



## MATAKANA COAST *Wine Country*

### **Matakana Coast - Wine Country Incorporated Rules**

These proposed rules will, after approval by the committee, supersede any previous rules and will be submitted to a Special General Meeting.

#### 1. NAME

The name of the Society will be MATAKANA COAST WINE COUNTRY INCORPORATED (hereinafter referred to as "the Society")

#### 2. OBJECTS

The objects of the Society are:

- a) To promote Matakana Coast Wine Country (being the east coast of the North Island from Puhoi to Pakiri) as a premier tourist destination.
- b) To brand Matakana Coast Wine Country as being recognized for:
  - Wine
  - Food
  - Country Lifestyle
  - Coast
  - Artisan
  - Adventure
- c) To adopt, promote, register and protect the logo of the Society and to promote and protect the standing and reputation of the Society.
- d) To offer, provide, sponsor or contribute towards any other activities which the Society determines may be conducive to the attainment of any of the forgoing objects.

#### 3. REGISTERED OFFICE

The registered office of the Society shall be c/- Morris & James, 48 Tongue Farm Road, Matakana.

#### 4. MEMBERSHIP

- a) The Society's membership shall be open during normal business hours to organizations, businesses or individuals with an interest in the objects of the Society or at the Annual General Meeting (A.G.M)
- b) Every member shall forthwith on application to the society pay the membership subscription to be determined from time to time by the Executive Committee and shall become effective following the A.G.M
- c) Any member may resign at any time by giving the Secretary notice, in writing, to that effect. No subscription or part thereof shall be refunded.
- d) At the A.G.M. the Society by ordinary resolution may from time to time, on the recommendation of the Executive Committee, elect as an Honorary Life Member, any person who has given exceptional or special services to the Society. Any Honorary Life Members shall be entitled to all privileges of membership but shall not be obliged after such election to pay any subscription.

- e) The Executive Committee shall be the sole judge of whether any application for membership shall be accepted and ratified by the Society.
- f) As a condition of membership of the Society members will display official MCWC signage in a prominent place at the entry of the members property. In instances where displaying signage at the property entrance is not physically possible, signage is to be displayed at the point where visitors/guests/customers enter the premises; e.g. the main door. This sign, which at all times remains the property of MCWC, will be supplied to the member. The member is responsible for keeping the sign in a clean and tidy state at all times. In the event that a member ceases to belong to MCWC the sign is to be returned to the society.

## 5. THE EXECUTIVE COMMITTEE

- a) The Society shall elect an Executive Committee which shall conduct the affairs of the society, keep the society's records and account, receive funds and manage payment for the Society, notify members of intended meetings and the business to be conducted thereat, and at all times promote the objects of the Society. Minutes of the Executive Committee meetings shall be provided to all members of the Executive Committee by the Secretary of the Society.
- b) At the AGM the Society shall elect, an Executive Committee of not less than four (4) and not more than ten (10) members. At its first meeting following the AGM the Executive will elect from its members a Chairman and Vice Chairman. (or President and Vice President). Further, if circumstances require, it will elect or appoint person/s to the position/positions of Secretary and Treasurer. At each AGM one half of the Executive shall retire. Those retiring shall be eligible for re-election. If insufficient members retire the decision shall be by lot as determined under the supervision of the Chairman (or President.) The usual term of membership of the Executive shall be for two (2) years, or a multiple thereof. Members shall hold office until they resign or have been removed from office on the election of successors at an AGM of the Society. The Management and control of the society shall be invested in the Executive Committee and the Executive Committee shall have all powers of the Society which are not required to be done or exercised by the Society in AGM or Special General Meeting (SGM) or as otherwise provided in these rules.
- c) Any Executive Committee member who fails to attend three consecutive committee meetings without leave of absence, may be deemed to have resigned their office at the discretion of the Executive
- d) The Executive Committee shall have the power to fill any vacancies which may occur in its members prior to the next A.G.M or to co-opt additional members on to the Executive Committee at any time, provided that the maximum number referred to in clause 5 (b) shall not be exceeded. Co-opted members shall be entitled to vote at Executive Committee meetings
- e) The offices of Secretary and Treasurer can be taken by one member
- f) Any member of the Society, who has been appointed by the Executive Committee to any position of responsibility, shall have the right to attend Executive Committee meetings and to take part in discussions and shall have voting rights.
- g) The immediate past Chairman/President shall be an ex-officio member of the Executive Committee with rights to speak and vote at all meetings.
- h) The Executive Committee may, from time to time, appoint temporary sub-committees or co-opt members to carry out special functions.

## 6. MEETINGS

- a) Executive Committee meetings, of which each Executive Committee member shall receive due notice of time and place from the Secretary, shall be held as required.

- b) Each year the A.G.M. shall be held at a time and place to be determined by the Executive Committee.
- c) The Chairman, and in his/her absence, the Vice-Chairman, may at any time and for any special purpose call a S.G.M. S/he shall do so upon the requisition in writing received by the Secretary of any ten financial members stating the purpose for which the S.G.M. is required
- d) At all A.G.M.s and S.G.M.s the Chairman, or in his/her absence, the Vice Chairman, shall take the chair. Every financial member on each motion shall be entitled to one vote exercised in person. An unfinancial member shall have no right to vote at any meeting of the Society. Motions shall be carried by a simple majority of votes. In the event of an equality of votes, the Chairman of the meeting shall have a casting vote as well as a deliberative vote. Voting shall be done by a show of hands or by secret ballot at the discretion of the chairman of the meeting.
- e) The secretary shall give notice by Public Notice in a newspaper circulating in the Warkworth/Matakana District at least fourteen days before any A.G.M. The notice shall contain details of the time and place of the meeting.
- f) At A.G.M.s and S.G.M.s those of the Executive Committee in attendance plus two financial members shall form a quorum and at Executive Committee meetings four Executive Committee members shall form a quorum.

## 7. ANNUAL GENERAL MEETING

The A.G.M. shall be held for the following purpose:

- a) To receive from the Chairman/President a report of the preceding year
- b) To receive from the Treasurer a balance sheet and audited statement of accounts for the preceding year.
- c) To elect an Executive Committee (as set in Clause 5 b) to appoint an Honorary Auditor and an Honorary Solicitor for the year.
- d) To decide on any resolution which may be properly submitted to the meeting.

## 8. FINANCE

- a) The financial year for the society shall end on the 31<sup>st</sup> day of March in each year.
- b) The society shall be funded by subscriptions, through grants and donations obtained from whatever source, and by fund raising events which may from time to time be organized by the Executive Committee.
- c) The Executive Committee shall have the power to invest funds upon such terms and conditions as the Executive Committee shall consider are in the best interest of the Society.
- d) All moneys received for and on behalf of the Society shall forthwith be paid to the credit of the Society in an account or accounts with a bank or banks or financial institutions to be fixed by the Executive Committee.
- e) The Executive Committee shall appoint three Executive Committee members as signatories to such accounts, one of whom shall be the Treasurer. All cheques and withdrawal slips shall be signed by at least two of the three signatories.

## 9. PROPERTY

- a) None of the assets, income or profits of, or in connection with, the Society's property shall at any time go to, or be distributed between, or among, or paid to, the members of the Society, provided however that any member, being a person engaged in any business, profession or trade, shall be entitled to be paid all usual business, professional and trade charges for business transacted, time expended and all acts done by him/her or any employee or partner of his/hers in connection with the Society.

## 10. ALTERATION OF THE RULES

- a) Subject to the provision of Clause 10(b) hereof, these rules may be altered, rescinded or added to, only by a resolution of two thirds of the financial members present and voting at a S.G.M. or A.G.M. Such proposed alterations, rescission or additions to the Society's rules must be submitted, in writing to the Society's Secretary at least 28 days before the date of the said meeting and may be varied at the said meeting without further notice being given.
- b) No alteration, addition to, substitution for or rescission of these rules which have the effect of detracting from the charitable nature of the Society shall have any effect.

11. COMMON SEAL

- a) The common seal of the Society shall be kept at the registered office of the Society and may only be affixed by the President or Secretary and only on the authority of the Executive Committee.

12. DETERMINATION OF RULES

- a) If any situation arises which is not provided for in these rules, it shall be determined by the Executive Committee in such manner as is deemed expedient by the Executive Committee.

13. DISSOLUTION

- a) The Society may be wound up at any time by a resolution of the Society in S.G.M. or A.G.M. passed by simple majority of the financial members present and voting and provided that such resolution is confirmed by a majority of such financial members present and voting as a subsequent meeting called for that purpose and held not less than 30 days and not more than 60 days after the date on which the resolution so to be confirmed was passed.
- b) If the Society is wound up in accordance with Clause 12(a) hereof, the surplus assets and funds payment of the society's liabilities and expenses of winding up, shall be paid to an incorporated body with charitable objects similar to those of the Society.

**NAME**

**SIGNATURE**

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