

Name of the Society

The name of this society shall be Keith Incorporated.

Objects of Keith Incorporated

Keith Incorporated is established mainly to promote rugby, for the recreation or entertainment of the general public.

Keith Incorporated shall provide logistical, administrative and financial support to the Keith Rugby Team to enable the Team to run to the best of its ability.

Officers of Keith Incorporated

The following Officers shall be created

Patron

A Patron of Keith Incorporated shall be invited to fill the position at the Annual General Meeting. This is an honorary position and holds no voting rights.

This Office may be vacant

Chairman

This is an honorary position, and the holder shall be invited to fill the position at the Annual General Meeting. This position has a tie breaking vote at any meeting.

Holder must have been awarded from the Keith Rugby Team the 'Keith Cup' before becoming Chairman. The holder may hold the position for successive years.

Financial Controller

The financial controller shall be voted from the membership at the Annual General Meeting. The Financial Controller shall become part of the committee. If no nomination is received at the Annual General Meeting, then the Chairman shall appoint a suitable person to the position. This person may be found outside the membership and shall therefore be given membership within Keith Incorporated.

Secretary

The secretary shall be voted from the membership at the Annual General Meeting. The Secretary shall become part of the committee. If no nomination is received at the Annual General Meeting, then the Chairman shall appoint a suitable person to the position. This person may be found outside the membership and shall therefore be given membership within Keith Incorporated.

Committee

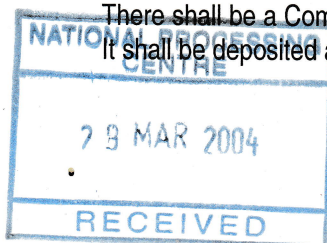
The Committee shall be voted from the membership at the Annual General Meeting and shall consist of no less than 5 and no more than 10 members including the Financial Controller and Secretary.

Temporary/Replacement members

If any committee member resigns from the committee or resigns his membership or is suspended or expelled from Keith Incorporated, then that position shall be declared vacant by the Chairman and replaced by the Chairman nominating a member to fill the position for the remainder of time left until the next Annual General Meeting.

Common Seal

There shall be a Common Seal of Keith Incorporated and only one authorized in existence at any one time. It shall be deposited and be in the control of the Secretary of Keith Incorporated unless under suspension at



which time control shall revert to the Chairman. It's use shall be limited to official and necessary Keith Incorporated documents and contracts as approved at Annual, Special or General meetings.

Financial Reporting

Keith Incorporated shall use the following standards and procedures.

Financial Year

The Financial Year shall be from 1st January to 31st December

Accounts

Annual Accounts shall be presented at each Annual General Meeting. A monthly financial statement shall be read to each general committee meeting.

Accounting Practice

- Usual accounting procedures shall be adhered to at all times.
- There shall at all times be no less than two current members who are signatories to any banking or financial account owned or operated by Keith Incorporated one of which shall be the financial controller and the other or others members of the committee.
- All payments received shall receive in return a receipt.
- The financial controller shall have the power to investigate loans, shares, investments or other funds so that the committee may decide the best course of action for it's financial management.
- The financial controller is empowered to make investments on behalf of Keith Incorporated only with the authorization of the committee or resolution from the Annual General Meeting or Special General Meeting.
- No loan agreement or mortgage or other such arrangement shall be entered into unless by resolution of the Annual General Meeting or Special General Meeting.
- The Financial Controller shall be responsible for the day to day operation of the accounts and is authorized to make payments to creditors for any amount not exceeding \$200.00 without the consent of the committee being obtained and to collect payment from debtors.

Assets

All items purchased or given or donated to Keith Incorporated shall be sole use of Keith Incorporated.

No item purchased or given or donated to Keith Incorporated shall be sold without authorization from the committee or resolution from the Annual General Meeting or Special General Meeting.

No member of the organization or any person associated with a member shall participate in or materially influence any decision made by the organization 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 paid shall be reasonable and relative to that which would be paid in an arm's length transaction (being open market value). 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.

Assets after Liquidation

If upon the winding up or dissolution of the organization there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the organization but shall be given or

transferred to some other organization or body having objects similar to the objects of the first organization, or to some other charitable organization or purpose, within New Zealand.

Rules and Amendments

All members and prospective members are to be given access to the rules of Keith Incorporated

Amending the Rules

No addition to or alteration or recession of the rules shall be approved if it affects the non-profit aims, personal benefit clause or the winding-up clause.

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.

Any member may submit to the Secretary in writing an amendment of an existing clause or rules or a new rule or a deletion of a rule or clause.

Amendments, deletions or additions to the rules may only be inserted into the rules by a majority of show of hands at the Annual General Meeting, and no amendment, deletion or addition will be considered at that meeting, unless it has been received by the Secretary at least 21 days prior to notice of an Annual General Meeting being called.

The Secretary shall keep amendments, deletions or additions that are not received within 21 days of an Annual General Meeting on the agenda for the following Annual General Meeting.

Changes to the rules shall be notified to all members.

Voting

All full and associate members are entitled to one vote at any Annual, Special or General meeting, poll or survey or other voting occasion.

The Chairman may use a casting vote to break any tie in voting. If no casting vote is issued, then the resulting tie will cause any vote to be judged as the status quo.

Proxy Votes

Proxy votes, where allowed, shall consist only by a written statement to the Secretary stating that the Secretary may cast a proxy vote on behalf of the member as directed in the statement. It must include full name of member and dated signature.

Voting by proxy shall not be counted as attendance at the meeting.

Membership of Keith Incorporated

Membership of Keith Incorporated shall be categorized in to the following classes and sub-classes.

Full Membership

Rights of Full Membership

Full members of Keith Incorporated shall be entitled to the following rights

- Voting privileges at all Keith Meetings, Polls, Surveys or other voting occasions. Voting by proxy is allowed.
- The right to put their name forward and be voted upon for any Keith Incorporated position.
- The right to call themselves members of Keith Incorporated

Duties of Full Membership

The duties of full members of Keith Incorporated shall include-

- Full Members of Keith Incorporated must make themselves available for a minimum of one Keith meeting per year. This maybe the Annual General Meeting, General Meeting or Special General Meeting.
- Full Members of Keith incorporated must at all times keep the Secretary of Keith Incorporated aware and up to date of their address and or contact information.

Application for Full Membership

Application for Full Membership of Keith Incorporated shall include at least the following information-

- Full name of applicant
- Date of birth of applicant
- Contact address and other means of contact information of applicant
- Class of membership applying for
- Signature of applicant

Classes of Full Membership

The classes of full memberships shall be-

- Playing member which shall be described as an active playing member of the Keith Rugby Team or member who wishes to become an active playing member of the Keith Rugby Team
- Non Playing member which shall be described as an active member of the Keith Rugby Team or Keith Incorporated who does not play or will not be playing for the Keith Rugby Team
- Life member which shall be described as a member of the Keith Rugby Team or Keith Incorporated, who, at the Annual General Meeting or at any Special General Meeting shall be accorded the membership of Life Member with all the usual privileges that entails.

Associate Membership

Rights of Associate Membership

Associate members of Keith Incorporated shall be entitled to the following rights

- The right to call themselves members of Keith Incorporated

Duties of Associate Membership

The duties of full members of Keith Incorporated shall include-

- Associate Members of Keith incorporated must at all times keep the Secretary of Keith Incorporated aware and up to date of their address and or contact information.

Application for Associate Membership

Application for Associate Membership of Keith Incorporated shall include at least the following information –

- Full name of applicant
- Date of Birth of applicant
- Contact address and other means of contact information of applicant
- Class of membership applying for

- Signature of applicant
- Full name of member of Keith Incorporated supporting their application
- Signature of supporting member

Classes of Associate Membership

The classes of associate memberships shall be-

- Associate member which shall be described as a member who is inactive within the Keith Rugby Team, but nevertheless, supports the Keith Rugby Team or Keith Incorporated.
- Sponsorship member which shall be described as an Individual or Company or Society that sponsors the Keith Rugby Team or Keith Incorporated by either financial contribution or service or goods.

Accepting Membership

Preliminary membership shall be granted to each applicant of any class by the Secretary of Keith Incorporated at the time of receiving the application. The preliminary membership shall be submitted at the next scheduled meeting of the committee or Annual, Special or General meeting if that be the next meeting for approval by majority of show of hands.

Each applicant shall receive a membership number which shall remain with them for the duration of their membership.

Their name and relevant details shall then be entered on the Register of Members as appropriate. The applicant is to be notified of membership.

Declining Membership

If at a duly authorized meeting of Keith Incorporated, an application for membership is declined by not reaching a majority of a show of hands, the applicant's name is not to be entered onto the Register of Members.

The applicant is to be notified of denial of membership.

The applicant may appeal the decision by submitting to the Secretary reasons why the decision should be overturned and the Secretary shall submit those reasons for review at the next scheduled meeting of the committee or Annual, Special or General meeting if that be the next meeting.

A two thirds majority or more of a show of hands shall be required to overturn the decline of membership and admit the applicant into Keith Incorporated.

Resignation of Member

Any member of any class of Keith Incorporated may resign from Keith Incorporated at any stage by delivering to the Secretary in writing the following-

- Full name of member
- Membership number
- Date of resignation from Keith Incorporated

The Secretary shall inform the next meeting of the committee or Annual, Special or General meeting if that be the next meeting of the resignation and his status shall be recorded in the Register of Members.

Any member who has resigned may at any stage submit an application for membership to be readmitted to Keith Incorporated.

Suspension of Member

Any member may in writing ask the committee to suspend a member. The committee or its representative, shall then at its earliest opportunity interview all members concerned and submit to the Chairman and the committee a recommendation.

If the recommendation is to not suspend the member, notification shall be delivered to all members concerned of the decision.

If the recommendation is to suspend the member, notification shall be delivered to all members concerned of the decision including the duration of the suspension or any other condition and the status and other conditions shall be recorded in the Register of Members.

The suspended member may appeal the decision by submitting to the Secretary reasons why the decision should be overturned and the Secretary shall submit those reasons for review at the next scheduled meeting of the committee or Annual, Special or General meeting if that be the next meeting.

Expulsion of Member

Any member may in writing ask the committee to expel a member. The committee or its representative, shall then at its earliest opportunity interview all members concerned and submit to the Chairman and the committee a recommendation.

If the recommendation is to not expel the member, notification shall be delivered to all members concerned of the decision.

If the recommendation is to suspend the member, notification shall be delivered to all members concerned of the decision including the duration of the suspension or any other condition and the status and other conditions shall be recorded in the Register of Members.

If the recommendation is to expel the member, notification shall be delivered to all concerned. All rights of the expelled member shall be revoked and his status recorded in the Register of Members.

The expelled member may appeal the decision by submitting to the Secretary reasons why the decision should be overturned and the Secretary shall submit those reasons for review at the next scheduled meeting of the committee or Annual, Special or General meeting if that be the next meeting.

Notice of Meetings

Notice shall be given by the Secretary of meeting in the following manner

General Meeting

There shall be no less than 4 and no more than 12 general committee meetings in any given year. Notice shall be given at least 7 days prior to meeting date stating date of meeting, time and location.

Special General Meeting

Special General Meetings shall be notified by the Secretary to all members and any special guests that maybe required at least 14 days prior to meeting date stating date of meeting, time, location and purpose of meeting. Copies of any relevant documents that maybe required at the meeting shall be made available at the same time as notification is given or earlier if necessary.

Calling Special General Meeting

Special General Meetings may be called by the Chairman or the Committee, to discuss and vote on if required any issue that is not usually dealt with at general committee meetings, or requires the approval of the membership and where time or other reasons make it impractical to wait until the next Annual General Meeting.

A quorum of 10 members is required to enable the Special General Meeting to proceed.

Annual General Meeting

Annual General Meetings shall be notified by the Secretary to all members and any special guests that maybe required at least 21 days prior to meeting date stating date of meeting, time, location and agenda. Copies of any relevant documents that maybe required at the meeting shall be made available at the same time as notification is given or earlier if necessary.

A quorum of 15 members is required to enable the Annual General Meeting to proceed.

Adding items to agenda

Any member may submit to the Secretary in writing an item to be placed on the agenda and to be discussed at the Annual General Meeting. The Secretary shall receive such notification at least 7 days prior to the date of the meeting and insert it as a late item on the agenda. Notifications received prior to the 21 days notice of meeting date shall have the item placed on the agenda in the usual fashion.

Ministry of Economic
Development

Manatū Ōhanga

Companies Office



CERTIFICATE OF INCORPORATION

KEITH INCORPORATED

1499581

This is to certify that KEITH INCORPORATED was incorporated under the Incorporated Societies Act 1908 on the 29th day of March 2004.

Ministry of Economic
Development

Manatū Ōhanga

Companies Office



Neville Harris

Neville Harris
Registrar of Incorporated Societies
29th day of March 2004

