RULES

OF

FRIENDS OF THE RANDELL COTTAGE WRITERS TRUST INCORPORATED

Amended December 2025

1. STATUS OF RULES

1.1. These amended rules were adopted by the Friends at a Special General Meeting held on 3 December 2025.

2. NAME

2.1. The name of the Society shall be

"FRIENDS OF THE RANDELL COTTAGE WRITERS TRUST INCORPORATED"

3. REGISTERED OFFICE

3.1. The registered office of the Society shall be c/o 60 Tinakori Road, Thorndon, Wellington 6001 or at such place as the Executive Committee shall from time to time determine.

3.2. Notice of every change of the place of the registered office shall be given to the Registrar of Incorporated Societies.

4. INTERPRETATION

4.1. In the interpretation of these Rules (unless the context requires a different construction):

4.1.1. "Friends" means members of the Society of whatever class of membership and "member of the Society" shall have the same meaning;

4.1.2. "Executive Committee" means the members of the Society appointed or elected at the Annual General Meeting to be the executive committee of the Society pursuant to Rule 15 hereof;

4.1.3. "Financial Member" shall mean a member at any time who has paid all their membership subscription due at that time, or who is an Honorary Member, Life Member, or Donor Member at that time;

4.1.4. "the Society" means the Friends of The Randell Cottage Writers Trust Inc.; and

4.1.5. "the Trust" means The Randell Cottage Writers Trust, a charitable trust under the laws of New Zealand.

4.2. Words importing the singular number include the plural number and vice versa.

5. PURPOSES

5.1. The Society is established for the promotion of cultural and educational objects and purposes within New Zealand. In particular the Society is established:

5.1.1. To promote the Trust and its objects and activities;

5.1.2. To provide assistance, both material assistance and assistance through participation in promotion and other events and activities, to the objects and work of the Trust;

5.1.3. To assist in the preservation of the Randell Cottage;

5.1.4. To disseminate information on the Trust and its objects and activities;

5.1.5. To provide a forum for the exchange of ideas, and for active participation in the works of the Trust, for the benefit of the Trust and of the Society;

5.1.6. To provide information to Friends and others on the activities of the Trust and of the Friends;

5.1.7. To raise and receive funds, whether by subscriptions, activities, gifts or bequests, to further the objects and activities of the Trust; and

5.1.8. To do all such things as are conducive or incidental to attaining of these objects and the objects of the Trust, and are charitable under the laws of New Zealand.

6. MEMBERSHIP

6.1. Membership of the Society shall be open to any person, corporation, or body of persons complying with these Rules.

6.2. Membership of the Society shall be divided into:

6.2.1. Adult Membership (Persons aged 18 years or over),

6.2.2. Junior Membership (Persons under the age of 18 years),

6.2.3. Family Membership;

6.2.4. Corporate Membership;

6.2.5. Honorary Membership or Life Membership in accordance with Rule 6.8;

6.2.6. Donor Membership in accordance with Rule 6. 9, and

6.2.7. Alumni Membership in accordance with Rule 6.10.

6.3. Except membership under Rule 6.2.5, Rule 6.2.6 or Rule 6.2.7, membership shall be attained by written application to the Executive Committee (who may approve or decline such application on behalf of the Society) and shall be accompanied by payment of the first annual subscription. Such application shall be deemed to be consent to being a Friend by the applicant.

6.4. There shall be no territorial or other limits on membership.

6.5. All Friends shall be entitled to:

(i) A newsletter with advance notification of events or exhibitions having to do with the objects of the Society;

(ii) Invitations to attend special functions and receptions for writers-inresidence or other guests or lecturers as arranged by the Society; (iii) An invitation to functions for the benefit of Friends only.

6.6. A Friend may terminate membership of the Society by notice in writing to the Society. The Executive Committee may terminate a Friend's membership of the Society if that Friend's annual subscription is not paid one month after a second notice that it is due.

6.7. For the purposes of these Rules all the members of a family with Family Membership shall be treated as one member and shall have the power and the entitlements of one member only. In the case of dispute as to the power or entitlement of members of a family who have Family Membership, the President of the Society shall have an absolute discretion to determine who may exercise that power or shall have those entitlements.

6.8. Honorary Membership and Life Membership - The Society may resolve in General Meeting that any person be elected a 'honorary member' or 'life member', either in person or ex officio, and for life or for a specified period, in which case no subscriptions shall be payable by such member during the period of membership.

6.9. Donor Memberships – The Executive Committee may extend membership to any person, firm or corporate body that donates money or assets to the Society, where the Executive Committee considers that the donation is sufficiently valuable to merit such membership. Donor membership is subject to acceptance of membership by that person, firm or corporate body. Such membership shall be for such term or terms and on such conditions as the Executive Committee shall from time to time decide. The Executive Committee shall have the power to create different classes of Donor Members depending on the amount or frequency of the donation, and to attach different privileges to each class. No subscriptions shall be payable by such member during the period of membership.

6.10. Alumni Memberships – The Executive Committee may offer membership to any person who is or has been a Randell Cottage writer-in-residence. Such membership shall be for such term or terms, and on such conditions as the Executive Committee shall from time to time decide. Alumni membership is subject to acceptance of membership by that person. A person's alumni membership may be terminated at any time by resignation or by resolution of the Executive Committee. No subscriptions shall be payable by such member during the period of membership.

7. SUBSCRIPTIONS

7.1. The annual subscription for each class of members of the Society shall be such sum as shall be fixed by the Executive Committee for that class of members prior to the commencement of the next financial year to apply for that financial year and, until further amendment by the Executive Committee, for ensuing financial years.

7.2. The subscription for family or corporate membership may vary depending on the number of persons that member wishes to have included under the aegis of the family or corporate membership as the case may be.

7.3. Each subscription shall be for a year in advance from the month to be determined by the Executive Committee.

7.4. All subscriptions shall be due and payable within three months from the commencement of the subscription year or 21 clear days prior to the date of the annual general meeting, whichever is the earlier.

7.5. Payment of an annual subscription shall be deemed to be consent to continuing as a Friend.

8. POWERS

8.1. The Society shall have the power to:

8.1.1. Make donations to the Trust;

8.1.2. Preserve, maintain, repair, and equip the Randell Cottage;

8.1.3. Make donations to, and otherwise support; any writer-in-residence at the Randell Cottage;

8.1.4. Hold events, including but not limited to talks, conferences, parties, and fairs, and whether fundraising or not, to further the objects of the Society;

8.1.5. Purchase, sell, hire or lease, exchange or otherwise deal with or dispose of any property, buildings or equipment, except in the case of the Randell Cottage;

8.1.6. Open and operate bank accounts and make arrangements for the convenient management of its funds;

8.1.7. Open trade or credit accounts;

8.1.8. Lend and invest funds of the Society upon such terms and conditions as the Executive Committee may consider prudent, subject to the laws of New Zealand applying to the investment of Trust Funds, and to vary any such investments;

8.1.9. Accept money on deposit or loan and to borrow or raise any money for the purposes of the Society by any means of borrowing or fund raising decided by the Executive Committee with or without security, and to give security for the same over any property of the Society whether by mortgage, debenture or otherwise PROVIDED that no mortgage, debenture charge or other security shall be raised, charged or secured upon the Randell Cottage;

8.1.10. Accept the ownership, custody, control and management of any real or personal property which may be bequeathed, loaned or donated to the Society for its purpose or objects whether subject to any special trusts or not, with power to decline any gift or legacy or to take over any property which has annexed to it any condition or obligation not approved by the Executive Committee;

8.1.11. Enter into all negotiations, contracts and agreements in the name and on behalf of the Society as it may consider expedient for its purposes,

provided that such negotiations, contracts and agreements are not in conflict with its objects; and

8.1.12. Undertake any business activity considered by the Executive Committee to be appropriate to the objects of or betterment of the Society;

8.1.13. Together with such ancillary or complementary powers as a natural person would have, and which are necessary for the furtherance of the objects.

9. GENERAL MEETINGS - ATTENDANCE

9.1. All financial members shall be entitled to attend and vote at General Meetings.

9.2. Every Annual General Meeting shall be open to members of the Public, unless the meeting shall resolve otherwise.

9.3. The quorum at Annual and Special General Meetings of the Society shall be 10 Friends personally present.

10. ANNUAL GENERAL MEETING

10.1. An Annual General Meeting of the Society shall be held each year not later than six months after the close of the previous financial year

10.2. The following business shall be transacted:

10.2.1. Receive and consider the annual report;

10.2.2. Receive and consider the annual financial statements, and audit report or review of those financial statement (if any);

10.2.3. Receive and consider a report from the Executive Committee of the annual subscriptions fixed in accordance with Rule 7.1 for the following year;

10.2.4. The election of the Office-Bearers of the Society referred to in Rule 14 hereof;

10.2.5. The election of the members of the Executive Committee referred to in Rule 14 hereof; and

10.2.6. Such other business as may be accepted by permission of the majority of Friends present at such meeting.

10.3. The following information shall be presented at the Annual General Meeting:

10.3.1. the annual report;

10.3.2. the annual financial statements, and audit report or review of those financial statement (if any);

10.3.3. a report from the Executive Committee of the annual subscriptions fixed in accordance with Rule 7.1 for the following year; and

10.3.4. nominations for Office-Bearers and Ordinary members of the Executive Committee..

11. SPECIAL GENERAL MEETINGS

11.1. A Special General Meeting of the Society may be held at any time that the Executive Committee may appoint.

11.2. On receipt of a requisition signed by not less than ten Friends, the President or Secretary shall call a Special General Meeting within fourteen days of receipt of that requisition.

11.3. The business to be dealt with at such a meeting shall be limited to the matters stated in the notice of the meeting, but need not be limited to the subject of a requisition under the forgoing sub-clause.

12. NOTICES

12.1. Members shall be given at least fourteen days notice of all Annual and Special General Meetings, and of any notices of motion thereat.

12.2. Every notice required to be given to Friends shall be deemed to have been duly delivered if handed to them personally, or posted or sent electronically to them at that member's last known address.

12.3. The Society shall give the Trust notice of all Meetings as if the Trust were a member, and shall provide the Trust with copies of minutes of all General Meetings and all meetings of the Executive Committee.

13. CONDUCT OF ANNUAL AND SPECIAL GENERAL MEETINGS

13.1. The President shall preside as chair of any general meeting but should he or she be absent the chair shall be taken by a member of the Executive Committee appointed by the members.

13.2. Each member present, not being a junior member, shall be entitled to one vote on any matter. A family or corporate member shall appoint one person to vote on behalf of such family or corporate member.

13.3. The chair of the meeting shall have a deliberative vote and in the event the votes are equal, also have a casting vote.

13.4. The mode of voting at meetings shall be on the voices, show of hands, or, upon demand by any member, by poll.

13.5. A majority vote shall be required for any motion to be passed (except for the alteration of rules, as provided in Rule 25, where the procedure set out in that Rule shall apply).

13.6. A declaration by the chair of any meeting to the effect that the resolution submitted at such meeting has been passed, or has been passed by a particular majority, or has been lost, and an entry to the effect in the Minutes Book of the Society, shall be conclusive evidence of the fact after the meeting without proof of the number of votes recorded in favour of or against the resolution.

13.7. Any resolution of the Executive Committee signed by all members of the Executive Committee not in the Minutes Book of the Society shall be a resolution by the Executive Committee.

13.8. Except as provided above, a General Meeting shall be conducted in such a manner as the chair of the meeting shall determine.

13.9. The Secretary (if present) or some person delegated by the chair of the meeting, shall keep minutes of all Annual General and Special Meetings.

14. EXECUTIVE COMMITTEE

14.1. The Executive Committee shall comprise three Office-Bearers, namely a President, a Secretary and a Treasurer, and up to seven Ordinary members.

14.2. The Chair of the Trustees of the Randell Cottage Writers Trust from time to time or his or her nominee shall be, ex-officio, one of the members of the Executive Committee and may be an Office-Bearer.

14.3. The Trustees of the Randell Cottage Writers Trust from time to time may nominate two other members of the Executive Committee who may be OfficeBearers.

14.4. The Office-Bearers and the other members of the Executive Committee not nominated under Rule 14.3 shall be elected at an Annual General Meeting of the Society by Financial Members in accordance with these rules. The election of the President shall be held separately from the election of the other members of the Executive Committee.

14.5. The Executive Committee shall have the power to co-opt to fill vacancies on the Executive Committee, including Office-Bearers, to co-opt such additional members from time to time as are necessary for the conduct of the affairs of the Society, and to make appointments to special committees.

14.6. Subject to Rule 14.7, nominations for election to the Executive Committee at any Annual General Meeting must be made in writing and delivered to the Society's office at least fourteen clear days before the meeting. Each nomination must bear the names and signatures of a proposer and seconder who are Financial Members of the Society, and the signed consent of the nominee.

14.7. If, however, insufficient nominations under Rule 14.3 or Rule 14.6 are received prior to Annual General Meeting for the number of members of the Executive Committee to equal ten, the chair of the meeting may accept nominations of members of the Executive Committee from the floor, with the consent of the nominee, for election in accordance with these Rules

14.8. No person shall be appointed as or continue as an Office-Bearer or Ordinary member of the Executive Committee, if that person is not a Financial Member.

14.9. Positions of Office-Bearers, including that of President, that fall vacant for any reason whatsoever, may be filled by the Executive Committee if considered necessary.

14.10. Co-opted Executive Committee members must retire at the next Annual General Meeting, but may stand for re-election

14.11. The members of the Executive Committee shall at their first meeting elect the Office-Bearers other than the President from among their number. The first meeting of the Executive Committee shall be held not more than one month from the Annual General Meeting. Such first meeting may be held immediately after the Annual General Meeting.

14.12. The Treasurer shall furnish returns as required by section 109 of the Incorporated Societies Act 2022.

14.13. For the purposes of the Act, the Office-Bearers shall be the contact persons.

15. EXECUTIVE COMMITTEE MEETINGS

15.1. Meetings of the Executive Committee shall be held at such times as may be determined from time to time by the Executive Committee but may not be fewer than four times in any one calendar year.

15.2. A quorum at a meeting of the Executive Committee shall be a majority of the Executive Committee.

15.3. A meeting of the Executive Committee may be held either by a number of members who constitute a quorum, being assembled together at a place, date and time appointed for the meeting, or by means of audio, or audio and visual, communication by which a quorum of Executive Committee members participating can simultaneously hear each other throughout the meeting.

15.4. The chair of the meeting shall be the President or in their absence a member appointed by the meeting.

15.5. Each Executive Committee member shall have one vote on any matter and in the event the votes are equal the chair of the meeting shall also have a casting vote.

15.6. Any member of the Executive Committee being absent for three consecutive meetings without leave of absence shall on passing of a resolution at a meeting by a majority of the Executive Committee then present, thereupon cease to be a member of the Executive Committee.

15.7. Not less than one week's notice in writing of a meeting of the Executive Committee shall be given to all members of the Executive Committee.

16. MANAGEMENT

16.1. The governance and general control of the affairs and funds of the Society shall be vested in the Executive Committee, which shall however be subject to any direction given by a decision of a General Meeting not contrary to these Rules, and shall be subject to the provisions of these Rules.

16.2. The Executive Committee shall have the power to appoint and delegate powers and authorisations to such special committees or sub-committee as it may deem expedient. The President or a member of the Executive Committee nominated by the President shall be an ex-officio member of any such special committee or sub-committee.

16.3. The Executive Committee may also engage or employ (either with or without a salary) a Secretary to act as secretary of the meetings of the Executive Committee, and to carry out such administrative and other functions as required by the Executive Committee. Even if the Secretary is not a member of the Society, he or she shall be entitled to attend and be heard at, but not vote at, General Meetings, and meetings of the Executive Committee. If at any time no Secretary to the Society is engaged or employed, the Executive Committee may appoint an unpaid volunteer (who may be a Friend) to act as Secretary and carry out such administrative functions as the Executive Committee shall direct.

16.4. The Executive Committee may engage or employ (either with or without a salary) a Manager or other Administrative officer or officers to undertake the management and operation of the Society under the direction of the Executive Committee. .

16.5. The Executive Committee may engage or employ such persons as are necessary to assist the Secretary for the good management of the Society, to carry out administrative and other functions as required by the Executive Committee. Such persons will report to the President or another member of the Executive Committee nominated by the President.

16.6. If a salary is to be paid to an employee pursuant to Rules 17.3, 17.4 or 17.5 then such employee may not be a member of the Society.

16.7. The Executive Committee shall have the power to pay an honorarium to any Office-Bearer and to determine the amount of the honorarium. Such honorarium shall be reasonable taking into account the duties and responsibilities of that Office Bearer, and shall not be more than would be paid on an arms length basis.

16.8. The Secretary (if any) shall keep or cause to be kept accurate minutes of all Executive Committee meetings.

16.9. The Secretary (if any) or the Executive Committee shall keep a register of Friends in terms of Section 79 of the Incorporated Societies Act 2022, and make that register available to the Executive Committee to ensure compliance with the Act.

17. FINANCIAL

17.1. The Treasurer or such other person as the Executive Committee shall appoint shall prepare a Statement of Accounts and Statement of Financial Position as soon as may be possible after the end of the financial year.

17.2. The Executive Committee may have the Statement of Accounts and Statement of Financial Position audited, or reviewed by an independent accountant.

17.3. The Statement of Accounts and Statement of Financial Position shall be submitted to the Annual General Meeting next following its preparation and shall be open for discussion thereat.

17.4. Every year the Executive Committee shall have a financial budget prepared, setting out the estimated cost of carrying out the intended programme of the Society for the forthcoming year, and the projected income.

18. FINANCIAL YEAR

18.1. The financial year of the Society shall be from the 1st day of April in one year to the 31st day of March in the next year, or such other period as determined from time to time by the Executive Committee.

19. APPLICATION OF SURPLUSES

19.1. The income and property of the Society, however and wherever derived, shall be applied solely towards the promotion of the objects of the Society (save as hereinafter provided form the event of the winding up of the Society) and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise, by way of profit to the members of the Society PROVIDED that payment may be made of reasonable remuneration to any officers or servants of the Society or to any member in return for services rendered to the Society

PROVIDED ALSO that there may be gratuitous distribution among, or sale at a discount to, Friends of any publications of the Society or of tickets of admission to any exhibition, lecture, display or entertainment promoted by the Society.

20. FUNDS

20.1. The funds of the Society shall vest in and be under the control of the Executive Committee. The Executive Committee shall have the power to invest monies according to the requirements of the Trustee Act and any other applicable statute or rule of law.

20.2. Donations and legacies unless made for any specified purpose shall be paid into the general funds and shall form part of the funds of the Society to be expended in such manner as the Executive Committee thinks fit

21. BANK ACCOUNT

21.1. The Society's bank accounts shall be operated under the signatures of the President and/or the Treasurer, and another officer of the Society or any Executive Officer, as authorised by resolution of the Executive Committee. The Treasurer or any Executive Officer may be authorised to maintain an Imprest Account for minor transactions at a level to be determined by the Executive Committee.

22. CHARITABLE FUND

22.1. All donations received by the Society, not expressed to be for a purpose inconsistent with application under this Rule, shall be credited to a fund to be held by the Society in trust for charitable or cultural purposes within New Zealand in accordance with the objects of the Society or the Trust.

23. COMMON SEAL

23.1. The Society shall provide a common seal, which shall be held in the custody of the Secretary (if any) or the President (if there is no Secretary).

23.2. The common seal shall not be affixed to any instrument except in pursuance of a resolution of the Executive Committee and in the presence of two members of the Executive Committee who shall affix their signature to each such instrument so sealed.

24. PROHIBITION ON PAYMENTS TO MEMBERS AND PERSONAL BENEFIT

24.1. Any income or benefit of, or payment from, the Society shall be applied to the objectives of the Society.

24.2. Notwithstanding any other rule, none of the assets, income or profit of the Society shall at any time go to or be paid to any members of the Society (including members of the Executive Committee) or associated persons of them PROVIDED HOWEVER:

24.2.1. Executive Committee members or volunteers may be paid reasonable out-of pocket expenses incurred by them in connection with the authorised activities of the Society;

24.2.2. Interest at a reasonable rate may be paid to any member lending money to the Society; and

24.2.3. Any member of the Society who for the time being is a person engaged in any profession or business shall be entitled to charge and be paid all such usual professional or other charges for their services to the Society as he or she or it would otherwise be entitled to do.

24.3. No Friend and no person associated with a Friend shall participate in or materially influence any decision made by the Society in respect of the payment to or on behalf of that member or associated person of any income, benefit or advantage whatsoever.

24.4. Any such income paid shall be reasonable and relative to that which would be paid in any arm's length transaction (being the open market value).

24.5. The provisions and effect of this Rule shall not be removed from this document and shall be included and implied into any document replacing this document.

24.6. A member of the Executive Committee who is interested in a matter relating to the Society, as the words "interested " is defined in section 62 of the Incorporated Societies Act 2022:

24.6.1. must not vote or take part in a decision of the Executive Committee relating to the matter; and

24.6.2. must not sign any document relating to the entry into a transaction or the initiation of the matter; but

24.6.3. may take part in any discussion of the Executive Committee relating to the matter and be present at the time of the decision of the Executive Committee (unless the Executive Committee decides otherwise).

24.7. However a member of the Executive Committee who is prevented from voting on a matter under Rule 24.6 may still be counted for the purpose of determining whether there is a quorum at any meeting at which the matter is considered.

24.8. Rule 24.6.1 or 24.6.2 does not apply to a member of the Executive Committee in relation to a particular matter if all members of the Executive Committee who are not interested in the matter consent to that member acting as referred to in that Rule.

24.9. Despite Rules 24.7 and 24.8, if 50% or more of the members of the Executive Committee are prevented from voting on the matter under Rule 24/6 a special general meeting of the Society must be called in accordance with these Rules to consider and determine the matter.

25. ALTERATIONS TO RULES

25.1. Except as otherwise provided in these Rules, any alteration, amendment or rescission of these Rules shall be made only by a resolution proposed by the Executive Committee and passed by a majority of 75% of Friends present at the Annual Meeting of the Society or at a Special General Meeting called for

that purpose, but no such alterations shall be permitted that alter the objects or powers of the Society so they would no longer be exclusively charitable.

25.2. No addition to or alteration or rescission of the Rules shall be approved if it affects the Prohibition On Payments To Members And Personal Benefit Rule (Rule 21) or the Winding Up Rule (Rule 26).

25.3. No alteration of the Purposes in Rule 2 shall be valid unless it has the prior written approval of the Trust.

25.4. A Notice of Motion for alteration, amendment or rescission shall be given to the Secretary no later than one calendar month prior to the Annual Meeting or Special General Meeting called for that purpose.

25.5. In the event of a rule change, duplicate copies of the change shall be delivered to the Registrar of Incorporated Societies in accordance with Section 33 of the Incorporated Societies Act 2022.

26. WINDING UP OR DISSOLUTION

26.1. The Society may be wound up by its members in accordance with the provisions of Section 175 of the Incorporated Societies Act 2022.

26.2. In the event of the Society being wound up or dissolved or removed from the Register of Incorporated Societies, its assets shall be sold and its debts shall be paid, and any balance shall be transferred to the Trust to be applied for such charitable purposes within New Zealand which are in accordance with the purposes of the Trust and are similar as possible to the aims and purposes of the Society.

27. INTERPRETATION AND DISPUTES

27.1. In case a question arises that is not provided for in these Rules, or any doubt exists as to the interpretation of these Rules, or any other question or dispute shall arise concerning the Society, its property or its interests, the same shall be determined by the Executive Committee whose decision shall be conclusive and binding on all Friends unless revoked at a General Meeting held not later than the next following Annual General Meeting, PROVIDED HOWEVER if a dispute shall arise between a Friend and the Executive Committee, or between members of the Executive Committee, that dispute shall be referred (if possible) to the Trust for mediation, and if such mediation shall not be possible or shall fail, for resolution. A decision of the Trust in such a case shall be conclusive *and* binding on all Friends.

EXECUTION

Certified as having been passed at a Special General Meeting of the Society held on 3 December 2025 by a majority of at least 75% of the Friends present

By Authority