

BELMONT AREA MOUNTAIN BIKE ASSOCIATION INCORPORATED

ALTERATION TO RULES OF SOCIETY

1. Rules 4.1 and 4.2 shall be deleted and replaced with the following:

“4.0 The Objects and Purposes of the Society

- 4.1 The primary purposes of the Society shall be to benefit the community by:

- (a) Promoting, and providing facilities for, mountain biking by the public in the Belmont Regional Park and its nearby public areas (the Park);
- (b) Developing the Park to be a premier destination for mountain biking as a recreational and competitive activity; and
- (c) Represent the interests of mountain bikers with Greater Wellington Regional Council (the Regional Council), other local authorities and stakeholders in relation to the use and management of the Park.

- 4.2 The ancillary purposes of the Society shall be to:-

- (a) Continue and promote the sustainable development and appropriate management of the Park;
- (b) Successfully integrate mountain biking with those activities of other stakeholders and users of the Park;
- (c) Minimise impacts of mountain biking on the environment and Park visitor assets;
- (d) Be the Regional Councils main point of contact with the mountain biking community;
- (e) Strongly represent and promote the mountain biking community's interests;

- (f) Cooperate, consult, liaise and work with the Regional Council, other community and interest groups, other stakeholders in the mountain biking community, relevant statutory authorities, Iwi and other parties to advance the primary purpose of the Society;
- (g) Maintain existing mountain bike trails in the Park and assist the Regional Council with maintenance of multi-use trails throughout the Park;
- (h) Assist other community groups, where agreed, with their activities in the Park;
- (l) Subject to the approval of the Regional Council in each case, take all reasonable steps to facilitate, build and maintain mountain bike trails in the Park, including the provision of appropriate interpretation and signage in order to better meet the diverse needs of the mountain bike community;
- (j) To promote compliance with the New Zealand Mountain Bike Code;
- (k) Promote the Park as a top class event venue and to provide such support as deemed reasonable with the planning, funding and management of any such events;
- (l) Purchase, lease, exchange or otherwise acquire any property including any contract, right or privilege which the Executive Committee deems necessary or desirable for the attainment of any or all of the objects of the Society;
- (m) Sell, lease, bail, exchange or otherwise deal with or dispose of the said property;
- (n) Construct, maintain, improve, remove, replace, manage or control any buildings, erections or amenities, and carry out any works of any kind, which the Executive Committee deems necessary or desirable for the attainment of the objects of the Society;

- (o) Promote and hold functions and entertainments of any kind with or without charge and whether for the exclusive benefit of the members of the Society or not and to use any funds derived therefrom for the furtherance of the objects of the Society;
- (p) Raise funds by levies, subscriptions and any other means and to accept donations and gifts of any kind which funds shall be used for the attainment of the objects of the Society;
- (q) Borrow funds in order to further any or all of the objects of the Society and to do all things necessary for such borrowing including raising and giving securities of any kind which the Executive Committee deems necessary or desirable;
- (r) Invest such funds of the Society as are not required for immediate use with any Bank or like institution approved by the Executive Committee or with an affiliate described in (t) of this rule;
- (s) Engage employees upon such terms as the Executive Committee deems proper;
- (t) Affiliate with any Society, association or body corporate having, in the opinion of the Executive Committee, similar objects or to join or cooperate with or subscribe to the funds of any such Society, association or body corporate for the purpose of better attaining or otherwise furthering the objects or interests of the Society; and
- (u) Do such other things as may, in the opinion of the Executive Committee, be conducive to the attainment of any or all of the foregoing objects of the Society.

4.3 None of the foregoing objects and powers shall entitle the Society to carry on its activities for pecuniary gain except in the furtherance of the above objects and subject to compliance with Section 6 of the Act."

2. The following rules shall be added as new Rules 9.12, 9.13 and 9.14:

"9.12 All income, benefit or advantage must be used to advance the charitable purposes of the Society.

9.13 No member of the Society, or anyone associated with a member, is allowed to take part in, or influence any decision made by the Society in respect of payments to, or on behalf of, the member or associated person of any income, benefit or advantage.

9.14 Any payments made must be for goods or services that advantage the charitable purpose and must be reasonable and relative to payments that would be made between unrelated parties."

3. The first sentence of Rule 10.1 shall be deleted and replaced with the following:

"Annual General Meetings shall be held by 31 May in each year on a date to be fixed by the Executive Committee."

4. Rule 10.2 shall be deleted and replaced with the following:

"At any meeting of members, whether annual or general or special, six members shall constitute a quorum. At a meeting of the Executive Committee four members of the Committee shall constitute a quorum."

5. By the addition of the following sentence at the end of Rule 11.1:

"No alteration, amendment or rescission of these Rules shall be made that in any way detracts from the exclusively charitable nature of the Society."

6. By the deletion of Rule 11.2 and its replacement with the following:

"11.2 Any alteration, amendment or rescission of these Rules shall forthwith be registered with the Registrar of Incorporated Societies".

7. By the deletion of Rule 12 and its replacement with the following:

"12.0 Winding Up and Disposal of Surplus Funds

12.1 The Society may at any time be wound up by the resolution of a majority of the financial members present at any general meeting of the Society. Notice of the passing of such resolution shall be given by the Executive Committee to the Registrar of Incorporated Societies. In the event of such winding up the property of the Society shall, subject to the payment of its debts and liabilities and the costs and expenses of the winding up, be transferred to any association, which has substantially the same objects as the Society, for a similar charitable purpose or purposes as defined in section 5(1) of the Charities Act 2005 or any Act in substitution therefore".

8. The following Rules shall be added as new Rules 13, 14 and 15.

"13.0 Charities Commission

13.1 The Executive Committee may at any time after the execution of this document apply to the Charities Commission for registration as a charitable entity under the Charities Act 2005.

14.0 Conflicts of Interest

14.1 If a members interest or duties in a particular matter conflict with his or her duties to the Society and its Objects, including potential conflicts of interest, the member must declare that interest to the Society and the declaration must be recorded in the minutes of the meeting.

14.2 The member may still exercise their vote as long as the member is satisfied that their vote is made in the best interests of the Society and its Objects.

14.3 For the avoidance of doubt, no member shall take part in, or influence any decision made by the Society in respect of payments to, or on behalf of, that member of any income, benefit or advantage.

- 15.0 No private pecuniary profit of any individual and exceptions
- 15.1 No private pecuniary profit shall be made by any person involved in the Society, except that:
- (a) Any member is not entitled to be reimbursed out of the assets of the Society for any expenses which he or she properly incurs in connection with the affairs of the Society, unless the circumstances are such that the Executive Committee agrees that it is appropriate to do so.
 - (b) The Society may pay reasonable and proper remuneration to any officer or servant of the Society (whether a member or not) in return for services actually rendered to the Society.
 - (c) A member may be paid all usual professional, business or trade charges for services rendered, time expended and all acts done by that member or by any firm or entity of which that member is a member, employee or associate, in connection with the affairs of the Society. Any such payment must be authorised by the Executive Committee (or the other members of the Executive Committee if that member is also a member of the Executive Committee) and certified by the Executive Committee as being fair and reasonable (having regard to the level of remuneration that would be paid in an arms-length transaction).
 - (d) Any member may retain any remuneration properly payable to that person by any company or undertaking with which the Society may be in any way concerned or involved for which that person has acted in any capacity whatever, notwithstanding that the persons connection with that company or undertaking is in any way attributable to that persons connection with the Society.
- 15.2 The Executive Committee, in determining all reimbursements, remuneration and charges payable in terms of this clause, shall ensure that all reimbursements, remuneration and charges are agreed to by the Executive Committee.