



Certificate - Alteration of rules

Section 21 Incorporated Societies Act 1908

1. Name of society

Braid Incorporated

2. Society number

2453663

I certify that the alteration has been made in accordance with the rules of the society.

Name

Nicholas Ledgard

Position

Chairman

Signature

9 / 12 / 17

3. Complete this checklist before filing your application

- This certification has been completed by an officer of or a solicitor for the society.
- A copy of the rule alteration(s) is attached. **NOTE** | 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.
- The copy of the alteration to rules has been signed by three members of the society.

For society name changes –

- This rule alteration also includes a name change for the society, and
- We have checked that the new name of the society is available by conducting Register Searches at both www.societies.govt.nz and www.companies.govt.nz.

What must be included in your rules?

Section 6 of the Incorporated Societies Act 1908 requires that a society's rules 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
- 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

COMPANIES OFFICE
19 JAN 2018
RECEIVED

4. Your contact details

Name and postal address

46 Sue Marden
Treasurer
2 Golderg Ave
Rangiora



The Rules of BRaid Incorporated

(Updated 8/09/17)

1. The Name of the Society

The name of the Society will be BRaid Incorporated, henceforward referred to as BRaid

2. The Objectives of BRaid

- 2.1 BRaid is a non-profit organisation.
- 2.2 The objective of BRaid is – “To protect, enhance and restore braided river ecosystems” by:
 - 1 Providing effective leadership and advocacy, and encouraging co-operation between all parties whose interests and activities involve braided rivers.
 - 2 Promoting research and management to reverse the decline in health of braided river ecosystems.
 - 3 Facilitating collection, storage and sharing of data and information on braided rivers amongst all interested parties and organisations.

3. How People Become a Member

Membership of BRaid can be obtained in the ways described in 3.1, 3.2 and 3.3. There is no difference in status between the first two types of membership.

3.1 General members can be approved by majority vote at any general meeting, after payment of the current subscription (if any). Such members are entitled to a single vote at meetings.

3.2 Representative members may be appointed by other organisations (one representative each) that have been approved by any BRaid general meeting, after payment of the current subscription (if any). Such members are entitled to a single vote at meetings

3.3 Casual members are a wider group of interested people who do not pay a subscription and who are not entitled to vote at meetings.

4. How People Stop Being a member

Any members can cease their membership in the following ways:

- 4.1 By resigning in writing to the secretary, or in person at any general meeting of BRaid, or by notification from the organisation that appointed them.

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LOLE [Signature]



- 4.2 BRaid may terminate the membership of any member where, in the opinion of a simple majority at any general meeting, the member has acted contrary to the rules of the group. Before such action is taken, the member concerned will be given an opportunity to explain their actions in writing to BRaid within a specified period of no less than 21 days.

5 How Meetings Will be Held

- 5.1 There will be three kinds of general meetings: ordinary, annual and special.
- 5.2 All members will be notified of meetings.
- 5.3 The quorum for any general meeting will be five members. An ordinary general meeting (but not an annual general meeting or a special general meeting) may proceed without a quorum. All decisions made at a meeting without a quorum will be subject to confirmation at the next ordinary general meeting at which a quorum is present.
- 5.4 All members will have one vote at general meetings. In the event of a tied vote on a motion, the motion will be declared lost. Representative members can have an extra representative vote only if their organisation informs the meeting in writing that they wish to exercise their right to vote.
- 5.5 Any member may place an item on the agenda of a general meeting.
- 5.6 Ordinary general meetings may be called by the chairperson or by any five members at any time.
- 5.7 The annual general meeting will be held within the three calendar months following the close of the financial year on 30 June and will be notified to members at least fourteen days before the date of the meeting. The business of the annual general meeting will be to (1) elect officers and the Management Committee for the coming year; (2) receive an annual report from the chairperson and any other reports BRaid may require; (3) receive a financial report and audited annual accounts; (4) appoint an ~~honorary~~ auditor for the coming financial year; (5) appoint three signatories for withdrawals from bank accounts; and (6) consider any proposed changes to the rules (proposed changes to the rules must be notified to members at least fourteen days before the meeting); (7) set the annual subscription (if any); (8) conduct any other business.
- 5.8 Special general meetings may be called with fourteen days' notice by the chairperson or at least five members only for the purposes of changing these rules or winding up BRaid. Proposed changes to the rules must be notified to members at least fourteen days before the meeting.
- 5.9 At annual and special general meetings, members may vote by Proxy by informing the Chairperson of their vote in writing at least 48 hours prior to the commencement of the meeting.
- 5.10 Subject to approval at a general meeting, BRaid may set up a committee or sub-committees as it sees fit.

Joe A. N.J.L.

6 Appointment of Officers

- 6.1 There will be three official positions within BRaid: a chairperson, a secretary and a treasurer.
- 6.2 The chairperson chairs general meetings and ensures that the Rules are followed.
- 6.3 The secretary will keep a register of members, keep minutes of all general meetings and conduct correspondence.
- 6.4 The treasurer will keep proper financial records, report on financial matters to general meetings as required, bank all money, pay all accounts, prepare annual accounts, liaise with auditor and file the annual accounts with the Registrar of Incorporated Societies.
- 6.5 Officers will be elected at the annual general meeting. Any annual general meeting may resolve that the roles of any officer be shared by more than one person or that the roles of secretary and treasurer be combined.
- 6.6 In the event of an officer resigning or for some other reason being unable to carry on with the position, a new officer may be appointed at any general meeting. This clause also applies to signatories for withdrawals from BRaid's bank accounts and to the ~~honorary~~ auditor.
- 6.7 If the chairperson or secretary is unable to attend a general meeting, the meeting will agree on a replacement for that meeting.

7. Representation

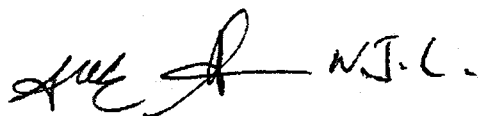
- 7.1 Members may only publicly represent BRaid with the prior approval of a general meeting or the chairperson.

8. Control and Investment of BRaid's Funds.

- 8.1 The treasurer will hold BRaid's cheque-books, maintain the financial records and collect money owed to BRaid.
- 8.2 Withdrawals of funds from the bank account or accounts will only be carried out by any two signatories of the three appointed at an annual general meeting.
- 8.3 The payment of all accounts (except emergency authorization) will receive prior approval from a general meeting **except where payment is required before the next meeting and the payment is within approved budgets or has other prior approval and the invoice is signed by the Chairperson.** These approvals may be an authorisation that does not state an exact amount. Emergency authorisation of payments within specified limits may be made by the chairperson, secretary (or their nominees) and one other member other than the treasurer, provided that the payment is within approved budgets or other prior approval.
- 8.4 No bank or investment account will be opened or closed without the approval of a general meeting.

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 W.J.L.

8.5 All financial transactions will be reported by the treasurer to the next general meeting of BRaid.

8.6 The financial year of BRaid will run from 1 July to 30 June.

9. Payments to Members

9.1 If any member might be paid by BRaid for goods or services, then neither that member, nor any member financially associated, shall participate or materially influence any decisions made in respect of any income, benefit or advantage whatsoever.

9.2 Any such income or payment paid shall be reasonable and based on that which would be paid in an arm's length transaction (being the open market value).

9.3 The provisions and effect of clauses 9.1 and 9.2 shall not be removed from this document, and shall be included and implied into any document replacing these Rules.

10. Powers to Borrow or Lend Money

No money will be borrowed or lent by BRaid.

11. Changes to these Rules

11.1 Changes to these rules must be passed by a majority of those present at an annual general meeting or special general meeting. Any proposal to change the rules must be notified to all members at least fourteen days prior to the annual general meeting or to a special general meeting.

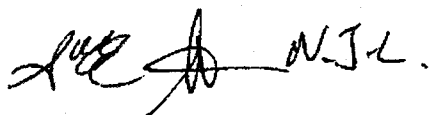
11.2 No alteration of the rules shall be approved if it affects the non-profit aims (Rule 2.1), personal benefit clause (Rule 94/12/17.1) or the winding up clauses (Rules 12 and 13). The provisions and effects of this clause shall not be removed from this document and shall be included and implied into any document replacing these Rules.

11.3 Changes to the rules will not become operative until the change or changes have been registered by the Registrar of Incorporated Societies.

12. Winding Up of BRaid:

BRaid may only be wound up by agreement of two-thirds of the membership, who are present at an annual general meeting or special general meeting or voting by Proxy at that meeting.

13. How BRaid's Assets will be Distributed if it is Wound-up or Dissolved

A handwritten signature in black ink, appearing to be 'N.J.L.', is written over the section header for Rule 13.

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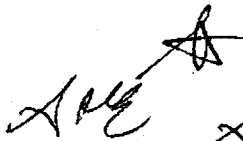
authority responsible for administration of the area concerned, according to the location and purpose of the assets.


13.2 Other assets, or the proceeds of their sale, shall, after meeting all costs, expenses and liabilities, including costs of winding up, be vested with an organisation or organisations that have exclusively charitable purposes and that have amongst their objectives the preservation of animal or plant habitats within New Zealand or the protection of new Zealand native animal and plant species.

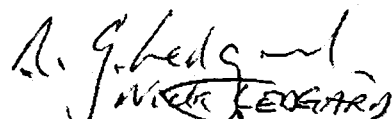
13.3 If BRaid is wound up or dissolved, no assets or property whatsoever will be paid to, or distributed amongst members of BRaid.

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(Sarah Ensov)


(SANDRA WHITELAW)


(NICK EDWARDS)