shall be six (6) of the members of the Board present and entitled to vote.

  
.....  
Chairman  
.....  
Hon Treasurer

JHTAU

  
.....  
Chairman  
Committee  
Board Member

R W MOFFITT

  
.....  
Board Member  
Manager Camp Elsdon

J C SHACKELL

7. OFFICERS:

- (a) The Board shall from time to time appoint a Camp General Manager, a Secretary and a Treasurer to be officers of the Society.
- (b) The Board may appoint other officers and staff including managers, assistant managers and other employees as may be appropriate or necessary for carrying out the objects of the Society.
- (c) All officers and staff appointed pursuant to these Rules may be suspended removed or dismissed by the Board.
- (d) Any member of the Board shall be eligible for appointment as an officer of the Society or to be employed by the Society as a staff member.

8. FINANCE:

- (a) The funds and property of the Society shall be devoted to the furtherance of the objects specified in these Rules and no portion of such funds or property shall be paid or transferred directly or indirectly, by way of allowance or otherwise to the members provided that nothing in this Rule shall prevent payment in good faith to any member of the Society or Board Member in return for services actually rendered to the Society.
- (b) The Board shall have power to open all Bank Accounts which may be necessary or expedient to further the objects of the Society. All moneys received by the Society shall be banked in an account in the name of the Society.

- (c) The Board shall control the bank accounts of the Society and shall decide from time to time the manner in which and the persons by whom cheques and other banking documents shall be signed.
- (d) All payments shall be made by cheques duly signed as instructed and authorised for payment by the Board.
- (e) Imprest petty cash accounts shall be allowed the Secretary and/or such other person or persons and of such amount as shall from time to time be approved by the Board.
- (f) The financial year for the Society shall be from 1st July to 30th June in the following year.
- (g) An Auditor shall be elected at each Annual General Meeting and shall be a member of the New Zealand Society of Accountants and shall hold office until the next Annual General Meeting at which time he shall be eligible for re-election.
- (h) The accounts of the Society shall be audited before the 30th day of September in each and every year and the Auditor's Report shall be circulated with the accounts prior to the Annual General Meeting in accordance with Rule 10(c).
- (i) The Annual General Meeting shall set the annual membership subscription and due date for payment.

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- (j) If any Contributing Member of the Society is in arrears with an annual subscription for a period of three (3) months from the due date then his or her membership shall lapse forthwith save that the Board may in its sole discretion extend the time for payment or waive payment in full or in part in any case it thinks appropriate.

9. COMMON SEAL:

- (a) The Society shall adopt a Common Seal and such Seal shall be kept under the control of the Secretary.
- (b) Where the Common Seal of the Society is to be affixed to any document, it shall be affixed to that document pursuant to a Resolution of the Board and authenticated by the signatures of two members of the Board.

10. ANNUAL GENERAL MEETING:

- (a) The Annual General Meeting shall be held not later than the 30th day of November in each calendar year upon a date and at a place to be appointed by the Board.
- (b) Fourteen (14) days' notice of such Annual General Meeting shall be given by notice posted to the last known address of each member. Notice of the annual general meeting shall also be published in a newspaper circulating in the district at least 7 days before the meeting, but failure to publish the notice of meeting shall not invalidate the meeting.

- (c) The Annual Report, Financial Statements and Auditor's Report and known Notices of Motion shall be circulated to each member with the notice of the Annual General Meeting.
- (d) All Notices of Motion save as provided in Rule 14(d) shall be in the hands of the Secretary not less than seven (7) days prior to the Annual General Meeting.

11. SPECIAL GENERAL MEETING:

- (a) A Special General Meeting of the Society may be called at any time:
  - (i) By the Board;
  - (ii) By the Chairman of the Board;
  - (iii) By a requisition signed by ten (10) members of the Society which requisition shall state the business to be transacted. On receiving such a requisition, the Secretary shall call the meeting within seven (7) days of receipt of the requisition failing which one or more of the members signing the requisition shall have power to call the Meeting.
- (b) Fourteen (14) days notice of a Special General Meeting shall be given by notice posted to the last known address of each Member.
- (c) No business other than that specified in the notice calling the Special General Meeting shall be conducted at such Meeting.

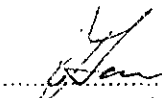
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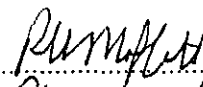
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Clause 13. QUORUM AT GENERAL MEETINGS

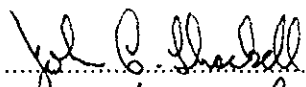
A quorum for any Annual or Special General Meeting of the Society shall be six (6) members.

  
.....  
Board Member  
Treasurer

J H TAU

  
.....  
Chairman Works  
Committee  
Board Member

R W MOFFITT

  
.....  
Board Member  
Manager Camp Eldon

J C SHACKELL

12. QUORUM AT GENERAL MEETINGS:

A quorum for any Annual or Special General Meeting of the Society shall be ten (10) members.

13. VOTING AT GENERAL MEETINGS

- (a) At every general meeting of the Society, every member shall have one vote.
- (b) Any body corporate or other organisation which is a member of the Society may appoint such person as it thinks fit to act as its representative at any general meeting of the Society and the person so appointed shall be entitled to exercise the same powers on behalf of the body corporate or organisation which he or she represents could exercise if it were an individual member of the Society.
- (c) Notice of every appointment pursuant to clause 13(b) shall be delivered to the Secretary at least 24 hours prior to the commencement of any General Meeting.
- (d) In the event of an equality of votes at any General Meeting of the Society, the Chairman of that meeting shall be entitled to exercise a deliberative and casting vote.
- (e) At any General Meeting of the Society, a resolution put to the vote of the meeting shall be decided on the voices unless a show of hands is demanded by any one member present in person or by its representative, or by the Chairman, and unless a poll is (before or on the declaration of the result of the voices or of the show of hands) demanded.

- (f) Unless a poll is demanded, a declaration by the Chairman that a resolution has either on the voices or on a show of hands been carried or carried unanimously or by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- (g) The demand for a poll may be withdrawn.
- (h) If a poll is duly demanded, it shall be taken in such manner as the Chairman directs and the results of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question upon which a poll is demanded.

14. ALTERATION TO THE RULES:

- (a) These Rules may be amended, revoked or added to at the Annual General Meeting of the Society or at any Special General Meeting thereof convened for the purpose, provided that no amendment revocation or addition shall have effect unless passed by a majority of two-thirds of all core members of society and two-thirds of the contributory members present and voting.
- (b) These rules shall not be altered in any way which prevents the Society from complying with the provisions of Section 61(25) of the Income Tax Act 1976 or which materially changes the general charitable objects of the Society.



- (c) Any amendment revocation or addition made to these Rules shall take effect as from the date of registration of such amendment revocation or addition with the Registrar of Incorporated Societies.
- (d) Notice of every proposed alteration or amendment intended to be moved at Annual and Special General Meetings shall be lodged with the Secretary at least twenty-one clear days prior to the Meeting.

15. WINDING UP:

- (a) Upon a winding up of the Society and after payment of all costs debts and liabilities of the Society, the remaining assets (including land and buildings) shall be disposed of or distributed in accordance with succeeding subclauses of this clause 15.
- (b) The Methodist Church of New Zealand ("the Church") shall have the option to acquire the leasehold interest in the land in Crown Lease 735/57 together with all existing buildings and other improvements on the land and the contents of such buildings (hereinafter called the "Camp Property") at their then current market value (as agreed or failing agreement by arbitration in accordance with the Arbitration Act 1908) less a sum of \$25,000 (being the value of the original contribution of the Church to the assets of the Society).
- (c) Notice in writing may be given to the Church at any time after the commencement of the winding up requiring it to exercise the option

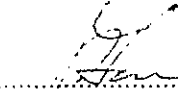
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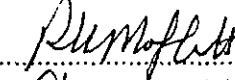
Clause 15. WINDING UP

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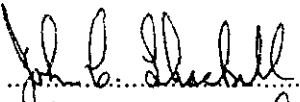
- (b) The Porirua City Council ("the PCC") shall have the option to acquire the leasehold interest in the land in Crown Lease 735/57 together with all existing buildings and other improvements on the land and the contents of such buildings (hereinafter called the "Camp Property") at their then current market value (as agreed or failing agreement by arbitration in accordance with the Arbitration Act 1908).
- (c) Notice in writing may be given to the PCC at any time after the commencement of the winding up requiring it to exercise the option conferred by subclause (b) of this Clause 15 within one calendar month of service of the notice. If such option is not exercised within the one month period or within such further time as may be allowed, or if the Commissioner of Crown Lands shall not consent to the transfer of Crown Lease 735/57 to the PCC, then the Camp Property shall be disposed of or distributed in accordance with subclause (d) of this Clause 15.

  
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Board member  
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J H TAU

  
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Chairman Works  
Committee  
Board Member  
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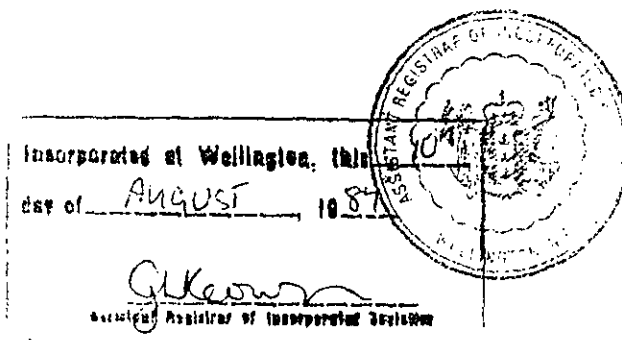
R W MOFFITT

  
.....  
Board member  
Manager Camp Elsdon  
.....

J C SHACKELL

conferred by subclause (b) of this Clause 15 within one calendar month of service of the notice. If such option is not exercised within the one month period or within such further time as may be allowed, or if the Commissioner of Crown Lands shall not consent to the transfer of Crown Lease 735/57 to the Church, then the Camp Property shall be disposed of or distributed in accordance with subclause (d) of this Clause 15.

- (d) The remaining assets of the Society (after payment of all costs debts and liabilities) shall be distributed by resolution of the Core Members or a majority of them to any Charitable Organisation or Organisations in New Zealand having the same or similar objects as the Society. If the remaining assets of the Society cannot be disposed in accordance with the foregoing provisions of this subclause (d), then such assets shall be disposed in accordance with Section 27 of the Incorporated Societies Act 1908, or the equivalent provision (if any) of any enactment passed in substitution therefor.



SCHEDULE A

Schedule of Core Members:

1. The Wellington Education Board (duly established under the Education Act 1964).
2. The Porirua City Council, a body corporate under the Local Government Act 1974.
3. The Parumoana Community Polytechnic Council (formerly Parumoana Community College Council and duly established under the Education Act 1964).
4. The Tawa Borough Council, a body corporate under the Local Government Act 1974.
5. Board of Administration of the Methodist Church of New Zealand (duly incorporated under the Charitable Trusts Act 1957 and having its registered office at Christchurch).
6. The Wellington Regional Council, a body corporate under the Local Government Act 1974.

SCHEDULE B

Schedule of First Contributing Members:

1. Mr Ashley Stuart Blair, Principal, Pukerau Bay
2. Rev. Ian Donald Borrie, Minister, Titahi Bay
3. Mr Douglas William Day, Principal, Tawa
4. Mr David Henry Driver, Planning Officer, Titahi Bay
5. Mr Michael Leopold Frohlich, Director, Tawa
6. Mrs Alison Jean Hull, Sales Representative, Tawa
7. Mr Eric McKenzie, Manager, Titahi Bay
8. Mrs Heather Colleen Martin, Manager, Elsdon
9. Mr Christopher Thomas Martin, Network Support Analyst,  
Elsdon
10. Mr John Ernest Porter, Retired, Tawa
11. Mr Jeremy Ronald Rawlinson, Mechanical Engineer, Levin
12. The Reverend Lindsay Drinkwater, Minister, Titahi Bay

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## SCHEDULE A

### SCHEDULE OF CORE MEMBERS

1. The Porirua City Council, a body corporate under the Local Government Act 1974.
2. Whitireia Community Polytechnic (formerly Parumoana Community Polytechnic Council and Parumoana Community College Council and duly established under the Education Act 1964).
3. The Tawa Community Board (formerly The Tawa Borough Council, a body corporate under the Local Government Act 1974).
4. Board of Administration of the Methodist Church of New Zealand (duly incorporated under the Charitable Trusts Act 1957 and having its registered office at Christchurch).
5. Tawa Lions Club.
6. Porirua Minister's Fraternal

## SCHEDULE B

### SCHEDULE OF CONTRIBUTING MEMBERS

1. Joy Tau (Honorary Treasurer)
2. Bob Moffitt
3. John & Karen Shackell (Manager's)

### SCHEDULE OF OTHER FINANCIAL MEMBERS

1. Grant Baker
2. Don Borrie
3. Margaret Birks

May 2007