

# **The Ornithological Society of New Zealand Inc.**

## **Notices of Motion to the Annual General Meeting 2024 concerning the Constitution of the Society**

29 February 2024

### **Introduction**

Four **Notices of Motion** concerning the Constitution of The Ornithological Society of New Zealand Inc. (“the Society”) are presented to members for consideration at the 2024 Annual General Meeting to be held in Nelson.

### **Background**

Because of recent legislative changes all incorporated societies are required to amend their constitution, or rules, and apply for re-registration not later than April 2026. Four notices of Motion – set out below – aim to secure the authority of members voting at the 2024 AGM to:

1. adopt a new constitution as a basis for re-registration of the Society,
2. revoke the existing Constitution once the Society has been re-registered,
3. ensure that the Society’s operational processes are consistent with the requirements of the Incorporated Societies Act 2022 (“2022 Act”) once registration is confirmed, and
4. approve of an application re-register the Society under the 2022 Act.

Legislation defining the rights and responsibilities of clubs and societies and those who run them has recently undergone a long-overdue revision, resulting in enactment of the Incorporated Societies Act 2022. The 2022 Act is supported by the Incorporated Societies Regulations 2023. Taken together these pieces of legislation provide a new legal framework that will determine how all incorporated societies will now be governed. Council gave notice of this topic at the AGM held in New Plymouth in 2023, and it has been reported in the Birds New Zealand magazine.

The purposes of the 2022 Act are to—

- (a)** provide for the incorporation of societies that are carried on for lawful purposes other than for the financial gain of any of their members;
- (b)** provide a legislative framework that promotes high-quality governance of societies;
- (c)** make the law of societies more accessible;
- (d)** recognise the principles that—
  - (i)** societies are organisations with members who have the primary responsibility for holding the society to account;
  - (ii)** societies should operate in a manner that promotes the trust and confidence of their members;
  - (iii)** societies are private bodies that should be self-governing in accordance with their constitutions, any bylaws, and their own tikanga, kawa, culture, and practice, and should be free from inappropriate Government interference;
  - (iv)** societies should not distribute profits or similar financial benefits to their members.

The Society’s present constitution has served us well for many years. Notwithstanding a requirement to adopt and apply new legislative requirements, it is pleasing to propose that several important sections of the existing constitution will be carried over unchanged, or nearly so, into a new constitution. These include the name of the Society, objects (objectives), the powers of the Society (to be expanded in the new constitution), the procedure for the election of councillors, membership categories (with one amendment), the role and powers of the Council (to be expanded), matters concerning meetings of the Council (to be slightly expanded),

arrangements for setting subscriptions, the management of committees, regional organisation, and the procedure for amending the constitution.

The 2022 Act requires that numerous new provisions must now be included in a constitution. These concern new requirements for membership, for the removal of councillors, for disclosure and management of conflicts of interest, for the conduct of meetings, for financial management, for the management of annual general meetings, for managing the resolution of disputes, for winding up and for insurance.

The assembly of a new constitution by Council has been greatly helped from advice provided by the Companies Office, by the Royal Society of New Zealand and specific legal advice provided by a Christchurch law firm specialising in the structure and management of incorporated societies and charitable trusts.

Since numerous changes (more than 100) are required to ensure that a new constitution will satisfy the legal requirements for re-registration of the Society it is the unanimous view of Council that an entirely new constitution should be adopted, and that the present constitution be revoked once re-registration under a new constitution is complete.

The new draft constitution was circulated for information and comment to all members of the Society in late 2023. One member replied with specific views; these have been considered by Council. Council has concluded that no amendments to the new draft constitution are necessary.

Further guidance from the Office of the Incorporated Societies requires the Society to review its operational processes to ensure that they comply with the 2022 Act. To enable effective administration of specific requirements of the 2022 Act, when needed, after June 2024, it is proposed that the Society at the 2024 AGM approves of the application of specific operational processes, notwithstanding that these are detailed in the new constitution. Specific new processes listed in the guidelines are:

- management of internal disputes in a way that is consistent with natural justice.
- ensure that new members give their consent to being a member.
- record membership details in a register of members.
- obtain and store the written consent for each new officer to act as an officer.
- define a process for the disclosure and record of conflicts of interest for officers, RRs and others as specified in the constitution (Section 14).
- prepare financial statements to the appropriate standards.

### **Notice of Motion 1**

Having considered the legislative requirements set in the Incorporated Societies Act 2022 and the Incorporated Societies Regulations 2023, and having regard for numerous provisions in the existing Constitution that need to be maintained it is **Moved** that

**(a)** a new constitution (“2024 Constitution”) that was circulated to all members for information and comment on 28 November 2023 be adopted by The Ornithological Society of New Zealand Inc, and

**(b)** that the 2024 Constitution be the basis for an application to Government authorities (the Office of Incorporated Societies in the Companies Office) for re-registration of the Society in 2024.

### **Notice of Motion 2**

In anticipation that re-registration of The Ornithological Society of New Zealand Inc under the 2024 Constitution will be successful it is **Moved** that the existing Constitution be revoked once re-registration of the Society has been confirmed by Government authorities.

### **Notice of Motion 3**

Having regard to the requirements of the Incorporated Societies Act 2022 and the Incorporated Societies Regulations 2023 it is **Moved** that new operational processes concerning application for membership, registration of members, obtaining and storing the written consent for each new officer to act as an officer, and for the disclosure and recording of any conflicts of interest by officers be adopted and applied by the Society.

### **Notice of Motion 4**

In accordance with recently enacted legislation and having regard to various specifications and obligations expressed in the 2024 constitution it is **Moved** that the Ornithological Society of New Zealand Inc. formally apply to Government authorities (the Office of Incorporated Societies in the Companies Office) to re-register the Society under the provisions of the Incorporated Societies Act 2022 and the Incorporated Societies Regulations 2023.

Moved by Bruce McKinlay, President

Seconded by Ian Armitage, Councillor