

**Guardians of the Bay of Islands (Incorporated)/ Nga Kaiawhi o Nga Kaitiaki o Ipipiri**

Rules of  
 GUARDIANS OF THE BAY OF ISLANDS  
 INCORPORATED  
 Nga Kaiawhi o Nga Kaitiaki o Ipipiri

**1. NAME**

- a) The legal name of the society is “Guardians of the Bay of Islands (Incorporated)”.
- b) The society will also be known as “Nga Kaiawhi o Nga Kaitiaki o Ipipiri”

**2. OBJECTS**

The objects of the Society are:

- a) To promote, support and encourage the conservation, protection and enhancement of native biodiversity of the Bay of Islands.
- b) To promote, support and encourage education, research and public awareness and enjoyment of New Zealand’s native biodiversity.
- c) To carry out the foregoing objects while respecting the natural, recreational, historical and cultural features and values of the Bay of Islands.
- d) To strive to work cooperatively with landowners, whanau, hapu and iwi, local and national government authorities and with community groups sharing similar objectives.
- e) To provide financial, material and physical support for the foregoing objects or any of them.
- f) To do all such other lawful 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 or alter, improve, enlarge, pull down, remove or replace any buildings or other improvements which may be in, upon or about any of the real or leasehold property of the Society or over which it may have any license 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 monies 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

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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 10(i).

g) To take any action necessary to further the objects of the society.

**4. MEMBERSHIP**

Membership shall be open to all persons, 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, and the annual subscription being paid, the applicant shall become a Member of the Society.

b) Life Membership

Any person may be elected as a Life Member (“Life Member”) in accordance with the following provisions:-

- i. Life Membership shall be conferred only for outstanding service to the Society.
- ii. Every proposal for 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.

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;

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- ii. To determine the degrees of relationship which constitute a family for the purposes of the immediately preceding sub-paragraph 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 officers and three other committee members shall constitute a quorum.
- c) The Officers and the Ordinary Committee Members shall be elected at the Annual General Meeting of the members held each year.
- d) The Committee shall keep minutes of its meetings and proceedings, 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.
- e) The accounts of the Society shall be audited by a Chartered Accountant, who shall not be a member of the Committee.
- f) The Society may establish bylaws, which may be altered by the Members in a General Meeting.
- g) The financial year of the Society shall commence on the 1st day of July in each year and end on the 30th day of June in that year.

**7. MEETINGS**

- a) An Annual General Meeting of the Members of the Society shall be held in each year in the month of September or in such other month (not later than November) as the Committee shall from time to time determine.
- 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 ten Members of the Society. Such a meeting shall have the same powers as an Annual General Meeting.
- c) Notice of a General Meeting shall be posted to Members at their last known address at least twenty one (21) days prior to the date of such meeting. Such notice shall set forth the date, time and place of the meeting, the type of meeting, and the business to be discussed thereat.

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- d) Fifteen Members personally present at a General Meeting shall form a quorum.
- 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, if required, 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 either affixing the Common Seal in the presence of the Chairperson and two members of the Committee, or by the signing of the Chairperson and two members of the Committee as required by law.

**9. RULES**

- a) The Rules of the Society may be altered, added to or rescinded at any General Meeting by 75% majority vote, 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 in writing setting out such alteration, addition or rescission shall be posted to the Members with the notice of the meeting not less than twenty one (21) days prior to the meeting.
- b) The Committee shall forthwith register any such alteration, addition or rescission with the Registrar of Incorporated Societies.

**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 monies paid to the Society are to be received for processing by the Treasurer or other person authorised by the Committee.
- c) All such monies must be paid into such bank account as the Committee determines.
- d) All accounts in excess of \$1000 must be submitted to the Committee for approval prior to payment.
- e) The Treasurer has authority to pay accounts not exceeding \$1000 but particulars of all such payments must be provided to the Committee at its next meeting.
- f) All cheques must be signed by the Treasurer (or a replacement appointed by the

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Treasurer) and one other authorised committee member and these two may carry out financial transactions electronically if approved by the committee.

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. Terms of any such employment must be agreed by the committee.

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

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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 six months of the commencement of the Society’s financial year.

**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.