

Rules of Protect Karangahake Incorporated

The Society

1.0 Name

1.1 The name of the society is Protect Karangahake Incorporated ("the Society").

2.0 Constitution

2.1 The Society is constituted by resolution dated 9 October 2014

3.0 Purposes and Objects

3.1 The objects and purposes of the Society are the following charitable objects and purposes:

- (a) To stop mining related activity occurring in the Karangahake Area in a way that sets a positive precedent for others and causes minimal conflict within the community; and
- (b) Promote, facilitate, and where appropriate, undertake improvement and maintenance of the Karangahake Area; and
- (c) To support careful planning for the economic, social and spiritual well-being of the lands, water and communities of the Karangahake Area; and
- (d) To provide support to other groups whose aims and objectives align with those of the Society; and
- (e) To educate people on the history of Karangahake and the effect mining has had on the area.
- (f) To obtain funding to enable the attainment of its objects.

In carrying out those objects and purposes the Society:

- (i) Shall provide a public benefit, but
- (ii) Shall not result in any individual person receiving any private financial benefit or profit.

3.2 Notwithstanding rule 3.1:

- (a) The Society shall be limited in furthering or attaining its objects to the advancement of charitable purposes in New Zealand, and
- (b) No member of the Society shall derive any pecuniary gain from membership of The Society, and
- (c) These rules shall be read and interpreted subject to the provisions of Rule 3.1 which shall over-ride all other provisions in these rules except to the extent that an ancillary non-charitable purpose is permitted under the Charities Act 2005.

3.3 Subject to rules 3.1 and 3.2 the Society shall have the power to:

- (a) Make regulations to advance the attainment of any of the above objects
- (b) Do any act or thing incidental or conducive to the attainment of any of the above objects.

4.0 Powers

4.1 Subject to rules 3.1 and 3.2, in addition to its statutory powers, the Society:

- (a) May authorise the carrying out of such functions as are necessary to further its objects, and for that purpose may employ such people, as may seem expedient; and
- (b) May use such of its funds to pay the costs and expenses of furthering or carrying out its objects; and
- (c) May set schedules for meetings, may plan actions, and may develop strategies for attaining the objectives as decided upon during the Society's meetings.
- (d) Exercise any power a trustee might exercise;
- (e) Invest in any investment that a trustee might invest in;
- (f) Borrow money and provide security for that if authorised by Majority vote at any Society Meeting

4.2 Notwithstanding any other provision the Society shall not expend any money:

- (a) Other than to further purposes recognised by law, nor
- (b) For the sole personal or individual private financial benefit or profit of any member.

5.0 Registered Office

5.1 The Registered Office of the Society shall be where the Secretary resides, or such other place as the Society may from time to time determine.

6.0 Membership

- 6.1 Membership of the Society may be acquired by any person who pays the annual subscription determined by the members at the Society's AGM, and who is approved by the Committee at a Committee meeting. A new member will be expected to provide the Secretary and or the Committee with their address, e-mail address and telephone number(s). The Committee reserves the right to waive the membership fee.
- 6.2 No reason is required for resignation from the Society and will take effect upon receipt of such resignation at a Committee meeting.
- 6.3 The Committee reserves the right to expel any member who fails to comply with the rules or acts against the interests of the Society. Such action will only be taken after consulting with local members and providing the member with the opportunity to respond.
- 6.4 Members of the Society are expected to not violate the Society's policies, rules, or act in any manner contrary to the spirit of the Society's purposes and objects, or to act in any way which might tend to undermine the Society's powers, or tend to bring the Society into disrepute.
- 6.5 Every member shall advise the Council, or any person designated by the Council, of any change of postal address and change of e-mail address.
- 6.6 The Secretary shall keep a **Register of Members**, recording their names and addresses, e-mail addresses, and the dates each person became a member, which shall be kept private, may not be removed from the place where it is kept and maintained, and may not be copied by any means whatsoever except for administrative purposes.
- 6.7 Limited liability of members:
 - (a) The liability of members shall be limited to their subscriptions and any other debts they may have incurred to the Society.
 - (b) The members shall not be personally liable for the obligations and contracts of the Society.

- (c) Members who have resigned or whose membership has been terminated shall have no claim of any nature whatsoever to any asset of the Society.

7.0 General meetings

- 7.1 The Society's AGM shall be held once a year, at a time and place fixed by the Committee, not later than **ninety** (90) clear days after the end of its financial year.
- 7.2 At least 14 days before any AGM, the secretary shall send to all members, to their last notified postal or e-mail addresses, written notice of the business to be conducted at the AGM and any notices of member's motions.
- 7.3 Notice shall also be given by publication in the public notice section of a local weekly newspaper, and /or a local monthly publication.
- 7.4 An AGM shall be called by the Committee and conducted in a manner determined by the Committee. The business of the AGM which needs approval by a majority vote by the members of the Society shall include:
 - (i) Minutes of the previous General Meeting(s),
 - (ii) Treasurer's Report and Statement of Accounts,
 - (iii) Election and reappointment of the Officers and Committee of the Society,
 - (iv) The Chair's report on the Society's activities,
 - (v) Motions of which notice has been given,
 - (vi) Matters of concern to the Committee as may be raised by the Committee or by any of those present,
 - (vii) General business,
 - (viii) The amount of the annual subscription, which shall be fixed by a majority vote.
- 7.5 Any member wishing to give notice of any motion for consideration at the AGM shall forward written notice of the same to the Chair not less than four weeks before the AGM
- 7.6 The failure for any reason of any member to receive any notice shall not invalidate the meeting or its proceedings.
- 7.7 The quorum for General Meetings is eight (8) members.
- 7.8 The AGM shall each year appoint a person, who shall not be a member and who has professional knowledge of financial accounts and who will examine and check the annual accounts of the Society and provide a statement of their verification which shall be included with the annual Financial Statements.
- 7.9 All General Meetings shall be chaired by the Chair of the Committee, or in the Chair's absence by a person designated by the Committee for the purpose. The Chair shall have a casting vote as well as a deliberative vote.
- 7.10 Voting
 - (a) At General Meetings, voting shall be by show of hands or, at the request of the majority present or on demand of the Chair, by secret ballot, and each member shall be entitled to one vote.
 - (b) Unless otherwise required by these rules, all questions shall be determined by a simple majority of those present and voting at the General Meeting.
 - (c) A resolution passed by the required majority at any General Meeting binds all members, irrespective of whether they were present at the General Meeting where the resolution was adopted or whether they voted.
- 7.11 **Special General Meetings** may be called by the Committee at any time or upon the petition of at least seven (7) members of the Committee, or upon the petition of at least ten (10)

ordinary members of the Society and any such petition shall be in writing and shall state the purpose of the meeting and shall be delivered to the Secretary.

- 7.12 A petition calling a **Special General Meeting** shall state the purpose of the Special General Meeting. At least 14 clear days notice of a Special General meeting shall be given the members by the Committee stating the business of the Special General Meeting.

8.0 The Committee

- 8.1 The officers of the Society shall be elected by the members at every AGM and shall include a minimum of three (3) officers being a Chairperson, a Secretary and a Treasurer and other officers to a maximum of twelve (12) officers in total, and they alone shall comprise the Society's Committee empowered to carry out the aims and tasks of the Society and entrusted with the administration of the Society, and able to exercise all the Society's powers, other than those required by statute or by those rules to be exercised by the Society in General Meeting.
- 8.2 The Committee shall nominate one of its members as Chairperson (Chair), one of its members as Secretary, and one of its members as Treasurer, all nominations to be ratified by the General Meeting.
- 8.3 The same person may not fill two offices. Should an office fall vacant the Committee may fill the office until the next General Meeting.
- 8.4 The Chair shall preside at all Society meetings. In his or her absence, members shall elect a Chair for that meeting. Before a Committee meeting can proceed the Chair has to recognise that a quorum is present which shall be a minimum of four (4) members of the Committee.
- 8.5 Members of the Committee shall be entitled to one vote per member.
- 8.6 Questions about the day-to-day running of the Society by the Committee shall be decided during Society meetings by a simple majority vote by a show of hands.
- 8.7 Questions declared by a majority of the Committee to be important policy questions, or which effectively change the Society's rules in any way, shall be submitted to the Society's members and decided by a two thirds majority vote by a show of hands of all members present and voting at a Special General meeting as described in rule 12.
- 8.8 The Committee shall meet at such times and places and in such manner as it may think fit and otherwise where and as convened by the Chair or the Secretary.
- 8.9 The Committee shall keep a record of minutes of all General Meetings and Committee meetings. At the following meeting a motion shall be put that the minutes be accepted as a true and correct record of what occurred at that meeting.
- 8.10 The Committee may employ any person or company to assist it to administer or manage the affairs of the Society.
- 8.11 **Indemnity** for the Committee:
- (a) No member of the Committee shall be liable for the acts or defaults of any other member of the Committee or any loss occasioned thereby, unless occasioned by their wilful default or by their wilful acquiescence.
 - (b) The Committee and each of its members shall be indemnified by the Society for all liabilities and costs incurred by them in the proper performance of the functions and duties, other than as a result of their wilful default.

9.0 Appointment of Committee Members

- 9.1** Committee members [or Officers] shall be nominated by the Committee in consultation with the general membership and confirmed at a General Meeting.
- 9.2** Officers are appointed for one year and are eligible for re-nomination.
- 9.3** In the event of the number of Officers falling below three and the Committee failing to increase its number, nominations for Committee members shall be delivered to the remaining Officers and shall be dealt with at a Special General Meeting or at the AGM.

10.0 The Treasurer's duties

The Treasurer's duties include:

- (a) Receiving and issuing receipts for all moneys payable to the Society and making all disbursements on behalf of the Society.
- (b) Prompt payment of all money that may be received to the credit of the Society into such bank as the Society may from time to time direct.
- (c) Drawing and signing cheques on behalf of the Society with either the Chair and/or the Secretary as the second signatory to such cheques.
- (d) Operating such internet banking transactions that the Committee shall approve and subject to the scrutiny of the Committee.
- (e) Obtaining the approval of the Committee for all disbursements whether by cash, cheque or internet transaction.
- (f) Keeping books of account showing the financial affairs of the Society.
- (g) At each meeting, submitting to the members a statement of financial affairs of the Society if required.
- (h) At the AGM the treasurer shall submit financial statements, including an Income and Expenditure Account and Balance Sheet, for the Society's financial year for approval by the AGM, and shall subsequently deliver them to the Registrar.
- (i) Prior to their presentation at the AGM, the treasurer shall ensure said statements have been reviewed by an independent person (not being a member or officer, and approved by the Society) possessing appropriate accounting knowledge and experience.

11.0 Execution of Documents

- 11.1** The Common Seal of the Society shall be retained by the Secretary, unless the Committee make alternative safe custody arrangements.
- 11.2** Documents shall be executed by the Society pursuant to a resolution of the Committee.
- (a) By affixing the Common Seal witnessed by two members of the Committee, or
 - (b) Where the document is not required by statute to be executed under common seal, by two members of the Committee signing on behalf of the Society.

12.0 Alteration of Rules

- 12.1** These rules may be amended or replaced by resolution of any General Meeting passed by a two-thirds majority of those members present and voting, providing that no amendment may be made which would:
- (a) Alter the rules as to winding up.
 - (b) Alter the rules which preclude members from obtaining any personal benefit or profit from their membership
- 12.2** For the purpose of only this rule, proxy votes shall be included and a member voting by proxy shall be deemed to be present and voting.

12.3 At least 30 days before the General Meeting at which such proposal is to be considered the Committee shall give written notice to all members to their last known postal or email address of the proposed motion, of the reasons for the proposal, and of any recommendations from the Committee in respect thereof.

13.0 Winding Up

13.1 The Society may be wound up under the provisions of the Incorporated Societies Act 1908.

13.2 If the Society is wound up, the surplus assets after payment of all debts, costs and liabilities shall be disposed of in a manner to be determined by the Committee, provided that no member of the Society shall take any share or part in the disposition of funds and property and such disposition shall be limited to purposes which are defined as "charitable" within New Zealand.

13.3 Notice of the resolution of winding up shall be sent to the Registrar.