



# Rules of the Pest Free Kaipātiki Restoration Society (Incorporated)

## The Society

### 1.0 Name

1.1 The name of the society is Pest Free Kaipātiki Restoration Society Incorporated ("the Society")

1.2 The Society is constituted by resolution dated Friday 25 September 2017.

### 2.0 Registered office

2.1 The Registered Office of the Society shall be at such place in New Zealand as the Committee from time to time determines, and changes to the Registered Office shall immediately be notified to the Registrar of Incorporated Societies in a form and as required by the Statute.

### 3.0 Purposes of Society

3.1 The purposes of the Society are to:

- Reduce animal, plant and disease pests, other threats, and restore biodiversity
- Increase community awareness, education, involvement and neighbourhood connectivity
- Implement the Pest Free Kaipātiki vision as outlined in "Pest Free Kaipātiki Strategy and Action Plan August 2016" or any subsequent versions restoring the native biodiversity on public and private land in the Kaipātiki area, by working, along with other agencies, to rid them of plant and animal pests, and provide the habitat for the protection and where appropriate the re-establishment of native

flora and fauna

- Support and foster volunteers in cooperation with Council, contractors, and property owners to undertake restoration
- Support and educate private property owners to undertake restoration
- Increase regional strategies and connections, collaboration and ecological linkages
- Do anything necessary or helpful to the above purposes that is consistent with best practice and with national and local laws and by-laws.

3.2 Pecuniary gain is not a purpose of the Society.

## **Governance and Management of the Society**

### **4.0 The Board**

4.1 The Society shall have a board ("the Board") responsible for governance of the Society, comprising the following officers:

- a. The Chair;
- b. The Deputy Chair;
- c. The Secretary;
- d. The Treasurer; and
- e. Such other Officers as the Society shall decide.

4.2 Only Members of the Society may be Board Members.

4.3 There shall be a minimum of five Board Members including the Officers.

4.4 The Board should not include current elected representatives of Auckland Council or its local boards.

### **5.0 Appointment of Board Members**

5.1 At a Society Meeting, the Members may decide by majority vote or may delegate to the Board to decide:

- a. How large the Board will be;
- b. Who shall be the Chair, Deputy Chair, Secretary, and Treasurer;

- c. Whether any Board Member may hold more than one position as an officer;
- d. How long each person will be a Board Member ("the Term") and whether committee members may be elected in alternating terms eg to provide continuity of knowledge and experience.
- e. The number of consecutive terms a member may be a committee member.

## **6.0 Cessation of Board Membership**

6.1 Persons cease to be Board Members when:

- a. They resign by giving written notice to the Board.
- b. They are removed by majority vote of the Society at a Society Meeting.
- c. Their Term expires.

6.2 If a person ceases to be a Board Member, that person must within one month give to the Board all Society documents and property that they have been provided with including electronic and other intellectual property belonging to the Society.

## **7.0 Nomination of Board Members**

7.1 Nominations for members of the Board shall be called for at least 7 days before an Annual General Meeting. Each candidate shall be proposed and seconded in writing by Members and the completed nomination delivered to the Secretary. Nominations shall close at 5pm on the 2nd day before the Annual General Meeting. [See also rule 21.4(b)]

7.2 If the position of any Officer becomes vacant or is on leave of absence between Annual General Meetings, the Board may appoint another Board Member to fill that vacancy until the next Annual General Meeting or the leave of absence is complete - whichever comes first.

7.3 If the position of any Board Member becomes vacant or is on leave of absence between Annual General Meetings, the Board may appoint another Society Member to fill that vacancy until the next Annual General Meeting or the leave of absence is complete - whichever comes first.

7.4 If any Board Member is absent from three consecutive meetings without leave of absence the Chair may declare that person's position to be vacant.

7.5 The Board may identify areas of expertise required to complement the skills of the elected Board members and initiate processes to identify appropriate persons.

7.6 The Board may coopt any willing Society Members or any other person with relevant expertise to advise the Board in areas of their expertise. This appointment does not bring committee voting rights unless specifically approved by the Board.

## **8.0 Role of the Board**

8.1 Subject to the rules of the Society ("The Rules"), the role of the Board is to:

- a. Administer and control the Society;
- b. Ensure that the purposes of the Society are fulfilled, and Use Money or Other Assets to do that in a proper manner;
- c. Manage the Society's financial affairs, including approving the annual financial statements for presentation to the Members at the Annual General Meetings;
- d. Set accounting policies in line with generally accepted accounting practice;
- e. Ensure that all Members follow the Rules;
- f. Decide how a person becomes a Member, and how a person stops being a Member;
- g. Decide the times and dates for Meetings, and set the agenda for Meetings;
- h. Decide the procedures for dealing with complaints;
- i. Set Membership fees, including subscriptions and levies;
- j. Make regulations, set policy, create subcommittees and working groups;
- k. Review reports from members, subcommittees, staff or contractors;
- l. Support other like-minded organisations or groups;
- m. Delegate responsibility for the management and operation of the Society to an executive committee and/or duly appointed manager within the policies and strategies approved by the Society and the Board;

- n. Ensure that the Society has in place appropriate policies and procedures to address its legal and other obligations, including but not limited to a Health and Safety policy.

8.2 The Board has all of the powers of the Society, unless the Board's power is limited by these Rules, or by a majority decision of the Society.

8.3 Decisions of the Board bind the Society, unless the Board's power is limited by these Rules or by a majority decision of the Society.

## **9.0 Roles of Board Members**

9.1 The Chair or person acting as Chair is responsible for:

- a. Ensuring that the Rules are followed;
- b. Convening Meetings and establishing whether or not a quorum (half of the Board) is present;
- c. Ensuring that an agenda is prepared and circulated at least 24 hours prior to a meeting (the agenda shall list all significant topics);
- d. Chairing Meetings, deciding who may speak and when;
- e. Overseeing the operation of the Society;
- f. Providing a report on the operations of the Society at each Annual General Meeting.

9.2 The Secretary is responsible for:

- a. Recording the minutes of Meetings;
- b. Managing the Register of Members in consultation with the Treasurer;
- c. Managing the Society's records, documents, and books except those required for the Treasurer's function;
- d. Managing Board correspondence as required by the Board;
- e. Forwarding the annual reporting requirements including any rules changes for the Society to the Registrar of Incorporated Societies and Charities Commission upon their approval by the Members at an Annual General Meeting.

### 9.3 The Treasurer is responsible for:

- a. Managing proper accounting procedures and records of the Society's financial transactions to allow the Society's financial position to be readily ascertained by the committee members and staff;
- b. Preparing annual financial statements for presentation at each Annual General Meeting. These statements should be prepared in accordance with the Society's accounting policies (see 8.1.d);
- c. Providing a financial report at each Annual General Meeting;
- d. Working within the guidelines and budget approved by the committee;
- e. Ensuring that any audit or review required by the Society is carried out.

## **10.0 Board Meetings**

10.1 Board meetings may be held via video or telephone conference, or other formats as the Board may decide;

10.2 No Board Meeting may ratify a decision unless more than half of the Board Members are taking part;

10.3 The Chair shall chair Board Meetings, or if the Chair is absent, the Deputy-Chair shall take the chair; if both are absent, the Board shall elect a Board Member to chair that meeting;

10.4 Decisions of the Board shall be by majority vote;

10.5 The Chair or person acting as Chair has a casting vote, that is, a second vote;

10.6 Only Board Members taking part in a Board Meeting may vote at that Board Meeting unless prior approval has been given to a committee member to submit a proxy to be exercised by another Board member.

10.7 Subject to these Rules, the Board may regulate its own practices;

10.8 The Chair, or person acting as Chair, shall adjourn the meeting if necessary.

10.9 Adjourned Meetings:

- a. If within half an hour after the time appointed for a meeting, a quorum is not present, then if convened upon requisition of members, the meeting shall be dissolved; if not convened upon requisition of members, the meeting shall be adjourned to a day, time and place determined by the Chair or person acting as Chair,

- b. If at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments.
- c. The Chair or person acting as Chair may with the consent of any Society Meeting adjourn the same from time to time and from place to place at which only the business left unfinished may be transacted.

10.10 A member must declare any conflicts of interest on any topic before taking part in discussion of any items.

## **Society membership**

### **11.0 Types of Members**

11.1 Membership may comprise different classes of membership as decided by the Society, eg individual members or organisational members.

11.2 Members have the rights and responsibilities set out in these Rules.

11.3 Organisations nominating delegates may be represented by a maximum of two delegates who must have been recorded as members of the nominating organisation for at least one year.

### **12.0 Admission of Members**

12.1 The membership of the Society is open to any person or group of persons interested in the Society and supportive of its objectives.

12.2 To become a Member, a person or an organisation ("the Applicant") must:

- a. Complete an application form, if the Rules, Bylaws or Board requires this; and
- b. Supply any other information the Board requires;

12.3 The Board shall have complete discretion when it decides whether or not to allow the Applicant to become a Member. The Board shall advise the Applicant of its decision, and that decision shall be final.

12.4 Members may join the Society or by making a donation or doing voluntary work.

12.5 The Society may raise money by raising a joining fee, subscription or levy on different classes of members from time to time subject to approval of an appropriate policy by a General Meeting.

### **13.0 The Register of Members**

- 13.1 The Secretary shall manage a register of Members ("the Register"), which shall contain the names, the postal and email addresses and telephone numbers of all Members, and the dates at which they became Members and the dates at which they cease to be members.
- 13.2 If a Member's contact details change, that Member shall provide the current email address and other details to the Secretary in writing.
- 13.3 Each Member shall provide such other details as the Board requires.
- 13.4 Members shall have reasonable access to the Register of Members within the framework of the law.

## **14.0 Cessation of Membership**

14.1 Any Member may resign by giving written notice to the Secretary.

14.2 Membership may be terminated in the following way:

- a. If, for any reason whatsoever, the Board is of the view that a Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society, the Board may give written notice of this to the Member ("the Board's Notice"). The Board's Notice must:
  - i. Explain how the Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society;
  - ii. State what the Member must do in order to remedy the situation; or state that the Member must write to the Board giving reasons why the Board should not terminate the Member's Membership.
  - iii. State that if, within 14 days of the Member receiving the Board's Notice, the Board is not satisfied, the Board may in its absolute discretion immediately terminate the Member's Membership.
  - iv. State that if the Board terminates the Member's Membership, the Member may appeal to the Society.
- b. Fourteen days after the Member received the Board's Notice, the Board may in its absolute discretion by majority vote terminate the Member's Membership by giving the Member written notice ("Termination Notice"), which takes immediate effect. The Termination Notice must state that the Member may appeal to the Society at the next Meeting by giving written notice to the Secretary ("Member's Notice") within 14 days of the Member's receipt of the Termination Notice.



- c. If the Member gives the Member's Notice to the Secretary, the Member will have the right to be fairly heard at a Society Meeting held within the following 28 days. If the Member chooses, the Member may provide the Secretary with a written explanation of the events as the Member sees them ("the Member's Explanation"), and the Member may require the Secretary to give the Member's Explanation to every other Member within 7 days of the Secretary receiving the Member's Explanation. If the Member is not satisfied that the other Society Members have had sufficient time to consider the Member's Explanation, the Member may defer his or her right to be heard until the following Society Meeting.
- d. When the Member is heard at a Society Meeting, the Society may question the Member and the Board Members.
- e. The Society shall then by majority vote decide whether to let the termination stand, or whether to reinstate the Member. The Society's decision will be final.

## **15.0 Obligations of Members**

15.1 All Members (and Board Members) shall promote the purposes of the Society and shall do nothing to bring the Society into disrepute.

## **Money and other assets of the Society**

### **16.0 Use of Money and Other Assets**

16.1 The Society may only Use Money and Other Assets if:

- a. It is for a purpose of the Society;
- b. It is not for the sole personal or individual benefit of any Member or persons associated with them; and
- c. That Use has been approved by either the Board or by majority vote of the Society with clear guidelines about how the funds are to be managed and applied.

### **17.0 Joining Fees, Subscriptions and Levies**

17.1 If any Member does not pay a prescribed Joining Fee, Subscription or Levy by the date set by the Board or the Society, the Secretary will give written notice that, unless the arrears are paid by a nominated date, the Membership will be terminated. After that date, the Member shall (without being released from the obligation of payment of any sums due to the Society) have no Membership rights and shall not be entitled to participate in any Society activity.

## **18.0 Additional Powers**

18.1 The Society may subject to policies and safeguards set by a Society Meeting:

- a. Employ, contract or otherwise engage people or organisations for the purposes of the Society;
- b. Exercise any power a trustee might exercise, including but not limited to:
  - i. Purchase, lease, license, hire or otherwise acquire and hold any real and personal property, rights and privileges;
  - ii. Control and raise money, including to borrow, invest or advance monies and to secure the payment of such by way of mortgage, charge over all or part of any of its real and personal property;
  - iii. Construct, maintain and alter any buildings, premises or facilities and carry out works it considers necessary or desirable for the advancement or improvement of such buildings, premises or facilities;
  - iv. Invest in any investment that a trustee might invest in;
  - v. Borrow money and provide security for that if authorised by Majority vote at any Society Meeting and approved by the Bank.

## **19.0 Financial Year**

19.1 The financial year of the Society begins on 1 July of every year and ends on 30 June of the next year.

## **20.0 Assurance on the Financial Statements**

20.1 The Board shall satisfy itself that its annual financial statements are in order and will appoint a reviewer or auditor in accordance with either paragraph 20.2 or 20.3 below.

20.2 The Society shall appoint an accountant to review the annual financial statements of the Society ("the Reviewer"). The Reviewer shall conduct an examination with the objective of providing a report that nothing has come to the Reviewer's attention to cause the Reviewer to believe that the financial information is not presented in accordance with the Society's accounting policies. The Reviewer must be a suitably qualified person, preferably a member of the New Zealand Institute of Chartered Accountants, and must not be a member of the Board, or an employee of the Society. If the Society appoints a Reviewer who is unable to act for some reason, the Board shall appoint another Reviewer as a replacement.

The Board is responsible to provide the Reviewer with:

- a. Access to all information of which the Board is aware that is relevant to the preparation of the financial statements such as records, documentation and other matters;
- b. Additional information that the reviewer may request from the Board for the purpose of the review; and
- c. Reasonable access to persons within the Society from whom the reviewer determines it necessary to obtain evidence.

20.3 The Society shall appoint an Auditor to audit the annual financial statements of the Society. The Auditor shall report on whether the financial statements are prepared in all material respects in accordance with the Society's accounting policies. The Auditor must be a suitably qualified person and preferably be a member of the New Zealand Institute of Chartered Accountants, and must not be a member of the Board, or an employee of the Society. If the Society appoints an Auditor who is unable to act for some reason, the Board shall appoint another Auditor as a replacement.

The Board is responsible to provide the auditor with:

- a. Access to all information of which the Board is aware that is relevant to the preparation of the financial statements such as records, documentation and other matters;
- b. Additional information that the auditor may request from the Board for the purpose of the audit; and
- c. Reasonable access to persons within the Society from whom the auditor determines it necessary to obtain evidence.

## **Conduct of meetings**

### **21.0 Society Meetings**

21.1 A Society Meeting is either an Annual General Meeting or a Special General Meeting.

21.2 The Annual General Meeting shall be held once every year no later than five months after the Society's balance date. The Board shall determine when and where the Society shall meet within those dates.

21.3 Special General Meetings may be called by the Board. The Board must call a Special General Meeting if the Secretary receives a written request signed by at least the Minimum Number of Members.

21.4 The Secretary shall:

- a. Give all Members at least 7 days Written Notice of the business to be conducted at any Society Meeting
- b. Additionally, the Secretary will provide, where appropriate:
  - i. A copy of the Chair's Report on the Society's operations and of the Annual Financial Statements as approved by the Board.
  - ii. A list of Nominees for the Board, and information about those Nominees if it has been provided. (The Secretary must not provide Members with information exceeding one side of an A4 sheet of paper per Nominee)
  - iii. Notice of any significant business including any motions and the Board's recommendations about those motions.
  - iv. If the Secretary has sent a notice to all Members in good faith, the Meeting and its business will not be invalidated simply because one or more Members do not receive the notice.

21.5 All Members may participate and vote at Society Meetings and may exercise one vote unless authorised otherwise under policies concerning institutional delegates or proxy votes set by the Society at a Society Meeting.

21.6 No Society Meeting may be held unless at least the Minimum Number of Members participate. (This will constitute a quorum.)

21.7 All Society Meetings shall be Chaired by the Chair or Deputy Chair. If the Chair and Deputy Chair are absent, the Society shall elect another Board Member to Chair that meeting. Any person Chairing a Society Meeting has a casting vote.

21.8 On any given motion at a Society Meeting, the Chair or person acting as Chair shall in good faith determine whether to vote by:

- a. Voices;
- b. Show of hands; or
- c. Secret ballot.

However, if any Member demands a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot. If a secret ballot is held, the Chair or person acting as Chair will have a casting, that is, a second vote.

21.9 The business of an Annual General Meeting shall be:

- a. Reviewing any minutes of the previous Society's Meeting(s) not previously approved;
- b. The Chair's report on the business of the Society;

- c. The Treasurer's report on the finances of the Society, and the Annual Financial Statements;
- d. Election of Board Members;
- e. Motions to be considered;
- f. General business.

21.10 The Chair or person acting as Chair shall adjourn the meeting if necessary.

21.11 Adjourned Meetings:

- a. If within half an hour after the time appointed for a meeting, a quorum is not present, then if convened upon requisition of members, the meeting shall be dissolved; if not convened upon requisition of members, the meeting shall be adjourned to a day, time and place determined by the Chair or person acting as Chair,
- b. If at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments.
- c. The Chair or person acting as Chair may with the consent of any Society Meeting adjourn the same from time to time and from place to place at which only the business left unfinished may be transacted.

## **22.0 Motions at Society Meetings**

22.1 Any Member may request that a motion be voted on ("Member's Motion") at a particular Society Meeting, by giving written notice to the Secretary at least 14 days before that meeting. The Member may also provide information in support of the motion ("Member's Information"). The Board may in its absolute discretion decide whether or not the Society will vote on the motion. However, if the Member's Motion is signed by at least the Minimum Number of Members:

- a. It must be voted on at the Society Meeting chosen by the Member; and
- b. The Secretary must give the Member's Information to all Members at least 7 days before the Society Meeting chosen by the Member; or
- c. If the Secretary fails to do this, the Member has the right to raise the motion at the following Society Meeting.

22.2 The Board may also decide to put forward motions for the Society to vote on ("Board Motions") which shall be suitably notified.

22.3 All motions put must be seconded by a member or the motion shall lapse.

## Common seal

### 23.0 Common seal

23.1 The Board may provide a common seal for the Society and may from time to time replace it with a new one.

23.2 If a seal is obtained The Secretary shall have custody of the common seal, which shall only be used by the authority of the Board

23.3 Every document to which the common seal is affixed shall be signed by the Chair countersigned by the Secretary or a member of the Board. Alternatively the committee may just require the signature of the Chair and Secretary on documents where a seal might normally be used.

## Altering the rules

### 24.0 Altering the Rules

24.1 The Society may alter or replace these Rules at a Society Meeting by a resolution passed by a two-thirds majority of those Members present and voting.

24.2 Any proposed motion to amend or replace these Rules shall be

- a. endorsed in writing by at least the Minimum Number of Members and
- b. provided in writing to the Secretary at least 28 days before the Society Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.

24.3 At least 14 days before the General Meeting at which any Rule change is to be considered the Secretary shall give to all Members written notice of the proposed motion, the reasons for the proposal, and any recommendations the Board has.

24.4 When a Rule change is approved by a General Meeting, no Rule change shall take effect until the Secretary has filed the changes with the Registrar of Incorporated Societies.

## Bylaws

### 25.0 Bylaws to govern the Society

25.1 The Board may from time-to-time make, alter or rescind bylaws for the general management of the Society, so long as these are not repugnant to these rules or to the provisions of law.

25.2 All proposed changes to the bylaws shall be conveyed to members by Written Notice and shall be referred to a Special Meeting if required by the defined Minimum Number of Members.

25.3 All such bylaws shall be binding on members of the Society. A copy of the bylaws shall be available for inspection by any member on the internet or by request to the Secretary.

## Winding up

### 26.0 Winding up

26.1 If the Society is wound up:

- a. The Society's debts, costs and liabilities shall be paid;
- b. Surplus Money and Other Assets of the Society may be disposed of:
  - i. By resolution; or
  - ii. According to the provisions in the Incorporated Societies Act 1908; but
- c. No distribution may be made to any Member;
- d. The surplus Money and Other Assets shall be distributed to: a charitable organisation with similar objectives, for example to the Royal Forest and Bird Protection Society [see S.27 of the Incorporated Societies Act 1908]

## Definitions

### 27.0 Definitions and Miscellaneous matters

27.1 In these Rules:

- a. "Majority vote" means a vote made by more than half of the Members who are present at a Meeting and who are entitled to vote and voting at that Meeting upon a resolution put to that Meeting.
- b. "Money or Other Assets" means any real or personal property or any interest therein, owned or controlled to any extent by the Society.
- c. "Society Meeting" means any Annual General Meeting, or any Special General Meeting, but not a Board Meeting.
- d. "Use Money or Other Assets" means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, Money or Other Assets.

- e. "Written Notice" means communication by email or where appropriate other electronic means, postal mail only by special request, or advertisement in a suitable publication targeting likely membership, or a combination of these methods.
- f. It is assumed that
  - i. Where a masculine is used, the feminine is included
  - ii. Where the singular is used, plural forms of the noun are also inferred
  - iii. Headings are a matter of reference and not a part of the rules
  - iv. The term "in writing" shall include electronic forms of communication identifiable as originating from a particular person
  - v. Where a number of days is specified it refers to calendar days unless otherwise specified
  - vi. The "Minimum Number of Members" is defined as 10% of the current active membership or 20 persons if the society membership exceeds 200 active members. An active member is defined as any current member who is recorded as having within the last two years
    - a. attended any meeting or event held by the Society or an affiliated organisation
    - b. paid a joining fee, subscription, levy or donation
    - c. corresponded with the Society in writing or is recorded as having contacted the Society in another way
- g. Matters not covered in these rules shall be decided upon by the Board.

Last updated 18 October 2022