


This is a copy of the Rules of PBCF Incorporated  
and referred to in and annexed to the Application to Incorporate a Society  
signed this 23<sup>rd</sup> day of March 2015

  
.....  
(Nicola Jane Elliot)  
Solicitor of the High Court of New Zealand

## **RULES OF PBCF INCORPORATED**

# Table of Contents

1. Name .....	3
2. Registered Office .....	3
3. Purposes of Society .....	3
4. Managing Committee .....	3
5. Appointment of Committee Members .....	3
6. Cessation of Committee Membership .....	3
7. Nomination of Committee Members .....	4
8. Role of the Committee .....	4
9. Roles of Committee Members .....	5
0. Committee Meetings .....	5
SOCIETY MEMBERSHIP .....	6
1. Types of Members.....	6
2. Admission of Members.....	6
3. The Register of Members.....	7
4. Cessation of Membership.....	7
5. Obligations of Members .....	8
6. Use of Money and Other Assets .....	8
7. Joint Fees, Subscriptions and Levies.....	8
8. Additional Powers.....	8
9. Financial Year .....	9
10. Assurance on the Financial Statements.....	9
CONDUCT OF MEETINGS .....	9
11. Society Meetings .....	9
12. Motions at Society Meetings .....	1 1
13. Common seal .....	1 1
14. Altering the Rules.....	1 1
15. Bylaws to govern the Society.....	12
16. Winding Up .....	12
17. Definitions and Interpretation .....	12

## **THE SOCIETY**

### **1. Name**

- 1.1 The name of the society is PBCF Incorporated ("the Society").
- 1.2 The Society is constituted by resolution dated 23 March 2015.

### **2. Registered Office**

- 2.1 The Registered Office of the Society is 78 Ardmore Street, Wanaka 9305.

### **3. Purposes of Society**

- 3.1 The purpose of the Society is to purchase, run and maintain community facilities for the benefit of present and future Members at Peninsula Bay, Wanaka.
- 3.2 Do anything necessary or helpful to further or in relation to the above purposes.
- 3.3 Pecuniary gain is not a purpose of the Society.

## **MANAGEMENT OF THE SOCIETY**

### **4. Managing Committee**

- 4.1 The Society shall have a managing committee ("the Committee"), which shall have no less than three (3) Members and no more than seven (7) Members, comprising the following persons:
  - (a) The Chair/President;
  - (b) The Secretary;
  - (c) The Treasurer; and
  - (d) Such other Members as the Society shall decide.
- 4.2 Only Members of the Society may be Committee Members;

### **5. Appointment of Committee Members**

- 5.1 Subject to Rule 4.1, at a Society Meeting, the Members may decide by majority vote:
  - (a) How large the Committee will be;
  - (b) Who shall be the Chair/President, Secretary, and Treasurer;
  - (c) Whether any Committee Members may hold more than one position as an officer;
  - (d) How long each person will be a Committee Members ("the Term").
- 5.2 Notwithstanding the terms of Rule 5,1;
  - (a) The initial Committee shall be three (3) members; and
  - (b) The initial term on the Committee shall be three (3) years.

### **6. Cessation of Committee Membership**

- 6.1 Persons cease to be Committee Members when:
  - (a) They resign by giving written notice to the Committee;
  - (b) They are removed by majority vote of the Society at a Society Meeting;

(c) Their Term expires.

- 6.2 If a person ceases to be a Committee Member, that person must within one (1) month give to the Committee all Society documents and property.

## **7. Nomination of Committee Members**

- 7.1 Nominations for members of the Committee shall be called for at least twenty eight (28) days before an Annual General Meeting. Each candidate shall be proposed and seconded in writing by Members and the completed nomination delivered to the Secretary.
- 7.2 Nominations shall close at 5pm, five (5) days before the Annual General Meeting.
- 7.3 All retiring Members of the Committee shall be eligible for re-election.
- 7.4 If the position of any Officer or other Committee Member becomes vacant between Annual General Meetings, the Committee may appoint another Committee Member to fill that vacancy until the next Annual General Meeting.
- 7.5 If any Committee Member is absent from three (3) consecutive meetings without leave of absence the Chair/President may declare that person's position as being vacant.

## **8. Role of the Committee**

- 8.1 Subject to the rules of the Society ("the Rules"), the role of the Committee is to:
- (a) Administer, manage and control the Society;
  - (b) Carry out the purposes of the Society, and use money or other assets to do that;
  - (c) Manage the Society's financial affairs, including approving the annual financial statements for presentation to the Members at the Annual General Meetings;
  - (d) Set accounting policies in line with generally accepted accounting practice;
  - (e) Delegate responsibility and co-opt Members to the Committee where necessary
  - (f) Ensure that all Members follow the Rules;
  - (g) Decide how a person becomes a Member, and how a person stops being a Member;
  - (h) Decide the times and dates for Meetings, and set the agenda for Meetings;
  - (i) Decide the procedures for dealing with complaints;
  - (j) Set Membership fees, including subscriptions and levies and the time for payment of the Membership Fees. In setting such subscriptions and levies, the Committee shall incorporate into them any operating costs and such additional amounts as the Committee in its absolute discretion considers necessary to ensure that the ongoing maintenance, repairs and upgrade of the Society's assets and/or facilities can be undertaken.
  - (k) Make regulations and/or any bylaws necessary.
- 8.2 The Committee has all of the powers of the Society, unless the Committee's power is limited by these Rules, or by a majority decision of the Society.
- 8.3 All decisions of the Committee shall be by a majority vote. In the event of an equal vote, the Chair/President shall have a casting vote.
- 8.4 Decisions of the Committee bind the Society, unless the Committee's power is limited by these Rules or by a majority decision of the Society.

## **9. Roles of Committee Members**

- 9.1 The Chair/President is responsible for:
- (a) Ensuring that the Rules are followed;

- (b) Convening Meetings and establishing whether or not a quorum (half of the Committee) is present;
- (c) Chairing Meetings, deciding who may speak and when;
- (d) Overseeing the operation of the Society;
- (e) Providing a report on the operations of the Society at each Annual General Meeting.

9.2 The Secretary is responsible for:

- (a) Recording the minutes of Meetings;
- (b) Keeping the Register of Members;
- (c) Holding the Society's records, documents, and books except those required for the Treasurer's function;
- (d) Receiving and replying to correspondence as required by the Committee;
- (e) Forwarding the annual financial statements for the Society to the Registrar of Incorporated Societies upon their approval by the Members at an Annual General Meeting.
- (f) Advising the Registrar of Incorporated Societies of any rule changes.

9.3 The Treasurer is responsible for:

- (a) Keeping proper accounting records of the Society's financial transactions to allow the Society's financial position to be readily ascertained;
- (b) Preparing annual financial statements for presentation at each Annual General Meeting. These statements should be prepared in accordance with the Societies' accounting policies as determined pursuant to Rule 8.1(d).
- (c) Providing a financial report at each Annual General Meeting;
- (d) Providing financial information to the Committee as the Committee determines.

## 10. **Committee Meetings**

- 10.1 Committee meetings may be held via video or telephone conference, or other formats as the Committee may decide;
- 10.2 No Committee Meeting may be held unless more than half of the Committee Members attend;
- 10.3 The Chair/President shall chair Committee Meetings, or if the Chair/President is absent, the Committee shall elect a Committee Member to chair that meeting;
- 10.4 Decisions of the Committee shall be by majority vote;
- 10.5 The Chair/President or person acting as Chair/President has a casting vote, that is, a second vote;
- 10.6 Only Committee Members present at a Committee Meeting may vote at that Committee Meeting. For the purposes of this clause present includes by way of video or teleconference or other formats decided by the Committee
- 10.7 Subject to these Rules, the Committee may regulate its own practices;
- 10.8 The Chair/President or his nominee shall adjourn the meeting if necessary.
- 10.9 Adjourned Meetings: If within half an hour after the time appointed for a meeting a quorum is not present the meeting, if convened upon requisition of Members, shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the Chair/President/ of the Society, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The Chair/President may with the consent of any Society Meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

## **SOCIETY MEMBERSHIP**

### **11. Types of Members**

- 11.1 Membership may comprise different classes of Membership as decided by the Society, provided however the maximum number of Members at any one time shall be Three Hundred and Seventy Five (375) Members and shall be an annual Membership.
- 11.2 A Member may be entitled to a Life Membership in recognition of services and/or contributions to the Society. The Management Committee shall at a Committee Meeting determine a Members' eligibility for Life Membership, provided however there shall be a maximum of sixteen (16) Life members. Once a Life Membership is conferred on a Member then (except where the Life Member is found to be in breach of these Rules) this Life Membership shall be retained by that Life Member until his/her death or earlier resignation. In recognition of services and/or contributions rendered to the Society a Life Member shall be exempt from the payment of all fees, subscriptions or levies in respect of their Life Membership.
- 11.3 There shall be one (1) Membership permitted per household.
- 11.4 Each Member shall be entitled to one (1) vote.
- 11.5 Members have the rights and responsibilities set out in the Rules.

### **12. Admission of Members**

- 12.1 To become a Member, a person ("the Applicant") must:
  - (a) Complete an application form, if the Rules, Bylaws or Committee requires this; and
  - (b) Nominate the person who shall have the primary responsibility for the Membership;
  - (c) Supply any other information the Committee requires.
- 12.2 The Committee may interview the Applicant when it considers Membership applications.
- 12.3 The Committee shall have complete discretion when it decides whether or not to allow the Applicant to become a Member. The Committee shall advise the Applicant of its decision, and that decision shall be final.
- 12.4 Unless clause 12.5 applies, Membership is not transferrable to a third party.
- 12.5 Notwithstanding clause 12.4, where a Member sells its property at Peninsula Bay, Wanaka (or such other Property which the Membership relates to), to a third party, such Member must transfer their Membership in the Society to the third party and in such case the original Member's Membership in the Society shall cease and all of their rights and responsibilities in the Society shall transfer to the third party. The Member transferring their Membership under this clause must notify the Secretary in writing of the transfer of Membership within seven (7) working days of the sale of the property. Such notice to the Managing Committee must provide the third party's name, contact details and advise the person who shall from the date of the sale have the primary responsibility for the Membership. If the third party does not agree to the transfer of the Membership then the Member who has sold their property may if they wish, retain their Membership in the Society. If they do not wish to retain their Membership then they shall provide notice to the Secretary of their resignation from the Society. Until the Secretary receives the notice(s) referred to in this clause, the original Member shall remain responsible for the Membership and compliance with the Rules of the Society.

### **13. The Register of Members**

- 13.1 The Secretary shall keep a register of Members ("the Register"), which shall contain the names, the postal and email addresses and telephone numbers of all Members, and the dates at which they became Members.

- 13.2 If a Member's contact details change, that Member shall give the new postal or email address or telephone number to the Secretary.
- 13.3 Each Member shall provide such other details as the Committee requires;
- 13.4 Members shall have reasonable access to the Register of Members.

#### **14. Cessation of Membership**

- 14.1 Any Member may resign by giving written notice to the Secretary provided however once a Member resigns they cannot rejoin the Society, if by doing so, the number of Members exceeds the maximum number of Members permitted pursuant to Rule 11.1.

- 14.2 Subject to clause 12.5, Membership in the Society shall cease where a Member sells its Property at Peninsula Bay, Wanaka (or the Property which is linked to their Membership of the Society).

- 14.3 Membership may be terminated or suspended in the following way:

- (a) If, for any reason whatsoever, the Committee is of the view that a Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society, the Committee may give written notice of this to the Member ("the Committee's Notice"). The Committee's Notice must:

Explain how the Member is breaching the Rules or acting in a manner inconsistent with the rules or the purposes of the Society;

- (ii) State what the Member must do in order to remedy the situation; or state that the Member must write to the Committee giving reasons why the Committee should not terminate or suspend the Member's Membership;
  - (iii) State that if, within 14 days of the Member receiving the Committee's Notice, the Committee is not satisfied, the Committee may in its absolute discretion immediately terminate or where applicable suspend the Member's Membership.
  - (iv) State that if the Committee terminates the Member's Membership, the Member may appeal to the Society.
  - (v) In the case of a suspension of Membership state whether the suspension is effective immediately or at what time the suspension comes into effect. For the avoidance of doubt and notwithstanding anything else to the contrary contained in these Rules the Committee shall in its absolute discretion be entitled to suspend a Member's Membership effective immediately, even though the processes set out in this Rule 14.3 have not been commenced and/or completed.
- (b) Fourteen (14) days after the Member received the Committee's Notice, the Committee may in its absolute discretion by majority vote terminate the Member's Membership by giving the Member written notice ("Termination Notice"), which takes immediate effect. The Termination Notice must state that the Member may appeal to the Society at the next Meeting by giving written notice to the Secretary ("Member's Notice") within fourteen (14) days of the Member's receipt of the Termination Notice.
- (c) If the Member gives the Member's Notice to the Secretary, the Member will have the right to be fairly heard at a Society Meeting held within the following twenty eight (28) days. If the Member chooses, the Member may provide the Secretary with a written explanation of the events as the Member sees them ("the Member's Explanation"), and the Member may require the Secretary to give the Member's Explanation to every other Member within seven (7) days of the Secretary receiving the Member's Explanation. If the Member is not satisfied that the other Society Members have had sufficient time to consider the Member's Explanation, the Member may defer his or her right to be heard until the following Society Meeting.
- (d) When the Member is heard at a Society Meeting, the Society may question the Member and the Committee Members.

- (e) The Society shall then by majority vote decide whether to let the termination stand, or whether to reinstate the Member. The Society's decision will be final.

**15. Obligations of Members**

- 15.1 All Members (and Committee Members) shall promote the purposes of the Society and shall not do anything that would bring the Society into disrepute.

**MONEY AND OTHER ASSETS OF THE SOCIETY**

**16. Use of Money and Other Assets**

- 16.1 The Society may only use Money and other Assets if:
- (a) It is for a purpose of the Society;
  - (b) It is not for the sole personal or individual benefit of any Member; and
  - (c) That use has been approved by either the Committee or by majority vote of the Society.

**17. Joint Fees, Subscriptions and Levies**

- 17.1 If any Member does not pay a Subscription or levy within sixty (60) days of the date on which the Subscription or levy was due, then the Committee will be entitled to terminate the Member's Membership. If Membership is terminated under this Rule, then, the Member shall (without being released from the obligation of payment of any sums due to the Society) have no Membership rights and shall not be entitled to participate in any Society activity or use any of the Society's facilities.
- 17.2 For the avoidance of doubt where a Membership is terminated under Rule 17.1, the Committee is not required to comply with Rule 14.

**18. Additional Powers**

- 18.1 The Society may:
- (a) Employ people for the purposes of the Society;
  - (b) Exercise any power a trustee might exercise;
  - (c) Invest in any investment that a trustee might invest in;
  - (d) Borrow money and provide security for that if authorised by Majority vote at any Society Meeting.

**19. Financial Year**

- 19.1 The financial year of the Society begins on 1 October of every year and ends on 30 September ("balance date") of the next year

**20. Assurance on the Financial Statements**

- 20.1 The Society will if required pursuant to Rule 20.3 appoint an accountant to review the annual financial statements of the Society ("the Reviewer"). The Reviewer shall conduct an examination with the objective of providing a report that nothing has come to the Reviewer's attention to cause the Reviewer to believe that the financial information is not presented in accordance with the Society's accounting policies. The Reviewer must be a suitably qualified person, preferably a Member of the New Zealand Institute of Chartered Accountants, and must not be a Member of the Committee, or an employee of the Society. If the Society



appoints a Reviewer who is unable to act for some reason, the Committee shall appoint another Reviewer as a replacement.

- 20.2 The Society will if required pursuant to Rule 20.3 appoint an Auditor to audit the annual financial statements of the Society. The Auditor shall report on whether the financial statements are prepared in all material respects in accordance with the Society's accounting policies. The Auditor must be a suitably qualified person, and preferably be a Member of the New Zealand Institute of Chartered Accountants, and must not be a Member of the Committee, or an employee of the Society. If the Society appoints an Auditor who is unable to act for some reason, the Committee shall appoint another Auditor as a replacement.
- 20.3 No review or audit of the annual financial statements is required unless a review or audit is requested by five percent (5%) of the Members at any properly convened Society Meeting.
- 20.4 Where a review or audit is required pursuant to Rule 20.3, the Committee is responsible for providing to the Reviewer or Auditor:
- (a) Access to all information of which the Committee is aware that is relevant to the preparation of the financial statements such as records, documentation and other matters
  - (b) Additional information that the auditor may request from the Committee for the purpose of the audit; and
  - (c) Reasonable access to persons within the Society from whom the auditor determines it necessary to obtain evidence.
- 20.5 The financial statements of the Society are to be completed and reviewed/audited within six (6) months of the balance date.

## **CONDUCT OF MEETINGS**

### **21. Society Meetings**

- 21.1 A Society Meeting is either an Annual General Meeting or a Special General Meeting.
- 21.2 The Annual General Meeting shall be held once every year no later than five (5) months after the Society's balance date. The Committee shall determine when and where the Society shall meet within those dates.
- 21.3 Special General Meetings may be called by the Committee. The Committee must call a Special General Meeting if the Secretary receives a written request signed by at least twenty five (25) or twelve and half percent (12.5%) of eligible Members (whichever is the higher).
- 21.4 The Secretary shall:
- (a) Give all Members at least fourteen (14) days Written Notice of the business to be conducted at any Society Meeting
  - (b) Additionally, the Secretary will provide, appropriate:
    - (i) A copy of the Chair/President's Report on the Society's operations and of the Annual Financial Statements as approved by the Committee.
    - (ii) A list of Nominees for the Committee, and information about those Nominees if it has been provided.
    - (iii) Notice of any motions and the Committee's recommendations about those motions.
    - (iv) If the Secretary has sent a notice to all Members in good faith, the Meeting and its business will not be invalidated simply because one or more Members do not receive the notice.
- 21.5 All Members may attend and vote at Society Meetings.

- 21.6 No Society Meeting may be held unless at least twenty five (25) or twelve and half percent (12.5%) of eligible Members (whichever is the higher) attend, which shall constitute quorum.
- 21.7 All Society Meetings shall be Chaired by the Chair/President. If the Chair/President is absent, the Society shall elect another Committee Member to Chair that meeting. Any person Chairing a Society Meeting has a casting vote.
- 21.8 Notification of any proxy voting at a Society Meeting must be in writing and in the hands of the Secretary prior to commencement of the Society Meeting.
- 21.9 On any given motion at a Society Meeting, the Chair/President shall in good faith determine whether to vote by:
- (a) Voices;
  - (b) Show of hands; or
  - (c) Secret ballot.

However, if any Member demands a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot. If a secret ballot is held, the Chair/President will have a casting, that is, second vote.

21.10 The business of an Annual General meeting shall be:

- (a) Receiving any minutes of the previous Society's Meetings(s);
- (b) The Chair/President's report on the business of the Society;
- (c) The Treasurer's report on the finances of the Society, and the Annual Financial Statements;
- (d) Election of Committee Members;
- (e) Motions to be considered;  
Appointing an Auditor or Reviewer (if required);
- (g) General business.

21.11 The Chair/President of his nominee shall adjourn the meeting if necessary.

21.12 Adjourned Meetings: If within half an hour at the time appointed for a meeting a quorum is not present the meeting, if convened upon requisition of Members, shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the Chair/President of the Society, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The Chair/President may with the consent of any Society Meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

## 22. **Motions at Society Meetings**

- 22.1 Any Member may request that a motion be voted on ("Member's Motion") at a particular Society Meeting, by giving written notice to the Secretary at least twenty eight (28) days before that meeting. The Member may also provide information in support of the motion ("Member's Information"). The Committee may in its absolute discretion decide whether or not the Society will vote on the motion. However, if the Member's Motion is signed by at least fifty one percent (51%) of eligible Members:
- (a) It must be voted on at the Society Meeting chosen by the Member; and
  - (b) The Secretary must give the Member's Information to all Members at least fourteen (14) days before the Society Meeting chosen by the Member; or if the Secretary fails to do this, the Member has the right to raise the motion at the following Society meeting.

- 22.2 The Committee may also decide to put forward motions for the Society to vote on ("Committee Motions") which shall be suitably notified.

## **COMMON SEAL**

### **23. Common seal**

- 23.1 The Committee shall provide a common seal for the Society and may from time to time replace it with a new one.
- 23.2 The Secretary shall have custody of the common seal, which shall only be used by the authority of the Committee. Every document to which the common seal is affixed shall be signed by the President and countersigned by the Secretary or a Member of the Committee.

## **ALTERING THE RULES**

### **24. Altering the Rules**

- 24.1 The Society may alter or replace these Rules at a Society Meeting by a resolution passed by a seventy five percent (75%) majority of those Members present and voting. Notwithstanding anything else to the contrary in these Rules, any resolution to alter or replace these Rules requires a minimum of twenty five (25) or twelve and a half percent (12.5%) of eligible Members in attendance (whichever is the higher) to constitute quorum.
- 24.2 Any proposed motion to amend or replace these Rules shall be signed by at least twenty five (25) or twelve and a half percent (12.5%) of eligible Members (whichever is the higher) and given in writing to the Secretary at least 28 days before the Society Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.
- 24.3 At least fourteen (14) days before the General Meeting at which any Rule change is to be considered the Secretary shall give to all Members written notice of the proposed motion, the reasons for the proposal, and any recommendations the Committee has.
- 24.4 When a Rule change is approved by a General Meeting no Rule change shall take effect until the Secretary has filed the changes with the Registrar of Incorporated Societies.

## **BYLAWS**

### **25. Bylaws to govern the Society**

- 25.1 The Committee may from time to time make, alter or rescind bylaws for the general management of the society, provided these would not breach the Incorporated Societies Act 1908, any replacement thereof or any other relevant law relating to Incorporated Societies.

## **WINDING UP**

### **26. Winding Up**

- 26.1 If the Society is wound up:
- (a) The Society's debts, costs and liabilities shall be paid;
  - (b) Surplus Money and Other Assets of the Society may be disposed of:
    - (i) By resolution to an organisation with similar objectives to the Society; or
    - (ii) In accordance with the provisions in the Incorporated Societies Act 1908; but
  - (c) No distribution may be made to any Member;
- 26.2 The Society must obtain the consent of any creditor/financier or charge-holder prior to

taking any steps towards the winding up of the Society.

## **DEFINITIONS**

### **27. Definitions and Interpretation**

#### **27.1 In these Rules:**

"Majority vote" means a vote made by more than half of the Members who are present at a Meeting and who are entitled to vote and voting at that Meeting upon a resolution put to that Meeting.

"Maximum Number of Members" means three hundred and seventy five (375) Members.

"Money or Other Assets" means any real or personal property or any interest therein, owned or controlled to any extent by the Society.

"Rules" means these Rules or any alteration, variations or replacement of them registered with the Registrar of Incorporated Societies and shall include any Bylaws made by the Committee.

"Society Meeting" means any Annual General Meeting, or any Special General Meeting, but not a Committee Meeting.

"Use Money or Other Assets" means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, Money or Other Assets.

"Written Notice" means communication by post, electronic means (including email, and website posting), or advertisement in periodicals, or a combination of these methods.

#### **27.2 In these Rules:**

##### **(a) It is assumed that"**

- (i) Where a masculine is used, the feminine is included
- (ii) Where the singular is used, plural forms of the noun are also inferred
- (iii) Headings are a matter of reference and not a part of the rules
- (iv) A statute or regulation includes all amendments to that statute or regulation whether by subsequent statute or otherwise.

##### **(b) Matters not covered in these rules shall be decided upon by the Committee.**



**Peninsula Bay Community Facility**  
(PBCF Incorporated)

**Annual General Meeting**  
**Peninsula Bay Community Facility Incorporated**

**Thursday 18 November 2021, 7.00pm**  
**Peninsula Bay Community Facility Function Room**

At it's Annual General Meeting on 18 November 2021, the Peninsula Bay Community Facility Incorporated Society resolved to amend the following Society Rules:

**Rule 21.6**

No Society Meeting may be held unless a quorum of at least fifteen (15) or ten percent (10%) of eligible Members (whichever is the higher) attend, or are represented by proxy.

**Rule 24.1**

At least fifty percent (50%) of eligible Members of the Society must vote on Rule changes and at least seventy-five percent (75%) of those voting must be in favour of the changes. Voting may be conducted at a Society Meeting, or by postal or electronic means.

Signed:

Allan Panting  
Chair

Hamish Taylor  
Treasurer

Suzanne Howard  
Secretary