

# **CONSTITUTION AND RULES**

## **of the**

### **OTOROHANGA ZOOLOGICAL SOCIETY INCORPORATED**

(An Incorporated Society under the Incorporated Societies Act 1908)

**1. NAME** - The name of the Society is OTOROHANGA ZOOLOGICAL SOCIETY INCORPORATED (hereinafter referred to as "the Society")

**2. OBJECTS** – The objects for which the Society is established are:

- (i) To operate, maintain and develop the facility known as the Otorohanga Kiwi House and Native Bird Park as a conservation and education centre, dedicated to the preservation of New Zealand's fauna and flora.
- (ii) To promote, encourage and foster the study of all forms of indigenous flora and fauna in New Zealand.
- (iii) To support and promote measures to assist in the preservation, protection and re-establishment of indigenous fauna and flora in New Zealand.
- (iv) To establish and maintain suitable facilities for places of refuge for indigenous birds, animals, fish and reptiles.
- (v) To establish and maintain libraries and records and appropriate technology to assist in the achievement of any of the foregoing objects.
- (vi) To develop, encourage and foster study and appreciation amongst members of the community for animal life.
- (vii) To co-operate with any persons or organisations having similar objects.
- (viii) To do all or any of the above things in New Zealand either alone or in conjunction with any other trust, body corporate, or person.
- (ix) To do all such other things in New Zealand as are incidental to or conducive to the attainment of the above objects or any of them.

The objects set out herein shall not, except when their context expressly so requires, be in any way limited or restricted by reference to or by inference from the terms of any other paragraph or by the name of the Society.

**3. MEMBERSHIP** - the following provisions shall apply:-

- (i) There shall be the following classes of membership:-
  - (a) Ordinary membership (active membership) - any person shall be eligible to apply to become an ordinary member of the Society. The Committee shall have the power to accept or decline any application for ordinary membership and shall not be obliged to state a reason for declining any such application.

(b) Honorary life membership - any member of the Society deemed worthy of that recognition may be elected an honorary life member of the Society by the Society at a General Meeting. A three-fourths majority of all those full members present and entitled to vote thereon shall be necessary to effect such election. Honorary life membership' confers rights privileges and obligations of active membership without liability for subscriptions.

(c) Honorary membership - the Committee has the power to bestow honorary membership to persons deemed worthy of that recognition for a financial year. Honorary membership confers the rights privileges and obligations of active membership without liability for subscriptions during the term of such honorary membership.

(d) Family membership - a family membership shall consist of an adult person otherwise qualifying as an ordinary/active member and their spouse or partner and all their children under the age of 18 years who are duly accepted for membership. All family members shall enjoy the rights privileges and obligations of active membership except that only adult members 18 years or over shall be eligible to vote or hold office.

(e) Ordinary life membership - any person shall be eligible to apply to become an ordinary life member of the Society on payment of the appropriate lump sum subscription. The Committee shall have the power to accept or decline. any application for ordinary life membership and shall not be obliged to state a reason for declining any such application. Ordinary life membership confers the rights privileges and obligations of active membership.

- (ii) Subject to the provisions of Clauses 3(i) and 6(v) hereof all members whose membership confers the rights privileges and obligations of active membership shall be eligible to vote and hold office. A register of members shall be kept and shall be conclusive as to the right to vote and hold office.
- (iii) Termination of membership - any member may resign his/her membership by giving notice in writing to the Committee of the Society. Any member so resigning shall remain liable for any outstanding subscriptions or payments due to the Society prior to the date upon which the Committee receives such notice of resignation.
- (iv) If any member shall infringe these rules or any by-laws or regulations made pursuant to these rules or shall be guilty of any unsportsmanlike conduct or act detrimental to the interests of the Society, the Committee shall have the power to call upon such member to answer any such charge or charges. If such charges are established the Committee may:-
  - (a) Call upon such member to resign his/her membership and, if any such member, after being -called upon to do so, shall refuse or neglect to forward his/her written resignation within 7 days, the Committee shall expel such member who shall thenceforth cease to be a member of the Society, or
  - (b) Suspend or otherwise deal with the offending member in such manner as the Committee shall think fit.

In any case where a member is called upon to answer any charge or charges the member shall be entitled to be heard by the Committee in his/her defence. Prior to the hearing the member shall be given proper notice of the charges and shall be given notice of his/her right to be heard in his/her defence; the member may be represented by Counsel if he/she wishes.

4. SUBSCRIPTIONS/FINANCIAL MEMBERSHIP - the following provisions shall apply:

- (i) The financial year of the Society shall be from 1 June in any year to the 31st day of May in the following year or for such other period as the Society may from time to time determine.
- (ii) The subscription shall be determined from time to time by the Society in General Meeting.
- (iii) New applicants for membership shall tender their subscription with their application.
- (iv) Those members whose membership commenced prior to July 2014 shall have their membership subscription due immediately after the setting of the subscription at the Annual General Meeting in each year. A notice of the subscription due will be sent to them as soon as possible after the Meeting.
- (v) For those members whose membership commenced after July 2014 the due date for their subscription shall be the month that is the annual anniversary of their joining the Society and a notice of subscription due shall be sent out as soon as possible after the anniversary month.
- (vi) All subscriptions remaining unpaid for 3 months from the end of the month following a notice of subscription being sent out shall be deemed to be in arrears. Any member whose subscription is in arrears shall be deemed to be an unfinancial member and shall not be entitled to any privileges of membership.
- (vii) The lump sum subscription for ordinary life membership shall be such sum as the Committee may from time to time determine; the lump sum subscription for ordinary life membership shall be equivalent to not less than 10 years annual subscription at the rate current at the commencement of such ordinary life membership.

5. OFFICERS AND MANAGEMENT - the following provisions shall apply:

- (i) The affairs of the Society shall be administered by a General Committee (herein called "the Committee") which shall comprise:-
  - (a) President
  - (b) Vice-President
  - (c) Secretary
  - (d) Treasurer
  - (e) Not less than 2 or more than 4 ordinary Committee members.

The number of Committee members for any year shall be determined, immediately before completion of the election of the Committee by the vote of the members present and eligible to vote at the Annual General Meeting of the Society.

- (ii) The committee will be charged with full administration of the affairs and business of the Society
- (iii) Four members personally present shall constitute a quorum
- (iv) The Committee shall have the power to form sub-committees for any particular purpose and may delegate relevant powers to any such sub-committee. The Committee may co-opt or appoint any person or persons to act on any such sub-committee.
- (v) The Committee shall hold at least three Committee Meetings in each year.
- (vi) The Committee shall have the power to co-opt members to fill casual vacancies on the Committee
- (vii) The President (or in his/her absence the Vice-President) shall take the chair at all Society and Committee Meetings and shall be responsible for the proper conduct of all Society business; if neither the President nor the Vice-President is present at any duly convened meeting then 20 minutes after the time stipulated for that meeting, if a quorum is present, that quorum may elect an ordinary Committee member to preside in place of the President or Vice-President. The Chairperson of the meeting shall have a deliberative vote and, in the case of an equality of votes he/she shall have a further casting vote. The casting vote, if exercised, shall be cast to retain the status quo.
- (viii) The Committee of the Society shall be elected at the Annual General meeting of the society upon the vote of active members present and eligible to vote:-
  - (a) Each Committee member shall be elected for a two year term.
  - (b) The Committee, at its first meeting after the Annual General Meeting, will elect one of its members to be President for the following 12 months.
  - (c) The Committee, at its first meeting after the Annual General Meeting, will elect one of its members to be Vice-President for the following 12 months.
  - (d) The Committee, at its first meeting after the Annual General Meeting, will appoint one of its members, or a member co-opted pursuant to Clause 5 (iv), to be the Treasurer of the Society.
  - (e) The Committee, at its first meeting after the Annual General Meeting, will appoint one of its members to be Secretary to the Society or may use an outside agency for secretarial purposes.
  - (f) Any Committee member or officer whose term has come to an end may offer himself/herself for re-election at the end of their term if he/she remains an active member eligible to hold office.

**6. GENERAL MEETINGS** - the following provisions shall apply

- (i) Annual General Meeting - the Annual General Meeting of the Society shall take place not later than the 31st day of July in each year. The business of the Annual General Meeting shall be

- (a) To receive written reports of the President and the General Manager
  - (b) To receive audited financial statements.
  - (c) To elect the committee.
  - (d) To transact any other business that is required of an Annual General Meeting.
- (ii) Special General Meeting - a Special General Meeting may be held whenever the Committee thinks fit or upon the written request of not less than fifteen (15) financial members of the Society; any written request for a Special General Meeting shall state the reason for that meeting.
  - (iii) Notice - members shall be given fourteen days written notice of any Annual General Meeting or Special General Meeting of the Society.
  - (iv) At any Annual General Meeting or Special General Meeting of the Society, fifteen (15) financial members present in person shall constitute a quorum. In the event of a quorum not being present within ten (10) minutes after the appointed time, or in the event of a quorum ceasing to be present during the course of any such meeting, the meeting shall stand adjourned until such date as shall be determined by the Chairperson or by the majority of the financial members present. At any such adjourned meeting the number present shall constitute a quorum.
  - (v) Procedure at Meetings/Voting - the following provisions shall apply:-
    - (a) At all meetings every adult active member present shall have one vote. In the event of an equality of votes the Chairperson of the meeting shall have a casting vote as well as a deliberative vote. The casting vote, if exercised, shall be cast to retain the status quo except for elections when there shall be a re-ballot. No member shall be entitled to vote by proxy.
    - (b) Every question submitted to a meeting shall be decided in the first instance on the voices and a declaration by the Chairperson that the resolution has been carried or lost, provided that any member present may demand a show of hands or may require a secret ballot as the case may be.

7. ALTERATION OF RULES - the following provisions shall apply

- (i) The Rules of the Society shall not be altered or repealed or added to except at the Annual General Meeting or at a Special General Meeting called for that purpose.
- (ii) Any notice of motion to repeal, alter, or add to any of the Rules of the Society shall be given in writing and signed by the proposer and one seconder (both of whom shall be active members) to the Secretary of the Society, at least twenty-one (21) days before such meeting.
- (iii) The secretary shall give written notice of the proposed alteration to the rules at least fourteen (14) days before the date of such meeting.
- (iv) Any alteration to the Rules shall be required to be passed by not less than three-fourths of the members present at such meeting and entitled to vote.
- (v) No alteration shall be made to the Rules which:-

(a) Is inconsistent with the charitable nature of the Society or detracts from the charitable nature of the Society.

(b) Varies clauses 2, 8, or 17 without the prior approval of the Inland Revenue Department

**8. SOCIETY NOT FOR PROFIT** - the Society is not created for the purpose of pecuniary gain. No benefit or advantage, whether or not convertible into money, or any income shall accrue to any member by virtue of membership of the Society provided that:-

- (i) Any member may be reimbursed for out of pocket expenses incurred while carrying out his or her duties as a member.
- (ii) Any member may be paid for any professional and other services provided in the course of his/her occupation; any such payment shall be at a rate not more than a rate which is a reasonable market rate for work done or services performed by such officer or servant.
- (iii) Any salary or remuneration paid to any salaried officer or paid servant shall be paid at a rate not more than a rate which is a reasonable market rate for the work done or services performed by such officer or servant.

No member of the Society (or any person associated with such member) shall participate in or materially influence any decision made by the Society in respect of any payment to or on behalf of such member (or associated person) of any reimbursement, payment for professional services, salary or remuneration, or any other income, benefit, or advantage whatsoever.

#### **9. NOTICES**

Any notices required to be given under these Rules shall be in writing and may be served personally, electronically or by posting it in a prepaid envelope addressed to the member at the address last notified by him/her to the secretary. If given by post it shall be deemed to have been given at the time when the letter containing the same would have been delivered in the ordinary course of post.

**10. COMMON SEAL** - the Common Seal of the Society shall be kept in the custody of the Secretary or such other safe place as the Committee shall determine. The Common Seal shall be affixed in the presence of two officers of the Society, one of whom shall be either the President or the Vice-President, and the other of them shall be either the Treasurer or the Secretary. The Common Seal shall be affixed only pursuant to a Resolution passed at a meeting of the Committee.

11. REGISTERED OFFICE - the registered office of the Society shall be situated in the Otorohanga Kiwi House premises in Alex Telfer Drive, Otorohanga or elsewhere as the Society may from time to time determine.

12. INVESTMENT AND CONTROL OF FUNDS - the following provisions shall apply:

- (i) The surplus funds of the Society may from time to time be invested by the Committee in such manner and in such securities as may be approved by the Committee.
- (ii) Any such investments shall be made in the name of the Society or other name or names of trustees of the Society to be appointed by the Committee.
- (iii) The Society shall have the power to operate a bank or savings account or accounts. All money received by the Society shall be paid to such a bank or savings account or accounts in the first instance. All payments shall be made from such a bank or savings account or accounts.
- (iv) All withdrawal payments and receipts made or drawn by the Society electronically on any bank account or savings account shall be made by the Treasurer or other person authorised by the Committee and shall be either preapproved or subsequently ratified by the Committee as soon as possible thereafter. Such pre-approval or ratification shall be recorded in the Minutes of the meeting at which such pre-approval or ratification occurred.
- (v) All withdrawal payments and receipts made or drawn by the Society (otherwise than electronically) on any bank account or savings account shall be signed on behalf of the Society by any two of the following;-
  - (a) The President
  - (b) The Vice-President
  - (c) The Secretary
  - (d) The Treasurer
  - (e) Any other named person to be nominated by the Committee
- (vi) Any cheque or bill of exchange or any negotiable instrument requiring endorsement may be endorsed by any two of the President, the Vice-President, the Secretary, the Treasurer, or any other named person nominated by the Committee.
- (vii) Auditor - an Auditor, who shall be a Chartered Accountant and who shall not be a member of the Committee, shall be elected at the Annual General Meeting and shall examine and report upon the annual Statement of Accounts and Balance Sheet. The Auditor shall, at all reasonable times, have access to the books and account books of the Society and shall be entitled to any information required relating thereto or to any matter deemed necessary or desirable for audit purposes.

13. RULES- a copy of the Rules of the Society shall be available to all financial members of the Society.

14. INDEMNITY AND LIMITATION OF LIABILITY - except to the extent that such loss or liability may be caused by his/her own dishonesty or by the wilful commission or omission by him/her of an act known by him/her to be a breach of trust or a breach of the Rules

- (i) No member of the Committee or officer of the Society shall be under any personal liability in connection with the affairs of the Society or in any way whatsoever pursuant to these Rules and, in particular, no such Committee member or officer of the Society shall be bound to take proceedings against any other member of the Committee or officer of the Society for any breach or alleged breach of trust or of these Rules committed by any such person.
- (ii) The members of the Committee and officers and servants of the Society shall at all times be fully indemnified by the Society for any personal liability the Society may incur for the debts engagements and liabilities of the Society.

15. MATTERS NOT PROVIDED FOR - BY-LAWS if any matter shall arise which, in the opinion of the Committee, is not provided for by or under these Rules, the same shall be determined by the Committee in such manner as it shall think fit. Every such determination shall be binding upon the Society and its members unless and until set aside by resolution at a General Meeting. The Committee shall have the power to make regulations and by-laws dealing with all such matters not provided for by these Rules provided such regulations or by-laws are not inconsistent with or repugnant to these Rules, the objects of Society, and the Incorporated Societies Act 1908.

16. POWERS OF SOCIETY - in addition to the powers normally invested in Incorporated Societies, and without prejudice to the generality of such powers, the Society all have the following specific powers which shall be exercisable only by the Committee:-

- (i) To purchase, take on lease, or in exchange hire, and otherwise acquire any real or personal property, and/or any rights privileges in connection therewith, and to hold, improve, manage, develop, let or lease, sell or exchange, or otherwise dispose of any such property rights and privileges.
- (ii) To carry on any business either alone or in conjunction with any other body corporate, trust, or person.



- (iii) To construct, build, alter, improve, enlarge, pull down, remove or replace, any building or any improvements which may be in, upon or about any of the real or leasehold property of the Society over which it may have licence or right of occupancy.
- (iv) To employ contractors, managers, servants, groundsmen, cleaners, caretakers, and/or any other employees for any of the purposes of the Society, and from time to time to terminate such employment and to engage others in their stead.
- (v) To borrow or raise money in such a manner as the Society may think fit and to secure the repayment therefore 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.
- (vi) To invest and deal with monies of the Society not immediately required in such a manner as may from time to time be determined and in particular to invest the same on mortgage or in the purchase of any real leasehold or personal property or securities or by depositing the same with any Bank at interest and to vary such investments from time to time.
- (vii) To make admission and other charges to members of the public attending or partaking of any of the functions or activities of the Society.
- (viii) From time to time pay, make over, transfer or make disbursements from any money or property of the Society for any cause or purpose which in the Society's opinion will further the interests of the Society.
- (ix) From time to time conduct raffles, lotteries and similar activities and to retail such commodities as may be required by its members.
- (x) To do all such lawful things as are incidental to or conducive to the attainment of the objects of the Society.
- (xi) To co-operate with all persons, in any way, which may promote the objects of the Society. In addition to the powers set out in these Rules, and without in any way intending to limit same, the Committee shall have and may exercise all the rights and powers conferred upon Incorporated Societies by the Incorporated Societies Act 1908 (or any statutory modification or re-enactment of same) or otherwise expressed or implied by law.

**17. WINDING UP** - the following provisions shall apply

(i) The Society may be wound up if:

- (a) A Resolution to that effect is passed at the Annual General Meeting or at a Special General Meeting called for that purpose, and
- (b) If such Resolution is confirmed by a subsequent Special General Meeting convened for that purpose and held not earlier than thirty (30) days after the Annual General Meeting or Special General Meeting at which the original Resolution was passed.

- (ii) In the event of winding up/dissolution of the Society the surplus assets of the Society shall be distributed to a similar charitable body within New Zealand having objects similar to the Society, such receiving institution to be determined by the Society before the time of dissolution.
- (iii) If such assets cannot be disposed of or have not been disposed of in accordance with the preceding sub-clause then such assets shall be distributed in accordance with any order of the High Court of New Zealand.
- (iv) In particular no surplus assets of the Society shall be paid or distributed to or among the members or employees of the Society so as in any way to create a pecuniary benefit for any them.
- (v) In the event of any Resolution requiring the Society to be wound up before being confirmed in accordance with the provisions of this clause, notice of such voluntary winding up shall be given to the Registrar of Incorporated Societies by the Secretary and thereupon the Society shall be deemed to be dissolved.

The COMMON SEAL of the  
OTOROHANGA ZOOLOGICAL  
SOCIETY INCORPORATED  
was hereunto affixed in the presence of:

.....  
President/Vice President

.....  
Secretary/Treasurer