

10040788733

ADOPTION, ALTERATION OF RULES

(Section 7 (b) and 21)

*Please note that the information in this form should be either
typewritten or printed or neatly handwritten in block capitals
When completing this form, please refer to notes overleaf*

This form can be obtained from our website at [http //www companies govt nz](http://www.companies.govt.nz)

Society
Name

HARBOUR CAPITAL MASTER SWIMMERS INCORPORATED

Society Number

1197658

I, BARRY CAMPBELL LAKE
of WELLINGTON

do solemnly and sincerely declare as follows _____

- 1 That I am* a member of ~~the Society~~ to the abovenamed Society
- 2 That annexed hereto and marked with the letter "A" is ~~are~~
 - * (a) the rules, signed or sealed, which have been adopted by the society, a majority of whose members have consented to the application for incorporation, ~~or~~
 - * (b) ~~the alteration of rules of the society, which alteration has been made in accordance with the rules of the society~~
- 3 That the rules comply with section 6 of the Incorporated Societies Act 1908

And I make the solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Oaths and Declaration Act 1957

Declared at Wellington
this 13th
day of March
Year 2002 (before me)

OK

A Solicitor, Justice of the Peace or other person authorised to take a Statutory Declaration

A Solicitor of the High Court of New Zealand

Presented by BARRY LAKE
Postal Address P O BOX 11357
MANNERS STREET
WELLINGTON 8

Account No _____
Telephone 021 648 041
Facsimile _____

BUSINESS & REGISTRIES
BRANCH
15 MAR 2002
WELLINGTON

*Delete whichever is not applicable



COMPANIES
NEW ZEALAND
OFFICE

The Incorporated Societies Act 1908
Application for

INCORPORATION OF A SOCIETY

(Section 7 (a))

Document Number

(for office use only)

*Please note that the information in this form should be either
typewritten or printed or neatly handwritten in block capitals
When completing this form, please refer to notes overleaf*

This form can be obtained from our website at [http //www companies govt nz](http://www.companies.govt.nz)

Name of
Proposed
Society

HARBOUR CAPITAL MASTER SWIMMERS
INCORPORATED

Name Reservation
Number

Proposed
Address of
Registered
Office

19 MCKINLEY CRESCENT
BROOKLYN
WELLINGTON

Postal Address
to which
Communications
from the
Registrar may
be sent

HARBOUR CAPITAL MASTER SWIMMERS INC
PO BOX 14-737
KILBIRNIE
WELLINGTON

We, the several persons whose names are subscribed hereto, being members of the above-mentioned society, hereby make application for incorporation of the society under the rules accompanying this application, in accordance with the Incorporated Societies Act 1908

Presented by

BARRY LAKE
PO BOX 11357
MANNERS STREET
WELLINGTON

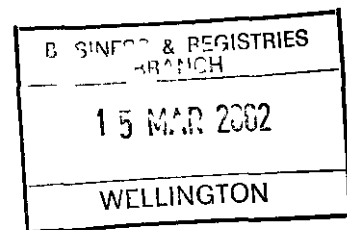
Account No

Postal Address

Telephone

021 648 041

Facsimile



APPLICATION FOR INCORPORATION

Name of Proposed Society HARBOUR CAPITAL MASTER SWIMMERS INCORPORATED

APPLICANTS The following person are the applicants of the proposed society

APPLICANT		WITNESS*	
1 Full Name <u>LESLEY LAZARIDES</u> Residential Address <u>TOP FLAT, 69 KIAMU RD HATAITAI, WELLINGTON</u> Occupation <u>Acc Mgr</u> Signature <u>[Signature]</u>	Full Name <u>BARRY CAMPBELL LAKE</u> Residential Address <u>15 Punjab St Khandallah, Wgtn</u> Occupation <u>Analyst</u> Signature <u>[Signature]</u>		
2 Full Name <u>Colin Stewart Blakeley</u> Residential Address <u>2/50 Bristol St Newtown Wellington</u> Occupation <u>Credit Controller</u> Signature <u>[Signature]</u>	Full Name <u>BARRY CAMPBELL LAKE</u> Residential Address <u>15 Punjab St Khandallah, Wgtn</u> Occupation <u>Analyst</u> Signature <u>[Signature]</u>		
3 Full Name <u>LYLE OWEN THORSON</u> Residential Address <u>67 SOUTHGATE RD MEEHOLE WELINGTON</u> Occupation <u>COORDINATOR</u> Signature <u>[Signature]</u>	Full Name <u>BARRY CAMPBELL LAKE</u> Residential Address <u>15 Punjab St Khandallah Wgtn</u> Occupation <u>Analyst</u> Signature <u>[Signature]</u>		
4 Full Name <u>Anne Nicholson</u> Residential Address <u>47 Hawker St Mt Victoria, Wellington</u> Occupation <u>Teacher</u> Signature <u>[Signature]</u>	Full Name <u>BARRY CAMPBELL LAKE</u> Residential Address <u>15 Punjab street Khandallah Wgtn</u> Occupation <u>Analyst</u> Signature <u>[Signature]</u>		
5 Full Name <u>Diane Owens</u> Residential Address <u>8/185 VICTORIA ST WELINGTON</u> Occupation <u>MANAGER</u> Signature <u>[Signature]</u>	Full Name <u>BARRY CAMPBELL LAKE</u> Residential Address <u>15 Punjab street Khandallah Wgtn</u> Occupation <u>Analyst</u> Signature <u>[Signature]</u>		
6 Full Name <u>St ephon MINTO</u> Residential Address <u>47 Hawker St Mt Victoria Wgtn</u> Occupation <u>CIVIL SERVANT</u> Signature <u>[Signature]</u>	Full Name <u>BARRY CAMPBELL LAKE</u> Residential Address <u>15 Punjab street Khandallah Wgtn</u> Occupation <u>Analyst</u> Signature <u>[Signature]</u>		
7 Full Name <u>GEOFF VAN DEN BOS</u> Residential Address <u>87 BROUGHAM ST MT VICTORIA</u> Occupation <u>ENGINEER</u> Signature <u>[Signature]</u>	Full Name <u>BARRY CAMPBELL LAKE</u> Residential Address <u>15 Punjab Street Khandallah Wgtn</u> Occupation <u>Analyst</u> Signature <u>[Signature]</u>		
8 Full Name <u>JOHN DARBY</u> Residential Address <u>TOP FLAT 44 REBBIE STREET ISLAND BAY</u> Occupation <u>FINEST CONSULTANT</u> Signature <u>[Signature]</u>	Full Name <u>BARRY CAMPBELL LAKE</u> Residential Address <u>15 Punjab street Khandallah Wgtn</u> Occupation <u>Analyst</u> Signature <u>[Signature]</u>		
9 Full Name <u>PHILIP KERRY JOHNSON</u> Residential Address <u>3 DOUGLAS ST ISLAND BAY</u> Occupation <u>MANAGER</u> Signature <u>[Signature]</u>	Full Name <u>BARRY CAMPBELL LAKE</u> Residential Address <u>15 Punjab St Khandallah Wgtn</u> Occupation <u>analyst</u> Signature <u>[Signature]</u>		
10 Full Name <u>ROGER GERARD MORONEY</u> Residential Address <u>2/615 EVANS BAY PARADE KILBIRNIE</u> Occupation <u>CIVIL SERVANT</u> Signature <u>[Signature]</u>	Full Name <u>BARRY CAMPBELL LAKE</u> Residential Address <u>15 Punjab St Khandallah Wgtn</u> Occupation <u>analyst</u> Signature <u>[Signature]</u>		
11 Full Name <u>SHERYL ANN MITCHELL</u> Residential Address <u>13 RUTH GROVE KARORI</u> Occupation <u>RECREATIONIST</u> Signature <u>[Signature]</u>	Full Name <u>BARRY CAMPBELL LAKE</u> Residential Address <u>15 Punjab St Khandallah Wgtn</u> Occupation <u>analyst</u> Signature <u>[Signature]</u>		
12 Full Name <u>Linda san Ebelele</u> Residential Address <u>2/50 Bristol St Wellington</u> Occupation <u>Sales Rep</u> Signature <u>[Signature]</u>	Full Name <u>BARRY CAMPBELL LAKE</u> Residential Address <u>15 Punjab St Khandallah Wgtn</u> Occupation <u>analyst</u> Signature <u>[Signature]</u>		
13 Full Name <u>CHRIS LAZARIDES</u> Residential Address <u>TOP FLAT, 59 KIAMU ROAD HATAITAI, WELLINGTON</u> Occupation <u>MANAGER</u> Signature <u>[Signature]</u>	Full Name <u>BARRY CAMPBELL LAKE</u> Residential Address <u>15 Punjab street Khandallah Wgtn</u> Occupation <u>analyst</u> Signature <u>[Signature]</u>		
14 Full Name <u>Paul Williams</u> Residential Address <u>19 walnut way Maungaraki, Lower Hutt</u> Occupation <u>Bar Manager</u> Signature <u>[Signature]</u>	Full Name <u>BARRY CAMPBELL LAKE</u> Residential Address <u>15 Punjab street Khandallah Wgtn</u> Occupation <u>Analyst</u> Signature <u>[Signature]</u>		
15 Full Name <u>Suzanne West</u> Residential Address <u>21 ARIKI ST Lower Hutt</u> Occupation <u>prop/manag</u> Signature <u>[Signature]</u>	Full Name <u>BARRY CAMPBELL LAKE</u> Residential Address <u>15 Punjab street Khandallah, Wgtn</u> Occupation <u>Analyst</u> Signature <u>[Signature]</u>		

Dated this ELEVENTH day of MARCH Year 2002 *A person who is an applicant cannot be witness to other applicants

"A"

THE INCORPORATED SOCIETIES ACT 1906

**CONSTITUTION AND RULES OF
HARBOUR CAPITAL MASTER SWIMMERS INCORPORATED**

1 NAME

The name of the Club shall be Harbour Capital Master Swimmers Incorporated

2 COLOURS

The colours of the Club shall be Green and White or Black and Gold

3. INTERPRETATION

In these rules and in any by-laws made in accordance with these rules unless inconsistent with the context

The singular shall include the plural and the plural the singular
"Club" shall mean the Harbour Capital Master Swimmers Incorporated
"Committee" shall mean the Committee set up under Rule 12 a hereof

4 OBJECTS

The objects for which the Club is incorporated are

- a To foster, develop and otherwise promote swimming as a means to health, fun, fitness and competition
- b To assist and foster the objects of Masters Swimming in New Zealand and elsewhere
- c To promote the social activities of the members and the raising of funds for the general purposes of the Club To assist and promote any movement idea suggestion or enterprise which in the opinion of the Club may be of practical help in giving effect to the objects of the Club
- d To adopt such means as may seem expedient for making known or carrying out any of the objects of the Club and in particular by advertising the publication of books and periodicals and by any other means
- e To subscribe to become a member of and/or co-operate with any society whether incorporated or not whose objects are altogether or in part similar to those of this Club and to procure from and communicate to such society any information that may be likely to benefit the objects of this Club
- f To purchase take on lease or otherwise acquire land, buildings and premises, to erect maintain alter or repair any buildings or erections or other property, to purchase hire or otherwise acquire chattels of all descriptions and to manage let sell exchange dispose of or otherwise deal with any property of the Club
- g To borrow, raise or secure the payment of moneys by any means in particular by the issue of charges bonds obligations guarantees mortgages or other securities charged upon all or any of the property of the Club and to draw make accept endorse and discount execute issue and negotiate cheques promissory notes bills of exchange bills

of lading warrants debentures and other negotiable or transferable instruments and to execute guarantees

- h To buy hire or otherwise acquire chattels of all descriptions books, papers, machines, apparatus and other things required for or of use in connection with the affairs of the Club

5 AFFILIATION

The Club shall affiliate with and continue affiliation with the New Zealand Masters Swimming Incorporated and shall conform to and abide by the rules and regulations for the time being of that organization

6 MEMBERSHIP

- a Eligibility for membership of the Club shall be in accordance with the rules of New Zealand Masters Swimming Incorporated or in such other way as the Committee may from time to time decide
- b Every applicant for membership shall agree in writing to comply with all the rules of the Club by completing an application for membership form in such manner as the Committee may from time to time determine
- c All applications for membership must be accepted, deferred or refused at the next committee meeting The Committee shall have the right to refuse any application for membership in its absolute discretion

7 LIFE MEMBERSHIP

The Club in general meeting may elect any person who has rendered signal service to the Club to be a life member of the Club and any person so elected shall be entitled to all the privileges of membership but shall not be liable for any subscription

8 CESSATION OF MEMBERSHIP

- a A member shall cease to be a member –
 - (1) Upon death
 - (2) Upon suspension in accordance with the rules hereof
 - (3) Upon resignation
- b The Committee may expel a member from membership if that person has failed for a period of two months to pay their subscription or any other moneys due under these Rules
- c The Committee may suspend any person from membership or cancel any membership if it is satisfied that the continuation of such membership is not in the best interests of the Club provided that before resolving so to do the Committee shall give not less than seven (7) days notice of its intention to act under this rule to the person concerned and afford that person the opportunity to appear before the Committee to show cause why such an order of suspension or dismissal should not be made

9 SUBSCRIPTION

- a The annual subscription in respect of membership for each calendar year shall be such sum as fixed by the preceding Annual General Meeting or by a Special General Meeting called by the Secretary during November for this purpose

- b All subscriptions shall become due and be payable on the first day of January following the Annual General Meeting or Special General Meeting so held
- c No member whose subscriptions are in arrears for more than two calendar months shall be entitled to take part in the activities of the Club

10 MANAGEMENT

- a The Management of the affairs of the Club shall be vested in a Committee appointed or elected in accordance with these rules
- b Any member of the Committee who fails to attend any three consecutive meetings of the Committee without adequate cause shall cease to be a member of the Committee
- c The Committee may appoint any other person to fill any casual vacancy in its number
- d The Committee may appoint sub-committees for any purpose and may discharge the same The President of the Club shall be an ex officio member of any such subcommittee Any such subcommittee shall include at least one other member of the Committee

11 OFFICERS

- a The officers of the Club, all of whom shall be elected at the Annual General Meeting, shall be
 - (1) President
 - (2) Secretary
 - (3) Treasurer (who may also be the Secretary)
- b Members present at an Annual General Meeting may appoint such other officers as it may deem necessary and may prescribe their duties
- c Where an officer of the Club for any reason is unable to continue in that office the Committee shall appoint one of its number to fill such casual vacancy

12 COMMITTEE

- a The Committee shall consist of the President, the Secretary, the Treasurer and not more than six (6) other persons duly elected at the Annual General Meeting The offices of Treasurer and Secretary may be combined
- b The Committee shall continue in office from the conclusion of the Annual General Meeting at which it is elected until the conclusion of the next succeeding Annual General Meeting
- c Three members personally present shall form a quorum of the Committee
- d The Committee may meet at such times as it thinks fit and a meeting of the Committee may be summoned at any time by the President or by the Secretary or requisitioned by any three committee members of the Club and in the case of a meeting convened by requisition the same shall be held at the date not later than fourteen days from the receipt of the requisition and in the event of the Secretary failing to call the meeting the person or persons signing the requisition or a majority of them may themselves convene the meeting Any requisition under this rule must be addressed to the President and the Secretary Any requisition addressed to the Secretary under this Rule shall set out specifically the business that it is intended that the Committee Meeting

shall deal with At any such committee meeting only the business set out in the notice convening the meeting shall be dealt with

- e The Committee shall have power to appoint from among its members an Executive Committee for the purpose of the day to day transaction of the business of the Club and to fulfil the functions of the Committee between Committee meetings but all decisions of the Executive Committee shall be subject to ratification at the next ensuing meeting of the Committee or shall lapse The Executive Committee shall present to each meeting of the committee a report of the transactions effected by it during the then past period
- f Only financial members of the Club may be elected to the Committee

13. DUTIES OF OFFICERS

a **President**

The president shall chair all General meetings of the Club and of the Committee and shall have a casting and deliberative vote at all such meetings In the event of the President not being present at a validly called meeting of the committee or validly called General Meeting then such person as the Committee or the General Meeting as the case may elect, shall be Chairperson for the purposes of that Meeting Any such person so elected Chairperson shall have all the powers the President would have if present

b **Secretary**

The Secretary shall in addition to any other duties normally performed by that office or required to be performed under these Rules or the terms of appointment

- (1) Conduct the correspondence of the Club, and
- (2) convene and attend all meetings of the Club and of the Committee or the Executive Committee either personally or by deputy and properly record the minutes, and
- (3) make provision for the safe custody of the Common Seal, the books and records and other documents of the Club, and
- (4) carry out other duties as may be required by the Committee

c **Treasurer**

The Treasurer shall in addition to all other duties normally required of that office

- (1) Receive all moneys, cheques, bills and negotiable instruments payable to the Club and forthwith upon receipt place the same to the credit of the Club in some Bank as directed from time to time by the Committee and subject to the provisions of these Rules and the directions of the Committee pay out the same according to the specific general directions of the Committee
- (2) Keep a correct account of all monies received and paid and prepare annual financial statements to present to the members at the Annual General Meeting together with an Audit opinion thereof
- (3) Keep a register of all active Club members showing their name, contact details and membership type and when given, their gender, age and date of birth
- (4) Filing all required statutory reports and returns with the appropriate authorities

d **The Committee**

The Committee shall in addition to their normal duties

- (1) Foster and direct all the active operations of the Club
- (2) Liaise on behalf of the Club with the Pool Manager of any swimming complex used by the Club
- (3) Make provision for the safe custody of all the personal property of the Club except that covered by Rule 13 b (3)

14. AUDITOR

The annual financial statements of the Club shall be audited and reported upon by an Auditor duly appointed by the Annual General Meeting. In the case of the death, resignation or incapacity of the Auditor so appointed or if no Auditor has been appointed the Committee shall appoint one.

15 BANK ACCOUNTS

- a The funds of the Club shall be under the sole control of the Committee which shall cause a Bank account or accounts to be opened and determine the methods of operation and as to the investment of funds that are not immediately required, provided such funds are only invested with an "approved trustee investment"
- b All disbursements from the accounts of the Club are to be by cheque or voucher signed by any two of the President, the Treasurer or the Secretary. If the offices of Treasurer and Secretary are combined or, it is deemed inappropriate for the President, the Treasurer or the Secretary to be a signatory, any one of the other Committee members shall be the other authorised officer appointed to sign cheques or vouchers. No moneys shall be paid (except in an emergency) otherwise pursuant to a decision duly entered in the minute book of the Committee or a General Meeting of the members.

16 THE COMMON SEAL

The Common Seal of the Club shall be kept in the custody of the Secretary and shall not be affixed to any document except pursuant to a resolution of the Committee and in the presence of an Officer of the Club appointed for the purpose and the Secretary both of whom shall attest the due execution thereof.

17 INFORMATION TO NEW ZEALAND MASTERS SWIMMING INCORPORATED

The Committee shall see to the due dispatch to the New Zealand Masters Swimming Incorporated any matters concerning any members which may properly be required by New Zealand Masters Swimming Incorporated to be supplied to them by Clubs affiliated to it.

18 ANNUAL GENERAL MEETINGS

- a The Annual General Meeting of the Club shall be held not later than the 31st day of March in each year. The Secretary shall give at least fourteen days notice of the meeting to each member either personally or by advertisement in one of the major Wellington daily newspapers.
- b The business of the Annual General Meeting shall be –
 - (1) To receive the Annual Report and the financial statements
 - (2) To elect officers
 - (3) To appoint an Auditor
 - (4) To consider motions of which notice has been given
 - (5) To transact any general business acceptable to the meeting

19 SPECIAL GENERAL MEETINGS

- a A special general meeting shall be convened by the Secretary in terms of Rule 9 a or upon a direction to that effect from the President or by resolution of the Committee or by ten members of the Club and in the case of a meeting convened by requisition the same shall be held at the date not later than twenty-one days from the receipt of the requisition and in the event of the Secretary failing to call the meeting the person or

persons signing the requisition or a majority of them may themselves convene the meeting Any requisition under this Rule shall be delivered to both the President and the Secretary and publicly displayed at the club's weekly swim sessions Any requisition addressed to the Secretary under this Rule shall set out specifically the business that it is intended that the General Meeting shall deal with At any such special general meeting only the business set out in the notice convening the meeting shall be dealt with

- b Any notice of motion shall be in writing addressed in the first place to the Secretary and shall be delivered not later than fourteen (14) days prior to the meeting a which it is desired it shall be dealt with

20 APPEALS

Any member of the Club may appeal to the Committee against any decision of any Officer, Committee or Subcommittee of the Club Any such appeals shall be in writing addressed to the Secretary of the Club and shall set forth specifically the decision appealed against and the grounds of the appeal The Secretary shall upon receipt of such appeal arrange for it to be heard and determined by the Committee and the Appellant and the Official or Officials appealed against shall have the right to appear before the Committee before a determination is made thereon There shall be no appeal to the Committee under this Rule on a matter of fact

21 INDEMNITY

No action at law or otherwise shall lie in favour of members or their executors or administrators against any member of the Club or its Committee or any officer of the Club for or in respect of any act, matter or thing done omitted or suffered in pursuance of these Rules and that notwithstanding any irregularity or informality occurring in or about the doing omitting or suffering thereof

22. ALTERATION OF RULES

These Rules or any of them may be altered added to or rescinded by resolution passed at a duly constituted general meeting of the Club by a majority of the members present in person and entitled to vote provided that the notice convening such a meeting shall set out the alterations of the Rules to be considered thereat and shall indicate the general nature of the proposed alterations The Inland Revenue Department is to be notified immediately of any change to the Rules of the club that affects the tax exempt status of the Club (including rescinding this sentence)

23 PECUNIARY GAIN

Any income, benefit or advantage shall be applied to the objectives of the club No member of the club or any person associated with a member shall participate in or materially influence any decision by the club in respect of the payment to or on behalf of that member or associated person of any income, benefit or advantage whatsoever

Any payment to a member or associated person of that member shall not be more than is reasonable and relative to that which would be paid in an arms length transaction (being open market value)

24 BY-LAW

The committee or the Club in general meeting may at any time make such regulations and by-laws for the conduct of the Club or of its members, as it shall be considered necessary

Such regulations or by-laws shall not in any way conflict with these Rules nor be repugnant to the Incorporated Societies Act 1908

25 VOTING

Only financial members shall be entitled to vote at any meeting of the Club and at all meetings voting shall be on the voices save where a vote is challenged, when a show of hands shall be taken or voting shall be by secret ballot if the motion so calls. Proxy votes shall not be allowed. In all contested offices at the Annual General Meeting the voting shall be by secret ballot. At all meetings the President will have the right to a casting vote if necessary.

26 FINANCIAL YEAR

Each financial year of the Club shall be a calendar year commencing 1 January and ending 31 December.

27. SPONSORSHIP

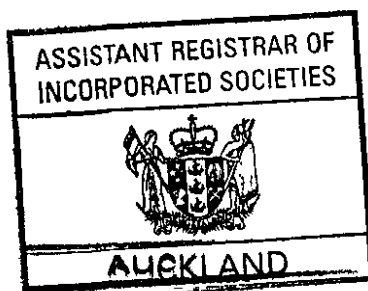
The Club may accept such sponsorship as the Committee determines appropriate from time to time.

28 DISPUTES

If any question or dispute shall arise as to the construction of these Rules or any of them or the application thereof the decision of the Committee thereon shall be final and binding upon all members.

29 WINDING-UP

- a The Club shall be wound up at a General Meeting of which notice has been given if a majority of those persons present pass a resolution to that effect and such resolution is duly confirmed by a similar majority at a subsequent general meeting called for that purpose and held not less than thirty days later.
- b If upon such winding-up or dissolution of the Club whether voluntarily or otherwise there remains after satisfaction of all the debts and liabilities any property whatsoever it shall be transferred to the New Zealand Masters Swimming Incorporated or alternatively shall be given to some other organisation or body having objects similar to the objects of the Club, or to some other charitable organisation or purpose, within New Zealand.



Incorporated this 15
day of March 2002

R. Sellick
R. SELLICK
Assistant Registrar of Incorporated Societies