

## **RULES OF THE SOCIETY**

# **NGUNGURU SANDSPIT PROTECTION SOCIETY INCORPORATED**

Incorporated under the Incorporated Societies Act 1908 on the seventh day of February 2007

## **TABLE OF CONTENTS**

CLAUSE 1:	NAME & OFFICE
CLAUSE 2:	PURPOSES OF THE SOCIETY
CLAUSE 3:	POWERS OF THE SOCIETY
CLAUSE 4:	INTERPRETATION
CLAUSE 5:	MEMBERSHIP
CLAUSE 6:	ALTERATION OF RULES AND BYLAWS
CLAUSE 7:	APPOINTMENT OF OFFICERS
CLAUSE 8:	MEETINGS AND VOTING
CLAUSE 9:	SIGNING OF DOCUMENTS
CLAUSE 10:	USE OF FUNDS
CLAUSE 11:	WINDING UP
CLAUSE 12:	INCOME, BENEFIT OR ADVANTAGE TO BE APPLIED TO CHARITABLE PURPOSES

## RULES OF THE NGUNGURU SANDSPIT PROTECTION SOCIETY INCORPORATED

### **CLAUSE 1: NAME AND OFFICE**

- 1.1 The name of the group shall be the Ngunguru Sandspit Protection Society hereinafter called “the Society”.
- 1.2 The Registered Office of the Society shall be 21 Lawson Dr RD 3 Whangarei or such other place as may be approved by the Executive Committee from time to time.

### **CLAUSE 2: PURPOSES OF THE SOCIETY**

- 2.1 To promote the protection of the historic, cultural and natural state of the Ngunguru Sandspit and its associated coastal area.
- 2.2 To take all reasonable steps to preserve and protect indigenous flora and fauna and the natural features of New Zealand and in particular the area surrounding Ngunguru for the present and future generations.
- 2.3 To spread knowledge and encourage appreciation of native flora and fauna.
- 2.4 To educate the public of all age groups regarding the importance of protecting natural resources.
- 2.5 To meet the vital need to conserve the environment
- 2.6 The Society shall have exclusively charitable purposes within New Zealand. The members declare that the provisions and effect of this clause shall not be altered, negated or otherwise modified on a basis which would result in the Society ceasing to be a Society for charitable purposes within New Zealand

### **CLAUSE 3: POWERS OF THE SOCIETY**

- 3.1 To invest the monies of the Society not immediately required for its purposes in any secured investment.
- 3.2 To raise funds and receive gifts of any kind for the benefit of the Society.
- 3.3 To do all such other lawful things as are incidental, ancillary, or conducive to the attainment of the foregoing purpose or any objectives which the Society may from time to time establish in its Rules provided that such aims are always charitable in all respects.

## **CLAUSE 4: INTERPRETATION**

- |      |   |  |
|------|---|--|
| 4.1  | AGM   | Annual General Meeting of Members.   |
| 4.2  | SGM   | Special General Meeting of Members.  |
| 4.3  | Society Meeting                               | Meeting of Members other than an AGM or SGM.   |
| 4.4  | Executive Committee<br>for the<br>Meetings of | All those persons defined by Clause 7.2 as Executive Officers. The Executive Committee is responsible for the management of the Society between General Meetings of Members.           |
| 4.5  | Financial Year<br>ends on                     | A period of twelve calendar months which, for accounting purposes, commences on the 1st day of April and ends on the 31 <sup>st</sup> day of March in the following year.              |
| 4.6  | Calendar Year                                 | A period of twelve calendar months which commences on the 1st day of January and ends on the 31 <sup>st</sup> day of December in the same year.  |
| 4.7  | Month   | Calendar month.  |
| 4.8  | Meanings:                                     | Words importing the masculine gender only shall be read as including the feminine gender and words importing the feminine gender only shall be read as including the masculine gender. |
| 4.9  | Sub Committee                                 | A group of persons appointed by, and directly responsible to, the Executive Committee.   |
| 4.10 | The Act                                       | The Incorporated Societies Act 1908 and amendments thereto.  |
| 4.11 | The Registrar                                 | The Registrar of Incorporated Societies under the Act.   |
| 4.12 | The Charities Commission                      | The Commission established by the Charities Act 1995   |

## **CLAUSE 5: MEMBERSHIP**

- 5.1 Application for membership shall be made on the Society's official membership form. The form shall include an agreement to abide by the Society's rules and bylaws and be signed by the applicant to that effect.

- 5.2 Application for membership shall be accompanied by the current year's subscription and forwarded to the Society's Secretary who shall enter the new Member's name and residential address in the Society's Register of Members.
- 5.3 Membership of the Society is available in two categories:
  - 5.3.1 Full Members.
  - 5.3.2 Associate (Friends of the Society) Members.
- 5.4 Full Membership is available to any person 16 years of age and over who supports the Purposes of the Society set out in Clause 2 of these Rules and whose membership of the Society has, following application for membership being made to the Secretary on the official membership application form, been approved by the Executive Committee or a delegated Sub-Committee.
- 5.5 Privileges of Full Membership are:
  - 5.5.1 Voting rights at all meetings other than Executive Committee meetings.
  - 5.5.2 The right to participate in all Society activities and to stand for election to the Executive Committee.
- 5.6 Responsibilities of Full Membership are:
  - 5.6.1 Adherence to the rules of the Society.
  - 5.6.2 Prompt payment of subscription.
  - 5.6.3 Co-operation in the occasional performance of duties if and when requested by the Executive Committee.
- 5.7 Associate (Friends of the Society) Membership is available to any person who has an interest in the Society's objectives.
- 5.8 Privileges of Associate (Friends of the Society) Membership are:
  - 5.8.1 To attend the Society's activities.
  - 5.8.2 To attend the Society's meetings but not to vote thereat or stand for election to the Executive Committee.
- 5.9 Termination of Membership: Membership may be terminated or varied under any of the following circumstances:
  - 5.9.1 Any Member - Full or Associate (Friends of the Society) Member - may resign at any time by notifying the Secretary, in writing, of their intention to do so. The Secretary shall remove their name from the Register of Members.

- 5.9.2 Any Member - Full or Associate (Friends of the Society) Member - whose subscription remains unpaid for two years may be deemed to have resigned and their name removed from the Register of Members by the Secretary.
- 5.10 Conduct: Any Full or Associate (Friends of the Society) Member who wilfully disobeys the Society's Rules and Bylaws or who behaves in such a manner as to bring the Society into disrepute, or who acts in a disruptive and objectionable manner during any Society activities, may have their Membership suspended or cancelled by decision of the Executive Committee.
- 5.11 Every Member whose Membership is suspended or cancelled shall have the right of redress to a properly convened SGM of Members.
- 5.12 The Secretary shall remove from the Register of Members any Members who have had their membership cancelled under Clause 5.10.

## **CLAUSE 6: ALTERATION OF RULES**

- 6.1 Alteration of Rules: Any Rule or Rules of the Society may only be rescinded, altered, repealed or added to by being submitted to the Registrar in accordance with the requirements of Section 21 of the Act provided that no such amendment shall detract from the exclusively charitable nature of the Society or result in:
- 6.1.1 The distribution of its assets on winding up or dissolution for any purpose that is not exclusively charitable; or allow the application of funds beyond New Zealand.
- 6.2 The decision to rescind, alter, repeal or add to any rule or Rules of the Society must be passed by a two third majority of financial Full Members at an AGM or SGM called for the purpose. Any decision to do so does not become effective until the changes have been accepted by the Registrar.
- 6.3 No proposed addition to, or alteration of, the personal benefit clause or the liquidation clause shall be undertaken without the prior approval of the Charity Commission.
- 6.4 Bylaws: the Executive Committee may produce, alter, add to suspend or repeal Bylaws to regulate activities carried out by Members provided always that such Bylaws are in compliance with these Rules and the Act.
- 6.5 If because of any change in the law brought about by the enactment of new legislation or the amendment or repeal of existing legislation, or by any change in the office interpretation of any such legislation, it is at any time necessary to amend the terms of the deed in order to achieve or preserve the application of any of the concessionary provisions in clause 12 then the terms of these rules will at that time be deemed to be amended to the extent necessary.

## **CLAUSE 7: APPOINTMENT OF OFFICERS**

- 7.1 The Officers of the Society shall comprise: the Patron, the Chairperson, the Secretary and the Treasurer.
- 7.2 The Executive Committee shall comprise: the Chairperson, the Secretary and the Treasurer plus six other Executive Committee Members.
- 7.3 The Patron shall be appointed by the Executive Committee and ratified by the Members at the next AGM. The Patron shall remain in office until the position becomes vacant for any reason. The Patron shall be entitled to attend any meetings of the Society but shall not be entitled to vote unless he is a Full Member of the Society.
- 7.4 The Executive Committee Members shall be elected by the Full Members at the AGM. Their term of office shall be one year but they shall be eligible to stand for re-election.
- 7.5 In the event that suitably qualified Full Members are not available to fill the role of Treasurer or Secretary the Committee may appoint an Honorary Treasurer or Honorary Secretary who is qualified but not a Member of the Society. Such an appointed Honorary Secretary or Treasurer shall carry out the normal duties of the role but shall not be entitled to propose motions or vote.
- 7.6 Nominations for the Officers detailed in Clause 7.1 shall be in writing and signed by both the nominee and the proposer who must be a Full Member of the Society and entitled to vote. All nominations must be in the hands of the Secretary not later than seven days before the AGM.
- 7.7 All members of the Executive Committee shall remain in office until the end of the AGM at the end of their term of office.
- 7.8 Duties of the Chairperson, the Secretary and the Treasurer are noted in Appendix A.
- 7.9 The roles of Secretary and Treasurer may be held by one person provided that one other member of the Executive Committee is designated to act in a supervisory role in financial matters and as a signatory to the Society's bank account.
- 7.10 Any Office Bearer or Executive Committee Member who ceases to be a member of the Society shall *ipso facto* cease to be an Officer or Executive Committee Member of the Society.

## **CLAUSE 8: MEETINGS**

- 8.1 An AGM of Members shall be held once in every calendar year at a time and place determined by the Executive Committee. The AGM shall be held after the end of the financial year to which it refers but not later than 31<sup>st</sup> August.

- 8.2 Notice of the AGM shall be given by the Secretary or other Officer of the Society by email, by delivering same personally, or by posting the notices to members at their registered address and by local newspaper advertisement, not less than seven days before the date of the meeting. Accidental failure to notify any Member or Members shall not invalidate the meeting.
- 8.3 The agenda of the AGM shall include:
- 8.3.1 Record of those present and entitled to vote.
  - 8.3.2 Apologies.
  - 8.3.3 Receiving of Chairperson's Report.
  - 8.3.4 Election of Officers and other Executive Committee Members.
  - 8.3.5 Receiving of annual financial statements including Balance Sheet and statement of income and expenditure.
  - 8.3.6 Confirmation of subscription amount for following year.
  - 8.3.7 Considering and voting on any remits and general business.
  - 8.3.8 Ratification of the appointment of a new Patron should the position be vacant.
- 8.4 QUORUM: The quorum for any AGM shall be twelve financial Full Members.
- 8.5 SPECIAL GENERAL MEETINGS: The Secretary shall convene an SGM of Members when requested to do so by the Executive Committee or, upon written application by seven financial Full Members. The application shall state the purpose for which the SGM is to be held. Only the purpose notified shall be dealt with at an SGM. The Secretary shall call the SGM as soon as practicable after receiving the written application and in any case not later than fourteen days from when the application was received by the Secretary.
- 8.6 Notice of the SGM shall be given by the Secretary or other Officer of the Society by email, by delivering same personally, or by posting the notices to Members at their registered address and by local newspaper advertisement, not less than seven days before the date of the meeting. Accidental failure to notify any Member or Members shall not invalidate the meeting.
- 8.7 QUORUM: The quorum for any SGM shall be twelve financial Full Members.
- 8.8 EXECUTIVE COMMITTEE MEETINGS: Meetings of the Executive Committee shall be held from time to time as business demands but at least every two months. It shall be the responsibility of the Secretary to convene Executive Committee meetings and to ensure that the Executive Committee Members are aware of the dates and times at which meetings are to be held.

- 8.9 QUORUM: The quorum for an Executive Committee meeting shall be five Executive Committee Members.
- 8.10 If any member of the Executive Committee shall be absent from three successive Executive Committee meetings without leave of the Executive Committee his seat may be declared vacant by the Executive Committee.
- 8.11 Should any office become vacant during the year the Executive Committee may, at their discretion, co-opt a Full Member to fill the vacancy until the following AGM.
- 8.12 At all meetings of the Society, other than Executive Committee Meetings, each financial Full Member shall be entitled to one vote. The vote may be by show of hands or by ballot as determined by the Chairperson except that if five or more Full Members present request a ballot, then the vote shall be by ballot.
- 8.13 Except where otherwise provided in these Rules, resolutions shall be decided by simple majority with the Chairperson having a casting vote in the event of a tie. In all other respects meetings of Members shall follow the ordinary Rules of Meetings.
- 8.14 Proxy voting is permitted. No person shall be appointed a proxy who is not a financial Full Member of the Society. Appointment shall be in writing and the instrument of appointment shall be deposited at the office of the Secretary of the Society within one hour before the time appointed for holding the meeting or adjourned meeting as the case may be. The proxy may be given a discretion or may be instructed how to vote on any particular point. All proxies shall be handed to the Chairperson at the commencement of the meeting.
- 8.15 The Chairperson shall be Chair of all meetings or, in his absence fifteen minutes after the advertised time of the meeting and provided there is a quorum, the Members present may elect one of their number as Chairperson for that meeting.
- 8.16 If, within one hour of the advertised time of an AGM or SGM a quorum is not present, then the meeting shall stand adjourned for one month and the details of the adjourned meeting notified to Members. If at such adjourned Meeting a quorum is still not present then those Members present shall form a quorum for the sole purpose of deciding whether the Society shall go into recess or be wound up and the Registrar shall be notified accordingly. If a decision is made to go into recess no business shall be conducted until a quorum is available and the Society is again able to operate in accordance with these rules.

## **CLAUSE 9: SIGNING OF DOCUMENTS**

- 9.1 The Society shall have a Common seal. A document shall be executed on behalf of the Society if authorised by the Executive Committee and:
- 9.1.1 The Common seal is attached to the document ; and:

- 9.1.2 The document is witnessed by any one of the Chairperson, Secretary or Treasurer and countersigned by one other Member of the Executive Committee.

## **CLAUSE 10: USE OF FUNDS**

- 10.1 The income and property of the Society howsoever derived shall be applied solely towards the promotion of the Society's purposes as set out in these Rules and no portion thereof shall be paid or transferred by way of dividend, bonus or howsoever by way of profit or otherwise to any Member or affiliated body.
- 10.2 No elected Officer or Executive Committee member of the Society shall be appointed to a salaried position of the Society or shall be paid any fees or remuneration or any other benefit in money or moneys worth by the Society other than actual and reasonable out of pocket expenses.
- 10.3 No member of the Society, or any person associated with any Member, shall participate in or materially influence any decision made by the Society in respect of any payment to or on behalf of that Member or associated person of any income, benefit or advantage whatsoever.
- 10.4 **Financial Review:** The Executive Committee shall, as soon as practicable after the end of every financial year of the Society, appoint a person who is a Member of the Institute of Chartered Accountants of New Zealand (but not a Member of the Society for the year being reviewed) to carry out a review on the annual financial statements prior to presentation at the AGM.
- 10.5 **Audit:** If so required, and at the discretion of the Executive Committee, they may request that for any financial year, and in place of an annual financial review, an Auditor (who is a Member of the New Zealand Society of Accountants and not a Member of the Society) be appointed to audit the annual accounts of the Society and provide a certificate of correctness of the same.
- 10.6 **BANKING:** the Executive Committee shall maintain a bank account or accounts in the Society's name for the funds of the Society.
- 10.7 All monies due the Society when collected and received shall be paid as soon as practicable and without deduction into the Society's bank account.
- 10.8 All debts contracted by the Society, when passed for payment by the Executive Committee or Full Members at an AGM, shall be paid from the Society's bank account by cheque signed by any two of the appointed signatories. The appointed signatories are the Chairperson, the Secretary, the Treasurer and one other Executive Committee Member appointed by that Committee.

- 10.9 Clause 10.8 shall not prevent the Executive Committee from establishing arrangements for handling petty cash.

## **CLAUSE 11: WINDING UP**

- 11.1 A majority of financial Full Members present at an AGM or SGM may pass a resolution calling for the Society to be wound up in accordance with the Act. This resolution must be confirmed by a SGM, called within thirty days after the original resolution was passed, for the sole purpose of determining whether the Society be wound up. A two thirds majority of financial Full Members is required to pass the winding up resolution at this SGM.
- 11.2 If upon winding up or dissolution of the Society there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the Members of the Society but shall be given or transferred to some other charitable organisation or body within New Zealand having charitable purposes similar to the purposes of the Society or for some other charitable purpose within New Zealand.
- 11.3 In the event of default (Executive Committee unable to decide) all property is to be distributed as a Judge of the High Court so directs.

## **CLAUSE 12: INCOME, BENEFIT OR ADVANTAGE TO BE APPLIED TO CHARITABLE PURPOSES**

- 12.1 No profits or assets or both of the Society are to be distributed to any person.
- 12.2 All funds and assets of the Society shall be applied within New Zealand towards furthering exclusively charitable objects, aims and purposes.
- 12.3 No private pecuniary profit shall be made by any person involved with the Society except that:
- 12.3.1 Any Officer or Member may receive full reimbursement for all expenses properly incurred in connection with the affairs of the Society.
- 12.3.2 Any Officer or Member may be paid all usual professional, business or trade charges for services rendered, time expended and all acts done by that person or any firm or entity of which that person is a member, employee or associate in connection with the affairs of the Society.
- 12.3.3 Any Officer or Member may retain any remuneration properly payable to them by any company or undertaking with which the Officer or Member has acted in any capacity whatever, notwithstanding that that Officer or

Member's connection with that company or undertaking is in anyway attributable to their connection with the Society.

- 12.4 The Executive Committee in determining all reimbursements, remuneration and charges payable in the terms of the foregoing clause or of any of the kinds referred to in Sections CA1 (2), CB1 to CB21, CB28, CC1, CC3, CC8, CC9, CD1, CE1,CE8, CF1, CG3, CQ1 and CQ4 of the Income Tax Act 2004 shall ensure that the restrictions imposed by the following rules are strictly observed:

PROVIDED ALWAYS and notwithstanding anything contained or implied in these Rules any person who is:

- 12.4.1 An Officer or Member of the Society;
- 12.4.2 A shareholder or director of any company carrying on any business of the Society; or
- 12.4.3 A settlor or trustee of any trust which is a shareholder of any company carrying on any business of the Society; or
- 12.4.4 An associated person (as defined by the Income Tax Act 2004 or any substituted Act) of any such settlor, trustee, shareholder or director;

shall not by virtue of that capacity be able to determine or materially influence in any way (whether directly or indirectly) whatsoever the:

- 12.4.5 Determination of the nature;
- 12.4.6 The amount of any benefit or advantage or income;
- 12.4.7 The circumstances in which it is or is to be or is able to be afforded to, or received, gained, achieved or derived;

as a result of their employment by or involvement with the Society and such persons shall not participate in any deliberations and proceedings by which such income, benefit or advantage is being determined.

- 12.5 And notwithstanding anything expressed or implied in these Rules no commercial transaction, including the relinquishing of assets, will be entered into unless, having regard to the terms and conditions of the loan or agreement

- 12.5.1 Payment by way of interest or rent shall not exceed current commercial rates;
- 12.5.2 Receipts by way of interest or rent shall not be at less than current commercial rates and

12.5.3 Sale of the Society property will always be at current market value.

And any Officer or Member who has a material interest (whether direct or indirect) in any contract, undertaking, arrangement or detailing (proposed or otherwise) with the Society shall

12.5.4 Disclose the nature and extent of that interest at a meeting of the Executive Committee and this disclosure shall be recorded within the minutes of that meeting; and

12.5.5 Shall not take part in any deliberations of the Executive Committee concerning that matter.

12.6 Professional account and influence. A person who in the course of and as part of the carrying on of his or her business of a professional public practice shall not, by reason only of his or her rendering professional services to the Society or to any company by which any business of the Society is carried on, be in breach of the terms of this Rule.

## APPENDIX A: RESPONSIBILITIES OF OFFICE HOLDERS

### **A.1 CHAIRPERSON:** it shall be the duty of the Chairperson to:

- A.1.1 Ensure that the Rules are followed.
- A.1.2 Chair Meetings, deciding who may speak and when.
- A.1.3 Oversee the operation of the Society.
- A.1.4 Give a report on the operation of the Society at each AGM.
- A.1.5 Advise the Registrar of Incorporated Societies of any Rule changes.

### **A.2 SECRETARY:** it shall be the duty of the Secretary to:

- A.2.1 Record the minutes of meetings of the Society.
- A.2.2 Keep a register of all members wherein shall be entered the names, residential and postal addresses, telephone numbers and date of joining the Society.
- A.2.3 Have custody of and file all legally required documents, reports and communications connected with the business of the Society and to bring them before such meetings as shall properly deal with them.
- A.2.4 Receive and reply to correspondence as required by the Executive Committee.
- A.2.5 Notify those Members concerned of the time and place of every Meeting.
- A.2.6 Provide each Member with a copy of the Society's Rules and bylaws when requested to do so.

### **A.3 TREASURER:** it shall be the duty of the Treasurer to:

- A.3.1 Collect and receive all monies due to the Society and bank same, without deduction, in the Society's bank account as soon as practicable.
- A.3.2 Pay all accounts when passed for payment by the Executive Committee and keep a correct account of same.
- A.3.3 Produce to the Executive Committee prior to the AGM a Balance Sheet and statement of income and expenditure, duly audited covering the past year and a report on the finances of the Society in general.

- A.3.4 Have custody of the funds of the Society and keep account of the same in such manner as will at any time clearly show the true financial position of the Society.
- A.3.5 Forward the Annual Financial Statements for the Society to the Registrar of Incorporated Societies upon approval by the Members at an AGM.