

**CONSTITUTION OF
THE ORNITHOLOGICAL SOCIETY
OF NEW ZEALAND INCORPORATED**

*(Passed 1 June 1996 at AGM of the Society
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CONTENTS

- 1. NAME**
- 2. INTERPRETATION**
- 3. OBJECTS**
- 4. POWERS**
- 5. MEMBERSHIP**
- 6. SUBSCRIPTION**
- 7. TERMINATION OF MEMBERSHIP**
- 8. COUNCIL**
- 9. ELECTION OF COUNCILLORS**
- 10. POWERS OF THE COUNCIL**
- 11. THE COMMON SEAL**
- 12. MEETINGS OF THE COUNCIL**
- 13. COMMITTEES**
- 14. REGIONAL ORGANISATION**
- 15. PROCEDURE AT GENERAL MEETINGS**
- 16. GENERAL MEETINGS OF THE SOCIETY**
- 17. ALTERATION OF RULES**
- 18. LIQUIDATION**

1. NAME

The name of the Society shall be **The Ornithological Society of New Zealand Incorporated.**

2. INTERPRETATION

In this Constitution unless a contrary intention appears:

Society means The Ornithological Society of New Zealand Incorporated.

Council means the Council for the time being elected or appointed under Rules 8 and 9.

Councillor means a voting Member of the Council.

Officer means a person appointed under Rule 10 and a Regional Representative under Rule 14.

Member means a Member of any class of the Society and shall include a Fellow.

Year or **financial year** means the financial year of the Society extending from 1 January to 31 December.

General Meeting means the Society Members in General Meeting duly called in accordance with these Rules.

3. OBJECTS

The objects of the Society are:

- 3.1 To encourage, organise and promote the study of birds and their habitat use particularly within the New Zealand region.
- 3.2 To foster and support the wider knowledge and enjoyment of birds generally.
- 3.3 To promote the recording and wide circulation of the results of bird studies and observations.
- 3.4 To produce a journal and any other publication containing matters of ornithological interest.
- 3.5 To effect co-operation and exchange of information with other organisations having similar aims and objects.

- 3.6 To assist the conservation and management of birds by providing information, from which sound management decisions can be derived.
- 3.7 To maintain a library of ornithological literature and other media for the use of Members and to promote a wider knowledge of birds.
- 3.8 To promote the archiving of observations, studies and records of birds particularly in the New Zealand region.
- 3.9 To carry out any other activity which is capable of being conveniently carried out in connection with the above objects, or which directly or indirectly advances those objects or any of them.

4. POWERS

- 4.1 Except as herein provided, the Society shall have power to do all such things as are incidental or conducive to the attainment of the above objects.
- 4.2 Without limiting the generality of the above power, the Society may:
 - 4.2.1 Pursuant to a resolution of the Society in General Meeting, purchase, mortgage or dispose of any real estate.
 - 4.2.2 Acquire personal property by purchase, hire, lease, sponsorship, gift or loan for the purposes of the Society and dispose of the same.
 - 4.2.3 Borrow money with or without security.
 - 4.2.4 Act in co-operation with any Government or any Local Body or with any Committee, Society or Institution in matters concerning birds.
 - 4.2.5 Contribute to the funds of any other body having objects in whole or in part similar to those of this Society.
 - 4.2.6 Conduct competitions and award prizes there for.
 - 4.2.7 Sponsor, organise, and finance individual Members, groups, or expeditions for the study of birds particularly in the New Zealand region.

5. MEMBERSHIP

- 5.1 Applications for Membership of the Society shall be made in writing to the Society which may in its sole discretion approve or reject the application without assigning any reason.
- 5.2 There shall be the following classes of Membership in the Society and every application for Membership shall show the class of Membership the applicant wishes to join.
 - 5.2.1 **Ordinary Member**, who shall be entitled on payment of the full annual subscription to one vote at General Meetings or on postal ballots, and to copies of all publications of the Society which are available as a part of the annual subscription.
 - 5.2.2 **Full-time Student Member**, of any age who shall provide evidence annually to the Society that they are enrolled as a full-time student at a recognised educational institution, and who shall pay a subscription at the rate of 50% of that fixed for an Ordinary Member and shall be entitled to full rights of Ordinary Membership.
 - 5.2.3 **Life Member**, who must be persons 40 years of age or over and who shall in return for a subscription at a rate fixed from time to time by the Society, be entitled to the full rights of Ordinary Membership during their lifetime.
 - 5.2.4 **Family Member**, who is any other specified member of a family living in one household where one of the family is an Ordinary or Life Member or Fellow. A Family Member shall pay 25% of the subscription for an Ordinary Member and shall be entitled to the full rights

of Ordinary Membership except that they shall not receive the publications of the Society which are available as a part of the annual subscription.

5.2.5 **Fellow**, who shall be elected by Council in its sole discretion on the unanimous resolution of all Councillors excluding any nominee and who shall be entitled to all the full rights of Ordinary Membership without the obligation to pay a subscription. They shall be persons who have rendered distinguished service to the Society or ornithology particularly in New Zealand, provided that there shall be no more than six Fellows living at any one time.

5.2.6 **Honorary Member**, may be awarded by Council to any member of the Society in its sole discretion on the resolution of not less than eight Councillors in recognition of an outstanding and specific physical contribution made to the Society that does not qualify for election as a Fellow. An Honorary Member shall be entitled to the full rights of Ordinary Membership without the obligation to pay a subscription.

5.2.7 **Group Member**, being a recognised body such as a library, junior naturalist club or school, who shall be accepted at the Council's discretion and who shall pay a subscription at a rate determined by the Society and who shall receive all publications and notices which are available as part of the annual subscription, but shall have no voting rights.

5.2.8 **Corporate Member**, who shall pay a subscription five times that fixed for Ordinary Membership and who shall be entitled to all the rights of one Ordinary Membership, but shall also be entitled to some free recognition in the Society's publications as determined from time to time by Council.

5.2.9 **Young Birders** is a membership category for young people linked to and supported by the Society through a Memorandum of Understanding with Young Birders New Zealand. Young Birders New Zealand aims to encourage the study of birds and their habitat use amongst young people and to support other activities that are consistent with the Objects of the Society. Members of Young Birders New Zealand will be non-financial members of the Society.

6. SUBSCRIPTION

6.1 The rates of subscriptions of Members of the Society shall be determined from time to time by the Society in General Meeting, after due notice of motion of any proposed alteration has been given to Members in the notice convening such General Meeting.

6.2 The annual subscription shall be payable on or before the first day of January in any year.

6.3 No Member shall be entitled to receive any publication of the Society or exercise any of the rights of Membership unless their subscription has been paid by the last day in February in that financial year.

6.4 Council may at its sole discretion reduce the subscription normally payable by any Ordinary Member upon considering a confidential written submission made to it in that regard.

6.5 Any person joining the Society during the financial year shall pay the full annual subscription for the class of Membership which they have joined and shall be entitled to all the rights of Membership of that class for that financial year.

7. TERMINATION OF MEMBERSHIP

A Member shall cease to be a Member:

7.1 When a resignation in writing is received by the Society from that person.

7.2 On failing to pay the subscription within one month of being sent written warning by the Society that the subscription is overdue, the Council may then approve that name being struck from the roll of Members.

7.3 On being expelled from the Society after the Council has decided that the Member has been guilty of conduct which is detrimental to the interests or status of the Society PROVIDED THAT the

Member shall in such case have the right to appear before the Council to explain that conduct and also the right to appeal against expulsion at the next General Meeting of the Society at which the matter shall be decided by a majority of votes.

8. COUNCIL

- 8.1 The Society shall be administered by a Council consisting of 10 Members as Councillors, being a President, a Vice-President, a Secretary, a Treasurer, and 6 other Councillors.
 - 8.2 No person shall hold more than one position at the same time.
 - 8.3 Councillors shall hold office from the conclusion of the Annual General Meeting at which their election is announced until the conclusion of the third Annual General Meeting following their election.
 - 8.4 The position of Councillors shall become vacant if:
 - 8.4.1 the Councillor shall resign office; or
 - 8.4.2 the Councillor shall die; or
 - 8.4.3 the Councillor shall be absent from New Zealand for a period of six months without obtaining prior leave of absence from the Council; or
 - 8.4.4 the Councillor shall by a resolution by a majority of all the Council be deemed unfit or incapable of so acting or refuses so to act.
 - 8.5 Casual vacancies shall be filled by the Council co-opting replacement Councillors who shall hold office until the next annual meeting, when they shall be eligible for nomination to that position.
 - 8.6 If the vacancy occurs too late in the year for a co-opted Councillor to be nominated for the rest of the current three-year term, Council shall have power to co-opt such Councillor until the end of the next Annual general Meeting. In that event nominations shall be called and the co-opted Councillor, if elected, or some other Councillor elected, shall serve for the remainder of the current three-year term.
 - 8.7 A retiring President shall be automatically an additional ex officio Councillor without election for a period of one year after ceasing to be President.
 - 8.7.1 The positions of President, Secretary, Treasurer, plus seven other Councillors shall be elected from the membership of the Society following the calling for nominations by the Secretary.
 - 8.7.2 The position of Vice-President shall be elected by Council from a member who has been elected as a Councillor. Election of the Vice-President shall be at the resolution of a majority of Councillors, excluding the nominees.
 - 8.8 All retiring Councillors are eligible for re-election.
- ## **9. ELECTION OF COUNCILLORS**
- 9.1 Councillors shall be persons who are financial Members of the Society and shall be proposed, seconded and elected by Members by postal or electronic ballot, the result of which shall be announced at the Annual General Meeting.
 - 9.2 The Secretary shall call for nominations in December. Such written notice shall specify the positions to be filled and the persons retiring from the Council.
 - 9.3 The nominations for the vacancies will close on 28 February in each year and nomination papers must be signed by two financial Members and consented to in writing by the person nominated who must also be a financial Member of the Society.
 - 9.4 If more valid nominations are received than there are vacancies then ballot papers shall be prepared and sent to each Member eligible to vote, with the notice of the Annual General Meeting.
 - 9.5 Votes must be recorded on the official voting paper. No voting paper shall be invalid merely because the voter has voted for fewer than the total number of vacancies.

- 9.6 To be valid, voting papers shall be in the hands of the Secretary no later than 14 days prior to the notified date of the Annual General Meeting.
- 9.7 The valid votes shall be counted within three days of the close of voting by three financial Members appointed by Council as scrutineers who are neither Councillors nor candidates.
- 9.8 The Secretary shall forthwith inform the Council and the candidates of the names of the elected candidates.
- 9.9 The Secretary shall announce the names of the elected Councillors at the Annual General Meeting and move a motion requiring the ballot papers including, where appropriate, the entire electronic records of ballots, to be destroyed.

10. POWERS OF THE COUNCIL

In addition to the powers specified elsewhere in these Rules the powers of the Council shall be:

- 10.1 To conduct the business of the Society and report to Members in General Meeting and by any other appropriate means
- 10.2 To control all the real and personal property including money of the Society.
- 10.3 To determine the conditions and procedures for the control of all the Society's property including monies and to ensure that such conditions and procedures are adhered to.
- 10.4 To appoint on such terms and conditions as it thinks fit, as Officers of the Society, such persons as it considers appropriate to carry out the functions of the Society including editors, Membership secretary and librarian and to vary or revoke such appointments.
- 10.5 From time to time to determine the functions and duties of Officers and prepare a written job description for each position. Such descriptions shall be available to any Member on written request to the Secretary.
- 10.6 From time to time to employ such persons on such terms and conditions as it shall see fit in the furtherance of the objects of the Society.
- 10.7 To keep such banking and other accounts as it shall deem necessary and to determine by resolution the methods of operating such accounts.
- 10.8 To determine in its absolute discretion any matter which arises relating to the interpretation of any provision in this Constitution

11. THE COMMON SEAL

The Secretary shall have the safe custody of the Common Seal and the Council may from time to time by resolution alter or adopt any new such seal as they may deem proper. The Common Seal shall not be affixed to any document except by the authority of the Council previously given and shall be so affixed in the presence of either the President or Secretary and at least one other Councillor who shall affix their signatures to every document sealed.

12. MEETINGS OF THE COUNCIL

- 12.1 Meetings may be called at any time by the President or Secretary and shall be called within fourteen days of the receipt by the Secretary of a requisition signed by three Councillors.
- 12.2 Council shall meet at least twice a year.
- 12.3 Notice of meetings of the Council shall be given to all Councillors by posting the notice to them fourteen clear days prior to the date of the meeting.
- 12.4 Quorum at a meeting of the Council shall be six Councillors personally present.
- 12.5 The Chair shall have both a deliberative, and in the case of equality of votes, a casting vote on each motion.

12.6 All Officers appointed under Rule 10.4 and Regional Representatives shall have the right to participate in meetings of Council at times specified by Council, but shall not have the right to vote at any such meeting.

13. COMMITTEES

13.1 The Council shall have power to appoint individual Members or special committees to investigate problems or organise Society activities and to vary or revoke such appointments.

13.2 Each committee shall elect its own Chair and make its own rules for the calling of and conduct of meetings.

13.3 The President of the Society shall ex officio be a member of all such committees.

13.4 Each committee shall report to Council by such date and in such form as the Council shall in each case instruct when making the appointment.

14. REGIONAL ORGANISATION

14.1 Council may designate regions within New Zealand to facilitate the fulfilment of the Society's objects on a regional basis.

14.2 Each region shall have a Regional Representative who shall be an Officer of the Society and as such responsible to the Council for the management of that region.

14.3 Annual nominations for the Regional Representative in each region will close with the Secretary on 31 July in each year and nomination papers must be signed by two financial Members of the Society from that region and consented to in writing by the person nominated, who must be a financial Member of the Society.

14.4 If more than one valid nomination is received then the Secretary shall prepare ballot papers and send them to each Member eligible to vote in that region.

14.5 Ballot papers shall be sent to the region's Members before 30 October and votes must be returned to the Secretary before 30 November to be valid.

14.6 The votes shall be counted within three days of the close of voting by three financial Members appointed by Council as scrutineers who are neither Councillors nor candidates nor Members of the region where the ballot was required. Where an equality of votes occurs, the result shall be decided by the scrutineers.

14.7 The Secretary shall forthwith inform the Council, the Regional Representative of the region and the candidates of the name of the elected candidate.

14.8 The elected Regional Representative shall serve from 1 January to 31 December in the following year.

14.9 All retiring Regional Representatives are eligible for re-election.

14.10 If no nomination is received from a region, Council may appoint a Regional Representative for the relevant financial year.

14.11 If the position of regional Representative becomes vacant during a financial year, Council may appoint a Regional Representative following the recommendation of the region's Members for the balance of that year.

14.12 Where practicable each region shall hold an annual meeting before 31 March in each financial year.

14.13 An annual report of the region's activities and a financial statement for the previous year shall be presented to the region's Members at this annual meeting.

- 14.14 All regions shall forward a regional annual report and financial statement to the Secretary and Council by 1 May for reporting to the rest of the Society.
- 14.15 Each region shall elect, or appoint, a regional Treasurer and such other regional officers, as the activities of the region require.
- 14.16 All monies or other property held by the regions are to be held on behalf of the Society according to such conditions and procedures as the Council shall determine. The annual financial accounts for a region shall be incorporated within the annual accounts of the Society as a whole and shall be reviewed by an independent reviewer in accordance with the provisions of Rule 16.1.1.
- 14.17 Where a position of regional Treasurer for any specific region cannot be appointed Council may appoint a Treasurer from another region as Acting Treasurer in the region not having an appointed Treasurer for a period not exceeding one year. If a regional Treasurer position continues to remain vacant for more than one year, Council shall assume all financial responsibilities for that region, including the keeping of accounts, the management of bank accounts and the control of cheque books. Regional management of accounts shall be delegated by Council to the region once a new regional Treasurer is appointed.

15. PROCEDURE AT GENERAL MEETINGS

- 15.1 Notice of the time and place of all General Meetings shall be posted to all Members at least 40 days prior to the date of the meeting.
- 15.2 At all meetings the chair shall be taken by the President; if the President is absent, then by a Vice-President; and in the absence of both, by any Councillor chosen by the meeting; and in their absence by any Member chosen by the meeting.
- 15.3 The quorum for a General Meeting shall be 25 Members. Unless a quorum is present within half an hour after the time appointed for the meeting, the meeting shall stand adjourned till such date as the Chair may direct, to be then held at the same hour and place (if possible) and those present at such adjourned meeting shall constitute a quorum.
- 15.4 Voting shall be by voice, but if any Member so desires, the Chair shall call for a division which shall be indicated by a show of hands or, if requested, by ballot.
- 15.5 At any General Meeting where voting by ballot is required the meeting shall appoint two of their number as scrutineers.
- 15.6 Members unable to attend any General Meeting may present in writing their views upon any motion before the meeting and such written statement shall be read to the Members attending the meeting before a vote is taken, but the views expressed shall not be considered a vote.
- 15.7 Each Member present at the meeting shall have one vote on each motion.
- 15.8 The Chair however shall have both a deliberative, and, in the case of equality of votes, a casting vote on each motion.

16. GENERAL MEETINGS OF THE SOCIETY

- 16.1 The Annual General Meeting of the Society shall be held not later than 30 June in each year.
- 16.1.1 At every Annual General Meeting the Council shall submit an annual report and a statement of accounts of the Society for the previous year. The Council shall elect to have the statement of annual accounts either audited or reviewed by an independent reviewer in accordance with the requirements of relevant legislation.
- 16.1.2 Any motion to be considered at the Annual General Meeting shall be delivered to the Secretary in writing before the 28th day of February, duly signed by a mover and seconder who shall be financial Members of the Society. The members in Annual General Meeting shall, if they consider the matter raised by a motion to be of sufficient importance to the Society, instruct Council to obtain the vote of Members thereon by postal ballot and the result of such a ballot shall determine the motion.

16.1.3 The auditor shall be appointed at the Annual General Meeting, but any vacancy occurring during the year shall be filled by resolution of the Council.

16.2 Special General Meetings of the Society shall be held within 35 days after the receipt by the Secretary of a requisition in writing signed by the President or at least ten financial Members, setting out in the form of motions, the business which such Members propose to transact at such meeting. No business other than that contained in the motions shall be transacted at such meeting.

16.3 General Meetings shall be held when and where the Council shall decide.

17. ALTERATION OF RULES

17.1 This constitution shall not be added to, altered or rescinded except by resolution of the Society in General Meeting after due notice of motion of the proposed change has been given in the notice convening such General Meeting.

17.2 No addition to or alteration or rescission of the rules shall be approved if it in any way affects Rule 18 (Liquidation).

18. LIQUIDATION

18.1 The Society may be put into liquidation in the manner provided by Section 24 of the Incorporated Societies Act 1908.

18.2 In the event of the Society being put into liquidation the surplus assets and funds after payment of the Society's liabilities and the expenses of liquidation shall be disposed of within New Zealand in one or more of the following ways:

18.2.1 By transfer of the surplus assets and funds to any charitable body or organisation whose objects are in whole or in part similar to those of the Society; or

18.2.2 For the purposes of study and research in the field of zoology and the study of animals in their environment; or

18.2.3 In any other charitable purpose decided by the Members and approved by the Royal Society of New Zealand or its successor.

18.3 Provided, however, that under no circumstances shall any part of the income or other funds of the Society be used directly or indirectly for the private pecuniary benefit of any Member of the Society.