

“A”

These are the Rules marked “A” which are referred to in the annexed declaration
of _____ made on the _____ day of _____ 2016
before me:

A Solicitor of the High Court of New Zealand

RULES OF THE TONGARIRO NATURAL HISTORY SOCIETY (INCORPORATED)

NAME:

1. The name of the society is “The Tongariro Natural History Society (Incorporated)”.

OBJECTS:

2. The objects for which the society is established are –
 - 2.1 to promote a wider knowledge and understanding of natural processes, flora and fauna, geology, weather and the natural and human history of Tongariro National Park, and other places within New Zealand;
 - 2.2 to undertake, assist, promote and publicise research, study and advancement of learning and understanding of ecological principles and natural and human history generally;
 - 2.3 to collect, collate, publish, sell and distribute to the public, information, publications and programmes incidental to achieving or promoting any of the objects of the society;
 - 2.4 to become a member of; or to co-operate with any other society, body or group (incorporated or unincorporated) or any Government Department having objects wholly or partly similar to those of the society or of – or with which membership or co-operation may appear conducive to the attainment of any of the objects of the society;
 - 2.5 to provide and encourage recreational, social and educational activity for members of the society and others, and to afford the privileges, advantages and accommodation of a club, and to foster the safe and proper recreational use and study of the ecology of Tongariro National Park and other places within New Zealand;

- 2.6 to undertake conservation projects that enhance the biodiversity, historic or recreational values in Tongariro National Park or its environs.
- 2.7 to purchase, take on lease, hire or otherwise acquire and to hold, turn to account and dispose of any real or personal property and any rights, licenses, privileges or concessions, and to employ persons and enter into such contracts which to the society may appear necessary or expedient for the purposes of attaining the objects of the society or any of them or promoting the interest of the society or its members; and
- 2.8 to do all such lawful things as are incidental or conducive to the attainment of the foregoing objects according to the laws of New Zealand from time to time applicable or any of them.

MEMBERSHIP:

3.

- 3.1 Any person who undertakes in writing to be bound by these Rules shall, upon payment of such entrance fee (if any) as may from time to time be fixed by the society in general meeting, become a member of society.
- 3.2 In addition to individual members the society may admit to associate membership other organisations, bodies, societies or groups (whether incorporated or not).
- 4. On the recommendation of the executive, the society may in general meeting elect to honorary or life membership of the society any member who has rendered outstanding service to the society.

CESSATION OF MEMBERSHIP:

- 5. Any member may resign their membership by notice in writing to the secretary.
- 6. The executive may at any time by letter invite any member within a specified time to retire from membership for breach of these rules or for misconduct and in default of such retirement may deal with the question of expulsion of that member at a meeting of the executive to be held within two calendar months of the date of the letter; and at such meeting the member whose expulsion is under consideration shall be allowed to offer an explanation verbally or in writing and if thereupon two thirds of the members of the executive present shall vote for their expulsion they shall forthwith (but without release from antecedent liability to the society) cease to be a member.

OFFICERS:

7. The honorary officers of the society shall be a Patron, and as many Vice-Presidents as may from time to time on the recommendation of the executive be elected to that office. The Director General of the Department of Conservation will also be asked to appoint a staff member to the Executive with full voting rights.
8. The executive officers of the society are in these rules collectively referred to as the executive and shall comprise a President, and a committee of not less than six (6) members.
9. The officers for the time being shall hold office from Annual General Meeting to Annual General Meeting, and officers retiring shall be eligible for re-election.
10. No executive officer shall be elected save with his/her consent to nomination given either in writing prior to or in person at the Annual General Meeting.
11. Any member of the executive who shall absent their self from three consecutive meetings of the executive without leave shall cease to be a member of the executive.
12. The executive shall have power from time to time to fill until the next Annual General Meeting any casual vacancy occurring in the executive. The Executive will also have the power to appoint one to two additional Executive members.
13. The executive may engage, employ and terminate the engagement or employment of staff and other servants or agents of the Society as the executive may consider necessary upon such terms and conditions as the executive may from time to time think fit. These people may attend meetings but shall not be entitled to vote.

MANAGEMENT:

4. The management and control of the affairs of the society shall be vested in the executive which shall have and may exercise all the powers of the society which are not expressed by these rules or by law required to be exercised by the society in general meeting.
15. It shall be the duty of the executive generally to conduct the affairs of the society and in particular to see to the proper collection and disbursement of the funds of the society, the keeping of all usual and proper books of account, the entry and verification of minutes and other records of the business of the society, and the preparation and submission to the Annual General Meeting of a report, balance sheet and statements of account for the preceding year. The Executive will determine whether the accounts require a formal audit.
16. The executive may from time to time in its discretion make, amend and rescind regulations and by-laws not inconsistent with these rules for the conduct of the affairs of the society and may in its discretion and upon such terms and conditions as it may from time to time think proper delegate any of its powers and functions to sub-committees of its members and co-opt to such sub- committees other members of the society.

ANNUAL GENERAL MEETING:

17. The financial year of the society shall end on 30 June, or such other date as the society in general meeting shall from time to time determine, and the Annual General Meeting shall be held at such time and place as the executive shall appoint, but in every case within six calendar months after the end of the financial year. The business of the Annual General Meeting shall be to receive the annual report, balance sheet, statement of accounts, to elect officers; to appoint an Honorary Solicitor, who will not be a member of the executive; and to deal with any other business which may be submitted to the meeting.

SPECIAL GENERAL MEETINGS:

18. The executive may at any time call a general meeting and shall forthwith do so upon delivery to the President or staff administration of a requisition in writing of any ten members stating the purpose for which such meeting is required.

NOTICE OF GENERAL MEETING:

19. Not Less than fourteen clear days before every Annual General Meeting a notice thereof shall be sent to every member by correspondence together with a copy of the report, balance sheet, statement of accounts and auditor's report to be presented thereat; and not less than seven clear days before special general meetings a notice thereof and of the business intended to be dealt with thereat shall be sent to every member by correspondence.

PROCEDURE AT GENERAL MEETINGS:

20. At all general meetings the President and in his absence any other duly elected chairman shall take the chair and every member present shall be entitled on every motion to one vote exercised in person and in the case of an equality of votes the Chairman shall have a casting as well as a deliberative vote.
- 21.1 The mode of voting on all questions at all general meetings shall be on the voices or by show of hands, or if the Chairman or any three other members present shall so require by secret ballot for which purpose a sufficient number of scrutineers shall be appointed at the meeting.

- 21.2 Individual members shall have one vote each and associate members may each appoint one person to exercise one vote in their name.
22. At all general meetings fifteen members present shall constitute a quorum.

MEETINGS OF EXECUTIVE:

23. The executive shall meet at such times and places as may from time to time be determined by the Chairman or (upon the requisition in writing of any four members of the executive) by the secretary whose duty it shall be to call a meeting of the executive forthwith upon receipt of any such requisition.
24. Notice of every such meeting shall be given by administration to every member of the executive and shall if any such member so requires be by notice in writing not less than three clear days prior to the time appointed for the meeting in question.
25. The executive shall determine its own procedure at all its meetings and four members present shall constitute a quorum. A resolution in writing signed by all the members of the executive for the time being entitled to receive notice of a meeting of the executive shall be as valid and effectual as if it had been passed at a meeting of the executive duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more members of the executive.

COMMON SEAL:

26. The Common Seal shall be kept in the custody of the secretary and shall not be affixed to any document or instrument save in pursuance of a resolution of the executive and in the presence of one member of the executive and the secretary, who shall each sign the document or instrument to which the seal is so affixed.

FINANCE:

27. The bank account of the society shall be operated by a minimum of two signatories. All authorisations will require signing by at least one Executive member. Three Executive and two staff will hold authorisation for the account.
28. The executive may from time to time invest and reinvest in such securities as may be permitted to trustees for the investment of trust funds by the law for the time being in force in New Zealand any funds of the society which in its opinion are not immediately required for the purposes of the society.

BORROWING POWERS:

29. The society shall have power to borrow money with or without security in such manner and on such terms and conditions as the executive shall from time to time think fit and

for such purposes to give and execute bonds, debentures, mortgages, promissory notes and securities of every kind and to mortgage or charge all or any part of the property, real or personal, of the society.

MEMORIAL FUND

29A.1 In the accounts of the Society there is and will continue to be a memorial fund ("the fund") comprising initially the sum of the original gifts received.

29A.2 Further gifts may be made to the fund at any time by anybody.

29A.3 The current amount of gifts, which have been made to the fund, is to be shown in the accounts of the fund as the capital of the fund.

29A.4 The donors and the names of persons commemorated by their gifts shall be recorded in the annual accounts and statement of the fund in the financial year they are received.

29A.5 The capital of the fund shall consist of the original and any subsequent gifts together with accumulated annual inflations adjustments set out below. It may be used to fund income-producing activities within the purposes of the Society.

29A.6 At the conclusion of each financial year the Society will in its account transfer from its income to the capital of the fund a sum equivalent to any decreases in the value of the capital of the fund during that year arising from depreciation of the currency. Such transfers will be referred to as annual inflation adjustments.

Income from the capital of the fund

29A.7 At the conclusion of each financial year the Society acting on the advice of the will apportion its income into;

7.1 income which is attributable to the employment of the capital of the fund,

7.2 income which is attributable to the employment of the general funds of the Society, and

7.3 other income

29A.8 Income which is attributable to the employment of the capital of the fund will be transferred in the accounts of the Society to the fund account.

Fund Statement

29A.12 As part of the annual accounts of the Society there shall be a continuing record of the growth of the fund and the purposes for which it has been used. This statement shall include;

- 12.1** the amount of the original and any subsequent gifts to the fund;
- 12.2** the amount of all inflation adjustments added to the capital of the fund;
- 12.3** the amount of all income attributed to the employment of the capital of the fund, and;
- 12.4** the amount of such income allocated and unallocated.

ALTERATION OF RULES:

30. These rules may be altered, added to, rescinded or otherwise varied or amended by resolution passed by a two-thirds majority of members present at a general meeting of which not less than seven clear days notice shall have been given to every member in writing notice shall set forth the purport of the proposed alteration, addition, rescission, variation or amendment.

Provided however, that any alteration or amendment to these rules shall be immediately brought to the attention of the Charities Services and if they shall be of the opinion that the alteration or amendment nullifies the charitable status of, or the charitable purpose or purposes for which the society carries on its activities, new rules which restore its charitable status shall be immediately instituted. Such consequential changes in the rules may be approved by the executive without the ratification of a general meeting.

INTERPRETATION OF RULES:

31. Any matter not provided for or covered by these rules, together with the interpretation or application of the rules, shall be subject in all respects of the decision of the executive, subject to the provisions of the Incorporated Societies Act 1908 and subsequent amendments.

DISSOLUTION:

32. The society may be voluntarily wound up in accordance with the Incorporated Societies Act 1908 and in the event of a winding up, the surplus assets and funds of the society after payment of its liabilities and of winding-up expenses, shall be applied or distributed to such other charitable purposes within New Zealand as the members in general meeting shall direct, subject to the approval of the Charities Registration Board.

