

RULES OF THE WAITAKERE RANGES PROTECTION SOCIETY INCORPORATED

Nga Moemoea o Waitakere
The vision of Waitakere.

The Association is a Society duly registered and incorporated under the Incorporated Societies Act 1908.

1. NAME

The name of the Association is “The Waitakere Ranges Protection Society Incorporated” (“the Association”).

2. OBJECTIVES

The Association’s objectives are:

- (a) To protect and conserve the natural environment in the Waitakere Ranges from human impact, both direct and indirect.
- (b) To raise awareness through education, research, publication and promotional work of the importance and value of the Waitakere Ranges to New Zealand’s environmental heritage, preservation and wellbeing.
- (c) To promote any scheme or activity that may benefit or help protect or preserve the Waitakere Ranges, including but not limited to restoration projects, where appropriate.
- (d) To oppose any scheme or activity which might significantly adversely affect the natural ecosystems and landscape of the Waitakere Ranges.

3. POWERS

In pursuit of its objectives the Association shall have the following powers:

- (a) To purchase, take upon lease, hire, or otherwise acquire and hold real and personal property rights and privileges which the Association may deem necessary or convenient to the attainment of any of its objectives.
- (b) To sell, lease, mortgage or otherwise dispose of any of the real or personal property of the Association and to grant such rights and privileges thereover in such manner as the Association may deem necessary or proper.
- (c) To invest, control, and dispose of the funds of the Association as may be considered advisable for the advancement of the Association or the fulfillment of the Association’s objectives.
- (d) To borrow or raise money, and give security for money required for the purposes of the Association by mortgage or charge on all or any of the property of the Association with or without security and upon such terms as to priority or otherwise as the Association shall think fit.
- (e) To commission or conduct research into any aspect of the Waitakere Ranges area and any related subject.
- (f) To publish newsletters, books, journals, articles, pamphlets, internet web pages and any other materials which will further the objectives of the Association.
- (g) To arrange seminars, conferences, meetings and other gatherings which will further the objectives of the Association.
- (h) To liaise and co-operate with like organisations that will further the objectives of the Association.
- (i) To employ people to further the objectives of the Association.
- (j) To undertake litigation where required in furtherance of the objects of the Association.
- (k) To do all other such things as are incidental or conducive to the attainment of the above objectives.

4. MEMBERSHIP

1. There shall be two categories of members.

Existing Members

2. All existing current or life members of the Association as at the date of adoption of these Rules shall continue to be members of the Association.

New Members

3. The Association shall have power to divide membership into such further categories as it thinks fit, and give to each category such rights and privileges as it thinks fit.
4. Any person seeking membership of the Association shall make written application to the Secretary and furnish such further information as the Committee may request. Upon approval of the applicant by the Committee, and upon payment of any subscription or fees currently in force, the applicant shall become a member of the Association and shall have his or her name entered on the list of members. The decision of whether to approve an applicant or not shall be at the absolute discretion of the Committee.

5. OBLIGATIONS OF MEMBERS

1. All members shall:
 - (a) act in a manner consistent with the objectives of the Association;
 - (b) abide by the Association's Rules;
 - (c) not bring the Association into disrepute.

6. TERMINATION OF MEMBERSHIP

1. By Resignation

Any member of the Association may resign from membership after payment of the current year's subscription by giving notice in writing of such intention to the Secretary.

2. By Failure to Pay Subscription

A member of the Association shall cease to be such if his or her subscription remains in arrears and unpaid for the space of ninety (90) days after it is due. This shall not relieve him or her from his or her liability for such subscription: provided that the Committee may at any time reinstate such member upon such terms as to payment of arrears as the Committee in the exercise of its discretion may decide.

3. By Misconduct

(a) The Committee shall give the member written notice ("the Notice") of any charge of misconduct against him or her by any member or members of the Association or for any other sufficient cause. The Notice shall state:

- (i) the nature of the misconduct;
- (ii) what the member can do to remedy the situation or state that the member may write to the Committee, within fourteen (14) days after the member receives the Notice, giving reasons why the Committee should not terminate his or her membership; and

- (iii) that, if the Committee receives no response from the member after fourteen (14) days of him or her receiving the Notice or is not satisfied with the response, proceed to consider whether to terminate the member's membership or not; and
 - (iv) that the member may appeal to the Association if the Committee terminates his or her membership.
- (b) Should the member appeal the decision of the Committee by writing to the Committee within seven (7) days:
- (i) a special general meeting will be called to consider the appeal. At that meeting, members may question both the Committee and the appellant;
 - (ii) the outcome of the appeal will be determined by a majority of members present at the special general meeting and the outcome of that decision will be final. There will be no further right of appeal.
- (c) Misconduct shall include but not be limited to the following:
- (i) persistent breaching of the Association's Rules;
 - (ii) persistent undermining of, or significant failure to act consistently with, the Association's objectives;
 - (iii) bringing the Association into public ridicule or contempt,
 - (iv) such other conduct that in the view of the Committee seriously affects the Association's ability to fulfill its objectives.

7. READMISSION OF FORMER MEMBERS

1. Any former member who has resigned may apply for re-admission in the same way as a new applicant.
2. If a former member's membership was terminated, the applicant shall not be readmitted without the approval of the Committee by a majority vote.

8. SUBSCRIPTIONS

1. The annual subscription for membership shall be determined by members at the Annual General Meeting from time to time.
2. All subscriptions shall be payable within 90 days of the beginning of the next financial year of the Association.
3. The Committee at its discretion shall have full power to remit arrears of subscription.
4. No person who from any cause whatsoever ceases to be a member of the Association shall have any claim upon the Association for a refund of the whole or any part of any subscription paid by him or her to the Association.
5. Every member of the Association shall communicate to the Secretary any change in his or her address and all notices posted to the last notified address shall be valid and deemed to have been given seven days following the day of posting.

9. NO PECUNIARY GAIN FOR MEMBERS

The income and property of the Association, whenever derived, shall be applied solely towards the promotion of the objectives of the Association. No portion of the income or property shall be paid or transferred directly or indirectly to members of the Association. However, nothing shall prevent the payment, in good faith, of remuneration to any officers or servant of the Association, in return for services actually rendered to the Association.

10. CONFLICT OF INTEREST

1. Subject to Clause 9, Committee members shall be entitled to enter into any contract with the Association without being liable to account for any resulting income or profit notwithstanding that the interest of the Committee members in any private capacity or duties as trustees of any trust or as shareholders or directors or officers of any other company conflict with their duties as Committee members of the Association.

2. A Committee member who is in any way, whether directly or indirectly, interested in any matter arising from the business of the Association shall declare the nature of his or her interest at a meeting of the Committee.

3. A Committee member, having declared his or her interest shall not vote in respect of the matter in which he or she is interested.

11. OFFICERS

The Officers of the Association shall consist of a President, Deputy President, Secretary and a Treasurer (which offices may be held by the same person), all of whom shall be elected annually at the Annual General Meeting of the Association and all of whom shall be members. The Officers so elected shall hold office until the conclusion of the next Annual General Meeting of the Association. To be eligible to become an officer a member must be a member.

12. CONTROL

1. The management and control of the Association and its properties real and personal shall be vested in the Management Committee ("the Committee") consisting of: -

- (i) the President,
- (ii) a Deputy President,
- (ii) Secretary,
- (iii) the Treasurer,
- (iv) between 6 and 11 further Committee members.

3. The Committee may exercise all such powers and do all such acts and things as may be exercised or done by the Association and are not hereby or by statute expressly directed or required to be exercised or done by the Association in General Meeting.

4. Any member of the Committee shall ipso facto vacate his or her office:

- (i) if he or she is absent from three (3) consecutive meetings of the Committee without leave of the Committee;
- (ii) if he or she becomes bankrupt or becomes of unsound mind;
- (iii) if by notice in writing to the Committee he or she resigns his or her office;

5. Any vacancies on the Committee shall be filled by appointment by the Committee and the appointee shall hold office until the conclusion of the next Annual General Meeting of the Association.

6. The Committee may co-opt new committee members between Annual General Meetings as it sees fit.

7. At no time shall the Committee consist of more than one third co-opted members without a re-election at an Annual or Special General Meeting.

8. The Committee shall, meet when deemed necessary by a majority of Committee members but at least 2 times per year. Reasonable notice shall be given to each member of the Committee. Meetings may be held in person, by telephone conference call, by facsimile exchange, by e-mail or other forms of electronic communication or by using any of the above in combination. Decisions shall preferably be made by consensus but otherwise by majority vote., Decisions by telephone conference call, by facsimile exchange, by e-mail or other forms of electronic communication or by combination shall be made by consensus. Each member of the Committee shall nominate their preferred means of communication.

9. The President or any two members of the Committee may at any time convene a meeting of the Committee upon giving reasonable notice to the members of the Committee.

10. A quorum of five members is required for a meeting of the Committee.

11. Agendas and minutes of Committee meetings shall be made available on request by members

13. MEETINGS

1. An Annual General Meeting of the Association shall be held in the month of March in each year at such time and place as shall be fixed by the Committee.

2. At least fourteen (14) days notice of such Annual General Meeting, stating the nature of the business to be brought before the General Meeting, shall be given to members by post or email. All other General Meetings shall be Special General Meetings.

3. The Committee may, whenever it thinks fit, and shall upon a requisition in writing by fifteen (15) members of the Association, convene a Special General Meeting.

4. Any such requisition shall specify the object(s) of the meeting requisitioned and shall be signed by the requisitionists and shall be deposited with the Secretary of the Association. The meeting must be convened only for the purposes specified in the requisition. In case the Committee for fourteen (14) days after the receipt of such a requisition fails to convene a Special General Meeting to be held within twenty-one (21) days from the receipt of such requisition, the requisitionists, or a majority of them, may themselves convene a meeting to be held not later than two (2) calendar months after the date of the requisition.

5. Fourteen (14) clear days' notice specifying the place the day and hour of any Special General Meeting and the purpose for which it is to be held shall be given by notice sent by post or email to each member.

6. The conduct of any General Meeting of the Association shall be in accordance with the terms of the Standing Orders hereinafter appearing.

7. At the Annual General Meeting of the Association one or more patrons may be elected by the members.

14. QUORUM

1. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business.
2. The quorum for any General Meeting shall be fifteen (15) members.
3. If within half an hour from the time appointed for any Special General Meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week at the same time and place and the members present at the adjourned meeting may transact any business as if they constituted a full quorum.

15. NOTICES OF MOTION

Any notice of motion must be in the hands of the Secretary at least fourteen (14) days before the meeting at which the motion is intended to be moved.

16. ADJOURNMENT OF MEETINGS

The Chairman of any meeting may with the consent of that meeting adjourn the meeting from time to time and from place to place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

17. VOTING AT GENERAL MEETINGS

1. Every question submitted to any meeting shall be decided in the first instance on the voices or by a show of hands and, unless a poll is demanded by the Chairman or by any member present, a declaration by the Chairman that a resolution has been carried or lost and an entry to that effect in the book of proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
2. If a poll is demanded it shall be taken in such a manner and at such time as the Chairman of the meeting may direct and the result of the poll shall be deemed to be a resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
3. On a show of hands every member present in person and entitled to vote shall have one (1) vote and upon a poll every such member shall have one (1) vote.
4. Votes shall be given personally and not by proxy.
5. The Chairman of any General Meeting shall have a deliberative and a casting vote.

18. MINUTES

The Committee shall cause Minutes to be duly entered in the Books provided for the purpose of recording:-

- (a) of all appointments of Officers.
- (b) of the names of members of the Committee present at any meeting of the Committee.
- (c) of all resolutions and proceedings of General Meetings and of meetings of the Committee.

19. ACCOUNTS

1. The Committee shall cause true accounts to be kept:-

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- (a) of all sums of money received and expended by the Association and of the matters in respect of which such receipts and expenditure takes place.
 - (b) of all assets, credits and liabilities of the Association including all mortgages, charges and securities of any description affecting any property of the Association.
2. The financial year of the Association shall begin on the first day of January in each year and shall expire on the 31st day of December of the next succeeding year.
3. The books of account shall be kept at the office of the Association or at any such other place as the Committee may determine and they shall be open to the inspection of members of the Association at such reasonable times and places as shall be determined by the Committee. All monies received after being entered in the Books of the Association as being received shall be forthwith paid into a bank to be appointed by the Committee.
4. All accounts shall be passed by the Committee before payment.
5. Payment of all monies shall be made by cheque signed by no less than two of the President or the Treasurer or one other member of the Committee provided that nothing in this Rule shall apply to payments under a Petty Cash Imprest System operated pursuant to a resolution of the Committee.
6. At every Annual General Meeting of the Association, the Committee shall present an Annual Report and an audited Balance Sheet and an Income and Expenditure Account and Bank Statements of all accounts held in the name of the Association.
7. The Association shall duly file the returns required by section 23 of the Incorporated Societies Act 1908 or by such other statutory provisions for the time being in force and shall comply with all the requirements of such statute and any regulations thereunder.

20. AUDIT

1. An Auditor, who shall preferably be a duly qualified Accountant in practice, shall be elected at each Annual General Meeting of the Association.
2. In the case of any vacancy the Committee may appoint an Auditor. Once at least in each year the accounts of the Association shall be audited and the correctness thereof and of the Balance Sheet certified by the Auditor.
3. The retiring Auditor shall be eligible for re-election.

21. SEAL OF THE ASSOCIATION

The Association shall have a Common Seal which shall be in the custody and control of the Secretary or the Treasurer for the time being and the documents to be executed by the Association of whatsoever nature shall be executed with the following attestation clause:-

"The Common Seal of the Waitakere Ranges Protection Society Incorporated was hereunto affixed pursuant to a resolution of the Committee in the presence of: -

.....Secretary or Treasurer
.....Committee Member
.....Committee Member"

22. Copies of the Rules

1. A copy of the Rules shall be made available to any member upon request.
2. The Rules shall be published on the Association's website.

23. ALTERATION OF RULES

1. Subject to Rule 23.4, the Rules for the Association may be altered, added to or rescinded at any Annual or Special General Meeting of the Association by two thirds vote of the members present.
2. At least fourteen (14) days' notice of any proposed amendment to the Rules of the Association shall be given to the members by posting the same to each member. The notice shall contain a copy of, or state briefly, the nature of the resolution to be moved at that General Meeting .
3. The Association shall register any alteration in or addition to these Rules as required by any statutory provisions for the time being in force.
4. No changes may be made to the following Rules:
 - (i) Rule 9: Pecuniary gain for members; and
 - (ii) Rule 24: Winding Up.

24. WINDING UP

1. Any decision that the affairs of the Association be wound up shall be governed by the following procedure. Notice of motion of the proposed winding up or dissolution must be given in accord with Rules of the Association and any resolution for such winding up or dissolution must be confirmed by a further Special General Meeting, held not earlier than 30 (thirty) days and not later than sixty (60) days after the date on which the resolution so to be confirmed was passed.
2. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other charitable institution or society located within New Zealand and having objects similar to the objects of the Association. Such charitable institution or society shall be determined by a majority of the members of the Association present in person at a General Meeting to be held according to the Rules of the Association at or before the dissolution and in default thereof to such charitable institution or institutions or society or societies as the Registrar of Incorporated Societies, or the High Court of New Zealand or a Judge thereof, or in the event of an appeal being made, the relevant appeal authority may direct.

25. REGISTERED OFFICE

The Association shall at all times have a registered office which shall be situated in the premises of the Association or at such other place as may be determined from time to time by the Committee.

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We, the several persons whose names are subscribed hereto, being members of the above-mentioned association, hereby make application for the incorporation of the association under the foregoing rules, in accordance with the Incorporated Societies Act 1908.

DATED this day of May, 2010

Name

Address

Occupation

Witness to all the above signatures

Witness to all the above signatures: