

CONSTITUTION OF THE ORNITHOLOGICAL SOCIETY OF NEW ZEALAND INCORPORATED

(Passed at the AGM of the Society on 2nd June 2024).

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1. NAME

1.1 The legally registered name of the Society shall be The Ornithological Society of New Zealand Incorporated.

1.2 The Te Reo Māori name of the Society shall be Te Kāhui Mātai Manu o Aotearoa.

1.3 The popular operating name of the Society shall be Birds New Zealand.

2. INTERPRETATION

In this Constitution unless a contrary intention appears:

Act means the Incorporated Societies Act 2022.

Annual General Meeting means a meeting of the Members of the Society held once per year which, among other things, will receive and consider reports on the Society's activities and finances.

Chair means an Officer who is appointed by the President to manage a committee of Members for the purpose of conducting and reporting on specialist studies or investigations.

Council means the Council for the time being elected or appointed under the provisions of Section 11.

Councillor means a member of the Council, including the President, Vice-President, Secretary and Treasurer.

Interested Member means a member who is interested in a matter for any of the reasons set out in Section 62 of the Act.

Interests Register means the register of interests of Officers, including Councillors, kept under this Constitution.

Matter means—

- a) the Society's performance of its activities or exercise of its powers; or
- b) an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the Society.

Member means a person properly admitted to the Society who has not ceased to be a member of the Society, and shall include a Fellow, a Life Member and a Distinguished Life Member.

Notice to Members includes any notice given by post, courier or email; and the failure for any reason of any Member to receive such Notice or information shall not invalidate any meeting or its proceedings or any election.

Officer means a person appointed under Section 11 and a Regional Representative appointed under Section 17 of this constitution.

President means the Councillor responsible for, among other things, overseeing the governance and operations of the Society and chairing General Meetings.

Register of Members means the register of Members kept under this Constitution.

Regulations means Incorporated Societies Regulations 2023.

Secretary means the Councillor responsible for, among other things, keeping the Register of Members, the Register of Interests, and recording the minutes of General Meetings and Council meetings.

Society means The Ornithological Society of New Zealand Incorporated.

Constitution means the rules in this document for this Society.

Special General Meeting means a meeting of the Members, other than an Annual General Meeting, called for a specific purpose or purposes.

Treasurer means the Councillor responsible for, among other things, overseeing the finances of the Society.

Vice President means the Councillor elected or appointed to deputise in the absence of the President.

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

3. ACTS AND REGULATIONS

3.1 Nothing in this Constitution authorises the Society to do anything which contravenes or is inconsistent with the Act, any regulations made under the Act, or any other legislation.

4. CONTACT PERSON

4.1 The Society shall at all times have at least 1 contact person (and may have up to 3 contact persons) who must be at least 18 years of age and ordinarily resident in New Zealand.

4.2 The Council shall appoint the President to be the primary contact person for the Society.

The President may appoint the Executive Officer to be a second contact person for the Society.

4.3 The qualifications, vacancy in the position and notice of change of the contact person shall follow the requirements prescribed in the Act.

5. OBJECTS

The objects of the Society are:

5.1 To encourage, organise and promote the study of birds and their habitat use particularly within the New Zealand region.

5.2 To foster and support the wider knowledge and enjoyment of birds generally.

5.3 To promote the recording and wide circulation of the results of bird studies and

observations.

5.4 To produce a journal and any other publication containing matters of ornithological interest.

5.5 To effect co-operation and exchange of information with other organisations having similar aims and objects.

5.6 To assist the conservation and management of birds by providing information, from which sound management decisions can be derived.

5.7 To maintain a library of ornithological literature and other media for the use of Members and to promote a wider knowledge of birds.

5.8 To promote the archiving of observations, studies and records of birds particularly in the New Zealand region.

5.9 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.

6. MANAGEMENT OF THE SOCIETY AND POWERS

6.1 The operation and affairs of the Society shall be managed by, or under the direction or supervision of the Council.

6.2 The Council shall have all the powers necessary for managing, and for directing and supervising the management of, the operation and affairs of the Society.

6.3 In addition to the powers specified elsewhere in this Constitution the powers of the Council shall be:

6.1 To conduct the business of the Society and report to Members at an Annual General Meeting and by any other appropriate means.

6.2 To control all the real and personal property including money of the Society.

6.3 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.

6.3 Without limiting the generality of the above powers, the Council may:

6.3.1 Pursuant to a resolution of the Society at an Annual General Meeting, purchase, mortgage or dispose of any real estate.

6.3.2 Acquire personal property by purchase, hire, lease, sponsorship, gift or loan for the purposes of the Society and dispose of the same.

6.3.3 Borrow money with or without security.

6.3.4 Act in co-operation with any Government or any Local Body or with any Committee, Society or Institution in matters concerning birds.

6.3.5 Contribute to the funds of any other body having objects in whole or in part similar to those of this Society.

6.3.6 Conduct competitions and award prizes therefor.

6.3.7 Sponsor, organise, and finance individual Members, groups, or expeditions for the study of birds particularly in the New Zealand region.

6.4 The Society shall ensure that any income, benefit, or advantage shall be used to advance the charitable purposes of this Society.

6.5 The funds and property of the Society shall be:

- a) controlled, invested and disposed of by the Council, subject to this Constitution, and
- b) devoted solely to the promotion of the objects and purposes of the Society.

6.6 The Society shall ensure that no Interested Member is allowed to take part in, or influence any decision made by the Society in respect of payments to, or on behalf of, the Interested Member of any income, benefit, or advantage.

6.7 Any payments made to an Interested Member must be for goods and services that advance the charitable purpose and must be reasonable and comparable to payments that would be made between unrelated parties.

6.8 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 Regional Representatives, scientific scheme convenors and organisers, editors, membership secretary and librarian and to vary or revoke such appointments.

6.9 From time to time to determine the functions and duties of Officers and prepare a written role description for each position. Such descriptions shall be available to any Member on written request to the Secretary.

6.10 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.

6.11 To keep such banking and other accounts as it shall deem necessary and to determine by resolution the methods of operating such accounts.

6.12 To determine in its absolute discretion any matter which arises relating to the interpretation of any provision in this Constitution.

6.13 The Council and any sub-committee may act by resolution approved during a conference call using audio and/or audio-visual technology or through a written ballot conducted by email, electronic voting system, or post, and any such resolution shall be recorded in the minutes of the next Council meeting.

6.14 Other than as prescribed by the Act, or Regulations, or this Constitution, the Council may regulate its proceedings as it thinks fit.

7. MEMBERSHIP

7.1 The Society shall maintain the minimum number of Members required by the Act.

7.2 Every applicant for membership must consent in writing to becoming a Member. The consent of a body corporate must be given on the body corporate's behalf in writing by a person acting on the body corporate's express or implied authority.

7.3 An applicant for membership must complete and sign any application form, supply any information, or attend an interview, as may be reasonably required by the Council regarding an application for membership. The Council may accept or decline an application for membership. The Council shall advise the applicant of its decision (but is not required to provide reasons for that decision).

7.4 Every Member shall provide the Society with that Member's name, last known name, and contact details, including physical address, telephone number(s), and any email address, and any other information prescribed by the regulations, and promptly advise the Society of any changes to those details.

7.5 Membership does not confer on any Member any right, title, or interest (legal or equitable) in the property of the Society.

7.6 The Secretary, (or the Membership Secretary if this responsibility is determined by the Council), shall keep an up-to-date Register of Members, recording for each Member their name, contact details, the date they became a Member, and any other information required by the Constitution or prescribed by Regulations under the Act. For the purposes of the Act, the register of members kept by the Society shall also contain the following information:

- a) the name of each person who has ceased to be a member of the Society within the previous 7 years; and
- b) the date on which each person ceased to be a Member.

7.7 A member may at any time make a written request to the Secretary for information held by the Society. All requests shall follow the procedure prescribed by the Act.

7.8 All Members (including Councillors) shall promote the interests and purposes of the Society and shall do nothing to bring the Society into disrepute.

7.9 A Member is only entitled to exercise the rights of membership (including attending and voting at Annual General Meetings, accessing, or using the Society's premises, facilities, equipment and other property) if all subscriptions and any other fees have been paid to the Society by their respective due dates, but no Member or Life Member, or Distinguished Life Member is liable for an obligation of the Society by reason only of being a Member.

7.10 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.

7.10.1 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.

7.10.2 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.

7.10.3 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.

7.10.4 Distinguished Life Member, who shall be elected by Council in its sole discretion on the unanimous resolution of all Councillors excluding any nominee in recognition of an outstanding and specific physical contribution made to the Society. A Distinguished Life Member shall be entitled to the full rights of Ordinary Membership without the obligation to pay a subscription.

7.10.5 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.

7.10.6 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 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.

7.10.7 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 Council and who shall receive all publications and notices which are available as part of the annual subscription, but shall have no voting rights.

7.10.8 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.

7.10.9 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.

7.10.10 Honorary Member: An Honorary Member is a person honoured for services to the Society or in an associated field elected as an Honorary Member by resolution of an Annual General Meeting passed by a simple majority of those present and voting. An Honorary Member has no membership rights, privileges or duties.

8. SUBSCRIPTIONS

8.1 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.

8.2 The full annual subscription shall be payable on the anniversary of when a member joined the Society whereupon they shall be entitled to receive any publication of the Society and to exercise all the rights of their class of Membership for one year.

8.3 No Member shall be entitled to receive any publication of the Society or exercise any of the rights of their class of Membership unless an annual subscription has been paid within eight weeks of the anniversary of the Member joining the Society.

8.4 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.

9. TERMINATION OF MEMBERSHIP

A Member shall cease to be a Member:

9.1 On death (or if a body corporate on liquidation or deregistration, or if a partnership on dissolution of the partnership), or by resignation from that Member's class of membership by notice to the Secretary, or on termination of a member's membership under this Constitution.

9.2 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.

9.3 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 Annual General Meeting of the Society at which the matter shall be decided by a simple majority of votes.

9.4 A Member who resigns or whose membership is terminated under this Constitution:

- a) remains liable to pay all subscriptions and other fees to the Society's next balance date,
- b) shall cease to hold himself or herself out as a Member of the Society, and
- c) shall return to the Society all material provided to Members by the Society (including any membership certificates, badges, handbooks and manuals).
- d) shall cease to be entitled to any of the rights of a Society Member.

10. COUNCIL

10.1 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 six other Councillors.

10.2 No person shall hold more than one position at the same time.

10.3 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.

10.4 The position of Councillors shall become vacant if:

10.4.1 the Councillor shall resign office; or

10.4.2 the Councillor shall die; or

10.4.3 the Councillor shall be absent from New Zealand for a period of six months without obtaining prior leave of absence from the Council; or

10.4.4 the Councillor shall by a resolution of all other Councillors be deemed unfit or incapable of so acting or refuses so to act.

10.5 If a vacancy in the position of any Councillor occurs between Annual General Meetings, that vacancy shall be filled by resolution of the Council by co-opting a replacement Councillor who shall hold office until the next Annual General Meeting, when they shall be eligible for nomination to that position. Any such nominee must, before appointment, supply a signed consent to appointment and a certificate as specified in Clauses 12.4 and 12.5 that the nominee is not disqualified from being appointed or holding office as a Councillor by this Constitution or the Act.

10.6 A retiring President shall be automatically an additional *ex officio* Councillor without election for a period of one year after ceasing to be President.

11. ELECTION OF COUNCILLORS

11.1 Councillors shall be natural persons who are financial Members of the Society and are not disqualified by this Constitution or under Section 47(3) of the Act.

11.2 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.

11.3 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.

11.4 Prior to election or appointment, every Councillor must consent in writing to be a Councillor and certify in writing that they are not disqualified from being appointed or holding office as a Councillor by this Constitution or the Act.

11.5 A candidate's written nomination, accompanied by the written consent of the nominee (who must be a financial member) with a certificate that the nominee is not disqualified from being appointed or holding office as a Councillor by this Constitution or the Act, shall be received by the Secretary at least 30 working days before the date of the Annual General Meeting. If there are insufficient valid nominations received, further nominations may be received from the floor at the Annual General Meeting.

11.6 The following persons are disqualified from being appointed or holding office as a Councillor:

- a) a person who is under 16 years of age,
- b) a person who is an undischarged bankrupt,
- c) a person who is disqualified under any other provision of Section 47(3) of the Act.

11.7 Councillors 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.

11.8 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. The failure for any reason of any financial Member to receive such Notice shall not invalidate the election.

11.9 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.

11.10 If more valid nominations are received than there are vacancies then ballot papers (physical and/or electronic) shall be prepared and sent to each Member eligible to vote, with the notice of the Annual General Meeting.

11.11 Votes shall be cast in such a manner as the person chairing the Meeting determines. No voting paper shall be invalid merely because the voter has voted for fewer than the total number of vacancies.

11.12 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.

11.13 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. In the event of any vote being tied, the tie shall be resolved by the incoming Committee (excluding those in respect of whom the votes are tied). Three financial Members (who are not nominees) or non-Members appointed by the President shall act as scrutineers for the counting of the votes and destruction of any voting papers.

11.14 The Secretary shall forthwith inform the Council and the candidates of the names of the elected candidates.

11.15 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.

11.16 All retiring Councillors are eligible for re-election.

11.17 At all times each Member of Council, or other Members elected or appointed to other roles in the Society specified in Sections 16, and 17:

- a) shall act in good faith and in what he or she believes to be the best interests of the Society, must exercise all powers for a proper purpose,
- b) must not act, or agree to the Society acting, in a manner that contravenes the Act or this Constitution,
- c) when exercising powers or performing duties as a Committee Member, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation, the nature of the Society, the nature of the decision, the position of the Committee Member and the nature of the responsibilities undertaken by him or her,
- d) must not agree to the activities of the Society being carried on in a manner likely to create a substantial risk of serious loss to the Society or to the Society's creditors, or

- cause or allow the activities of the Society to be carried on in a manner likely to create a substantial risk of serious loss to the Society or to the Society's creditors, and
- e) must not agree to the Society incurring an obligation unless he or she believes at that time on reasonable grounds that the Society will be able to perform the obligation when it is required to do so.

12. REMOVAL OF COUNCILLORS

12.1 Where a complaint is made about the actions or inaction of a Councillor the following steps shall be taken:

- a) The Councillor who is the subject of the complaint, must be advised of all details of the complaint.
- b) The Councillor who is the subject of the complaint, must be given adequate time to prepare a response.
- c) The complainant and the Councillor who is the subject of the complaint, must be given an adequate opportunity to be heard, either in writing or at an oral hearing by the Council (excluding the Councillor who is the subject of the complaint) if it considers that an oral hearing is required.
- d) Any oral hearing shall be held by the Council (excluding the Councillor who is the subject of the complaint), and/or any oral or written statement or submissions shall be considered by the Council (excluding the Councillor who is the subject of the complaint).

12.2 If the complaint is upheld the Councillor may be removed from the Council by a resolution of the Council or of an Annual General Meeting, in either case passed by a simple majority of those present and voting.

13. MEETINGS OF THE COUNCIL

13.1 The Council shall meet at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the President or Secretary.

13.2 Meetings may be called 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.

13.3 Council shall meet at least twice a year.

13.4 Notice of meetings of the Council shall be given to all Councillors by posting the notice to them, including posting notice by electronic communications, fourteen clear days prior to the date of the meeting.

13.5 Quorum at a meeting of the Council shall be six Councillors personally present.

13.6 The President shall have both a deliberative, and in the case of equality of votes, a casting vote on each motion.

13.7 All Officers elected under Section 11, and Regional Representatives, and any other parties as invited by Council, 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.

14. CONFLICTS OF INTEREST

14.1 An Officer or a Councillor and/or member of any other committee, or is elected as a Regional Representative, who is an Interested Member in respect of any matter being considered by the Society must disclose details of the nature and extent of the conflict of interest (including any monetary value of the interest if it can be quantified)—

- a) to the Council, and
- b) in an Interests Register kept by the Council.

14.2 The conflict-of-interest disclosure rules shall follow the requirements prescribed in the Act.

14.3 Disclosure must be made as soon as practicable after the member of the Council and/or sub-committee, or Regional Representative, becomes aware that they are interested in the matter.

14.4 A Councillor and/or sub-committee, or is a Regional Representative, who is an Interested Member regarding a matter—

- a) must not vote or take part in the decision of the Council and/or sub-committee relating to the matter; and
- b) must not sign any document relating to the entry into a transaction or the initiation of the matter; but
- c) may take part in any discussion of the Council and/or sub-committee relating to the matter and be present at the time of the decision of the Council and/or sub-committee (unless the Council and/or sub-committee decides otherwise).

14.5 However, a Councillor and/or sub-committee, or a Regional Representative, who is prevented from voting on a matter may still be counted for the purpose of determining whether there is a quorum at any meeting at which the matter is considered.

14.6 Where 50 per cent or more of Council are prevented from voting on a matter because they are interested in that matter, a Special General Meeting must be called to consider and determine the matter, unless all non-interested Members agree otherwise, and where 50 per cent or more of the members of a sub-committee are prevented from voting on a matter because they are interested in that matter, the Council shall consider and determine the matter.

15. CONTROL AND MANAGEMENT OF FINANCES

15.1 Maintaining accounting records, financial reporting and submitting annual returns shall follow the requirements prescribed in the Act, and the Regulations.

15.2 The Council must ensure that there are kept at all times accounting records that—

- a) correctly record the transactions of the Society; and
- b) allow the Society to produce financial statements that comply with the requirements of the Act; and
- c) would enable the financial statements to be readily and properly audited.

15.3 The Society must ensure that, within 6 months after the balance date of the society, financial statements are—

- a) completed in relation to the society and that balance date; and
- b) dated and signed by or on behalf of the society by 2 members of the committee.

16. COMMITTEES

16.1 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.

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

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

16.4 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.

17. REGIONAL ORGANISATION

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

17.2 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.

17.3 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.

17.4 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.

17.5 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.

17.6 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.

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

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

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

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

17.11 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.

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

17.13 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.

17.14 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.

17.15 Each region shall elect, or appoint, a regional Treasurer and such other regional officers, as the activities of the region require.

17.16 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 auditor in accordance with the provisions of Clause 16.4.

17.17 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 and the management of bank accounts. Regional management of accounts shall be delegated by Council to the region once a new regional Treasurer is appointed.

18. ANNUAL GENERAL MEETINGS

18.1 The business of an Annual General Meeting shall be to:

- a) confirm the minutes of previous Society Meeting(s) as a true and correct record,
- b) adopt the annual report on Society business,
- c) adopt the Treasurer's report on the finances of the Society, and the annual financial statements,
- d) set any subscriptions for the current financial year,
- e) consider any motions,
- f) consider any general business.

18.2 The Council must, at each Annual General Meeting, present the following information:

- a) an annual report on the affairs of the Society during the most recently completed accounting period,
- b) the annual financial statements for that period, and
- c) notice of any disclosures of conflicts of interest made by Council during that period (including a brief summary of the matters, or types of matters, to which those disclosures relate).

18.3 An Annual General Meeting of the Society shall be held not later than 30 June in each year and at a location determined by the Council and consistent with any requirements in the Act, and Regulations, and the Constitution relating to the procedure to be followed at Annual

General Meetings. An Annual General Meeting must be held not later than 6 months after the Society's balance date, and not later than 15 months following the previous Annual General Meeting.

18.4 Annual General Meetings may be held at one or more venues using any real-time audio, audio and visual, or electronic communication that gives each Member a reasonable opportunity to participate.

18.5 Notice of the time and place of Annual General Meetings shall be posted or emailed to all Members at least 40 days prior to the date of the meeting.

18.6 At all meetings the chair shall be taken by the President; if the President is absent, then by the 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.

18.7 Any person chairing an Annual General Meeting may:

- a) With the consent of that Annual General Meeting adjourn the Annual General Meeting from time to time and from 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.
- b) Direct that any person not entitled to be present at the Meeting, obstructing the business of the Meeting, behaving in a disorderly manner, being abusive, or failing to abide by the directions of the chairperson be removed from the Meeting, and
- c) In the absence of a quorum or in the case of emergency, adjourn the Meeting or declare it closed.

18.8 The quorum for an Annual General Meeting shall be 25 Members.

18.9 If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting – if convened upon request of Members – shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the President, and if at such adjourned meeting a quorum is not present those present in person or by proxy shall be deemed to constitute a sufficient quorum. Any decisions made when a quorum is not present are not valid.

18.10 The Annual General Meeting and its business will not be invalidated simply because one or more Members do not receive the Notice of the Annual General Meeting.

18.11 All financial Members may attend, speak and vote at Annual General Meetings,

- a) in person, or
- b) by a signed original written proxy (an email or copy not being acceptable) in favour of some individual entitled to be present at the meeting and received by, or handed to, the Secretary before the commencement of the Annual General Meeting, or
- c) through the authorised representative of a body corporate as notified to the Secretary, and
- d) No other proxy voting shall be permitted.

18.12 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 the President to conduct a ballot of financial Members present and the result of such a ballot shall determine the motion.

18.13 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.

18.14 At any Annual General Meeting where voting by ballot is required the meeting shall appoint two Councillors as scrutineers.

18.15 Members unable to attend any Annual 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.

18.16 Each Member present at the meeting shall have one vote on each motion.

18.17 The Chair however shall have both a deliberative, and, in the case of equality of votes, a casting vote on each motion.

18.18 The Council may put forward motions for the Society to vote on ('Committee Motions'), which shall be notified to Members with the notice of the Annual General Meeting.

18.19 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.

18.20 Minutes must be kept by the Secretary of all Annual General Meetings and Special General Meetings.

18.21 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.

18.22 Council shall have the power to propose a resolution in lieu of a general meeting of Members in the event that extraordinary circumstances will prevent any matter concerning the Society being considered at a general meeting. The procedure for managing resolutions in lieu of a meeting shall follow the requirements prescribed in Sections 89 to 90 of the Act.

19. DISPUTE RESOLUTION

19.1 The Society's disputes resolution procedures are set out as Schedule One of this Constitution, forming part of this Constitution.

19.2 If there is a dispute between Members and/or Council and/or the Society, the Dispute Resolution Procedures at Schedule One should be followed.

20. ALTERATION OF RULES

20.1 The Society may amend its constitution in the manner provided by the Constitution and in accordance with requirements prescribed in Section 30 of the Act.

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

20.3 The Society may amend its constitution as prescribed by Section 31 of the Act if the amendment—

- a) has no more than a minor effect; or
- b) corrects errors or makes similar technical alterations.

20.4 No addition to or alteration or rescission of the rules shall be approved if it in any way affects Section 22.

21. WINDING UP

21.1 The Society may be wound up or removed from the Register of Incorporated Societies in accordance with the provisions of the Act.

21.2 The Secretary shall give Notice to all Members of:

- a) the proposed motion to wind up the Society or remove it from the Register of Incorporated Societies, and
- b) the Annual General Meeting at which any such proposal is to be considered,
- c) the reasons for the proposal, and
- d) any recommendations from the Council in respect to such notice of motion.

21.3 Any resolution to wind up the Society or remove it from the Register of Incorporated Societies must be passed by a simple majority of all Members present and voting.

21.4 In the event of the Society being wound up the surplus assets and funds after payment of the Society's liabilities and the expenses of winding up shall be disposed of within New Zealand in one or more of the following ways:

21.4.1 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

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

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

21.5 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.

22. INDEMNITY AND INSURANCE

22.1 The Society may, with the authority of the Council, indemnify or obtain insurance for an officer for:

- a) liability (other than criminal liability) for a failure to comply with:
 - (i) a duty under section 54 to 61 of the Act (officers' duties); or
 - (ii) any other duty imposed on an officer in their capacity as an officer of the Society; and/or
- b) costs incurred by the officer for any claim or proceeding related to a liability under clause 22.1(a).

22.2 The Society may indemnify or obtain insurance for an officer, Member or employee in accordance with the Act.

22.3 In this Section 22 the term "officer" is to be interpreted in accordance with section 5 of the Act.

President: Bruce McKinlay [2nd June 2024]

Vice President: Natalie Forsdick [2nd June 2024]

Executive Officer: Ingrid Hutzler [2nd June 2024]

SCHEDULE ONE: DISPUTE RESOLUTION PROCEDURES

1. HOW A COMPLAINT IS MADE

1.1 A Member or Councillor may make a complaint by giving to the Council a Notice in writing that:

- a) states that the Member or Councillor is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
- b) sets out the allegation to which the dispute relates and whom the allegation is against. This must be enough to ensure the Member or Councillor is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.

1.2 The Society may make a complaint involving an allegation against a Member or a Councillor by giving to the Member or Councillor a Notice in writing that:

- a) states that the Society is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
- b) sets out the allegation to which the dispute relates. This must be detailed enough to ensure the Member or Councillor is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.

1.3 The terms dispute and complaint are to be interpreted in accordance with section 38 of the Act.

2. INVESTIGATING AND DETERMINING A DISPUTE

2.1 The Council must, as soon as reasonably practicable after receiving or becoming aware of a complaint made in accordance with this policy, ensure that the dispute is investigated and determined.

2.2 In the interests of resolving disputes in a fair, efficient and effective manner, the most senior member of the Council with no personal interest in the dispute ("the Elector") will determine how the dispute will be dealt with. This can include:

- a) appoint an external person to investigate and report; or
- b) with the consent of all parties to a complaint, initiate a mediation between the parties and appoint an appropriate mediator; or
- c) appoint an external person to investigate and make a decision; or
- d) appoint an appropriate arbitrator to determine the dispute under the Arbitration Act 1996, including schedules 1 and 2.

2.3 Despite clause 0, the Elector may, without hearing from any person, decide not to proceed further with a complaint if:

- a) the complaint is trivial; or
- b) the complaint does not appear to disclose or involve any allegation of the following kind:
 - i. that a Member or a Councillor has engaged in material misconduct;
 - ii. that a Member, a Councillor, or the Society has materially breached, or is likely to materially breach, a duty under the Society's Constitution or the Act; or
 - iii. that a Member's rights or interests or a Member's rights or interests generally have been materially damaged; or
- c) the complaint appears to be without foundation or there is no apparent evidence to support it; or
- d) the person who makes the complaint has an insignificant interest in the matter; or
- e) the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the Constitution; or
- f) there has been an undue delay in making the complaint.

2.4 While not binding on the Elector, the Society agrees that the following categories of disputes should be resolved as follows:

- a) where the dispute involves issues of personal animosity or where relationships within the Society have broken down, the dispute should go to mediation;

- b) where the dispute concerns interpretation of the Society's Constitution or the Society's statutory obligations, an independent lawyer should be appointed to investigate and provide a report;
- c) where the dispute concerns matters about the financial operations of the Society, an external person with accounting skills should be appointed to investigate and provide a report; and
- d) where the dispute concerns operational matters, an external person should be appointed to investigate and provide a report.

2.5 Before making a decision under clause 0, the Elector may request further information from the Council, the complainant and/or any person who is the subject of the complaint.

2.6 Where an external party is appointed to provide a report, that report should be provided to the Council, the complainant and any person who is the subject of the complaint ("the parties").

2.7 After reviewing the report, the parties will then meet to discuss whether:

- a) the Society will take any steps in light of the report-writer's findings; and
- b) the parties agree that those steps (if any) will resolve the dispute.

2.8 If the Elector initiates the steps under clause a) or a) and that is insufficient to resolve the matter, the Elector may then initiate any of the other options under clause 0.

2.9 A person may not act as a decision maker in relation to a complaint if the majority of members of the Council consider that there are reasonable grounds to believe that that person may not be impartial or able to consider the matter without a predetermined view.

2.10 An external person appointed under clause a) or b) may, inter alia:

- a) call for written submissions from all relevant parties;
- b) call for specific evidence from the Society or any relevant party; and/or
- c) prepare an interim report and circulate it to the relevant parties for their comments.

2.11 In addition to the powers under clause 0, an external person appointed under clause b) may also determine whether to hold an oral hearing involving all relevant parties and (if so) determine whether those parties can be represented by a lawyer.

2.12 A decision reached by an external person appointed under b) will not be subject to an appeal to or a review by the courts of New Zealand.

3. PERSON WHO MAKES A COMPLAINT HAS A RIGHT TO BE HEARD

3.1 A Member or Councillor who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined, subject to clause 0.

3.2 If the Society makes a complaint:

- a) the Society has a right to be heard before the complaint is resolved or any outcome is determined; and
- b) a Councillor may exercise the right on behalf of the Society.

3.3 Without limiting the manner in which the Member, Councillor, or Society may be given the right to be heard, they must be taken to have been given the right if:

- a) they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
- b) their written statement or submissions (if any) are considered by the decision maker.

4. PERSON WHO IS SUBJECT OF A COMPLAINT HAS A RIGHT TO BE HEARD

4.1 Clauses 0 and 0 applies if the complaint involves an allegation that a Member, a Councillor, or the Society (the "respondent"):

- a) has engaged in misconduct; or
- b) has breached, or is likely to breach, a duty under the Society's Constitution or the Incorporated Societies Act 2022; or
- c) has damaged the rights or interests of a Member or the rights or interests of Members generally.

4.2 The respondent has a right to be heard before the complaint is resolved or any outcome is determined. If the respondent is the society, a Councillor may exercise the right on behalf of the Society.

4.3 Without limiting the manner in which a respondent may be given a right to be heard, the respondent must be taken to have been given the right to be heard if:

- a) the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
- b) the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
- c) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
- d) an oral hearing (if any) is held before the decision maker; and
- e) the respondent's written statement or submissions (if any) is considered by the decision maker.