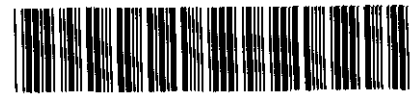


Incorporated Society Rules Statutory Declaration



10046787675



The Incorporated Societies Act 1908 (Sections 7 and 21)
This form is available online at www.societies.med.govt.nz

Use this form when submitting an application to incorporate a society OR when a society files an alteration to its rules.

Name of Society

EAST COAST BAYS UNITED SOFTBALL CLUB INCORPORATED.

Society Number

222397

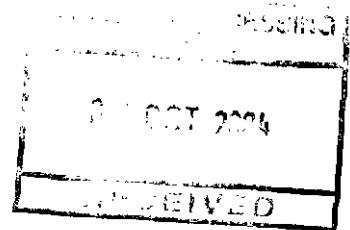
I, SHARON JEAN KAWE (name of person making declaration)
of 23 CANTIVA AVENUE GLENFIELD (residential address)

do solemnly and sincerely declare that:

- I am a member of / ~~solicitor to (delete one)~~ the above society, and
- The attached ~~rules~~ / alteration to the rules (delete one) comply with section 6 of the Incorporated Societies Act 1908 (see below for list of criteria), and
Either (this option applies to applications to incorporate a society ~~if~~ delete if not applicable)
- ~~The majority of members of the society consent to this application for incorporation~~
Or (this option applies for alterations to existing rules of an incorporated society ~~if~~ delete if not applicable)
- The alteration to the rules has been made in accordance with the rules of the society

F# 13

26 OCT 2004



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

Declared at AUCKLAND (place)

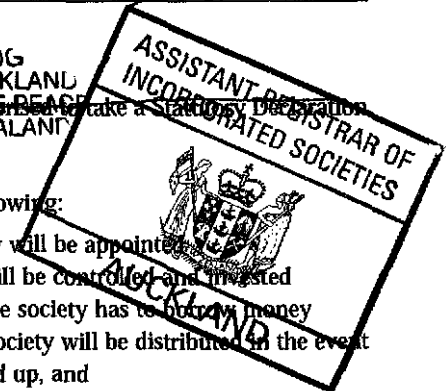
this 24th (day) name of society member / solicitor Sharon Jean Kawe

day of September (month) Signature of society member / solicitor [Signature]

20 04 (year)

before me: [Signature] Solicitor / Justice of the Peace / ~~other person authorized to take a Statutory Declaration~~
(delete as applicable)

VJ GILLING
RETIRED-AUCKLAND
JUSTICE OF THE PEACE
FOR NEW ZEALAND



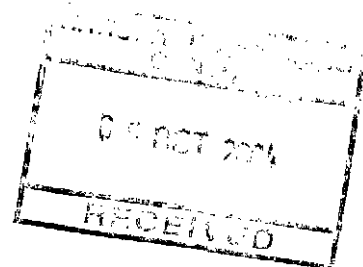
Note: Section 6 of the Incorporated Societies Act 1908 requires a society's rules to include the following:

- ✓ 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 stop 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
- ✓ 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, and
- ✓ How the rules of the society can be altered.

Completed by Name and postal address
**SJK Chartered Accountants
PO Box 40-024
Glenfield**

Other details Telephone 09 4800620
Ema _____
Post to Registrar of Incorporated Societies
Ministry of Economic Development
Private Bag 92061
Auckland Mail Centre 1020

Rules of the



East Coast Bays United Softball Club Incorporated

1 NAME

The name of the club will be EAST COAST BAYS UNITED SOFTBALL CLUB INCORPORATED (hereafter called "the Club")

2 COLOURS

The Club colours shall be in green, yellow and white or as the members shall from time to time determine.

3 REGISTERED OFFICE

The registered office of the Club shall be in such place in New Zealand as the committee shall from time to time appoint.

4 INTERPRETATION

In the interpretation of these Rules unless there be something in the subject or context inconsistent herewith:-

- a) "The Club" means the EAST COAST BAYS UNITED SOFTBALL CLUB INCORPORATED.
- b) "The Office" means the registered office for the time being of the Club.
- c) "The Register" means the register of Members.
- d) "Year" means the Club's financial year.
- e) "Month" means calendar month.
- f) "In Writing" and "written in" includes printing lithograph and other means of representing or reproducing words in a visible form.
- g) "The Executive" means the Executive of the Club constituted as hereinafter mentioned.
- h) Words importing the singular number may include the plural number and vice versa, and words importing the masculine gender may include the feminine gender.
- i) Words importing persons include corporations.
- j) "The Rules" means these rules or other rules of the Club for the time being in force.



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- k) "The Act" means "The Incorporated Societies Act 1908" and its amendments and any statutory provisions for the time being in force in addition or substitution for the same.

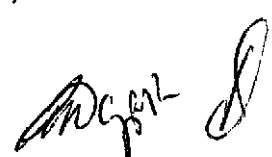
5 OBJECTS

The objects of the Club are:-

- a) To acquire and take over the property and affairs of the existing unincorporated Club known as East Coast Bays United softball Club together with all rights, privileges and other assets, liabilities, obligations and agreements whatsoever of the said Club and to enter into, adopt and carry out with or without modification all such agreements and do and execute all such acts, deeds, matters and things as may be necessary or expedient for the purposes aforesaid.
- b) To promote the amateur game of Softball and other games calculated to promote social spirit amongst members of the Club.
- c) To provide a playing area or areas and to maintain the same and to provide club-houses, pavilions and other necessary conveniences in connection therewith.
- d) To purchase, lease or otherwise acquire land, buildings or other property used in connection with any of the objects of the Club and to sell, lease, mortgage or otherwise dispose of the same.
- e) To co-operate with any other Club or 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 any such Club or society such information as may be likely to forward the objects of this Club.
- f) To uphold and maintain the just claims of members of the Club individually and collectively.
- g) To seek redress of wrongs from which all or any of the members generally may from time to time suffer.
- h) To do such other lawful things as are incidental or conducive to the attainment of the foregoing objects.

6 MEMBERSHIP

- a) The signatories hereto shall be the first members of the Club.
- b) New members must apply on a Registration form and be nominated and seconded by two financial members of the Club, and approved by the executive. The registration form shall be in or to the effect of the form 1 in the Schedule hereto.
- c) The membership shall consist of Officers, Executive, playing members, Honorary members and Life Members who upon payment of subscriptions and fees as laid down by the presiding Executive, shall



be entitled to all privileges of membership in terms of the rules of the Club and shall be bound by any action or vote cast by his or her duly accredited representatives.

7 LIFE MEMBERS

The Annual or a Special General Meeting of the Club shall have power to elect to Life membership of the Club such person or persons who have performed signal service to the Club. The vote of the members must be 75 percent of those present. Not more than one life member may be elected in any one year. Nominations must be received by the Secretary at least two months before the Annual General Meeting or a Special General Meeting called for the purpose, and shall be submitted to the Annual General Meeting or a Special General Meeting, at the discretion of the Executive.

8 OFFICERS OF THE CLUB

Patron, President, Vice-President, Secretary or Secretary-Treasurer, Executive Members. The officers shall be elected at the Annual General Meeting. The Executive shall consist of President, who shall be Chairman, and not less than four duly elected members plus Secretary, Treasurer or Secretary-Treasurer and Club Captain. There shall be at least one women's representative on the Executive. In the absence of the President the Executive shall elect a Chairman. The office of Patron and Vice President shall be honorary. There shall be no limit on the number of Vice-Presidents.

9 MANAGEMENT

The management and control of the affairs of the Club shall be vested in the Executive who may exercise all or any power to do all acts and things which may be done or exercised by the Club.

10 REGISTER OF MEMBERS

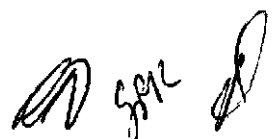
There shall be a register of members kept by the Secretary of the Club and such register shall contain the name occupation and address of each member and such other particulars as the Club shall from time to time prescribe.

11 RESIGANTION OF MEMBER

Any member may resign his membership by giving to the Secretary not less than ten days written notice to that effect and paying his fees and subscriptions theretofore due.

12 DEATH OF MEMBER

Upon the death of a member he shall ipso facto cease to be a member but without releasing him or his representatives from any antecedent liability to the Club.



13 FORFEITURE OF MEMBERSHIP

- a) Any member of the Club may be expelled by the majority vote of a Special General Meeting of the Club called for that purpose but without releasing him from any antecedent liability to the Club.
- b) If he is in arrears with his annual subscription or fees for a period of three months after the same shall become due and if after that period he shall neglect for one month after application made to him in writing by the secretary to pay such arrears.
- c) .Whenever any person shall cease to be a member of the Club his name shall be removed from the register and he shall from the date of his ceasing to be a member cease to have any claim or interest in the Club.

14 VACATION OF OFFICE

The office of a member of the Executive may be declared vacant by the Executive and such member shall thereupon cease to be a member of the Executive Committee.

- a) If he sends to the Executive Committee his written resignation of his office.
- b) If he be absent from three consecutive meetings of the Executive Committee without leave of absence granted by the Executive.
- c) If he is convicted of an indictable offence.
- d) If he be found or become of unsound mind.
- e) If he be removed from office by a Majority resolution at a Special General meeting of the Club.

15 FINANCE OF OFFICE

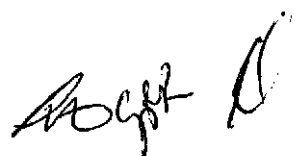
The financial year of the Club shall be from the first of July to the thirtieth of June next following or such other period as the Club shall from time to time determine.

16 ANNUAL GENERAL MEETING

The Annual General Meeting of the Club shall be held before the first day of September in each year at such time and place as shall be fixed by the Executive. Seven days' notice of such meeting stating the nature of the business to be dealt with thereat shall be sent to members by circular. A Quorum for any Annual General Meeting shall be ten members.

17 SPECIAL GENERAL MEETING

Any six members of the Club shall have the right to call a Special General Meeting. Such application shall be made in writing to the Secretary who shall call a meeting within fourteen to twenty-one days of receiving such notice.



18 ORDER OF BUSINESS

- a) The order of business for every General Meeting, Annual, ordinary or extraordinary shall be prepared by the Secretary.
- b) In the case of an annual general meeting the order paper shall include:-
 - i) A report of the proceedings of the Club during the year.
 - ii) A duly audited Balance Sheet and Income and Expenditure account for the year.
 - iii) The election of officers for the ensuing year.
 - iv) Any other business which concerns the Club.

19 PROCEDURE AT MEETINGS

- a) At all General Meetings the President or in his absence any other duly elected Chairman shall take the chair.
- b) On all questions whether upon an election or consideration of a motion or amendment every member lawfully present shall be entitled to one vote to be exercised in person but not by proxy and such voting shall be by show of hands unless a ballot is called for.
- c) On all questions (elective or otherwise) the President or other person occupying the chair shall have a deliberative vote and in the case of an equality of votes he shall have a further casting vote.

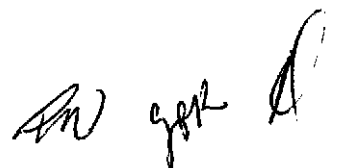
20 DUTIES OF EXECUTIVE

The Executive shall have the power to make all decisions regarding:- Finance.

- a) Number and grading of teams.
- b) Admission of new members to Club.
- c) Appointments of coaches and managers of teams in all matches.
- d) .All other matters pertaining to the running of the Club.

A decision of the Executive can only be overruled by a General Meeting of the Club duly called by the Secretary or by a Special General Meeting as provided for herein. The Executive has the power to co-opt not more than three members who shall become full members of the Executive with full voting power. Any member or team shall have the right to appear before the Executive to appeal against a decision.

A Quorum for any Executive Meeting shall be four members. The Executive shall meet at least every fortnight during season or more if necessary. The Secretary shall give notice of Executive Meetings.



21 CONTROL AND USE OF FUNDS

- a) The Executive shall establish control and administer such Banking accounts as it shall deem necessary or appropriate and for all or any of its purposes with such trading and/or savings banks as shall from time to time be fixed by the Executives.
- b) The control and power of investment of Club funds shall be vested in the Executive.
- c) All moneys received by or on behalf of the Club shall forthwith be paid to the credit of the Club in the appropriate bank accounts.
- d) All cheques shall be signed by any two signatures of c, nominated by the Executive.
- e) **Personal Benefit**
Notwithstanding anything expressed or implied in these rules, the activities of the Club shall not be carried on for the personal pecuniary profit or benefit of any member or individual or associated person.
- f) **Payments To Members**
No member of the Club 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 or advantage whatsoever. Any such income shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value).

22 ACCOUNTS AND AUDIT

- a) The Executive shall cause true accounts to be kept of all moneys received and expended by the Club for whatsoever purpose and the matters in respect of which such receipts and expenditure takes place and of the assets, credits and liabilities of the Club.
- b) The books of accounts shall be kept in the custody of the Secretary or as the Executive thinks fit.
- c) A Balance Sheet containing a summary of the property and liabilities of the Club on that day and the yearly accounts of receipts and expenditure to that day shall be made out. Such accounts with all vouchers and Balance Sheet shall be submitted to the examination of an auditor who shall report thereon to the members at the ensuing Annual General Meeting certifying in such report as to the correctness of such Balance Sheet and Accounts.
- d) The first auditor shall be appointed by the Executive. Subsequent auditors shall be elected by the members at the Annual Meeting.

AND YEAR 1

- e) The auditor shall retire from office at the next annual meeting after his appointment but shall be eligible for re-election.
- f) Where possible an auditor shall be a member of the Club but no member of the Executive shall be eligible for election.

23 BORROWING POWERS

The Club shall have power to borrow or raise money from time to time by the issue of debentures, bonds, mortgages or any other security founded or based on all or any of the property and/or rights of the Club or without any such security and upon such terms as to priority and otherwise as the Club shall think fit but the powers of so borrowing or raising money shall not be exercised except pursuant to a resolution of the Club in General Meeting.

24 COMMON SEAL

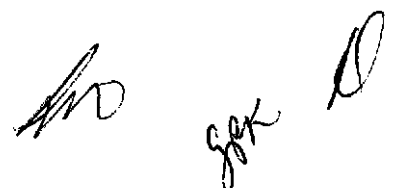
- a) The Executive shall provide and be responsible for the safe custody of a common seal for the Club.
- b) Whenever the common seal of the Club requires to be impressed upon any instrument the same shall be affixed pursuant to a resolution of the Club or of the Executive and in the presence of and shall be attested by not less than two members of the Executive one of whom shall be the President, Treasurer or the Secretary.

25 ALTERATION OF RULES

- a) These rules may be altered add to or rescinded or otherwise amended by a resolution passed by a two-thirds majority of the members present at a duly convened General Meeting.
- b) No addition to, or alteration or deletion of the amateur sports objects, Personal Benefit clause, Payments To Members clause or the Winding Up clause shall be made without the approval of the Inland Revenue Department (or its statutory successor in the approval of amateur sports promoters).
The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.
- c) A duplicate copy of every such amendment shall be forth with sent to the Registrar of Incorporated Societies.

25 VOLUNTARY WINDING UP

The Club may be wound up voluntarily if the Club at a General Meeting passes a resolution requiring the Club so to be wound up and the resolution is confirmed at a subsequent General Meeting called together for that purpose and held not earlier than thirty days after the date on which the resolution so to be confirmed was passed.

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27 DISPOSITION OF SURPLUS ASSETS

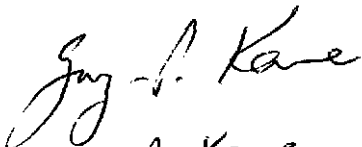
Upon the dissolution or winding up of the Club in any manner the surplus assets thereof (after payment of all liabilities) not be paid to or distributed among the members of the Club but shall be given or transferred to some other amateur sports promoter or charitable organisation as resolved at the final meeting or in any other manner authorised by a two-thirds majority of members at a meeting called under Rule 26.

28 SERVICE OR NOTICES

Any notice or information required or desired to be sent to any member shall be deemed to have been duly delivered in due course of post in a prepared letter addressed to the member at his last known place of abode or business in New Zealand.



PHILIP O'SULLIVAN
PRESIDENT.



Guy P. Kawe
Secretary.



Sharon J Kawe
Treasurer

