

Friends of Tawa Bush Reserves Inc.



Constitution of Friends of Tawa Bush Reserves Incorporated

The Constitution of Friends of Tawa Bush Reserves Incorporated. First registered June 2002.
Updated April 2020, with alterations approved by the membership present at the Annual
General Meeting on 11 March 2020.

Constitution

Rules of Friends of Tawa Bush Reserves Incorporated

1. Name

The name of the society shall be the 'Friends of Tawa Bush Reserves Incorporated' (hereinafter referred to as 'the society').

2. Registered Office

The registered office of the Society shall be at such place as the Executive Committee shall from time to time determine. Due notice of every change of the place of the registered office shall be given to the Registrar of Incorporated Societies.

3. Objects

The Society is established for educational and charitable objects and purposes within New Zealand only. In particular the Society is established

3.1 To promote and enhance the conservation of public bush reserves situated generally in the area known as the Tawa Basin and the adjacent land situated in a broad arch that covers the land from the Porirua city boundary in the north to Churton Park and Glenside in the south and Belmont Regional Park to the east, (the Reserves) and to ensure the continuance of the Reserves through the provision of material and physical support.

3.2 To encourage and provide opportunities for individuals, organisations and corporate bodies to take an active interest in all aspects of conservation in the Reserves.

3.3 To promote and heighten public awareness of the existence, role and activities of the Society.

3.4 To do all such things as are conducive or incidental to the attaining of the said objects or any of them.

3.5 To encourage and promote care of privately held parts of the bush heritage in the area.

4. Projects

Any project undertaken or assistance given within the Reserves must be

4.1 Consistent with the Wellington City Council Conservation Management Strategy for the Reserves for the time being, and

4.2 Within the plans approved by the Wellington City Council.

5. Membership

5.1 Membership shall be open to all persons, groups, bodies corporate and others who support the objects of the Society and who pay the annual membership subscription as decided by the Annual General Meeting.

5.2 Every application for membership shall be accompanied by the prescribed annual subscription and shall be in writing in the prescribed form, signed and delivered by the Secretary.

5.3 Membership shall be upon an annual basis and a member shall cease to be a member of the Society if his, her or its subscription remains unpaid six months after the beginning of the financial year.

5.4 The annual subscription shall be determined from time to time by the Annual General Meeting of the Society.

5.5 Each member shall undertake to act in accordance with the Rules of the Society.

5.6 A member who fails to comply with the Society rules may incur a period of suspension by a majority vote of the Executive Committee, such suspension being subject to appeal to a General Meeting of the Society.

5.7 A member may resign at any time by giving written notice to the Secretary and providing all subscriptions, dues or other commitments to the Society have been met in full.

6. Financial Year

The financial year of the Society shall be from the 1st day of January to the 31st day of December in the same year, or as may be determined by the Executive Committee from time to time.

7. Annual General Meeting

An Annual General Meeting of the Society shall be held not later than the last day of March each year and at such meeting the following business shall be transacted

7.1 Every year a financial statement shall be prepared showing all the income and expenditure of the Society since the preceding statement and a general statement of the funds and effects and liabilities and assets of the Society. The Treasurer shall present a report on the source and use of funds of the preceding year and every such statement shall be signed by the President and the Treasurer and be laid before the Annual General Meeting.

7.2 The election of a President, who shall hold office for a term of two years, but shall be eligible for re-election for a maximum of two further presidential terms.

7.3 The election of a Vice-President, Secretary, Treasurer and four additional members of the Society, whom together with the President, shall be members of the Executive Committee.

7.4 The election of an honorary auditor who shall not be a member of the Executive Committee.

7.5 If considered appropriate, the election of an honorary solicitor.

7.6 If considered appropriate, the election of a patron.

7.7 No person shall be elected to office under Rules 7.2 or 7.3 hereof unless that person is present at the Annual General Meeting at which he or she is to be elected, or has previously signified in writing his or her willingness to accept nomination.

7.8 The setting of the annual members' subscriptions for the following financial year.

7.9 The consideration of such other business as may be accepted by the permission of the majority of the members present and with power to vote at such meeting.

8. Proceedings for an Annual General Meeting

8.1 Notices of all Annual and Special Meetings of the Society shall be deemed to be duly given if posted or emailed to the last known address of each member not less than twenty one (21) days prior to the date of the meeting.

8.2 The quorum at Annual, Special and General meetings of the Society shall consist of a minimum of fifteen members of the Society.

8.3 A representative of the Wellington City Council shall be entitled to be present and to speak, but not to vote at all meetings held by the Society.

9. Special General Meetings

A Special General Meeting of the Society may be held at any time which the Executive Committee may appoint. It shall also be competent for a majority of members or for the Wellington City Council to sign a requisition to the President to convene a Special General Meeting and on receipt of such requisition the President shall instruct the Secretary to call such a meeting within not less than seven (7) days or more than twenty-eight (28) days. The business to be dealt with at such meeting shall be limited to the matters stated in the requisition and/or notice of such meeting.

10. The President and Vice-President

10.1 The President shall ex-officio preside at all meetings of the Society and the Executive Committee when present and shall be an ex-officio member of all committees and shall have general and active management responsibilities and shall see that all orders and resolutions of the Executive Committee are carried into effect.

10.2 The Vice-President shall perform such duties and exercise such powers as may be delegated by the President and in the absence of the President, the Vice-President shall perform the duties and exercise the powers of the President.

11. Voting at Annual, Special and General Meetings

11.1 The method of voting at all meetings of the Society shall be on the voices, or if so requested by any person present, on a show of hands.

11.2 Each member, including any body corporate, shall be entitled to only one vote. The Wellington City Council representative shall not be entitled to vote at Society meetings.

11.3 At all meetings the chairman shall have a deliberative vote, and he or she shall in case the votes are equal also have a casting vote. No member shall be entitled to more than one vote.

11.4 A declaration by the chairman of any meeting to the effect that any resolution submitted at such meeting has been carried or been carried by a particular majority, or lost, and an entry to that effect in the Minute Book of the Society shall be conclusive evidence of the fact without proof of the number of votes recorded in favour of or against the resolution.

12. Executive Committee

12.1 The Executive shall comprise the President, Vice-President, Treasurer, Secretary plus four persons, elected in accordance with clauses 7.2 and 7.3.

12.2 The Executive shall meet at least quarterly, namely immediately prior to the Annual General Meeting and three other times during the year and at such other times as the President shall require.

12.3 A quorum for meetings of the Executive Committee shall be a majority of the members of the Executive Committee for the time being.

12.4 Each member of the Executive Committee shall have one vote at Executive Committee meetings with the exception of the Chairman who shall have a second or casting vote in addition to a deliberative vote.

12.5 The Executive Committee shall have power to fill any casual vacancy in its elected members and the person or persons so appointed shall retire at the next Annual General Meeting of the Society, but shall be eligible for election.

12.6 A representative of the Wellington City Council shall be entitled to be present and to speak at all Executive Committee meetings but shall not be entitled to vote.

13. Tenure of Office of Executive

The tenure of office of all members of the Executive Committee shall terminate on the appointment of their successor. Any member of the Executive Committee being absent from three consecutive meetings without leave of absence shall, unless otherwise resolved by majority of the Executive Committee, cease to be a member of the Executive Committee. Any member of the Executive Committee who is unable by reason of mental or physical incapacity to carry on the duties of the Executive Committee, or any member who is declared bankrupt, convicted of an indictable offence or is deemed unfit to carry on, shall cease to be a member of the Executive Committee.

14. Functions of the Executive Committee

Subject to the directions of the Society in Annual, Special or General Meetings, the policy of the Society shall be determined by and the management and control of its affairs shall be vested in the Executive Committee, which may exercise all powers and do all acts and things which may be exercised or done by the Society and which are not expressly directed or required to be exercised or done by it in Annual, Special and General Meetings. Without prejudice to the general powers of the Executive Committee it is hereby expressly directed that the Executive Committee shall be entrusted with and may exercise and perform all or any of the following powers and duties.

14.1 To purchase or acquire for the Society any real or personal property or any rights or privileges at such consideration or price and generally upon such terms and conditions as it thinks fit, and to give and execute mortgages over the lands and chattels purchased or acquired for the purchase money or any part thereof upon such terms and considerations as the Executive Committee shall think fit.

14.2 To purchase, construct, alter and maintain buildings, fences, machinery and other works as it may consider necessary for the use of the Society and to lease, to take as tenant or accept leases or tenancies of any land or tenements and to purchase, sell, lease or let lands or any interest therein for such consideration or price or for such term and upon such rental as it shall think fit.

14.3 To borrow or raise money upon mortgage of the real or personal property of the Society, or any part or parts thereof, or upon debentures or mortgage debentures of the Society and to issue such debentures or to borrow money from bankers or other persons with or without security.

14.4 To enter into all negotiations, contracts and agreements in the name and on behalf of the Society as it may consider expedient for its purposes, provided that such negotiations, contracts and agreements are not in conflict with its objects.

14.5 To make provision for the signing or endorsing of cheques or other negotiable instruments on behalf of the Society and to open such accounts as the Executive Committee may think fit.

14.6 To receive and give receipts and execute discharges for all gifts, legacies, bequests or other monies, and to execute any trusts created for any of the objects of the Society or for the purpose of furthering any of such objects.

14.7 To invest the funds of the Society in such securities for the time being authorised by the law for the investment of trust funds in New Zealand and from time to time vary any such investments.

14.8 To exercise all rights, powers and duties, which under these Rules are required to be performed by the Executive Committee.

15. Accounts / Property

15.1 The Executive Committee shall ensure that books of account are kept and contain true and accurate accounts of the assets, liabilities, receipts and payments of the Society. These books shall be available to be inspected by any financial member not less than one week before each Annual General Meeting and the person inspecting may take copies of such accounts.

15.2 The income, funds and property of the Society shall be applied solely towards the promotion of the objects as set out above.

16. Committees

The Society or the Executive Committee shall have the power to appoint a Convenor and members of such committees as it shall from time to time deem advisable and each such committee shall have such powers and duties as shall be fixed by said appointment. Each committee shall consist of such number of persons as shall be appointed from time to time by the Executive Committee. The members of each such committee shall serve at the pleasure of the Society or the Executive Committee.

17. Common Seal

The Society shall provide a Common Seal, which shall be in the custody of the Secretary. The Seal shall not be affixed to any instrument except in pursuance of a resolution of the Executive Committee and/or Society and in the presence of two members of the Executive Committee.

18. Secretary

The Secretary shall perform such duties and exercise such functions as may be reasonably required by the Executive Committee from time to time.

19. Duties of Treasurer

The Treasurer shall have charge and custody of and be responsible for all funds and shall deposit such funds in the Society's name in such banks, trust companies or other securities as may be selected by the Executive Committee and shall render a statement of the condition of the finances to the Executive Committee at all regular meetings and in general shall perform such other duties as the Executive Committee may from time to time establish. Any two of four members of the Executive Committee (as decided by the Executive Committee from time to time but who will always include the Treasurer) shall authorise all payments. Normally the Treasurer will be one of the two payment authorisers. The Treasurer shall furnish returns as required by Section 23 of the Incorporated Societies Act 1908.

20. Alterations to Rules

Any alteration, amendment or rescission of these Rules shall be made only by a resolution passed by a majority of members present and voting in the manner provided in Rule 7 above at the Annual General Meeting of the Society or at a Special General Meeting of the Society called for that purpose. Notice of motion for alternation, amendment or rescission shall be given to the Secretary not less than one calendar month prior to the Annual or Special General Meeting as the case may be. No alteration, amendment or rescission of these Rules shall be made that in any way detracts from the exclusively charitable nature of the Society.

21. General

If a dispute arises at any time in respect of a matter which is not provided for in these Rules or any doubt exists as to the interpretation of these Rules or any

other matter shall arise pertaining to the Society, its property of interests, the same shall be determined by the Executive Committee whose decision shall be conclusive and binding on all members unless revoked at a Special General meeting held not later than the next following Annual General Meeting.

22. Personal Benefit

Any income, benefit or advantage shall be applied to the objectives 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 the payment to or on behalf of that member or associated person of any income, benefit or advantage whatsoever.

23. Liquidation of Society

The Society may go into liquidation in the manner prescribed by s24 of the Incorporated Societies Act 1908, and its amendments. Twenty-one (21) days' notice of the required General Meeting shall be called by notification sent to members of the Society. Every member present at the meeting shall on a show of hands and on a pole have one vote. At such a meeting, a quorum shall consist of a majority of members present. If within half an hour from the time appointed for such a meeting, a quorum is not present, the members may transact the business of that meeting as if they constituted a quorum.

24. Disposal of Surplus Funds

If, upon the liquidation of the Society, there remains after satisfaction of its all its liabilities, any personal or real property, the same shall be paid or distributed equally between other approved charitable organisations within New Zealand whose objects are for all intents and purposes the same as or very similar to, those of the Society.

Executed by Friends of Tawa Bush Reserves Incorporated by affixing its common seal this 12th day of April 2020.

Executive Committee member signatures:

Name Gary Beecroft, President

Signature

Name Chris Paice, Treasurer

Signature

Name Carol Andrews, Secretary

Signature

