

# Compiled Rules of SUPPORTERS OF TIRITIRI MATANGI (Incorporated)



## 1. NAME

The name of the society is "Supporters of Tiritiri Matangi (Incorporated)" ("Society").

## 2. OBJECTS

The objects of the Society are:

- a) To conserve and enhance the natural and cultural heritage of the open sanctuary at Tiritiri Matangi and surrounding waters
- b) To conduct and support research at, or for the potential benefit of, Tiritiri Matangi open sanctuary and surrounding waters
- c) To provide financial, material and physical support for the work at Tiritiri Matangi open sanctuary and surrounding waters
- d) To educate and inspire visitors and others to become advocates for natural and cultural heritage
- e) To provide and support opportunities for people of diverse interests to participate in the Tiritiri Matangi project
- f) To do all such other things as are incidental or conducive to the foregoing objects or any of them

## 3. POWERS

The Society shall have the following powers:

- a) To purchase take on lease or to exchange hire and otherwise acquire any real or personal property rights and privileges in connection therewith, and to hold improve manage and develop let or lease sell exchange or otherwise dispose of any such property rights and privileges.
- b) To construct build alter improve enlarge pull down remove or replace any buildings or other improvements which may be upon or about any of the real or leasehold property of the Society or over which it may have any licence or right of occupancy.
- c) To borrow or raise money in such manner as the Society may think fit subject always to the provisions of Rule 10(i) and to secure the repayment thereof by the issue of debentures or by mortgage or charge upon the whole or any part of the property or assets of the Society (whether present or future) and to purchase redeem or pay off any such securities.
- d) To invest and deal with moneys of the Society not immediately required in such manner as may from time to time be determined and in particular to invest the same on mortgage or by depositing the same with any bank or financial institution at interest and to vary such investments from time to time.
- e) To operate such businesses as the Committee considers will enable the Society to advance its objects or will provide funds for the advancement of such objects.
- f) To employ contractors, managers, servants, groundsmen, cleaners caretakers and/or other employees for any of the purposes aforesaid and from time to time to terminate such employment and to appoint another or others in their stead. The remuneration of such employees shall be subject to the provisions of Rules 10(g) to (j).

#### 4. MEMBERSHIP

Membership shall be open to all persons, families, groups, bodies corporate, and others who wish to support the objects of the Society. There will be two classes of members ('Members'):

a) Ordinary membership

Any person or entity referred to above may apply to the Society for membership and, on such application being approved by the Committee, the applicant will become a Member of the Society, with membership benefits commencing immediately, apart from voting rights at a General Meeting which will not commence until eight weeks after the date on which membership is approved. Membership will extend for 12 months from the date of approval.

b) Honorary Life Membership

Any person may be elected as an Honorary Life Member ("Honorary Life Member") in accordance with the following provisions:

- i) Honorary Life Membership shall be conferred only for outstanding service to the Society.
- ii) Every proposal for Honorary Life Membership must be nominated by a Member and seconded by another Member, and notified to the Committee not less than 60 days before an Annual General Meeting or Extraordinary General Meeting (either a "General Meeting").
- iii) If the nomination is approved by the Committee, a two-thirds majority of those Members present and voting at the General Meeting is required to effect such election.

Honorary Life Members shall be entitled to all benefits and privileges of Ordinary Membership. They shall be bound by all the rules of the Society but will not be required to pay the annual subscription.

#### 5. SUBSCRIPTIONS AND DONATIONS

- a) The annual subscription to the Society shall be set at each Annual General Meeting for the year concerned. Members may in addition make donations to the Society at any time.
- b) The Committee shall be entitled –
  - i) To determine that in respect of particular Members of the Society who comprise one family a single subscription only shall be payable in respect of all members of the family;
  - ii) To determine the degrees of relationship which constitute a family for the purposes of the immediately preceding subparagraph of these Rules; and
  - iii) If thought fit, to accept payment of subscriptions in advance on such terms or subject to such discounts as the Committee from time to time determine.

#### 6. MANAGEMENT

- a) The general affairs of the Society shall be managed by a Committee ("Committee") consisting of the Chairperson, Secretary and Treasurer ("Officers") and not less than four nor more than nine other Members ("Ordinary Committee Members"). The Committee shall have power to fill any casual vacancy which may arise amongst the Officers or Ordinary Committee Members. Officers or Ordinary Committee Members appointed pursuant to this Rule shall hold office until the next Annual General Meeting whereupon they will be eligible for re-election in accordance with Rule 6(c). A casual vacancy in respect of Ordinary Committee Members will be deemed to have occurred if the number of Ordinary Committee Members falls below those elected at the immediately preceding Annual General Meeting. The number of Ordinary Committee Members during the relevant year shall be determined at each Annual General Meeting in advance of the election of Ordinary Committee Members at that meeting.
- b) Two thirds of the members of the Committee shall constitute a quorum.
- c) The Officers and the Ordinary Committee Members shall be elected at the Annual General Meeting. Nominations for Committee members must be received in writing by the Secretary no later than 31 July prior to the Annual General Meeting. In the event of no nomination for Chairperson, Secretary or Treasurer, these may be appointed by the Committee in accordance with Rule 6(a).

- d) The Committee may co-opt up to two additional members (Ordinary Committee Members) who will hold office until the next Annual General Meeting. Co-opted Ordinary Committee Members may be in addition to the elected Ordinary Committee Members.
- e) The Committee shall keep minutes of its meetings and proceedings, including decisions taken by telephone or electronic communications which shall be recorded in subsequent Committee minutes, and of all General Meetings of Members, and shall keep a record of all receipts and expenditure, which accounts, together with the Society's yearly balance sheet, shall be open for inspection by Members not less than one week before each Annual General Meeting.
- f) The accounts of the Society shall be audited by a Chartered Accountant, who shall not be a member of the Committee.
- g) The Society may establish bylaws which may be altered by the Members in General Meeting.
- h) Any project undertaken or assistance provided by the Society in respect of Tiritiri Matangi must be:
  - i) Consistent with any Business or Management Plans for Tiritiri Matangi for the time being laid down, approved or adopted by the authority having jurisdiction ("the Authority"); and
    - ii) Approved by the Authority; and
    - ii) In accordance with any contract, memorandum of understanding or arrangement from time to time in force between the Society and the Department of Conservation.
- i) The financial year of the Society shall commence on 1 July in each year and terminate on 30 June in the following year.

## 7. MEETINGS

- a) The Annual General Meeting of Members shall be held on such date in September or October in each year as the Committee determines.
- b) An Extraordinary General Meeting of Members may be called by the Committee at any time and shall be called at the written request of not less than twenty-five Members of the Society. Such a meeting shall have the same powers as an Annual General Meeting.
- c) Notice of a General Meeting may, if desired, be published in the Member Newsletter and the Member Newsletter must then be posted or emailed to Members at least 21 days prior to the date of such meeting. The notice must specify the date, time and place of the meeting, the type of meeting, and the business to be discussed. Notice of the meeting must also be posted on the Society's website.
- d) A General Meeting may be held by a quorum of Members;
  - (i) Being assembled together at the time and place appointed for the meeting;
  - (ii) Participating in the meeting by means of audio, audio and visual, or electronic communication; or
  - (iii) By a combination of both of the methods set out above.

Thirty (30) Members constitute a quorum at a General Meeting.
- e) Each General Meeting shall be chaired by the Chairperson but in the absence of the Chairperson the meeting shall elect a Chairperson for that meeting.
- f) Voting shall be on a show of hands unless a ballot is called for by at least three Members. Where a vote is for the contested election of Officers, this shall be by ballot. On any vote in the case of a family membership the members of that family shall be entitled to one vote only, and in the case of a group membership the group shall be entitled to one vote only. A Member may exercise a proxy vote through another Member, or through the Chairperson, and, in either case, such proxies in writing must be in the hands of the Secretary not less than 24 hours before the time of commencement of the meeting.
- g) The Chairperson shall have a casting as well as a deliberate vote.

## 8. COMMON SEAL

The Society shall have a Common Seal which shall be kept in the custody and control of the Secretary for the time being of the Society. The Society shall execute any document of whatsoever nature pursuant to a resolution of the Committee passed for that purpose by affixing the Common Seal in the presence of two members of the Committee.

## 9. RULES

- a) The Rules of the Society may be altered, added to, or rescinded at any general meeting, provided always that such changes do not affect the exclusively charitable nature of the Society, nor give power to extend its operations beyond New Zealand. Notice setting out such alteration, addition, or rescission shall be given to Members in accordance with the provisions of Rule 9A of these Rules.
- b) The Committee shall forthwith register any such alteration, addition or rescission with the Registrar of Incorporated Societies.

### 9A RULES

- a) Any notice required to be given by the Society under these Rules may be given to a Member by post or by email to the postal or email address that the Member has provided to the Society, or, if desired in the case of General Meetings, in the manner set out in Rule 7(c) of these Rules.
- b) The accidental omission to give notice of a meeting to, or non-receipt of notice of a meeting by, any Member shall not invalidate the proceedings of the meeting concerned.

## 10. USE AND CONTROL OF FUNDS AND PROPERTY

- a) The income, funds and property of the Society must be applied solely in or towards promotion of the objects of the Society within New Zealand as set out in Rule 2.
- b) All moneys paid to the Society are to be received for processing by the Treasurer or other person authorised by the Committee.
- c) All such moneys must be paid into such bank account as the Committee determines.
- d) All expenditure in excess of \$1,000 must be approved by the Committee prior to commitment.
- e) The Treasurer has authority to pay accounts not exceeding \$1,000, but particulars of all such payments must be provided to the Committee at its next meeting.
- f) All cheques or other payments, including electronic bank transfers, must be signed or authorised by any two of the Chairperson, Secretary, Treasurer or other Ordinary Committee Members.
- g) No private pecuniary profit shall be made by any person involved in this Society, except that:
  - i) Any Committee Member or member may receive full reimbursement for all expenses properly incurred by them in connection with the affairs of the Society;
  - ii) The Society may pay reasonable and proper remuneration to any Committee member or servant of the Society (whether a Committee member or not) in return for services actually rendered to the Society;
  - iii) Any Committee member or Member may be paid all usual professional, business or trade charges for services rendered, time expended and all acts done by that Committee Member or member or by any firm or entity of which that person is a member, employee or associate, in connection with the affairs of the Society;
  - iv) Any Committee member or Member may retain any remuneration properly payable to that Committee Member or member by any company or undertaking with which the Society may be in any way concerned or involved for which that Committee member or Member has acted in any capacity whatever, notwithstanding that that Committee member or Member's connection with that company or undertaking is in any way attributable to that Committee member or Member's connection with the Society.

The Committee, in determining all reimbursements, remuneration and charges payable in the terms of this Rule, shall ensure that the restrictions imposed by Rules 10(h), (i) and (j) are strictly observed.

h) **Recipients not to influence benefits:** Notwithstanding anything contained or implied in these Rules, any person who is:

- (i) a Committee member of the Society; or
- (ii) a shareholder or director of any company carrying on any business of the Society; or
- (iii) a settlor or trustee of any trust which is a shareholder of any company carrying on any business of the Society; or
- (iv) an associated person (as defined by the Income Tax Act 1994) of any such Committee member, shareholder, director, settlor or trustee, referred to in paragraphs (i) to (iii) –

shall not by virtue of that capacity in any way (whether directly or indirectly) determine, or materially influence in any way the determination of the nature or the amount of any benefit or advantage or income or the circumstances in which it is or is to be received, gained, achieved, afforded or derived by that person.

A person who in the course of and as part of the carrying on of his or her business of a professional public practice shall not, by reason only of his or her rendering professional services to the Society or to any company by which any business of the Society is carried on, be in breach of the terms of this Rule.

- i) The Committee shall not lend money nor lease property or assets at less than current commercial rates; and shall ensure that receipts by way of interest or rent are not at less than current commercial rates (having regard always to the nature and terms of the loan or lease) to any person who is:
  - (i) a Member or Committee member of the Society; or
  - (ii) a shareholder or director of any company carrying on any business of the Society; or
  - (iii) a settlor or trustee of any trust which is a shareholder of any company carrying on any business of the Society; or
  - (iv) an associated person (as defined by the Income Tax Act 1994) of any such Member, Committee member, shareholder, director, settlor or trustee, referred to in paragraphs (i) to (iii).
- j) Any Committee member who is in any way interested or concerned directly in any property or undertaking in which the Society is or may be concerned or involved, shall disclose the nature and extent of their interest to the Committee, and shall take no part whatever in any deliberations of the Committee concerning any matter in which that Member is or may be interested, other than to provide a quorum.

## 11. TERMINATION OF MEMBERSHIP

- a) Any member may resign from the Society at any time.
- b) Unless the Committee otherwise determines in any particular case, membership of the Society shall cease immediately where a member fails to pay the subscription due within three months of their renewal date.

## 12. WINDING UP

- a) The Society may at any time be wound up by the resolution of a simple majority of the Members present at any General Meeting of the Society. Notice of the passing of such resolution shall be given by the Committee to the Registrar of Incorporated Societies.
- b) If upon the winding up of the Society or upon its dissolution by the Registrar of Incorporated Societies, there remains (after satisfaction of all its liabilities) any property whatsoever, the same must not be paid to or distributed amongst the Members of the Society, or any of them, but must be given or transferred to one or more charitable institutions or clubs within New Zealand having objects similar to or in sympathy with the objects of the Society, or to one or more charitable funds or causes within New Zealand the purposes of which are likely to further or be in sympathy with the objects for which the Society is constituted. The recipients must be determined by a majority of Members present in person at a General Meeting to be held in accordance with these Rules at or before the winding up, or the dissolution and in default of the recipients being determined in the above manner, then the recipients are to be as determined by the High Court of New Zealand.

## 13. GENERAL

A copy of the Rules and any bylaws for the conduct of the Society shall always be available for inspection by Members upon request directed to the Secretary.

#### 14. INTERPRETATION OF RULES

Should any matter arise which has not been provided for in these Rules or should any question occur as to their interpretation, the Committee shall consider the same and its determination on the matter of omission or interpretation shall be final and binding on all Members.

September 2024