



\*10052414720\*

# Incorporated Societ, Alteration of Rules - Certificate

Name of Society

Capital Property Investors  
 Association Incorporated

Society Number

1561227

I certify that the alteration has been approved in accordance with the society's rules.

Please tick if the rule alteration includes a name change for the society

**NPC# 13**

Name

Alistair Gillespie

22-SEP-2006

Position

President

Signature

Date

19 / 9 / 2006

Note: This certificate must be completed by an officer of or solicitor for the society.

Checklist before filing:

- Has this certificate been completed by an officer of or solicitor for the society?
- Has the copy of the alteration to rules been signed by 3 members of the society?
- Is a copy of the rule alteration(s) attached? 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.
- If the name of the society is being changed, have you checked the name is available by conducting a Register Search at www.societies.govt.nz and www.companies.govt.nz?

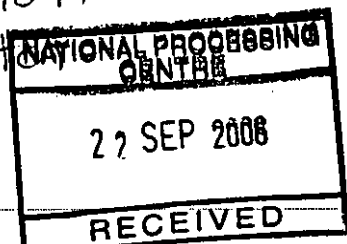
Note: Section 6 of the Incorporated Societies Act 1908 requires a society's rules to include the following:

- 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
- The 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.

Your Contact Details

Name and Postal Address:

Capital Property Investors <sup>inc</sup> (BSOC)  
 PO Box 7077  
 Wellington



Other Details

Telephone: 04 3859505

Email:

Post To

Incorporated Societies Register  
 Companies Office  
 Private Bag 92061  
 Auckland Mail Centre 1020

# NOTICES OF MOTION TO CAPITAL PROPERTY INVESTORS ASSOCIATION ANNUAL GENERAL MEETING 22 AUGUST 2006

## Notice of Motion # 1

**That Personal Benefit Clause as follows be inserted as new section 4.11 in our constitution:**

Any income, benefit or advantage shall be applied to the objectives of the organisation. No member of the organisation or any person associated with a member shall participate in or materially influence any decision made by the organisation in respect of the payment to or on behalf of that member or associated person of any income, benefit, of advantage whatsoever. Any such income shall be reasonable and relative to that which would be paid in an arms length transaction (being open market value). The provisions and effect of this clause shall not be removed from this document and shall be included and implied to any document replacing this document.

## Notice of Motion # 2

**That the following to be added to the Alternation to Constitution (clause 8.0)**

No addition to or alternation of the not profit aims, personal benefit clause or the winding up clause shall be approved without the Inland Revenue Department's consideration. The provisions and effect of this clause shall not be removed from this document and shall be included and implied to any document replacing this document.

## Notice of Motion # 3

**That the Winding Up (clause 10.0) be changed to the following**

If upon winding up or dissolution of the organisation there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid or distributed among the members of the organisation but shall be given or transferred to some other organisation or body with similar objects to the first organisation that also has an income tax exemption or for some other charitable purpose within New Zealand.

## Notice of Motion # 4

**That Section 1.0 NAME be re-worded as:**

The name of the Association shall be "Capital Property Investors' Association Incorporated" abbreviated to "Capital PIA" in this Constitution.

## Notice of Motion # 5

**That all references to CPIA throughout the constitution be changed to Capital PIA**

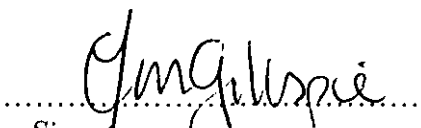
## Notice of Motion # 6

**That Section 4.3 Corporate Membership be reworded as:**

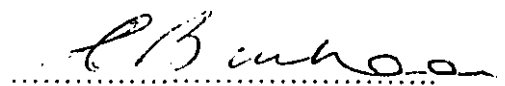
Any corporate body can apply for membership under similar terms and conditions as an ordinary member. A corporate body is entitled to two voting rights.



Signature  
Alistair Gillespie  
Capital PIA President

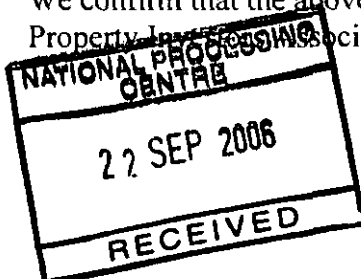


Signature  
Fiona Gillespie  
Capital PIA Treasurer



Signature  
Catherine Buchanan  
Capital PIA Committee Member

We confirm that the above constitutional Notices of Motion were passed unanimously at the Capital Property Investors Association Annual General Meeting on 22 August 2006.



**CONSTITUTION OF  
CAPITAL PROPERTY INVESTORS' ASSOCIATION INCORPORATED**

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## **1.0 NAME**

The name of the Association shall be "Capital Property Investors' Association Incorporated" abbreviated to "Capital PIA" in this Constitution.

## **2.0 REGISTERED OFFICE**

The registered office of the Capital PIA shall be such place as the Executive Committee shall from time to time determine. Notice of change of place of the registered office shall be given to the Registrar of Incorporated Societies.

## **3.0 OBJECTS**

The objects for which the Capital PIA is Incorporated shall be:

- 3.1 **Membership**  
To encourage all property investors and potential investors to join the Capital PIA
- 3.2 **Communication**  
To promote and foster good relations and co-operation between members for their mutual benefit.
- 3.3 **Promotion**  
To promote and represent the common interests of responsible property investors to the community.
- 3.4 **Development**  
To engender efficiency and knowledge in the techniques, development, ownership and management of investment property
- 3.5 **Liaison and Advocacy**  
To negotiate with and lobby local or central government authorities on matters that may be of concern to members.
- 3.6 **New Zealand Property Investors' Federation (NZPIF)**  
To maintain affiliation status with the New Zealand Property Investors' Federation and support its aims and objects.
- 3.7 **Networking**  
To maintain close ties with other regional Property Investors' Associations and any other related organisations.
- 3.8 **Education**  
To provide educational forums, seminars and workshops on property investment and management
- 3.9 **Publication**  
To print any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects
- 3.10 **Advice**  
To provide guidance on the management of properties to all financial members of the Capital PIA.
- 3.11 **Services**  
To provide chargeable services to members and related organisations from time to time.
- 3.12 **Information**  
To provide information with respect to defaulting or unreasonable tenants and landlords; in compliance with the Privacy Act and other related Acts.
- 3.13 **Property**  
To purchase, lease, exchange, hire or otherwise acquire any property and to dispose of such property as appropriate in a fit and proper manner.
- 3.14 **Finance**  
To borrow, raise or secure finance as appropriate, in a fit and proper manner.
- 3.15 **Investment**  
To manage and invest Capital PIA funds effectively.
- 3.16 **General**

To, notwithstanding the above, do all such things as are incidental or conducive to the attainment of the above objects.

## **4.0 MEMBERSHIP**

### **4.1 Eligibility**

Any person, partnership or corporate body who is interested in investment property may apply for membership. The Capital PIA executive shall approve or decline membership by resolution. The executive shall not be required to give any justification for declining or accepting any membership application.

### **4.2 Ordinary Membership**

Prospective members must apply for membership by completing the official Capital PIA membership application form. The Capital PIA executive will approve or decline membership by resolution.

#### **4.2.1 Family Membership**

- (1) Any two persons residing at the same address one of who shall meet the conditions of clause 4.1 herein are eligible to apply for a Family Membership.
- (2) Family Membership shall allow two (2) members to be full and equal members of the Association entitled to all Association rights and privileges provided that:
  - (a) One family member shall meet the conditions of clause 4.1.
  - (b) The family members live at the same address.
  - (c) Each family shall receive only one newsletter.
  - (d) Each family membership shall constitute only one membership for the purposes of membership of the New Zealand Property Investors Federation.
  - (e) Each family membership shall be entitled to one vote only

### **4.3 Corporate Membership**

Any corporate body can apply for membership under similar terms and conditions as an ordinary member. A corporate body is entitled to two voting rights.

### **4.4 Life Membership**

Any member of the Association may be nominated to the honorary position of "Life Member" of the Association. The nomination must be approved by a resolution of the Capital PIA executive and be the subject of a Notice of Motion to, and ratified at, an Annual General Meeting. Life membership carries the privileges of ordinary membership for life and is conferred in recognition of outstanding service to the CAPITAL PIA. Payment of the annual subscription is waived.

### **4.5 Honorary Membership**

Any person able to offer, or who has given, special services to the Capital PIA may be nominated to the position of honorary member. The nomination must be approved by a resolution of the Capital PIA executive. The holder is entitled to all the privileges of membership for one year. Payment of application fees and/or subscriptions is waived.

### **4.6 Resignation**

Any member may resign from the Capital PIA by forwarding a written resignation to the Capital PIA Executive. Membership shall cease from the date of acceptance by the executive. Resignations will not prejudice the right of Capital PIA executive to collect any monies owing.

### **4.7 Termination of Membership**

Membership shall automatically lapse when any subscriptions or levies remain unpaid two months after the due date. While membership fees remain unpaid the member concerned shall not be entitled to vote on any matter or obtain any membership benefits. Lapsed membership however shall not prevent the Capital PIA from taking action to recover any monies owed.

The executive may terminate any membership for various reasons, including a breach of constitution, at their discretion. The following procedures shall be followed:

- i) Grounds for termination shall be clearly determined and minuted at an executive meeting.
- ii) A written notice shall be sent to the offending member explaining the nature of the breach or allegation asking for an explanation and advising the possible consequences including suspension or expulsion from membership. The member shall have ten working days from receipt of this notice to provide an explanation and may request that they be heard at any executive meeting considering this matter.
- iii) Should the situation remain unresolved, seven days' notice shall be given to the executive and member concerned of the convening of a meeting to resolve the matter. The offending member is entitled to be heard at this meeting together with legal counsel if they wish.
- iv) Following that meeting the executive shall decide the appropriate action to be taken, including suspension or expulsion of the member. Separate motions shall be moved if it is desired to suspend or expel two or more persons.

If a member is suspended the suspension period shall not exceed four months.

A member whose membership is terminated has a right of appeal to a General Meeting, which may confirm, vary or revoke the executive's decision. Should a member decide to exercise his/her right of appeal, at least 21 days' written notice of such meeting shall be given to all members entitled to vote outlining all particulars of the acts which are subject to complaint.

#### Fine in Lieu of Suspension

The Executive shall have the discretion to impose a fine in lieu of suspension; the fine (subject to the provision of Rule 4.7) shall equal not more than one year's ordinary subscription for every month's suspension imposed.

#### **4.8 Register of Members**

A register of members of the Capital PIA shall be kept. Details of the register shall include name, address, business address and occupation of member; type of member; date of membership; and any other particulars prescribed by the Capital PIA executive

#### **4.9 Notice of Change of Address**

Members shall communicate a change of address to the Capital PIA office or Secretary; otherwise the last known address shall be deemed to be the official address of the member. Every letter or notice posted to such address shall be deemed to be duly given or served four days after the day it is posted.

#### **4.10 Voting Rights**

All financial members shall have one vote except Corporate Members who shall be entitled to two votes. Any member entitled to vote and unable to attend an Annual or Special General Meeting can:

- (i) Nominate any other financial member to exercise a vote on their behalf by forwarding a written proxy to the secretary immediately prior to the meeting. The secretary shall then be required to hand such proxy to the named member at the meeting.
- (ii) Submit a vote on any resolution by proxy, such proxy to be forwarded to the secretary as above (i).

#### **4.11 Personal Benefit**

Any income, benefit or advantage shall be applied to the objectives of the organisation. No member of the organisation or any person associated with a member shall

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

## **5.0 DUTIES AND POWERS OF THE EXECUTIVE**

### **5.1 Executive Structure**

The Executive shall consist of:

- President
- Vice President
- Secretary
- Treasurer
- Immediate Past President
- Together with 6 other committee members

### **5.2 Qualification for Executive**

The President and Vice President must have served as members of the committee for one year within the past three years prior to their election or appointment. All members of the executive must be financial members of the Capital PIA.

### **5.3 Election of Executive**

All executive positions required to be filled for the ensuing year shall be determined at the annual general meeting. No person shall be elected to the executive unless they have signified in writing their willingness to accept nomination. However, if insufficient nominations are received for any position, then nominations for that position can be called for from the floor. If any position remains unfilled, the executive has power to fill such a position. If the number of nominations received for a position exceeds the number of vacancies then a ballot shall be held.

### **5.4 Immediate Past President**

The position of Immediate Past President is a position created to provide continuity in the executive and shall be filled for one year only by the person who was president in the year immediately proceeding the current year. As such the position is not an elected one.

### **5.5 Voting Procedures**

The ballot referred to by Clause 5.3 shall be conducted as follows:

- i) A voting paper shall be prepared containing the names of members duly nominated for the respective positions and shall be given to every member present personally at the general meeting, or by proxy.
- ii) Members shall strike out any names of candidates for whom they do not wish to vote. A vote shall be invalid if it exceeds the number of positions available.
- iii) At least two scrutineers must be appointed by members at the general meeting.
- iv) In the event of a tie the Chairman shall have the casting vote.

### **5.6 Terms of Office**

The terms of office for executive members shall be for one year or until the time of the next Annual General Meeting. The executive shall have power to fill any casual vacancy in its elected members. The person(s) so appointed shall retire at the next Annual General Meeting, but shall be eligible for election.

### **5.7 Duties**

#### **Executive**

The executive shall control Capital PIA assets and administration of the affairs and business of the Capital PIA in a professional manner. Specific duties:

- i) To make, alter or rescind standing orders, by-laws and regulations not consistent with, or repugnant to the Capital PIA's constitution or the Incorporated Societies Act 1908.
- ii) To appoint any person or persons to any sub-committee for any special objects or purposes and to define the powers and duties of such sub-committee.
- iii) To appoint Capital PIA staff and to define their duties and responsibilities.
- iv) To fill casual vacancies on the Executive subject to Clause 5.6.
- v) To ensure that all directives of the constitution and any general meeting are carried out
- vi) To that the objects of the Capital PIA are upheld at all times.
- vii) To finalize all policy decisions
- viii) To meet regularly

Each member of the committee shall have one vote at Executive Committee meetings with the exception of the President who shall have a second or casting vote in the event of a tie.

#### President - Specific Duties

- i) To up-hold the aims and objects of the Capital PIA.
- ii) To carry out all directives of the Constitution and any general meeting.
- iii) To chair all executive and general meetings of the Capital PIA; however the President may delegate the chair at any time.
- iv) To implement all policy decisions of the executive.
- v) To call general meetings in the absence of the Secretary.
- vi) To perform all presidential duties in a professional manner.
- vii) To resolve all matters, in consultation with the executive, which are not covered specifically in the Constitution.
- viii) To preside over voting at all meetings. In the event of a tie the President must call for another vote or use the Chairman's casting vote.

#### Vice-President - Specific Duties

- i) To assist the President
- ii) To assume the duties and power of the President in his/her absence.

#### Secretary Specific Duties

- i) To attend meetings including the annual or special general meetings of the Capital PIA.
- ii) To perform such duties as the executive may assign to him/her.
- iii) To ensure accurate records and minutes of general and executive meetings of Capital PIA are kept.
- iv) To ensure all resolutions are minuted and the use of the seal is properly recorded.
- v) To ensure all affairs of the Capital PIA are appropriately carried out.
- vi) To give notice of all general meetings of the Capital PIA and circularize such documents as may be directed by the Executive.
- vii) To ensure a register of members is kept.

#### Treasurer - Specific Duties

- i) To ensure that proper books of accounts be kept in respect of the Financial transactions of the Capital PIA.
- ii) To ensure that all receipts and payments of the Capital PIA are authorised by the executive.
- iii) To present the annual financial report and accounts to the annual general meeting.



### Immediate Past President - Specific Duties

To guide, direct and communicate any past matters arising from previous years that may be of benefit to the present Executive.

#### **5.8 Selection of Sub-committees**

The executive may authorise the formation of sub-committees of the Capital PIA executive. Any sub-committee appointed shall consist of at least one executive member and contain a minimum of two members. Any sub-committee can apply for reimbursement of any related expense.

#### **5.9 Failure to attend Executive Meetings**

If any committee member fails to attend any four consecutive executive meetings without leave of absence, the member shall be deemed to have resigned from the Executive

#### **5.10 Removal of Executives**

Any executive member may be removed from office at a special general meeting of the Capital PIA called for that purpose

#### **5.11 Sale of Executive and Administrative Services**

Under Objects Clause 3.11, the executive can by way of a majority decision enter into a contract with a third party for services given and receive payment for those services in the name of the Capital PIA.

## **6.0 MEETINGS**

### **6.1 Executive**

Executive Meetings can be called by the President or Secretary as frequently as necessary to ensure the successful operation of the Capital PIA.

### **6.2 Special General Meeting**

A Special General Meeting may be called either by the executive or by a written request signed by ten financial members; this requisition must set out the purpose of the meeting and contain any notices of motion to be put at that meeting. The secretary must call the meeting within a minimum period of fourteen clear days and a maximum period of thirty days from receipt of such requisition. Notification of the meeting shall be forwarded to each member by the Secretary ten clear days before the date of the meeting.

### **6.3 Annual General Meeting**

The Capital PIA Annual General Meeting shall be held no later than five months from the end of the financial year. Fourteen clear days notice shall be given to all Capital PIA members of the Annual General Meeting. The business shall be:

- a. Apologies
- b. Confirmation of minutes of last Annual General Meeting
- c. President's Annual Report
- d. Treasurer's Report and Statement of Accounts
- e. Election of Officers
- f. Appointment of an Honorary Auditor and Solicitor
- g. Notice of Motion (if any)
- h. Election of Life Members (if any)
- i. General Business

### **6.4 Quorum Requirement**

A quorum at any Annual or Special General Meeting shall be 20 members including proxies; however, there must be at least ten members present who are entitled to vote.

A quorum at any executive meeting shall be at least executive members.

A quorum at any sub-committee meeting shall be two.

A quorum must be in attendance within 30 minutes of the start of the meeting or the

meeting shall be postponed.

**6.5 Voting Requirements**

Voting shall be by show of hands and decisions made by a simple majority. In the event of a close vote members may demand a ballot. Two impartial scrutineers must be appointed in the event of a ballot.

**6.6 Procedural Requirements**

Chairperson: all meetings shall be chaired by the President, or in his/her absence the Vice President, or in his/her absence the Immediate Past President, or in his/her absence a member of the executive committee.

Voting shall be by show of hands of those present and decisions shall be reached on a simple majority unless otherwise provided for in these rules.

In the event of a close vote by show of hands, members may call for a recount by secret ballot. Where a ballot takes place two scrutineers are to be appointed.

Minutes shall be taken and recorded at all meetings.

**7.0 FINANCIAL MANAGEMENT**

**7.1 Authority**

The funds and property of the Capital PIA shall be applied solely in promotion of the objects set out in Section 3.0 of this constitution unless Section 10.0 is effected. The executive shall have the following powers and duties:

- i) To borrow and lend funds with or without security.
- ii) To open, operate and close bank accounts. Two signatures are required on cheques. Cheque signatories shall be a maximum of four members of the Executive, nominated by the executive by resolution for the purpose.
- iii) To invest funds in an interest bearing account at a bank approved by the executive. The same signatories apply as in (ii) above.
- iv) The financial powers of the Capital PIA may not be exercised by any individual executive member but by the executive as a whole.

**7.2 Financial Year**

The financial year shall run from the first day of April in each year to the 31st day of March in the following year.

**7.3 Annual Subscriptions and Levies**

The subscriptions for each type of membership shall be determined annually by the Executive. Annual subscriptions shall be due and payable in advance on the Subscription Due Date in each year.

**7.4 Annual Accounts**

The annual accounts shall comprise an Income and Expenditure Account and Balance Sheet. All members shall have the right to receive copies of accounts and the right to inspect the minute book of any general meeting.

**7.5 Auditor**

An auditor shall be appointed at the Capital PIA Annual General Meeting; will hold office for one financial year and be eligible for re-election. Such auditor shall be a qualified Chartered Accountant and shall not be a member of the Executive. Payment of audit fees may be authorised by the Executive.

**8.0 ALTERNATION TO THE CONSTITUTION**

**8.1 Procedure**

Alteration, amendments or additions to these rules shall be made at any General Meeting. A written notice of motion shall be given to the Secretary at least four weeks

prior to the special general meeting at which the motion will be given consideration. Twenty-one clear days' notice shall be given to all Capital PIA members of this Meeting.

No addition to or alternation of the not profit aims, personal benefit clause or the winding up clause shall be approved without the Inland Revenue Department's consideration. The provisions and effect of this clause shall not be removed from this document and shall be included and implied to any document replacing this document.

## **8.2 Acceptance Requirement**

Any alteration, amendment or addition to the constitution shall require a 75% majority vote by ballot.

## **8.3 Interpretation**

- i) The Executive, by simple majority, are empowered to act on their own interpretation of this constitution in the event of any question arising as to its construction or application. Any Capital PIA member(s) aggrieved by such decision may submit the decision for review at a General Meeting to be held within three months of the executive decision.
- ii) If any matter shall arise which is not provided for under this Constitution, the same shall be determined by the executive in such manner as it deems fit. Every such determination shall be binding upon the Capital PIA unless revoked at a General Meeting as in 8.3 (i).

## **9.0 COMMON SEAL**

9.1 The Seal shall be kept under supervision of the Secretary and used only after resolution by the Capital PIA executive.

9.2 The resolution for the fixing of the Common Seal shall be minuted in a special book of record.

9.3 The Seal shall be affixed in the presence of the Secretary or President or any Executive member so authorised by the Executive for that purpose. The signatories shall add after their signature, the capacity in which they have signed.

9.4

## **10.0 WINDING UP**

The Capital PIA shall not be wound up except in accordance with a resolution passed pursuant to Section 24 of the Incorporated Societies Act 1908 and in accordance with the provisions of that Section or by the High Court pursuant to Section 25 of the Incorporated Societies Act.

If upon winding up or dissolution of the organisation there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid or distributed among the members of the organisation but shall be given or transferred to some other organisation or body with similar objects to the first organisation that also has an income tax exemption or for some other charitable purpose within New Zealand.

## **11.0 EXECUTIVE INDEMNITY**

Any Capital PIA Executive member acting in his/her official capacity with the approval of the Capital PIA or the executive who incurs a personal liability shall be indemnified by the Capital PIA provided that the said person has acted honestly and without negligence.

## **12.0 PUBLICATIONS AND ADVERTISING**

The Executive may appoint an editor who may be invited to attend executive meetings to publish a magazine, circular or publication to further the objects of the Capital PIA and may

distribute it among members and also the public either free or at a price to be fixed by the executive. The editor can also undertake to receive advertising revenue for the Capital PIA with any publication so generated.

### **13.0 RESOLUTIONS BINDING**

All resolutions of the Capital PIA in General Meetings in accordance with these Rules shall be binding on all members whether or not they are present at the meeting and a declaration by the Chairman of the meeting that a resolution has been carried or lost together with an entry in the minute book of the Capital PIA shall be conclusive evidence of that fact.