

Rules of Whanganui West Catchment Group Incorporated

THE SOCIETY

1 Name

- 1.1 The name of the society is Whanganui West Catchment Group Incorporated, hereafter referred to as the Society.

2 Registered Office

- 2.1 At the date of signing this document, the registered office of the Society is 22a Symes Road, RD 4, Whanganui 4574. This may be varied by the Committee Members by Majority Vote.

3 Purposes of Society

- 3.1 The primary purpose of the Society is to achieve enhanced environmental outcomes and facilitate and promote on-farm good practice and sustainable land management principles. Furthermore, the Society aims to enhance community resilience, social, education and matauranga Maori outcomes.

- 3.2 The purposes of the Society include but are not limited to:

3.2.1 Supporting Catchment Groups administratively;

3.2.2 Applying for funding and undertaking reporting (ensuring accountability) to support the Society and individual or collective Catchment Groups;

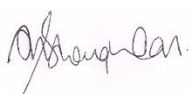
3.2.3 Providing other resource and technical support at the request of those individual or collective Catchment Groups;

3.2.4 Organising collective meetings and events that make the best use of limited resources and time;

3.2.5 Organising Society meetings, projects and events;

3.2.6 Acting as a collective voice for its Catchment Groups and Members when dealing with government and industry and

3.2.7 Promoting the good environmental work that is going on and has been achieved within the Catchment Groups.



- 3.3 The additional purposes of the Society include:
- 3.3.1 Working with iwi/hapū, Local and Regional Authorities, Non-Government Organisations and other agencies including (but not limited to) Dairy NZ and Beef + Lamb NZ to pursue goals where mutual benefits exist;
 - 3.3.2 Make policies to advance the attainment of any of the above objects; and
 - 3.3.3 Do anything necessary or helpful to the above purposes.
- 3.4 Pecuniary gain is not a purpose of the Society and no *Member* of the Society shall derive any personal pecuniary and/or monetary gain from membership of the Society.

4 Powers of Society

- 4.1 The Society has, to the extent permitted by law, full capacity to carry on or undertake any activity, do any act, or enter into any transaction, including (without limitation):
- 4.1.1 Employing people for achieving and assisting the purposes of the Society;
 - 4.1.2 Exercising any power a trustee might exercise;
 - 4.1.3 Investing in any investment that a trustee might invest in; and
 - 4.1.4 Borrowing money and providing security;

In each case if authorised by the Society in accordance with these Rules.

DEFINITIONS

5 Definitions and Miscellaneous matters

- 5.1 In these Rules:
- 5.1.1 **Act** means the Incorporated Societies Act 1908, all amendments and re-enactments thereof, including any subsequent or ancillary legislation intended to replace that Act and any subordinate legislation made thereunder.
 - 5.1.2 **Committee Member** means a member of the Committee appointed in accordance with Clause 6.
 - 5.1.3 **Catchment Group** means a group of Members identified by the Committee from time to time as

forming a subgroup of Members of the Society. As at incorporation date, the Catchment Groups are Ototoka-Okehu, Kai Iwi, Mowhanau-Omapu.

- 5.1.4 **Majority Vote** means a vote made by more than half of the Members or Committee Members (as the case may be) who are present at a meeting and who are entitled to vote and voting at that meeting upon a resolution put to that meeting.
- 5.1.5 **Member** means a member of the Society admitted in accordance with these Rules.
- 5.1.6 **Money or Other Assets** means any real or personal property or any interest therein, owned or controlled to any extent by the Society.
- 5.1.7 **Policies** means the Policies of the Society in place from time to time pursuant to Clause 31.
- 5.1.8 **Whanganui West Catchment Group** means the Ototoka, Okehu, Kai Iwi, Mowhanau and Omapu water catchment areas and any other catchment the Committee may elect to include by way of meeting resolution.
- 5.1.9 **Related Party** means, in respect of a Member:
- (a) where the Member is the trustee/s for a Trust, the settlor or principal beneficiary of that Trust;
 - (b) where the Member is a company, a director or principal shareholder of that company; or
 - (c) any person which controls that Member.
- The Committee's determination as to whether a person is a Related Party of a Member will be final.
- 5.1.10 **Society Meeting** means any Annual General Meeting or any Special General Meeting, but not a Committee Meeting.
- 5.1.11 **Use Money or Other Assets** means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, Money or Other Assets.
- 5.1.12 **Written Notice** means communication by post, hand delivery, electronic means (including email, and website/social media posting), advertisement in periodicals, or a combination of these methods.

5.2 It is assumed that:

- (a) where a masculine is used, the feminine is included;

- (b) where a singular is used, plural forms of the noun are also inferred;
- (c) headings are a matter of reference and not a part of the Rules; and
- (d) references to persons will include references to individuals, companies, corporations, partnerships, firms, joint ventures, associations, trusts, organisations, governmental and other regulatory bodies or authorities and other entities, in each case whether having separate legal personality.

MANAGEMENT OF THE SOCIETY

6 Managing Committee

- 6.1 The Society shall have a managing committee (hereafter referred to as the Committee) comprising the following persons:
 - 6.1.1 Chairperson or Co-chairpersons (hereafter referred to as Chair or Co-Chairs);
 - 6.1.2 Administrator;
 - 6.1.3 Treasurer; and
 - 6.1.4 Such other members in accordance with these Rules.
 - 6.1.5 Up to ten Committee Members (including office holders) comprising at least five persons elected to the Committee by *Society Members* at an Annual General Meeting noting that in year one of the Society's establishment, all 15 signatories of the application to incorporate a society form are deemed to be Committee Members until the first AGM is held.
 - 6.1.6 Committee members may be appointed either at the Annual General Meeting or co-opted by the Committee, to aid and support the Committee in a technical or advisory capacity, who may or may not be *Society Members*.
- 6.2 The Committee may increase the number of Committee members (up to a maximum of 15), and reduce the number of Committee members (to no less than seven) at its discretion.
- 6.3 As at the date of incorporation of the Society, the Committee is comprised of the persons identified in Schedule 1 and are deemed to have been elected or appointed until the first AGM is held.

7 Appointment of *Committee Members*

7.1 At a *Society Meeting*, the *Members* may decide preferably by consensus or otherwise by *Majority Vote*:

7.1.1 Who shall be the Chairperson (or Co-chairpersons), Administrator, and Treasurer;

7.1.2 Whether any *Committee Member* may hold more than one officers position (Chair, Administrator and Treasurer) as a *Committee Member*.

8 Cessation of *Committee Membership*

8.1 Persons cease to be *Committee Members* when:

8.1.1 They resign by giving written notice to the *Committee*;

8.1.2 For any *Committee Member*, appointed pursuant to Rule 9.1, they are removed by *Majority Vote* of the relevant *Catchment Group* pursuant to Rule 9; or

8.1.3 For *Committee Members*, appointed pursuant to Rule 10.1, they are removed by *Majority Vote* of the *Society* at a *Society Meeting*; or

8.1.4 Their term (if any) expires.

8.2 If a person ceases to be a *Committee Member*, that person must within one month give to the *Committee* all *Society* documents and property in their possession.

9 Appointment of *Committee Members* by *Catchment Groups*

9.1 Each *Catchment Group* that has at least five *Members* will have the right to appoint a person who they want to become a *Committee Member* who consequently can be elected at a *Society Meeting* to remove and replace one existing or proposed *Committee Member* in accordance with this Rule.

9.2 Each *Catchment Group* may set its own process for nominating and appointing a person who they want to become a *Committee Member*, provided that the appointed person must be approved by *Majority Vote* of the members of the relevant *Catchment Group*.

9.3 The *Committee* will give each *Catchment Group* written notice of its right to appoint (and remove if applicable) a *Committee Member* at least 21 days before the Annual General Meeting by notice in writing to the *Member* nominated to receive notices on behalf of the *Catchment Group*.

9.4 If a *Catchment Group* wishes to exercise its right to appoint a

Committee Member, it must give the Committee written notice seven days prior to the Annual General Meeting that it wishes to exercise that right. The appointment (and removal if relevant of any current appointee) will be ratified or rejected as part of the agenda of the Annual General Meeting (pursuant to Clause 21).

10 Nomination of Committee members

- 10.1 Any vacancies on the Committee that are not filled in accordance with Rule 9 may be filled at the Annual General Meeting. All Members will be entitled to vote on the election of Committee members pursuant to this clause.
- 10.2 Nominations for Committee Members shall be called for by the Committee at least 21 days before the Annual General Meeting by notice in writing to the Members.
- 10.3 Each candidate shall be proposed and seconded in writing by Members and the completed nomination delivered to the Administrator.
- 10.4 Nominations shall close seven days prior to the Annual General Meeting. The Committee shall not be bound to consider or advance nominations received after this date.
- 10.5 If the position of any Committee Member or Officer becomes vacant between Annual General Meetings, the Committee may appoint an existing Committee Member or any other Society Member to fill that vacancy until the next Annual General Meeting.
- 10.6 If any Committee Member is absent from three consecutive Committee Member meetings without leave of absence the Chair or Co-Chair may declare that person's position to be vacant.
- 10.7 If by operation of law the Society is required to nominate a statutory officer for the purposes of the Act or any other legislation, such nomination shall be conducted in accordance with the terms of Rule 6.1.6 provided always that the statutory officer must be a Committee Member.

11 Vacancies

- 11.1 If the position of any Committee Member or Officer becomes vacant between Annual General meetings, the Committee may appoint an existing Committee Member or any other Society Member to fill that vacancy until the next Annual General Meeting.
- 11.2 If any Committee Member is absent from three consecutive Committee Member meetings without leave of absence the Chair or Co-Chair may declare that person's position to be vacant.

12 Role of the Committee

- 12.1 Subject to these Rules, the role of the Committee is to:
 - 12.1.1 Administer, manage, and govern the Society; carry out the purposes of the Society in good faith for the

- benefit of the Members as a whole;
- 12.1.2 Manage the Society's financial affairs, including approving the annual financial statements for presentation to the Members at the Annual General Meetings;
 - 12.1.3 Set accounting policies in line with generally accepted accounting practice for societies of a similar size and nature to the Society;
 - 12.1.4 Set general operating policies in line with generally accepted operating practice for societies of a similar size and nature to the Society.
 - 12.1.5 Delegate responsibility and co-opt members where necessary;
 - 12.1.6 Ensure that all Members (including the Committee members) follow the Rules;
 - 12.1.7 Comply with the Act;
 - 12.1.8 Decide the times and dates for Society Meetings, and set the agenda for Society Meetings;
 - 12.1.9 Decide the procedures for dealing with complaints;
 - 12.1.10 Identify, manage and exploit opportunities that may become available to the Society;
 - 12.1.11 Set Membership fees, including subscriptions and levies;
 - 12.1.12 Make regulations or Bylaws, including (as the Committee thinks fit) agreeing a form of membership agreement to be signed by Members as required by the Committee; and
 - 12.1.13 Report to Members on the activities and performance of the Society.
- 12.2 The Committee has all of the powers of the Society, unless the Committee's power is limited by:
- 12.2.1 these Rules;
 - 12.2.2 the Act; or
 - 12.2.3 a majority decision of the Society made in accordance with these Rules,

and all actions, decisions and measures taken by the Committee shall bind the Society accordingly.

- 12.3 Matters not covered in these Rules shall be decided upon by the Committee.
- 12.4 The Committee may appoint subcommittees consisting of such persons as it thinks fit, but such subcommittees will not have the power to commit the Society to any financial expenditure without express authority of the Committee.
- 12.5 Subject to the Act or any other legislation, these Rules and the resolutions of the Society Members, the decisions of the Committee on the interpretation of these Rules and all matters dealt with by it in accordance with these Rules and on matters not provided for in these Rules will be final and binding on all Members.
- 12.6 The Members acknowledge that any advice provided by the Society to its Members is general in nature and not intended as advice specific to the Member and their circumstances. Neither the Society nor the Committee Members will be liable for any loss or cost arising from a Member placing any reliance on general advice provided by the Society on any matter.
- 12.7 Indemnity for Committee:
 - 12.7.1 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 willful default or by their willful acquiescence.
 - 12.7.2 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 willful default.

13 Roles of Committee Members

- 13.1 The Chairperson (or Co-chairpersons) is/are responsible for:
 - 13.1.1 Ensuring that the Rules are followed;
 - 13.1.2 Convening Committee and Society Meetings and establishing whether or not a quorum is present;
 - 13.1.3 Chairing Committee and Society Meetings, deciding who may speak and when;
 - 13.1.4 Overseeing the operation of the Society; and
 - 13.1.5 Providing a report on the operations of the Society at each Annual General Meeting.

- 13.2 The Administrator is responsible for:
- 13.2.1 Recording the minutes of Committee and Society Meetings;
 - 13.2.2 Keeping the Register of Members;
 - 13.2.3 Holding the Society's records, documents, and books except those required for the Treasurer's function;
 - 13.2.4 Receiving and replying to correspondence as required by the Committee;
 - 13.2.5 Forwarding the annual financial statements for the Society to the Registrar of Incorporated Societies upon their approval by the Members at an Annual General Meeting; and
 - 13.2.6 Advising the Registrar of Incorporated Societies of any changes to these Rules.

13.3 The Treasurer is responsible for:

- 13.3.1 Keeping proper accounting records of the Society's financial transactions to allow the Society's financial position to be readily ascertained;
- 13.3.2 Preparing annual financial statements for presentation at each Annual General Meeting. These statements should be prepared in accordance with the Societies' accounting policies.
- 13.3.3 Providing a financial report at each Annual General Meeting;
- 13.3.4 Providing financial information to the Committee as the Committee determines.

14 Committee Meetings

- 14.1 Committee meetings may be held in person, via video or telephone conference, or other formats as the Committee may decide.
- 14.2 No Committee meeting may be held unless five of the Committee Members attend.
- 14.3 The Chairperson (or Co-chairperson) shall chair Committee meetings, or if a Chairperson (or both Co-chairpersons) is/are absent, the Committee shall elect a Committee member to chair that meeting.

- 14.4 Decisions of the Committee shall be by majority vote.
- 14.5 Each Committee member shall have one vote.
- 14.6 Only Committee members present at a Committee meeting may vote at that Committee meeting.
- 14.7 Subject to these Rules, the Committee may regulate its own practices.
- 14.8 The Chairperson, Co-Chairperson or his nominee may adjourn the meeting if, in his sole discretion, adjournment is deemed necessary or desirable.
- 14.9 If within half an hour after the time appointed for a Committee meeting a quorum is not present the meeting shall stand adjourned to a day, time and place determined by the Chairperson and, if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments.

SOCIETY MEMBERSHIP

15 Types of Members and Catchment Groups

- 15.1 The Committee may, at its discretion, identify *Catchment Groups*. These *Catchment Groups* being groups of *Members* who are:
- 15.1.1 From the same defined sub-catchment area within the *Whanganui West Catchment Group*; or
- 15.1.2 Identified as having common characteristics that make it suitable to become part of a *Catchment Group*.
- 15.2 The leader of a *Catchment Group* must officially be voted on by the majority of its members.
- 15.3 The *Catchment Groups*, as at the date of incorporation of the Society, are identified in clause 5.1.8 of these Rules.
- 15.4 Members have the rights and responsibilities set out in these Rules.

16 Admission of Members

- 16.1 To become a Member, a person wishing to join the Society (hereafter referred to as Applicant) must:
- 16.1.1 Pay the applicable joining fee (if any);
- 16.1.2 Pay the applicable annual subscription fee (if any);

- 16.1.3 Complete an application form (if the Rules, Policies or Committee requires this); and
 - 16.1.4 Sign a membership agreement (if the Rules, Policies or Committee requires this), and
 - 16.1.5 Supply any other information the Committee reasonably requires.
- 16.2 All information supplied to the Committee for Membership applications or otherwise under these Rules shall be held securely by the Committee and the Committee shall not disclose such information to any third party without prior consent of the Member.
- 16.3 The Committee may interview the Applicant when it considers Membership applications.
- 16.4 The Committee shall have complete discretion when it decides whether or not to allow the Applicant to become a Member. The Committee shall advise the Applicant of its decision, and that decision shall be final.

17 Obligations of Members

- 17.1 All Members (and Committee members) shall:
- 17.1.1 Promote the purposes of the Society for the benefit of the Members as a whole;
 - 17.1.2 Comply with the Rules and Policies;
 - 17.1.3 Do nothing to bring the Society into disrepute;
 - 17.1.4 Use reasonable endeavours to attend Society Meetings; and
 - 17.1.5 Ensure punctual payment of all subscription fees required by these Rules.

18 The Register of Members

- 18.1 The Administrator shall keep a register of Members (hereafter referred to as the Register) which shall contain the names, the postal and email addresses and telephone numbers of all Members, and the dates at which they became Members.
- 18.2 If a Member's contact details change, that Member shall give the new postal or email address or telephone number to the Administrator.
- 18.3 Each Member shall provide such other details as the Committee may reasonably require.

- 18.4 Members shall have reasonable access to the Register of Members.
- 18.5 Each Catchment Group will nominate one Member to receive notices on behalf of the Catchment Group.

19 Cessation of Membership

- 19.1 Any Member may resign from membership of the Society by written notice to the Administrator, and each resignation shall take effect from the end of the Society's then current financial year, but the Member resigning shall remain liable to pay all subscriptions, levies and any other fees to the end of that year, and shall cease to hold himself or herself out as a Member of the Society, and shall return to the Society all material produced by the Society (including any Membership certificate, handbooks and manuals) in that Member's possession.
- 19.2 The Committee may declare that a Member is no longer a Member (from the date of that declaration or such date as may be specified) if that Member:-
- 19.2.1 ceases to be qualified to be a Member;
 - 19.2.2 is convicted of any indictable offence or offence for which a convicted person may be imprisoned;
 - 19.2.3 is adjudged bankrupt;
 - 19.2.4 makes a composition with creditors; or
 - 19.2.5 (if a body corporate) is wound up or placed in receivership or liquidation.
- 19.3 Membership may be terminated by the Committee at any time in the following way:

Committee Notice

- 19.3.1 If, for any reason whatsoever, the Committee resolves that a Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society, the Committee may give written notice of this to the Member (**Committee's Notice**). The Committee's Notice must:
- (a) explain how the Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society;
 - (b) state what the Member must do in order to remedy the situation; or state that the Member must write to the Committee giving reasons why the Committee should not terminate the Member's Membership;

- (c) state that if, within 14 days of the Member receiving the Committee's Notice, the Committee is not satisfied, the Committee may in its absolute discretion immediately terminate the Member's Membership; and
- (d) state that if the Committee terminates the Member's Membership, the Member may appeal to the Society.

Termination Notice

- 19.3.2 Fourteen days following the date of the Committee's Notice, the Committee may resolve in accordance with these Rules to terminate the Member's Membership by giving the Member written notice (**Termination Notice**), which takes immediate effect. The Termination Notice must state that the Member may appeal to the Society at a Special General Meeting by giving written notice to the Administrator (**Member's Notice**) within 14 days of the date of the Termination Notice.

Right of Appeal

- 19.3.3 If the Member gives the Member's Notice to the Secretary, the Member will have the right to appeal the Termination Notice at a Special General Meeting held within 14 days of the date of the Member's Notice. If the Member chooses, the Member may provide the Administrator with a written explanation of the events as the Member sees them (**Member's Explanation**). The Member may require the Administrator to issue the Member's Explanation to every other Member within 7 days of the Administrator receiving the Member's Explanation. If the Member is not satisfied that the other Members have had sufficient time to consider the Member's Explanation, the Member may defer his or her right to be heard until the following Special General Meeting or Annual General Meeting.
- 19.3.4 When the Member is heard at a Special General Meeting, each Member of the Society may question the terminated Member and the Committee Members.
- 19.3.5 The Society shall then by Majority vote decide whether to let the termination stand, or whether to reinstate the Member. The Society's decision will be final.

20 Liability of Members

- 20.1 No Member shall be liable for the acts or omissions of any other Member or any loss caused thereby, unless caused by their wilful default or by their willful acquiescence.

- 20.2 Each Member shall be indemnified by the Society for all liabilities and costs incurred by them in good faith in pursuance of the purposes of the Society.

SOCIETY MEETINGS

21 Society Meetings

- 21.1 A Society Meeting is either an Annual General Meeting or a Special General Meeting.
- 21.2 A Society Meeting will preferably be held in person but may be held via video or telephone conference, or other formats as the Committee may decide.
- 21.3 The Annual General Meeting shall be held once every year in June or no later than five months after the Society's balance date. The Committee shall determine when and where the Society shall meet within those dates.
- 21.4 Special General Meetings may be called by the Committee. The Committee must call a Special General Meeting if the Administrator receives a written request signed by at least 30% of the Members.
- 21.5 The Administrator shall:
- 21.5.1 Give all Members at least 14 days' written notice of the business to be conducted at any Special General Meeting or Annual General Meeting.
 - 21.5.2 Additionally, the Administrator will provide, where appropriate:
 - (a) a copy of the Chair or Co-Chairs Report on the Society's operations and of the annual financial statements as approved by the Committee;
 - (b) a list of nominees for the Committee received by the date of the notice, and information about those nominees if it has been provided. The Administrator must not provide Members with information exceeding one side of an A4 sheet of paper per Nominee); and
 - (c) notice of any motions and the Committee's recommendations about those motions.
- 21.6 If the Administrator has sent a notice to all Members in good faith, the Meeting and its business will not be invalidated by reason of one or more Members not receiving the notice.

- 21.7 All Members may attend Society Meetings and may vote at the Society Meetings, when voting is open to them (pursuant to Clause 21.12).
- 21.8 No Society Meeting may be convened unless at least 11 Members attend in person or by representative (this will constitute a quorum).
- 21.9 A Member is entitled to vote at a Society Meeting by written proxy in favour of another eligible Member who is present, but no other proxy voting will be permitted.
- 21.10 All Society Meetings shall be chaired by the Chair or a Co-Chair. If the Chairperson or a Co-Chair is absent, the meeting shall elect another Committee Member to chair that meeting.
- 21.11 The Chair or a Co-chair has the discretion of whether to undertake two kinds of motion at any Meeting. This choice must be based on what the Chair/Co-chair believes is in the best interests of the Catchment Groups. These motions are as follows:
- 21.11.1 Based solely on the votes of the leaders of the Catchment Groups (pursuant to Clause 9.1); or
 - 21.11.2 a vote of all of the Members of the Society present at the Meeting.
- 21.12 Subject to Rule 21.10, on any given motion at Special or Annual General Meetings, the Chairperson or a Co-Chair shall in good faith determine whether to vote by:
- 21.12.1 Voices
 - 21.12.2 Show of hands; or
 - 21.12.3 Secret ballot
- 21.13 If any Member demands a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot.
- 21.14 The business of an Annual General Meeting shall be:
- 21.14.1 Receiving any minutes of the previous Society Meeting(s);
 - 21.14.2 The Chairpersons/Co-chairpersons report on the business of the Society;
 - 21.14.3 The Treasurer's report on the finances of the Society, and the annual financial statements;
 - 21.14.4 Election of Committee Members;
 - 21.14.5 Motions to be considered;

21.14.6 General business.

21.15 The Chairperson/Co-chair or his nominee shall adjourn the meeting if necessary.

21.16 Adjourned Meetings: If within half an hour after the time appointed for a meeting a quorum is not present the meeting, if convened upon requisition of Members, shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the Chairperson or a Co-chair of the Society, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments.

22 Motions at Society Meetings

22.1 Any Member may request that a motion be voted on (**Member's Motion**) at a particular Society Meeting, by giving written notice to the Administrator at least 10 days before that meeting. The Member may also provide information in support of the motion (**Member's Information**).

22.2 The Committee may in its absolute discretion decide whether or not the Society will vote on the Member's Motion provided that if the Member's Motion is signed by at least 51% of eligible Members:

22.2.1 It must be voted on at the Society Meeting chosen by the Member, and

22.2.2 The Administrator must give the Member's Information to all Members at least 7 days before the Society Meeting chosen by the Member.

22.2.3 If the Administrator fails or is otherwise unable to discharge his obligation under Rule 22.2.2, the Member has the right to raise the motion at the following Society Meeting.

22.2.4 The Committee may also decide to put forward motions for the Society to vote on which shall be suitably notified (**Committee Motions**).

INTELLECTUAL PROPERTY

23 Confidentiality

23.1 Any information collected on behalf of the Society is to remain as the property of the Society and must not be distributed outside of the Membership or published publicly without first being approved for wider distribution by the Committee.

FINANCIAL

24 Use of Money and Other Assets

24.1 The Society may only Use Money and Other Assets if:

24.1.1 It is for a purpose of the Society;

24.1.2 It is not for the sole personal or individual benefit of any Member; and

24.1.3 That use has been approved by either the Committee or by the Society Members.

24.2 Any transactions between the Society and any Member, any Committee Member and any associated persons shall be at arms' length and in accordance with prevailing commercial terms on which the Society would deal with third parties not associated with the Society, and any payments made in respect of such transactions shall be limited to:

24.2.1 A fair and reasonable reward for services performed;

24.2.2 Reimbursement of expenses properly incurred;

24.2.3 Usual professional, business or trade charges; and

24.2.4 Interest at no more than current commercial rates.

25 Joining Fees, Subscriptions and Levies

25.1 The joining fee, annual subscription fee and any further fees payable for membership for the following calendar year shall be set by the Committee and notified to the Members at the Annual General Meeting.

25.2 If any Member does not pay a subscription or levy by the date set by the Committee or the Society, the Administrator will give written notice that, unless the arrears are paid by a nominated date (**Payment Date**), their Membership will be terminated.

25.3 The Member shall (without being released from the obligation of payment of any sums due to the Society) have no Membership rights and shall not be entitled to participate in any Society activity where full payment is not received by the Administrator on or before the Payment Date.

26 Donations

All donations received by the Society towards the provision of services for catchment groups must either be specifically identified as being targeted towards a particular member catchment group or, if not formally identified for a group, this donation will be provided to the Society in general to be used as seen fit by the Committee.

27 Financial Year

27.1 The financial year of the Society begins on 1 April of every year and ends on 31 March of the next year.

28 Assurance on the Financial Statements

28.1 The Society may appoint an accountant to, at the discretion of the Committee (subject to any relevant legislation), either review or formally audit the annual financial statements of the Society noting that where the Committee deems the financial activities of the Society to be of a nominal level, the Committee is not bound to appoint a Reviewer.

28.2 If a Reviewer is appointed subject to 28.1 above, the Reviewer shall conduct an annual examination with the objective of providing a report that nothing has come to the Reviewer's attention to cause the Reviewer to believe that the financial statements are not presented in accordance with the Society's accounting policies.

28.3 The Reviewer must be a suitably qualified person, preferably a member of Chartered Accountants Australia and New Zealand, and must not be a member of the Committee, or an employee of the Society.

28.4 If the Society appoints a Reviewer who is unable to act for some reason, the committee shall appoint another Reviewer as a replacement.

28.5 The Committee is responsible to provide the Reviewer with:

28.5.1 Access to all information of which the Committee is aware that is relevant to the preparation of the financial statements such as records, documentation and other matters;

28.5.2 Additional information that the Reviewer may request from the committee for the purpose of the review or audit; and

28.5.3 Reasonable access to persons within the Society from whom the Reviewer determines it necessary to obtain evidence.

SIGNING OF DOCUMENTS

29 Signing of Documents

29.1 Where a common seal is required under the Act for the Society to enter into any contracts:

29.1.1 The Committee will provide a common seal for the Society and may from time to time replace it with a new one; and

- 29.1.2 Any contract that, if made between private persons, must be by deed shall, when made by the Society, be in writing under the common seal of the Society. The Administrator shall have custody of the common seal, which shall only be used by the authority of the Committee. Every document to which the common seal is affixed shall be signed by the Chair or a Co-Chair and countersigned by the Administrator or a member of the Committee.
- 29.1.3 Only those people delegated as per the Delegations Policy are authorized to execute written agreements on behalf of the Society.

RULES AND POLICIES

30 Altering the Rules

- 30.1 The Society may alter or replace these Rules at a Society Meeting by a resolution passed by a two-thirds majority of those Members present and voting.
- 30.2 Any Member's Motion to amend or replace these Rules shall be signed by at least 51% of eligible Members and given in writing to the Administrator at least 14 days before the Society Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.
- 30.3 Rules 28.2 shall not apply to a Committee Motion to amend or replace these Rules.
- 30.4 At least 10 days before the Society Meeting at which any Rule change is to be considered the Administrator shall give to all the Members written notice of the proposed motion, the reasons for the proposal, and any recommendations the Committee has.
- 30.5 When a Rule change is approved by the Members in a Society Meeting no Rule change shall take effect until the Administrator has filed the changes with the Registrar of Incorporated Societies

31 Policies to govern the Society

- 31.1 When a Rule change is approved by the Members in a Society Meeting, no Rule change shall take effect until the Administrator has filed the changes with the Registrar of Incorporated Societies.
- 31.2 The Committee may from time to time make, alter or rescind policies for the general management and operation of the Society, provided that such policies do not conflict with these Rules or to the provision of the Law.
- 31.3 All Policies shall be binding on Members of the Society.
- 31.4 A copy of the Policies for the time being shall be available for

inspection by any Member on request to the Administrator.

- 31.5 In the event of any conflict between the Policies and these Rules, the provision of these Rules shall prevail.

WINDING UP

32 Winding up

32.1 If the Society is wound up:

32.1.1 The Societies debts, costs and liabilities shall be paid;

32.1.2 Surplus Money and Other Assets of the Society may be disposed of:

- (a) By resolution; or
- (b) According to the provisions in the Act; but

32.1.3 No distribution may be made to any Member.

32.1.4 The Surplus Money and Other Assets shall be distributed as follows:

- (a) If the Society is registered as a charitable entity under the Charities Act 2005 immediately prior to winding up, to such charitable organization as the Committee may determine in its sole discretion; or
- (b) If the Society is not registered as a charitable entity under the Charities Act 2005 immediately prior to winding up, to such organisation(s) as the Committee may determine in its sole discretion, which may include those organisations that have directly supported the Society.

SCHEDULE 1

Establishment Committee Members (Rule 6.3)

The establishment Committee Members are:

	Committee Member
1	David Cotton
2	Duncan Matthews
3	George Matthews
4	Anne-Marie Broughton
5	Fraser Middleton
6	Harriet Horrocks
7	Danny Broughton
8	Donald Richards
9	Mike Russell
10	Toiora Hawira
11	Bruce Cave
12	Jason Reid
13	Alan Davison
14	Christopher Blair
15	Janie Ford