

1. THE NAME OF THE SOCIETY:

The name of the Society shall be Whaingaroa Environment Centre Incorporated Society.

2. THE OBJECTS FOR WHICH THE SOCIETY IS ESTABLISHED ARE:

1. To promote environmentally sustainable activity in the Whaingaroa Catchment.
2. To facilitate the exchange of information relating to the environment, between Agencies, Community groups, and the wider community.
3. To sponsor and foster associations and individuals with similar aims.
4. To promote and monitor the implementation of the Whaingaroa Catchment Plan.
5. To build and promote relationships with all sectors of the community.

3. THE SOCIETY HAS THE POWERS AS LISTED BELOW:

1. To acquire by purchase, lease or otherwise acquire lands and buildings and all other property that the Society is deemed to require.
2. To sell, improve, maintain, manage, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property, assets and rights of the Society.
3. To take such steps as may be deemed expedient by the Society, for the procurement of contributions to the funds of the Society.
4. To raise or borrow money in such a manner and upon such security as the Society deems fit.
5. To invest and deal with the monies of the Society not immediately required in such a manner as may be determined from time to time.
6. To do any act, matter or thing that may appear to the members of the Society to be incidental or conducive towards carrying into effect or attainment the objectives of the Society.
7. To adopt such means of making known the objects of the Society as may seem expedient.

The powers numbered 1 to 7, listed above, are limited to within New Zealand.

4. MEMBERS. The Society shall consist of an unlimited number of members.

Any person or body corporate or organisation, having first completed a form of enrolment approved by the Society and having paid the appropriate subscription to the Secretary or Treasurer shall become a member of the Society. Each member shall pay to the Society such a subscription as may from time to time be determined. Subscriptions shall be due and payable on May 31st of each year. Failure to pay the subscription by one month after the due date will be deemed to be a resignation of that member from the Society.

A member shall cease to be a member of the Society in any of the following circumstances:

- resigns from membership
- is expelled from membership.

In this event a Special General Meeting will be called and the member to be expelled advised of the reasons for their expulsion and asked to attend or submit in writing grounds to refute the allegations made for the expulsion, and make a defence against such allegations. Notice of the meeting will be given at least 14 days before the date of the meeting.

A majority decision of at least 75% shall be made to decide the member's fate.

The member to be expelled will be informed in writing of the decision.

5. REGISTER OF MEMBERS

The Society shall keep a register of members containing the names and addresses of those members and the dates at which they became members. The Society shall, from time to time, when required by the Registrar, send to the

Registrar a list of the names and addresses of its members accompanied by a statutory declaration verifying that list and made by the Secretary or Assistant Secretary, or the Treasurer or Assistant Treasurer of the Society.

6. REGISTERED OFFICE

In accordance with section 18 of the Incorporated Societies Act 1908, the Society shall have a registered office, to which all communications may be addressed. Notice of the situation of that office and of any change therein shall be given to the registrar, as provided by that section of the Incorporated Societies Act 1908.

7. ALTERATION OF RULES

Subject to section 21 of the Incorporated Societies Act 1908, these rules may be altered, added to or rescinded, by a resolution in that behalf passed by a majority of 75% of the members present in person, at a Special General Meeting. Notice of fourteen days will be given, specifying the intention to propose the resolution. Notice will be given by telephone, letter, poster, advertisement, fax or e-mail.

No addition or alteration to the charitable objects, the personal benefit clause, or the winding up clause will be made, without the approval of the Inland Revenue department.

8. GENERAL MEETINGS

- At least one general meeting of the Society shall be held each year at such time and such place as shall be determined by the Committee.
- One of the General Meetings will be the **Annual General Meeting** that will be held within two months of the end of the financial year.
- Notice of AGM will be given at least 14 days before the date of the meeting, by e-mail, general mail, fax or telephone. The **AGM** will also be publicly notified in the Whaingaroa Catchment.

The business of the **Annual General Meeting** will be:

- To receive the annual report of the Committee
- To receive the annual financial accounts.
- To elect the members of the Committee.
- To transact any other business.

At each **Annual General Meeting** the following regulations for the election of the Committee members shall apply:

- Each of the Committee shall be nominated by a member of the Society, at or before an Annual General Meeting.
- The members present shall decide new Committee members by a vote, whereby at least 75% of members will be in agreement with the decision.
- No business shall be transacted at any General Meeting unless a quorum is present. Such a quorum will be any three Officials of the Committee plus any two other members.
- The decision making at general meetings shall require a majority of members present to be in agreement with the decision. In all cases the members present shall try to reach a consensus before putting a decision to the vote.
- If within half an hour of the time appointed for the meeting, a quorum is not present, the meeting shall stand adjourned to some other time and place.

Special General Meetings of the members may be convened at any time by the Secretary or Treasurer, on the requisition of not less than two members of the Society

- At every Special General Meeting a person nominated and agreed to by the members will facilitate the meeting.

- Voting at meetings will be decided by a show of hands or by secret ballot on the request of a member.
- At any meeting motions can be taken from the floor.

Notice will be given by e-mail, general mail, fax or telephone, at least seven days in advance of the date of the meeting. Notice will include the reason for the meeting. Special general meetings will also be publicly notified.

9. COMMITTEE MEMBERS

The Committee of the Society shall be called the "Whaingaroa Environment Centre Committee" and shall consist of the following:

- A **Secretary** and **Assistant Secretary** appointed by the members of the Society.
- A **Treasurer** and **Assistant Treasurer** appointed by the members of the Society.
- A **Chairperson** and **Assistant Chairperson** appointed by the members of the Society.

The **Assistant Secretary, Treasurer and Chairperson** will be back-up committee members who will function as replacements if required.

The above named office holders shall all hold office until the following Annual General Meeting at which time they may be re-elected. Any vacancies shall from time to time be advertised to Society members. If more than one expression of interest is received, a ballot of members will be held to determine the outcome. If no expressions of interest are received within 14 days of advertising, the Committee will fill the position by appointment.

Nominations for office holders may be received in any form up until the vote is to be held.

Only persons who are financial members of the Society shall be eligible to be members of the Committee.

The Committee shall have the power to co-opt additional members to the committee if required.

The Committee may delegate any of its powers to sub-committees. Any committee so formed, shall, in the exercise of its powers so delegated, conform to any regulations that may be imposed on it by members of the Society.

10. INDEMNITY OF OFFICERS

No officer of the Society shall be liable for the acts, receipts, neglects or defaults of any other officer of the Society.

Neither shall any officer of the Society be liable for any loss occasioned by an error of judgement, or oversight on their part, or any other loss, damage or misfortune whatever, which may happen in the execution of the duties of the office that is held by such person, or in relation to that office.

If the wilful dishonesty or neglect of an officer causes that officer alone any loss, misfortune or damage, then that officer alone shall be held liable.

11. MEETINGS OF THE COMMITTEE

The committee may meet together to draft proposals to be presented to general meetings. Members of the Society may attend Committee meetings, to observe proceedings, on request.

The Committee may delegate any of its powers to sub-committees. Any committee so formed, shall, in the exercise of its powers so delegated, conform to any regulations that may be imposed on it by the members of the Society.

12. THE COMMON SEAL

The secretary shall have custody of the common seal of the Society, and such seal shall not be affixed to any instrument except by authority of a resolution of the Committee and in the presence of a member of the Committee and of the Secretary. The member of the Committee and the Secretary shall sign every instrument to which the seal of the Society is so affixed in their presence.

13. THE SECRETARY

The secretary shall:

- Notify members of the Society of each meeting of the Society.
- Keep a register of members.
- Keep a record of all proceedings of meetings and of the attendance of officers and members of the Society at such meetings.
- Keep a record of all decisions made.
- Do such other acts in relation to the affairs of the Society as the members may from time to time require.
- Hold in safe keeping the official seal of the Society.

14. THE TREASURER

The Treasurer shall

- Bank or cause to be banked in the name of the Society all monies received.
- Disburse the funds of the Society as may be determined by the members.
- Keep the Society's books of accounts and prepare the necessary financial accounts and statements.
- Do such other acts as the Committee may from time to time require.

15. THE CHAIRPERSON

The Chairperson shall:

- Ensure that all business of the Society is conducted according to the rules of the Society.
- Retain the power to make a casting vote when a decision is equally balanced for and against on a majority vote. If a 75% majority is required, then the Chairperson has a single ordinary vote like other members.
- Draft for consideration by the Committee an annual report of the year's work and activities for presentation to the Annual General Meeting.
- Convene General Meetings.

16. CHEQUES

All cheques shall be signed and endorsed in such a manner as the members may from time to time direct. Cheques will be signed by at least two appointed signatories that are members of the Society. The members of the Society will determine the signatories from time to time.

17. BOOKS AND FINANCIAL STATEMENTS

The Society shall cause to be kept proper books of account in which shall be kept full true and complete accounts of the affairs, assets and transactions of the Society.

At the close of each financial year and at such other times as the Committee may elect, an income and expenditure account and a statement of the assets and liabilities of the Society shall be prepared and shall be examined and the correctness thereof verified.

The Society shall deliver annually to the Registrar and in such form and at such times as required a statement containing the following particulars:

- The income and expenditure of the Society during the Society's last financial year.
- The assets and liabilities of the Society at the close of the said year.
- All mortgages, charges and securities of any description affecting any of the property of the Society at the close of the said year.

The said statement shall be accompanied by a certificate, signed by the secretary or some other officer of the Society, authorised by the Committee, to the effect that the statement has been submitted to, and approved by, the members of the Society at a General Meeting.

18. PECUNIARY GAIN

Whaingaroa Environment Centre Incorporated is a charitable organisation and therefore any profit gained from the activities, projects and investments of the Society will be retained by the Society to further the objects for which it is established.

19. WINDING UP

If a resolution in favour of winding up the Society is passed by a 75% of members at a general meeting, the Society may be wound up voluntarily.

The resolution must be reconfirmed at a subsequent meeting held not earlier than thirty days after the date on which the resolution so to be confirmed was passed.

If upon winding up or dissolution of the Society, there remains, after satisfaction of costs and debts and liabilities, any property or assets whatever, the same shall not be paid to or distributed among the members of the Society: but shall be sold, given or transferred to some such other body or group elsewhere but only in New Zealand, having similar objects to those of the Society.

20. PERSONAL BENEFIT

Any income, benefit or advantage shall be applied to the charitable purposes of the organisation.

No member of the organisation or any person associated with a member shall participate in or materially influence any decision made by the organisation in respect of any personal income, or monetary benefit.

Any fee paid shall be reasonable and similar to that which would be paid in an arms length transaction.

The provisions and effect of this clause shall not be removed from this document and shall be included and implied in any document replacing this document,

"This is the document marked 'A' and referred to in the annexed declaration of Name.

made at this..... 12th.....day of November,..... 2001 before me."

Name.....

(Person Authorised to take Statutory Declaration.)