



ASHBURTON/LYNDHURST IRRIGATION MANAGE

IT IS HEREBY RESOLVED this 15th day of November special resolution by means of an entry in the Minute Book of the Company signed as provided by Subsection [1] of Section 362 of the Companies Act 1955 as follows:

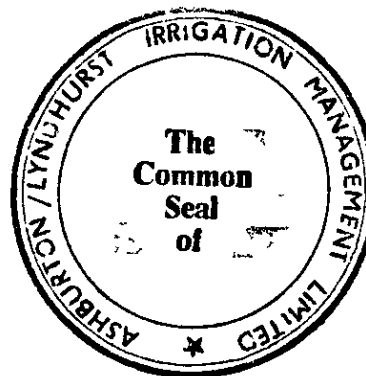
That pursuant to Section 2 of the Industrial Provident Societies Amendment Act 1919 the Company convert itself into a registered Society pursuant to the provisions of the Industrial and Provident Societies Act 1908 under the name Ashburton/Lyndhurst Irrigation Society Limited ["the Society"] and that for such purpose the Company hereby:-

- [a] adopts as the Rules of the Society the Rules produced to this meeting which have been signed for the purpose of identification by Mr G.S. Brown; AND
- [b] appoints John Charles Morris, George Stanley Brown, Mark Hunter Lemon, Alan Graham Grant, John Cecil Roadley, Roger Stoker and Laurence Killoh Cooney being 7 members of the Company who, together with the Secretary [Mr G.S. Brown], are hereby authorised to sign the said Rules in the form submitted or [if appropriate] in that form but incorporating therein, without further reference or consultation with the Company, all alterations thereto [if any] which may be required by the Registrar of Industrial and Provident Societies.

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THE COMMON SEAL of ASHBURTON/LYNDHURST]
 IRRIGATION MANAGEMENT LIMITED was]
 hereunto affixed pursuant to Section]
 2 Subsection [4] of the Industrial]
 Provident Societies Amendment Act]
 1919]



..... J.J. Morris Director

 Director

ASHBURTON/LYNDBURST IRRIGATION MANAGEMENT LIMITED

IT IS HEREBY RESOLVED this 15th day of November 1990 as a special resolution by means of an entry in the Minute Book of the Company signed as provided by Subsection [1] of Section 362 of the Companies Act 1955 as follows:

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Alan Grant
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R Stoker
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J Roadley
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RULES

OF

ASHBURTON/LYNDBURST IRRIGATION SOCIETY LIMITED

1. NAME

The name of the Society is Ashburton/Lyndhurst Irrigation Society Limited [hereinafter called "the Society"].

2. REGISTERED OFFICE

The Registered Office of the Society shall be situated at the offices of Messrs Brophy Knight & Partners, 144 Tancred Street, Ashburton or at such other place as the Board shall from time to time determine.

3. OBJECTS

The primary objects of the Society are:-

- [a] To obtain adequate supply of water for the purposes of the Ashburton/Lyndhurst Irrigation Scheme.
- [b] To allocate distribute and supply for irrigation purposes the water of the Ashburton/Lyndhurst Irrigation Scheme in terms of agreements between the Society and the members.
- [c] To manage all aspects of the Ashburton/Lyndhurst Irrigation Scheme's operation and maintenance.

PROVIDED THAT nothing in these Rules shall authorise or be deemed to authorise the Society to carry on the business of banking.

For furthering any of the aforementioned objects of the Society the Society shall have the power to do any of the following:-

- [d] To make such arrangements with any person or Company engaged in any trade business or profession for concessions to the Society's members of any special rights privileges or advantages with regard to supply of goods or services.
- [e] To hold shares in any limited liability Company or other corporate body referred to in Section 10 [c] of the Act.
- [f] To purchase take on lease or in exchange hire and otherwise acquire any real or personal property and any rights or privileges which the Board may think necessary or convenient for the purpose of the Society and to hold manage let sell exchange mortgage improve or otherwise deal therewith or with any part or parts thereof.
- [g] To borrow or raise money or secure the payment of money owing or the satisfaction or performance of any obligation or liability

incurred or undertaken by the Society or any member in such manner as the Board may think fit [but subject always to the provisions of the Industrial and Provident Societies Amendment Act 1952] and in particular by the issue of debentures debenture stock perpetual or redeemable by mortgage charge pledge lien or other security over or upon the whole or any part of the Society's property or assets whether present or future including any uncalled capital.

- [h] Subject to the provisions of Section 10 of the Act to invest and deal with the moneys of the Society not immediately required in such manner as the Board may from time to time decide and in particular but not by way of limitation to lend moneys to any member upon any authorised security.
- [i] To make draw accept endorse discount execute and issue cheques bills of exchange promissory notes bills of lading dock or other warrants debentures and any other instrument negotiable or transferable by delivery or to order or otherwise.
- [j] To enter into any arrangements with any Government, Local Authority, member or other persons and entities that may seem conducive to the Society's Objects or any of them; and to obtain from any such Government, Local Authority, member, persons or other entities any rights privileges easements and concessions which the Society may think it desirable to obtain; and to carry out, exercise, and comply with any such arrangements rights privileges easements and concessions.
- [k] To apply for, secure, acquire by grant, legislative enactment, assignment, transfer, purchase, or otherwise, and to exercise, carry out and enjoy any charter, licence, power, authority, franchise, concession, right or privilege, which any Government or authority or any corporation or other public body may be empowered to grant and to pay for, aid in, and contribute towards carrying the same into effect; and to appropriate any of the Society's shares, debentures, or other securities and assets to defray the necessary costs, charges, and expenses thereof.
- [l] To apply for, promote and obtain any statute, order, regulation or other authorisation or enactment which may seem calculated directly or indirectly to benefit the Society; and to oppose any bills, proceedings, or application which may seem calculated directly or indirectly to prejudice the Society's interests.
- [m] To take or hold mortgages; liens, and charges to secure payment of the sale price or any unpaid balance of the sale price of any part of the Society's property of whatsoever kind sold by the Society or any money due to the Society from purchasers and others.
- [n] To deal with its members on a co-operative and equitable basis relative to the areas of irrigable lands held by each member.
- [o] From time to time to enter into any contracts with any of its members and other persons and entities.

- [p] To provide remuneration to Society members for working for the Society.
- [q] Generally to do all such lawful things as may be necessary incidental or conducive to the attainment of any of the aforementioned objects.

The objects and powers set forth in any subclause of clause 3 abovementioned shall be read and construed as not in any way limited or restricted by reference to or inference from the terms of any other subclause or clauses; and subject as aforesaid none of such subclauses or clauses or the objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary merely to the objects mentioned in any other subclause of this clause but the Society shall have the power to exercise all or any part of the powers conferred by any part of this clause independently of any other subclause or clause contained herein PROVIDED ALWAYS nothing herein contained shall be construed so to elevate any of the above stated powers into an object of the Society.

4. MEMBERSHIP

- [a] The Society shall consist of those persons who are occupiers within the meaning of the term "occupier" as defined in Section 196 of the Public Works Act 1981 whose interest in land is contained within the boundaries of the Ashburton/Lyndhurst Irrigation Scheme ["the said area"] who are signatories to these Rules or who are admitted as a member in terms of these Rules.
- [b] Every person whose signature appears on the application annexed hereto shall automatically become a member of the Society on the date of its incorporation.
- [c] No person [other than the signatories to the application annexed hereto] or entity shall be entitled to be admitted as a member without an application in writing signed by that person or signed on behalf of such entity and supported by one existing member being lodged with the Secretary accompanied by a cheque for the sum determined from time to time by the members of the Society as the joining fee [if any] and for the amount required in payment for the shares to be allotted to such person or entity in terms of Rule 13[b]. Such person or entity shall also agree to abide by all the Rules of the Society. Membership of the Society shall be limited to farmers residing and or carrying on the business of farming in the said area. Any farming company and other body corporate including a Society registered under The Industrial and Provident Societies Act 1908 which is carrying on the business of farming in the said area and has power to invest in or hold shares in its corporate name in this Society shall also be eligible for membership. Any such company or body corporate shall be entitled to be represented at meetings by any person being an officer or a director whom it may appoint for that purpose and the person so appointed having produced to the Society satisfactory evidence of such appointment shall be entitled to exercise the same powers on behalf of such company or body corporate as it could exercise if it were an individual member of the Society.

- [d] Every member shall pay to the Society charges of such amounts as shall from time to time be fixed by resolutions of the Board of the Society together with such amounts as shall be determined likewise by resolution of the Board from time to time for the continuing support of the Society.
- [e] The Society shall have a first and paramount lien on the shares held by each member for that members's debts and liabilities to or with the Society.
- [f] The Board shall at its option and from time to time shall have the right to call on each and any member to execute in favour of the Society such document or documents as the Society may require to be given as security to the Society for the performance observance and payment of all agreements obligations and payments on the part of that member notwithstanding that the time for such performance observance and payment has not yet arrived nor actual liability incurred; and when called upon so to do by the Society such member or members shall take all necessary steps and give all co-operation as may be required by the Society to have registered against the land title of such member or members such charge or encumbrance as the Society shall require to be given by such member or members at the cost in all things of the member or members.

5. RESIGNATION OF MEMBERS

Any member may resign from membership by giving to the Secretary of the Society notice in writing to that effect and every such notice shall unless otherwise expressed take effect from the end of the current financial year of the Society but without prejudice to the liability of that member for payment to the Society of any subscription water charges levy or other moneys which may then be owing by that member to the Society.

6. EXPULSION OF MEMBERS

Membership may be terminated at any time by a majority of members voting at a properly constituted General Meeting on the following grounds but without limitation of other grounds of expulsion.

- [a] The wilful or neglectful non-payment of charges to the Society properly made and notified on behalf of the Society of the member concerned.
- [b] The wilful or reckless disregard of the Rules of the Society and the Standing Orders of the Society by a member after the same have been brought to his attention on behalf of the Society.

7. MEETINGS

- [a] The Society shall between 30th June and 30th September in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one Annual General Meeting of the

Society and that of the next: PROVIDED that so long as the Society holds its first Annual General Meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Board shall determine.

The business to be transacted at the Annual General Meeting shall be:

- [i] To approve the Minutes of the previous Annual General Meeting and of any other General Meeting which may have been held since the date of the last Annual General Meeting.
 - [ii] To receive from the Board a report and a general statement of the receipts and expenditure funds and effects of the Society as specified in Section 8 [iii] of the Act and a balance sheet duly audited by a member of the New Zealand Society of Accountants for the preceding financial year.
 - [iii] To elect members to the Board as provided by these Rules.
 - [iv] To elect an Auditor or Auditors.
 - [v] To consider and decide any other matters which may properly be brought before the meeting.
- [b] Special General Meetings - Special General Meetings of members may be summoned by the Board from time to time in manner hereinafter prescribed.
- [i] The Board shall upon a requisition made to it in writing by not less than ten [10] per cent [10%] of the financial members convene within fourteen [14] days of the receipt of such requisition a Special General Meeting. Any requisition so made shall express the object of the meeting proposed to be called and shall be left with the Secretary or at the office of the Society.
 - [ii] The prescribed notice calling each such meeting shall specify in general terms the business for which the meeting is called and only the business so specified shall be discussed at such meeting.
 - [11i] In respect of any matter requiring a special resolution of the members under the Act notice of such meeting shall specify the intention to propose such resolution to be confirmed by a majority of members at a subsequent General Meeting in terms of Section 14 [a] of the Act.
- [c] Procedure for calling General Meetings - Notice of each General Meeting shall be given at least fourteen [14] clear days prior to the date appointed for the meeting by forwarding notice thereof in writing to each member at that member's last known place of abode or business. Such notice shall state that the meeting is to be the Annual General Meeting or a Special General Meeting as the case may be and shall specify the place date and time at which the same is to be held and the general nature of the business to be transacted.

[d] Representation and Voting at General Meetings

- [1] Every member shall be entitled to attend General Meetings but in the matter of voting financial members only shall on each question submitted to the meeting have one vote each and on a poll every such financial member only shall have one vote for each share in respect of which such financial member is a holder.
- [ii] On a poll votes may be given personally or by proxy.
- [iii] The instrument appointing a proxy shall be given in writing under the hand of the appointer or his attorney duly authorised in writing or if the appointer is a Corporation either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Society.
- [iv] The instrument appointing a proxy shall be in the form or in a form as near thereto as circumstances admit to that set out in Article 70 of Table A of the Third Schedule to the Companies Act 1955.

[e] Quorum at General Meetings - A quorum shall be not less than five per cent [5%] of the financial members of the Society entitled to vote at such meetings.

[f] Procedure at General Meetings

- [i] At every General Meeting the Chairman shall preside as Chairman of such meeting. If at any such meeting the Chairman shall not be present within fifteen [15] minutes after the time appointed for the meeting or being present is unwilling or unable to act as such Chairman the members present or represented shall appoint one of their number to act as Chairman of that meeting.
- [ii] At any meeting a resolution put to the vote of the meeting shall be decided on the voices or show of hands unless a poll is [before or on the declaration of the result of voices or on a show of hands] demanded by at least three members. Unless a poll is so demanded a declaration by the Chairman that a resolution has on the voices or on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the Minute Book shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. If a poll is duly demanded it shall be taken in such manner as the Chairman directs and the result of the poll shall be deemed to be the resolution of the meeting upon the question on which the poll was demanded.
- [iii] In the case of an equality of votes whether on the show of hands or in a poll the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

8. GROUP ORGANISATION

- [a] The Board of Directors of the Society shall comprise no more than seven and not less than 5 members.
- [b] The present members of the Board and their office in the Society is set opposite their respective names is:

John Charles Morris	Chairman
George Stanley Brown	Secretary
Mark Hunter Lemon	Member
Alan Graham Grant	Member
John Cecil Roadley	Member
Roger Stoker	Member
Laurence Killoh Cooney	Member

At the Annual General Meeting of the Society to be held in 1991 John Charles Morris and George Stanley Brown shall retire from office and they or their replacements shall be elected by the members present and at the Annual General Meeting in every subsequent year one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office. The Directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Directors on the same day those to retire shall [unless they otherwise agree among themselves] be determined by lot. A retiring Director shall be eligible for re-election. Any person appointed to represent a company member or other body corporate member under Rule 4[a] hereof shall so long as such appointment continues be eligible for election to the Board.

- [c] Any remuneration of the Directors shall from time to time be determined at General Meetings of the Society. The Directors may also be paid all travelling hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of Directors or in connection with the business of the Society. Any casual vacancy occurring on the Board may be filled by the Directors and such appointee shall retire at the next Annual General Meeting and shall be eligible for re-election.
- [d] The Board duly constituted in accordance with these Rules is one and the same as the Committee of Management referred to in Clause 4 of the Second Schedule to the Act.
- [e] The Chairman shall control the meetings and shall be responsible for the co-ordination of tasks. The Secretary, shall keep a record of all meetings in the Minute Book attend to all correspondence and shall look after the funds of the Society and produce Financial Statements to the members at General Meetings.
- [f] The Board shall meet together for the dispatch of business adjourn and otherwise regulate meetings of the Board as it sees fit.

Questions arising at any meeting shall be decided by a majority of votes. In the case of any equality of votes the Chairman shall have a second or casting vote. A Board member and the Secretary on the requisition of a Board member shall at any time summon a meeting of the Board and notification by telephone from the Chairman or the Secretary of such meeting shall be sufficient notice provided however that whenever a meeting of the Board is requested for the purpose of consideration of an application for the transfer of shares in the Society then details of such application shall be made known to all members of the Board at the time of notification of such meeting.

- [g] The quorum necessary for the transaction of the business of the Board may be fixed by the Board and unless so fixed shall be the Chairman and one Board member or in the absence of the Chairman shall be three Board members.
- [h] If at any meeting of the Board the Chairman is not present within five [5] minutes after the time appointed for the holding of the meeting the members of the Board present may choose one of their number to be Chairman of the meeting.
- [i] The Board shall have power at any time and from time to time to appoint any person to be a member of the Board either to fill a casual vacancy or as an addition to the existing members of the Board but so that the total number of Board members shall not at any time exceed the number fixed in accordance with these Rules. Any member of the Board so appointed shall hold office only until the next following Annual General Meeting and shall then be eligible for re-election but shall not be taken into account in determining the members of the Board who are to retire by rotation at that meeting.

SECRETARY

9. _____ A Secretary to the Society shall be appointed by the Board of Directors who shall fix his duties, salary and term of office, and who shall have power to remove him and appoint another in his place. The Secretary shall in addition to any other duties to be performed by him under these Rules or the terms of his appointment:

- [1] Conduct the correspondence of the Society and of the Board of Directors
- [2] Make provision for the safe custody of the Seal of the Society and of its books, records, documents and personal property
- [3] Comply with the provisions of Sections 8, 9 and 10 of the Act and its Amendments and with all other provisions of the Act wherein some duty or obligation is laid upon the Society without specifying the person or persons responsible for the performance of such duty or obligation
- [4] Supervise or be responsible for the receipt of all moneys, cheques bills and negotiable instruments payable to the Society and forthwith upon receipt lodge the same to the

credit of the Society's account with such Bank as the Board of Directors shall from time to time appoint or otherwise dispose thereof as directed from time to time by the Board of Directors and shall, subject to the provisions of these Rules, pay same out according to the general or specific directions of the Board of Directors.

10. AUDITORS

An Auditor may be elected by the Society at a General Meeting to audit the books and accounts of the Society. The Auditor shall be a member of the New Zealand Society of Accountants and shall have the right of access at all times to the books accounts and vouchers of the Society and shall be entitled to require from the officers of the Society and if necessary individual members such information and explanations as may be necessary for the performance at that Auditor's duties.

11. ACCOUNTS

- [a] The Society shall prepare and submit to each Annual General Meeting a general statement of the receipts expenditure funds and effects of the Society as prescribed by Section 8 a [iii] of the Act up to the date of the annual balance and also an audited balance sheet as at that date.
- [b] The date of the annual balance until determined otherwise in accordance with these Rules shall be the 30th day of June of each year.

12. CONTROL AND USE OF FUNDS

- [a] The Board shall have general power of control over the funds of the Society and all moneys received by or on behalf of the Society shall forthwith be paid to the credit of the Society in an account with any financial institution authorised by Section 10 a [ii] of the Act as shall from time to time be decided upon by the Board.
- [b] All cheques promissory notes drafts and other negotiable instruments and all receipts for money paid to the Society shall be signed drawn accepted endorsed or otherwise executed as the case may be in such manner as the Board shall from time to time determine.
- [c] The capital of the Society may be invested in any way consistent with the Objects of the Society and permitted by the Act as from time to time determined by the Board.
- [d] The Board shall have power to retain from distribution as profits such sum or sums as the members of the Society in General Meeting shall from time to time determine.

13. SHARES

- [a] The shares in the Society shall be limited in number and each shall be of the nominal value of two dollars [\$2-00].

- [b] A member shall hold one fully paid share in the capital of the Society for every one [1] hectare of land held by that member within the Ashburton/Lyndhurst Irrigation Scheme.
- [c] No transfer of shares shall be made without the prior approval of the Board which approval may be given as hereinafter provided. Any member resigning or expelled shall be refunded such member's share capital less any moneys then owing by such member to the Society within twelve [12] months of the date of resignation or expulsion.
- [d]
 - [i] In case of the death of a member the survivor or survivors where the deceased member was a joint holder and the legal personal representative of the deceased member where such member was a sole holder shall be the only persons recognised by the Society as having any title to the interest in the share or shares of such deceased member: but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share or shares which had been jointly held by such deceased member with any other person.
 - [ii] Any person becoming entitled to a share or shares in consequence of the death or bankruptcy of a member may upon such evidence being produced as may from time to time be properly required by the Board and subject as hereinafter provided elect either to be registered himself as holder of the share or shares or to have any person nominated by himself registered as the transferee thereof but the Board shall in either case have the same right to decline or suspend registration as they would have had in the case of the transfer by that member before his death or bankruptcy as the case may be.
 - [iii] Where the registered holder of any share or shares dies or becomes bankrupt his personal representative or the assignee of his estate as the case may be shall upon the production of such evidence as may from time to time be properly required by the Board in that behalf be entitled to the same rights and advantages [whether in relation to meetings of the Society or to voting or otherwise] as the registered holder would have been entitled to if such registered holder had not died or become bankrupt; and where two or more persons are jointly entitled to any share or shares in consequence of the registered holder they shall for the purpose of these Rules be deemed to be joint holders of the share or shares. In the event of a dispute among joint shareholders the joint shareholder first in order in the Share Register shall be deemed to hold the voting rights attaching to such jointly held shares.
 - [iv] Subject to such of the restrictions of these Rules as may be applicable any member may transfer all or any of his shares by instrument in writing in any usual or in any other form which the Board may approve.

- [v] The Board may decline to register the transfer of shares to persons of whom the Board does not approve and also the transfer of shares between members in circumstances in respect of which the Board is of the opinion that such transfer if approved would be disadvantageous to the interests of the Society and the Board may also decline to register the transfer of share or shares which the Society has a lien.
- [vi] If the Board refuses to register a transfer it shall within one month after the date on which the transfer was lodged with the Society send to the transferee notice of the refusal and return the transfer to the transferee.
- [vii] No transfer shall be made to any person under the age of eighteen [18] years.
- [e] A Share Register shall be kept by the Secretary at the Registered Office in which the Secretary shall enter the full name postal address occupation and date of entrance of each member. Each member shall notify the Secretary in writing of any change of such member's postal address.
- [f] The Society shall be entitled to treat the person whose name appears on the Register in respect of any share as the absolute owner thereof and shall not be under any obligation to recognise any trust or equity or equitable claim to or interest in such share whether or not it shall have express or other notice thereof.
- [g] Subject to any subsisting nomination made by a member pursuant to Section 9 [e] of the Act and subject to Section 9 [f] of the Act and subject to the provisions hereinbefore contained for the transmission and transfer of shares of any member that member's Trustee or next-of-kin will be repaid that member's share of capital in the Society within twelve [12] months of that member's death subject to the provisions of clause 12 [d] hereof.

14. FORFEITURE OF SHARES

- [a] If a member fails to pay any call, levy or account on the day appointed for payment thereof the Board may at any time thereafter during such time as any call levy or account remains unpaid send a written notice, by registered post to him at his registered address requiring payment of so much of the call levy or account as is unpaid, together with any interest that may have accrued. The notice shall name a further day [not earlier than the expiration of 28 days from the date of posting of the notice] on or before which the payment required by the notice is to be made and shall state that in the event of non-payment on or before the time appointed all shares owned by the defaulting member will be liable to be forfeited.
- [b] If the requirements of any such notice as aforesaid are not complied with any shares in respect of which the notice has been given may at any time thereafter before the payment required by the

notice has been made be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture.

- [c] A forfeited share may be sold or redeemed or otherwise disposed of on such terms and in such manner as the Board shall think fit and at any time before a sale or disposition the forfeiture may be cancelled on such terms as the Board shall think fit.
- [d] Upon the sale or redemption of the said shares, any surplus after payment of the said call, levy or account shall be repaid to the said defaulting member who ceases to be a member of the Society from the date of forfeiture.

15. DISTRIBUTION OF PROFITS

The Society shall at such time or times as it deems best pay deduct retain or set aside from the gross returns of the Society business either the whole or so much thereof as it may consider necessary or desirable for the following:-

- [a] The costs charges expenses payments outgoings connected with or in any wise pertaining to or incidental to the carrying on of the business of the Society or the construction maintenance upkeep and running of any of the buildings machinery plant and other properties of the Society.
- [b] Such sum as the members in General Meeting shall consider necessary or desirable to deduct from time to time and set aside to be utilised for the purpose of the Reserve Fund for meeting contingencies of any description or for furthering and extending the business of the Society.
- [c] Such sum as may be required to pay any interest due by the Society.
- [d] Such sum as shall not have been retained from distribution pursuant to Rule 12 [d] hereof shall be distributed among the members of the Society in such manner as the members shall in General Meeting decide whether by way of rebate of moneys payable or in any way otherwise howsoever.

16. LIMITATION ON REGISTRATION AND BUSINESS OF SOCIETY

No member other than a registered Society shall have or claim any interest in the shares of the Society exceeding \$4,000-00 or such higher amount as the Minister of Justice may specify by notice in the Gazette in respect of the Society.

17. DISQUALIFICATION AND REMOVAL OF MEMBERS OF THE BOARD

The office of a member of the Board shall be vacated if the Board member:

- [a] Ceases to be a Board member by virtue of ceasing to hold shares in the Society.

- [b] Becomes bankrupt or makes any arrangement or composition with his creditors generally.
- [c] Becomes prohibited from being a member of the Board by reason of any conviction of a crime involving dishonesty punishable by a term of imprisonment of more than three [3] months.
- [d] Resigns his office by notice in writing to the Society.
- [e] As from more than six [6] months being absent without permission of the Board from meetings of the Board held during that period.
- [f] By a majority of members voting at a properly constituted General Meeting of the Society.

18. DISPUTES

The provisions for the determination of disputes as set out in Section 12 of the Act shall apply.

19. SEAL

The Common Seal of the Society bearing the registered name of the Society and the words "Common Seal" shall be in the custody of the Board and shall not be affixed to any deed or other document except by authority of a resolution of a General Meeting of the members or of a resolution of the Board and in the presence of three members of the Board who shall attest the affixing of the Seal.

20. BY-LAWS

The members present at a General or Special Meeting may make amend or rescind any by-law or regulation not inconsistent with these Rules to attain or facilitate the attainment of the Objects of the Society or any of them.

21. ALTERATION OF RULES

These Rules may be altered added to rescinded or otherwise amended by a resolution passed by two-thirds majority of those members present at a General Meeting; provided however at least half the current financially paid up members must be present but no such amendment shall come into force until approved by the Registrar in accordance with the Act.

22. DISSOLUTION

Any dissolution of the Society shall proceed in accordance with the provisions of Section 15 of the Act provided however that any moneys remaining after payment or provision by the Society for any debts or other financial obligations it may have a part from its debts of its members for their share capital shall be applied in repayment of such share capital should such moneys be sufficient to do so and if not in pro rata distribution towards that end and any moneys still remaining shall be distributed to any persons including any member or any Society or other organisation as shall be determined by the Society in General Meeting prior to such dissolution.


23. NOTICES

All notices required to be given under the Act or under these Rules may be given by the Society to any member either personally or by sending it by post to that member at the address if any within New Zealand supplied by such member of the Society and any notice sent by post shall be deemed to have been served on the day after the date of its posting. Any member who has not supplied an address within New Zealand to which notices may be sent as aforesaid shall not be entitled to receive any notice from the Society.

24. INTERPRETATION

- [a] In these Rules if not inconsistent with the context:-
- "the Act" means the Industrial and Provident Societies Act 1908.
 - "the Society" means Ashburton/Lyndhurst Irrigation Society Limited.
 - "the Seal" means the Common Seal of the Society.
 - "the Registered Office" means the Registered Office for the time being of the Society
 - "the Secretary" means the Secretary for the time being appointed under Rule 9.
 - "Officer" means any member of the Committee of Management of the Society other than a servant appointed by the Committee of Management.
- Reference herein to the singular shall likewise imply reference to the plural.
- Reference herein to the masculine shall likewise imply reference to the feminine.
- [b] The term "financial" in respect of membership shall be construed as meaning that all charges and levies properly made against a member on behalf of the Society shall have been paid or satisfied by that member to the satisfaction of the Board prior to the meeting at which the member concerned proposes to vote.

I approve the Rules of this Society and find that the objects of this Society and its Rules comply with the requirements of the Industrial and Provident Societies Act 1908. This certificate is given pursuant to Section 25 of that Act.


.....
C. B. L. Atwood) Returning Officer
Date: 9 July, 1991

DATED

1991

RULES OF THE ASHBURTON/LYNDBURST
IRRIGATION SOCIETY LIMITED

\$0.00 MISC C-01 160791 0093

NICOLL, COONEY & CO.,
SOLICITORS,
ASHBURTON.

IN THE MATTER of the Industrial and Provident Societies Act 1908

AND

IN THE MATTER of an Application for registration of ASHBURTON/LYN DHURST IRRIGATION SOCIETY LIMITED

TO: The Registrar of Industrial and Provident Societies

We, being respectively seven members of ASHBURTON/LYN DHURST IRRIGATION MANAGEMENT LIMITED ["the Company"] and the Secretary thereof DO HEREBY APPLY for the conversion of the Company into a registered Society pursuant to the provisions of Section 2 of the Industrial and Provident Societies Amendment Act 1919 under the name of ASHBURTON/LYN DHURST IRRIGATION SOCIETY LIMITED in accordance with the Rules copies of which are presented herewith.

DATED at Ashburton this 15th day of November 1990

MEMBERS

<u>NAME IN FULL</u>	<u>OCCUPATION</u>	<u>ADDRESS</u>	<u>SIGNATURE</u>
<u>JOHN CHARLES MORRIS</u>	Farmer	Winchmore, No 6 R.D., Ashburton.	<i>J.C. Morris</i>
<u>GEORGE STANLEY BROWN</u>	Chartered Accountant	Mitcham Road, No 2 R.D., Ashburton.	<i>G.S. Brown</i>
<u>MARK HUNTER LEMON</u>	Farmer	Lauriston, No 6 R.D., Ashburton.	<i>M.H. Lemon</i>
<u>ALAN GRAHAM GRANT</u>	Farmer	Dromore, No 2 R.D., Ashburton.	<i>Alan Grant</i>
<u>JOHN CECIL ROADLEY</u>	Farmer	Dromore, No 2 R.D., Ashburton.	<i>J. Roadley</i>
<u>ROGER STOKER</u>	Farmer	Winchmore, No 2 R.D., Ashburton.	<i>R. Stoker</i>
<u>LAURENCE KILLOH COONEY</u>	Solicitor	124 Wills Street, Ashburton.	<i>L. Cooney</i>

ACKNOWLEDGEMENT OF REGISTRATION OF SOCIETY
ASHBURTON/LYN DHURST IRRIGATION SOCIETY LIMITED is registered under the Industrial and Provident Societies Act 1908 this 16th day of July 1991
C.M. Hobbs
ASSISTANT REGISTRAR OF INDUSTRIAL & PROVIDENT SOCIETIES

WITNESS to the signatures of the Members:

Name: *E. P. Brown*
Occupation: Law Clerk to
Nicoll, Cooney & Co.,
Solicitors,
Address: Ashburton

SECRETARY

<u>NAME IN FULL</u>	<u>OCCUPATION</u>	<u>ADDRESS</u>	<u>SIGNATURE</u>
<u>GEORGE STANLEY BROWN</u>	Chartered Accountant	Mitcham Road, No 2 R.D., Ashburton	<i>George Stanley Brown</i>

WITNESS to the signature of the Secretary

Name: *E. P. Brown*
Occupation: Law Clerk to
Nicoll, Cooney & Co.,
Solicitors,
Address: Ashburton.

449003
16-7-91

IN THE MATTER of the Companies Act
1955

TO: The Registrar of Companies

ASHEURION LYNTHURST IRRIGATION DEVELOPMENT ASSOCIATION INCORPORATED HEREBY
CONSENTS as required by Section 31 of the Companies Act 1955 to the use of
the name "ASHEURION/LYNTHURST IRRIGATION MANAGEMENT LIMITED" for a new
Company about to be registered under that name.

DATED this 20th day of Septemebr 1989.

THE COMMON SEAL of ASHEURION]
LYNTHURST IRRIGATION DEVELOPMENT]]
ASSOCIATION INCORPORATED was]
hereunto affixed in the presence]]
of:-]



..... J C Morris (Chairman)
..... Aland Grant (Secretary)

