



Certificate - Alteration of rules

Section 21 Incorporated Societies Act 1908

1. Name of society

Incedo incorporated

2. Society number

224708

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

Name

Glen Bennett

Position

Board member

Signature

Date

07

/ 05

/ 2012

3. Complete this checklist before filing your application

Tick all options that apply to this alteration of rules

- ☒ 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 —

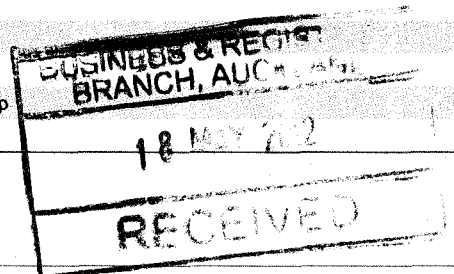
- ☐ This rule alteration also includes a name change for the society, and
- ☐ We have checked that the new name of the society is available by conducting Register Searches at both www.societies.govt.nz and www.companies.govt.nz.

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

NPC# 09
22 MAY 2012



4. Your contact details

Name and postal address

Glen Bennett
42a Waimea Rd
Waikanae 5036

Telephone

Email (optional)

A

INCEDO INCORPORATED

CONSTITUTION

INCEDO INCORPORATED
1st Floor/16 Seaview Rd
Paraparaumu Beach
Kapiti

8th October 2011

These rules rescind all previous rules of the Society.

In the matter of the Incorporated Societies Act 1908

RULES OF INCEDO INCORPORATED

1. NAME

The name of the Society is "Incedo Incorporated".

2. OBJECTS

The objects for which Incedo is established in New Zealand are:

- a) To undertake, encourage and assist in the propagation of the Christian gospel with the view to leading young people (especially) to personal faith in the Lord Jesus Christ.
- b) To develop Christian character in the individual and Christian witness in the community.
- c) To urge the need for young people to carry out effective Christ like service and to provide an avenue for such service.
- e) To be committed followers of Jesus inviting all young people to join our faith adventure

3. POWERS

The powers of Incedo are:

- a) To conduct any activities for the purposes of furthering the objects of Incedo.
- b) To Produce any form of matter or other forms which Incedo considers desirable for the promotion of its objects.
- c) To accept gifts, purchase, lease, exchange, hire or otherwise acquire, hold, mortgage and dispose of any real or personal property and any rights and privileges which Incedo shall think necessary or expedient for the purposes of attaining its objects.
- d) To co-operate with other groups, societies, companies and persons whose objects are similar to those of Incedo.



e) To do all such things as the Board considers incidental or conducive to the attainment of Incedo's objects.

4. STATEMENT OF BELIEF

The statement of belief is the following seven doctrines which Incedo adheres to, namely:

1. We believe the bible to be the inspired, the infallible authoritative word of God.
2. We believe that there is one God eternally existent in three persons Father, Son and Holy Spirit.
3. We believe in the deity of our Lord Jesus Christ, in his virgin birth, in his sinless life, in his miracles, in his vicarious and atoning death through his shed blood, in his bodily resurrection, in his personal return to power and glory.
4. We believe that regeneration by the Holy Spirit is essential for the salvation of lost and sinful men.
5. We believe in the present ministry of the Holy Spirit by whose indwelling the Christian is enabled to live a godly life.
6. We believe in the resurrection of both the saved and the lost; they that are saved unto the resurrection of life and they that are lost unto the resurrection of damnation.
7. We believe in the spiritual unity of believers in Christ.

5. STATEMENT OF PRACTICE

Incedo requires its members to abide by the following code of practice:

Incedo New Zealand calls upon its members and supporters to honour its stated policy that it is interchurch, non political and non sectarian. It deplores all attempts made in any way to use Incedo meetings and/or platforms for purposes other than those stated in its objects and no member or supporter by practice or by influence shall allow any single denominational bias or emphasis to be felt in Incedo's ministry".

6. REGISTERED OFFICE

The registered office of Incedo shall be situated at such place as the Board shall from time to time determine.

7. MEMBERS

1. The members of Incedo shall be all persons who upon application for membership not less than 2 weeks before the Annual General Meeting, or a Special Meeting, in each calendar year, and upon signed recommitment to the Statement of Belief, Statement of Practice, Values and Purposes of Incedo in prescribed form, are received and recorded by the Mission Leadership Team as

members. The Mission Leadership Team shall require such renewal of commitment by all members before the Annual General Meeting.

2. Receipt and renewal of membership shall at all times be subject to continuing approval by the Mission Leadership Team. The Mission Leadership Team may terminate the membership of any person by resolution at any meeting of the Mission Leadership Team. Any such person shall however on receipt of notice of such termination, have a right of hearing at a further meeting of the Board within 6 weeks after the notice, and the Board may then by further ordinary resolution confirm or rescind the termination of membership.
3. Any member can resign in writing to the Mission Leadership Team.

8. BOARD

1. The Board of Incedo shall comprise the Officers namely the Chairperson, Mission Team Leader, Secretary and Treasurer and other actual Members, numbering not more than 12 in total.
2. Any member of the Board may at one time hold more than one office.
3. The function of the Board shall be the governance of Incedo.
4. All members of the Board must also be members of Incedo
5. The Board shall appoint its own members and officers who shall be subject to ratification at the Annual General Meeting.
6. The general management of the affairs of Incedo shall be vested in the Board, and the Board may exercise all powers of Incedo. In particular, the Board may make regulations from time to time for the conduct and management of Incedo and its members, and shall be subject only to the powers of a General Meeting of members.
7. Not less than 50% of the members, including the Mission Team Leader or his/her Deputy, of the Board shall comprise a quorum at any meeting, and ordinary business at any such meeting of the Board shall be determined by resolution of not less than 2/3rds of the members actually present.
8. The Board will appoint the Mission Leadership Team members for such term or terms as it shall decide from time to time, and shall declare such appointments at the Annual General Meeting. The Board has the power to rescind any such appointment ,
9. The Mission Leadership Team members shall have speaking rights at all Board meetings but not voting rights with the exception of the Mission Team Leader or in his/her absence the deputy, who shall have full voting rights as a full member of the Board.
10. The Board shall have the power to co-opt members between Annual General Meetings.

9. MISSION LEADERSHIP TEAM

1. The Mission Leadership Team shall comprise actual members numbering not fewer than 3 nor more than 5. The Mission Leadership Team shall appoint,

subject to the Boards ratification, its own leader who shall be referred in this constitution as the Mission Team Leader, and shall be ex officio a member of the Board, with full rights as such.

2. The function of the Mission Leadership Team shall be the operations, programmes, activities and membership of Incedo.

10. GENERAL MEETINGS OF MEMBERS

1. The Board shall call an Annual General Meeting of Members of Incedo in each calendar year, and may call a Special General Meeting at any time. The Board shall however call a Special General Meeting if required by petition or notice signed by 50% of the actual members.
2. Two weeks notice of every General Meeting shall be given to all members, in writing by post or email, txt or other address post or email, txt or other form to the address or contact actually actually recorded for each member. Such notice shall be deemed to be given on the date when it is so sent. The notice of meeting shall state generally, the nature of any special business to be done at the meeting.
3. The quorum at any Annual or ordinary General Meeting shall be 50 % of members. At any Special General Meeting called by petition or notice of members, the quorum shall be not less than 30% of members.
4. Voting at all General Meetings shall be by show of hands, unless the meeting calls for a ballot. All business shall be determined by resolution of not less than 2/3rds of the members actually present. Every member shall be entitled to one vote on every motion. Declaration by the Chairperson that a motion is carried, shall be final. In case of equality, the Chairperson shall have a casting as well as a deliberative vote. No proxies are allowed.
5. The Annual General Meeting shall receive the Annual Report and statement of accounts for the preceding year, appoint an auditor for the ensuing year and do any other business determined by the Board or the Chairperson. A General Meeting shall have power to amend this Constitution, but no amendment shall be permitted, which has the effect of altering the exclusively charitable nature of Incedo.
6. A Special Meeting duly called by petition of members, shall have power by such resolution of not less than 2/3rds of members actually present, to over-ride the Board of Incedo. In that event, the members present shall have power and shall proceed to appoint a new Board.
7. Any Annual General Meeting, Special meeting or meeting of the Board can be held with members not physically present but present via phone, internet or other such means and they will be counted as in attendance. This is conditional on all parties in attendance being able to fully participate in all discussions and voting.

11. POWERS OF THE BOARD

1. The Board shall arrange the common seal of Incedo and the Mission Team Leader shall be responsible for its safe custody and control.

2. The common seal may be affixed to any document pursuant to resolution of the Board, in the presence of two Board members of the Board or Mission Leadership Team, one of whom must be the Chairperson, Mission Team Leader, another member of the Mission Leadership team or the Secretary, and both sign the document to which the seal is affixed.
3. The Board may from time to time invest and reinvest in such securities and upon such terms as it shall think fit the whole or any part of the funds which are not required for immediate use.
4. The funds and property of Incedo shall be applied only in accordance with the Objects of Incedo and in paying the immediate expenses of Incedo. All money received by or on behalf of Incedo shall be deposited with a bank or banks approved by the Board.
5. The Board shall have power to gift any assets or undertaking to other persons or organisations which in the opinion of the Board are consistent with the Objects of Incedo.
6. In addition to the other powers vested in it the Board shall have the power to borrow money by the issue of debentures, bonds, mortgages or other securities founded or based on all or any of the property and/or rights of Incedo upon such terms as to priority and otherwise as shall seem fit to the Board.

12. NO PRIVATE PECUNIARY PROFIT FOR ANY INDIVIDUAL, AND EXCEPTIONS

No private pecuniary profit shall be made by any person from the society, except that:

1. Any board member may receive full reimbursement for all expenses properly incurred by that member in connection with the affairs of the society;
2. The society may pay reasonable and proper remuneration to any officer or servant of the society (whether a board member or not) in return for services actually rendered to the society;
3. Any board member may be paid usual professional, business or trade services rendered personally, or by any firm or entity with which that member is associated, in connection with the affairs of the society;
4. Any board member may retain any remuneration properly payable to that member by any company or undertaking with which the society may be in any way concerned or involved for which that member has acted in any capacity whatever, notwithstanding that that member's connection with that company or undertaking is in any way attributable to that member's connection with the society.

13. INTERESTED TRUSTEE

Any Board member who is or may be in any other capacity whatever interested or concerned directly or indirectly in any property or undertaking in which the society is or may be in any way concerned or involved shall disclose the nature and extent of that member's interest to the other Board members, and shall not take any part whatever in any deliberation of the Board concerning any matter in which that member is or may be

interested other than as a member of the society.

14. DISPOSITION OF SURPLUS ASSETS

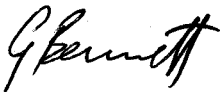
If Incedo is wound up, the surplus assets after payment of Incedo's liabilities and expenses of winding up shall be transferred on charitable trust to such Christian and charitable purposes within New Zealand as the members shall by resolution passed by a simple majority in General Meeting determine and in default of any resolution or to the extent to which it shall fail to dispose of such property or assets shall be applied for or towards such Christian and charitable purposes within New Zealand as a Judge of the High Court of New Zealand shall on application by any member decide.

15. COMMITTEE OF ADVISERS

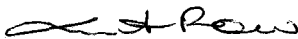
The Board shall have power to form a Committee of Advisers of any number of persons not necessarily members of Incedo who by reason of their trade, profession, social or religious standing or training are particularly qualified to advise and assist Incedo. The members of this Committee shall have the right to attend meetings of the Board but shall not have the right to vote.

These rules were adopted by the requisite majority of the Society in General Meeting this 8th day of October, 2011

In witness whereof the common seal of the Society was here unto affixed in the Presence of:



BOARD MEMBER



BOARD MEMBER



BOARD MEMBER

Dated: This day of 15th May 2012

